

Declaration of corporate governance with corporate governance report

In the following declaration of corporate governance issued in accordance with Sections 289f and 315d of the German Commercial Code (*HGB*), the Executive Board and the Supervisory Board report, also further, on the company's corporate governance reporting year 2022 in accordance with Principle 23 of the German Corporate Governance Code (*GCGC*) in the version dated April 28, 2022. The explanations apply to both Bilfinger SE and the Group, unless presented otherwise.

The declaration of corporate governance with the corporate governance report is also available on the company's website at <https://www.bilfinger.com/en/investors/corporate-governance/declaration-of-corporate-governance/>. This and previous versions of the declaration of corporate governance are available for at least five years in accordance with the *GCGC*.

Declaration from the Executive Board and the Supervisory Board of Bilfinger SE on the recommendations of the "Government Commission German Corporate Governance Code" pursuant to Section 161 of the German Stock Corporation Act (AktG)

Updating the declaration of conformity dated December 15, 2021, the following is declared:

- I. Bilfinger SE complies with all recommendations of the German Corporate Governance Code as amended on April 28, 2022 ("*GCGC*") and published by the Federal Ministry of Justice in the official section of the Federal Gazette (*Bundesanzeiger*), has complied with them since their publication on June 27, 2022 and will continue to comply with them in the future, with the following exceptions:
 - Recommendation A.1 sentence 1 regarding the systematic identification and assessment of risks and opportunities for the company associated with social and environmental factors, as well as the ecological and social impacts of the company's activities, has been and is being complied with in accordance with applicable legal requirements. The identification, assessment and management of non-financial risks and opportunities are generally integrated into Bilfinger's established risk management system. In addition, Bilfinger is working – also with a view to foreseeable future requirements of the legislator – on further systematic processing of the corresponding opportunities and risks that are material for Bilfinger, which will be implemented in line with the legislative development and the recommendation.
 - Recommendations A.1 sentences 2 and 3 regarding the appropriate consideration of ecological and social objectives in corporate strategy and corporate planning have been and will be complied with to a limited extent. Bilfinger is updating its strategic planning for the company and will integrate the sustainability objectives already communicated and pursued into it in an adapted form as well as possibly formulate further ones. This process is well advanced. The updated corporate strategy with sustainability as an integral component is to be published in the first quarter of 2023. Based on this strategy, corresponding sustainability-related objectives will also be integrated into corporate planning. Bilfinger SE intends to fully comply with the recommendations in the future.

- In addition, Bilfinger complied and continues to comply in part with recommendations A.3 sentences 1 and 2, according to which the internal control system and the risk management system should also cover sustainability-related objectives, including the processes and systems for recording and processing sustainability-related data. Bilfinger has an established risk management system as well as internal control system in accordance with the applicable legal requirements. The aspects of the sustainability-related objectives have already been partially implemented in the risk management system in particular. Full process and system coverage of the sustainability objectives relevant to Bilfinger in accordance with recommendations A.3 sentences 1 and 2 is intended and a corresponding project is being implemented, finalization of which is planned until 2024. From this point on, the recommendation will be fully complied with.
- Recommendation G.6 was not and will not be followed insofar as it relates to the fact that the long-term variable remuneration component (long-term incentive, LTI) of the Executive Board remuneration being formally based on a long-term-oriented target. The LTI under the revised Executive Board remuneration system as resolved by the Supervisory Board of Bilfinger SE on February 9, 2021 and approved by the Annual General Meeting of Bilfinger SE on April 15, 2021 (the "Remuneration System 2021") is designed as a performance share plan with a one-year performance period, under which the target achievement of the relevant performance target ROCE is determined after one year. According to the determined target achievement, the Executive Board members receive a value-equivalent number of Bilfinger shares or the corresponding cash amount with the obligation to purchase Bilfinger shares. These shares must then be held for three years. The LTI thus has a total term of four years and a corresponding long-term orientation, but the performance target is formally only one year. By combining a one-year performance target with an obligation to hold shares for several years, this structure ensures a transparent incentive effect for Executive Board members, which is oriented towards the long-term welfare of the Company and the interests of shareholders. In the opinion of the Supervisory Board, this structure – also taking into account the situation of the Company and the market as a whole – is in the interest of the Company and supports the implementation of the growth strategy. Irrespective of this, the Supervisory Board is reviewing the Remuneration System 2021, including the design of the LTI, and is expected to submit an update to the 2023 Annual General Meeting for approval, which may also comply with recommendation G.6.
- Furthermore, recommendation G.7 sentence 1 was not and will not be followed with respect to the linking of remuneration components to specific targets in advance regarding the possibility of special payments at the reasonable discretion of the Supervisory Board. This allows the Supervisory Board, in exceptional cases, to make such a payment in recognition of and as a further incentive for outstanding, extraordinary successes or individual achievements by a member of the Executive Board that are significantly beneficial to the Company and bring the Company future-related benefits. In this context, a corresponding special payment is subject to a strict obligation to justify it and is limited in that, as part of total remuneration, it is subject to the appropriateness requirement and the maximum remuneration cap.

- Recommendation G.7 sentence 1 is not followed regarding the setting of the performance criteria for all variable remuneration components before the start of the financial year with respect to economic performance targets to be set for the short-term variable remuneration component (short term incentive, STI) 2023 and the economic performance target for the LTI for the financial year or tranche 2023. It is not possible to set the targets for the variable remuneration components by the end of 2022 due to the impact of the efficiency program that has just been launched on the 2023 budget planning, particularly with regard to the earnings and cash effects in 2023. The planning process will not be completed until the beginning of 2023. On this basis, the Supervisory Board will then immediately set the economic performance targets for the variable remuneration components. The Supervisory Board intends to comply with the recommendation in G.7 sentence 1 for future financial years.
 - Recommendation G. 13 sentence 2, according to which in the event of a post-contractual non-competition clause the severance payment should be offset against the severance payment, was formally not complied with in the case of the departure of Executive Board member Ms. Johansson on September 30, 2022. In the context of the mutually agreed departure, the crediting was waived, but in return payment of only half of the waiting allowance was agreed. The Supervisory Board intends to fully comply with recommendation G.13 sentence 2 again in the future.
- II. Since the last Declaration of Conformity was issued on December 15, 2021, until the GCGC was published on June 27, 2022, all recommendations of the German Corporate Governance Code as amended on December 16, 2019 ("GCGC 2020") and published by the Federal Ministry of Justice and for Consumer Protection in the official section of the Federal Gazette were complied with, with the following exceptions:
- Recommendation B.3, according to which the initial appointment of Executive Board members should be for a maximum of three years, was not followed in one individual case. The Chairman of the Executive Board, Dr. Schulz, was already appointed as a member and Chairman of the Executive Board of Bilfinger SE in 2021 with effect from March 1, 2022 for a term of five years. In the opinion of the Supervisory Board, the five-year term of the appointment and the corresponding service agreement was required in order to be able to attract Dr. Schulz to the position and activity at Bilfinger and to ensure the stability necessary for the future at Bilfinger in the current phase. The subsequent initial appointment of the Executive Board member and CFO, Mr. Jäkel, as of July 1, 2022 was again made in accordance with recommendation B.3 for 3 years.
 - Recommendation G.6 was also not followed – as already explained above under I. – insofar as it relates to the fact that the LTI of the Executive Board remuneration being formally based on a long-term oriented target, as well as recommendation G.7 sentence 1 was not followed with regard to the linking of remuneration components to specific targets in advance with regard to the possibility of special payments at the reasonable discretion of the Supervisory Board.

