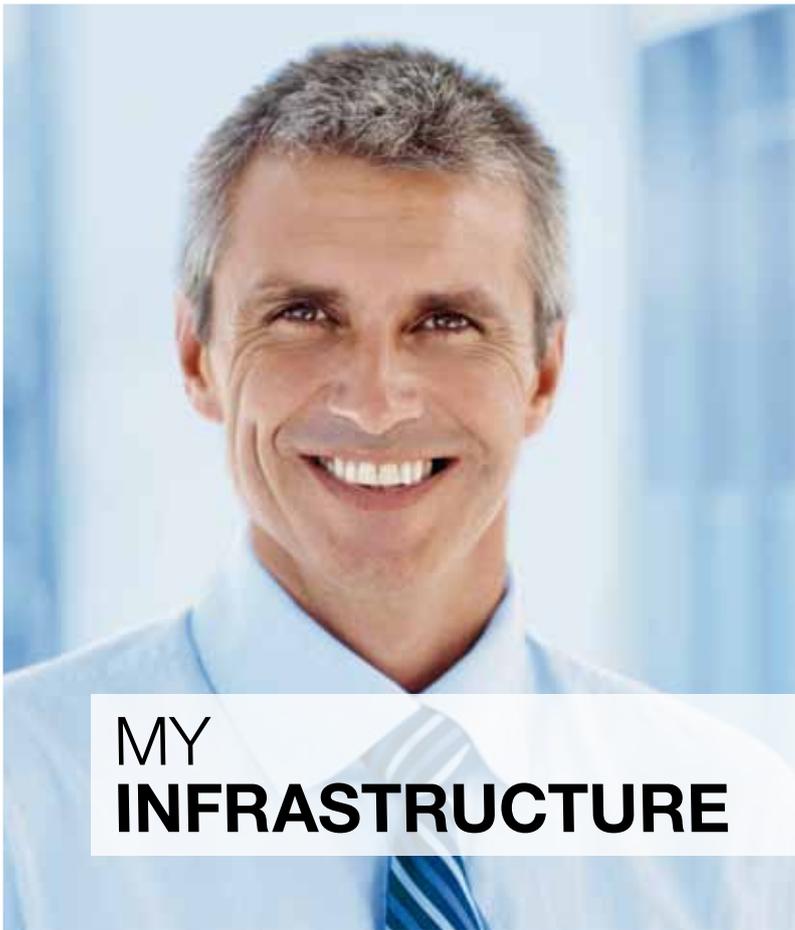


Annual Financial Statements
of HOCHTIEF Aktiengesellschaft
as of December 31, 2013



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INFRASTRUCTURE

OUR
SOLUTIONS



Turning Vision into Value.



Annual Financial Statements of HOCHTIEF Aktiengesellschaft as of December 31, 2013

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The 2013 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 28 of the Annual Report 2013.

Balance Sheet of HOCHTIEF Aktiengesellschaft

| (EUR thousand) | See note | Dec. 31, 2013 | Dec. 31, 2012 |
|---|-------------|--------------------------|------------------|
| Assets | | | |
| Fixed assets | (1) | | |
| Intangible assets | | 9,234 | 12,545 |
| Property, plant and equipment | | 20,770 | 24,069 |
| Financial assets | | 1,981,636 | 2,301,101 |
| | | 2,011,640 | 2,337,715 |
| Current assets | | | |
| Inventories | (2) | 17,369 | 19,687 |
| Receivables and other assets | (3) | 715,895 | 1,079,190 |
| Marketable securities | (4) | 543,852 | 11,152 |
| Cash and cash equivalents | (5) | 202,675 | 66,729 |
| | | 1,479,791 | 1,176,758 |
| Prepaid expenses | (6) | 18,200 | 11,557 |
| Excess of plan assets over obligations | (9) | 17,636 | 16,024 |
| | | 3,527,267 | 3,542,054 |
| Liabilities and Shareholders' Equity | | | |
| Shareholders' equity | (7) | | |
| Subscribed capital* | | 197,120 | 197,120 |
| Treasury stock | | (19,688) | (8,670) |
| Reserves | | 1,278,270 | 1,415,043 |
| Unappropriated net profit | | 115,500 | 77,000 |
| | | 1,571,202 | 1,680,493 |
| Provisions | | | |
| Provisions for pensions and similar obligations | (9) | 12,473 | 901 |
| Other provisions | (10) | 61,570 | 93,960 |
| | | 74,043 | 94,861 |
| Liabilities | (11) | 1,882,022 | 1,766,700 |
| | | 3,527,267 | 3,542,054 |

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

Statement of Earnings of HOCHTIEF Aktiengesellschaft

| (EUR thousand) | See note | 2013 | 2012 |
|--|----------|----------------|------------------|
| Sales | (13) | 37,216 | 37,025 |
| Change in the balance of construction work in progress | | (2,317) | (675) |
| Other operating income | (14) | 63,498 | 58,920 |
| Materials | (15) | (16,758) | (14,607) |
| Personnel costs | (16) | (29,260) | (33,405) |
| Depreciation and amortization | (17) | (5,247) | (5,684) |
| Other operating expenses | (18) | (184,831) | (90,342) |
| Net income from financial assets | (19) | 434,108 | (21,876) |
| Net interest income | (20) | (74,166) | (45,339) |
| Writedowns on financial assets and marketable securities | (21) | (1,944) | (2,359) |
| Profit from ordinary activities | | 220,299 | (118,342) |
| Income taxes | (22) | (941) | 4,024 |
| Net profit/(loss) before changes in reserves | | 219,358 | (114,318) |
| Net profit brought forward | | 3,387 | 6,916 |
| Changes in revenue reserves | (7) | (107,245) | 184,402 |
| Unappropriated net profit | | 115,500 | 77,000 |

