

**Declaration of the Executive Board and the Supervisory Board
of Bilfinger Berger AG
concerning the recommendations by the
"Government Commission of 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 18 June 2009, with the following exceptions:

- 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 competences stipulated in the German Stock Corporation Act, which states that the Supervisory Board alone is responsible for electing its chair.
- The company currently does not follow the recommendation in section 3.8 sentence 5 (deductible in any D&O policy for the Supervisory Board), since the D&O policy was taken out before the recommendation in section 3.8 sentence 5 GCGC was published on 18 June 2009. Bilfinger Berger AG intends to amend the D&O policy such that the amount of the deductible for the Supervisory Board stipulated in this policy will be in line with the recommendation in section 3.8 sentence 5.
- 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 compensation 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. In spring 2010, the Supervisory Board of Bilfinger Berger AG will review how the recommendation in section 4.2.3 sentence 5 can be accounted for in future, based on the changes to the legal framework introduced by the German Act on the Appropriateness of Executive Board Remuneration (*Gesetz zur Angemessenheit der Vorstandsvergütung*) of 31 July 2009.

Since issuing the declaration of compliance of December 2008, Bilfinger Berger has complied with all recommendations of the GCGC as amended on 6 June 2008, with the exception of the recommendation in section 5.4.3 sentence 3, as referred to above.

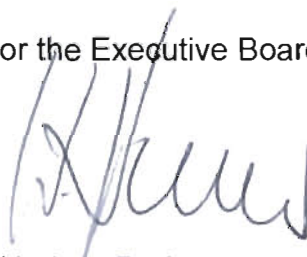
Mannheim, 8 December 2009

For the Supervisory Board



- Dr. Bernhard Walter -

For the Executive Board



- Herbert Bodner -