Mannheim, December 15, 2022

For the Supervisory Board
Dr. Eckhard Cordes

for the Executive Board
Dr. Thomas Schulz

This Declaration of Compliance is also published on the company's website at <https://www.bilfinger.com/en/investors/corporate-governance/gcgc-declarations-of-compliance/> and is updated when changes occur as well as independent of any changes at least once a year. This and previous versions are available for at least five years in accordance with the GCGC.

Significant principles and practices of good governance

Within the scope of our activities on behalf of the company, we observe the generally recognized principles of responsible corporate governance. For Bilfinger, corporate governance most importantly means responsible behavior toward shareholders, employees, business partners, society and the environment. It determines the actions of our executives and the management and supervisory bodies of Bilfinger SE in particular and, according to general understanding, encompasses the entire system of management and supervision of a company, including its organization and management, its business principles and guidelines as well as the internal and external control and monitoring mechanisms. A comprehensive and transparent corporate governance ensures the responsible, value-oriented and sustainable management and control of the company and is therefore a top priority for Bilfinger. It forms the basis of our decision-making and control processes. It forms the foundation for sustainable business success and fosters trust among our shareholders, customers, employees, business partners and the financial markets.

German Corporate Governance Code

The GCGC contains principles, recommendations and suggestions for the Executive Board and the Supervisory Board that are intended to ensure the company is managed in its own best interests. Bilfinger supports the goal set out by the GCGC of enhancing the transparency and comprehensibility of the corporate governance system and fostering trust among national and international investors, customers, employees as well as the public and other stakeholders in the management and supervision of German listed and capital-market-oriented companies. Bilfinger SE complies with the recommendations of the GCGC, barring the exception listed in the above declaration issued in accordance with Section 161 AktG. Bilfinger SE also fulfills the non-binding suggestions of the GCGC to as great an extent as possible.

Principles of our actions and Code of Conduct

Our corporate practices are shaped by integrity, fairness, transparency and appreciation, both internally with employees and externally with business partners and the general public. Responsible corporate governance for us means actively implementing and practicing the legal requirements as well as recommendations that generally go beyond these, in particular those of the GCGC, the provisions of the Articles of Incorporation of Bilfinger SE as well as our internal Group Policies, principles and processes.

We take responsibility for our business activities, which we align with Group-wide standards. They are based on our corporate values as they are laid out in our Mission Statement, Group Policies and the Group principles. To achieve a lastingly stable and thus sustainable company success on this basis, it is our goal that our business activities are also aligned with the needs of people, the environment and society. For further information, please also refer to the chapter [B.5 Non-financial Group declaration](#).

We have defined the most important principles in our Code of Conduct, which provides all employees of Bilfinger SE and the Group with orientation for responsible, compliant and proper conduct in daily business. It serves as a blueprint for ethical-legal values and obligations in the company and incorporates fundamental principles and rules for the way we conduct ourselves

within the company and the way we interact with each other and with customers, business partners and the public. In addition to the general principles of behavior, the Code of Conduct also includes rules related to the handling of conflicts of interest and prohibits corruption and discrimination of any kind. The individual topics are substantiated by corresponding Group Policies. The Code of Conduct and the substantiated Group Policies are regularly reviewed and adjusted for current needs and developments. The Code of Conduct, one of the most important components of our corporate governance, is binding for members of the company's boards and all employees worldwide and is available on the website at <https://www.bilfinger.com/en/about-us/sustainability/governance/> and.

The German Act on Corporate Due Diligence to Prevent Human Rights Violations in Supply Chains (Supply Chain Due Diligence Act), which took effect on January 1, 2023, obliges companies based in the Federal Republic of Germany and their subsidiaries to establish structures and processes to ensure that human rights are also fully assured at all times in supply chains. It was in this context that the Executive Board adopted the required Declaration of Principles relating to Bilfinger's human rights strategy, as requested by this legislation. This declaration is classified as an overriding governance document together with the Bilfinger Code of Conduct and is binding for all Bilfinger employees. It outlines the procedures with which Bilfinger complies with its obligations under the Supply Chain Due Diligence Act. It also explains the prioritized and identified human rights and environmental risks and formulates clear human rights-related and environmental expectations for Bilfinger employees and suppliers throughout the supply chain.

We are also a member of the United Nations Global Compact, an international association of companies and organizations. Its members have committed themselves, within their scope of influence and on the basis of 10 principles of ethical business activity, to, among other things, supporting human rights, fighting discriminatory labor and social practices, improving environmental protection, expanding the use of environmentally friendly technologies and advocating against corruption in all its forms.

Transparency

Bilfinger SE informs participants in the capital market and those members of the general public who are interested promptly, regularly and adequately regarding the economic situation of the Group and new relevant facts. The Annual Report, the half-year report and all quarterly statements are published in due time on the legally designated platforms and, in addition, on the company's website. In addition, press releases or, when required by law, ad-hoc announcements provide information on current events and developments. More extensive information on the Group can be found at <https://www.bilfinger.com>. All scheduled dates for important recurring publications or events, such as the Annual General Meeting, Annual Report, quarterly statements, interim report or Capital Markets Day, are summarized in a financial calendar and are also available on the website.

In accordance with Recommendation A.6 of the GCGC, the Chairman of the Supervisory Board is also prepared, where necessary and in consultation with the Executive Board, to conduct discussions with investors on topics specific to the Supervisory Board.

Compliance and basic features of the compliance management system

Integrity, legal responsibility and compliance are inseparable from our daily business operations. Our objective is to ensure that all employees worldwide always fulfill their tasks in accordance with all applicable laws, internal guidelines, internationally recognized standards of behavior and voluntary commitments. Because we never compromise on integrity, compliance and safety. Our com-

prehensive Bilfinger compliance management system pursues the objective of preventing compliance violations through preventive measures, recognizing early any type of misconduct and, in the case of confirmed violations, reacting quickly and consistently punishing misconduct.

To firmly and sustainably establish the compliance management system in the company, we rely on clear and comprehensive compliance governance, which is understood and internalized by our employees, and on the smooth interaction of all control functions within the company.

The supporting of Group companies through compliance managers, training courses and regular internal communication ensures that all employees are familiar with the Code of Conduct and all relevant Group policies, including their amendments and updates. In addition, a Compliance Help Desk offers a central point of contact for comprehensive advice for all employees on compliance-related issues. We have also embedded relevant compliance controls in our internal control system. All of our employees are required to report possible compliance violations. Such reports can also be made anonymously through the whistleblower system, which is not only available internally, but also to external third parties. Internal whistleblowers are particularly protected against reprisals. Information provided as well as other possible violations of compliance rules are carefully reviewed as part of our internal investigation process to determine and prove possible misconduct. Any indications of particularly serious compliance violations are assessed by an independent, cross-departmental committee (Independent Allegation Management Committee). A separate committee (Disciplinary Committee) sanctions proven misconduct and ensures the consistent application of sanctions. Findings from the internal investigations are used to continually improve the compliance management system with regard to the effectiveness of processes and controls. To manage and monitor the organization as well as the implementation and further development of the entire Bilfinger compliance management system, there is a Compliance Review Board. This body consists of the members of the Executive Board as well as the heads of the corporate departments and convenes quarterly under the chairmanship of the Chief Compliance Officer. Corporate Internal Audit & Investigations verifies the implementation of the compliance management system and the implementation of the compliance Group policies within the scope of internal audits in the individual business units.