Movements in Fixed Assets

| (EUR thousand) | Cost of acquisition or production | | |
|---|-----------------------------------|----------------|----------------|
| | Jan. 1, 2013 | Additions | Disposals |
| Intangible assets | | | |
| Concessions, industrial property and similar rights and assets, and licenses in such rights and assets, acquired for valuable consideration | 33,088 | 1,006 | - |
| | 33,088 | 1,006 | - |
| Property, plant and equipment | | | |
| Land, similar rights and buildings, including buildings on land owned by third parties | 68,988 | 439 | 6,458 |
| Technical equipment and machinery | 2,799 | - | - |
| Other equipment and office equipment | 7,373 | 231 | 682 |
| Prepayments and assets under construction | 413 | 20 | 310 |
| | 79,573 | 690 | 7,450 |
| Financial assets | | | |
| Shares in affiliated companies | 1,872,945 | 380,590 | 193,014 |
| Long-term loans to affiliated companies | 643,459 | - | 504,500 |
| Other participating interests | 17,492 | - | - |
| Long-term securities investments | 22,136 | 790 | 3,206 |
| | 2,556,032 | 381,380 | 700,720 |
| Total fixed assets | 2,668,693 | 383,076 | 708,170 |

| Cumulative depreciation and amortization | Depreciation and amortization in 2013 | Carrying amount at Dec. 31, 2013 | Carrying amount at Dec. 31, 2012 |
|--|---------------------------------------|----------------------------------|----------------------------------|
| | | | |
| | | | |
| 24,860 | 4,316 | 9,234 | 12,545 |
| 24,860 | 4,316 | 9,234 | 12,545 |
| | | | |
| | | | |
| 44,173 | 485 | 18,796 | 21,590 |
| 2,019 | 100 | 780 | 880 |
| 5,851 | 346 | 1,071 | 1,186 |
| - | - | 123 | 413 |
| 52,043 | 931 | 20,770 | 24,069 |
| | | | |
| | | | |
| 237,566 | 125 | 1,822,955 | 1,635,504 |
| - | - | 138,959 | 643,459 |
| 17,490 | - | 2 | 2 |
| - | - | 19,720 | 22,136 |
| 255,056 | 125 | 1,981,636 | 2,301,101 |
| 331,959 | 5,372 | 2,011,640 | 2,337,715 |

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 21, 2014

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, 2013 to December 31, 2013. 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 21, 2014

Deloitte & Touche GmbH
Wirtschaftsprüfungsgesellschaft



(Schlereth)
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.

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, on a straight-line basis. 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 and long-term loans 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 2013, 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 1,006 thousand in additions to intangible assets includes EUR 1,000 thousand for prepaid bank guarantee and loan commitment fees.

The EUR 380,590 thousand in additions to shares in affiliated companies includes EUR 195,717 thousand in payments into the capital reserve at HOCHTIEF Asia Pacific GmbH, Essen, in connection with the increase in the shareholding in Leighton Holdings Ltd. from 53.42% to 57.94% and EUR 148,315 thousand in payments into the capital reserve at HOCHTIEF Insurance Broking and Risk Management Solutions GmbH, Essen, on account of the reorganization of the insurance activities in fiscal 2013. The disposals, totaling EUR 193,014 thousand, include EUR 171,437 thousand relating to the sale of the shareholding in HOCHTIEF AirPort GmbH, Essen.

The total for long-term loans to affiliated companies consists of EUR 138,959 thousand loaned to HOCHTIEF Projektentwicklung GmbH, Essen. The EUR 504,500 thousand in long-term loans to HOCHTIEF AirPort GmbH, Essen, reported in the prior year were repaid in connection with the sale of the airport business.

A list of the main subsidiaries, associates, and other equity interests held by the HOCHTIEF Group is provided on pages 36 and 37.

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. These shares were acquired on behalf of subsidiaries and thus do not constitute plan assets for HOCHTIEF Aktiengesellschaft.

2. Inventories

(EUR thousand)

| | Dec. 31, 2013 | Dec. 31, 2012 |
|-------------------------------|----------------------|---------------|
| Construction work in progress | 17,356 | 19,674 |
| Raw materials and supplies | 13 | 13 |
| | 17,369 | 19,687 |

3. Receivables and other assets

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

| (EUR thousand) | Dec. 31, 2013 | Of which: residual term above 1 year | Dec. 31, 2012 | Of which: residual term above 1 year |
|---|----------------------|--|------------------|--|
| Trade receivables | 7,318 | – | 4,076 | 138 |
| Receivables from affiliated companies | 677,460 | 324,366 | 1,048,422 | 287,388 |
| Receivables from companies in which the Company has participating interests | 17 | – | 95 | – |
| Other assets | 31,100 | 9,558 | 26,597 | 10,036 |
| | 715,895 | 333,924 | 1,079,190 | 297,562 |

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.

Other assets totaling EUR 4,012 thousand (2012: EUR 4,843 thousand) are subject to restrictions.

4. Securities

Marketable securities include EUR 543,852 thousand (2012: EUR 11,152 thousand) in shares in fixed-interest investments and investment funds.

5. Cash and cash equivalents

Cash and cash equivalents mostly consist of bank balances and, as in the prior year, are not subject to any restrictions.

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 6,685 thousand (2012: EUR 2,217 thousand).

7. Shareholders' equity

| (EUR thousand) | Amount on Jan. 1, 2013 | Dividends distributed | Net loss before changes in reserves | Change in capital/revenue reserves | Amount on Dec. 31, 2013 |
|----------------------------------|------------------------|-----------------------|-------------------------------------|------------------------------------|-------------------------|
| Subscribed capital | 197,120 | - | - | - | 197,120 |
| Treasury stock | (8,670) | - | - | (11,018) | (19,688) |
| Capital reserve | 784,050 | - | - | 276 | 784,326 |
| Revenue reserves | | | | | |
| Statutory reserve | 1,492 | - | - | - | 1,492 |
| Other revenue reserves | 629,501 | - | - | (137,049) | 492,452 |
| Total reserves | 1,415,043 | - | - | (136,773) | 1,278,270 |
| Unappropriated net profit | 77,000 | (73,613) | 219,358 | (107,245) | 115,500 |
| | 1,680,493 | (73,613) | 219,358 | (255,036) | 1.571,202 |

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

Including treasury stock still held, subscribed capital totaled EUR 177,432 thousand (2012: EUR 188,450 thousand) as of December 31, 2013.

The capital reserve comprises EUR 782,684 thousand constituting the premium on shares issued by HOCHTIEF Aktiengesellschaft as in the prior year together with EUR 1,642 thousand (2012: EUR 1,366 thousand) for the book gain on the sale of treasury stock.

EUR 107,245 thousand was transferred to other revenue reserves from net profit for the year (2012: EUR 184,402 thousand withdrawn from other revenue reserves). This was countered by EUR 244,294 thousand charged against equity for the purchase cost of acquired treasury stock. Reserves in the amount of EUR 16,586 thousand (2012: EUR 12,550 thousand) 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 thousand by or before May 10, 2015 (Authorized Capital I). Similarly, there is an authorization to increase capital by up to EUR 23,296 thousand 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 thousand 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 7, 2013 to repurchase its own shares in accordance with Section 71 (1) 8 of the German Stock Corporations Act (AktG). The authorization expires on May 6, 2018. 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 7, 2013, 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, 2013, HOCHTIEF Aktiengesellschaft held a total of 7,690,565 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 and from June to December 2013 for the purposes provided for in the resolution of the General Shareholders' Meeting of May 7, 2013. The holdings of treasury stock represent EUR 19,687,846 (9.99%) of the Company's capital stock.

