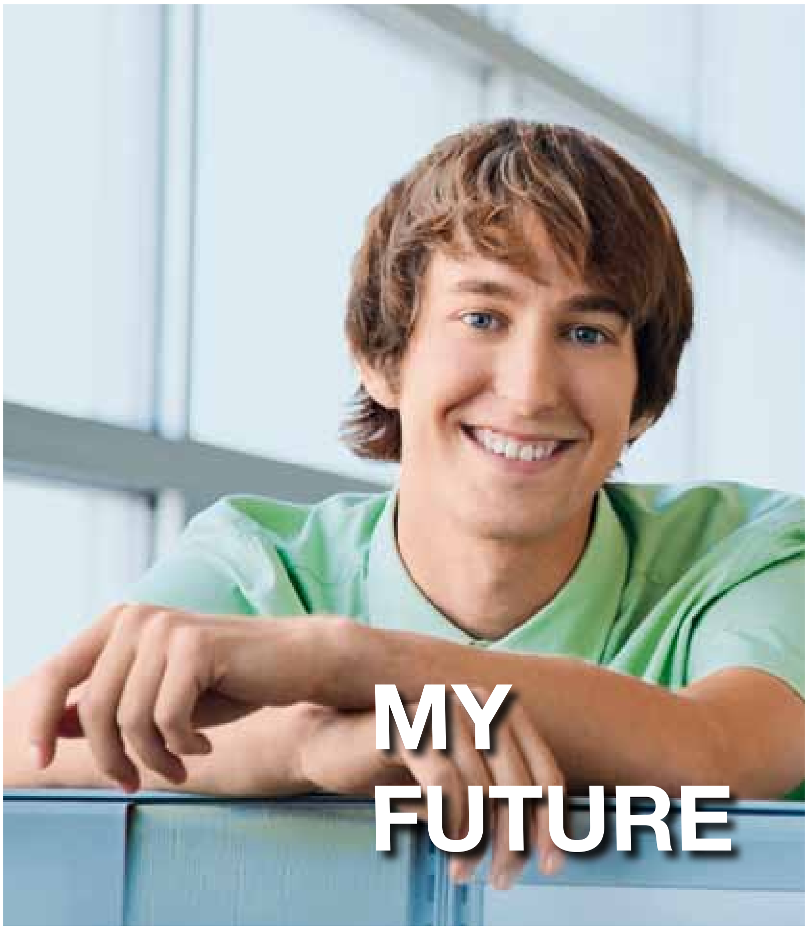
Annual Financial Statements of HOCHTIEF Aktiengesellschaft as of December 31, 2012



Turning Vision into Value.

HOCHTIEF

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The 2012 Annual Financial Statements and Management Report of HOCHTIEF Aktiengesellschaft are published in the Bundesanzeiger (Federal Official Gazette). A combined Management Report for HOCHTIEF Aktiengesellschaft and the HOCHTIEF Group is presented beginning on page 30 of the Annual Report 2012.

Balance Sheet of HOCHTIEF Aktiengesellschaft

(EUR thousand)	See note	Dec. 31, 2012	Dec. 31, 2011
Assets			
Fixed assets	(1)		
Intangible assets		12,545	14,891
Property, plant and equipment		24,069	24,859
Financial assets		2,301,101	2,416,735
		2,337,715	**2,456,485**
Current assets			
Inventories	(2)	19,687	20,266
Receivables and other assets	(3)	1,079,190	1,173,342
Marketable securities	(4)	11,152	46,015
Cash and cash equivalents	(5)	66,729	44,088
		1,176,758	**1,283,711**
Prepaid expenses	(6)	**11,557**	**7,572**
Excess of plan assets over obligations	(9)	**16,024**	**16,970**
		3,542,054	**3,764,738**
Liabilities and Shareholders' Equity			
Shareholders' equity	(7)		
Subscribed capital*		197,120	197,120
Treasury stock		(8,670)	(8,760)
Reserves		1,415,043	1,598,115
Unappropriated net profit		77,000	6,916
		1,680,493	**1,793,391**
Provisions			
Provisions for pensions and similar obligations	(9)	901	493
Other provisions	(10)	93,960	114,786
		94,861	**115,279**
Liabilities	(11)	**1,766,700**	**1,856,068**
		3,542,054	**3,764,738**

*Plus conditional capital with a nominal value of EUR 49,280,000

Statement of Earnings of HOCHTIEF Aktiengesellschaft

(EUR thousand)	See note	2012	2011
Sales	(13)	37,025	69,763
Change in the balance of construction work in progress		(675)	(19,586)
Other operating income	(14)	58,920	68,104
Materials	(15)	(14,607)	(14,272)
Personnel costs	(16)	(33,405)	(36,351)
Depreciation and amortization	(17)	(5,684)	(11,486)
Other operating expenses	(18)	(90,342)	(141,780)
Net income from financial assets	(19)	(21,876)	170,155
Net interest income	(20)	(45,339)	(84,322)
Writedowns on financial assets and marketable securities	(21)	(2,359)	(182)
Profit from ordinary activities		**(118,342)**	**43**
Income taxes	(22)	4,024	3
Net profit/(loss) before changes in reserves		**(114,318)**	**46**
Net profit brought forward		6,916	6,870
Withdrawal from revenue reserves	(7)	184,402	–
Unappropriated net profit		**77,000**	**6,916**

Movements in Fixed Assets

(EUR thousand)	Cost of acquisition or production Jan. 1, 2012	Additions	Disposals
Intangible assets			
Concessions, industrial property and similar rights and assets, and licenses in such rights and assets, acquired for valuable consideration	31,181	2,170	263
	31,181	**2,170**	**263**
Property, plant and equipment			
Land, similar rights and buildings, including buildings on land owned by third parties	69,435	–	447
Technical equipment and machinery	2,958	–	159
Other equipment and office equipment	7,685	357	669
Prepayments and assets under construction	–	413	–
	80,078	**770**	**1,275**
Financial assets			
Shares in affiliated companies	1,913,736	215,213	256,004
Long-term loans to affiliated companies	714,500	–	71,041
Other participating interests	17,492	50	50
Long-term securities investments	23,579	1,366	2,809
	2,669,307	**216,629**	**329,904**
Total fixed assets	**2,780,566**	**219,569**	**331,442**

Cumulative depreciation and amortization	Depreciation and amortization in 2012	**Carrying amount at Dec. 31, 2012**	Carrying amount at Dec. 31, 2011
20,543	4,516	12,545	14,891
20,543	**4,516**	**12,545**	**14,891**
47,398	534	21,590	22,272
1,919	162	880	1,085
6,187	472	1,186	1,502
–	–	413	–
55,504	**1,168**	**24,069**	**24,859**
237,441	2,359	1,635,504	1,678,654
–	–	643,459	714,500
17,490	–	2	2
–	–	22,136	23,579
254,931	**2,359**	**2,301,101**	**2,416,735**
330,978	**8,043**	**2,337,715**	**2,456,485**

Responsibility Statement

To the best of our knowledge, and in accordance with the applicable reporting principles, the annual financial statements give a true and fair view of the assets, liabilities, financial position, and profit or loss of the Company, and the management report, which is combined with the Group management report, includes a fair review of the development and performance of the business and the position of the Company, together with a description of the material opportunities and risks associated with the expected development of the Company.

Essen, February 12, 2013

HOCHTIEF Aktiengesellschaft

The Executive Board

Marcelino Fernández Verdes

Peter Sassenfeld

Independent Auditors' Report

We have audited the annual financial statements—comprising the balance sheet, the statement of earnings and the notes to the financial statements—together with the bookkeeping system, and the combined management report of HOCHTIEF Aktiengesellschaft, Essen/Germany, for the business year from January 1, 2012 to December 31, 2012. The maintenance of the books and records and the preparation of the annual financial statements and management report in accordance with German commercial law are the responsibility of the Company's Executive Board. Our responsibility is to express an opinion on the annual financial statements, together with the bookkeeping system, and on the management report based on our audit.

We conducted our audit of the annual financial statements in accordance with § 317 HGB (German Commercial Code) and German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany). Those standards require that we plan and perform the audit such that misstatements materially affecting the presentation of the net assets, financial position and results of operations in the annual financial statements in accordance with German principles of proper accounting and in the management report are detected with reasonable assurance. Knowledge of the business activities and the economic and legal environment of the Company and expectations as to possible misstatements are taken into account in the determination of audit procedures. The effectiveness of the accounting-related internal control system and the evidence supporting the disclosures in the books and records, the annual financial statements and the management report are examined primarily on a test basis within the framework of the audit. The audit includes assessing the accounting principles used and significant estimates made by the Executive Board, as well as evaluating the overall presentation of the annual financial statements and management report. We believe that our audit provides a reasonable basis for our opinion.

Our audit has not led to any reservations.

In our opinion, based on the findings of our audit, the annual financial statements of HOCHTIEF Aktiengesellschaft, Essen/Germany, comply with the legal requirements and give a true and fair view of the net assets, financial position and results of operations of the Company in accordance with German principles of proper accounting. The management report is consistent with the annual financial statements and as a whole provides a suitable view of the Company's position and suitably presents the opportunities and risks of future development.

Düsseldorf, February 12, 2013

Deloitte & Touche GmbH
Wirtschaftsprüfungsgesellschaft

(Dr. Reichmann)
Wirtschaftsprüfer (German Public Auditor)

(Bedenbecker)
Wirtschaftsprüfer (German Public Auditor)

Notes to the HOCHTIEF Aktiengesellschaft Financial Statements

General information

These Annual Financial Statements are prepared in accordance with the German Commercial Code (HGB) and Stock Corporations Act (AktG). There are no recognition and measurement changes relative to the prior year. For purposes of clarity, a number of items are combined in the Balance Sheet and in the Statement of Earnings. These items are broken down into their constituents and commented on elsewhere in these Notes. The Statement of Earnings is presented in vertical format using the nature of expense method of analysis. The financial statements are presented in euros, and all monetary amounts in the text of these Notes are rounded to the nearest thousand euros unless specifically stated otherwise.

The Executive Board and Supervisory Board have issued a declaration of compliance with the German Corporate Governance Code pursuant to Section 161 of the German Stock Corporations Act (AktG). The declaration is available for the public to view at all times on the HOCHTIEF website.*

*For further information on corporate governance at HOCHTIEF, please see www.hochtief.com/corporategovernance.

Accounting policies

Purchased intangible assets are stated at cost of purchase less amortization. If the fair value of an intangible asset is likely to be less than its carrying amount on other than a temporary basis, a writedown is additionally recognized due to impairment. Internally generated intangible assets are not recognized. Property, plant and equipment is stated at cost of purchase or production (at the amount required to be recognized), less depreciation and, if the fair value of an item of property, plant and equipment is likely to be less than its carrying amount on other than a temporary basis, writedowns due to impairment. Borrowing costs are not included in purchase or production cost. Additions to property, plant and equipment are uniformly depreciated on a straight-line basis over useful lives of up to ten years. Minor assets with a cost of up to EUR 150 are expensed in the year of purchase or production and are not recognized as assets. Minor assets with a cost of more than EUR 150 but less than EUR 1,000 are grouped and depreciated collectively over five years.

Financial assets are reported at acquisition cost. Certain shares in affiliated companies and participating interests are reported at fair value if this is lower and the impairment is likely to be other than temporary. Long-term securities investments are stated at the lower of acquisition cost or their current stock market price or, if an impairment is likely to be other than temporary, fair value.