We formulate clear compliance requirements also for our business partners, because integrity and compliant behavior are a vital precondition for any relationship to proceed in a spirit of trust. For this reason, we work to ensure, in the selection of our direct business partners, that they comply with the laws, follow ethical principles and also operate this way in the supply chain. We apply a risk-based due diligence process to audit our business partners before entering into a business relationship. For certain third parties classified as very risky, there are also audits conducted during the business relationship and controls by Corporate Internal Audit & Investigations.

The appropriateness and effectiveness of the Bilfinger compliance management system is continuously reviewed and optimized by us to ensure that regulatory requirements, market changes and the needs of our customers are taken into account. The continuing effectiveness of the Bilfinger compliance management system is a top priority for Bilfinger.

Description of the working methods of the Executive Board and Supervisory Board as well as the composition and working methods of their committees

Bilfinger SE is a European stock corporation headquartered in Germany and is subject to the special European SE regulations and the German law on implementing a European Company as well as the German SE Employee Involvement Act. It has a dual management and control structure consisting of the Executive Board and the Supervisory Board. The two boards work in close cooperation for the benefit and in the interest of the company. The tasks and authorizations as well as the requirements for their working methods and composition are mainly based on the SE Regulation, the SE

Implementation Act, the German Stock Corporation Act, the Articles of Incorporation of Bilfinger SE and the Rules of Procedure of the boards of the company. The Articles of Incorporation as well as the Rules of Procedure for the Supervisory Board are also published on the company's website under <https://www.bilfinger.com/en/investors/corporate-governance/articles-of-incorporation/>. The third board of the company is the Annual General Meeting. At present, no use is made of the possibility of forming an advisory board, as allowed by Article 17 of our Articles of Incorporation.

Executive Board

The *members of the Executive Board* are appointed by the Supervisory Board. Due to the resignation of the then Chairman of the Executive Board at the beginning of 2021, the Executive Board had two members until February 28, 2022. On November 9, 2021, the Supervisory Board of Bilfinger SE appointed Dr. Thomas Schulz as further member and Chairman of the Executive Board of Bilfinger SE as of March 1, 2022. At the end of June 30, 2022, Ms. Christina Johansson stepped down from her position as member of the Executive Board and CFO for personal reasons. In her place, Mr. Matti Jäkel was appointed to the Executive Board as a new member and CFO with effect from July 1, 2022. Mr. Duncan Hall also stepped down from his position as member of the Executive Board and COO for personal reasons with effect from the end of September 13, 2022. The Executive Board has consisted of two members since that time. Information on the responsibilities and memberships of the members of the Executive Board can be found in section *D.4 Boards of the Company*. The curricula vitae of the members of the Executive Board are available on the website at <https://www.bilfinger.com/en/about-us/management/executive-board/>.

The Executive Board manages the company in its own responsibility in the interests of the company, which means that the interests of shareholders, employees, business partners, other groups affiliated with the company, including the public, with the aim of sustainably increasing enterprise value. It represents the company to third parties.

The members of the Executive Board are jointly responsible for the overall management of the company. The responsibilities of the Executive Board include fundamental issues of business policy and corporate strategy, including the sustainability strategy, corporate planning, its implementation and coordination with the Supervisory Board as well as the management and monitoring of the operating units and businesses of Bilfinger SE and the Group. Information on sustainability can be found on the company's website at <https://www.bilfinger.com/en/about-us/sustainability/> and in section *B.5 Non-financial Group Declaration*.

The Executive Board is responsible for preparing the company's quarterly statements and half-year financial report as well as for preparing the annual and consolidated financial statements and the combined management report for the company and the Group. The Executive Board prepares the remuneration report together with the Supervisory Board. It must also establish an adequate and effective internal control system and risk management system. In the management report a description of the main features of these systems shall be provided and an opinion on their adequacy and effectiveness shall be expressed. These systems should, in principle, also cover sustainability-related aspects and also include a compliance management system. The compliance management system's basic features are described in the preceding section *Compliance and basic features of the compliance management system*. Overall, the Executive Board ensures compliance with statutory provisions and internal Group Policies and the observance of these within the company (compliance).

The members of the Executive Board base their actions on the legal requirements, the Articles of Incorporation, the Rules of Procedure and the Schedule of Responsibilities as well as on the other relevant regulations. The Supervisory Board has issued Rules of Procedure for the Executive

Board which contain the rules of cooperation within the Executive Board and between the Executive Board and the Supervisory Board. Furthermore, in accordance with the Schedule of Responsibilities approved by the Presiding Committee of the Supervisory Board, the members of the Executive Board are each assigned specific areas to manage independently. They take joint responsibility for the management of the company, however. In addition, the Chairman of the Executive Board coordinates the work of the Executive Board and of Executive Board members. The resolutions of the Executive Board are made primarily in the regular Executive Board meetings. They may, however, also be made in extraordinary Executive Board meetings, in written procedures or through other methods of communication.

For certain transactions and actions, including measures and transactions of an Executive Board member, which are of exceptional importance for the company or which involve an exceptional economic risk, the Executive Board Rules of Procedure or through self-defined approval requirements defined by the Executive Board itself require a resolution by the full Executive Board. Approval from the Supervisory Board or one of its committees is also required for particularly significant actions and transactions in accordance with the Articles of Incorporation and Rules of Procedure, to the extent that statutory provisions do not already require the approval of the Supervisory Board. This includes, among other things, the fundamental determination and basic changes to the corporate strategy as well as the Group organization, the addition of new business segments or the discontinuation of existing business segments, the Group budget, the purchase and sale of investments above a certain volume, operational, particularly high-volume projects with a certain risk structure as well as entering into long-term financial commitments and the issue of bonds.

At regular intervals, the Executive Board the Supervisory Board or its relevant committee reports comprehensively on all issues of relevance for the company as a whole, the strategy of the business units including the sustainability strategy, the corporate planning, profitability, business development and the financial position of the company as well as on the internal control system, the risk management system and the compliance system.

In reporting year 2022, 26 Executive Board meetings (thereof five extraordinary meetings) were convened. The Executive Board has not formed any own committees. In financial year 2022, however, it created the Group Executive Management (GEM), a management team tasked with advising and supporting the Executive Board on operational and strategic issues facing the Group. The committee discusses and develops the issues and, where relevant, prepares them for a decision to be taken by the Executive Board

With regard to the composition of the Executive Board, it is incumbent on the Supervisory Board to prepare a diversity concept pursuant to Section 289f Subsection 2 No. 6 HGB. This is described in greater detail in the section *Diversity concept for the Executive Board and long-term succession planning*.

Details of the remuneration of the Executive Board members can be found in the remuneration report. The remuneration report for the last financial year, the respective auditor's report and the applicable remuneration system are published – to the extent required by law and available – on the company's website at <https://www.bilfinger.com/en/investors/corporate-governance/remuneration-executive-and-supervisory-boards/>.

Supervisory Board

In accordance with Article 11 of the Articles of Incorporation, the Supervisory Board of Bilfinger SE consists of 12 members, six of whom are representatives of the shareholders and six of whom are employee representatives. The shareholder representatives are elected by the Annual General Meeting. It is thereby incumbent on the Supervisory Board, in accordance with Section 124 Sub-

section 3 Sentence 1 AktG, to propose candidates to the Annual General Meeting. The appointment of the employee representatives is carried out by the SE Works Council in accordance with the agreement on employee participation reached between company management and the European employee representatives on July 15, 2010. With regard to the appointment of those members to be appointed by the SE Works Council, the Supervisory Board has no right to make proposals; it is – as is the case for the Annual General Meeting as well – not involved in the selection procedure for the employee representatives in the Supervisory Board. Members of the Supervisory Board all have the same rights and obligations and are not bound by instructions or orders.

