



Annual Financial Statements of HOCHTIEF Aktiengesellschaft as of December 31, 2009

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The 2009 Annual Financial Statements and Management Report of HOCHTIEF Aktiengesellschaft are published in the electronic Bundesanzeiger (Federal Official Gazette). A combined Management Report for HOCHTIEF Aktiengesellschaft and the HOCHTIEF Group is presented beginning on page 32 of the Annual Report 2009.

The combined list of subsidiaries, associates and other equity interests held by the HOCHTIEF Group and HOCHTIEF Aktiengesellschaft (pursuant to Sections 285 (11) and 313 (2) 1–4 of the German Commercial Code) is published in the electronic Bundesanzeiger.

Balance Sheet of HOCHTIEF Aktiengesellschaft

(EUR thousand)	See note	Dec. 31, 2009	Dec. 31, 2008
Assets			
Fixed assets	(1)		
Intangible assets		5,715	5,822
Property, plant and equipment		32,515	36,816
Financial assets		1,978,842	1,853,941
		2,017,072	1,896,579
Current assets			
Inventories	(2)	42,060	28,358
Receivables and other assets	(3)	763,208	867,904
Marketable securities	(4)	560,022	616,757
Of which: legally owned by HOCHTIEF Pension Trust e.V.		[195,585]	[235,149]
Cash and cash equivalents	(5)	126,233	288,220
Of which: legally owned by HOCHTIEF Pension Trust e.V.		[61,185]	[867]
		1,491,523	1,801,239
Prepaid expenses	(6)	20,136	12,465
		3,528,731	3,710,283
Liabilities and Shareholders' Equity			
Shareholders' equity	(7)		
Subscribed capital*		179,200	179,200
Reserves		1,219,493	1,212,217
Unappropriated net profit		105,000	98,000
		1,503,693	1,489,417
Provisions	(9)	388,327	388,728
Other liabilities	(10)	1,636,711	1,832,138
		3,528,731	3,710,283

* Plus conditional capital with a nominal value of EUR 38,400,000

Statement of Earnings of HOCHTIEF Aktiengesellschaft

(EUR thousand)	See note	2009	2008
Sales	(12)	211,259	195,045
Change in the balance of construction work in progress		9,345	695
Other operating income	(13)	92,486	95,448
Materials	(14)	(135,428)	(116,901)
Personnel costs	(15)	(105,974)	(83,208)
Depreciation and amortization	(16)	(3,708)	(6,229)
Other operating expenses	(17)	(115,988)	(112,790)
Net income from financial assets	(18)	237,496	182,787
Net interest income	(19)	(33,199)	(17,547)
Writedowns on financial assets and marketable securities	(20)	(50,605)	(35,047)
Profit from ordinary activities		105,684	102,253
Income taxes	(21)	(3,207)	(4,322)
Net profit before changes in reserves		102,477	97,931
Net profit brought forward		9,799	32,624
Changes in revenue reserves	(7)	(7,276)	(32,555)
Unappropriated net profit		105,000	98,000

Movements in Fixed Assets

(EUR thousand)	Cost of acquisition or production	
	Jan. 1, 2009	Additions
Intangible assets		
Concessions, industrial property and similar rights and assets and licenses in such rights and assets	16,863	1,737
	16,863	1,737
Property, plant and equipment		
Land, similar rights and buildings, including buildings on land owned by third parties	96,777	–
Technical equipment and machinery	3,033	125
Other equipment and office equipment	9,806	1,016
Prepayments and assets under construction	–	–
	109,616	1,141
Financial assets		
Shares in affiliated companies	1,381,661	329,399
Long-term loans to affiliated companies	682,500	32,000
Other participating interests	17,504	–
Long-term securities investments	24,908	4,717
Other long-term loans	7	–
	2,106,580	366,116
Total fixed assets	2,233,059	368,994

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 principal opportunities and risks associated with the expected development of the Company.

Essen, February 16, 2010

HOCHTIEF Aktiengesellschaft

The Executive Board

Dr. Lütkestratkötter

Dr. Lohr

Dr. Noé

Dr. Rohr

Dr. Stieler

[Independent] Auditors' Report

We have audited the annual financial statements—comprising the balance sheet, the income statement and the notes to the financial statements—together with the bookkeeping system, and the report on the position of the Company and the Group of HOCHTIEF Aktiengesellschaft, Essen/Germany, for the financial year from January 1 to December 31, 2009. The maintenance of the books and records and the preparation of the annual financial statements and report on the position of the Company and the Group 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 report on the position of the Company and the Group 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 report on the position of the Company and the Group 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 report on the position of the Company and the Group are examined primarily on a test basis within the frame-

work 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 report on the position of the Company and the Group. 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 report on the position of the Company and the Group 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 16, 2010

Deloitte & Touche GmbH
Wirtschaftsprüfungsgesellschaft

Signed: Dr. Göttgens
Wirtschaftsprüfer
(German Public Auditor)

Signed: Dr. Reichmann
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). For purposes of clarity, a number of items are combined in the Balance Sheet and in the Statement of Earnings. Such items are broken down into their constituents and commented on elsewhere in these Notes. The Statement of Earnings is presented in vertical format using the nature of expense method of analysis. The financial statements are presented in euros, and all monetary amounts in the text of these Notes are rounded to the nearest thousand euros unless specifically stated otherwise.

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

Accounting policies

Intangible assets and property, plant and equipment are stated at cost of purchase or production (at the amount required to be capitalized under tax law), less depreciation, amortization and writedowns due to impairment. Borrowing costs are not included in purchase or production cost. Depreciation and amortization are charged in the amount permitted for tax purposes. 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 as a group over five years.

Financial assets are normally reported at acquisition cost. Certain shares in affiliated companies and participating interests are reported at fair value if this is lower. Long-term securities investments are stated at the lower of acquisition cost or their current stock market price or 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 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 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.

Provisions for pensions, long-service bonuses, and semiretirement programs for older employees are determined using actuarial tables. The discount factor applied is 3.5 percent. Pension provisions are determined in accordance with the German Teilwert method (an actuarial present value method) using the Prof. Dr. Klaus Heubeck 2005 G tables. The 2005 G tables are generational tables that state probabilities for pension factors such as mortality, loss of earning capacity or marriage rates classified by birth year as well as by age and sex.

Other provisions are recognized in an amount appropriate to cater for all identifiable risks; the amount provided for reflects the anticipated future charge.

Liabilities are normally reported as the amount due.

Currency translation

Assets and liabilities in foreign currency are reported in the financial statements at the average exchange rate on the day of initial entry in the accounts. Losses due to changes in exchange rates are recognized as expense.

Where the currency risk on foreign currency items is hedged with derivatives such as forward exchange contracts, 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. Clear 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. 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. Provisions are recognized as necessary for onerous contracts.

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 page 6 and 7.

The EUR 329,399,000 in additions to shares in affiliated companies partly relates to EUR 191,148,000 in shares in HOCHTIEF Concessions AG, Essen, mainly consisting of EUR 168,503,000 for the transfer of HOCHTIEF AirPort GmbH, Essen and PPP Solutions GmbH, Essen by way of non-cash contributions and EUR 22,642,000 for the purchase of further shares in connection with a rights issue. The non-cash contribution was made at carrying amounts. The increase also includes EUR 69,878,000 in payments into the capital reserve of HOCHTIEF Americas GmbH, Essen and EUR 51,120,000 in payments into the capital reserve of HOCHTIEF Participações Ltda., São Paulo, Brazil.

The EUR 240,346,000 in disposals includes EUR 168,503,000 in intra-Group transfers.