Inventories are stated in accordance with the lower of cost or market principle either at cost of purchase or at the cost of production that is required to be recognized for tax purposes. Cost of production of construction work in progress includes direct materials, direct labor, direct expenses, and an appropriate proportion of material overhead, labor overhead, and production-related depreciation of fixed assets. Progress payments received from clients are deducted from inventories up to the amount of the cost of production for each project. Advance payments in excess of these amounts are reported as liabilities.

The valuation of receivables and other current assets normally measured at nominal value includes appropriate provision as necessary for specific doubtful accounts. A global allowance is also deducted to cover general credit risks and allow for any failure to yield interest. Marketable securities are reported at the lower of acquisition cost or their current stock market price or fair value.

If the cost of purchase or capitalizable cost of production of any asset is higher than its fair value on the balance sheet date, its carrying amount is written down accordingly.

Subscribed capital is stated at nominal value.

Treasury stock is presented as an adjusting item in shareholders' equity. The accounting par value of the treasury stock is deducted from subscribed capital on the face of the balance sheet and any remainder in respect of acquisition cost is charged against other revenue reserves. Any transaction costs are recognized in profit or loss.

Provisions for pensions and similar obligations and provisions for long-service bonuses and semi-retirement programs for older employees are measured using actuarial tables based on biometric probabilities (Prof. Dr. Klaus Heubeck 2005 G tables). Direct pension obligations are measured in accordance with Section 253 (1) of the German Commercial Code (HGB). Pensions and similar obligations are consequently measured using the internationally accepted projected unit credit method, which additionally takes into account future pay and pension benefit increases. In setting the discount factor, use was made of the option under the second sentence of Section 253 (2) HGB, permitting pension provisions and similar long-term obligations to be discounted using a single average market interest rate found for an assumed remaining term of 15 years. The average is found for the market interest rate in the last seven fiscal years. If the change in the discount rate at the end of the year produces only a non-material change in pension obligations, the figure determined and published by the German Bundesbank as of September 30 each fiscal year is applied. The great majority of pension obligations are matched by assets held with the sole purpose of meeting pension obligations and out of reach of other creditors (plan assets). These include assets invested under a contractual trust arrangement (CTA) in HOCHTIEF Pension Trust e. V., pension liability insurance assigned to employees, and mutual fund units under a deferred compensation plan. Securities are measured at fair value. Depending on the type of plan assets involved, fair value is measured using market prices, bank statements, and insurance statements. Any excess of fair value over cost of acquisition is barred from dividend distribution. Under the second sentence of Section 246 (2) HGB, the fair value of plan assets is offset with the matched pension obligations. If the fair value of plan assets exceeds that of the pension obligations, the excess is presented as "excess of plan assets over obligations." Income from plan assets is likewise offset against the interest expense from the unwinding of the discount on pension obligations and against any expense/income recognized on changes in the discount factor, and the difference included in net interest income.

Other provisions are recognized in an amount appropriate to cater for all identifiable risks; the amount provided for reflects the anticipated future charge. Expected future price and cost increases are taken into account when determining the settlement amount. Provisions with a remaining term of over one year are each discounted with the past seven-year average market interest rate for congruent maturities as determined and published by the German Bundesbank.

Liabilities are normally reported at the settlement amount.

Deferred taxes are recognized for temporary differences between the published financial statements and the tax base. Deferred tax assets are also recognized for tax refund entitlements resulting from the anticipated use of existing tax loss carryforwards in the next five years provided it is sufficiently certain that they will be realized. HOCHTIEF Aktiengesellschaft also accounts for all deferred taxes for companies in its tax group. Deferred tax is measured as in the prior year on the basis of a combined tax rate of 31.5%. Deferred tax assets and deferred tax liabilities are presented net. In 2012, as in the previous year, deferred tax liabilities were more than offset by deferred tax assets resulting primarily from the measurement of pension provisions and other provisions. Use was made of the option under the second sentence of Section 274 (1) HGB, to dispense with recognition of deferred tax assets.

Currency translation

Assets and liabilities in foreign currency are reported in the financial statements at the average spot exchange rate on initial entry in the accounts. Losses due to changes in exchange rates are recognized as expense. For foreign currency-denominated assets and liabilities with a remaining term of less than one year, any gains due to changes in quoted prices as of the balance sheet date are recognized in profit or loss.

Where the currency risk on foreign currency items is hedged with derivatives such as forward exchange contracts and valued as a unit with the derivatives, the items are translated at the hedged rate.

Derivative financial instruments

As well as for hedging exchange rate fluctuations in our international activities, derivatives are used to hedge interest rate fluctuations on variable-rate debt and to hedge our share-based payment plans. Derivatives are deployed exclusively for hedging purposes. Rules on their use and separate control are laid down together with responsibilities by binding directives in all Group companies. Derivatives must be used in connection with hedged transactions to offset risks in designated hedging relationships. The counterparties in hedging transactions are invariably banks with first-rate credit standing. Derivatives are initially recognized at cost and are measured in subsequent periods at fair value in accordance with the accounting principle of anticipating losses but not profits except where hedged items and the corresponding hedging transactions are valued as a unit. Provisions for onerous contracts are recognized if derivatives have a negative fair value. Fair values of interest rate swaps are determined from interest rate curves at the measurement date; fair values of foreign currency derivatives are determined from the forward exchange rates for the relevant currencies at the measurement date. Fair values of stock forward contracts and stock options are determined from market prices at the measurement date.

Hedged items are valued as a unit with their corresponding hedging transactions if they are objectively and intentionally complementary in use and function such that gains and losses from the hedged item and the hedging transaction are highly likely to cancel each other out. At HOCHTIEF, hedged items and hedging transactions can only be valued as a unit in the case of micro hedges, where a single hedging transaction corresponds to a single hedged item. The effectiveness of such a unit at matching future changes in value or cash flows is determined by using the critical terms match method. Retrospective measurement of effectiveness is normally performed using the dollar offset method. Any ineffectiveness is accounted for by applying the rule of anticipating losses but not gains and recognizing a provision for the unit as needed. In all other respects, accounting presentation follows the net hedge presentation method.

Management estimates and assumptions

The preparation of the annual financial statements requires the management of HOCHTIEF Aktiengesellschaft to make estimates and assumptions that affect the disclosure and reported amounts of assets and liabilities as of the balance sheet date and of income and expenses in the reporting period as well as the disclosure of risks and uncertainties. Actual results may differ from such estimates.

Explanatory Notes to the Balance Sheet

1. Fixed assets

The aggregated fixed assets categories reported in the balance sheet are subclassified, with details of changes in each item relative to the prior year, in the statement of Movements in Fixed Assets on pages 6 and 7.

The EUR 2,170,000 in additions to intangible assets includes EUR 2,003,000 for prepaid bank guarantee and loan commitment fees in connection with modifications to the existing credit and guarantee facilities.

The EUR 215,213,000 in additions to shares in affiliated companies includes EUR 172,262,000 relating to the amalgamation of HOCHTIEF Concessions AG, Essen, into HOCHTIEF Aktiengesellschaft, Essen, and mainly consisting of the carrying amount of the investment in HOCHTIEF AirPort GmbH, Essen, and HOCHTIEF PPP Solutions GmbH, Essen. An amount of EUR 42,924,000 relates to a payment into the capital reserve at HOCHTIEF Americas GmbH, Essen.

The disposals, totaling EUR 256,004,000, include EUR 191,173,000 relating to the above-mentioned amalgamation of HOCHTIEF Concessions AG, Essen, into HOCHTIEF Aktiengesellschaft, Essen. The disposals also comprise an intra-Group transfer in connection with the structural changes relating to the segmentation of the Group's business (EUR 33,499,000) and a repayment of capital by an affiliated company (EUR 30,521,000).

The total for long-term loans to affiliated companies consists, as in the prior year, of EUR 504,500,000 in long-term loans to HOCHTIEF AirPort GmbH, Essen and EUR 138,959,000 (2011: EUR 210,000,000) to HOCHTIEF Projektentwicklung GmbH, Essen.

A list of the main subsidiaries, associates, and other equity interests held by the HOCHTIEF Group is provided on pages 38 and 39.

Long-term securities investments consist in their entirety of shares in mutual fund units linked to a deferred compensation plan to provide a supplementary pension for employees. The figure includes EUR 1,366,000 (2011: EUR

2,297,000) in additions to shares in mutual fund units in 2012. Most of the long-term securities investments are in a fund in accordance with Section 285 (26) of the German Commercial Code (HGB). This is a mixed-strategy fund aiming to secure a certain capital amount at specific points in time together with capital growth. A portion of the fund units constitute plan assets and are therefore measured at fair value at EUR 9,620,000 (2011: EUR 8,472,000), which is also the carrying amount, and offset against pension provisions. The remaining part of the fund is measured at amortized cost and continues to be reported as part of long-term securities investments (carrying amount: EUR 21,837,000, fair value: EUR 22,271,000; carrying amount 2011: EUR 23,280,000, fair value: EUR 23,853,000). Neither the plan assets nor this portion of the fund are at the free disposal of HOCHTIEF Aktiengesellschaft. As of December 31, 2012, the fund units thus had a total carrying amount of EUR 31,457,000 (2011: EUR 31,752,000) and a fair value of EUR 31,891,000 (2011: EUR 32,325,000). HOCHTIEF Aktiengesellschaft did not receive any distribution from the fund in the year under review.

2. Inventories

(EUR thousand)	**Dec. 31, 2012**	Dec. 31, 2011
Construction work in progress	19,674	20,349
less progress payments received	–	(88)
	19,674	**20,261**
Raw materials and supplies	13	5
	19,687	**20,266**

3. Receivables and other assets

(EUR thousand)	**Dec. 31, 2012**	Of which: residual term above 1 year	Dec. 31, 2011	Of which: residual term above 1 year
Trade receivables	4,076	138	8,130	138
Receivables from affiliated companies	1,048,422	287,388	1,107,611	253,453
Receivables from companies in which the Company has participating interests	95	–	47	–
Other assets	26,597	10,036	57,554	19,986
	1,079,190	**297,562**	**1,173,342**	**273,577**

Receivables from affiliated companies are largely connected with intra-Group financial management.

Other assets include tax refund entitlements, premiums receivable on derivative financial instruments, pension liability insurance entitlements, entitlements from real estate sales, interest receivables from securities and fixed-term deposit investments, other non-trade receivables, and other assets. In the prior year, other assets additionally included loan receivables.

Other assets totaling EUR 4,843,000 (2011: EUR 5,443,000) are subject to restrictions.

4. Securities

Marketable securities include EUR 11,152,000 (2011: EUR 40,777,000) in shares in fixed-interest investments and investment funds. In the prior year, this item also included EUR 5,238,000 in equity shares.

5. Cash and cash equivalents

Cash and cash equivalents mostly consist of bank balances and are not subject to any restrictions (2011: subject to restrictions in the amount of EUR 6,366,000).

6. Prepaid expenses

Prepaid expenses mainly consisted of prepaid rents and loan liabilities. The difference between the settlement amount and issue amount of liabilities came to EUR 2,217,000.