The Supervisory Board advises and monitors the Executive Board in its management of the company and is responsible for the appointment and dismissal of Executive Board members, their employment contracts and remuneration, including the Executive Board remuneration system. At the proposal of the Presiding Committee, it sets the remuneration target, targets for the variable remuneration components of the Executive Board's remuneration and their fulfillment, and reviews the appropriateness of the overall remuneration together with the remuneration system for the Executive Board on a regular basis. The Supervisory Board is also involved in decisions of fundamental importance to the company and discusses – generally with the Executive Board – business development and planning as well as strategy, including the sustainability strategy, and its implementation at regular intervals. For transactions of fundamental importance or which have been otherwise classified as particularly significant, such as major acquisitions, disposals, capital expenditures and finance measures, the Articles of Association and Rules of Procedure stipulate that approval is required from the Supervisory Board or one of its committees. The Supervisory Board, taking into account the external auditors and the audit reports submitted by them as well as the proposals of the Audit Committee, also undertakes a detailed examination, as required by law, of the individual financial statements, the consolidated financial statements and combined management report of Bilfinger SE and the Group, the non-financial report as well as of the proposal of the Executive Board on the appropriation of profits. Within the scope of its responsibilities, the Supervisory Board also monitors the company's compliance with legal provisions, official regulations and internal guidelines. The monitoring and advice provided by the Supervisory Board also includes, in particular, sustainability issues relating to the environment, social affairs and corporate governance (*Environmental, Social and Governance, or ESG*). The Strategy Committee and Supervisory Board receive regular reports from the Executive Board on the Group-wide sustainability strategy and the status of its implementation. The Supervisory Board and the Audit Committee also deal with sustainability reporting, which in addition to reporting on non-financial issues in the management report also includes the sustainability report. The Supervisory Board also receives information on new developments and the status of implementation. In general, the Supervisory Board receives reports from the Executive Board at regular intervals on issues provided for by law and other relevant topics. The information and reporting obligations of the Executive Board to the Supervisory Board, its committees and – between Supervisory Board meetings – to the Chairman of the Supervisory Board were defined in greater detail by the Supervisory Board in an information regulation.

The Supervisory Board executes its tasks in accordance with legal requirements, the Articles of Incorporation, its Rules of Procedure and its resolutions. The Chairman of the Supervisory Board coordinates the work of the Supervisory Board. To prepare the Supervisory Board meetings, separate preparatory meetings of the shareholder and employee representatives are held as required. The Supervisory Board meets regularly on relevant topics, also without the Executive Board.

The resolutions of the Supervisory Board are made primarily in Supervisory Board meetings, but can also be made in written procedures or through other methods of communication. Insofar

as nothing else is compulsory under the law, Supervisory Board resolutions require the simple majority of votes cast. In the event of a tied vote and a renewed voting which also leads to a tied vote, the Chairman of the Supervisory Board has a casting vote. In financial year 2022, eight meetings (thereof two extraordinary meetings) of the Supervisory Board took place.

Each member of the Supervisory Board must disclose conflicts of interest to the Supervisory Board. Information on conflicts of interest that have arisen and how they are dealt with is provided in the Report of the Supervisory Board. Special on-boarding events are held for new Supervisory Board members to familiarize them with the company's business model and the structures of the Bilfinger Group. The members of the Supervisory Board are responsible for the training and continuing education measures that are necessary for them to perform their duties, such as on changes in the legal framework, and are supported in this by the company. Further information on support for Supervisory Board members during their induction and on training and development measures can be found in Chapter A.3 Report of the Supervisory Board.

The Supervisory Board evaluates the efficiency of its activities and those of its committees either internally or with the support of external consultants on a regular basis or at least every two years. The Supervisory Board last conducted a self-assessment in 2021 with the support of ECBE-European Center for Board Efficiency GmbH as an external, independent consultant. The next internal self-assessment of the Supervisory Board and its committees is scheduled for financial year 2023.

The Supervisory Board informs shareholders in detail about its activities as well as its additional reporting obligations in its annual report, which can be found in Chapter *A.3 Report of the Supervisory Board*. The current composition of the Supervisory Board and its committees can be found in Chapter *D.4 Boards of the company*. There, the mandates executed by members of the of the Supervisory Board in the controlling bodies of other companies as well as significant activities beyond the Supervisory Board mandate with the company are listed. The curricula vitae and mandates of Supervisory Board members are published on the company's website at <https://www.bilfinger.com/en/about-us/management/supervisory-board/> and are reviewed and, where necessary updated at least annually.

The remuneration of the members of the Supervisory Board is presented in the remuneration report. The remuneration report for the last reporting year, the respective auditor's report and the last remuneration resolution are published – to the extent required by law and available – on the company's website at <https://www.bilfinger.com/en/investors/corporate-governance/remuneration-executive-and-supervisory-boards/>.

Further details on the working methods of the Supervisory Board can be found in the Rules of Procedure for the Supervisory Board, which are available at <https://www.bilfinger.com/en/investors/corporate-governance/articles-of-incorporation/>.

Supervisory Board Committees

In order to enhance the efficiency of its activities, the Supervisory Board in the reporting year formed a Presiding Committee, an Audit Committee, a Nomination Committee, a Strategy Committee and, on a temporary basis, a Special Committee (currently suspended). With the exception of the Nomination Committee, all committees have equal representation. The Supervisory Board has not established a separate Sustainability Committee. For Bilfinger, sustainability is a key aspect of the company's overall business activities- one that is inherent in the individual topics and tasks. For this reason, the relevant topics are dealt with in the plenary session of the Supervisory Board or the relevant committee in accordance with the tasks and responsibilities.

Which meetings of the committees each individual member attended in the reporting year can be viewed in the overview in Chapter *A.3 Report of the Supervisory Board*.

The resolutions of the committees were made primarily in the meetings, but partially also in written procedures or through other methods of communication. The respective Chairmen of the committees reported to the plenary session of the Supervisory Board on the work done in the committees they lead.

Presiding Committee

The Presiding Committee of the Supervisory Board, consisting of four members, includes Dr. Eckhard Cordes (Chairman of the Presiding Committee), Mr. Stephan Brückner (Deputy Chairman of the Presiding Committee), Dr. Bettina Volken and Mr. Rainer Knerler. The main tasks of the Presiding Committee include, in particular, regulating the personnel issues of the Executive Board and its remuneration, unless the provisions of the German Stock Corporation Act and the GCGC stipulate that they are to be regulated by the plenum of the Supervisory Board, as well as conflicts of interest. In particular, the Presiding Committee submits proposals for the appointment and dismissal of Executive Board members, including remuneration and changes to remuneration, and is responsible for concluding, amending, extending and terminating employment contracts with members of the Executive Board, unless the Supervisory Board is mandatorily responsible. When making proposals for the initial appointment of members of the Executive Board, the Presiding Committee takes into account the fact that, according to the GCGC, the term of appointment should generally not exceed three years. When proposing candidates for appointment to the Executive Board, the Presiding Committee also takes into account the fulfillment of the diversity concept defined by the Supervisory Board for the Executive Board, including the target set for the proportion of women on the Executive Board and the long-term succession planning (for more information, please refer to the following section *Diversity concept for the Executive Board and long-term succession planning*). The Presiding Committee prepares the relevant resolutions of the Supervisory Board and makes recommendations for important resolutions to the Supervisory Board. In financial year 2022, 11 meetings (thereof on extraordinary meeting) of the Presiding Committee took place.