The EUR 32,000,000 in additions to long-term loans to affiliated companies relates to HOCHTIEF Projektentwicklung GmbH, Essen. The carrying amount consists of EUR 504,500,000 in long-term loans to HOCHTIEF AirPort GmbH, Essen and EUR 210,000,000 to HOCHTIEF Projektentwicklung GmbH, Essen.

A list of the main subsidiaries, associates and other equity interests held by the HOCHTIEF Group is provided on page 30 and 31. A complete list of HOCHTIEF Aktiengesellschaft's equity interests is published in the electronic Bundesanzeiger (Federal Official Gazette).

Long-term securities investments consist in their entirety of mutual fund units linked to a deferred compensation plan to provide a supplementary pension for employees; these units are pledged in full to employees. The figure includes EUR 4,717,000 in additions to long-term securities investments in 2009.

2. Inventories

(EUR thousand)	Dec. 31, 2009	Dec. 31, 2008
Construction work in progress	42,054	32,709
Less: progress payments received	–	(4,353)
	42,054	28,356
Raw materials and supplies	6	2
	42,060	28,358

3. Receivables and other assets

(EUR thousand)	Dec. 31, 2009	Of which: residual term above 1 year	Dec. 31, 2008	Of which: residual term above 1 year
Trade receivables	22,063	–	49,732	–
Receivables from joint ventures	4,598	–	4,598	–
Receivables from affiliated companies	643,061	229,551	686,883	225,095
Receivables from companies in which the Company has participating interests	901	–	15	–
Other assets	92,585	67,421	126,676	65,332
	763,208	296,972	867,904	290,427

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

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

Other assets totaling EUR 58,809,000 are subject to restrictions.

4. Marketable securities

Marketable securities comprise EUR 377,588,000 (2008: EUR 405,543,000) in shares in investment funds and fixed-interest investments and EUR 34,534,000 (2008: EUR 24,310,000) in holdings of equity shares. The item also includes 5,556,635 (2008: 6,999,703) shares of treasury stock with a carrying amount of EUR 147,900,000 (2008: EUR 186,904,000).

Marketable securities to the value of EUR 195,585,000 (2008: EUR 235,149,000) are legally owned by HOCHTIEF Pension Trust e. V., of which EUR 56,830,000 (2008: EUR 94,672,000) consists of treasury stock.

5. Cash and cash equivalents

Cash and cash equivalents mostly consist of bank balances; these are subject to restrictions in the amount of EUR 10,000,000 due to employee semiretirement entitlements.

Cash and cash equivalents to the value of EUR 61,185,000 (2008: EUR 867,000) are legally owned by HOCHTIEF Pension Trust e. V.

6. Prepaid expenses

Prepaid expenses include prepaid bank guarantee and loan commitment fees, rents, insurance premiums and taxes applicable to later accounting periods.

7. Shareholders' equity

(EUR thousand)	Amount on Jan. 1, 2009	Dividends distributed	Net profit for the year	Transfer to revenue reserves	Reclassifications	Amount on Dec. 31, 2009
Subscribed capital	179,200	-	-	-	-	179,200
Capital reserve	400,806	-	-	-	-	400,806
Revenue reserves						
Statutory reserve	1,492	-	-	-	-	1,492
Reserve for own stock	186,904	-	-	-	(39,004)	147,900
Other revenue reserves	623,015	-	-	7,276	39,004	669,295
Total reserves	1,212,217	-	-	7,276	-	1,219,493
Unappropriated net profit	98,000	(88,201)	102,477	(7,276)	-	105,000
	1,489,417	(88,201)	102,477	-	-	1,503,693

As in the previous year, HOCHTIEF Aktiengesellschaft's subscribed capital of EUR 179,200,000 is divided into 70,000,000 no-par-value shares. Each share accounts for EUR 2.56 of capital stock.

The capital reserve comprises premium on shares issued by HOCHTIEF Aktiengesellschaft.

The Executive Board is unaware of any restrictions on voting rights or 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 three 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 mandatory 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 or non-cash consideration in one or more issues up to a total of EUR 53,760,000 by or before May 17, 2010 (Authorized Capital I). 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 38,400,000 divided into up to 15,000,000 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, 2009 to repurchase its own shares in accordance with Section 71 (1) 8 of the German Stock Corporations Act (AktG). The authorization expires on November 6, 2010. It is limited to ten percent of the capital stock at the time of the General Shareholders' Meeting resolution, with the quantity of shares able to be acquired by the use of call options limited to a maximum of five percent of the capital stock at the time of the 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, 2009, the Executive Board is authorized, subject to Supervisory Board approval, in the event of a sale of repurchased shares effected by way of an offer to all shareholders, to issue subscription rights to the shares to holders of any 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 repurchased 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 authorized, subject to Supervisory Board approval and the conditions set out in the following, to offer and transfer repurchased 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 warrant-linked and/or convertible 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 18, 2005 (agenda item 10) may also be issued with the shares upon exercising the warrant and/or conversion rights and/or obligations attached to the bonds.

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, 2009, HOCHTIEF Aktiengesellschaft held a total of 3,455,685 shares of treasury stock as defined in Section 160 (1) 2 of the German Stock Corporations Act (AktG). These shares were purchased in the course of fiscal 2008 for the purposes provided for in the resolution of the General Shareholders' Meeting of May 8, 2008. The holdings of treasury stock represent EUR 8,846,554 (4.94 percent) of the Company's capital stock.

44,068 shares of treasury stock were sold in July 2009 to employees of HOCHTIEF or its affiliates. Of these shares, 22,183 were sold at a price of EUR 10.95 each and 21,885 at a price of EUR 12.95 each. These shares represent EUR 112,814 (0.06 percent) of the Company's capital stock.

As of December 31, 2009, HOCHTIEF Pension Trust e. V. held a total of 2,100,950 shares of treasury stock as defined in Section 160 (1) 2 of the German Stock Corporations Act (AktG). These shares were purchased by HOCHTIEF Pension Trust e. V. for the account of HOCHTIEF Aktiengesellschaft in the course of fiscal 2008 for the purposes provided for in the authorizing resolution of the General Shareholders' Meeting of May 8, 2008 and represent EUR 5,378,432 (3.00 percent) of the Company's capital stock.

In line with changes in the carrying amount of own stock, EUR 39,004,000 was taken out of the reserve for own shares in the year under review (2008: EUR 186,904,000 transfer to reserve for own stock).

EUR 7,276,000 was transferred to other revenue reserves from net profit for the year. In the prior year, EUR 32,555,000 of the 2007 net profit before changes in reserves was transferred to other revenue reserves in accordance with the resolution of the General Shareholders' Meeting of May 8, 2008.

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 2009:

Long-term Incentive Plan 2004

The Long-term Incentive Plan 2004 (LTIP 2004) was launched by resolution of the Supervisory Board in 2004 and is open to Executive Board members and upper managerial employees of HOCHTIEF Aktiengesellschaft and its affiliates. LTIP 2004 is based on stock appreciation rights (SARs).

LTIP 2004 had a waiting time of two years followed by an exercise period of three years. The plan therefore ended in 2009.

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 the stock market closing price of HOCHTIEF stock on the last stock market trading day before the exercise date was at least ten percent higher than the issue price (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 20 percent on ten consecutive stock market trading days after the end of the waiting period.

Provided that the targets were met, SARs could be exercised at any time after the waiting period except during a short period before any business results were published. The number of SARs that could be exercised depended on the size of the gain in the average price of HOCHTIEF stock over ten consecutive stock market trading days relative to the issue price, with a minimum 10, 15 or 20 percent price gain permitting 25 percent, 60 percent or all SARs to be exercised. When SARs were exercised, the issuing entity paid out the difference between the current stock price and the issue price. The difference was capped at 100 percent of the issue price.