7. Shareholders' equity

(EUR thousand)	Amount on Jan. 1, 2012	Net loss before changes in reserves	Change in capital/ revenue reserves	**Amount on Dec. 31, 2012**
Subscribed capital	**197,120**	**–**	**–**	**197,120**
Treasury stock	**(8,760)**	**–**	**90**	**(8,670)**
Capital reserve	783,552	–	498	784,050
Revenue reserves				
Statutory reserve	1,492	–	–	1,492
Other revenue reserves	813,071	–	(183,570)	629,501
Total reserves	**1,598,115**	**–**	**(183,072)**	**1,415,043**
Unappropriated net profit	**6,916**	**(114,318)**	**184,402**	**77,000**
	1,793,391	**(114,318)**	**1,420**	**1,680,493**

HOCHTIEF Aktiengesellschaft's subscribed capital is divided into 76,999,999 no-par-value shares and has a nominal value of EUR 197,120,000. Each share accounts for EUR 2.56 of capital stock.

Including treasury stock still held, subscribed capital totaled EUR 188,450,000 (2011: EUR 188,360,000) as of December 31, 2012.

The capital reserve comprises EUR 782,684,000 constituting the premium on shares issued by HOCHTIEF Aktiengesellschaft as in the prior year together with EUR 1,366,000 (2011: EUR 868,000) for the book gain on the sale of treasury stock.

EUR 184,402,000 has been withdrawn from other revenue reserves. This was countered by EUR 832,000 (2011: EUR 317,000) from the book gain on the sale of treasury stock. Reserves in the amount of EUR 12,550,000 (2011: EUR 186,000) are barred from distribution in accordance with Section 268 (8) of the German Commercial Code (HGB). The entire amount relates to the excess of the fair value of plan assets over the cost of acquisition.

The Executive Board is unaware of any restrictions on voting rights or on transfers of securities.

There are no shares with special control rights. The Executive Board is not aware of any employee shares where the control rights are not exercised directly by the employees.

Statutory rules on the appointment and replacement of Executive Board members are contained in Sections 84 and 85 and statutory rules on the amendment of the Articles of Association in Sections 179 and 133 of the German Stock Corporations Act (AktG). Under Section 7 (1) of the Company's Articles of Association, the Executive Board comprises at least two individuals. Section 23 (1) of the Articles of Association provides that resolutions of the General Shareholders' Meeting require a simple majority of votes cast unless there is a statutory requirement stipulating a different majority. In instances where the Act requires a majority of the capital stock represented at the time of the resolution in addition to a majority of votes cast, Section 23 (3) of the Articles of Association provides that a simple majority will suffice unless there is a mandatory requirement stipulating a different majority.

Pursuant to Section 4 (5) of the Articles of Association, the Executive Board is authorized subject to Supervisory Board approval to increase the capital stock by issuing new no-par-value bearer shares for cash and/or non-cash consideration in one or more issues up to a total of EUR 35,840,000 by or before May 10, 2015 (Authorized Capital I). Similarly, there is an authorization to increase capital by up to EUR 23,296,000 by or before May 11, 2016 under Section 4 (6) of the Articles of Association (Authorized Capital II). Detailed provisions are contained in the stated section of the Articles.

Pursuant to Section 4 (4) of the Articles of Association, the Company's capital stock has been conditionally increased by up to EUR 49,280,000 divided into up to 19,250,000 no-par-value bearer shares (conditional capital). Detailed provisions are contained in the stated section of the Articles.

Authorization to repurchase shares:

The Company is authorized by resolution of the General Shareholders' Meeting of May 3, 2012 to repurchase its own shares in accordance with Section 71 (1) 8 of the German Stock Corporations Act (AktG). The authorization expires on November 2, 2013. It is limited to 10% of the capital stock at the time of the General Shareholders' Meeting resolution or at the time of exercising the authorization, whichever figure is smaller, with the quantity of shares able to be acquired by the use of call options limited to a maximum of 5% of the capital stock at the time of the General Shareholders' Meeting resolution. The authorization can be exercised directly by the Company or by a company in its control or majority ownership or by third parties engaged by the Company or engaged by a company in its control or majority ownership and allows the share repurchase to be executed in one or more installments covering the entire amount or any fraction. The repurchase may be effected through the stock exchange or by public offer to all shareholders, or by public invitation to all shareholders to tender shares for sale, or by issuing shareholders with rights to sell shares, or by the use of call options. The conditions governing the repurchase are set forth in detail in the resolution.

By resolution of the General Shareholders' Meeting of May 3, 2012, the Executive Board is authorized, subject to Supervisory Board approval, in the event of a sale of treasury shares effected by way of an offer to all shareholders, to issue subscription rights to the shares to holders of warrant-linked and/or convertible bonds issued by the Company or by any subordinate Group company. The Executive Board is also authorized, subject to Supervisory Board approval, to sell treasury shares other than through the stock exchange and other than by way of an offer to all shareholders provided that the shares are sold for cash at a price not substantially below the current stock market price for Company shares of the same class at the time of sale.

The HOCHTIEF Aktiengesellschaft Executive Board is also authorized, subject to Supervisory Board approval and the conditions set out in the following, to offer and transfer treasury shares to third parties other than through the stock exchange and other than by way of an offer to all shareholders. Such transactions may take place in the course of acquisitions of business enterprises in whole or part and in the course of mergers. They are also permitted for the purpose of obtaining a listing for the Company's shares on foreign stock exchanges where it is not yet listed. The shares may also be offered for purchase by employees or former employees of the Company or its affiliates. Holders of bonds which the Company or a Group company subordinate to it issues or has issued under the authorization granted at the General Shareholders' Meeting of May 12, 2011 (agenda item 8) may also be issued with the shares upon exercising the warrant and/or conversion rights and/or obligations attached to the bonds.

The shares may also, on condition that they be held for at least two years after transfer, be transferred to (current or past) members of the Executive Board of the Company and to (current or past) members of the executive boards and general management of companies under its control within the meaning of Section 17 of the German Stock Corporations Act (AktG), and to current or past employees of the Company or of a company under its control within the meaning of Section 17 AktG. Such transfers are only permitted for the purpose of settling the transferees' variable compensation entitlements in place of cash settlement. Further conditions of transfer are detailed in the resolution. Where shares are issued to members of the Executive Board of the Company, the decision to issue the shares is taken solely by the Supervisory Board.

Shareholders' statutory subscription rights to such shares are barred pursuant to Sections 71 (1) 8 and 186 (3) and (4) of the German Stock Corporations Act (AktG) to the extent that the shares are used in exercise of the authorizations set out above.

The Executive Board is also authorized, subject to Supervisory Board approval, to retire repurchased shares without a further resolution of the General Shareholders' Meeting being required for the share retirement itself or its execution.

The conditions governing awards of subscription rights and the sale, transfer, and retirement of treasury stock are set forth in detail in the General Shareholders' Meeting resolution.

As of December 31, 2012, HOCHTIEF Aktiengesellschaft held a total of 3,386,725 shares of treasury stock as defined in Section 160 (1) 2 of the German Stock Corporations Act (AktG). These shares were purchased over the course of fiscal 2008 for the purposes provided for in the resolution of the General Shareholders' Meeting of May 8, 2008. The holdings of treasury stock represent EUR 8,670,016 (4.40%) of the Company's capital stock.

In connection with the issue of employee shares in the prior year, four shares of treasury stock were sold in February 2012 to employees of HOCHTIEF or its affiliates at a price of EUR 28.50 each after the issue conditions were ultimately met by the entitled individuals. These shares represent EUR 10 (0.00%) of the Company's capital stock.

In May 2012, 15,260 shares of treasury stock were transferred to members of the Executive Board of the Company and to members of executive boards of companies under its control within the meaning of Section 17 of the German Stock Corporations Act (AktG) at a price of EUR 42.70 per share on condition that the shares be held for at least two years after transfer. The transfer settled the transferees' variable compensation entitlements in place of cash settlement. The shares represent EUR 39,066 (0.02%) of the Company's capital stock.

In July 2012, 19,746 shares of treasury stock were ultimately sold to persons in the employment of the Company or an affiliate for a price of EUR 19.45 per share. These shares represent EUR 50,550 (0.03%) of the Company's capital stock.

The unappropriated net profit for fiscal 2011 was carried forward. No dividend was distributed for fiscal 2011.

8. Share-based payment

The following Group-wide share-based payment systems were in force for managerial staff of HOCHTIEF Aktiengesellschaft and its affiliates in 2012:

Long-term Incentive Plan 2007

The Long-term Incentive Plan 2007 (LTIP 2007) was launched by resolution of the Supervisory Board in 2007 and is open to Executive Board members and upper managerial employees of HOCHTIEF Aktiengesellschaft and its affiliates. Alongside grants of stock appreciation rights (SARs), LTIP 2007 also provides for grants of stock awards.

The plan ended in 2012.

The SARs could only be exercised if, for at least ten consecutive stock market trading days before the exercise date, the ten-day average (arithmetic mean) stock market closing price of HOCHTIEF stock was higher relative to the issue price compared with the ten-day average closing level of the MDAX index relative to the index base (relative performance threshold) and, additionally, return on net assets (RONA) in the then most recently approved set of consolidated financial statements was at least 10% (absolute performance threshold). The relative performance threshold was waived if the average stock market price of HOCHTIEF stock exceeded the issue price by at least 10% on ten consecutive stock market trading days after the end of the waiting period.

Provided that the targets were met, the SARs could be exercised at any time after a two-year waiting period except during a short period before publication of any business results. When SARs were exercised, the issuing entity paid out the difference between the then current stock price and the issue price. The difference was capped at 50% of the issue price.

The LTIP conditions for stock awards stipulated that for each stock award exercised within a two-year exercise period following a three-year waiting period, entitled individuals received at HOCHTIEF Aktiengesellschaft's discretion either a HOCHTIEF share or a compensatory amount equal to the closing price of HOCHTIEF stock on the last stock market trading day before the exercise date. The gain on each stock award was limited to 150% of the stock market closing price on the day before the issue date.

Long-term Incentive Plan 2008

The Long-term Incentive Plan intended for issue in 2008 was already launched as the Long-term Incentive Plan 2008 (LTIP 2008) by resolution of the Supervisory Board in November 2007 and is open to Executive Board members and upper managerial employees of HOCHTIEF Aktiengesellschaft and its affiliates. The conditions do not differ from those of LTIP 2007. The term of the plan has been extended compared with earlier plans to ensure that the exercise system is not changed despite the earlier issue.

Retention Stock Awards 2008

In May 2008, the Supervisory Board adopted a resolution to launch for members of the Executive Board, on the basis of LTIP 2008 (stock awards), a Retention Stock Award plan (RSA 2008) consisting of three tranches and running for seven years, and granted a first tranche of awards under the plan. The conditions for the first tranche of RSA 2008 differ from LTIP 2008 (stock awards) solely with regard to the cap, which is set at EUR 160 per stock award. The second tranche was granted in March 2009. The conditions for the second tranche differ from LTIP 2008 (stock awards) solely in the timeframe being one year later and with regard to the cap, which is set for the second tranche at EUR 66.50 per stock award. The third tranche was granted in March 2010. The conditions for the third tranche differ from LTIP 2008 (stock awards) solely in the timeframe being two years later and with regard to the cap, which is set for the third tranche at EUR 133.12 per stock award.

The first tranche was exercised in full by the members of the Executive Board in 2011.

Top Executive Retention Plan 2008

The Executive Board also resolved in June 2008 to launch a Top Executive Retention Plan 2008 (TERP 2008) for selected managerial employees.

