

HOCHTIEF Aktiengesellschaft, Essen

Table of information pursuant to Section 125 AktG in conjunction with blocks A, B, and C of Table 3 of Implementing Regulation (EU) 2018/1212

A. Specification of the message

1. Annual General Meeting of HOCHTIEF Aktiengesellschaft 2025
2. Notice of Annual General Meeting

B. Specification of the issuer

1. ISIN: DE0006070006
2. Name of issuer: HOCHTIEF Aktiengesellschaft

C. Specification of the meeting

1. Date of the General Meeting: April 29, 2025
2. Time of the General Meeting: 10:30 hours (CEST) (corresponds to 08:30 hours UTC)
3. Type of General Meeting: Annual General Meeting
4. Location of the General Meeting for the purposes of the German Stock Corporations Act (AktG): Congress Center West, Messeplatz 1, 45131 Essen, Germany
5. Record date: April 7, 2025
The right to participate and vote is based on the shareholder's shareholding at the record date as shown in the proof of entitlement. The record date is Monday, April 7, 2025, 24:00 hours (CEST).
6. Website for the General Meeting/URL: www.hochtief.com/investor-relations/annual-general-meeting

Notice of Annual General Meeting

We herewith invite our shareholders to attend the **Annual General Meeting** of HOCHTIEF Aktiengesellschaft, with registered office in Essen, Germany, to be held at Congress Center West, Messeplatz 1, 45131 Essen, Germany at **10:30 hours (CEST) on Tuesday, April 29, 2025**.

I. Agenda

- 1. Presentation of the adopted annual financial statements of HOCHTIEF Aktiengesellschaft and the approved Consolidated Financial Statements as of December 31, 2024, the combined Management Report of HOCHTIEF Aktiengesellschaft and the Group, the proposal for the use of distributable profit submitted by the Executive Board, the Report of the Supervisory Board for 2024 as well as the explanatory report by the Executive Board on the disclosures pursuant to Sections 289a and 315a of the German Commercial Code (HGB)**

In accordance with Section 172 AktG, the annual financial statements and the Consolidated Financial Statements prepared by the Executive Board were approved and the annual financial statements hence adopted by the Supervisory Board. Adoption by the Annual General Meeting is therefore not required. The annual financial statements, Consolidated Financial Statements and the combined Company and Group Management Report, the Report of the Supervisory Board, and the report by the Executive Board, including the explanations on the disclosures pursuant to Sections 289a and 315a of the German Commercial Code, are to be made available to the Annual General Meeting without the adoption of a resolution being required under the German Stock Corporations Act.

The above documents are available for viewing by shareholders at the offices of HOCHTIEF Aktiengesellschaft (Alfredstrasse 236, 45133 Essen, Germany) and have also been made available on the Internet, including during the Annual General Meeting, at www.hochtief.com, where they can be accessed via the link "investor-relations/annual-general-meeting."

2. Use of distributable profit

Pursuant to Section 58 (4) Sentence 3 AktG, the Annual General Meeting is entitled to adopt a resolution by which the due date for payment of the dividend to shareholders is a later date than the third business day after the resolution by the Annual General Meeting.

As in the prior year, the dividend payment is proposed for early July.

The Executive Board and Supervisory Board propose

That the distributable profit of HOCHTIEF Aktiengesellschaft for 2024 in the amount of EUR 406,430,099.00 be used as follows:

Distribution of a dividend of EUR 5.23 for each no-par-value share with dividend entitlement for 2024:	EUR	393,459,066.17
Net profit brought forward:	EUR	12,971,032.83

The dividend is payable on July 7, 2025.

The total dividend and net profit brought forward in the above proposed resolution on the use of net profit are based on the share capital with dividend entitlement as of the date of preparation of the annual financial statements, in the amount of EUR 192,591,818.24 divided into 75,231,179 no-par-value shares.

The number of shares with dividend entitlement may have changed by the time of the resolution on the use of net profit. In that event, the Executive Board and Supervisory Board will submit to the Annual General Meeting a commensurately modified proposal for a resolution on the use of net profit

that provides for the same dividend of EUR 5.23 per share with dividend entitlement. The proposal will then be modified as follows: If the number of shares with dividend entitlement and hence the total dividend decrease, net profit brought forward will increase accordingly. If the number of shares with dividend entitlement and hence the total dividend increase, net profit brought forward will decrease accordingly.

3. Ratification of the acts of the members of the Executive Board

The Executive Board and Supervisory Board propose that the acts of the members of the Executive Board in office in 2024 be ratified for the period.

4. Ratification of the acts of the members of the Supervisory Board

The Executive Board and Supervisory Board propose that the acts of the members of the Supervisory Board in office in 2024 be ratified for the period.

5. Appointment of the auditor and Group auditor

On the recommendation of its Audit/Sustainability Committee, the Supervisory Board proposes that the following resolution be adopted:

Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, is appointed as auditor and Group auditor for 2025 and as auditor for the review of the condensed Interim Consolidated Financial Statements and Group Interim Management Report for the first half of 2025 insofar as they are subject to review.