Top Executive Retention Plan 2004

The Top Executive Retention Plan 2004 (TERP 2004) was launched by resolution of the Supervisory Board in 2004 in connection with the sale of RWE Aktiengesellschaft's stake in HOCHTIEF Aktiengesellschaft and is open to Executive Board members and selected managerial employees. The TERP complements existing measures in helping to forge long-term ties with HOCHTIEF and retain expertise within the Company. The plan is based on stock appreciation rights (SARs).

The issued SARs have accrued in three tranches, with waiting periods of between two and four years. The exercise period is between six and eight years, depending on the tranche.

The SARs can only be exercised if the average closing price of HOCHTIEF stock over the ten stock market trading days preceding the exercise date increases by a greater percentage relative to the issue price than the average closing level of the MDAX index increases over the same ten trading days relative to the index base (relative performance threshold) and the stock market closing price of HOCHTIEF stock on the last stock market trading day before the exercise date is at least 25 percent higher than the issue price (absolute performance threshold). The relative performance threshold is waived if after the end of the waiting period the average stock market price of HOCHTIEF stock over the ten consecutive stock market trading days immediately preceding the exercise date is at least 30 percent higher than the issue price.

Provided that the targets are met, SARs under the plan can be exercised at any time after the waiting period except during a short period before any business results are published. The number of SARs that can be exercised depends on the size of the gain relative to the issue price in the average price of HOCHTIEF stock over ten consecutive stock market trading days during the exercise period for the respective tranche of SARs, with a minimum 25, 30 or 35 percent price gain permitting 25 percent, 60 percent or all SARs to be exercised. When SARs are exercised, the issuing entity pays out the difference between the current stock price and the issue price. During the exercise period, this amount is limited to a specific fraction of the maximum possible difference (capped), the fraction increasing according to the exercise date and thus with the passage of time. At the end of the period, the difference is capped at 100 percent of the issue price.

Long-term Incentive Plan 2005

The Long-term Incentive Plan 2005 (LTIP 2005) was launched by resolution of the Supervisory Board in 2005 and is open to Executive Board members and upper managerial employees of HOCHTIEF Aktiengesellschaft and its affiliates. The conditions essentially differ from LTIP 2004 only as regards the absolute performance threshold described in the following.

SARs can only be exercised if return on net assets, as determined from the most recent approved consolidated financial statements, is at least ten percent. Provided that the targets are met, SARs can be exercised at any time except during certain barred periods.

Long-term Incentive Plan 2006

The Long-term Incentive Plan 2006 (LTIP 2006) was launched by resolution of the Supervisory Board in 2006 and is open to Executive Board members and upper managerial employees of HOCHTIEF Aktiengesellschaft and its affiliates. Alongside grants of stock appreciation rights (SARs), LTIP 2006 also provides for grants of stock awards.

It was possible to exercise the SARs plan at any time after a two-year waiting period. The plan was exercised in full in 2008.

The conditions for granting SARs essentially differed from those of the preceding LTIP 2005 only in two points:

1. The relative performance threshold was waived if the average stock market price of HOCHTIEF stock exceeded the issue price by at least ten percent on ten consecutive stock market trading days after the end of the waiting period.
2. The gain was capped at 50 percent of the issue price.

The LTIP conditions for stock awards stipulate that for each stock award exercised within a two-year exercise period following a three-year waiting period, entitled individuals receive at HOCHTIEF Aktiengesellschaft's choice 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 is limited to 150 percent of the stock market closing price on the day before the issue date.

Long-term Incentive Plan 2007

The Long-term Incentive Plan 2007 (LTIP 2007) was launched by resolution of the Supervisory Board in 2007 and is open to Executive Board members and upper managerial employees of HOCHTIEF Aktiengesellschaft and its affiliates. The conditions do not differ in any material respect from those of LTIP 2006.

Long-term Incentive Plan 2008

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

Retention Stock Awards 2008

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

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 and the second in July 2009. 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 choice, a compensatory 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 and EUR 81.65 for the second 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.

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 20,423,000 as of the balance sheet date (2008: EUR 16,773,000). The total expense recognized for the stated arrangements in 2009 was EUR 23,356,000 (2008: total gain of EUR 9,653,000). The intrinsic value of SARs exercisable at the end of the reporting period was EUR 3,042,000 (2008: EUR 3,140,000).

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

	Originally granted	Outstanding at Dec. 31, 2008	Granted in 2009	Expired in 2009	Exercised in 2009	Outstanding at Dec. 31, 2009
LTIP 2004	1,055,900	10,000	–	10,000	–	–
TERP 2004	1,853,901	1,143,546	–	–	995,979	147,567
LTIP 2005	885,150	2,700	–	–	–	2,700
LTIP 2006 – stock awards	165,243	155,459	–	267	126,235	28,957
LTIP 2007 – SARs	430,450	408,000	–	17,200	25,750	365,050
LTIP 2007 – stock awards	110,650	104,650	–	5,300	–	99,350
LTIP 2008 – SARs	41,250	296,395*	–	20,275	–	276,120
LTIP 2008 – stock awards	26,950	99,560**	–	5,950	–	93,610
TERP 2008/Tranche 1	130,900	126,100	–	4,800	–	121,300
TERP 2008/Tranche 2	359,000	–	359,000	12,600	–	346,400
RSA 2008/Tranche 1	122,012	122,012	–	–	–	122,012
RSA 2008/Tranche 2	347,478	–	347,478	–	–	347,478
LTIP 2009 – SARs	414,000	–	414,000	7,500	–	406,500
LTIP 2009 – stock awards	273,400	–	273,400	6,900	–	266,500

*Of which: Granted in 2008: 263,325; Expired in 2008: 8,180
 **Of which: Granted in 2008: 75,035; Expired in 2008: 2,425

9. Provisions

(EUR thousand)	Dec. 31, 2009	Dec. 31, 2008
Provisions for pensions	293,083	298,719
Provisions for taxes	11,952	16,727
Other provisions	83,292	73,282
	388,327	388,728

Provisions for pensions are recognized for current and future benefit payments to active and former employees and their surviving dependants. Pension payments totaled EUR 22,278,000 in 2009 (2008: EUR 22,624,000).

In 2004, under a contractual trust arrangement (CTA), HOCHTIEF Aktiengesellschaft set up a legally separate pension fund to hold assets used to fund pension benefit payments for HOCHTIEF Aktiengesellschaft. HOCHTIEF Aktiengesellschaft retains beneficial ownership of the trust assets.

Other provisions cover items such as risks in real estate and equity holdings, anticipated losses related to pending transactions not accounted for elsewhere, internal and external costs of preparing the annual financial statements, stock appreciation rights (SARs) and stock awards, outstanding employee leave, costs of semiretirement programs for older employees, payments for damages, and other uncertain liabilities.

10. Liabilities

(EUR thousand)	Dec. 31, 2009	Of which: with residual term of up to 1 year	Dec. 31, 2008	Of which: with residual term of up to 1 year
Amounts due to banks	1,096,189	69,189	1,181,311	449,642
Advance payments received	19,252	19,252	37,992	37,992
Trade payables	3,029	3,029	3,016	3,016
Amounts due to affiliated companies	475,115	474,655	551,530	516,724
Amounts due to companies in which the Company has participating interests	1,172	1,172	1,172	1,172
Sundry other liabilities	41,954	38,641	57,117	55,258
Of which: from taxes	[17,094]	[17,094]	[30,944]	[30,944]
Of which: from social insurance contributions	[70]	[70]	[155]	[155]
	1,636,711	605,938	1,832,138	1,063,804

Amounts due to banks include EUR 250,000,000 in promissory note loans taken out in the prior year, comprising one for a nominal amount of EUR 200,000,000 and a term of five years and one for a nominal amount of EUR 50,000,000 and a term of seven years. The coupon on both is equal to six-month EURIBOR plus an appropriate margin. On May 25, 2009, HOCHTIEF took out another four promissory note loans for a total of EUR 300,000,000 with terms of three and five years split halfway with part-fixed, part-variable interest. The coupon on each of these loans corresponds to the market rate on the date of its inception.