This plan is likewise based on stock awards and consists of three tranches. The first tranche was granted in July 2008, the second in July 2009, and the third in July 2010.

The total term of the plan is ten years. The waiting period after the granting of each tranche is three years. The exercise period is between five and seven years, depending on the tranche. The conditions stipulate that, after the waiting period, entitled individuals receive for each stock award either a HOCHTIEF share or, at HOCHTIEF Aktiengesellschaft's discretion, a compensatory cash amount equal to the closing price of HOCHTIEF stock on the last stock market trading day before the exercise date. The gain is capped for each year of the exercise period. The cap rises annually up to a maximum gain at the end of the term. The maximum gain is set to EUR 160 per stock award for the first tranche, EUR 81.65 for the second tranche, and EUR 166.27 for the third tranche.

Long-term Incentive Plan 2009

The Long-term Incentive Plan 2009 (LTIP 2009) was launched by resolution of the Supervisory Board in 2009 and is open to Executive Board members and upper managerial employees of HOCHTIEF Aktiengesellschaft and its affiliates. The conditions do not differ in any material respect from those of LTIP 2008. The maximum gain is set to EUR 40.10 per stock award.

The SARs have been exercised in full.

Long-term Incentive Plan 2010

The Long-term Incentive Plan 2010 (LTIP 2010) was launched by resolution of the Supervisory Board in 2010 and is open to Executive Board members and upper managerial employees of HOCHTIEF Aktiengesellschaft and its affiliates. Except for the longer waiting period (four instead of two years) for the SARs, the conditions do not differ in any material respect from those of LTIP 2009. The maximum gain is set to EUR 81.83 per stock award.

Long-term Incentive Plan 2011

The Long-term Incentive Plan 2011 (LTIP 2011) was launched by resolution of the Supervisory Board in 2011 and is open to Executive Board members and upper managerial employees of HOCHTIEF Aktiengesellschaft and its affiliates. The conditions do not differ in any material respect from those of LTIP 2010. The maximum gain is set to EUR 98.01 per stock award.

Long-term Incentive Plan 2012

The Long-term Incentive Plan 2012 (LTIP 2012) was launched by resolution of the Supervisory Board in 2012 and is open to Executive Board members and upper managerial employees of HOCHTIEF Aktiengesellschaft and its affiliates. The plan conditions differ from those of LTIP 2011 in two points:

1. Return on net assets (RONA) as per the most recently approved Consolidated Financial Statements must be at least 15%.
2. The waiting time for stock awards was extended from three to four years and the total term of the plan accordingly from five to six years.

The maximum gain is set to EUR 75.81 per stock award.

Other information

The conditions of all plans stipulate that on the exercise of SARs or stock awards—and the fulfillment of all other requisite criteria—HOCHTIEF Aktiengesellschaft normally has the option of delivering HOCHTIEF shares instead of paying out the gain in cash. Where the entitled individuals are not employees of HOCHTIEF Aktiengesellschaft, the expense incurred on exercise of SARs or stock awards is met by the affiliated company concerned.

Provisions recognized for the stated share-based payment arrangements totaled EUR 10,690,000 as of the balance sheet date (2011: EUR 19,306,000). The total expense recognized for the stated arrangements in 2012 was EUR 4,115,000 (2011: EUR 8,033,000). The intrinsic value of options exercisable at the end of the reporting period was EUR 5,080,000 (2011: EUR 1,904,000).

The quantities of SARs and stock awards granted, expired, and exercised under the plans are as follows:

	Originally granted	Outstanding at Dec. 31, 2011	Granted in 2012	Expired in 2012	Exercised/ settled in 2012	**Outstanding at Dec. 31, 2012**
LTIP 2007 – SARs	430,450	61,550	–	11,600	49,950	–
LTIP 2007 – stock awards	110,650	10,400	–	300	10,100	–
LTIP 2008 – SARs	304,575	223,570	–	21,375	7,500	194,695
LTIP 2008 – stock awards	101,985	18,820	–	725	3,670	14,425
TERP 2008/Tranche 1	130,900	73,000	–	–	31,700	41,300
TERP 2008/Tranche 2	359,000	329,300	–	–	196,100	133,200
TERP 2008/Tranche 3	174,100	167,900	–	8,400	–	159,500
RSA 2008/Tranche 2	347,478	347,478	–	–	160,374	187,104
RSA 2008/Tranche 3	146,884	146,884	–	–	–	146,884
LTIP 2009 – SARs	414,000	2,900	–	–	2,900	–
LTIP 2009 – stock awards	273,400	224,600	–	3,400	219,600	1,600
LTIP 2010 – SARs	353,200	283,650	–	23,950	12,500	247,200
LTIP 2010 – stock awards	166,000	132,400	–	11,150	6,500	114,750
LTIP 2011 – SARs	275,250	254,250	1,250	25,700	10,500	219,300
LTIP 2011 – stock awards	124,850	113,850	1,700	7,750	13,700	94,100
LTIP 2012 – SARs	–	–	457,406	18,000	–	439,406
LTIP 2012 – stock awards	–	–	82,991	3,360	–	79,631

9. Provisions for pensions and similar obligations

The pension arrangements at HOCHTIEF Aktiengesellschaft consist of a Company-funded basic pension in the form of a modular defined contribution plan and a supplementary pension linked to business performance. The size of the basic pension component depends on employee income and age (resulting in an annuity conversion factor) and a general pension contribution which HOCHTIEF Aktiengesellschaft reviews every three years. The size of the supplementary pension component depends on growth in IFRS-basis profit after taxes. The basic pension can be supplemented in this way by up to 20%. The pension arrangements in force until December 31, 1999 featured benefit groups based on collective agreements. These benefits were integrated into the new system of retirement benefits as an initial pension component. Benefits comprise an old-age pension, an invalidity pension, and a surviving dependants' pension.

The size of pension provisions is determined on an actuarial basis. This necessarily involves estimates. The Prof. Dr. Klaus Heubeck 2005 G tables are used to provide biometric data for the calculations. The remaining actuarial assumptions used are as follows:

(%)	**2012**	2011
Discount factor	5.07	5.13
Salary increases	3.00	3.00
Pension increases	2.00	1.75

HOCHTIEF Aktiengesellschaft's pension finances are based on a contractual trust arrangement (CTA). Transferred assets are administered in trust by HOCHTIEF Pension Trust e. V. and serve exclusively to fund pension obligations. The transferred cash is invested on the capital market in accordance with investment principles set out in the trust agreement. Units in a special-purpose investment fund (a mixed investment fund) had a fair value, which was equal to their carrying amount, of EUR 205,297,000 as of December 31, 2012 (December 31, 2011: EUR 207,011,000). As in the prior year, HOCHTIEF Aktiengesellschaft did not receive any distribution from the fund. The plan assets—like the pension liability insurance and investment fund units in the deferred compensation plan assigned to employees—meet the requirements in the second sentence of Section 246 (2) of the German Commercial Code (HGB). The fair value of these assets is therefore offset against the fair value of the pension obligations and gains on plan assets against pension expense. This offsetting is carried out separately for each type of pension commitment. An asset or liability is recognized on the balance sheet depending on whether there is a pension surplus or deficit.

Assets were offset against pension obligations as follows in the balance sheet as of December 31, 2012:

(EUR thousand)	December 31, 2012			December 31, 2011		
	Excess of plan assets over obligations	Provisions for pensions and similar obligations	Total	Excess of plan assets over obligations	Provisions for pensions and similar obligations	Total
Settlement amount of pensions and similar obligations	(266,688)	(10,521)	(277,209)	(266,462)	(8,965)	(275,427)
Fair value of assets offset against obligations (Section 246 (2) Sentence 2 HGB)	282,712	9,620	292,332	283,432	8,472	291,904
Balance	**16,024**	**(901)**	**15,123**	**16,970**	**(493)**	**16,477**
Acquisition cost of assets offset against obligations (Section 246 (2) Sentence 2 HGB)	272,988	9,448	282,436	290,408	8,286	298,694

Pension payments totaled EUR 22,252,000 in 2012 (2011: EUR 22,397,000).

The pension expense is made up as follows:

(EUR thousand)	2012	2011
Pension expense	6,731	4,335
Personnel expense	**6,731**	**4,335**
Interest expense from unwinding of discount and changes in discount factor	15,061	14,712
Gains/(losses) on plan assets offset against pension expense (Section 246 (2) Sentence 2 HGB)	(20,948)	1,617
Net interest income	**(5,887)**	**16,329**
Total expense	**844**	**20,664**

10. Other provisions

(EUR thousand)	Dec. 31, 2012	Dec. 31, 2011
Provisions for taxes	3,713	2,796
Sundry other provisions	90,247	111,990
	93,960	**114,786**

Other provisions cover items such as risks in real estate and equity holdings, onerous contracts not accounted for elsewhere, costs of preparing the annual financial statements, severance benefits, stock appreciation rights (SARs) and stock awards, outstanding employee leave, costs of semiretirement programs for older employees, payments for damages, and other uncertain liabilities.

11. Liabilities

(EUR thousand)	Dec. 31, 2012	Of which: with residual term of up to 1 year	Dec. 31, 2011	Of which: with residual term of up to 1 year
Bonds	521,322	21,322	–	–
Amounts due to banks	1,055,004	611,504	1,160,796	152,796
Trade payables	6,024	6,024	21,171	20,539
Amounts due to affiliated companies	149,855	131,071	647,040	628,164
Amounts due to companies in which the Company has participating interests	1,172	1,172	1,175	1,175
Other liabilities	33,323	32,484	25,886	24,380
Of which: from taxes	[29,380]	[29,380]	[15,160]	[15,160]
Of which: from social insurance contributions	[13]	[13]	[23]	[23]
	1,766,700	**803,577**	**1,856,068**	**827,054**

A EUR 500,000,000 bearer bond issued by HOCHTIEF Aktiengesellschaft in March 2012 has a carrying amount of EUR 521,322,000. The bond matures in March 2017. It carries a coupon of 5.50%. Interest is payable on March 23 each year.

Amounts due to banks include a EUR 50,000,000 portion of a bilateral promissory note loan arranged on November 13, 2012. The loan runs for four years and has a fixed interest rate. Amounts due to banks also include a EUR 84,500,000 portion of a EUR 120,600,000 five-year promissory note loan issue placed in the market on November 25, 2011. The loan was placed with national and international banks. The coupon is based on six-month EURIBOR plus an appropriate margin. There is also a EUR 240,000,000 promissory note loan issue put out by HOCHTIEF in 2010 and consisting of two tranches, for EUR 59,500,000 and EUR 180,500,000 respectively. This loan has an initial term of five years and a coupon equal to six-month EURIBOR plus an appropriate margin. Repayment of four promissory note loans taken out in 2009 for a total of EUR 300,000,000 and with terms of three and five years split halfway with part-fixed, part-variable interest was completed on schedule at the end of the loan terms with an amount of EUR 129,500,000 paid during the year under review. The outstanding principal on the loan at the balance sheet date is EUR 30,000,000. Amounts due to banks also include EUR 193,750,000 for two further promissory note loans issued in 2008, comprising one for a nominal amount of EUR 154,750,000 and an initial term of five years and one for a nominal amount of EUR 39,000,000 and an initial term of seven years. The coupon on both is equal to six-month EURIBOR plus an appropriate margin.