From June 17 to December 5, 2013, 4,313,000 shares of treasury stock were acquired at a total price of EUR 255,552,165 (an average price of EUR 59.25 per share) as part of the stock buyback program decided upon on

June 13, 2013 for the purposes provided for in the resolution of the General Shareholders' Meeting of May 7, 2013. These shares represent EUR 11,041,280 (5.60%) of the Company's capital stock.

In May 2013, 9,178 shares of treasury stock were transferred to (current and former) members of the Executive Board of the Company and to (former) 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 56.39 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. These shares represent EUR 23,496 (0.01%) of the Company's capital stock.

Eighteen shares were taken back into treasury stock in fiscal 2013. It was ultimately not possible at the time of issuing employee shares to transfer these shares to persons in the employment of the Company or of an affiliate because the issue conditions were not met by the entitled individuals. These shares represent EUR 46 (0.00%) of the Company's capital stock.

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 2013:

Long-term Incentive Plan 2008

The Long-term Incentive Plan (LTIP) 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 was open to Executive Board members and upper managerial employees of HOCHTIEF Aktiengesellschaft and its affiliates. Alongside grants of stock appreciation rights (SARs), LTIP 2008 also provided for grants of stock awards.

The plan ended in 2013.

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.

The SARs could not be exercised in 2013.

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 time frame 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 time frame 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.

Long-term Incentive Plan 2013

The Long-term Incentive Plan 2013 (LTIP 2013) was launched by resolution of the Supervisory Board in 2013 and is open to Executive Board members. The plan conditions differ from those of LTIP 2012 in only one point:

The number of SARs that can be exercised depends on attainment of the planned value range for adjusted free cash flow. This value range is set in the business plan for each exercise year.

The maximum gain is set to EUR 73.83 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 10,668 thousand as of the balance sheet date (2012: EUR 10,690 thousand). The total expense recognized for the stated arrangements in 2013 was EUR 7,064 thousand (2012: EUR 4,115 thousand). The intrinsic value of options exercisable at the end of the reporting period was EUR 6,213 thousand (2012: EUR 5,080 thousand).

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

| | Originally granted | Outstanding at Dec. 31, 2012 | Granted in 2013 | Expired in 2013 | Exercised/ settled in 2013 | Disposal/ sale 2013 | Outstanding at Dec. 31, 2013 |
|--------------------------|--------------------|------------------------------|-----------------|-----------------|----------------------------|---------------------|------------------------------|
| LTIP 2008 – SARs | 304,575 | 194,695 | – | 194,695 | – | – | – |
| LTIP 2008 – stock awards | 101,985 | 14,425 | – | 1,525 | 12,900 | – | – |
| TERP 2008/Tranche 1 | 130,900 | 41,300 | – | – | 36,500 | – | 4,800 |
| TERP 2008/Tranche 2 | 359,000 | 133,200 | – | – | 38,300 | 9,400 | 85,500 |
| TERP 2008/Tranche 3 | 174,100 | 159,500 | – | – | 132,600 | – | 26,900 |
| RSA 2008/Tranche 2 | 347,478 | 187,104 | – | – | 106,916 | – | 80,188 |
| RSA 2008/Tranche 3 | 146,884 | 146,884 | – | – | 106,824 | – | 40,060 |
| LTIP 2009 – stock awards | 273,400 | 1,600 | – | – | 600 | 500 | 500 |
| LTIP 2010 – SARs | 353,200 | 247,200 | – | 11,700 | – | 33,000 | 202,500 |
| LTIP 2010 – stock awards | 166,000 | 114,750 | – | 500 | 100,750 | 2,900 | 10,600 |
| LTIP 2011 – SARs | 275,250 | 219,300 | – | 9,400 | – | 29,650 | 180,250 |
| LTIP 2011 – stock awards | 124,850 | 94,100 | – | 3,750 | 5,500 | 12,550 | 72,300 |
| LTIP 2012 – SARs | 457,406 | 439,406 | – | 35,800 | – | 63,100 | 340,506 |
| LTIP 2012 – stock awards | 82,991 | 79,631 | – | 5,985 | 7,447 | 11,370 | 54,829 |
| LTIP 2013 – SARs | – | – | 38,288 | – | – | – | 38,288 |
| LTIP 2013 – stock awards | – | – | 9,297 | – | – | – | 9,297 |

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:

| (%) | 2013 | 2012 |
|-------------------|------|------|
| Discount factor | 4.91 | 5.07 |
| Salary increases | 3.25 | 3.00 |
| Pension increases | 2.00 | 2.00 |

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 194,304 thousand as of December 31, 2013 (December 31, 2012: EUR 205,297 thousand). 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, 2013:

| (EUR thousand) | December 31, 2013 | | | December 31, 2012 | | |
|--|--|---|--------------|--|---|---------------|
| | 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 | (44,063) | (234,275) | (278,338) | (266,688) | (10,521) | (277,209) |
| Fair value of assets offset against obligations (Section 246 (2) Sentence 2 HGB) | 61,699 | 221,802 | 283,501 | 282,712 | 9,620 | 292,332 |
| Balance | 17,636 | (12,473) | 5,163 | 16,024 | (901) | 15,123 |
| Acquisition cost of assets offset against obligations (Section 246 (2) Sentence 2 HGB) | 61,699 | 207,870 | 269,569 | 272,988 | 9,448 | 282,436 |

Pension payments totaled EUR 22,285 thousand in 2013 (2012: EUR 22,252 thousand).

The pension expense is made up as follows:

| (EUR thousand) | 2013 | 2012 |
|---|---------------|----------------|
| Pension expense | 7,364 | 6,731 |
| Personnel expense | 7,364 | 6,731 |
| Interest expense from unwinding of discount and changes in discount factor | 17,092 | 15,061 |
| Gains/(losses) on plan assets offset against pension expense (Section 246 (2) Sentence 2 HGB) | (9,118) | (20,948) |
| Net interest income | 7,974 | (5,887) |
| Total expense | 15,338 | 844 |

10. Other provisions

| (EUR thousand) | Dec. 31, 2013 | Dec. 31, 2012 |
|-------------------------|---------------|---------------|
| Provisions for taxes | 3,757 | 3,713 |
| Sundry other provisions | 57,813 | 90,247 |
| | 61,570 | 93,960 |