In its recommendation, the Audit/Sustainability Committee stated that its recommendation is free from undue influence by a third party within the meaning of Article 16(2) paragraph 3 of EU Regulation No 537/2014 and that no clause of contract has been imposed on it within the meaning of Article 16(6) of EU Regulation No 537/2014.

6. Resolution approving the Compensation Report

In accordance with Section 162 AktG, the Executive Board and Supervisory Board have prepared a report on compensation granted and owed to members of the Executive Board and the Supervisory Board in 2024, which in accordance with Section 120a (4) AktG is submitted to the Annual General Meeting for approval. The Compensation Report for 2024 has been audited by HOCHTIEF Aktiengesellschaft's auditor and issued with a report of the independent auditor on the Compensation Report.

The Compensation Report for 2024 and the report of the independent auditor on the Compensation Report are available from the date of convocation of the Annual General Meeting on our website www.hochtief.com, where they can be accessed via the link www.hochtief.com/compensation_report_2024. The Compensation Report and the auditor's report will also be available there during the Annual General Meeting.

The Executive Board and Supervisory Board propose that the Compensation Report for 2024 be approved.

7. Resolution on an amendment to the compensation, on the compensation system for the members of the Supervisory Board, and on a corresponding amendment to Section 18 of the Articles of Association

Under Section 113 (3) AktG, a resolution must be adopted on compensation for Supervisory Board members at least every four years. Such a resolution was last adopted by the Annual General Meeting on May 6, 2021. Supervisory Board compensation was most recently adjusted in 2015.

The duties of Supervisory Board members have increased significantly over the past decade as legal and regulatory requirements and responsibilities have grown. Hence, it is the opinion of the Supervisory Board and the Executive Board that, given the competition for qualified and experienced candidates as shareholder representatives on the Supervisory Board, a moderate increase in Supervisory Board compensation compared to that previously provided is called for. Accordingly—also on the basis of a market comparison—adjustments are proposed to the compensation amounts. The compensation system itself is to remain essentially unaltered. A review of the compensation system did not reveal any need for structural changes. On the contrary, the existing system has proven its worth.

In the future, the members of the Supervisory Board are to receive fixed annual remuneration of EUR 80,000 (previously EUR 65,000). As before, the Chairman of the Supervisory Board is to receive three times the amount, his or her deputy and the committee chairs are to be paid twice the amount, and the other members of committees one and a half times the amount of the fixed compensation. The attendance fee amount remains unchanged. The addition to Section 18 (4) of the Articles of Association states that the new compensation in accordance with the Articles of Association is to apply retroactively from January 1, 2025.

In all other respects, the existing compensation for the Supervisory Board, as most recently approved by the 2015 Annual General Meeting and confirmed by the 2021 Annual General Meeting, is to remain unchanged.

The system on which Supervisory Board compensation is based is described under III., “Description of the compensation system for members of the Supervisory Board.” The Articles of Association as they currently stand can be viewed on www.hochtief.com under “about-hochtief/corporate-governance”.

The Supervisory Board and Executive Board propose that the following resolution be adopted:

a) Section 18 of the Articles of Association is to be amended as follows:

Section 18 (1) of the Articles of Association is to be reworded as follows:

- (1) Each member of the Supervisory Board receives a fixed compensation of EUR 80,000.00 per calendar year plus a fee of EUR 2,000.00 per meeting of the Supervisory Board or the Audit Committee attended and a fee of EUR 1,500.00 per meeting of any other committee of the Supervisory Board attended. In addition, members of the Supervisory Board receive reimbursement of their expenses including any value added tax which may be payable on their compensation.

Section 18 of the Company’s Articles of Association is to be supplemented with the following paragraph 4:

- (4) The above provisions apply for the first time to the fiscal year beginning January 1, 2025 and supersede the previous provisions of the Articles of Association as of that date.
- b) The compensation system described in detail under heading III. and provided for in Section 18 of the Articles of Association—including the amendment relating to Section 18 (1) and (4) of the Articles of Association—is adopted by this resolution.

II. Further information relating to the convening of the Annual General Meeting

1. Prerequisites for attending the Annual General Meeting and exercising shareholder rights, in particular including voting rights (with record date pursuant to Section 123 (4) Sentence 2 AktG and its significance)

Only those persons who are shareholders of the Company (i.e. having entitlement) at close of business of the 22nd day prior to the Annual General Meeting, i.e. on **Monday, April 7, 2025, 24:00 hours (CEST)** (record date), and who register for the Annual General Meeting by providing proof of their entitlement are entitled to participate in the Annual General Meeting and to exercise shareholder rights, in particular including voting rights (**duly registered shareholders**). Registration must be submitted in writing in German or English. Proof of entitlement must be provided for participation in the Annual General Meeting or for the exercise of voting rights. This requires confirmation of shareholding in writing by the last intermediary in accordance with the legal requirements. Registration and proof of entitlement referring to the record date must reach the Company at the address stated below no later than **Tuesday, April 22, 2025, 24:00 hours (CEST)**.

