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Adhoc Release

HOCHTIEF Aktiengesellschaft decides on capital increase against cash contribution with exclusion of subscription rights, backstopped by shareholder ACS

The executive board of HOCHTIEF Aktiengesellschaft ("Company") today decided, with the approval of the Supervisory Board, to increase the Company's share capital by just under 10% against cash contribution by making use of the authorized capital II. The company's share capital will be increased by EUR 18,085,358.08 to EUR 198,940,928.00 by issuing 7,064,593 new shares against cash contribution, with the simplified exclusion of shareholders' subscription rights. The new shares will be issued with dividend rights from 1 January 2022. The new shares are to be offered exclusively to corporate and institutional investors as part of a private placement.

ACS, Actividades de Construcción y Servicios, S.A., Madrid (Spain) ("ACS"), has undertaken to participate in the offering pro rata to its current shareholding in the Company and the Company has undertaken to allocate such number of new shares to ACS. In addition, ACS has undertaken to backstop the capital increase in full with regard to all remaining new shares that are not placed with other corporate and institutional investors. The placement price will be determined in an accelerated book building and will be communicated separately. The net

proceeds of the capital increase are to be used to strengthen the equity base by repaying part of the financing raised for the complete takeover of CIMIC.

As part of the transaction, the Company has agreed to a lock-up period of 90 days, subject to customary exceptions.

This publication may not be published, distributed or transmitted, directly or indirectly, in the United States of America (including its territories and possessions), Canada, Japan or Australia or any other jurisdiction where such an announcement could be unlawful. The distribution of this announcement may be restricted by law in certain jurisdictions and persons who are in possession of this document or other information referred to herein should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This publication does not constitute an offer of securities for sale or a solicitation of an offer to purchase securities of HOCHTIEF Aktiengesellschaft ("HOCHTIEF") or of any of its subsidiaries in the United States of America, Germany or any other jurisdiction. Neither this announcement nor anything contained herein shall form the basis of, or be relied upon in connection with, any offer or commitment whatsoever in any jurisdiction. The securities referred to herein may not be offered or sold in the United States of America in the absence of registration or an exemption from registration under the U.S. Securities Act of 1933, as amended (the "Securities Act"). The securities of HOCHTIEF have not been, and will not be, registered under the Securities Act.

In the United Kingdom, this announcement is only directed at persons who are "qualified investors" within the meaning of the UK Prospectus Regulation (Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018) and who (i) are investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the "Order"), (ii) are persons falling within Article 49(2)(a) to (d) of the Order (high net worth companies, unincorporated associations, etc.) or (iii) to whom it may otherwise be lawfully

communicated (all such persons together being referred to as "Relevant Persons"). This document must not be acted on, or relied upon, by persons who are not Relevant Persons. Any investment or investment activity to which this document relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.

In member states of the European Economic Area, the placement of the securities described in this announcement (the "Placement") is directed exclusively at persons who are "qualified investors" within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (Prospectus Regulation).

HOCHTIEF may be classified a "passive foreign investment company" (PFIC) for U.S. federal income tax purposes. Investors subject to U.S. federal income tax should consult their own tax advisers in connection with their investment in the HOCHTIEF shares.

No action has been taken that would permit an offering of the securities, a purchase of the securities or possession or distribution of this announcement in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required to inform themselves about and to observe any such restrictions.

This announcement does not constitute a recommendation concerning the Placement. Investors should consult a professional advisor as to the suitability of the Placement for the person concerned.

In connection with the Placement Deutsche Bank Aktiengesellschaft and J.P. Morgan SE (the "Joint Bookrunners") are acting exclusively for HOCHTIEF. They will not regard any other person as their respective client in relation to the Placement and will neither be responsible nor provide protection to anyone other than HOCHTIEF and, nor will they provide advice to anyone other than HOCHTIEF in relation to the Placement, the contents of this announcement or any other matter referred to herein.

In connection with the Placement, the Joint Bookrunners and any of their affiliates, acting as investors for their own accounts, may subscribe for or purchase securities of HOCHTIEF and may otherwise deal for their own

accounts. Accordingly, references to the securities being issued or sold should be read as including any issue, offer or sale to the Joint Bookrunners and any of their affiliates acting as investors for their own accounts. In addition, each Joint Bookrunner or their respective affiliates may enter into financing arrangements and swaps with investors in connection with which such Joint Bookrunners (or their affiliates) may from time to time acquire, hold or dispose of HOCHTIEF's shares. The Joint Bookrunners do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

None of the Joint Bookrunners or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or, with limited exception, any other information relating to HOCHTIEF, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith.

Information to Distributors

Pursuant to EU product governance requirements, the securities referred to herein have been subject to a product approval process, under which each distributor has determined that such securities are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II. Any distributor subsequently offering the securities referred to herein is responsible for undertaking its own target market assessment in respect of such securities and determining appropriate distribution channels.

HOCHTIEF is an engineering-led global infrastructure group with leading positions across its core activities of construction, services and concessions/public-private partnerships (PPP) focused on Australia, North America and Europe; With around 34,000 employees and a sales volume of about EUR 21 billion in 2021, HOCHTIEF's global presence is focused on developed markets; Via CIMIC, the Group is market leader in Australia; In the USA, HOCHTIEF is the No. 1 general builder via Turner; Flatiron ranks among the most important players in the field of civil works, mainly in transportation infrastructure; HOCHTIEF owns a 20% stake in Abertis, the leading international toll road operator; Thanks to its commitment to sustainability, HOCHTIEF has been listed in the Dow Jones Sustainability Indexes since 2006; Further information is available at <https://www.hochtief.com/news-media>