In December 2011, an international banking syndicate provided HOCHTIEF on market terms with a five-year credit facility comprising a EUR 1.5 billion guarantee tranche and a EUR 500,000,000 cash tranche. Drawings on the cash tranche stand at EUR 200,000,000 at the balance sheet date (2011: EUR 400,000,000).

Amounts due to affiliated companies are largely connected with intra-Group financial management.

Sundry other liabilities include tax liabilities, payroll liabilities, social insurance liabilities, other non-trade payables, and other obligations.

As in the prior year, there are no liabilities with a remaining time to maturity of more than five years.

12. Contingencies, commitments, and other financial obligations

(EUR thousand)	**Dec. 31, 2012**	Dec. 31, 2011
Obligations from guarantees, sureties, and letters of support	852,402	1,115,952
Of which: for affiliated companies	[834,925]	[1,096,123]

The commitments and potential obligations primarily serve as security for bank loans, contract performance, warranty obligations, and advance payments. Most guarantees as of the reporting date related to participating interests and construction joint ventures. In our estimation, all companies can meet the underlying obligations and recourse to HOCHTIEF Aktiengesellschaft is not probable.

In connection with an intra-Group restructuring, HOCHTIEF Aktiengesellschaft gave an asset value guarantee for an investment for a limited period of five years.

The EUR 2 billion syndicated guarantee facility taken out in December 2011 continues to be HOCHTIEF Aktiengesellschaft's central long-term financing instrument. The syndicated facility has a EUR 1.5 billion tranche for guarantees, drawings on which amounted to EUR 1.07 billion as of December 31, 2012 (2011: EUR 1.12 billion) and a EUR 500,000,000 cash tranche, drawings on which came to EUR 200,000,000 as of December 31, 2012 (2011: EUR 400,000,000). The facility permits the furnishing of guarantees for ordinary activities, mainly of the HOCHTIEF Europe division. The guarantee and credit facility runs for five years to December 13, 2016.

In addition, HOCHTIEF Aktiengesellschaft has available a further EUR 927,350,000 (2011: EUR 1.4 billion) in revolving guarantee facilities provided by insurance companies and banks. EUR 468,884,000 (2011: EUR 663,913,000) of these facilities was utilized as of December 31, 2012.

HOCHTIEF Aktiengesellschaft has provided an unlimited bonding guarantee in favor of US insurance companies in respect of obligations of the Turner Group and the Flatiron Group. Bonding is a statutory form of security used in the US to guarantee performance of public projects. It is also used with other selected customers. The total bonding amount is USD 6,500 million as in the prior year. USD 5,191 million was utilized in the year under review (2011: USD 4,417 million). No recourse has ever been made to this guarantee provided by HOCHTIEF, and none is currently anticipated for the future.

HOCHTIEF Aktiengesellschaft is additionally liable for joint venture guarantees given by Flatiron Construction Corporation up to a maximum of the total contract value. This amounted to EUR 874,861,000 as of December 31, 2012 (2011: EUR 1,029,438,000).

As in the prior year, marketable securities are not subject to any restrictions.

Other financial obligations include EUR 131,206,000 (2011: EUR 154,609,000) in commitments under long-term contracts for the supply of goods and services. These represent obligations under long-term rental contracts and are partly offset by anticipated rental income totaling EUR 122,234,000 (2011: EUR 134,389,000).

Derivative financial instruments

The EUR 518,250,000 nominal value of loan liabilities (2011: EUR 751,500,000) subject to variable interest is hedged with a total of 12 (2011: 16) interest rate swaps; the hedges and hedged items are accounted for as a unit. The nominal amount allows inferences to be drawn as to the overall use made of derivatives, but does not reflect the level of risk involved in their use. As the critical terms of hedging transactions and hedged items broadly match, the earnings risk from the variable interest on the hedged items is almost fully hedged, resulting in an artificial fixed rate of interest on the hedge units. Fair values of interest rate swaps are determined—on the basis of interest rate curves as of the balance sheet date—from the discounted expected future cash flows. The opposing cash flows are settled according to the remaining term of the hedged item and the corresponding hedge in the subsequent seven to 47 (2011: five to 59) months. Additionally, as in the prior year, a EUR 180,000,000 loan extension to an affiliated company was valued as a unit with three interest rate swaps. The net fair value of the interest rate swaps was minus EUR 24,404,000 as of the balance sheet date (2011: minus EUR 23,023,000).

Our cash-settled share-based compensation plans are hedged with ten stock options and seven stock forward contracts (2011: eight and seven). The net fair value of the stock option transactions was EUR 4,622,000 (2011: EUR 1,263,000). The stock options had a net carrying amount of EUR 4,128,000 (2011: EUR 724,000), which is contained in other assets and other liabilities. The stock forward contracts had a net fair value of EUR 3,083,000 as of December 31, 2012 (2011: 9,419,000). EUR 1,779,000 (2011: EUR 1,398,000) in provisions for onerous contracts were recognized for stock options and stock forward contracts with negative fair values as of December 31, 2012, as these are not valued as a unit together with the share-based compensation plans. The income and expenditure associated with these derivatives is included in personnel expense.

Foreign currency receivables with a face value of EUR 63,710,000 (2011: foreign currency payables of EUR 225,050,000) are hedged with forward exchange contracts in the same currency and with the same term as the underlying transaction and valued as a unit. The fair value of forward exchange contracts used for exchange rate hedging is the difference between the present value of the cash flows based on the agreed forward rate and the forward rate prevailing as of the balance sheet date. Forward exchange contracts had a net fair value of minus EUR 617,000 (2011: EUR 7,758,000) as of the balance sheet date. As in the prior year, no provisions for onerous contracts were recognized for forward exchange contracts that had negative fair values. The opposing changes in fair value and cash flows are matched according to the remaining term of the hedged item and the corresponding hedge in the subsequent six to 15 months (2011: one to six months).

Derivatives not measured at fair value because they were valued as a unit with a hedged item or had a positive market value had a net fair value of minus EUR 14,574,000 at December 31, 2012 (2011: minus EUR 559,000).

Explanatory Notes to the Statement of Earnings

13. Sales

HOCHTIEF Aktiengesellschaft's reported sales comprise revenue from performing the functions of a holding company. The sales figure also includes EUR 1,008,000 (2011: EUR 27,041,000) in revenue from construction projects where contract performance and processing was left with HOCHTIEF Aktiengesellschaft for organizational reasons in the context of the past transfer of construction operations to the legally independent HOCHTIEF Solutions AG. Sales also contain rental income. The international share of sales was EUR 788,000 (2011: EUR 12,762,000).

14. Other operating income

This item mainly consists of income in connection with corporate headquarters charges, reversals of provisions, disposals of marketable securities, and disposals of property, plant and equipment. Other operating income also includes EUR 2,258,000 (2011: EUR 9,133,000) in exchange rate gains.

15. Materials

(EUR thousand)	2012	2011
Raw materials, supplies, and purchased goods	914	411
Purchased services	13,693	13,861
	14,607	**14,272**

16. Personnel costs

(EUR thousand)	2012	2011
Wages and salaries	23,960	29,145
Social insurance and support	2,125	2,480
Pensions	7,320	4,726
	33,405	**36,351**

Employees (average for the year)	2012	2011
Waged/industrial employees	6	7
Salaried/office employees	177	183
	183	**190**

17. Depreciation and amortization

(EUR thousand)	2012	2011
Intangible assets	4,516	9,968
Property, plant and equipment	1,168	1,518
	5,684	**11,486**

EUR 5,684,000 (2011: EUR 11,320,000) is accounted for by depreciation and amortization as such. In the prior year, the item also included EUR 166,000 in impairments.

18. Other operating expenses

Other operating expenses primarily include rentals and lease payments, consulting fees, additions to provisions for project risks, court costs, attorneys' and notaries' fees, severance benefits, travel and other business expenses, research and development expenses, insurance premiums, costs of preparing the annual financial statements, impairment losses, losses on disposals of current assets, and other social benefits payable that are not reported elsewhere. The item also includes EUR 8,438,000 (2011: EUR 9,717,000) in foreign exchange losses. Other taxes included here come to EUR 1,196,000 (2011: EUR 4,701,000).

19. Income from financial assets (net)

(EUR thousand)	2012	2011
Income from profit/loss transfer agreements	131,717	269,968
Income from participating interests	32,013	2
Of which: from affiliated companies	[32,013]	[2]
Expenses from transfer of losses	(224,024)	(141,810)
Income from other securities and long-term loans	38,418	41,995
Of which: from affiliated companies	[38,299]	[41,991]
	(21,876)	**170,155**

20. Interest expense

(EUR thousand)	2012	2011
Other interest and similar income	62,466	55,116
Of which: from affiliated companies	[52,581]	[49,891]
Interest and similar expenses	(107,805)	(139,438)
Of which: to affiliated companies	[(12,613)]	[(23,291)]
Of which: unwinding of discount on non-current provisions	[(461)]	[(439)]
	(45,339)	**(84,322)**

The EUR 15,061,000 interest expense from the unwinding of the discount on pension provisions (2011: EUR 14,712,000) is offset in net interest income against the EUR 20,948,000 in gains or losses on plan assets (2011: minus EUR 1,617,000). A positive balance is shown under other interest and similar income; a negative balance under interest and similar expenses.

21. Writedowns on financial assets and marketable securities

This item contains EUR 2,359,000 (2011: EUR –) in writedowns on shares in affiliated companies.

22. Income taxes

This item contains taxes on foreign profits and domestic income tax refunds. Other taxes are disclosed under other operating expenses.

23. Total Executive Board and Supervisory Board compensation

Executive Board compensation for the 2012 fiscal year

The Executive Board compensation system is geared toward long-term, sustainable management goals. Total compensation for members of the Executive Board is set by the Supervisory Board. The compensation system for the Executive Board is also decided and regularly reviewed by the Supervisory Board. The Supervisory Board’s Human Resources Committee prepares the relevant motions for resolution by the full Supervisory Board.

The compensation for the Executive Board members for fiscal 2012 comprises

1. Fixed compensation,
2. Non-cash benefits and other additional benefits,
3. Variable compensation and
4. Company pension plan.

1. The fixed compensation is paid in equal monthly amounts.

2. The non-cash benefits comprise amounts to be recognized for tax purposes for private use of company cars and other non-cash benefits. In addition, rental costs and travel costs for homeward flights were assumed for Mr. Fernández Verdes.

3. The variable compensation is computed on the basis of the following equally weighted components: RONA (absolute), RONA delta, consolidated net profit (absolute), and consolidated net profit delta. Target attainment for all four components can range between zero and 200% of the budgeted figure. In addition to these financial targets, the Supervisory Board annually stipulates up to four strategic targets that apply uniformly for all members of the Executive Board. The Supervisory Board has the right to adjust overall target attainment with regard to the financial targets upward or downward according to its assessment of the attainment of those strategic targets. Overall target attainment for the first twelve months was set at at least 100% for Mr. Sassenfeld.

   The resulting variable compensation is settled in three equal parts as follows:

   a. Cash settlement (short-term incentive component)
   b. Transfer of shares in HOCHTIEF Aktiengesellschaft in the net amount, subject to a two-year bar (long-term incentive component I)
   c. Grant of an annual long-term incentive plan (long-term incentive component II).