Registration office:

HOCHTIEF Aktiengesellschaft
c/o Computershare Operations Center
80249 München, Germany

E-mail: anmeldestelle@computershare.de

The registration can also be sent to the above-mentioned registration office via intermediaries or to the company via the following SWIFT address within this period (receipt is decisive) in accordance with Section 67c (1) AktG. Shareholders who wish to use this option are requested to contact their custodian bank (last intermediary) to inquire about the options available in individual cases.

SWIFT: CMDHDEMMXXX; instructions according to ISO 20022;
authorization via SWIFT Relationship Management Application (RMA) required

With respect to participation in the Annual General Meeting and the exercise of shareholder rights, in particular including voting rights, only those persons who have registered in good time and provided proof of entitlement to attend the Annual General Meeting and to exercise voting rights will be deemed shareholders for the Company's purposes. The right to participate, to exercise shareholder rights and the scope of the voting rights are exclusively based on the shares held according to the aforementioned proof as of the record date. The record date does not involve any lock-up period for the shares. Even in the event of sale of some or all of the shares after the record date, the shares held by the shareholder as of the record date are authoritative for participation, the exercise of shareholder rights, and the scope of the voting rights; i.e., the sale of shares after the record date does not have any effect on the right to participate, the exercise of shareholder rights, or the scope of voting rights. The same applies to new shares or additional shares acquired after the record date. Persons who do not yet hold any shares as of the record date and become shareholders after that date are not entitled (and in particular are not entitled to vote). The record date is also of no relevance for dividend entitlement.

After the registration and proof of shareholding have been duly received by the Company's registration office, admission tickets for the Annual General Meeting will be dispatched to the shareholders. In order to make sure that admission tickets are received in good time, shareholders are requested to ensure that their registration and proof of shareholding are sent to the Company's registration office at the address given above at their earliest convenience.

2. Proxy voting rights

a) Proxy voting

Shareholders can also be represented at the Annual General Meeting by a proxy—for example, an intermediary, proxy adviser, shareholders' association, or other third party—and have their voting rights and other rights exercised by said proxy. When using these options, shareholders are nevertheless required to register for the Annual General Meeting by the prescribed date and provide proof of entitlement.

The granting and revocation of a proxy and proof of authorization to the Company must be made in writing if no proxy is granted under Section 135 AktG. Shareholders who wish to authorize a proxy are requested to use the form provided by the Company for this purpose. It will be sent to shareholders who are duly registered together with their admission ticket and can also be downloaded from the Company's website at www.hochtief.com via the link "investor-relations/annual-general-meeting." Shareholders can, however, also grant a proxy separately in writing.

If a proxy is granted under Section 135 AktG (granting of proxy to intermediaries, proxy advisers, shareholders' associations, or professional agents), the proxy must be able to validate their authorization. In addition, the authorization must be complete and may only refer to declarations relating to the exercise of voting rights. In such cases, therefore, please agree with the proxy on the type of proxy to be granted.

The authorization may be granted either to the proxy or to the Company. Proof of authorization can be provided by the principal or proxy sending the proof (e.g. the original or a copy or a scan or otherwise in text form) to the address or e-mail address stated under II.1. at the latest by **Monday, April 28, 2025, 18:00 hours (CEST)** (date of receipt):

Pursuant to Section 67c (1) AktG, proxies may also be granted via intermediaries by sending them to the company at the contact details stated under II.1 within the aforementioned period.

The aforementioned means of transmission are also available if the authorization is granted by declaration to the Company; in this case, separate proof of the fact that authorization is granted is not required. The revocation of an authorization already granted may also be declared directly to the Company using the aforementioned means of transmission. In the case of voting via the web-based shareholder portal, use of the access code by the proxy is also deemed to be proof of authorization. It is not possible to authorize a proxy via the web-based shareholder portal (with the exception of Company-designated proxies); see section 10 below.

If a shareholder grants a proxy to more than one person, the Company can reject one or more of them.

On the day of the Annual General Meeting, proxies can be granted and revoked and proof of authorization presented at the entrance to the Annual General Meeting at Congress Center West, Messeplatz 1, 45131 Essen, Germany.

Intermediaries, shareholders' associations, proxy advisers, or equivalent persons as defined in Section 135 (8) AktG are recommended to contact the registration office at the above address prior to the Annual General Meeting with regard to the exercise of voting rights.

Further information about attending the Annual General Meeting and about exercising shareholder rights, in particular including voting rights, as well as about granting authorizations and giving instructions is provided in an information sheet that will be sent to shareholders together with the admission ticket. The information sheet can also be viewed on the website www.hochtief.com via the link "investor-relations/annual-general-meeting."