Audit Committee

The Audit Committee, consisting of four members, is comprised of Mr. Frank Lutz (Chairman of the Audit Committee), Ms. Vanessa Barth (Deputy Chairman of the Audit Committee), Dr. Roland Busch and Mr. Jörg Sommer.

In the year under review, the Audit Committee was comprised of two independent members, Frank Lutz as Chairman and Dr. Roland Busch, who, in accordance with Section 100 (5) of the German Stock Corporation Act (AktG) and the recommendation of the GCGC, have expertise in the fields of accounting and auditing based on their training and previous professional activities and have particular experience in the application of accounting principles and internal control and risk management systems as well as sustainability reporting and the auditing of such reporting.

The Chairman of the Audit Committee, Mr. Frank Lutz, has worked for many years as Chief Financial Officer and as a member of the Supervisory Board and Audit Committee for various companies, including listed companies, and therefore has special knowledge and experience in the application of accounting principles and internal control and risk management systems, including sustainability reporting, and also has experience in the field of auditing. His many years as Chief Financial Officer of a listed international company included dealing with and reporting on non-financial matters. As acting CEO of CRX Markets AG, Mr. Frank Lutz has extensive knowledge of sustainability reporting and auditing requirements, follows current developments in this area and actively contributes this expertise to the Supervisory Board and the Audit Committee.

Given his many years of professional service and experience, including positions as Chief Financial Officer for Lufthansa Cargo AG as well as Swiss International Air Lines Ltd. and as a member of

various supervisory boards of various internationally active publicly listed companies, Dr. Roland Busch has special knowledge and experience in the application of accounting principles and internal control and risk management systems and thus also has expertise in the field of accounting, in-depth knowledge of sustainability reporting and its auditing, and in the field of auditing financial statements. He monitors current developments in this area and actively contributes his expertise to the Supervisory Board and the Audit Committee.

The Audit Committee deals, among other things, with questions of accounting and the monitoring of the accounting process, the effectiveness and appropriateness of the internal control system, the risk management system, the internal auditing system and compliance as well as with the audit of the consolidated financial statements. It is responsible for the preliminary audit of the annual and consolidated financial statements and the combined management report of Bilfinger SE and the Group. On the basis of the auditor's report on the audit of the financial statements, the Audit Committee submits proposals for the adoption of the annual financial statements of Bilfinger SE and approval of the consolidated financial statements by the Supervisory Board following its own preliminary review. The Audit Committee is responsible for discussing the quarterly statements and the half-year financial report with the Executive Board and the auditors, and for dealing with the auditors' reports on the review of the consolidated half-year financial statements and the interim Group management report. It deals with the selection as well as the independence qualifications and efficiency of the auditor, issues the audit assignment for the annual financial statements and the consolidated financial statements to the auditor elected by the Annual General Meeting, reaches a fees agreement with the auditor and also reviews the additional services provided by the auditor as well as the quality of the audit. The Audit Committee also supports the Supervisory Board when it comes to monitoring compliance with regulatory requirements and standards in the areas of Environment, Social and Governance (ESG). It discusses the non-financial Group declaration with the Executive Board and the appointed auditor prior to its publication. It deals with sustainability reporting, including reporting on non-financial topics in the management report. The Audit Committee regularly consults with the auditor, also without the participation of the Executive Board. The Chairman of the Audit Committee also regularly discusses the progress of the audit with the auditor outside the meetings and reports to the Committee on this item. In financial year 2022, five meetings of the Audit Committee took place.

Nomination Committee

In accordance with the recommendation of the GCGC, the Supervisory Board also established a Nomination Committee consisting exclusively of shareholder representatives. The Nomination Committee, which has three members, includes Dr. Eckhard Cordes (Chairman of the Nomination Committee), Robert Schuchna and Frank Lutz. The committee proposes suitable candidates to the Supervisory Board for its proposals to the Annual General Meeting for the election of shareholder representatives to the Supervisory Board. On top of the necessary knowledge, skills and professional experience of the proposed candidates, the Committee gives due consideration to the objectives designated by the Supervisory Board for its composition and the adopted diversity concept, including in particular aspects of independence and diversity, while at the same time striving to meet the competence profile. Attention is also paid to the appropriate participation of women and men in accordance with the statutory requirements on gender quotas, and ensuring that members of the Supervisory Board as a whole are familiar with the sector in which the company operates. The committee did not convene in the 2022 reporting year.

Strategy Committee

The Strategy Committee consists of six members: Dr. Eckhard Cordes (Chairman of the Strategy Committee), Stephan Brückner (Deputy Chairman of the Strategy Committee), Werner Brandstetter, Rainer Knerler, Robert Schuchna and Frank Lutz. The committee accompanies the corporate strategy and Group organization (with the exception of personnel issues), including their fundamental implementation. In this context, it prepares any potential resolutions of the Supervisory Board and should formulate relevant recommendations for the Supervisory Board. In addition, it has responsibility for decisions on assigned legal business and transactions that require approval. The committee convened for four meetings in the 2022 reporting year.

Special Committee

The Supervisory Board formed a Special Committee of the Supervisory Board for current special projects with effect from January 8, 2021. The Special Committee consists of four members and has equal representation. The members of the Special Committee are Mr. Frank Lutz (Chairman of the Special Committee), Ms. Vanessa Barth, Mr. Rainer Knerler and Mr. Robert Schuchna. The Special Committee is responsible for monitoring special projects as they arise and preparing relevant topics and resolutions for the full Supervisory Board. The work of the committee has been suspended since mid-2021. Accordingly, no regular meetings of the Special Committee were convened in financial year 2022.

Equal participation of women and men in executive positions

In relation to the law on the equal participation of women and men in management positions in the private sector and in the civil service and its implementation in Sections 17 Subsection 2 SE Implementation Act, 76 Subsection 4 and 111 Subsection 5 of the German Stock Corporation Act (AktG), Bilfinger has set the following targets for the period until December 31, 2023, and achieved the following status with regard to the targets set as of December 31, 2022.

Management levels 1 and 2 below the Executive Board include employees who, according to the company's internal definition, fall under management levels 1 and 1a or management level 2. The Executive Board had decided to achieve a target of 10 percent women in management levels 1 and 2 of Bilfinger SE by December 31, 2023. On November 26, 2020, the reporting date for the definition of the target figure, this proportion was 8 percent in management level 1 and nearly 5 percent in management level 2.

As of December 31, 2022, the proportion of women at management level 1 was 11 percent, while the figure for management level 2 was 6 percent.

As of December 15, 2020, the Supervisory Board set a target for the proportion of women on the Executive Board of 30 percent by December 31, 2023, i.e., at least one woman on the Executive Board consisting of two or three members.

With Christina Johansson as a member of the Executive Board from December 1, 2018 to June 30, 2022, the target was met during this period.

Since July 1, 2022 and, accordingly, as of December 31, 2022, the Executive Board consisted of two members, both of whom are men. For future appointments to the Executive Board, the Supervisory Board will include the defined target figure as a relevant criteria in the decision-making process.

In addition, the legally required minimum share of women and men in the Supervisory Board was achieved as follows. For the Supervisory Board, a minimum requirement as of December 31, 2022, remains the statutory gender quota of a 30 percent share of women and men. This requirement is met with a 33 percent share of women on the Supervisory Board (4 women, 8 men) as of

December 31, 2022 and at the same time separately for the shareholders and the employees (2 women and 4 men each).