4. Instead of an individual pension award, Mr. Fernández Verdes receives a pension contribution in the gross amount of EUR 180,000 on completion of each year of service to build up a private pension. If the fixed compensation is changed, the benefit will be adjusted accordingly on a percentage basis. Mr. Fernández Verdes can choose if the amount is paid to him in cash or if it is paid into the applicable deferred compensation model for a company pension plan at HOCHTIEF Aktiengesellschaft.

   For Mr. Sassenfeld, the pension agreement sets the minimum pension age at 65. The amount of the pension is also determined as a percentage of fixed compensation, the percentage rising with the number of years in office. The maximum amount Mr. Sassenfeld can receive is 65% of his final fixed compensation. Surviving dependants receive 60% of the pension.

Dr. Stieler has a pension agreement dating from 2009. This agreement sets the minimum pension age at 60. The amount of the pension is determined as a percentage of his fixed compensation at the date of his departure from the Company. A percentage of the fixed compensation is granted as a pension. Surviving dependants receive 60% of the pension. Due to the premature termination of his service contract after the age of 50, Dr. Stieler will receive a transitional benefit of 75% of the pension entitlement accumulated prior to leaving the Company until the commencement of regular pension payments; where applicable, other income is partly deductible from the transitional benefit.

In accordance with statutory requirements in Australia the Executive Board members have received pension awards for their work on the Leighton Board. Leighton incurred an expense of EUR 12,000 for this purpose for Dr. Stieler, EUR 3,000 for Mr. Fernández Verdes and EUR 13,000 for Mr. Sassenfeld. No further compensation is paid out to members of the Executive Board, or offset against Executive Board compensation, for service on decision-making bodies of other companies in which HOCHTIEF has a direct or indirect shareholding.

Arrangements in the event of termination of contract

If their contract is not extended, Executive Board members receive a severance award equaling one year's fixed annual compensation. For the severance award to be payable, an Executive Board member must on termination of contract be in at least the second term of office as a member of the Executive Board and be under the age of 65. If an individual's service on the Executive Board is prematurely terminated, severance awards will not exceed the value of two years' annual compensation (severance cap) and compensation will not be payable for more than the remaining term of the contract. Accordingly, upon termination of Dr. Stieler's contract, a severance award was paid in the amount of EUR 4,782,000 and an expense for release from work duties was recognized in the amount of EUR 274,000. Furthermore, provisions were recognized in the amount of EUR 484,000 for the transitional benefit, EUR 2,012,000 for the extra addition to the pension provision, and EUR 407,000 for the option for early exercise of the long-term incentive plans.

On the basis of the above, compensation for the individual members of the Executive Board was as follows (excluding effect of termination agreement)

		Cash compensation			Variable pay components combining a long-term incentive effect with an element of risk		Old-age pension		**Total compensation including pension benefits**
(EUR thousand)		Fixed salary	Non-cash and other additional benefits	Short-term incentive component (cash-settled)	Long-term incentive component I (share-based with two-year bar)	Long-term incentive component II (granted as long-term incentive plan)**	Transfers to pensions provisions	Pension contribution	
Dr. Stieler	2012	816	34	***1,575	–	–	574	–	2,999
	2011	717	26	251	251	398	867	–	2,510
Fernández Verdes (since April 15, 2012)	2012	391	78	285	285	285	–	128	1,452
	2011	–	–	–	–	–	–	–	–
Sassenfeld (since November 1, 2011)	2012	550	26	401	401	401	206	–	1,985
	2011	92	*752	58	58	–	183	–	1,143
Executive Board total	**2012**	**1,757**	**138**	**2,261**	**686**	**686**	**780**	**128**	**6,436**
	******2011**	**809**	**778**	**309**	**309**	**398**	**1,050**	**–**	**3,653**

* Refund of expenses in connection with termination of previous executive board mandate
** Value at grant date
*** In accordance with the termination agreement, Dr. Stieler was paid the full variable compensation for 2012 in cash
**** Prior-year figures do not include the figures for the Executive Board members who departed in fiscal 2011

The present value of pension benefits for current and former Executive Board members is EUR 63,156,000 (2011: EUR 57,163,000).

Payments to former members of the Executive Board and their surviving dependants were EUR 15,199,000 (2011: EUR 5,273,000). EUR 58,741,000 (2011: EUR 50,505,000) in provisions have been recognized for pension obligations to former members of the Executive Board and their surviving dependants.

(EUR thousand)		Present value of pension benefits
Dr. Stieler	2012	4,026
	2011	1,440
Fernández Verdes (since April 15, 2012)	2012	–
	2011	–
Sassenfeld (since November 1, 2011)	2012	389
	2011	183
Executive Board total	**2012**	**4,415**
	***2011**	**1,623**

*Prior-year figures do not include the figures for the Executive Board members who departed in fiscal 2011

Executive Board compensation for past fiscal years

The Supervisory Board granted Dr. Stieler EUR 112,000 in additional performance-linked compensation paid retroactively for fiscal 2011. In addition, in March 2012, the Supervisory Board resolved, on the basis of fiscal 2011, to launch a Long-term Incentive Plan 2012 (LTIP 2012) for the members of the Executive Board. This comprises grants of stock appreciation rights (SARs) and stock awards (phantom stock). If the applicable exercise targets are met after a four-year waiting period, the 2012 stock appreciation rights grant the Executive Board members a monetary claim against the Company, which they can exercise over the then following three years. The amount of the claim depends on the development of the share price within the waiting and exercise periods. In addition, relative and absolute performance targets, which cannot be modified retroactively, have to be met. The terms of the 2012 stock awards provide that after the four-year waiting period, those entitled have, for each stock award and for a further two-year exercise period, a monetary claim against the Company equal to the closing price of HOCHTIEF stock on the last day of stock market trading prior to the exercise date. The value of all entitlements under Long-term Incentive Plan 2012 is capped (at a 50% increase in the share price) so that the amount of compensation stays appropriate in the event of extraordinary, unforeseeable developments. Dr. Stieler was granted 33,095 stock appreciation rights and 7,447 stock awards, in each case worth EUR 250,000 at the date of grant. Mr. Sassenfeld was granted 3,861 stock appreciation rights and 869 stock awards, in each case worth EUR 29,000 at the date of grant. The plan has also granted SARs and stock awards to members of upper management. Additional information on the plans is provided on pages 18 to 21.

The long-term incentive plans granted to Executive Board members in the last few years resulted in the following expense:

(EUR thousand)		Expenses under long-term incentive plans (excluding effect of termination agreement)
Dr. Stieler	2012	630
	2011	1,330
Fernández Verdes (since April 15, 2012)	2012	–
	2011	–
Sassenfeld (since November 1, 2011)	2012	10
	2011	–
Executive Board total	**2012**	**640**
	***2011**	**1,330**

*Prior-year figures do not include the figures for the Executive Board members who departed in fiscal 2011

Supervisory Board compensation

Supervisory Board compensation is determined at the General Shareholders' Meeting and is governed by Section 18 of the Company's Articles of Association. Compensation for fiscal 2012 based on the use of net profit proposed for approval at the General Shareholders' Meeting in May 2013 is shown in the table below.

(EUR thousand)	Fixed compensation	Variable compensation	Attendence fees	Total
Manfred Wennemer	36,000	135,000	12,000	183,000
Ulrich Best	24,000	90,000	12,000	126,000
Ángel García Altozano	24,000	90,000	10,000	124,000
Abdulla Abdulaziz Turki Al-Subaie	12,000	45,000	12,000	69,000
Gregor Asshoff	18,000	67,500	12,000	97,500
José Luis del Valle Pérez	18,000	67,500	10,000	95,500
Thomas Eichelmann	18,000	67,500	12,000	97,500
Marcelino Fernández Verdes	5,200	19,500	4,000	28,700
Nikolaus Graf von Matuschka	12,000	45,000	12,000	69,000
Johannes Howorka	18,000	67,500	12,000	97,500
Dr. rer. pol. h.c. Francisco Javier Garcia Sanz	12,400	46,500	4,000	62,900
Pedro López Jiménez	18,000	67,500	12,000	97,500
Siegfried Müller	18,000	67,500	4,000	89,500
Gerrit Pennings	18,000	67,500	12,000	97,500
Dr. h.c. Eggert Voscherau	9,000	33,750	4,000	46,750
Olaf Wendler	18,000	67,500	12,000	97,500
Klaus Wiesehügel	18,000	67,500	10,000	95,500
Christine Wolff	7,050	26,437	6,000	39,487
Supervisory Board total	**303,650**	**1,138,687**	**172,000**	**1,614,337**

24. Related party disclosures

All transactions between HOCHTIEF Aktiengesellschaft and related parties in the year under review were conducted on an arm's length basis.

25. Auditing fees

HOCHTIEF Aktiengesellschaft has elected to make use of the option under Section 285 (17) of the German Commercial Code (HGB) and to dispense with individual disclosure of the fees recognized as expense in 2012 for auditors Deloitte & Touche GmbH Wirtschaftsprüfungsgesellschaft. The total expense is disclosed in the Notes to HOCHTIEF Group Consolidated Financial Statements for 2012.

26. Disclosures on ownership structure pursuant to Section 160 (1) 8 of the German Stock Corporations Act (AktG)

The following changes in the ownership structure of HOCHTIEF Aktiengesellschaft pertaining or arising during 2012 must be reported under Section 26 and/or Section 21 (1) of the German Securities Trading Act (WpHG):

On June 17, 2011, we were notified by **ACS, Actividades de Construcción y Servicios, S.A. ("ACS")**, Madrid, Spain, pursuant to Section 21 (1) of the German Securities Trading Act (WpHG), that on June 16, 2011, its voting share in HOCHTIEF Aktiengesellschaft, Essen, Germany, exceeded the threshold of 50 percent, and on that day amounted to 50.16 percent, equivalent to 38,619,868 of a total of 76,999,999 voting rights in HOCHTIEF Aktiengesellschaft.

Of these voting rights, 35,502,869 (equivalent to 46.11 percent of the voting rights in HOCHTIEF Aktiengesellschaft) would, according to the notification, be attributable to ACS pursuant to Section 22 (1) Sentence 1 No. 1 WpHG via the following subsidiaries within the meaning of Section 22 (3) WpHG (including 3,435,075 voting rights, equivalent to 4.46 percent in HOCHTIEF Aktiengesellschaft, from treasury shares in HOCHTIEF Aktiengesellschaft):
Cariátide S.A., Madrid, Spain,
Major Assets S.L., Madrid, Spain,
Corporate Statement S.L., Madrid, Spain,
HOCHTIEF Aktiengesellschaft, Essen, Germany.

On September 24, 2012, **CARIÁTIDE S.A. ("Cariátide")**, Spain, informed us according to Section 21 (1) of the WpHG that via shares its voting rights in HOCHTIEF Aktiengesellschaft, Essen, Germany, exceeded the 30 percent threshold of the voting rights on September 19, 2012 and on that day amounted to 30.69 percent (this corresponds to 23,634,501 voting rights).

On July 25, 2012, **Major Assets, S.L.**, Madrid, Spain, informed us according to Section 21 (1) of the WpHG that via shares its voting rights in HOCHTIEF Aktiengesellschaft, Essen, Germany, passed below the ten percent threshold of the voting rights on July 23, 2012 and on that day amounted to 8.80 percent (this corresponds to 6,776,000 voting rights).