If absentee votes and authorizations are received and it is not clear which of them was submitted last, precedence will always be given to absentee votes. If in other respects conflicting declarations are received via different means of transmission and it is not possible to identify which of them was submitted last, they will be considered in the following order: votes sent: 1. as absentee votes cast via the web-based shareholder portal, 2. pursuant to Section 67c AktG via intermediaries, 3. by e-mail, 4. by letter mail.

Attendance at the Annual General Meeting by a shareholder in person will not in itself be construed as the revocation of a previously granted proxy. Instead, the shareholder must then expressly revoke the proxy in the required form at the Annual General Meeting and provide the Company with evidence of the revocation. On the day of the Annual General Meeting, the entrance and exit control will be available for this purpose.

b) Authorizing Company-appointed proxies

Shareholders with voting rights may also authorize the proxies appointed by the Company to exercise their voting rights in accordance with their instructions. Where Company-appointed proxies are authorized, these must in any case be issued with instructions concerning the exercise of the voting rights. Proxies are under an obligation to vote in accordance with the instructions; they must not exercise the voting rights at their own discretion. If Company-appointed proxies are not issued clear instructions for a given agenda item, they will abstain from voting on the resolution for that item. Shareholders who authorize Company-appointed proxies must nevertheless ensure that their registration and proof of entitlement are received in good time as described above under the prerequisites for attending the Annual General Meeting and exercising the voting rights.

In addition, please note that the proxies will not be able to accept instructions on procedural motions. Proxies are also unable to accept instructions to file objections against resolutions of the Annual General Meeting or to put questions or table motions.

If a shareholder grants a proxy to more than one person, the Company can reject one or more of them.

Further information about attending the Annual General Meeting as well as about authorizations for and giving instructions to Company-appointed proxies is provided in an information sheet that will be sent to shareholders together with the admission ticket. The information sheet can also be viewed on the website www.hochtief.com via the link "investor-relations/annual-general-meeting."

Authorizations and instructions to Company-appointed proxies must reach the Company at the address or e-mail address mentioned in II.1. no later than **Monday, April 28, 2025, 18:00 hours (CEST)**. Authorizations and instructions can also be issued electronically by **Monday, April 28, 2025, 18:00 hours (CEST)** via the web-based shareholder portal; see section 10 below. On the day of the Annual General Meeting, proxies can be granted and revoked and proof of authorization presented at the entrance to the Annual General Meeting at Congress Center West, Messeplatz 1, 45131 Essen, Germany. Shareholders may obtain further information on the website www.hochtief.com via the link “investor-relations/annual-general-meeting.” The revocation and amendment of authorizations and instructions already issued to the company's proxies can also be declared via the aforementioned transmission channels.

In accordance with Section 67c (1) AktG, authorizations and instructions to the company's proxies, their amendment and revocation are generally also possible via intermediaries by sending them to the company at the contact details stated under II.1 within the aforementioned period.

Should multiple votes be held within a single item without this having been communicated in advance of the Annual General Meeting, an authorization/instruction on that item as a whole will be deemed to be an equivalent authorization/instruction for each separate vote. Instructions to Company-appointed proxies for item 2 of the agenda also apply in the event of any adjustment to the proposal for the use of net profit due to a change in the number of shares with dividend entitlement.

If absentee votes and authorizations/instructions to Company-designated proxies are received and it is not clear which of them was submitted last, precedence will always be given to absentee votes. If in other respects conflicting communications are received via different means of transmission and it is not possible to identify which of them was submitted last, they will be considered in the following order: communications sent 1. via the web-based shareholder portal, 2. pursuant to Section 67c AktG via intermediaries, 3. by e-mail, and 4. by letter mail.

Attendance at the Annual General Meeting by a shareholder (or the shareholder's proxy) in person will not in itself be construed as the revocation of a proxy previously granted to the Company-designated proxies. Instead, the shareholder or the shareholder's proxy must then expressly revoke the proxy in the required form at the Annual General Meeting and provide the Company with evidence of the revocation. On the day of the Annual General Meeting, the entrance and exit control will be available for this purpose.

3. Absentee vote

Shareholders with voting rights or their proxies may cast their votes in written form or by means of electronic communication (absentee vote) even without attending the Annual General Meeting. When using these options, shareholders must nevertheless ensure that their registration and proof of entitlement are received in good time as described above.

You can send your postal vote to the Company by post to:

HOCHTIEF Aktiengesellschaft
c/o Computershare Operations Center
80249 München, Germany

Please complete the form sent to you with the admission ticket after registration and return it to the address stated above. Absentee votes that cannot be unequivocally matched with a duly submitted registration will not be considered.

Further information about absentee voting is provided in an information sheet that will be sent to shareholders together with the admission ticket. The information sheet can also be viewed on the website www.hochtief.com via the link “investor-relations/annual-general-meeting.”

Votes cast by absentee vote must reach the Company at the address given above no later than **Monday, April 28, 2025, 18:00 hours (CEST)**.

