

Auditors' report

We have issued the following unqualified auditor's opinion on the consolidated financial statements and the group management report:

"We have audited the consolidated financial statements – consisting of consolidated income statement, consolidated balance sheet, consolidated statement of comprehensive income recognized in equity, consolidated statement of cash flows and notes to the consolidated financial statements as well as the group management report of Bilfinger Berger AG, Mannheim, for the financial year of January 1 to December 31, 2008. The preparation of the consolidated financial statements and the group management report in accordance with IFRS, as adopted in the EU, and the additional provisions specified in Section 315 a, Subsection 1 of the German Commercial Code (HGB) is the responsibility of the company's executive board. Our responsibility is to express an opinion, based on our audit, on the consolidated financial statements and on the group management report.

We conducted our audit of the financial statements in accordance with Section 317 of the German Commercial Code (HGB) and German generally accepted standards for the audit of financial statements as promulgated by the Institut der Wirtschaftsprüfer (IDW). Those standards require that we plan and perform the audit so that misstatements materially affecting the presentation of the net assets, financial position and results of operations in the financial statements in accordance with applicable accounting guidelines and in the group management report are detected with reasonable assurance. Knowledge of the business activities and the economic and legal environment of the group and expectations with regard to possible misstatements are taken into account in the determination of audit procedures. Within the framework of the audit, the effectiveness of the accounting-related internal monitoring system and the evidence supporting disclosures in the consolidated financial statements and group management report are examined primarily on a test basis. The audit includes evaluating the annual financial statements of those companies included in the consolidated financial statements, determining the companies to be included in the consolidation, assessing the accounting and consolidation policies applied and the significant estimates made by the group's executive board, as well as evaluating the overall presentation of the consolidated financial statements and the group management report. We believe that our audit provides a reasonable basis for our opinion.

Our audit has not led to any objections.

In our opinion, which is based on the results of our audit, the consolidated financial statements are in compliance with the provisions of IFRS, as adopted in the EU, and the additional provisions specified in Section 315 a, Subsection 1 of the German Commercial Code (HGB), and give a true and fair view of the net assets, financial position and results of operations of the group. The group management report is in accordance with the consolidated financial statements, provides on the whole a suitable understanding of the group's position, and suitably presents the opportunities and risks of future developments."

Mannheim, February 20, 2009

Ernst & Young AG
Wirtschaftsprüfungsgesellschaft
Steuerberatungsgesellschaft



Gunther Ruppel
Certified accountant



Thomas Müller
Certified accountant