On July 25, 2012, **Corporate Statement S.L.**, Madrid, Spain, informed us according to Section 21 (1) of the WpHG that via shares its voting rights in HOCHTIEF Aktiengesellschaft, Essen, Germany, have passed below the ten percent threshold of the voting rights on July 23, 2012 and on that day amounted to 9.32 percent (this corresponds to 7,172,778 voting rights).

On July 31, 2007, we were notified by **Gartmore Investment Management Ltd of Gartmore House**, London, Great Britain, pursuant to Article 21, Section 1 of the WpHG, that: We hereby give notice, pursuant to Section 21 (1) of the WpHG, that on 24 July 2007 our voting interest in HOCHTIEF Aktiengesellschaft went above the threshold of three percent and on that day amounted to 3.091 percent (equivalent to 2,163,632 shares). 3.091 percent of the voting rights (equivalent to 2,163,632 shares) are attributable to us in accordance with Section 22 (1) Sentence 1 No. 6 and Section 22 (1) Sentence 2 of the WpHG.

On October 24, 2012, **BlackRock Financial Management, Inc.**, New York, USA, informed us according to Article 21, Section 1 of the WpHG that via shares its voting rights in HOCHTIEF Aktiengesellschaft, Essen, Germany, exceeded the three percent threshold of the voting rights on September 26, 2011 and on that day amounted to 3.01 percent (this corresponds to 2,315,147 voting rights). According to Section 22 (1), Sentence 1, No. 6 in connection with Sentence 2 of the WpHG, 3.01 percent of the voting rights (this corresponds to 2,315,147 voting rights) is to be attributed to the company.

On April 24, 2012, **Mr O. Mason Hawkins**, USA, informed us according to Section 21 (1) of the WpHG that via shares his voting rights in HOCHTIEF Aktiengesellschaft, Essen, Germany, exceeded the five percent threshold of the voting rights on April 20, 2012 and on that day amounted to 5.17 percent (this corresponds to 3,980,943 voting rights). According to Section 22 (1), Sentence 1, No. 6 in connection with Sentence 2 of the WpHG, 5.17 percent of the voting rights (this corresponds to 3,980,943 voting rights) is to be attributed to Mr Hawkins.

On April 24, 2012, **Southeastern Asset Management, Inc.**, Memphis, Tennessee, USA, informed us according to Section 21 (1) of the WpHG that via shares its voting rights in HOCHTIEF Aktiengesellschaft, Essen, Germany, exceeded the five percent threshold of the voting rights on April 20, 2012 and on that day amounted to 5.17 percent (this corresponds to 3,980,943 voting rights). According to Section 22 (1), Sentence 1, No. 6 of the WpHG, 5.17 percent of the voting rights (this corresponds to 3,980,943 voting rights) is to be attributed to the company.

In the name of and acting by power of attorney granted by the legal entities and companies referred to under nos. (1), (2) and (3) below, we were given notice on March 23, 2011, pursuant to Section 21 (1), Article 22, Section 1 Sentence 1 No. 1 of the WpHG:

(1) Pursuant to Section 21 (1) WpHG we hereby notify for and on behalf of the **State of Qatar**, acting by and through the Qatar Investment Authority, Doha, Qatar, that its voting rights in HOCHTIEF Aktiengesellschaft exceeded the threshold of ten percent on March 23, 2011 and amounted to 10.000001 percent of the voting rights (7,700,001 voting rights) in HOCHTIEF Aktiengesellschaft as per this date. All of these voting rights are attributed to the State of Qatar pursuant to Section 22 (1) Sentence 1 No. 1 WpHG. The voting rights that are attributed to the State of Qatar are held via the following entities which are controlled by it and whose attributed proportion of voting rights in HOCHTIEF Aktiengesellschaft amount to three percent or more each:
(a) Qatar Investment Authority, Doha, Qatar;
(b) Qatar Holding LLC, Doha, Qatar.

(2) Pursuant to Section 21 (1) WpHG we hereby notify for and on behalf of the **Qatar Investment Authority**, Doha, Qatar, that its voting rights in HOCHTIEF Aktiengesellschaft exceeded the threshold of ten percent on March 23, 2011 and amounted to 10.000001 percent of the voting rights (7,700,001 voting rights) in HOCHTIEF Aktiengesellschaft as per this date. All of these voting rights are attributed to the Qatar Investment Authority pursuant to Section 22 (1) Sentence 1 No. 1 WpHG. The voting rights that are attributed to the Qatar Investment Authority are held via Qatar Holding LLC, Doha, Qatar, which is controlled by the Qatar Investment Authority and whose attributed proportion of voting rights in HOCHTIEF Aktiengesellschaft amounts to three percent or more.

(3) Pursuant to Section 21 (1) WpHG we hereby notify for and on behalf of **Qatar Holding LLC**, Doha, Qatar, that its voting rights in HOCHTIEF Aktiengesellschaft exceeded the threshold of ten percent on March 23, 2011 and amounted to 10.000001 percent of the voting rights (7,700,001 voting rights) in HOCHTIEF Aktiengesellschaft as per this date.

On September 29, 2011, **Qatar Holding Luxembourg II S.à r.l.**, Luxembourg, Luxembourg informed us according to Section 21 (1) of the WpHG that via shares its voting rights in HOCHTIEF Aktiengesellschaft, Essen, Germany, exceeded the three percent, five percent, and ten percent thresholds of the voting rights on September 28, 2011 and on that day amounted to 10.000001 percent (this corresponds to 7,700,001 voting rights).

27. Subsidiaries, associates, and other significant participating interests of the HOCHTIEF Group at December 31, 2012

	Percentage stock held	Shareholders' equity Local currency (thousand)		Shareholders' equity EUR thousand	Profit/(loss) for the year (EUR thousand)
I. Affiliates included in the Consolidated Financial Statements					
HOCHTIEF Americas Division					
HOCHTIEF Americas GmbH, Essen	100			610,159	– [1]
The Turner Corporation, Dallas, USA	100 [2]	USD	635,685	481,798	64,206 [3]
Flatiron Construction Corp., Wilmington, USA	100 [2]	USD	314,521	238,382	(54,257) [3]
E. E. Cruz and Company Inc., Holmdel, USA	100 [2]	USD	51,265 [5]	38,855 [5]	9,273 [5]
HOCHTIEF Asia Pacific Division					
HOCHTIEF Asia Pacific GmbH, Essen	100			1,392,288	– [1]
Leighton Holdings Limited, Sydney, Australia	53.42 [2]	AUD	2,906,630	2,286,530	353,578 [3]
HOCHTIEF Europe Division					
HOCHTIEF Solutions AG, Essen	100			208,665	– [1]
Streif Baulogistik GmbH, Essen	100 [2]			31,659	– [1]
HOCHTIEF Hamburg GmbH, Hamburg	70 [2]			9,553	553
HOCHTIEF (UK) Construction Ltd., Swindon, UK	100 [2]	GBP	9,125	11,181	1,022
HOCHTIEF CZ a.s., Prague, Czech Republic	100 [2]	CZK	996,172	39,608	1,089
HOCHTIEF Polska S.A., Warsaw, Poland	100 [2]	PLN	103,152	25,320	241
OOO HOCHTIEF, Moscow, Russia	100 [2]	RUB	259,016	6,424	11,501
HOCHTIEF Solutions Middle East Qatar W.L.L., Doha, Qatar	49 [2]	QAR	475,572	99,104	43,153
Deutsche Bau- und Siedlungs-Gesellschaft mbH, Essen	100			17,502	– [1]
HOCHTIEF Projektentwicklung GmbH, Essen	100			7,727	– [1]
HOCHTIEF Aurestis Beteiligungsgesellschaft mbH, Essen	100 [2]			6,570	– [1]
HOCHTIEF Energy Management GmbH, Essen	100 [2]			16,532	– [1]
HOCHTIEF PPP Solutions GmbH, Essen	100 [2]			32,352	– [1]
HOCHTIEF PPP Solutions (UK) Limited, Swindon, UK	100 [2]	GBP	11,849	14,519	162
Corporate Headquarters					
HOCHTIEF Airport					
HOCHTIEF AirPort GmbH, Essen	100			135,000	– [1]
Airport Partners GmbH, Düsseldorf	40 [2]			141,266	21,052
HAP Hamburg Airport Partners GmbH & Co. KG, Hamburg	71 [2]			395,190	23,125
Sydney Airport Intervest GmbH, Essen	46.3 [2]			259,822	38,397
HOCHTIEF AirPort Capital Verwaltungs GmbH & Co. KG, Essen	100 [2]			1,205	4,518
Insurance companies					
HOCHTIEF Insurance Broking and Risk Management Solutions GmbH, Essen	100			128,258	– [1]
Builders Credit Reinsurance Company S.A., Steinfort, Luxembourg	100 [2]	USD	164,077	124,357	(866)

	Percentage stock held	Shareholders' equity Local currency (thousand)	EUR thousand	Profit/(loss) for the year (EUR thousand)
II. Equity-method investments				
HOCHTIEF Europe Division				
aurelis Real Estate GmbH & Co. KG, Eschborn	50 [2)]		234,414 [4)]	51,421 [3)] [4)]
HGO InfraSea Solutions GmbH & Co. KG, Bremen	50 [2)]		21,798 [4)]	(2,333) [4)]
Corporate Headquarters				
HOCHTIEF Airport				
Budapest Airport Zrt., Budapest, Hungary	49.67 [2)]		187,067 [4)]	(36,239) [4)]
Flughafen Düsseldorf GmbH, Düsseldorf	50 [2)]		150,206 [4)]	42,829 [4)]
Flughafen Hamburg GmbH, Hamburg	49 [2)]		63,760 [4)]	– [1)]
Athens International Airport S.A., Athens, Greece	26.67 [2)]		465,605 [4)]	103,981 [4)]
Tirana International Airport SHPK, Tirana, Albania	47 [2)]		29,959 [4)]	10,194 [4)]
III. Other companies				
Corporate Headquarters				
HOCHTIEF Airport				
Southern Cross Airports Corporation Holdings Limited, Sydney, Australia	12.11 [2)]	AUD 2,818,340 [4)]	2,217,075 [4)]	394,151 [4)]

[1] Profit/loss transfer agreement
[2] Indirect shareholding
[3] Consolidated result for group
[4] Fiscal 2011 figures
[5] Consolidated in Turner/Flatiron

Group affiliation

The annual financial statements of HOCHTIEF Aktiengesellschaft, Essen, Germany, are incorporated into the consolidated financial statements of HOCHTIEF Aktiengesellschaft, which publishes them as an independent listed Group and is simultaneously consolidated in the consolidated financial statements of ACS Actividades de Construcción y Servicios, S.A., Madrid, Spain. The consolidated financial statements of HOCHTIEF Aktiengesellschaft are published in the Bundesanzeiger (Federal Official Gazette); the consolidated financial statements of ACS are published in the register of Comisión Nacional del Mercado de Valores.

Executive Board proposal for the use of net profit

The Executive Board proposes resolution on the use of net profit as follows:

The unappropriated net profit of HOCHTIEF Aktiengesellschaft for fiscal 2012 in the amount of EUR 76,999,999.00 will be used to pay a dividend of EUR 1.00 per eligible no-par-value share for fiscal 2012, and the amount of the dividend that would have been payable on non-eligible shares, amounting to EUR 3,386,725.00 will be carried forward.

The dividend is payable on the day following the General Shareholders' Meeting.