Absentee votes can also be issued **electronically by Monday, April 28, 2025, 18:00 hours (CEST) via the web-based shareholder portal**; see section 10 below.

Should multiple votes be held within a single agenda item without this having been communicated in advance of the Annual General Meeting, a vote cast on that agenda item as a whole will be deemed to be an equivalent vote cast for each separate vote. Absentee votes on item 2 of the agenda also apply in the event of any adjustment to the proposal for the use of net profit due to a change in the number of shares with dividend entitlement.

Authorized intermediaries, shareholders' associations, proxy advisers, or other persons as defined by Section 135 (8) AktG who professionally offer to exercise voting rights at the Annual General Meeting on behalf of shareholders can also make use of absentee voting.

If conflicting absentee votes are received via different means of transmission and it is not possible to identify which of them was submitted last, they will be considered in the following order: votes sent 1. via the web-based shareholder portal, and 2. by letter mail.

Attendance at the Annual General Meeting by a shareholder (or the shareholder's proxy) in person will not in itself be construed as the revocation of a vote previously cast by absentee vote. Instead, the shareholder or the shareholder's proxy must then expressly revoke the proxy in the required form at the Annual General Meeting and provide the Company with evidence of the revocation. On the day of the Annual General Meeting, the entrance and exit control will be available for this purpose.

4. Additional items to be included on the agenda at the request of a minority in accordance with Section 122 (2) AktG

Shareholders whose shares amount in aggregate to at least EUR 500,000.00 of the share capital, i.e. equivalent to 195,313 no-par-value shares, may request that items be included on the agenda of the Annual General Meeting and published. Grounds or a proposal for a resolution must be attached to each new item. Any such requests must be sent to the Company in writing or in electronic form as defined in Section 126a of the German Civil Code (BGB)—i.e., with a qualified electronic signature—by **24:00 hours (CET) on Saturday, March 29, 2025**. A request to include an additional item on the agenda must be sent to the following address:

HOCHTIEF Aktiengesellschaft
Executive Board's Office
Alfredstrasse 236
45133 Essen, Germany

E-mail (with qualified electronic signature): birgit.janzen@hochtief.de

Applicants must provide documentary proof that they are holders of a sufficient number of shares for the duration of the statutory minimum holding period of at least 90 days prior to the date of receipt of the request and that they hold the shares until the request is decided by the Executive Board and also, if the request is not accepted by the Executive Board, until the decision of the court on the request for an addition to the agenda (Sections 122 (2), 122 (1) Sentence 3, 122 (3), and Section 70 AktG). The stipulation in Section 121 (7) AktG applies mutatis mutandis.

5. Motions and nominations by shareholders in accordance with Sections 126 (1) and 127 AktG

Shareholders may propose motions regarding specific items on the agenda; the same applies to nominations for the election of Supervisory Board members or the independent auditors.

Shareholder motions, including the name of the shareholder, grounds for the motion and, where applicable, a statement by the Company's management will be made available to the persons entitled to access this information as set forth in Section 125 (1) to (3) AktG under the conditions specified therein (this includes, among others, shareholders who so demand), provided that the shareholder's countermotion to a motion of the Executive Board and/or Supervisory Board on a specific item on the agenda, stating grounds, is received at the address given below at least 14 days before the Annual General Meeting. The date on which the countermotion is received shall not be included in calculating the period. The last possible date of receipt is thus **Monday, April 14, 2025, 24:00 hours (CEST)**. A countermotion and/or grounds for a countermotion does/do not have to be made available if one of the grounds listed in Section 126 (2) AktG applies.

Grounds do not need to be provided for nominations submitted by shareholders in accordance with Section 127 AktG. Nominations by shareholders are made available only if they include the name, occupation, and place of residence of the person nominated and, in the event of nominations of Supervisory Board members, information on membership in other supervisory boards prescribed by law. Pursuant to Section 127 Sentence 1 AktG read in conjunction with Section 126 (2) AktG, there are further grounds on which nominations for election do not need to be made available. In all other respects, the prerequisites and rules on making motions available apply by analogy, in particular that **Monday, April 14, 2025, 24:00 hours (CEST)** is the last possible date for receipt of nominations at the address given below in order to be made available.

Any motions (including grounds) or nominations submitted by shareholders in accordance with Section 126 (1) and Section 127 AktG must be exclusively addressed to:

HOCHTIEF Aktiengesellschaft
Executive Board's Office
Alfredstrasse 236
45133 Essen, Germany

E-mail: birgit.janzen@hochtief.de

Shareholder-submitted motions and nominations that are to be made available (including the name of the shareholder and—in the case of motions—grounds for the motion) will, upon receipt, be made available on the Internet without delay at www.hochtief.com via the link "investor-relations/annual-

general-meeting.” Statements by the Company’s management, if any, will also be made available at the aforementioned Internet address.

