

## **Compliance Declaration pursuant to Section 161 of the German Stock Corporations Act (AktG)**

After due appraisal, the Executive Board and Supervisory Board of HOCHTIEF Aktiengesellschaft submit their compliance declaration as follows:

HOCHTIEF Aktiengesellschaft complies with the recommendations of the Government Commission on the German Corporate Governance Code dated April 28, 2022 and published on June 27, 2022 by the German Ministry of Justice and Consumer Protection in the official section of the electronic Bundesanzeiger (Federal Official Gazette). In addition, HOCHTIEF Aktiengesellschaft has complied with these recommendations, both in the aforementioned version and in the preceding version of December 16, 2019, since publication of the last Compliance Declaration in October 2021. The following exceptions apply:

The Code contains recommendation C.10 saying that the Chairman of the Audit Committee ought to be independent of the Company and independent of the controlling shareholder. HOCHTIEF did not comply with this recommendation until July 10, 2022. On July 11, 2022, the Supervisory Board, in agreement with the previous Chairman, elected a new Chairman of the Audit/Sustainability Committee who fully complies with the requirements of recommendation C.10 with regard to the independence of the Chairman.

The Code's recommendations on nominations for election to the Annual General Meeting contained in C.13 of the Code (disclosure of the personal and business relations of each individual candidate with the enterprise, the executive bodies of the enterprise and with any shareholder holding a material interest in the enterprise) are still not being applied. In practice, there is currently still legal uncertainty regarding what relations the Code recommendations require to be disclosed in each individual instance and in what scope. The Supervisory Board will watch developments in this regard and re-examine the question of applying the Code recommendations in the next fiscal year.

The compensation system to be resolved by the Supervisory Board according the new provision of Section 87a AktG has been established by the Supervisory Board and presented to the ordinary Annual General Meeting for resolution in financial year 2021. This compensation system complies with the recommendations of Code.

The provisions on Executive Board compensation contained in the current employment contract of one member of the Executive Board (old contract) do not currently comply with all recommendations of the Code. The recommendations of the Code will be implemented when appointing and concluding the employment contracts of new Executive Board members. However, the current employment contract is not to be adjusted until reappointment. Until the compensation recommendations of the Code have been implemented, the following deviations from the Code exist in the old contract:

In addition to the fixed salary, the compensation pursuant to the old contract contains caps on the amounts of all variable compensation elements. The Supervisory Board has reserved the right, in addition to the fixed annual salary and the variable compensation components, to grant at its own discretion a one-off payment for exceptional performance. The old contract also

provide for normal fringe benefits (private use of company car, accident insurance, etc.) and pension commitments in the form of pension benefits. The old contract do not contain the recommended maximum compensation stipulated in G.1 of Code.

Subsequent changes of the target amounts or comparison parameters of the variable compensation shall be excluded pursuant to the recommendation in G.8 of Code. This arrangement is the same in the old contract. With regard to the specification of the variable compensation the Supervisory Board, however, shall have the right to increase or decrease the overall degree of goal accomplishment, resulting from the achievement of economic goals, taking into consideration the accomplishment of strategic goals determined annually. Apart from that, the Supervisory Board may grant additional compensation up to the maximum amount of 200% for all variable compensation elements as an acknowledgement for entrepreneurial achievements.

Pursuant to the recommendation in G.10 of Code the Executive Board member shall receive the long-term variable compensation only after a period of four years. The LTIP elements of the old contract shall only be granted after a period of one year, depending on the result of the financial year. Afterwards the waiting time/retention period for the LTIP-I element is 2 years and for the LTIP-II element 3 years. Thus, the dependency on profit of the LTIP-I element is guaranteed only for three years, whereas it is guaranteed for four years for the LTIP-II element.

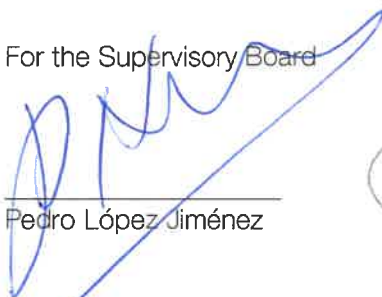
According to recommendation G.11 of Code it shall be possible for the variable compensation to be withheld or reclaimed in justified cases. The right to reduce the variable compensation for the old contract exists only in the case of a deterioration of the Company's situation according to Section 87 (2) AktG. No further claims for repayment have been agreed.

The recommendation of Code in G.15 of deducting the compensation for holding an intercorporate seat in the Supervisory Board is generally applied. There are no provisions in the old contract regarding the decision of the Supervisory Board recommended in G.16 to deduce the compensation for seats in Supervisory Boards outside the Company.

Essen, November 2022

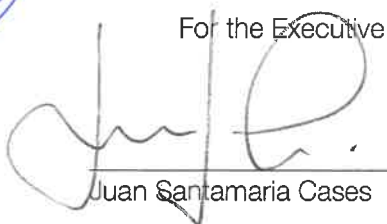
HOCHTIEF Aktiengesellschaft

For the Supervisory Board

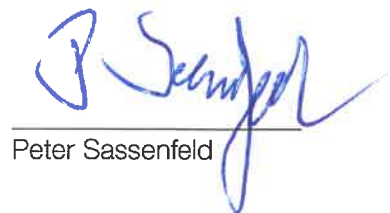
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Pedro López Jiménez

For the Executive Board

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Juan Santamaria Cases

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Peter Sassenfeld