On November 22, 2005, HOCHTIEF Aktiengesellschaft signed a EUR 600,000,000 syndicated revolving credit facility with an international banking syndicate. As in the prior year, drawings on the facility stand at EUR 477,000,000. Drawings are subject to interest at the EURIBOR rate applicable for the length of the drawing plus an appropriate margin. The facility runs to November 22, 2012.

Amounts due to affiliated companies largely relate to intra-Group financial management. Sundry other liabilities include tax liabilities, payroll liabilities, social insurance liabilities, other non-trade payables and other obligations.

As in the previous year, liabilities totaling EUR 50,000,000 have a remaining time to maturity of more than five years.

11. Contingencies, commitments and other financial obligations

(EUR thousand)	Dec. 31, 2009	Dec. 31, 2008
Obligations from guarantees, sureties and letters of support	1,165,639	1,293,955
Of which: for affiliated companies	[1,120,419]	[1,279,340]

HOCHTIEF Aktiengesellschaft is additionally liable for joint venture guarantees given by Flatiron Construction Corp. up to a maximum of the total contract value. This amounted to EUR 621,165,000 as of December 31, 2009 (2008: EUR 887,464,000).

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 April 2009, EUR 400 million of the EUR 2.0 billion syndicated guarantee facility entered into in 2007 was converted into a revolving credit facility and a EUR 100 million portion of the original amount of the facility returned to the banking syndicate, reducing the total size of the facility to EUR 1.9 billion and the amount available for guarantees to EUR 1.5 billion. There were no drawings on the revolving credit facility as of December 31, 2009. HOCHTIEF Aktiengesellschaft additionally has the option of converting the revolving credit facility into a guarantee facility for the same amount. The facility permits the furnishing of guarantees for ordinary activities, mainly of the HOCHTIEF Europe, HOCHTIEF Concessions and HOCHTIEF Real Estate divisions. The syndicated revolving guarantee facility has an initial tenor of five years to October 24, 2012 and was utilized in the amount of EUR 1.07 billion (2008: EUR 1.17 billion) as of December 31, 2009.

HOCHTIEF Aktiengesellschaft has provided an unlimited bonding guarantee in favor of US insurance companies in respect of obligations of the Turner Group and the Flatiron Group. Bonding is a statutory form of security used in the US to guarantee performance of public projects. It is also used with other selected customers. The total bonding amount came to USD 5,236 million (2008: USD 4,758 million). USD 4,628 million was utilized in the year under review (2008: USD 3,579 million). No recourse

has ever been made to this guarantee provided by HOCHTIEF, and none is currently anticipated for the future.

In addition, HOCHTIEF Aktiengesellschaft has available a further EUR 0.93 billion (2008: EUR 1.01 billion) in revolving guarantee facilities provided by insurance companies and banks. EUR 0.67 billion (2008: EUR 0.62 billion) of these facilities is utilized as of December 31, 2009.

Marketable securities are not subject to any restrictions. In the previous year, a nominal EUR 6,000,000 in marketable securities was pledged by way of security for employee benefit entitlements under semiretirement programs.

Other financial obligations include EUR 205,294,000 (2008: EUR 220,895,000) in commitments under long-term contracts for the supply of goods and services. These represent obligations under long-term rental contracts and are partly offset by anticipated rental income totaling EUR 148,962,000 (2008: EUR 123,897,000).

Derivative financial instruments

The EUR 958,500,000 nominal value of the hedged items (2008: EUR 430,000,000) is hedged with a total of 16 interest rate swaps; the hedges and hedged items are accounted for as a unit. The nominal amount allows inferences to be drawn as to the overall use made of derivatives, but does not reflect the level of risk involved in their use. The net fair value of the interest rate swaps as of December 31, 2009 was a negative EUR 51,479,000 (2008: negative EUR 37,297,000). Three of the interest rate swaps were entered into reciprocally on identical terms with an affiliated company. These have a positive fair value of EUR 16,504,000 as of December 31, 2009 (2008: EUR 15,438,000).

Our share-based compensation plans are hedged with nine stock forward contracts and five stock options. The stock forward contracts had a fair value of EUR 40,320,000 as of December 31, 2009 (2008: 3,100,000). The options had a net fair value of EUR 933,000 (2008: EUR 2,113,000).

The forward exchange contracts taken out as exchange rate hedges had a fair value of a negative EUR 4,633,000 at the balance sheet date (2008: negative EUR 5,114,000). The contracts have a nominal value of PLN 137,164,000 (2008: PLN 147,828,000). They are accounted for as a unit with the corresponding foreign-currency loans (the hedged items).

All derivatives are measured at fair value by discounting expected future cash flows using the market interest rates applicable for the remaining lifetimes of the derivative contracts.

Explanatory Notes to the Statement of Earnings

12. Sales

HOCHTIEF Aktiengesellschaft's reported sales comprise revenue from performing the functions of a holding company. The sales figure also includes EUR 131,521,000 (2008: EUR 111,498,000) in revenue from construction projects where contract performance and processing was left with HOCHTIEF Aktiengesellschaft for organizational reasons in the context of the transfer of construction operations to the legally independent HOCHTIEF Construction AG. The international share of sales was EUR 118,532,000 (2008: EUR 112,305,000).

13. Other operating income

This item mainly consists of income in connection with increases in the carrying amounts and with sales of marketable securities, own stock and derivatives, disposals of property, plant and equipment, and reversals of provisions and corporate headquarters charges.

14. Materials

(EUR thousand)	2009	2008
Raw materials, supplies and purchased goods	7,495	6,145
Purchased services	127,933	110,756
	135,428	116,901

15. Personnel costs

(EUR thousand)	2009	2008
Wages and salaries	79,292	59,844
Social insurance and support	6,895	6,611
Pensions	19,787	16,753
	105,974	83,208

Employees

(average for the year)	2009	2008
Waged/industrial employees	8	10
Salaried/office employees	627	596
	635	606

The increase in the number of salaried/office employees mainly results from restructuring by way of the transfer of functions from decentralized units to corporate headquarters.

16. Depreciation and amortization

(EUR thousand)	2009	2008
Intangible assets	1,844	4,227
Property, plant and equipment	1,864	2,002
	3,708	6,229

Depreciation and amortization are charged in the amount permitted for tax purposes. EUR 3,668,000 (2008: EUR 4,036,000) is accounted for by depreciation and amortization as such, and EUR 40,000 (2008: EUR 2,193,000) by impairment charges. As in the prior year, the impairment charges relate in their entirety to intangible assets.

17. Other operating expenses

Other operating expenses primarily include rentals and lease payments, consulting fees, banking costs, insurance premiums, court costs, attorneys' and notaries' fees, travel and other business expenses, losses on sales of marketable securities and derivatives, foreign exchange losses, costs of preparing the annual financial statements, and other social benefits payable that are not reported elsewhere. Other taxes included here come to EUR 2,081,000 (2008: EUR 401,000).