6. Shareholders’ right to information in accordance with Section 131 (1) AktG

On request, each shareholder will be provided with information at the Annual General Meeting by the Executive Board regarding the Company’s affairs, including information on legal and business relations with affiliates as well as the situation of the Group and entities included in the Consolidated Financial Statements, insofar as such information is necessary to permit a proper evaluation of the relevant item on the agenda. Pursuant to Section 22 (3) of the Articles of Association, the chairman of the meeting is entitled to set reasonable limits on the time available to shareholders for speaking and asking questions.

7. Further information about the conditions for exercising the aforementioned rights

Further information about the conditions for exercising the aforementioned rights under Sections 122 (2), 126 (1), 127, and 131 (1) AktG and about their limitations, can be viewed on the website www.hochtief.com via the link “investor-relations/annual-general-meeting.”

8. Publications on the Company’s website

Immediately after the Annual General Meeting has been convened, the following information and documents will be made available on the Company’s Internet site at www.hochtief.com via the link “investor-relations/annual-general-meeting” (cf. Section 124a AktG):

- The content of the notification convening the Annual General Meeting including an explanation as to why no resolution is to be taken on item 1 of the agenda as well as the total number of shares and voting rights at the time the meeting is convened;
- The documents to be made available to the Annual General Meeting;
- The compensation system for the Supervisory Board;
- The compensation report for 2024.

9. Total number of shares and voting rights

At the time of convocation of the Annual General Meeting, the Company’s share capital is divided into 77,711,300 no-par-value shares. These shares grant 77,711,300 voting rights. This total figure includes shares of treasury stock held by the Company, which do not grant any rights to the Company.

10. Web-based shareholder portal

The Company plans to maintain a web-based shareholder portal on the website www.hochtief.com via the link “investor-relations/annual-general-meeting” from April 8, 2025. Via the shareholder portal, duly registered shareholders (or their proxies) will be able—among other things—to exercise their voting rights. To use the shareholder portal, shareholders or their proxies must log in to this portal using the access code provided with their admission ticket. The various ways of exercising rights appear as buttons and menus on the user interface of the shareholder portal.

Shareholders will receive further details on the shareholder portal as well as on the terms of registration and use together with their admission ticket or on the website www.hochtief.com via the link “investor-relations/annual-general-meeting.”

Duly registered shareholders (and their proxies, if any) may attend the entire Annual General Meeting via video and audio transmission on the website www.hochtief.com via the link “investor-relations/annual-general-meeting.” For a proxy to follow the meeting by video and audio transmission, the proxy must receive from the principal the access code sent with the admission ticket. Use of the access code by the proxy is also deemed to be proof of authorization.

Before the Annual General Meeting and until **Monday, April 28, 2025, 18:00 hours (CEST)**, the Company’s shareholder portal, which can be accessed on the website www.hochtief.com via the link “investor-relations/annual-general-meeting,” is also available to duly registered shareholders (or their proxies) for the exercise of voting rights by means of (electronic) absentee voting. Electronic absentee voting via the shareholder portal is expected to be possible from April 8, 2025 until **Monday, April 28, 2025, 18:00 hours (CEST)**. Duly registered shareholders (or their proxies) can also use the shareholder portal up to this point in time to change or revoke any votes previously cast by electronic absentee vote via the shareholder portal.

Before the Annual General Meeting and until **Monday, April 28, 2025, 18:00 hours (CEST)**, the Company’s shareholder portal, which can be accessed on the website www.hochtief.com via the link “investor-relations/annual-general-meeting,” is also available to duly registered shareholders (or their proxies) for exercising voting rights by way of authorizing and issuing instructions to Company-designated proxies. Authorization via the shareholder portal is expected to be possible from April 8, 2025 until **Monday, April 28, 2025, 18:00 hours (CEST)**. Duly registered shareholders (or their proxies) can also use the shareholder portal up to the aforementioned point in time to change or revoke any authorization and voting instruction made via the shareholder portal.

Duly registered shareholders (or their proxies) require an Internet connection and an Internet-capable device to follow the Annual General Meeting and to use the shareholder portal. For optimum video and audio transmission of the Annual General Meeting, a stable Internet connection with a sufficient transmission rate is recommended.

To access the Company’s web-based shareholder portal, duly registered shareholders (or their proxies) need their admission ticket, which they will receive unsolicited after they have duly registered. This admission ticket contains your individual access data with which you can register on the shareholder portal.

The web-based shareholder portal is an additional service for the Company’s Annual General Meeting, which is held in person. The Company provides this additional service for duly registered shareholders (or their proxies) in order to enable and facilitate their participation in the Annual General Meeting to the extent and subject to the requirements described above. Duly registered shareholders (or their proxies) can only perform the aforementioned actions via the web-based shareholder portal; in particular, they are not able to use it to submit any counter motions, make any election

nominations for the Supervisory Board, make any speeches, ask any questions, or propose any motions at the Annual General Meeting, or raise any objections. Even though duly registered shareholders (or their proxies) can follow the entire Annual General Meeting via the web-based shareholder portal by video and audio transmission, they are not participants in the Annual General Meeting within the meaning of the German Stock Corporations Act.