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

11. Liabilities

| (EUR thousand) | Dec. 31, 2013 | Of which: with residual term of up to 1 year | Dec. 31, 2012 | Of which: with residual term of up to 1 year |
|---|------------------|--|------------------|--|
| Bonds | 1,294,094 | 44,094 | 521,322 | 21,322 |
| Amounts due to banks | 411,086 | 37,586 | 1,055,004 | 611,504 |
| Trade payables | 9,301 | 9,301 | 6,024 | 6,024 |
| Amounts due to affiliated companies | 149,496 | 130,896 | 149,855 | 131,071 |
| Amounts due to companies in which the Company has participating interests | 1,187 | 1,187 | 1,172 | 1,172 |
| Other liabilities | 16,858 | 16,668 | 33,323 | 32,484 |
| Of which: from taxes | [8,717] | [8,717] | [29,380] | [29,380] |
| Of which: from social insurance contributions | [12] | [12] | [13] | [13] |
| | 1,882,022 | 239,732 | 1,766,700 | 803,577 |

A EUR 750,000 thousand bearer bond issued by HOCHTIEF Aktiengesellschaft in March 2013 has a carrying amount of EUR 772,772 thousand. The bond matures in March 2020. It carries a coupon of 3.875%. Interest is payable on March 20 each year. A EUR 500,000 thousand bearer bond issued by HOCHTIEF Aktiengesellschaft in March 2012 has a carrying amount of EUR 521,322 thousand. 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 thousand portion of a bilateral promissory note loan arranged on December 13, 2012. The loan has an initial term of four years and has a fixed interest rate. Amounts due to banks

also include a EUR 44,500 thousand portion of a EUR 120,600 thousand 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 thousand promissory note loan issue put out by HOCHTIEF in 2010 and consisting of two tranches, for EUR 59,500 thousand and EUR 180,500 thousand respectively. This loan has an initial term of five years and a coupon equal to six-month EURIBOR plus an appropriate lending margin. The four promissory note loans taken out in 2009 for a total of EUR 300,000 thousand and with terms of three and five years split halfway with part-fixed, part-variable interest have an outstanding principal amount of EUR 30,000 thousand at the balance sheet date. Repayment of one of the two promissory note loans taken out in 2008 was completed on schedule at the end of the loan term with an outstanding amount of EUR 154,750 thousand paid during the year under review. The other is for a nominal amount of EUR 39,000 thousand with an initial term of seven years and carries a coupon equal to six-month EURIBOR plus an appropriate lending 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 thousand cash tranche. The cash tranche is undrawn at the balance sheet date (2012: drawings of EUR 200,000 thousand).

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.

Aside from the EUR 750,000 thousand bearer bond issued by HOCHTIEF Aktiengesellschaft in the year under review, there are, as in the prior year, no liabilities with a remaining time to maturity of more than five years.

12. Contingencies, commitments, and other financial obligations

| (EUR thousand) | Dec. 31, 2013 | Dec. 31, 2012 |
|---|----------------------|---------------|
| Obligations from guarantees, sureties, and letters of support | 833,217 | 852,402 |
| Of which: for affiliated companies | [768,735] | [834,925] |

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—as in the prior year—gave an asset value guarantee for an investment for a limited period of initially five years.

The EUR 2 billion syndicated guarantee facility taken out in December 2011 continues to be a central long-term financing instrument for HOCHTIEF Aktiengesellschaft. The syndicated facility has a EUR 1.5 billion tranche for guarantees, drawings on which amounted to EUR 1.02 billion as of December 31, 2013 (2012: EUR 1.07 billion) and a EUR 500,000 thousand cash tranche, which is undrawn as of December 31, 2013 (2012: drawings of EUR 200,000 thousand). 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 983,086 thousand (2012: EUR 927,350 thousand) in revolving guarantee facilities provided by insurance companies and banks. EUR 477,236 thousand (2012: EUR 468,884 thousand) of these facilities was utilized as of December 31, 2013.

HOCHTIEF Aktiengesellschaft has provided an unlimited bonding guarantee in favor of U.S. insurance companies in respect of obligations of the Turner Group and the Flatiron Group. Bonding is a statutory form of security used in the U.S. 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 4,027 million was utilized in the year under review (2012: USD 5,191 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 786,704 thousand as of December 31, 2013 (2012: EUR 874,861 thousand).

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

Other financial obligations include EUR 112,354 thousand (2012: EUR 131,206 thousand) 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 105,383 thousand (2012: EUR 122,234 thousand).

Derivative financial instruments

The EUR 323,500 thousand nominal value of loan liabilities (2012: EUR 518,250 thousand) subject to variable interest is hedged with a total of nine (2012: twelve) 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 five to 35 (2012: seven to 47) months. The net fair value of the interest rate swaps was minus EUR 14,712 thousand as of the balance sheet date (2012: minus EUR 24,404 thousand).

Our cash-settled share-based compensation plans are hedged with six stock options and four stock forward contracts (2012: ten and seven). The net fair value of the stock option transactions was EUR 7,915 thousand (2012: EUR 4,622 thousand). The stock options had a net carrying amount of EUR 4,818 thousand (2012: EUR 4,128 thousand), which is contained in other assets and other liabilities. The stock forward contracts had a net fair value of EUR 6,276 thousand as of December 31, 2013 (2012: 3,083 thousand). EUR 539 thousand (2012: EUR 1,779 thousand) in provisions for onerous contracts were recognized for stock options and stock forward contracts with negative fair values as of December 31, 2013, 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 87,261 thousand (2012: EUR 63,710 thousand) 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 EUR 3,944 thousand (2012: minus EUR 617 thousand) 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 three to 19 months (2012: six to 15 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 EUR 8,911 thousand at December 31, 2013 (2012: minus EUR 14,574 thousand).

Explanatory Notes to the Statement of Earnings

13. Sales

HOCHTIEF Aktiengesellschaft's reported sales comprise revenue from performing the functions of a holding company. Sales contain rental income of EUR 24,510 thousand (2012: EUR 24,961 thousand). The sales figure also includes 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.

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. The EUR 23,196 thousand (2012: EUR 16,705 thousand) in income from reversal of provisions is prior-period income. Other operating income also includes EUR 4,135 thousand (2012: EUR 2,258 thousand) in exchange rate gains.