The amounts given here for the profit distribution and for the profit to be carried forward take into account the 73,613,274 no-par value shares with dividend entitlement for the 2012 fiscal year that exist at the time of the profit appropriation proposal. In the run-up to the General Shareholders' Meeting, the number of no-par value shares with dividend entitlement for the 2012 fiscal year can change. In this case, while the distribution of EUR 1.00 for each no-par value share with dividend entitlement for the 2012 fiscal year will stay the same, an adjusted proposal for the appropriation of the profit will be made to the General Shareholders' Meeting.

Boards

* Supervisory Board member representing employees

a) Membership in other supervisory boards prescribed by law (as of December 31, 2012)

b) Membership in comparable domestic and international corporate governing bodies (as of December 31, 2012)

Reporting date for memberships: December 31, 2012, or date of departure if membership ended during the course of the year

Supervisory Board

Thomas Eichelmann
Munich, Chairman of the Supervisory Board of HOCHTIEF Aktiengesellschaft (from January 1, 2013), Chief Executive Officer of ATON GmbH, Hallbergmoos

a) ATON Engineering AG (Chairman)
EDAG GmbH & Co. KGaA
FFT GmbH & Co. KGaA
HAEMA AG
Rücker AG (Chairman)
V-Bank AG
Wüstenrot & Württembergische AG

b) ATON US, Inc.
OrthoScan, Inc.
J.S. Redpath Holdings, Inc.

Ulrich Best*
Cologne, Deputy Chairman, Chairman of the Group Works Council and Deputy Chairman of the Central Works Council, HOCHTIEF Solutions AG

Abdulla Abdulaziz Turki Al-Subaie
Doha, Managing Director of Qatar Railways, Group CEO Barwa Real Estate Group

b) Barwa International (Chairman)
Barwa New Cairo (Chairman)
Barwa Real Estate
Qatar Construction & Engineering Company
Qatari Diar
Qatar Rail

Ángel García Altozano
Madrid, Corporate General Manager of ACS, Actividades de Construcción y Servicios, S.A., Madrid

b) ACS Servicios y Concesiones, S.L.
ACS Servicios, Comunicaciones y Energía, S.L.
Dragados, S.A.
Iridium Concesiones de Infraestructuras, S.A.
Urbaser, S.A.
Xfera Móviles, S.A. (Chairman)

Gregor Asshoff*
Frankfurt am Main, attorney-at-law and head of the Policy and Fundamental Issues department, Federal Executive Committee of the Construction, Agricultural and Environmental Employees' Union

a) HOCHTIEF Solutions AG
Zusatzversorgungskasse des Gerüstbaugewerbes VVaG

José Luis del Valle Pérez
Madrid, Board Member, Director and General Secretary of ACS, Actividades de Construcción y Servicios, S.A., Madrid

b) ACS Servicios y Concesiones, S.L.
ACS Servicios, Comunicaciones y Energía, S.L.
Clece, S.A. (Chairman)
Cobra Gestión de Infraestructuras, S.A.
Dragados, S.A.

Marcelino Fernández Verdes
Madrid, CEO of the Construction, Concessions and Environment and Logistics Areas of ACS Group (Member of the Supervisory Board until April 14, 2012)

b) ACS Servicios y Concesiones, S.L. (Chairman and CEO)
Dragados, S.A. (Chairman and CEO)
Clece, S.A.
Iridium Concesiones de Infraestructuras, S.A.
Urbaser, S.A.

Dr. rer. pol. h. c. Francisco Javier Garcia Sanz
Braunschweig, Member of the Board of Management of Volkswagen Aktiengesellschaft with responsibility for Procurement (from April 23, 2012)

a) AUDI AG, Ingolstadt
Dr. Ing. h. c. F. Porsche Aktiengesellschaft, Stuttgart

b) CAIXAHOLDING, S.A., Barcelona
FAW-Volkswagen Automotive Company, Ltd., Changchun
Porsche Holding Stuttgart GmbH, Stuttgart
Scania AB, Södertälje
Scania CV AB, Södertälje
SEAT, S.A., Martorell
Shanghai-Volkswagen Automotive Company Ltd., Shanghai
VfL Wolfsburg-Fußball GmbH, Wolfsburg
Volkswagen (China) Investment Company Ltd., Beijing
Volkswagen Group of America, Inc., Herndon/Virginia

Johannes Howorka*
Königs Wusterhausen, Member of the Works Council, HOCHTIEF Solutions AG, Facility Management, Works Council Northeast

Pedro López Jiménez
Madrid, Member of the Board and of the Executive Committee of ACS, Actividades de Construcción y Servicios, S.A., Madrid (appointed deputy to an Executive Board member for the period February 28, 2012 to March 2, 2012 in accordance with Section 105 (2) of the German Stock Corporations Act (AktG))

b) ACS Servicios y Concesiones, S.L. (President-in-Office)
ACS Servicios, Comunicaciones y Energía, S.L.
Dragados, S.A. (President-in-Office)

Nikolaus Graf von Matuschka*
Aldenhoven/Jüchen, Spokesman of the Segment Management Service Solutions, HOCHTIEF Solutions AG (until February 19, 2013)

Siegfried Müller*
Duisburg, Chairman of the Works Council Corporate Headquarters, HOCHTIEF Aktiengesellschaft

Gerrit Pennings*
Kirchheim, Works Council Chairman, HOCHTIEF Solutions AG, Facility Management, South Region

Dr. h. c. Eggert Voscherau
Wachenheim, Chairman of the Supervisory Board of BASF SE, former Deputy Chairman of the Board of Executive Directors of BASF Aktiengesellschaft and BASF SE, Ludwigshafen (until June 30, 2012)

a) BASF SE, Ludwigshafen (Chairman)
ZEW, Zentrum für Europäische Wirtschaftsforschung, Mannheim

Olaf Wendler*
Sülzetal, Head of Human Resources Coordination Shell Construction/Industrial Construction, HOCHTIEF Solutions AG

Manfred Wennemer
Bensheim, Chairman of the Supervisory Board of HOCHTIEF Aktiengesellschaft (until December 31, 2012), former Chairman of the Executive Board of Continental Aktiengesellschaft, Hanover

a) Allianz Deutschland AG
Knorr-Bremse AG
b) Leighton Holdings Limited (Alternate Member)
NV BEKAERT SA
Springer Science + Business Media SA (Chairman)

Klaus Wiesehügel*
Königswinter, National Chairman of the Construction, Agricultural and Environmental Employees' Union, Frankfurt am Main

a) Zusatzversorgungskasse des Baugewerbes AG (Chairman)
b) Landwirtschaftliche Rentenbank

Christine Wolff
Hamburg, management consultant, former Senior Vice President and Managing Director Europe & Middle East, URS Corporation (July 27, 2012 to January 31, 2013)

Supervisory Board Committees

Nomination Committee
Thomas Eichelmann (Chairman from January 1, 2013)
Manfred Wennemer (Chairman until December 31, 2012)
José Luis del Valle Pérez (April 15, 2012 to September 5, 2012)
Marcelino Fernández Verdes (until April 14, 2012)
Pedro López Jiménez (from September 6, 2012)
Dr. h. c. Eggert Voscherau (until June 30, 2012)
Christine Wolff (September 6, 2012 to January 31, 2013)

Human Resources Committee
Thomas Eichelmann (Chairman from January 1, 2013)
Manfred Wennemer (Chairman until December 31, 2012)
José Luis del Valle Pérez (April 15, 2012 to September 5, 2012)
Pedro López Jiménez (from September 6, 2012)
Dr. h. c. Eggert Voscherau (until June 30, 2012)
Olaf Wendler
Klaus Wiesehügel
Christine Wolff (September 6, 2012 to January 31, 2013)

Executive Committee
Thomas Eichelmann (Chairman from January 1, 2013)
Manfred Wennemer (Chairman until December 31, 2012)
Ángel García Altozano
Gregor Asshoff
Marcelino Fernández Verdes (until April 14, 2012)
Pedro López Jiménez (from April 15, 2012)
Olaf Wendler
Klaus Wiesehügel

Audit Committee
Ángel García Altozano (Chairman)
Ulrich Best (Deputy Chairman)
Gregor Asshoff
José Luis del Valle Pérez
Thomas Eichelmann
Gerrit Pennings

Strategy Committee
Thomas Eichelmann (Chairman from January 1, 2013)
Manfred Wennemer (Chairman until December 31, 2012)
Ulrich Best (Deputy Chairman)
Ángel García Altozano
Marcelino Fernández Verdes (until April 14, 2012)
Dr. rer. pol. h. c. Francisco Javier Garcia Sanz (from April 23, 2012)
Johannes Howorka
Pedro López Jiménez
Siegfried Müller
Gerrit Pennings
Olaf Wendler

Mediation Committee pursuant to Sec. 27 (3) of the Codetermination Act (MitbestG)

Thomas Eichelmann (Chairman from January 1, 2013)
Manfred Wennemer (Chairman until December 31, 2012)
Ulrich Best (Deputy Chairman)
Johannes Howorka
Dr. h. c. Eggert Voscherau (until June 30, 2012)
Christine Wolff (September 6, 2012 to January 31, 2013)

Executive Board

Marcelino Fernández Verdes

Düsseldorf, Member and Chairman of the Executive Board of HOCHTIEF Aktiengesellschaft, Essen (Member from April 15, 2012, Chairman from November 21, 2012)

a) HOCHTIEF Solutions AG (Chairman)
b) Flatiron Holding, Inc.
Leighton Holdings Limited
The Turner Corporation
Thiess Pty. Ltd.

Pedro López Jiménez

Madrid (appointed deputy to an Executive Board member for the period February 28, 2012 to March 2, 2012 in accordance with Section 105 (2) of the German Stock Corporations Act (AktG))

b) ACS Servicios y Concesiones, S.L. (President-in-Office)
ACS Servicios, Comunicaciones y Energía, S.L.
Dragados, S.A. (President-in-Office)

Peter Sassenfeld

Duisburg, Member of the Executive Board and Labor Director of HOCHTIEF Aktiengesellschaft, Essen

b) Flatiron Holding, Inc.
HOCHTIEF AUSTRALIA HOLDINGS Ltd.
Leighton Holdings Limited
The Turner Corporation

Dr. Frank Stieler

Eppstein, Chairman of the Executive Board of HOCHTIEF Aktiengesellschaft, Essen (until November 20, 2012)

a) HOCHTIEF Solutions AG (Chairman) (until November 20, 2012)
b) HOCHTIEF AUSTRALIA HOLDINGS Ltd. (until November 20, 2012)
Leighton Holdings Limited (until November 20, 2012)

Representative Director

Attorney-at-law Hartmut Paulsen, Düsseldorf
(until September 30, 2012)

Publication Details and Credits

Published by:
HOCHTIEF Aktiengesellschaft
Opernplatz 2, 45128 Essen, Germany
Tel.: +49 201 824-0, Fax: +49 201 824-2777
info@hochtief.de, www.hochtief.com

Photo credits:
plainpicture/Fancy Images
Flatiron

Imaging work, typesetting and prepress:
Creafix GmbH, Solingen

Printed by:
Druckpartner, Essen

These Annual Financial Statements are printed on eco-friendly Maxi Silk coated paper certified in accordance with the rules of the Forest Stewardship Council (FSC).

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Paper from responsible sources
FSC® C017894

These annual financial statements are a translation of the original German version, which remains definitive.