

NOT FOR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES OF AMERICA, ITS TERRITORIES AND POSSESSIONS (INCLUDING PUERTO RICO, THE U.S. VIRGIN ISLANDS, GUAM, AMERICAN SAMOA, WAKE ISLAND AND THE NORTHERN MARIANA ISLANDS), ANY STATE OF THE UNITED STATES OF AMERICA OR THE DISTRICT OF COLUMBIA (THE "UNITED STATES") OR IN OR INTO OR TO ANY PERSON RESIDENT OR LOCATED IN ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS NOTICE.



**HOCHTIEF Aktiengesellschaft announces the results of its tender offer in respect of its
EUR 500,000,000 1.750 per cent. Notes due 2025 (ISIN: DE000A2LQ5M4)**

31 May 2024. Further to the announcement on 21 May 2024, HOCHTIEF Aktiengesellschaft (the "**Company**") announces today the results of its invitation to eligible holders of its outstanding EUR 500,000,000 1.750 per cent. Notes due 2025 (ISIN: DE000A2LQ5M4) (the "**Notes**") to tender any and all their Notes for purchase by the Company for cash at the Purchase Price (the "**Offer**").

The New Financing Condition has been met on 31 May 2024.

The Company has accepted tenders in the principal amount set out in the table below:

ISIN	Principal amount of Notes validly tendered and accepted for purchase	Interpolated Mid-Swap Rate	Purchase Spread	Purchase Yield	Purchase Price	Principal amount outstanding following completion of the Offer
DE000A2LQ5M4	EUR 96,633,000	3.663 per cent.	0 bps	3.663 per cent.	98.019 per cent.	EUR 403,367,000 (80.67%)

The Company will also pay Accrued Interest with respect to the purchased Notes.

This announcement is for information purposes only and should be read in conjunction with the tender offer memorandum dated 21 May 2024 (the "**Tender Offer Memorandum**") prepared by the Company. Capitalised terms used in this notice shall have the same meaning given to them in the Tender Offer Memorandum unless defined otherwise herein.

The Offer commenced on 21 May 2024 and expired at 5:00 p.m. (CEST) on 30 May 2024. Settlement is expected to take place on 6 June 2024 (the "**Settlement Date**").

Questions in connection with (i) the Offer may be directed to (a) the Dealer Managers by Relevant Noteholders; and (b) Deutsche Bank Aktiengesellschaft by Noteholders that are not Relevant Noteholders.

"**Relevant Noteholder**" means a Noteholder that is: (a) if resident or located in a member state of the European Union (the EU), an "eligible counterparty" or a "professional client", each as defined in Directive No. 2014/65/EU on markets in financial instruments (as amended from time to time); (b) if resident or located in the UK, an "eligible counterparty", as defined in the FCA Handbook Conduct of Business Sourcebook, or a "professional client" as defined in point (8) of Article 2(1) of Regulation (EU) No. 600/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018; or (c) if resident or located in a jurisdiction outside of the EU and the UK, an institutional holder under applicable local law and not a retail holder.

DEALER MANAGERS

(except for Deutsche Bank Aktiengesellschaft only in respect of the Offer as made to Relevant Noteholders)

Deutsche Bank Aktiengesellschaft

Mainzer Landstraße 11-17
60329 Frankfurt am Main
Federal Republic of Germany

Telephone: +44 207 545 8011
Attention: Liability Management Group

HSBC Continental Europe

38, avenue Kléber
75116 Paris
France

Telephone: +44 20 7992 6237
Email: LM_EMEA@hsbc.com
Attention: Liability Management, DCM

J.P. Morgan SE

Taunustor 1 (TaunusTurm)
60310 Frankfurt am Main
Federal Republic of Germany

Telephone: +44 207 134 2468
Attention: Liability Management
Email: liability_management_EMEA@jpmorgan.com

TENDER AGENT

Kroll Issuer Services Limited

The Shard
32 London Bridge Street
London SE1 9SG
United Kingdom

Telephone: +44 207 704 0880
Attention: Arlind Bytyqi
Email: hochtief@is.kroll.com
Website: <https://deals.is.kroll.com/hochtief>

This notice, the Tender Offer Memorandum and the Offer are not for distribution, directly or indirectly, in or into or to any person located or resident in the United States.

The Offer referenced herein is not being made, directly or indirectly, in or into the United States by use of the mails or by any means or instrumentality (including, without limitation, e-mail, facsimile transmission, telephone and the internet) of interstate or foreign commerce, or of any facility of a national securities exchange of the United States and the Offer cannot be accepted by any such use, means, instrumentality or facility or from within the United States.

This notice, the Tender Offer Memorandum and the Offer do not constitute or contemplate or form a part of any offer or solicitation to purchase or subscribe for securities in the United States.

Nothing in this notice and the Tender Offer Memorandum constitutes or contemplates an offer to buy or the invitation to offer to sell securities in Italy (except as set out in the Tender Offer Memorandum), Belgium (except as set out in the Tender Offer Memorandum), the Republic of France (except as set out in the Tender Offer Memorandum) or any other jurisdiction in which such offer or solicitation would be unlawful.

The Tender Offer Memorandum and the Offer may only be communicated to persons in the United Kingdom in circumstances where section 21 (1) of the Financial Services and Markets Act 2000 does not apply.

The distribution of this notice and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this notice and the Tender Offer Memorandum comes are required by the Company, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions. See "*Offer and Distribution Restrictions*" in the Tender Offer Memorandum.