Diversity concept for the Executive Board and long-term succession planning

With regard to the composition of the Executive Board of Bilfinger SE, the Supervisory Board has adopted a diversity concept. The objective of the diversity concept for the Executive Board is to ensure that the composition of a strong Executive Board is as diverse and complementary as possible. When selecting members of the Executive Board, the Supervisory Board considers their personal suitability, leadership qualities, international experience and integrity, as well as their professional qualifications. The objective is to ensure that the Executive Board as a whole represents all of the knowledge and experience that is considered essential for Bilfinger. Diversity is therefore also an important selection criteria in terms of factors such as age, gender as well as educational and professional background when filling positions on the Executive Board. As part of its decisions in the filling of Executive Board positions, the Supervisory Board also considers the following aspects, whereby the Supervisory Board, as well as the Presiding Committee, primarily consider the fulfillment of the following aspects, whereby the Supervisory Board in the filling of a specific Executive Board position always gives weight to the circumstances of each individual case and is guided by the interests of the company:

- The members of the Executive Board should have specific specialist knowledge and many years of leadership and management experience, including in large corporations or groups, and, if possible, possess knowledge and experience from different educational and professional backgrounds.
- In view of the international structure and orientation of the company, the composition of the Executive Board should take into account an international character, also in the sense of different cultural backgrounds or international experience gained through several years spent abroad.
- The Executive Board as a whole should have experience in the business sectors of importance to Bilfinger SE, in particular the process industry. Furthermore, the Executive Board in its entirety should have many years of experience in the areas of technology, services, compliance, finance and personnel management.
- Integrity should be a high priority for each individual Executive Board member.
- The Supervisory Board has defined a target for the proportion of women in the Executive Board. This is described in the section *Equal participation of women and men in executive positions* and is taken into account when filling Executive Board positions.
- In accordance with the recommendation of the GCGC, the Supervisory Board has defined an age limit for members of the Executive Board at the age of 67, which is the statutory retirement age. Deviations from the age limit in individual cases are to be justified. Regardless of this rule, the Supervisory Board pays attention to a sufficient mix of ages among the members of the Executive Board.

Implementation of the diversity concept for the Executive Board

Implementation of the diversity concept for the Executive Board is carried out as part of the Executive Board appointment process. The Supervisory Board and Presiding Committee comply with the requirements of the diversity concept defined for the Executive Board when selecting candidates and making proposals for the appointment of Executive Board members.

The composition of the Executive Board as of December 31, 2022 meets the requirements of the diversity concept with the exception of the target for the proportion of women, following the resignation of Ms. Christina Johansson from the Executive Board as of June 30, 2022.

The two members of the Executive Board, Dr. Thomas Schulz and Mr. Matti Jäkel, have a broad spectrum of knowledge and experience as well as educational and professional backgrounds and possess international experience. The curricula vitae of the current members of the Executive Board can be found in Chapter *A.2 Executive Board of Bilfinger SE* and are available on the company's website at <https://www.bilfinger.com/en/about-us/management/executive-board/>. It can be seen from this that the Executive Board of Bilfinger SE even with two members has a diverse and experienced composition. The members of the Executive Board have many years of management experience, including in international groups, and bring with them experience from various careers. The Executive Board has the knowledge and experience considered essential in light of the services that Bilfinger provides.

Dr. Schulz in particular has many years of international management experience in publicly-listed industrial groups and in business areas that are important for Bilfinger, and particular expertise in the sustainable positioning of energy-intensive industries – an important sector for Bilfinger in the future.

Mr. Matti Jäkel, an experienced CFO, contributes significantly to the further development of the company with his competence as a business professional and civil engineer and also has many years of management expertise in the company itself.

Compliance and integrity are a top priority for all members of the Executive Board. No Executive Board member has reached the age of 67.

Long-term succession planning for the Executive Board

The Supervisory Board and the Presiding Committee ensure that a long-term personnel and succession planning takes place in the Executive Board and coordinate this with the Executive Board. In addition to the requirements of the German Stock Corporation Act (*AktG*), the GCGC and the Rules of Procedure for the Executive Board, particular account is taken of the criteria set out in the diversity concept adopted by the Supervisory Board for the composition of the Executive Board. Due to the sensitivity of the topic, the corresponding planning process is primarily managed and coordinated in the Presiding Committee. The Presiding Committee deals with the subject of succession planning at least once a year as a focal point as well as when the occasion arises. Potential succession options are examined both internally with the support of the Executive Board and externally, if necessary, with the help of external consultants. Coordination with the Executive Board regarding possible internal successors takes place on a regular basis and also includes support for the possible promotion of potential candidates. Personal suitability, professional qualifications for the position, previous performance and experience, integrity and convincing leadership qualities as well as the ability to adapt business models and processes in a changing world are particularly important criteria for an Executive Board candidate. The Executive Board must, in its entirety, have the knowledge, skills and experience necessary for the orderly performance of its tasks. The Presiding Committee prepares the decisions of the Supervisory Board on the basis of the qualification requirements and the criteria mentioned in particular prepares proposals and recommendations.

Objectives for the composition, competence profile and diversity concept for the Supervisory Board

Pursuant to the recommendation in C.1 of the GCGC, the Supervisory Board should name specific targets for its composition and develop a competence profile including the diversity concept for the entire committee. The GCGC also recommends that proposals from the Supervisory Board to

the Annual General Meeting take these objectives into consideration and, at the same time, that the fulfillment of the competence profile for the full Supervisory Board should be pursued. The status of the implementation shall be published in the Declaration of Corporate Governance.

In terms of the composition of the Supervisory Board, it is to be ensured that its members generally have the knowledge, skills and experience necessary for the orderly execution of the office and the tasks associated with it, are in a position to devote the amount of time necessary to perform the duties of a Supervisory Board member and meet the particular requirements laid out by the law and the GCGC for the Supervisory Board, its committees and individual members. The objective of the competence profile for the full Supervisory Board of Bilfinger SE is to provide a qualified control and consultation to the Executive Board and to ensure that the composition of the Supervisory Board is as diverse and complementary as possible so that the Supervisory Board as a whole has the knowledge and experience considered essential in view of Bilfinger's activities. In the event of an upcoming new appointment, a relevant examination will be undertaken to determine which of the necessary and desirable skills on the Supervisory Board should be strengthened.

Against this backdrop, the Supervisory Board within the framework of the specific situation of the company, in December 2022 defined the following goals for its composition, including the competence profile and diversity concept:

Competence profile

- At least two members should possess particular experience from leading positions in industrial or services companies.
- Ideally, three members should have detailed knowledge and experience gained within the company itself.
- The members should, as a whole, be familiar with the sector in which the company operates.
- While at least one independent member of the Supervisory Board is required to have special knowledge and experience in the field of accounting and at least one other member of the Supervisory Board is required to have expertise in the field of auditing, at least two others are required to have special knowledge and experience in business administration. The expertise in the field of accounting shall consist of special knowledge and experience in the application of accounting principles and internal control and risk management systems, and the expertise in the field of auditing shall consist of special knowledge and experience in the auditing of financial statements. Accounting and auditing also include sustainability reporting and the auditing of such reporting. The Chair of the Audit Committee should have relevant expertise in at least one of the two fields.
- At least two members should, as a result of their international experience, embody to a significant extent the criterion of internationality.
- At least two members should have special experience in the field of human resources and social affairs (social).
- The Supervisory Board should, if possible, have, as representatives of the shareholders, three entrepreneurs or personalities who have already acquired experience in the management or monitoring of another medium-sized or large company.