15. Materials

| (EUR thousand) | 2013 | 2012 |
|--|---------------|---------------|
| Raw materials, supplies, and purchased goods | 897 | 914 |
| Purchased services | 15,861 | 13,693 |
| | 16,758 | 14,607 |

16. Personnel costs

| (EUR thousand) | 2013 | 2012 |
|------------------------------|---------------|---------------|
| Wages and salaries | 19,716 | 23,960 |
| Social insurance and support | 1,857 | 2,125 |
| Pensions | 7,687 | 7,320 |
| | 29,260 | 33,405 |

Employees

| (average for the year) | 2013 | 2012 |
|----------------------------|------------|------------|
| Waged/industrial employees | 6 | 6 |
| Salaried/office employees | 175 | 177 |
| | 181 | 183 |

17. Depreciation and amortization

| (EUR thousand) | 2013 | 2012 |
|-------------------------------|--------------|--------------|
| Intangible assets | 4,316 | 4,516 |
| Property, plant and equipment | 931 | 1,168 |
| | 5,247 | 5,684 |

This consists in its entirety of depreciation and amortization as such, with no impairments.

18. Other operating expenses

Other operating expenses primarily include rentals and lease payments, consulting fees, additions to provisions for project risks, losses on disposal of financial assets, Supervisory Board compensation, court costs, attorneys' and notaries' fees, severance benefits, mail and funds transfer expenses, travel and other business expenses, 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 8,026 thousand (2012: EUR 8,438 thousand) in foreign exchange losses. Other taxes included here come to EUR 279 thousand (2012: EUR 1,196 thousand).

The EUR 94,489 thousand increase in other operating expenses to EUR 184,831 thousand mainly relates to the loss on disposal of HOCHTIEF AirPort GmbH, the management company in charge of our airport activities, and

associated transaction costs. These expenses were countered by a profit transfer from HOCHTIEF AirPort GmbH for the short fiscal year 2013, which at EUR 198,548 thousand was significantly affected by the sale process.

19. Income from financial assets (net)

| (EUR thousand) | 2013 | 2012 |
|--|----------------|-----------------|
| Income from profit/loss transfer agreements | 490,161 | 131,717 |
| Income from participating interests | 2,491 | 32,013 |
| Of which: from affiliated companies | [2,491] | [32,013] |
| Expenses from transfer of losses | (85,713) | (224,024) |
| Income from other securities and long-term loans | 27,169 | 38,418 |
| Of which: from affiliated companies | [27,164] | [38,299] |
| | 434,108 | (21,876) |

The income from profit/loss transfer agreements mainly relates to HOCHTIEF AirPort GmbH (EUR 198,548 thousand; 2012: EUR –), HOCHTIEF Insurance Broking and Risk Management Solutions GmbH (EUR 149,789 thousand; 2012: EUR 1,628 thousand), and HOCHTIEF Asia Pacific GmbH (EUR 127,589 thousand; 2012: EUR 117,160 thousand).

20. Interest expense

| (EUR thousand) | 2013 | 2012 |
|-------------------------------------|-----------------|-----------------|
| Other interest and similar income | 45,852 | 62,466 |
| Of which: from affiliated companies | [43,530] | [52,581] |
| Interest and similar expenses | (120,018) | (107,805) |
| Of which: to affiliated companies | [(6,142)] | [(12,613)] |
| | (74,166) | (45,339) |

The EUR 17,092 thousand interest expense from the unwinding of the discount on pension provisions (2012: EUR 15,061 thousand) is offset in net interest income against the EUR 9,118 thousand in gains or losses on plan assets (2012: EUR 20,948 thousand). A positive balance is shown under other interest and similar income; a negative balance under interest and similar expenses. Interest and similar expenses also contain EUR 156 thousand (2012: EUR 461 thousand) in interest expense from the unwinding of the discount on other provisions with a remaining term of more than one year.

21. Writedowns on financial assets and marketable securities

This item contains EUR 1,819 thousand (2012: EUR –) in writedowns on marketable securities and EUR 125 thousand (2012: EUR 2,359 thousand) in writedowns on shares in affiliated companies.

22. Income taxes

This item contains domestic corporation tax, 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 2013 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 2013 comprises

1. Fixed compensation,
2. Non-cash benefits and other additional benefits,
3. Variable compensation and
4. Old-age 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 until April 2013. Mr. Sassenfeld received a special bonus for fiscal 2013 of EUR 200 thousand.
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.

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. In connection with the appointment of Mr. Fernández Verdes as Chairman of the Executive Board, a contractual pension arrangement was agreed with Mr. Fernández Verdes with retroactive effect as of the date he joined the Company. For this reason, the pension contribution to set up a private pension plan for the pro-rata fiscal 2012 was not paid out. The respective contractual pension arrangements for both Executive Board members provide for a minimum pension age of 65. The amount of the pension is determined as a percentage of fixed compensation, the percentage rising with the number of years in office. The maximum amount the Executive Board member can receive is 65% of his final fixed compensation. Surviving dependants receive 60% of the pension.

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 thousand for Mr. Fernández Verdes and EUR 12 thousand 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.

On the basis of the above, compensation for the individual members of the Executive Board was as follows:

| (EUR thousand) | | Cash compensation | | | Variable pay components combining a long-term incentive effect with an element of risk | | Old-age pension | | Total compensation including pension benefits |
|------------------------------|----------------|-------------------|--|---|--|--|----------------------------------|----------------------|---|
| | | 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 | |
| | 2013 | 900 | 64 | 846 | 846 | 846 | 804 | – | 4,306 |
| | 2012 | 391 | 78 | 285 | 285 | 285 | – | 128 | 1,452 |
| | 2013 | 600 | 233 | 564 | 564 | 564 | 317 | – | 2,842 |
| | 2012 | 550 | 26 | 401 | 401 | 401 | 206 | – | 1,985 |
| Executive Board total | 2013 | 1,500 | 297 | 1,410 | 1,410 | 1,410 | 1,121 | – | 7,148 |
| | ***2012 | 941 | 104 | 686 | 686 | 686 | 206 | 128 | 3,437 |

** Executive Board member since April 15, 2012/CEO since November 21, 2012

** Value at grant date

*** Prior-year figures do not include the figures for the Executive Board member who departed in fiscal 2012

The present value of pension benefits for current and former Executive Board members is EUR 65,883 thousand (2012: EUR 63,156 thousand).

Payments to former members of the Executive Board and their surviving dependants were EUR 17,011 thousand (2012: EUR 15,199 thousand). Pension obligations to former members of the Executive Board and their surviving dependants totaled EUR 63,726 thousand (2012: EUR 58,741 thousand).

| (EUR thousand) | | Present value of pension benefits |
|------------------------------|----------------|-----------------------------------|
| Fernández Verdes* | 2013 | 1,451 |
| | 2012 | – |
| Sassenfeld | 2013 | 706 |
| | 2012 | 389 |
| Executive Board total | 2013 | 2,157 |
| | ***2012 | 389 |

* Executive Board member since April 15, 2012/CEO since November 21, 2012

** Prior-year figures do not include the figures for the Executive Board member who departed in fiscal 2012

Executive Board compensation for past fiscal years

For fiscal 2012, the Supervisory Board has granted Mr. Fernández Verdes, in connection with his appointment to Chairman of the Executive Board as of November 21, 2012, fixed compensation of EUR 39,773, EUR 22,775 short-term incentive, EUR 22,775 long-term incentive I and EUR 22,775 long-term incentive II. Due to a new tax assessment, an additional EUR 16,783 in non-cash benefits arose for Mr. Fernández Verdes in fiscal 2012. In connection with the pension arrangement concluded with Mr. Fernández Verdes with retroactive effect as of April 15, 2012, retrospective service costs for 2012 of EUR 647 thousand were incurred in 2013.