18. Income from financial assets (net)

(EUR thousand)	2009	2008
Income from profit/loss transfer agreements	157,334	196,379
Income from participating interests	74,079	59,934
Of which: from affiliated companies	[74,078]	[59,933]
Expenses from transfer of losses	(30,091)	(108,678)
Income from other securities and long-term loans	36,174	35,152
Of which: from affiliated companies	[36,168]	[35,144]
	237,496	182,787

19. Interest expense

(EUR thousand)	2009	2008
Other interest and similar income	49,362	71,664
Of which: from affiliated companies	[34,728]	[44,428]
Interest and similar expenses	(82,561)	(89,211)
Of which: to affiliated companies	[(16,420)]	[(30,676)]
	(33,199)	(17,547)

20. Writedowns on financial assets and marketable securities

This item, totaling EUR 50,605,000 (2008: EUR 35,047,000) contains writedowns on shares in affiliated companies in the year under review and, as in the prior year, writedowns on other marketable securities.

21. Income taxes

Income taxes include taxes on foreign profits and reversals of tax provisions. Other taxes are disclosed under other operating expenses.

22. Total Executive Board and Supervisory Board compensation

Executive Board compensation for the 2009 fiscal year

New requirements apply for the setting of executive board compensation in Germany under legislation (VorstAG) concerning reasonable compensation levels for executive board members in force on August 5, 2009. The Supervisory Board addressed the new requirements at its meetings in September and November 2009, giving particular attention to the apportionment of responsibilities between the Boards and committees under the new law. According to the new provisions, 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.

Executive Board member compensation comprises a fixed salary supplemented by variable, performance-linked components. The fixed component constitutes basic compensation not linked to performance and is paid as a monthly salary; Executive Board members additionally receive supplementary compensation in the form of non-cash benefits. Non-cash benefits mostly comprise amounts to be recognized for tax purposes for private use of company cars, accident insurance and other non-cash benefits.

The value of performance-linked compensation depends on consolidated profit and the personal performance of the Executive Board members themselves.

In the event of full compliance with the targets, the total cash compensation comprises around 50 percent fixed and 50 percent performance-linked components. The performance-linked compensation consists of the Company bonus (60 percent) and an individual bonus (40 percent)—assuming full compliance with targets.

Executive Board compensation also includes pension awards, other awards in the event of termination of office, and participation in the Group's variable compensation arrangements combining long-term incentives with an element of risk.

Executive Board compensation for past fiscal years

Amounts paid in 2009 for offices held within the Group comprised EUR 35,000 in fixed compensation to Dr. Noé and EUR 702,000 in additional performance-linked compensation paid retroactively for FY 2008 (EUR 314,000 to Dr. Lütkestratkötter,

Compensation for the 2009 [2008] fiscal year

(EUR thousand)

	Fixed compensation		Performance-linked compensation		Non-cash benefits		Total	
Dr. Lütkestratkötter	785	[785]	819	[807]	62	[16]	1,666	[1,608]
Ehlers (to March 2009)	113	[523]	121	[538]	8	[24]	242	[1,085]
Dr. Lohr	523	[523]	546	[538]	35	[29]	1,104	[1,090]
Dr. Noé	523	[523]	546	[538]	61	[18]	1,130	[1,079]
Dr. Rohr	523	[523]	546	[538]	29	[25]	1,098	[1,086]
Dr. Stieler (from March 2009)	436	[-]	455	[-]	20	[-]	911	[-]
Executive Board total	2,903	[2,877]	3,033	[2,959]	215	[112]	6,151	[5,948]

EUR 52,000 to Mr. Ehlers, EUR 126,000 to Dr. Lohr, EUR 126,000 to Dr. Noé and EUR 84,000 to Dr. Rohr).

Variable pay components combining a long-term incentive effect with an element of risk

Executive Board compensation also includes participation in the Company's long-term incentive plans (LTIPs). These comprise grants of stock appreciation rights (SARs) and stock awards (phantom stock).

If the applicable exercise targets are met after a two-year waiting period, the 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 stock awards provide that after the three-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 plans is capped so that the amount of compensation stays appropriate in the event of extraordinary, unforeseeable developments. In fiscal 2009, the stock awards under LTIP 2006 were exercised in full by all members of the Executive Board. The sums paid out amounted to EUR 2,156,000 (EUR 547,000 to Dr. Lütkestratkötter, EUR 552,000 to Mr. Ehlers, EUR 267,000 to Dr. Lohr, EUR 265,000 to Dr. Noé and EUR 525,000 to Dr. Rohr). An additional EUR 102,000 in stock appreciation rights under LTIP 2007 were exercised by Dr. Lohr.

Executive Board compensation also includes long-term SARs under the Top Executive Retention Plan 2004 (TERP 2004)—a plan set up on the sale of RWE Aktiengesellschaft's stake in HOCHTIEF Aktiengesellschaft. TERP 2004 was extended in the year under review by three years. Stock appreciation rights worth EUR 5,742,000 were exercised in 2009 under TERP 2004 (EUR 2,867,000 by Dr. Lütkestratkötter, EUR 276,000 by Dr. Noé and EUR 2,599,000 by Dr. Rohr).

In May 2008, a Retention Stock Award plan (RSA 2008) was launched, the first tranche of awards under which was granted in 2008 and the second in 2009. It was also decided in 2008 to grant a third and final tranche in 2010, identical in amount to the first and second. The plans have also granted SARs and stock awards to members of upper management.

*Value at grant date as per actuarial appraisal

Variable pay components combining a long-term incentive effect with an element of risk

	LTIP 2009				RSA 2008/Tranche 2		LTIP expense 2009 [income 2008]	
	Stock appreciation rights		Stock awards		Number	Value (EUR thousand)*	Value (EUR thousand)	
	Number	Value (EUR thousand)*	Number	Value (EUR thousand)*				
Dr. Lütkestratkötter	40,900	223	20,200	401	80,188	1,871	4,312	[(1,314)]
Ehlers (to March 2009)	–	–	–	–	53,458	1,247	1,767	[(358)]
Dr. Lohr	27,300	149	13,500	268	53,458	1,247	1,612	[(358)]
Dr. Noé	27,300	149	13,500	268	53,458	1,247	2,561	[(1,082)]
Dr. Rohr	27,300	149	13,500	268	53,458	1,247	3,033	[(1,025)]
Dr. Stieler (from March 2009)	27,300	149	13,500	268	53,458	1,247	767	[–]
Executive Board total	150,100	819	74,200	1,473	347,478	8,106	14,052	[(4,137)]

For his activities on the Turner Board, Dr. Lütkestratkötter has been granted awards under the Phantom Stock Award Plan for The Turner Corporation top managers and Board members in past years. The plan is based on the granting of stock appreciation rights and phantom stock units whose performance is measured with reference to a phantom stock price based on earnings.

For fiscal 2009, the Executive Board members received fixed compensation in a total amount of EUR 2,903,000, performance-linked compensation totaling EUR 3,033,000 and combined non-cash benefits of EUR 215,000. Long-term compensation components from LTIP 2009, amounting to EUR 2,292,000, were also allocated for fiscal 2009. Total compensation for the 2009 fiscal year thus amounts to EUR 8,443,000 (2008: EUR 8,440,000).

The granting of the second tranche of the Retention Stock Award plan (RSA 2008) resulted in a EUR 8,106,000 extraordinary increase in the total compensation amount by the imputed market value of the second tranche, raising total compensation for fiscal 2009 to EUR 16,549,000 (2008: EUR 15,925,000). Although RSA 2008 runs for seven years, each of its three tranches is required to be accounted for at fair value at the grant date. This value is determined as of the grant date using the Black/Scholes option pricing model. The fair value at the end of the waiting period differs from the fair value at the grant date and depends on the future performance of the HOCHTIEF stock price. To further stress the long-term nature of the incentive systems, the Supervisory Board adopted a resolution to modify the conditions for future stock appreciation rights such that the waiting period is extended to four years. Plans will therefore be issued in the future with a term of seven years.