- Overall, the members of the Supervisory Board should have expertise in the sustainability issues of relevance to the company in the areas of environmental, social and governance.
- Integrity should be a high priority for each individual Supervisory Board member.

Independence

- At least three shareholder representatives should be independent of the company, the Executive Board or a controlling shareholder, as defined in the provisions of C.6 ff GCGC. , In this regard, at least four shareholder representatives should be independent of the company and the Executive Board, which means that they should not have any personal or business relationship that could give rise to a material and not merely temporary conflict of interest, or they shall have been members of the Supervisory Board for more than 12 years. In addition, at least two shareholder representatives should be independent of a controlling shareholder, insofar as such a controlling shareholder exists. In accordance with the GCGC, this is assumed to be the case in particular if one is not a member of the executive body and has no personal or business relationship with the executive body that could give rise to a conflict of interest that is not merely temporary.
- The Chairmen of the Supervisory Board, the Audit Committee and the Presiding Committee shall be independent of the company and the Executive Board. The Chairman of the Audit Committee shall also be independent of the controlling shareholder.
- A maximum of two members are to be former members of the Executive Board.
- No member should exercise a management or consulting function for a significant competitor of the company. In addition, they should have no consulting or management function for clients, suppliers, creditors or other business partners, nor should they hold any position which could lead to a conflict of interest.

Age limit and term of office

- The Supervisory Board pays attention to a sufficient mix of ages among the members of the Supervisory Board.
- As a rule, no member should be over 75 years of age at the time of the Annual General Meeting which is to decide on his or her appointment as member of the Supervisory Board; exceptions are to be justified.
- Generally speaking, no shareholder representative should serve on the Supervisory Board for more than 12 years; any exceptions must be justified.

Diversity

- Overall, the members should represent a sufficient degree of diversity.
- In their entirety, members of the Supervisory Board should have different educational levels, professional and socio-economic backgrounds as well as geographic presences.
- The Supervisory Board should have a balance of male and female members; in this regard, the statutory minimum number of women and men is to be observed.

Implementation of the composition targets and including the competence profile and diversity concept for the Supervisory Board

The proposals for the election of shareholder representatives to the Supervisory Board, which are made by the Supervisory Board to the Annual General Meeting, are prepared for the Supervisory Board by the Nomination Committee. This ensures that the objectives for the composition of the Supervisory Board, in particular the requirements set out in the competence profile and diversity concept, are taken into account when considering suitable candidates. The Supervisory Board considers the objectives mentioned above in the resolutions it proposes to the Annual General Meeting for the appointment of shareholder representatives to the Supervisory Board on the provision that those persons whose personal and professional qualifications make them the best suited for the position be proposed. With the composition, fulfillment of the competence profile and the diversity concept should be pursued for the full committee. The implementation of the legally prescribed gender quota for the Supervisory Board remains unaffected.

Generally, it should be kept in mind that the Annual General Meeting is not bound by nominations. The freedom of choice on the part of the employees in the election of Supervisory Board members from the employees is protected. In the process pursuant to the German Co-Determination Act for the election of employee representatives, the Supervisory Board has no nomination rights. The composition goals as well as the competence profile and diversity concept for the Supervisory Board are therefore not to be seen as requirements for those entitled to vote or as a limitation of their freedom of choice.

In the opinion of the Supervisory Board, its current composition satisfies the objectives of the composition and, in particular, also satisfies the competence profile and the diversity concept. The members of the Supervisory Board have the professional and personal qualifications deemed necessary. In addition, they are in their entirety familiar with the sector in which the company operates and have the knowledge, skills and professional experience essential for Bilfinger to properly perform their duties. Given the expertise available on the Supervisory Board with respect to sustainability issues that are important for the company, the Supervisory Board is in a position to monitor how environmental and social sustainability are taken into account in the company's strategic orientation and corporate planning. Targeted further training measures in this area are supported and promoted by the company.

The current composition as well as length of service of the Supervisory Board and the committees can be seen in Chapter *D.4 Boards of the company*. The CVs of current members of the Supervisory Board are available on the company's website under <https://www.bilfinger.com/en/about-us/management/supervisory-board/>. It can thus be seen from this information on the members that the Supervisory Board has a very diverse composition. In their entirety, members of the Supervisory Board have different educational levels, professional and socio-economic backgrounds as well as geographic presences. In the 2022 financial year, the Supervisory Board had four female members two of them on the shareholder representative side and two on the employee representative side. This corresponds to a proportion of female members on the Supervisory Board of 33 percent.

With a view to the international orientation of the company, care shall be taken to ensure that the Supervisory Board includes a sufficient number of members with extensive international experience. More than the required two members of the Supervisory Board have professional experience in an international environment and particular knowledge and experience in finance and business administration. In particular, the Chairman of the Audit Committee, Mr. Frank Lutz, and Dr. Roland Busch meet the requirements for special knowledge and experience in the fields of accounting and auditing, internal control procedures and sustainability reporting and their review

within the meaning of Section 100 (5) of the German Stock Corporation Act (AktG). At least four members have detailed knowledge and experience with Bilfinger itself. All shareholder representatives have special experience from management positions in industrial or service companies. In addition, at least five shareholder representatives are experienced in the management or monitoring of another medium-sized or large company. Compliance and integrity are a top priority for all members of the Supervisory Board. No member of the Supervisory Board is older than 75 and there is a sufficient mix of ages among the members of the Supervisory Board.

In the assessment of the shareholder representatives on the Supervisory Board, the appropriate number of independent shareholder representatives in the Supervisory Board under consideration of the ownership structure is four. All shareholder representatives, in particular Dr. Roland Busch, Dr. Silke Maurer, Mr. Frank Lutz and Dr. Bettina Volken are classified by the Supervisory Board as independent as defined by the GCGC, i.e., independent of the company, the Executive Board and any controlling shareholder. As a correspondingly independent member, Mr. Frank Lutz also serves as Chairman of the Audit Committee. In this context, all shareholder representatives are further classified as independent of the company and the Executive Board. Given that the Supervisory Board does not regard mere employee status or an existing employment relationship as grounds for excluding independence, four employee representatives in particular, Ms. Agnieszka Al-Selwi, Ms. Vanessa Barth, Mr. Werner Brandstetter and Mr. Jörg Sommer, are also classified as independent of the company, the Executive Board and from any controlling shareholder in accordance with the GCGC, whereby all employee representatives are considered to be independent of any controlling shareholder. No member of the Supervisory Board was previously a member of the Executive Board. The company also has no controlling shareholder within the meaning of the GCGC in conjunction with the German Stock Corporation Act. Even if Bilfinger's major shareholder Cevian were to be categorized accordingly, at least the four aforementioned shareholder representatives on the Supervisory Board, Dr. Roland Busch, Dr. Silke Maurer, Mr. Frank Lutz and Dr. Bettina Volken, as well as the employee representatives would also be considered independent in this respect. Not least, no member of the Supervisory Board should exercise a management or consulting function for a significant competitor of the company.