In addition, in February 2013, the Supervisory Board adopted a Long-term Incentive Plan 2013 (LTIP 2013) for the Executive Board members to satisfy the long-term incentive component II from 2012. 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 2013 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 2013 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 2013 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. Mr. Fernández Verdes was granted 16,621 stock appreciation rights and 4,036 stock awards, in each case worth EUR 154 thousand at the date of grant. Mr. Sassenfeld was granted 21,667 stock appreciation rights and 5,261 stock awards, in each case worth EUR 200 thousand at the date of grant. Additional information on the plans is provided in the Notes to the Consolidated Financial Statements, on pages 183 to 186.

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 | |
|------------------------------|--|------------|
| Fernández Verdes* | 2013 | 75 |
| | 2012 | – |
| Sassenfeld | 2013 | 130 |
| | 2012 | 10 |
| Executive Board total | 2013 | 205 |
| | **2012 | 10 |

* Executive Board member since April 15, 2012/CEO since November 21, 2012

** Prior-year figures do not include the figures for the Executive Board member who departed in fiscal 2012

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 2013 based on the use of net profit proposed for approval at the General Shareholders' Meeting in May 2014 is shown in the table below.

| (EUR) | Fixed compensation | Variable compensation | Attendance fees | Total |
|--|--------------------|-----------------------|-----------------|------------------|
| Thomas Eichelmann | 36,000 | 210,000 | 13,000 | 259,000 |
| Ulrich Best | 16,400 | 95,667 | 6,000 | 118,067 |
| Gregor Asshoff | 18,667 | 108,889 | 12,000 | 139,556 |
| Ángel García Altozano | 24,000 | 140,000 | 14,500 | 178,500 |
| Abdulla Abdulaziz Turki Al-Subaie | 12,000 | 70,000 | 7,000 | 89,000 |
| Carsten Burckhardt | 2,267 | 13,222 | 1,500 | 16,989 |
| José Luis del Valle Pérez | 18,000 | 105,000 | 12,000 | 135,000 |
| Dr. Michael Frenzel | 13,533 | 78,944 | 3,500 | 95,977 |
| Nikolaus Graf von Matuschka | 1,633 | 9,528 | 2,000 | 13,161 |
| Dr. rer. pol. h. c. Francisco Javier Garcia Sanz | 18,000 | 105,000 | 7,500 | 130,500 |
| Dr. Thomas Krause | 1,600 | 9,333 | 1,500 | 12,433 |
| Johannes Lang | 12,300 | 71,750 | 6,000 | 90,050 |
| Pedro López Jiménez | 18,000 | 105,000 | 10,500 | 133,500 |
| Matthias Maurer | 2,267 | 13,222 | 1,500 | 16,989 |
| Siegfried Müller | 13,500 | 78,750 | 0.00 | 92,250 |
| Udo Paech | 2,267 | 13,222 | 1,500 | 16,989 |
| Nikolaos Paraskevopoulos | 2,267 | 13,222 | 1,500 | 16,989 |
| Gerrit Pennings | 12,300 | 71,750 | 7,500 | 91,550 |
| Elmar Rommerskirchen | 5,833 | 34,028 | 2,000 | 41,861 |
| Klaus Stümper | 2,267 | 13,222 | 1,500 | 16,989 |
| Olaf Wendler | 18,000 | 105,000 | 13,000 | 136,000 |
| Dr. Jan Martin Wicke | 13,533 | 78,944 | 9,000 | 101,477 |
| Klaus WieseHügel | 13,500 | 78,750 | 6,000 | 98,250 |
| Christine Wolff | 1,500 | 8,750 | 0.00 | 10,250 |
| Supervisory Board total | 279,634 | 1,631,193 | 140,500 | 2,051,327 |

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 2013 for auditors Deloitte & Touche GmbH Wirtschaftsprüfungsgesellschaft. The total expense is disclosed in the Notes to the HOCHTIEF Group Consolidated Financial Statements for 2013.

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 2013 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%, and on that day amounted to 50.16%, 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% 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% 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% threshold of the voting rights on September 19, 2012 and on that day amounted to 30.69% (this corresponds to 23,634,501 voting rights).

On April 25, 2013, **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, exceeded the 10% and 15% threshold of the voting rights on April 24, 2013 and on that day amounted to 18.12% (this corresponds to 13,948,778 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 10% threshold of the voting rights on July 23, 2012 and on that day amounted to 9.32% (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 3% and on that day amounted to 3.091% (equivalent to 2,163,632 shares). 3.091% 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 3% threshold of the voting rights on September 26, 2011 and on that day amounted to 3.01% (this corresponds to 2,315,147 voting rights). According to Section 22 (1), Sentence 1, No. 6 in connection with Section 22 (1)

Sentence 2 of the WpHG, 3.01% of the voting rights (this corresponds to 2,315,147 voting rights) is to be attributed to the company.

On December 3, 2013, **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, passed below the 5% threshold of the voting rights on November 27, 2013 and on that day amounted to 4.99% (this corresponds to 3,838,533 voting rights). According to Section 22 (1), Sentence 1, No. 6 in connection with Section 22 (1), Sentence 2 of the WpHG, 4.99% of the voting rights (this corresponds to 3,838,533 voting rights) is to be attributed to Mr Hawkins.

On December 3, 2013, **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, passed below the 5% threshold of the voting rights on November 27, 2013 and on that day amounted to 4.99% (this corresponds to 3,838,533 voting rights). According to Section 22 (1), Sentence 1, No. 6 of the WpHG, 4.99% of the voting rights (this corresponds to 3,838,533 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) 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 10% on March 23, 2011 and amounted to 10.000001% 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 3% 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 10% on March 23, 2011 and amounted to 10.000001% 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 3% 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 10% on March 23, 2011 and amounted to 10.000001% 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 3%, 5%, and 10% thresholds of the voting rights on September 28, 2011 and on that day amounted to 10.000001% (this corresponds to 7,700,001 voting rights).

