

**Declaration of the Executive Board and the Supervisory Board  
of Bilfinger Berger SE  
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 SE complies with all recommendations of the German Corporate Governance Code (GCGC) as amended on May 26, 2010, with the following exceptions:

- The Supervisory Board does not follow the recommendation in section 5.1.2 para. 1 sentence 2 clause 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.
- 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.
- Finally, the recommendation in section 5.4.6 para. 2 sentence 1 (fixed and variable remuneration components for the members of the Supervisory Board) will not be followed. The members of the Supervisory Board 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 21, 2011, the Company has complied with all recommendations of the GCGC as amended on May 26, 2010, with the exception of the recommendations in sections 5.1.2 para. 1 sentence clause 2, 5.4.3 sentence 3 and 5.4.6 para. 2 sentence 1.

Mannheim, December 5, 2011

For the Supervisory Board



- Dr h.c. Bernhard Walter -

For the Executive Board



- Roland Koch -