11. Information on data protection for shareholders and proxies

HOCHTIEF Aktiengesellschaft, Alfredstrasse 236, 45133 Essen, Germany processes, as controller, personal data on shareholders (surname and given name, postal address, e-mail address, number of shares, class of shares, type of ownership, and admission ticket number) and, if applicable, personal data on their proxies, on the basis of prevailing data protection law. The processing of this personal data is required by law for the proper preparation and conduct of the Annual General Meeting, for the exercise of shareholders' voting rights, and for participation in the Annual General Meeting. The legal basis for the processing is Article 6(1)(c) GDPR read in conjunction with Sections 67 et seq. and 118 et seq. of the German Stock Corporations Act. Data processing that is instrumental to the organization of the Annual General Meeting may also be carried out on the basis of overriding legitimate interests (Article 6(1)(f) GDPR). HOCHTIEF Aktiengesellschaft is provided with the personal data on shareholders as a rule either directly by the respective shareholder or via the registration office by the bank with which shareholders hold their shares (custodian bank or last intermediary).

For duly registered shareholders (or their proxies), the Annual General Meeting is broadcast by HOCHTIEF Aktiengesellschaft on the Internet. During the broadcast, and in the shareholder portal, the personal data may be processed of attendees who have previously submitted motions or nominations or who exercise a shareholder's right in the Annual General Meeting; their personal data may also be made accessible to viewers who are entitled to participate. The legal basis for this processing is Article 6(1)(c) GDPR read in conjunction with Sections 67 et seq. and 118 et seq. of the German Stock Corporations Act or, if the publication of attendees' personal data is not legally required, Article 6(1)(f) GDPR. For operating the shareholder portal, it is also necessary to store certain cookies on the user's end device. Setting a cookie can be prevented by configuring the browser settings so that the browser does not allow the storage of cookies. Blocking all cookies can, however, prevent the use of the shareholder portal. The legal basis for this data processing is Section 25 (2) 2 of the German Telecommunications Digital Services Data Protection Act (TDDDG).

The service providers engaged by HOCHTIEF Aktiengesellschaft to organize the Annual General Meeting process shareholders' (and, if applicable, proxies') personal data exclusively in accordance with the instructions of HOCHTIEF Aktiengesellschaft and only insofar as is necessary for provision of the requested service. All employees of HOCHTIEF Aktiengesellschaft and employees of contracted service providers who have access to and/or process shareholders' and their proxies' personal data are required to treat it confidentially.

In addition, personal data on shareholders (or their proxies) attending the Annual General Meeting may be seen by other shareholders and their proxies as provided for by law (notably in the list of attendees under Section 129 AktG). In addition, the Company may be required to communicate personal data of shareholders (and, if applicable, their proxies) to other recipients, such as authorities in order to comply with statutory notification obligations. Where necessary for the proper conduct of the Annual General Meeting or to safeguard its legitimate interests, the Company may communicate personal data to notaries and attorneys at law engaged by it who are subject to a professional duty of confidentiality. The legal basis for this processing is Article 6(1)(c) GDPR in conjunction with Sec-

tions 118 et seq. of the German Stock Corporations Act, or the applicable statutory notification obligation or, if there is no statutory requirement to publish the personal data, the Company's legitimate interests (Article 6(1)(f) GDPR).

HOCHTIEF Aktiengesellschaft deletes shareholders' and their proxies' personal data in accordance with the law, in particular when personal data is no longer necessary for the original purposes of collection or processing, the data is no longer required in connection with any official proceedings or litigation, and there are no statutory retention obligations or other grounds for justifying storage.

Subject to the legal requirements, satisfaction of which must be verified in each particular case, shareholders and their proxies have the right of access to their processed personal data, the right to request the rectification or erasure of their personal data or the restriction of processing, and the right of data portability. Shareholders and their proxies additionally have the right to lodge a complaint with the supervisory authorities. Where personal data is processed on the basis of Article 6(1)(f) GDPR, shareholders and their proxies likewise have a right to object.

For information and queries regarding the processing of personal data, shareholders and their proxies may contact the Data Protection Officer of HOCHTIEF Aktiengesellschaft at the address below:

HOCHTIEF Aktiengesellschaft
Alfredstrasse 236
45133 Essen, Germany
datenschutz@hochtief.de

III. Description of the compensation system for members of the Supervisory Board (agenda item 7)

The Supervisory Board of HOCHTIEF Aktiengesellschaft (the “Supervisory Board”) advises and oversees the management of the business by the members of the Executive Board and performs the duties assigned to it by law and by the Articles of Association. It is involved in strategy and planning as well as in all matters of fundamental importance to the Company. In view of these responsibilities, it is intended that the members of the Supervisory Board receive commensurate compensation that also adequately reflects the time demands of Supervisory Board service. Additionally, Supervisory Board compensation that is also appropriate with regard to the market environment ensures that the Company will continue to have qualified candidates for the Supervisory Board in future years. Appropriate compensation for Supervisory Board members thus helps advance the business strategy and long-term development of HOCHTIEF Aktiengesellschaft.