Pensions

All Executive Board members have pension awards under individual contracts setting the minimum pension age at 60. The pension amount is determined as a percentage of fixed compensation, the percentage rising with each member's term of office. The maximum amount for the Executive Board members is 65 percent of their final fixed compensation. Surviving dependants receive 60 percent of the pension.

(EUR thousand)	Transfer to pension provisions in fiscal 2009 [2008]		Estimated benefit amount
			(as of Dec. 31, 2009)
Dr. Lütkestratkötter	1,182	[839]	353
Ehlers	713	[311]	209
Dr. Lohr	348	[289]	183
Dr. Noé	513	[386]	249
Dr. Rohr	528	[339]	249
Dr. Stieler	323	[-]	183
Executive Board total	3,607	[2,164]	1,426

Executive Board members whose contract is not extended or is prematurely terminated before they reach the age of 50 receive a transitional benefit payable until the commencement of regular pension payments and equaling 50 percent of the pension entitlement accumulated prior to leaving the Company or 75 percent in the case of members leaving at age 50 or older; where applicable, other income is partly deductible from the transitional benefit.

Dr. Lütkestratkötter, Dr. Lohr and Dr. Noé have received pension awards for their work on the Leighton Board. An expense of EUR 8,000 each for Dr. Lütkestratkötter, Dr. Lohr and Dr. Noé was incurred for this purpose by Leighton in the 2008/2009 fiscal year.

The present value of pension benefits for current and former Executive Board members is EUR 55,639,000 (2008: EUR 51,919,000).

Pension payments to former members of the Executive Board and their surviving dependants were EUR 12,613,000 in 2009 (2008: EUR 3,116,000). The increase mainly relates to the exercise of long-term incentive plans.

EUR 36,406,000 (2008: EUR 36,318,000) in provisions have been recognized for pension obligations to former members of the Executive Board and their surviving dependants.

Severance awards for members of the Executive Board

If shareholders obtain control of HOCHTIEF Aktiengesellschaft as defined in Sections 29 and 30 of the German Securities Acquisition and Takeover Act (WpÜG), all members of the Executive Board are entitled to resign from office and simultaneously terminate their contracts at six months' notice. The members of the Executive Board are each similarly entitled in the event of other takeover-like contingencies specified in their contracts (including, among other things, the obtaining of a majority of voting rights at general shareholders' meetings). Executive Board members also have such a right if confronted by sustained and substantial pressure from shareholders demanding that they resign or take specific action which the members concerned are unable to reconcile with their personal responsibility for the exercise of office. In the event that their contracts are terminated by notice, terminated by mutual agreement or expire within nine months following a takeover, the departing Executive Board members receive in compensation for termination of their contracts a severance award equaling two-and-a-half years' benefits comprising their fixed annual compensation plus performance-linked compensation in the amount budgeted for in their contracts. If an Executive Board member's contract has more than two-and-a-half years left to run from the effective date of termination, the severance award increases by an appropriate amount. No earlier than two-and-a-half years following termination of their contracts, the departing Executive Board members are paid a contractual transitional benefit in accordance with their contractual pension arrangements. Regarding all entitlements under their contractual pension arrangements, the departing Executive Board members are treated as if their contract had three years left to run from the termination date. Regarding any entitlements under the Company's long-term incentive plans, the departing Executive Board members have a right to demand settlement of entitlements under plans currently in force. Departing Executive Board members who do not exercise the right to settlement are treated under the long-term incentive plans as if their contract had three years left to run from the termination date.

These severance entitlements have been granted to all current members of the Executive Board who joined the Executive Board prior to 2008. The severance award for Dr. Stieler, who was appointed to the Executive Board in 2009, was modified in accordance with the recommendation in Point 4.2.3 of the German Corporate Governance code in the edition dated June 6, 2008. In consequence, his severance award is limited to two years' benefits or if his contract has less than two years to run the benefits for the remainder of his contract term. Severance awards on early termination of contract due to a change of control are limited to three years' benefits regardless of the length of the term left to run.

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. Supervisory Board compensation for fiscal 2009 based on the dividend proposed for approval at the General Shareholders' Meeting in May 2010 is shown in the table below.

(EUR thousand)	Fixed remuneration	Variable remuneration	Attendance fees	Total
Dr. Martin Kohlhaussen	36	210	8	254
Gerhard Peters	24	140	8	172
Ángel García Altozano	18	105	8	131
Gregor Asshoff	7	42	4	53
Alois Binder	18	105	8	131
Detlev Bremkamp	24	140	8	172
Günter Haardt	6	37	4	47
Lutz Kalkofen	12	70	8	90
Prof. Dr. Hans-Peter Keitel	18	105	8	131
Raimund Neubauer	14	81	8	103
Udo Paech	12	70	8	90
Gerrit Pennings	12	70	8	90
Prof. Dr. Heinrich von Pierer	12	70	8	90
Prof. Dr. Wilhelm Simson	18	105	8	131
Tilman Todenhöfer	12	70	8	90
Marcelino Fernández Verdes	12	70	6	88
Klaus Wiesehügel	18	105	8	131
Supervisory Board total	273	1,595	126	1,994

23. Related party disclosures

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

24. 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 2009 for auditors Deloitte & Touche GmbH Wirtschaftsprüfungsgesellschaft. The total expense is disclosed in the HOCHTIEF Group Consolidated Financial Statements for 2009.

25. 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 2009 or the reference period must be reported under Section 26 and/or Section 21 (1) of the German Securities Trading Act (WpHG):

On April 25, 2007, we were notified by **CARIÁTIDE S.A. ('Cariátide')**, registered office Madrid, Spain, pursuant to section 21 paragraph 1 of the German Securities Trading Act ('WpHG'), that: On 24 April 2007, the voting share in HOCHTIEF Aktiengesellschaft, Opernplatz 2, D-45128 Essen, held directly by Cariátide exceeded the thresholds of 3%, 5%, 10%, 15%, 20% and 25% and amounts to 25.08% of the voting rights (17,554,000 voting rights).

On April 25, 2007, we were notified by **ACS, Actividades de Construcción y Servicios, S.A. ('ACS')**, Madrid, Spain, pursuant to section 21 paragraph 1 of the German Securities Trading Act ('WpHG'), that: On 24 April 2007, the voting share in HOCHTIEF Aktiengesellschaft, Opernplatz 2, D-45128 Essen, held indirectly by ACS exceeded the thresholds of 3%, 5%, 10%, 15%, 20% and 25% and amounts to 25.08% of the voting rights (17,554,000 voting rights). All of these voting rights are attributable to ACS according to section 22 paragraph 1 sentence 1 no. 1 WpHG. The voting rights are held indirectly through ACS' subsidiary CARIÁTIDE S.A.

For the purposes of clarity, we would like to add that according to its own notification of February 27, 2009, ACS acquired a further 4.9 percent of HOCHTIEF shares by exercising an equity swap. The sum total of its voting rights is thus 29.98 percent.

Sparinvest Holding A/S, Tastrup, Denmark, sent us the following 'Correction of Notification of 6th of July 2007' on July 10, 2007: We hereby correct our telefax of 6th of July 2007. Regarding sec. 21 para. 1 WpHG the voting interest of Sparinvest Holding A/S in HOCHTIEF Aktiengesellschaft, Opernplatz 2, 45128 Essen, exceeded the threshold of 3 % and amounts to 3,06 % (2.141.052 voting rights) on 19th of June 2007. 3,06 % of these voting rights (correction: 2.141.052 shares) are attributable to Sparinvest Holding A/S according to section 22 para 1 sent. 1 no. 6 WpHG in connection with sent. 2 and 3 WpHG.

