

**Bilfinger Berger AG
Investor Relations**

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Bilfinger Berger AG

Mannheim

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**Announcement in accordance with Article 4 (2) of Commission Regulation (EC) No.
2273/2003 of December 22, 2003**

By resolution of May 23, 2007, the Annual General Meeting of Bilfinger Berger AG, Mannheim (the "Company") authorised the Company's Executive Board, subject to the approval of the Supervisory Board, to buy back shares in the Company, representing a maximum of ten percent of the share capital, up to 22 November 2008 (the "AGM Authorisation"). By virtue of the AGM Authorisation, the Executive Board of Bilfinger Berger AG resolved on February 19, 2008, with the approval of the Supervisory Board, to buy back shares in the Company up to a total consideration of €100 million on the following conditions.

The buy-back will be performed in the period between February 19, 2008 and October 31, 2008 and take place exclusively through the stock exchange. The buy-back may be suspended and resumed, subject to the relevant legal provisions, at any time during this period.

In line with the AGM Authorisation, the purchase price for each share that is bought back (not including incidental purchase expenses) must not exceed, or fall short of, the average stock exchange price for the Company's shares calculated on the basis of the arithmetic mean of the closing auction prices for Bilfinger Berger shares in the XETRA trading system of Deutsche Börse AG during the five trading days preceding the purchase by more than ten percent. Moreover, the provisions set out in Article 5 (1) of Commission Regulation (EC) No. 2273/2003 of December 22, 2003 relating to the price of the shares to be bought back will be observed in the context of the buy-back. These provisions specify that the purchase price per share bought back must not exceed the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out.

Shares in Bilfinger Berger AG up to a consideration of €100 million (not including incidental purchase expenses) are to be purchased. On the basis of the Xetra closing price (as at February 18, 2008) of €47.72 per Bilfinger Berger share, this represents a buy-back volume of 2,095,557 shares or 5.63% of the Company's share capital. The buy-back of own shares by Bilfinger Berger AG is, in any case, limited to a maximum of ten percent of the Company's share capital or currently 3,719,610 shares.

Pursuant to Article 5 (2) of Commission Regulation (EC) No. 2273/2003 of December 22, 2003, the daily buy-back volume must not exceed 25% of the average daily volume of the shares on the trading venue where the purchase is carried out. The average daily volume figure must be based on the average daily volume traded in the twenty trading days preceding the date of purchase.

Bilfinger Berger AG has instructed a credit institution to carry out the buy-back. The credit institution will take its decision regarding the date on which the Bilfinger Berger shares are to be purchased on the basis of Article 6 (3) lit. a) of Commission Regulation (EC) No. 2273/2003 of December 22, 2003 independently and without influence from the Company. The credit institution has, in particular, assured the Company that, in the context of the purchase of Bilfinger Berger AG shares, it would undertake to comply with the provisions of the AGM Authorisation and the trading conditions set out in Article 5 (1) and (2) of Commission Regulation (EC) No. 2273/2003 of December 22, 2003.

The transactions will be disclosed in accordance with the provisions of Article 4 of Commission Regulation (EC) No. 2273/2003 of December 22, 2003; Bilfinger Berger AG will provide regular updates on the progress of the share buy-back at www.bilfinger.de.

It is not intended at present to cancel the shares that are to be bought back. Instead, Bilfinger Berger AG maintains the financial resources for acquisitions and to secure its growth strategy. In addition, Bilfinger Berger AG reserves the right of using the bought back shares for other purposes which are in compliance with the AGM Authorisation. The decision for which purpose the shares bought back will be used will be made in individual cases by way of a special resolution passed by the Executive Board, and the Supervisory Board as necessary.

Mannheim, February 19, 2008

The Executive Board