

General Shareholders' Meeting of HOCHTIEF Aktiengesellschaft on May 12, 2011

Information on attendance of the General Shareholders' Meeting, on proxy voting rights and absentee voting

Dear Shareholder,

Thank you for your interest in the General Shareholders' Meeting. We are pleased to enclose your admission ticket or tickets with this letter.

With this/these ticket(s):

1. You can attend the General Shareholders' Meeting in person or through a proxy; or
2. You can grant authorizations and issue instructions to the company-appointed proxies prior to the General Shareholders' Meeting, either by letter mail, by fax or by electronic means; or
3. You can exercise your voting rights by absentee vote prior to the General Shareholders' Meeting, either by letter mail, by fax or by electronic means.

To ensure that the General Shareholders' Meeting runs smoothly and all votes are properly cast, please note the information provided in the following.

1. Attending the General Shareholders' Meeting in person or through a proxy; registration in the Grugahalle

If you wish to attend the General Shareholders' Meeting in person or through a proxy, please present, or ask your proxy holder to present, the top section of the enclosed admission ticket form at the Shareholder Registration desk in the Grugahalle. Unless you grant your proxy to a bank, a shareholders' association or other person or institution deemed under German stock corporation law to be of equivalent status to a bank or shareholders' association, you must grant your proxy in text form. To grant your proxy, please fill out the proxy printed on the back of the top section and hand the admission ticket form to your proxy holder. At the Shareholder Registration desk, you or your proxy holder will be handed a book of voting cards in exchange for the top section of the admission ticket form. So that all voting rights in attendance are counted, please be sure to present—or ensure that your proxy holder presents—**all** of your admission tickets at the desk.

The meeting rooms are open from 9:00 a.m. We trust you will appreciate that we must take certain security measures in your interests.

For your journey to the Grugahalle, you will find enclosed a free VRR public transportation ticket and supplementary information for shareholders arriving by car (middle section of the admission ticket form).

2. Granting authorization and issuing instructions to the company-appointed proxies by letter mail, by fax or by electronic means

If you do not wish to attend the General Shareholders' Meeting in person and do not grant a proxy for a third party to attend in person on your behalf, we offer you the option of exercising your voting rights through employees of our company. You can authorize the company-appointed proxies in this way either prior to or during the General Shareholders' Meeting. Please note that, as a rule, you will be unable to vote through the company-appointed proxies on motions concerning procedure during the General Shareholders' Meeting, on countermotions or nominations proposed during the Meeting, or on other motions not communicated in advance of the Meeting.

The company has designated Ute Adrians and Jasmin Spans as company-appointed proxies, each of whom is authorized to represent individual voting rights. Both are HOCHTIEF employees.

Your authorization entitles the company-appointed proxies to exercise your voting rights only to the extent that you issue express instructions on items of the agenda. The company-appointed proxies are under obligation to vote on individual items of the agenda in accordance with your instructions; they cannot exercise voting rights at their own discretion.

Instructions relating to item 2 of the agenda also apply in the event that there is a change in the number of eligible shares and a correspondingly revised proposal for the appropriation of net profit is submitted to the General Shareholders' Meeting. If separate voting proves necessary for a specific item of the agenda, instructions issued for that item are deemed to apply accordingly for all subitems.

To grant authorization and issue instructions to the company-appointed proxies prior to the General Shareholders' Meeting, please use the bottom section of the enclosed admission ticket form or use the Internet dialog as described under heading 4 below. Fill in the form with your instructions and please do not forget, before sending it to us, to complete your declaration of intent in accordance with Section 126b of the German Civil Code (BGB), for example, adding your signature (both on the front and on the back if sending by fax or by electronic means). Please send us the completed form by letter mail, by fax or by electronic means (transmit both the front and the back of the form), so that we receive it **no later than 24:00 hours on May 11, 2011**, to this address:

**HOCHTIEF Aktiengesellschaft, c/o Computershare HV-Services AG,
Prannerstrasse 8, 80333 München, Germany, fax: +49 89 30903-74675, e-mail: hochtief-hv2011@computershare.de**

Authorizations and instructions received after the deadline cannot be taken into account. Please use the enclosed self-addressed stamped envelope

for submissions by letter mail. Kindly note that delivery times for letter mail are beyond our control.

To grant authorizations and issue instructions to the above-named company-appointed proxies during the General Shareholders' Meeting on May 12, 2011, please use the authorization and instructions card in the book of voting cards handed out to you in the Grugahalle on May 12, 2011.

3. Absentee voting

You can also exercise your vote in writing or by means of electronic communication (absentee vote), without attending the General Shareholders' Meeting. Your absentee vote can be sent in to the company at your option by letter mail, by fax or by electronic means:

**HOCHTIEF Aktiengesellschaft, c/o Computershare HV-Services AG,
Prannerstrasse 8, 80333 München, Germany, fax: +49 89 30903-74675, e-mail: hochtief-hv2011@computershare.de**

To exercise your absentee vote, please use the bottom section of the enclosed admission ticket form and send it to the above address, or use the password-protected Internet dialog as described in the following. Fill in the form and please do not forget, before sending it to us, to complete your declaration of intent in accordance with Section 126b of the German Civil Code (BGB), for example, by adding your signature (both on the front and on the back if sending by fax or by electronic means). Please send the completed form to the above address so that we receive it **no later than 24:00 hours on May 11, 2011. Absentee votes received after the deadline cannot be taken into account. Please use the enclosed self-addressed stamped envelope for submissions by letter mail. Kindly note that delivery times for letter mail are beyond our control.**

We wish to point out that, with an absentee vote, you are unable to vote on any counter motions or nominations proposed during the General Shareholders' Meeting, or on other motions not communicated in advance of the Meeting.

4. Use of the Internet dialog to authorize company-appointed proxies or to vote by absentee vote

To grant authorization and issue instructions to company-appointed proxies, to revoke such authorizations and to cast and withdraw absentee votes, shareholders can also use the password-protected Internet dialog provided by the company for this purpose on www.hochtief.com under Investor Relations/General Shareholders' Meeting. Company-appointed proxies can be authorized or instructed or changes made using the Internet dialog **until May 11, 2011, 24:00 hours**. Absentee votes can also be cast or modified using the Internet dialog until this point in time.

5. Motions and nominations by shareholders in accordance with Sections 126 (1) and 127 of the German Stock Corporations Act (AktG)

Shareholder motions and nominations that must be made available under Section 125 onwards of the Stock Corporations Act will be published on www.hochtief.com under Investor Relations/General Shareholders' Meeting. If in issuing instructions to company-appointed proxies or in casting an absentee vote you wish to endorse countermotions of this kind opposing motions proposed by the Executive Board and/or the Supervisory Board, then vote "No" on the items of the agenda to which the countermotions relate. Countermotions are only voted on separately if the motion proposed by the Executive Board and/or the Supervisory Board fails to achieve the required majority.

6. Legal notes

Even if you grant authorization to the company-appointed proxies or cast an absentee vote, your admission ticket still entitles you to attend the General Shareholders' Meeting in person. Registration by a shareholder or proxy holder at the Shareholder Registration desk in the Grugahalle at the General Shareholders' Meeting on May 12, 2011 will be construed as withdrawal of any authorization granted and instructions issued to the company-appointed proxies and as withdrawal of any absentee vote.

If you grant authorization to the company-appointed proxies but do not issue any instructions, the company-authorized proxies will be unable to represent you at the General Shareholders' Meeting.

Essen, March 2011

Sincerely,
HOCHTIEF Aktiengesellschaft