In the opinion of the Company, the exclusively fixed Supervisory Board compensation suitably reflects the Supervisory Board’s independent advisory and oversight function, strengthens the independence of Supervisory Board members, and accords with the expectations of numerous investors and proxy advisers.

a. Composition of compensation

The compensation system is simple, clear and comprehensible. Supervisory Board compensation is based on Section 18 of the Articles of Association. The members of the Supervisory Board receive fixed compensation, fringe benefits (comprising reimbursement of expenses and insurance) and, if they serve on Supervisory Board committees, compensation for their committee service, together with attendance fees.

aa) Compensation for service on the Supervisory Board

Each member of the Supervisory Board receives EUR 80,000 per year; the Supervisory Board Chairman receives three times and the Deputy Chairman twice the foregoing fixed compensation of an ordinary member. Individuals who are members of the Supervisory Board for only part of a year receive a pro rata share of the compensation for the year concerned calculated on the basis of the duration of their membership.

bb) Compensation for service on a Supervisory Board committee

For membership of a Supervisory Board committee, members receive one and a half times the above fixed compensation; committee chairpersons receive twice the aforementioned fixed compensation. Any Supervisory Board member who holds more than one such office at the same time receives only the payment for the highest-paid office held.

cc) Attendance fees

In addition, Supervisory Board members receive a fee of EUR 2,000.00 per meeting of the Supervisory Board or of the Audit Committee attended and EUR 1,500.00 per meeting of any other Supervisory Board committee attended.

dd) Fringe benefits (reimbursement of expenses; value added tax)

Furthermore, members of the Supervisory Board are currently reimbursed for expenses incurred in the exercise of their office, which may also include any value added tax they are required to remit by law.

ee) Ratio of fixed to variable compensation components

As no variable compensation is paid, fixed compensation always accounts for 100% of the total.

b. Procedure for setting, implementing, and reviewing Supervisory Board compensation

No compensation-related transactions within the meaning of Section 87a (1) Sentence 2 No. 8 AktG have been entered into with members of the Supervisory Board. As Supervisory Board compensation is based on the provisions of the Articles of Association adopted by the Annual General Meeting, the compensation and employment terms of employees were not taken into account when setting the compensation of Supervisory Board members.

A resolution on compensation for the members of the Supervisory Board is adopted by the Annual General Meeting at least every four years on the basis of a proposal by the Executive Board and Supervisory Board. Where that resolution has the purpose of confirming Supervisory Board compensation, a majority of votes cast suffices for its adoption. If the purpose of the resolution is an amendment to compensation, then it must also amend the relevant provisions of the Articles of Association; this requires a majority of votes cast plus—as the Company's Articles of Association stipulate an exemption from the statutory provision on size of the majority in terms of capital represented—a majority of the capital stock represented at the Annual General Meeting when the resolution is adopted. Prior to submitting their proposal to the Annual General Meeting, the Executive Board and Supervisory Board review the compensation for members of the Supervisory Board to ensure that it remains appropriate and in line with the market in accordance with the provisions of the Articles of Association.

Compensation for the members of the Supervisory Board is stipulated in Section 18 of the Articles of Association, which reads as follows following the intended amendment by the 2025 Annual General Meeting:

§ 18

- (1) Each member of the Supervisory Board receives a fixed compensation of EUR 80,000.00 per calendar year plus a fee of EUR 2,000.00 per meeting of the Supervisory Board or the Audit Committee attended and a fee of EUR 1,500.00 per meeting of any other committee of the Supervisory Board attended. In addition, members of the Supervisory Board receive reimbursement of their expenses including any value added tax which may be payable on their compensation.
- (2) The Chairman of the Supervisory Board receives three times the amount of the fixed compensation laid down in paragraph (1), his/her deputy and the chairman of any committee of the Supervisory Board are paid twice the amount of said fixed compensation, and the other members of such committees are paid one and a half times the amount of said fixed compensation. Any member of the Supervisory Board who holds more than one of these positions at any time receives the appropriate payment for the position to which the highest payment is attached. Persons who are members of the Supervisory Board for only part of any financial year receive a pro rata share of the compensation for the financial year concerned calculated on the basis of the duration of their membership.
- (3) The Company is entitled to conclude for the members of the Supervisory Board a liability insurance contract at normal market conditions covering them against their statutory liability in connection with their activities as Supervisory Board members.
- (4) The above provisions shall apply for the first time for the financial year beginning on January 1, 2025 and shall replace the previous provisions of the Articles of Association from this date.

Essen, March 2025

HOCHTIEF Aktiengesellschaft

The Executive Board