

Bilfinger SE, Mannheim
WKN 590900
ISIN DE0005909006

Announcement pursuant to Art. 5 (1) Regulation (EU) No 596/2014 und Art. 2 (1) of Commission Delegated Regulation (EU) Nr. 2016/1052

The Executive Board of Bilfinger SE, Mannheim has decided, with the approval of the Supervisory Board, to acquire treasury shares of Bilfinger SE (ISIN DE0005909006). The share buy-back program shall be effected during the period from September 6, 2017 (earliest possible acquisition date) to, at the earliest, September 1, 2018 but at the latest December 21, 2018 (last possible acquisition date) with non-trading days between May 10, 2018 to May 15, 2018. A total of 4,420,904 shares in Bilfinger SE up to a maximum purchase price (excluding incidental acquisition costs) of 150,000,000 Euro can be acquired via the stock exchange.

The Executive Board exercised the authorisation granted by the general meeting on May 24, 2017. Under this authorisation, Bilfinger SE is authorised to acquire until May 23, 2022 treasury shares in an amount of up to 10% of the capital stock of Bilfinger SE at the time of the resolution on the authorisation. If the shares are repurchased over a stock exchange, the purchase price per share (excluding incidental acquisition costs) shall not exceed by more than 10%, and not fall short of by more than 20%, the opening auction price on the trading day in Frankfurt am Main in the XETRA trading system.

The purchase of treasury shares will be carried out by instructing one credit institution. The credit institution undertook to carry out the share buy-back exclusively via the stock exchange and in accordance with the authorisation granted by the shareholders at the annual general meeting of Bilfinger SE held on May 24, 2017 and the requirements laid down in Regulation (EU) No. 596/2014 and Delegate Regulation (EU) 2016/1052.

The credit institution will make its trading decisions concerning the timing of the purchases of the shares of Bilfinger SE independently of and without any influence from Bilfinger SE within the meaning of Art. 4(2) lit. b) of Delegated Regulation (EU) 2016/1052. In particular, the credit institution is obliged to observe the trading conditions of Art.3 of Delegated Regulation (EU) 2016/1052 and will conduct the trades exclusively via the XETRA trading system, whereby shares of Bilfinger SE will not be purchased at a price higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the XETRA trading system and, in addition, on any trading day not more than 25% of the average daily volume of the shares traded on the XETRA trading system will be purchased. The average daily volume is calculated based on the average daily volume traded during the 20 trading days preceding the date of the respective purchase.

To the extent required and legally permissible, the share buy-back program can be suspended and also resumed at any time

The treasury shares acquired may be used for all legally admissible purposes authorised by the annual general meeting on May 24, 2017.

Information on the transactions relating to the share buy-back program will be adequately disclosed no later than by the end of the seventh daily market session following the respective date of execution in a detailed and aggregated form. In addition, in accordance with Art. 2 para. 3 of Delegate Regulation (EU) 2016/1052, Bilfinger SE will post on its website (www.bilfinger.com) the transactions disclosed and keep that information available for the public for at least a 5-year period from the date of public disclosure.

Mannheim, September 1, 2017

The Executive Board