On July 31, 2007, we were notified by **Gartmore Investment Management Ltd of Gartmore House**, London, Great Britain, pursuant to section 21 paragraph 1 of the German Securities Trading Act ('WpHG'), that: We hereby give notice, pursuant to sec. 21 para. 1 of the WpHG, that on 24/07/2007 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 sec. 22 para. 1 sent. 1 no. 6 and sec. 22 para. 1 sent. 2 of the WpHG.

Executive Board proposal for the use of net profit

The Executive Board and the Supervisory Board propose a resolution on the use of net profit as follows:

The unappropriated net profit of HOCHTIEF Aktiengesellschaft for fiscal 2009 in the amount of EUR 105,000,000.00 will be used to pay a dividend of EUR 1.50 per eligible no-par-value share, and the amount of the dividend that would have been payable on non-eligible shares, amounting to EUR 8,334,952.50, will be carried forward.

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

The number of eligible shares may change by the date of the General Shareholders' Meeting. In this event, a revised proposal for the appropriation of net profit will be submitted to the General Shareholders' Meeting, leaving the dividend unchanged at EUR 1.50 per eligible no-par-value share.

Subsidiaries, Associates and Other Significant Participating Interests of the HOCHTIEF Group at December 31, 2009

	Percentage stock held	Shareholders' equity Local currency (thousand)		EUR thousand	Profit/(loss) for the year (EUR thousand)
I. Affiliates included in the Consolidated Financial Statements					
HOCHTIEF Americas Division					
HOCHTIEF Americas GmbH, Essen	100			547,336	- ¹
The Turner Corporation, Dallas, USA	100 ²	USD	501,862	348,373	45,881 ³
Flatiron Construction Corp., Delaware, USA	100 ²	USD	139,970	97,162	36,969 ³
HOCHTIEF Asia Pacific Division					
HOCHTIEF Asia Pacific GmbH, Essen	100			1,126,040	- ¹
Leighton Holdings Limited, Sydney, Australia	54.83 ²	AUD	2,386,339	1,490,722	349,940 ³
HOCHTIEF Concessions Division					
HOCHTIEF Concessions AG, Essen	100			191,170	- ¹
HOCHTIEF AirPort					
HOCHTIEF AirPort GmbH, Essen	100 ²			135,000	- ¹
Airport Partners GmbH, Düsseldorf	40 ²			140,665	19,451
HAP Hamburg Airport Partners GmbH & Co. KG, Hamburg	71 ²			395,190	19,202
Sydney Airport Interinvest GmbH, Essen	46.3 ²			262,738	18,581
HOCHTIEF AirPort Capital Verwaltungs GmbH & Co. KG, Essen	100 ²			1,205	5,221
HOCHTIEF PPP Solutions					
HOCHTIEF PPP Solutions GmbH, Essen	100 ²			32,352	- ¹
HOCHTIEF PPP Solutions Chile Limitada, Santiago de Chile, Chile	100 ²	CLP	39,140,658	54,014	871
HOCHTIEF PPP SOLUTIONS (UK) Limited, Swindon, UK	100 ²	GBP	82	93	(1,696)
HOCHTIEF Europe Division					
HOCHTIEF Construction AG, Essen	100			203,665	- ¹
STREIF Baulogistik GmbH, Essen	100 ²			31,659	- ¹
DURST-BAU GmbH, Vienna, Austria	100 ²			(1,095)	431
HOCHTIEF (UK) CONSTRUCTION Ltd., Swindon, UK	100 ²	GBP	7,523	8,471	135
HOCHTIEF CZ a.s., Prague, Czech Republic	100 ²	CZK	959,047	36,223	124
HOCHTIEF Polska S.A., Warsaw, Poland	99.96 ²	PLN	128,492	31,306	13,172
OOO HOCHTIEF, Moscow, Russia	100 ²	RUB	285,663	6,619	4,523
HOCHTIEF Construction Qatar W.L.L., Doha, Qatar	49 ²	QAR	95,386	18,312	22,747
HOCHTIEF Real Estate Division					
Deutsche Bau- und Siedlungs-Gesellschaft mbH, Essen	100			17,490	- ¹
HOCHTIEF Projektentwicklung GmbH, Essen	100			7,670	- ¹
HOCHTIEF Aurestis Beteiligungsgesellschaft mbH, Essen	100 ²			6,570	- ¹
HOCHTIEF Services Division					
HOCHTIEF Facility Management GmbH, Essen	100			6,071	- ¹
HOCHTIEF Energy Management GmbH, Essen	100 ²			17,018	- ¹

	Percentage stock held	Shareholders' equity Local currency (thousand)		EUR thousand	Profit/(loss) for the year (EUR thousand)
Corporate Headquarters					
HOCHTIEF Insurance Broking and Risk Management Solutions GmbH, Essen	100			779	- ¹
Contractors' Casualty & Surety Reinsurance Company S.A., Steinfurt, Luxembourg	100 ²	USD	11,564	8,027	3,463
Builders' Credit Reinsurance Company S.A., Steinfurt, Luxembourg	100 ²	USD	6,000	4,165	1,602
II. Equity-method investments					
HOCHTIEF Concessions Division					
HOCHTIEF AirPort					
Budapest Airport Zrt., Budapest, Hungary	49.67 ²			337,169 ⁴	(13,963) ⁴
Flughafen Düsseldorf GmbH, Düsseldorf	50 ²			146,924 ⁴	39,561 ⁴
Flughafen Hamburg GmbH, Hamburg	49 ²			63,760 ⁴	- ¹
Athens International Airport S.A., Athens, Greece	26.67 ²			431,693 ⁴	117,307 ⁴
Tirana International Airport SHPK, Tirana, Albania	47 ²			30,068 ⁴	8,035 ⁴
HOCHTIEF PPP Solutions					
HERRENTUNNEL LÜBECK GmbH & Co. KG, Lübeck	50 ²			(4,958) ⁴	(1,591) ⁴
Sociedad Concesionaria Autopista Vespucio Norte Express S.A., Santiago de Chile, Chile	17.95 ²	CLP	65,331,845 ⁴	90,158 ⁴	1,107 ⁴
Sociedad Concesionaria Túnel San Cristóbal S.A., Santiago de Chile, Chile	50 ²	CLP	7,762,657 ⁴	10,712 ⁴	865 ⁴
HOCHTIEF Real Estate Division					
aurelis Real Estate GmbH & Co. KG, Eschborn	50 ²			91,709 ⁴	19,527 ⁴
III. Other companies					
HOCHTIEF Concessions Division					
HOCHTIEF AirPort					
Southern Cross Airports Corporation Holdings Limited, Sydney, Australia	13.27 ²	AUD	1,218,590 ⁴	761,241 ⁴	109,770 ⁴

¹ Profit/loss transfer agreement

² Indirect shareholding

³ Consolidated result for group

⁴ Fiscal 2008 figures

Boards

* Supervisory Board member representing employees

a) Membership in other supervisory boards prescribed by law (as of December 31, 2009)

b) Membership in comparable domestic and international corporate governing bodies (as of December 31, 2009)

Supervisory Board

Dr. rer. pol. h. c. Martin Kohlhaussen

Bad Homburg, Chairman,
Former Chairman of the Supervisory Board of Commerzbank AG, Frankfurt am Main
a) ThyssenKrupp AG