27. Subsidiaries, associates, and other significant participating interests of the HOCHTIEF Group at December 31, 2013

| | Percentage stock held | Shareholders' equity | | Profit/(loss) for the year (EUR thousand) |
|--|-----------------------|---------------------------|----------------------|---|
| | | Local currency (thousand) | 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 685,441 | 497,020 | 61,220 ³⁾ |
| Flatiron Construction Corp., Wilmington, USA | 100 ²⁾ | USD 267,589 | 194,032 | (18,009) ³⁾ |
| E. E. Cruz and Company Inc., Holmdel, USA | 100 ²⁾ | USD 67,423 ⁵⁾ | 48,889 ⁵⁾ | 12,181 ⁵⁾ |
| HOCHTIEF Asia Pacific Division | | | | |
| HOCHTIEF Asia Pacific GmbH, Essen | 100 | | 1,588,005 | - ¹⁾ |
| Leighton Holdings Limited, Sydney, Australia | 57.94 ²⁾ | AUD 3,215,510 | 2,084,873 | 337,908 ³⁾ |
| HOCHTIEF Europe Division | | | | |
| HOCHTIEF Solutions AG, Essen | 100 | | 208,665 | - ¹⁾ |
| formart GmbH & Co. KG, Essen | 100 ²⁾ | | 100,897 | (1,076) |
| Streif Baulogistik GmbH, Essen | 100 ²⁾ | | 31,659 | - ¹⁾ |
| HOCHTIEF Hamburg GmbH, Hamburg | 70 ²⁾ | | 10,818 | 1,801 |
| HOCHTIEF (UK) Construction Ltd., Swindon, UK | 100 ²⁾ | GBP 10,185 | 12,217 | 1,247 |
| HOCHTIEF CZ a.s., Prague, Czech Republic | 100 ²⁾ | CZK 997,508 | 36,369 | 702 |
| HOCHTIEF Polska S.A., Warsaw, Poland | 100 ²⁾ | PLN 118,704 | 28,573 | 4,196 |
| OOO HOCHTIEF, Moscow, Russia | 100 ²⁾ | RUB 158,689 | 3,501 | 86 |
| HOCHTIEF Solutions Middle East Qatar W.L.L., Doha, Qatar | 49 ²⁾ | QAR 535,263 | 106,769 | 12,328 |
| Deutsche Bau- und Siedlungs-Gesellschaft mbH, Essen | 100 | | 17,508 | - ¹⁾ |
| HOCHTIEF Projektentwicklung GmbH, Essen | 100 | | 7,784 | - ¹⁾ |
| HOCHTIEF Auresdis Beteiligungsgesellschaft mbH, Essen | 100 ²⁾ | | 6,570 | - ¹⁾ |
| HOCHTIEF PPP Solutions GmbH, Essen | 100 ²⁾ | | 32,540 | - ¹⁾ |
| HOCHTIEF PPP Solutions (UK) Limited, Swindon, UK | 100 ²⁾ | GBP 15,892 | 19,062 | 7,242 |
| Corporate Headquarters | | | | |
| HOCHTIEF Insurance Broking and Risk Management Solutions GmbH, Essen | 100 | | 257,497 | - ¹⁾ |
| Builders Reinsurance S.A., Steinfort, Luxembourg | 100 ²⁾ | USD 261,409 | 189,550 | 24,701 |

| | Percentage stock held | Shareholders' equity | | Profit/(loss) for the year (EUR thousand) |
|--|--------------------------|------------------------------|-----------------------|--|
| | | Local currency (thousand) | EUR thousand | |
| II. Equity-method investments | | | | |
| HOCHTIEF Europe Division | | | | |
| aurelis Real Estate GmbH & Co. KG, Eschborn | 50 ^{2) 6)} | | 301,392 ⁴⁾ | 65,165 ^{3) 4)} |
| HGO InfraSea Solutions GmbH & Co. KG, Bremen | 50 ²⁾ | | 23,314 ⁴⁾ | (342) ⁴⁾ |

¹ Profit/loss transfer agreement

² Indirect shareholding

³ Consolidated result for group

⁴ Fiscal 2012 figures

⁵ Consolidated in Turner/Flatiron

⁶ Reported in the Balance Sheet as part of assets held for sale

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 2013 in the amount of EUR 115,499,998.50 will be used to pay a dividend of EUR 1.50 per eligible no-par-value share for fiscal 2013, and the amount of the dividend that would have been payable on non-eligible shares, amounting to EUR 11,535,847.50 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 69,309,434 no-par-value shares with dividend entitlement for 2013 that exist at the time of the profit appropriation proposal. The number of eligible shares may change by the date of the General Shareholders' Meeting. In this case, while the distribution of EUR 1.50 for each no-par-value share with dividend entitlement for 2013 will stay the same, an adjusted proposal for the appropriation of the profit will be made to the General Shareholders' Meeting.

Boards

Supervisory Board

Thomas Eichelmann

Munich, Chairman of the Supervisory Board of HOCHTIEF Aktiengesellschaft, Chief Executive Officer of ATON GmbH, Munich

- a) ATON Engineering AG
FFT GmbH & Co. KGaA
HAEMA AG
V-Bank AG
Wüstenrot & Württembergische AG
- b) ATON US, Inc.
Bankhaus Ellwanger & Geiger KG (Chairman)
OrthoScan, Inc.
J.S. Redpath Holdings, Inc.

Gregor Asshoff*

Frankfurt am Main, Deputy Chairman of the Supervisory Board (from November 21, 2013), 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

Abdulla Abdulaziz Turki Al-Subaie

Doha, Managing Director of Qatar Railways, Group CEO Barwa Real Estate Group

- b) Barwa Bank
Barwa International (Chairman)
Qatar Construction & Engineering Company
Qatar Rail
Qatar Real Estate Company

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.
Xfera Móviles, S.A. (Chairman)

Ulrich Best*

Cologne, Deputy Chairman of the Supervisory Board (until September 6, 2013), former Chairman of the Group Works Council and Deputy Chairman of the Central Works Council, HOCHTIEF Solutions AG (until September 6, 2013)

Carsten Burckhardt*

Dortmund, Member of the Federal Executive Committee of the Construction, Agricultural and Environmental Employees' Union (from November 13, 2013)

- a) Zusatzversorgungskasse des Baugewerbes AG

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.

