

**Declaration of the Executive Board and the Supervisory Board
of Bilfinger Berger AG
concerning the recommendations by the
"Government Commission on the German Corporate Governance Code"
pursuant to section 161 of the German Stock Corporation Act (*Aktiengesetz*)**

Bilfinger Berger AG complies with all recommendations of the German Corporate Governance Code (GCGC) as amended on May 26, 2010, with the following exceptions:

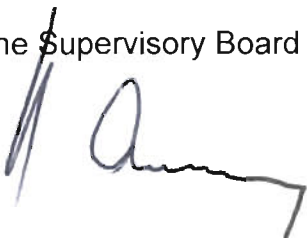
- The service contracts concluded with the members of the Executive Board before the recommendation in section 4.2.3 sentence 5 (taking into account both positive and negative developments when determining variable remuneration components) was published do not take full account of this recommendation in that they provide for a customary annual bonus to be determined on the basis of an assessment period of no more than one year. The Supervisory Board and the members of the Executive Board agree that a variable remuneration complying with the recommendation in section 4.2.3 sentence 5 GCGC will apply to all Executive Board contracts from 1 January 2011, as it is envisaged to apply the remuneration system for Executive Board members uniformly to all members of the Executive Board.
- The Supervisory Board does not follow the recommendation in section 5.1.2 (appropriate consideration of women) to the extent that the Supervisory Board, when appointing the members of the Executive Board, takes its decision exclusively on the basis of the qualifications of the candidates without giving priority consideration to gender-related aspects in this decision-making process.
- In deviation from the newly drafted recommendations in section 5.4.1 (specification of concrete objects regarding the composition of the Supervisory Board and follow-up measures), the Supervisory Board has not yet specified any concrete objects within the meaning of section 5.4.1 para. 2, as the Supervisory Board has not yet been able to discuss the issue as extensively as the subject deserves.

- The company does not follow the recommendation in section 5.4.3 sentence 3 (announcement of proposed candidates for the Supervisory Board chair to the shareholders), since this recommendation is not in line with the distribution of powers stipulated in the German Stock Corporation Act, which states that the Supervisory Board alone is responsible for electing its chair.
- Once the conversion of the company into a European stock corporation (SE) has become effective, the recommendation in section 5.4.6 sentence 4 (fixed and variable remuneration components for the members of the Supervisory Board) will no longer be followed. The members of the Supervisory Board of the future Bilfinger Berger SE will solely receive a fixed remuneration. In our opinion, this system of fixed remuneration, as compared to performance-related remuneration, is better suited for the supervisory tasks incumbent on the members of the Supervisory Board, as it will rule out that Supervisory Board members may be guided by financial interests of their own in making corporate decisions.

Since issuing the declaration of compliance of March 2010, Bilfinger Berger AG has complied with all recommendations of the GCGC as amended on June 18, 2009, with the exception of the recommendations in sections 4.2.3 sentence 5, 5.4.3 sentence 3 and 5.4.6 sentence 4.

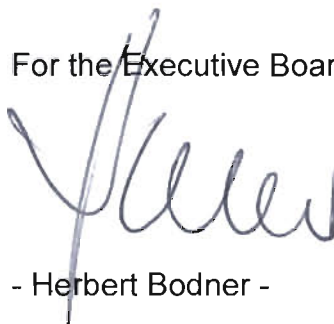
Mannheim, July 30, 2010

For the Supervisory Board



- Dr h.c. Bernhard Walter -

For the Executive Board



- Herbert Bodner -