Gerhard Peters *

Bad Nauheim, Deputy Chairman, Member of the Management Board/Human Resources corporate center, HOCHTIEF Aktiengesellschaft
a) HOCHTIEF Construction AG

Ángel García Altozano

Madrid, Director General Corporativo, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A., Madrid

- b) Abertis Infraestructuras, S.A.
Abertis Telecom, S.A.
ACS Servicios y Concesiones, S.L.
ACS Servicios, Comunicaciones y Energía, S.L.
Clece, S.A.
Dragados, S.A.
Dragados Servicios Portuarios y Logísticos, S.A.
Energías Ambientales de Somozas, S.A. (Chairman)
Energías Ambientales de Novo, S.A. (Chairman)
Energías Ambientales de Vimianzo, S.A. (Chairman)
Energías Ambientales EASA, S.A. (Chairman)
Iridium Concesiones de Infraestructuras, S.A.
Publimedia Sistemas Publicitarios, S.L.
Saba Aparcamientos, S.A.
Societat Eólica de L'Enderrocada, S.A. (Chairman)
Urbaser, S.A.
Xfera Móviles, S.A. (Chairman)

Gregor Asshoff *

Frankfurt am Main, attorney-at-law and head of the Policy and Fundamental Issues department, Construction, Agricultural and Environmental Employees' Union
– from May 25, 2009 –

Alois Binder *

Wyhl, Deputy Works Council Chairman, HOCHTIEF Construction AG, Southwest Division

Detlev Bremkamp

Munich, management consultant, former member of the Board of Management, Allianz AG, Munich

- a) Asea Brown Boveri AG
HSH Nordbank AG
b) A.C.I.F. (Allianz Compagnia Italiana Finanziamenti S.p.A.)
Allianz Lebensversicherungs AG
Mondial Assistance S.A.S.

Günter Haardt *

Leubsdorf, Managing Director, Vermögensverwaltung der ver.di GmbH, Berlin
– until May 7, 2009 –

- a) HOCHTIEF Construction AG (until May 7, 2009)

Lutz Kalkofen *

Essen, Managerial Employee, HOCHTIEF Aktiengesellschaft, Essen

- b) Builders' Credit Reinsurance Company S.A.
Contractors' Casualty & Surety Reinsurance Company S.A.

Professor Dr.-Ing. Dr.-Ing. E.h. Hans-Peter Keitel

Essen, President, Federation of German Industry (BDI)

- a) Commerzbank AG
National-Bank AG
b) EQT Infrastructure Limited
RAG-Stiftung

Raimund Neubauer *

Essen, Works Council Chairman, HOCHTIEF Construction AG, West Division

Udo Paech *

Berlin, Member of the Works Council, HOCHTIEF Construction AG, Northeast Division

Gerrit Pennings *

Kirchheim, Works Council Chairman, HOCHTIEF Facility Management GmbH, South Region

Professor Dr. jur. Dr.-Ing. E.h. Heinrich v. Pierer

Erlangen, Managing Director, Pierer Consulting GmbH, Erlangen

- a) Georgsmarienhütte Holding GmbH
b) Koc Holding A.S.

Professor Dr. rer. nat. Dipl.-Chem. Wilhelm Simson

Munich, chemist, former Chairman of the Board of Management, E.ON AG, Düsseldorf, Düsseldorf

- a) E.ON AG
Frankfurter Allgemeine Zeitung GmbH
b) Freudenberg & Co. Kommanditgesellschaft
Jungbunzlauer Holding AG

Tilman Todenhöfer,

Stuttgart, Managing Partner, Robert Bosch Industrietreuhand KG, Stuttgart

- a) Deutsche Bank AG
Robert Bosch GmbH
b) Robert Bosch Internationale Beteiligungen AG (President)

Marcelino Fernández Verdes

Madrid, Presidente de las Áreas de Construcción, Concesiones y de Servicios Grupo ACS, San Sebastián de los Reyes – Madrid

- b) ACS Servicios y Concesiones, S.L. (Executive Chairman)
Dragados, S.A. (Executive Chairman)

Klaus Wiesehügel *

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

- a) Zusatzversorgungskasse des Baugewerbes VVaG (Chairman)
b) Landwirtschaftliche Rentenbank

Supervisory Board Committees

Nomination Committee

Dr. rer. pol. h. c. Martin Kohlhaussen (Chairman)
Professor Dr.-Ing. Dr.-Ing. E.h. Hans-Peter Keitel
Professor Dr. rer. nat. Dipl.-Chem. Wilhelm Simson

Human Resources Committee

Dr. rer. pol. h. c. Martin Kohlhaussen (Chairman)
Gerhard Peters (Deputy Chairman)
Alois Binder
Professor Dr.-Ing. Dr.-Ing. E.h. Hans-Peter Keitel
Professor Dr. rer. nat. Dipl.-Chem. Wilhelm Simson

Audit Committee

Detlev Bremkamp (Chairman)
Gerhard Peters (Deputy Chairman)
Ángel García Altozano
Alois Binder
Günter Haardt (until May 7, 2009)
Dr. rer. pol. h. c. Martin Kohlhaussen
Raimund Neubauer (from September 10, 2009)

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

Dr. rer. pol. h. c. Martin Kohlhaussen (Chairman)
Gerhard Peters
Professor Dr.-Ing. Dr.-Ing. E.h. Hans-Peter Keitel
Klaus Wieseühgel

Executive Board

Dr.-Ing. Herbert Lütkestratkötter

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

- a) HOCHTIEF Concessions AG (Chairman)
HOCHTIEF Construction AG (Chairman)
HOCHTIEF Facility Management GmbH
TÜV Rheinland Holding AG
- b) The Turner Corporation
Leighton Holdings Limited

Attorney-at-law Albrecht Ehlers

Herdecke, Member of the Executive Board of HOCHTIEF Aktiengesellschaft, Essen

– until March 18, 2009 –

- a) Glunz AG
HOCHTIEF Facility Management GmbH (Chairman until September 4, 2009)
Schindler Deutschland Holding GmbH
- b) Builders' Credit Reinsurance Company S.A.
Contractors' Casualty & Surety Reinsurance Company S.A.

Dr. rer. pol. Burkhard Lohr

Haltern am See, Member of the Executive Board and Executive for Labor Relations of HOCHTIEF Aktiengesellschaft, Essen

- a) HOCHTIEF Concessions AG
HOCHTIEF Construction AG
- b) Leighton Holdings Limited

Dr. rer. pol. Peter Noé

Essen, Member of the Executive Board of HOCHTIEF Aktiengesellschaft, Essen

- a) Flughafen Düsseldorf GmbH (Deputy Chairman)
- b) Athens International Airport S.A.
Budapest Airport Zrt. (Chairman)
HOCHTIEF AUSTRALIA HOLDINGS Ltd.
Leighton Holdings Limited (Deputy Chairman)

Professor Dr.-Ing. Martin Rohr

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

- a) Flughafen Hamburg GmbH (Deputy Chairman)
HOCHTIEF Construction AG
HOCHTIEF Facility Management GmbH
(Chairman from September 4, 2009)
- b) aurelis Real Estate GmbH & Co. KG
Flatiron Holding, Inc.
The Turner Corporation

Dr. Frank Stieler

Eppstein, Member of the Executive Board of HOCHTIEF Aktiengesellschaft, Essen

– from March 1, 2009 –

- a) HOCHTIEF Construction AG
- b) Builders' Credit Reinsurance Company S.A.
Contractors' Casualty & Surety Reinsurance Company S.A.

Representative Director

Attorney-at-law Hartmut Paulsen, Düsseldorf

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