The status of the implementation of the competence profile is summarized below in the form of a qualification matrix:

QUALIFICATION MATRIX	Expertise in*										Integrity	Diversity					Independence		
	Sector		Professional Knowledge				ESG/Sustainability					Birthyear	Gender	Nationality	Specific Geographical Experience	Educational background ⁴	General assessment	Member since	Non-existence of Specific criteria ⁵
	Leading positions in industrial or services companies	Experience within the company itself	Finance / Business Administration	Internationality	Human resources	Management / supervision of companies	Environmental	Social	Governance	ESG Reporting / Auditing									
SB Member																			
Dr. Eckhard Cordes, Chairman	••		••	••	••	••	•	•	••		••	1950	m	GER	WE, EE, SC	Degree in Business Administration	yes ²	2014	yes
Stephan Brückner; Deputy Chairman		••	•		•	•			••	••	••	1965	m	GER	WE, EE	Technical school graduate Education as Maintenance Fitter		2008	yes
Agnieszka Al-Selwi		••	••	••					•	•	••	1969	f	POL	WE, EE	BA in Finance and Banking	yes ³	2016	yes
Vanessa Barth					••	•			••	••	••	1969	f	GER	WE, EE	Graduate in sociology	yes ³	2021	yes
Werner Brandstetter		••	•			•			•	•	••	1961	m	AUT	WE	Vocational training as a fitter Zukunftskademie of the Linz Chamber of Labor	yes ³	2021	yes
Dr. Roland Busch**	••		••	•	••	••		•	••	••	••	1963	m	GER	WE, EE	Degree in Business Administration, Doctorate	yes ¹	2021	yes
Rainer Knerler	••	•			••	••	•	•	•		••	1962	m	GER	WE	Reinforced concrete worker, Graduate of the Social Academy		1996	yes
Frank Lutz**	••		••	••	••	••	•	•	••	••	••	1968	m	GER	WE, GB, USA	Degree in Economics and Business Administration	yes ¹	2018	yes
Dr. Silke Maurer	••		•	••	••	••	••	••	••	•	••	1972	f	GER	WE, GB, USA	Degree in Engineering, Doctorate	yes ¹	2021	yes
Robert Schuchna			••	••		•			•	•	••	1988	m	GER SUI	WE	Bachelor & Master of Arts Banking & Finance, Chartered Financial Analyst	yes ²	2020	yes
Jörg Sommer		••	•		•				•	•	••	1966	m	GER	WE	Professional training as Painter and Varnisher	yes ³	2016	yes
Dr. Bettina Volkens	••		•	••	••	••			••	••	••	1963	f	GER	WE	Studies of Law	yes ¹	2020	yes

* based on self-disclosure

1 General assessment of independence by the Supervisory Board according to the criteria of the GCGC, i.e. independence from the company, from the Executive Board and from any controlling shareholder.

2 Classification against the background that Bilfinger has no controlling shareholder.

3 Taking into account that the mere employee status or an existing employment relationship of a Supervisory Board member with Bilfinger is not seen by the Supervisory Board as a reason to exclude independence.

4 Information on professional backgrounds can be found in the chapter Boards of the Company.

5 According to the competence profile (i) maximum of two members shall be former members of the Executive Board and (ii) no member should exercise a management or consulting function for a significant competitor of the company. In addition (iii) the members should have no consulting or management function for clients, suppliers, creditors or other business partners, nor should they hold any position which could lead to a conflict of interest.

•• In-depth expertise or specific knowledge

• Expertise or knowledge in sub-areas

without marking: General knowledge

** Finance expert

WE: Western Europe, EE: Eastern Europe, SC: Scandinavia, GB: Great Britain, USA: USA

Shareholders and the Annual General Meeting

Our shareholders exercise their membership rights, in particular their right to information and voting rights, in the Annual General Meeting. The Annual General Meeting is to be convened and held at least once each year. The Annual General Meeting generally takes place within a five-month period after the end of a financial year. The Executive Board presents certain documents to the Annual General Meeting, including the company and consolidated financial statements as well as the combined management report for Bilfinger SE and the Bilfinger Group. It decides on the appropriation of profits and on formal approval of members of the Executive Board and the Supervisory Board, elects the members of the Supervisory Board representing the shareholders when needed, and the external auditors. In addition, decisions are made on the legal foundations of the company, including in particular amendments to the Articles of Incorporation, capital measures and in certain other cases as specified by applicable law or the Articles of Incorporation. It decides in principle in an advisory capacity on the approval of the remuneration system for the members of the Executive Board, in an original capacity on the approval of the remuneration system for the members of the Supervisory Board and the specific remuneration of the Supervisory Board, and in a recommending capacity on the approval of the remuneration report for the preceding financial year. Each share grants entitlement to one vote in the Annual General Meeting. From the time an Annual General Meeting is convened until the end of the General Stockholders' Meeting, the reports, documents and information required by law for the Annual General Meeting are available on the company's website, as are the agenda for the Annual General Meeting and any counter-motions or election proposals from shareholders that are to be made accessible. For upcoming elections of shareholder representatives to the Supervisory Board, a detailed curriculum vitae is also published for each candidate, providing information on, among other things, his or her main activities and relevant knowledge, skills and professional experience.

In accordance with Section 1 Paragraph 2 of the German Act on Measures in Corporate, Cooperative, Association, Foundation and Residential Property Law to Combat the Effects of the COVID 19 Pandemic of March 27, 2020 (Federal Law Gazette I No. 14 2020, p. 570), as amended by the Act on the Further Shortening of the Residual Debt Relief Procedure and on the Adjustment of Pandemic-Related Provisions in Corporate, Cooperative, Association and Foundation Law and in Tenancy and Lease Law of December 22, 2020 (Federal Law Gazette I No. 67 2020, p. 3332), the validity of which was last amended by the Act on the Establishment of a Special Fund (Reconstruction Assistance 2021) and on the Temporary Suspension of the Obligation to File an Insolvency Application Due to Heavy Rainfall and Floods in July 2021 and on the Amendment of Other Laws (AufbHG 2021) of September 10, 2021 (Federal Law Gazette I No. 63 2021, p. 4153) was extended until August 31, 2022, the Annual General Meeting on May 11, 2022 was held as a virtual Annual General Meeting due to the special circumstances of the COVID 19 pandemic without the physical presence of shareholders or their proxies, but only with the possibility to exercise their rights by means of electronic communication and watch the Annual General Meeting on the internet via the provided online service.

Details on our investor relations activities are provided in the [Transparency](#) section.

Reportable transactions with financial instruments of the company (Manager's Transactions)

Pursuant to Article 19 of the EU Directive number 596/2014 of April 16, 2014 on market abuse (including amendments made most recently by Regulation (EU) 2019/2115 of November 27, 2019), the members of the Supervisory Board and Executive Board as well as other persons with management duties who regularly have access to insider information on the company and who are authorized to make significant business decisions, and certain persons who are in a close relationship with

those persons are legally obliged to disclose to Bilfinger SE and the German Federal Financial Supervisory Authority (*BaFin*) any acquisitions and disposals of Bilfinger shares and related financial instruments, particularly derivatives, in an amount of more than €20,000 in any calendar year, as soon as possible and at the latest within three working days. We immediately publish details of such transactions on our website, among other places, at <https://www.bilfinger.com/en/investors/corporate-governance/directors-dealings/>.

Financial loss liability insurance

The company has taken out financial loss liability insurance for board members and certain other managers of Bilfinger companies, which covers the activities of the members of the Executive Board and the Supervisory Board (D&O insurance). This insurance includes at least the deductible for Executive Board members legally required by Section 93 Subsection 2 Sentence 3 AktG and at least at least a corresponding deductible for Supervisory Board members.

Mannheim, March 1, 2023

Bilfinger SE

The Executive Board

The Supervisory Board