Dr. Michael Frenzel

Burgdorf, Chairman of the Supervisory Board of TUI Deutschland GmbH, Hanover (from March 12, 2013)

- a) AXA Konzern AG
TUIfly GmbH (Chairman)
TUI Deutschland GmbH (Chairman)

Dr. rer. pol. h. c. Francisco Javier Garcia Sanz

Braunschweig, Member of the Board of Management of Volkswagen Aktiengesellschaft, Wolfsburg

- a) AUDI AG
Dr. Ing. h. c. F. Porsche Aktiengesellschaft
- b) CAIXAHOLDING, S.A.
FAW-Volkswagen Automotive Company, Ltd.
Porsche Holding Stuttgart GmbH
Scania AB
Scania CV AB
SEAT, S.A.
Shanghai-Volkswagen Automotive Company Ltd.
VfL Wolfsburg-Fußball GmbH
Volkswagen (China) Investment Company Ltd.
Volkswagen Group of America, Inc.

Dr. Thomas Krause*

Bremen, Executive Vice President of HOCHTIEF Infrastructure GmbH International (from November 13, 2013)

Johannes Lang*

Königs Wusterhausen, former Member of the Works Council, HOCHTIEF Solutions AG, Facility Management, Works Council Northeast (until September 6, 2013)

* Supervisory Board member representing employees

a) Membership in other supervisory boards prescribed by law (as of December 31, 2013)

b) Membership in comparable domestic and international corporate governing bodies (as of December 31, 2013)

Reporting date for memberships: December 31, 2013, or date of departure if membership ended during the course of the year

* Supervisory Board member representing employees

a) Membership in other supervisory boards prescribed by law (as of December 31, 2013)

b) Membership in comparable domestic and international corporate governing bodies (as of December 31, 2013)

Reporting date for memberships: December 31, 2013, or date of departure if membership ended during the course of the year

Pedro López Jiménez

Madrid, Member of the Board and of the Executive Committee of ACS, Actividades de Construcción y Servicios, S.A., Madrid

b) ACS Servicios y Concesiones, S.L. (President-in-Office)
ACS Servicios, Comunicaciones y Energía, S.L.
Dragados, S.A. (President-in-Office)
Leighton Holdings Limited (Alternate Director)

Matthias Maurer*

Hamburg, carpentry foreman, Works Council of HOCHTIEF Solutions AG (partly released from duties) (from November 13, 2013)

Nikolaus Graf von Matuschka*

Aldenhoven/Jüchen, Member of the Executive Board, HOCHTIEF Solutions AG (until February 19, 2013)

Siegfried Müller*

Duisburg, former Chairman of the Works Council Corporate Headquarters, HOCHTIEF Aktiengesellschaft (until October 21, 2013)

Udo Paech*

Berlin, technical employee, Works Council of HOCHTIEF Solutions AG (Northeast division) (from November 13, 2013)

Nikolaos Paraskevopoulos*

Bottrop, Deputy Chairman of the Group Works Council, HOCHTIEF Aktiengesellschaft (from November 13, 2013)

Gerrit Pennings*

Kirchheim, former Works Council Chairman, HOCHTIEF Solutions AG, Facility Management, South Region (until September 6, 2013)

Elmar Rommerskirchen*

Dorsten, former Commercial Business Segment Manager, Building Installations and Services, HOCHTIEF Solutions AG (March 12, 2013 to September 6, 2013)

Klaus Stümper*

Lohmar, technical employee, Works Council of HOCHTIEF Solutions AG (West division) (from November 13, 2013)

Olaf Wendler*

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

Dr. Jan Martin Wicke

Stuttgart, Member of the Executive Board of Wüstenrot & Württembergische AG, Stuttgart (from March 12, 2013)

a) Württembergische Versicherung AG
Württembergische Lebensversicherung AG
Wüstenrot Bank AG Pfandbriefbank
Wüstenrot Bausparkasse AG
W&W Service GmbH (Chairman)
V-Bank AG (Chairman)
b) Wüstenrot stavební spořitelna a.s.
Wüstenrot hypoteční banka a.s.
Wüstenrot životní pojišťovna a.s.
Wüstenrot pojišťovna a.s.
BWK GmbH Unternehmensbeteiligungsgesellschaft

Klaus Wiesehügel*

Königswinter, former National Chairman of the Construction, Agricultural and Environmental Employees' Union, Frankfurt am Main (until September 30, 2013)

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 (until January 31, 2013)

Supervisory Board Committees

Executive Committee

Thomas Eichelmann (Chairman)
Ángel García Altozano
Gregor Asshoff
Carsten Burckhardt (from November 21, 2013)
Pedro López Jiménez
Olaf Wendler
Klaus Wieseühgel (until September 30, 2013)

Audit Committee

Ángel García Altozano (Chairman)
Gregor Asshoff (Deputy Chairman)
Ulrich Best (deputy until September 6, 2013)
José Luis del Valle Pérez
Matthias Maurer (from November 21, 2013)
Nikolaos Paraskevopoulos (from November 21, 2013)
Gerrit Pennings (until September 6, 2013)
Dr. Jan Martin Wicke (from May 7, 2013)

Strategy Committee

Thomas Eichelmann (Chairman)
Gregor Asshoff (deputy from November 21, 2013)
Ángel García Altozano
Ulrich Best (deputy until September 6, 2013)
Dr. rer. pol. h. c. Francisco Javier Garcia Sanz
Johannes Lang (until September 6, 2013)
Pedro López Jiménez
Siegfried Müller (until October 21, 2013)
Udo Paech (from November 21, 2013)
Nikolaos Paraskevopoulos (from November 21, 2013)
Gerrit Pennings (until September 6, 2013)
Klaus Stümper (from November 21, 2013)
Olaf Wendler
Dr. Jan Martin Wicke (from May 7, 2013)

Human Resources Committee

Thomas Eichelmann (Chairman)
Dr. Michael Frenzel (from May 7, 2013)
Pedro López Jiménez
Matthias Maurer (from November 21, 2013)
Olaf Wendler
Klaus Wieseühgel (until September 30, 2013)
Christine Wolff (until January 31, 2013)

Nomination Committee

Thomas Eichelmann (Chairman)
Dr. Michael Frenzel (from May 7, 2013)
Pedro López Jiménez
Christine Wolff (until January 31, 2013)

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

Thomas Eichelmann (Chairman)
Gregor Asshoff (deputy from November 21, 2013)
Ulrich Best (deputy until September 6, 2013)
Carsten Burckhardt (from November 21, 2013)
Dr. Michael Frenzel (from May 7, 2013)
Johannes Lang (until September 6, 2013)
Christine Wolff (until January 31, 2013)

Executive Board

Marcelino Fernández Verdes, CEO

Düsseldorf, Chairman of the Executive Board of HOCHTIEF Aktiengesellschaft, Essen

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

Peter Sassenfeld, CFO

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

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HOCHTIEF AUSTRALIA HOLDINGS Ltd.
Leighton Holdings Limited
The Turner Corporation

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