Invitation to the Annual General Meeting 2007

The Multi Service Group.

BILFINGER BERGER

Annual General Meeting

The shareholders in our Company are hereby invited to attend the

Annual General Meeting

to be held at Congress Center Rosengarten, Musensaal, Rosengartenplatz 2, Mannheim, on

Wednesday, May 23, 2007, 10:00 a.m.

Agenda

1. Presentation of the adopted annual financial statements, the approved Group financial statements, the Management Report of Bilfinger Berger AG and of the Group and the report of the Supervisory Board for the 2006 financial year

2. Resolution on the use of the unappropriated retained earnings

The Executive Board and the Supervisory Board propose to resolve as follows:

The unappropriated retained earnings reported in the annual financial statements for the 2006 financial year, amounting to € 46,495,127.50, will be used in their entirety for the distribution of a dividend in the amount of € 1.25 per no-par value share in the capital stock carrying dividend rights amounting to € 111,588,306.00 divided into 37,196,102 no-par value shares. The dividend will be payable on May 24, 2007.

3. Resolution on the formal approval of the acts of the Executive Board with respect to the 2006 financial year

The Supervisory Board and the Executive Board propose that formal approval of their acts be granted to the members of the Executive Board with respect to the 2006 financial year.

4. Resolution on the formal approval of the acts of the Supervisory Board with respect to the 2006 financial year

The Executive Board and the Supervisory Board propose that formal approval of their acts be granted to the members of the Supervisory Board with respect to the 2006 financial year.

5. Appointment of the auditors of the financial statements and group financial statements for the 2007 financial year

The Supervisory Board proposes to resolve as follows:

PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Karlsruhe, and Ernst & Young AG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Mannheim, are jointly appointed auditors of the financial statements and Group financial statements for the 2007 financial year.

6. Resolution on the authorization to purchase and use treasury shares pursuant to Section 71 (1) no. 8 of the German Stock Corporation Act (*Aktiengesetz,* AktG) with the possible exclusion of shareholder subscription rights and rights to offer shares

The authorization to purchase treasury shares granted by the General Meeting of May 18, 2006 has not yet been exercised. As the authorization of May 18, 2006 will expire on November 17, 2007, it is to be revoked and to be replaced by a new authorization.

The Executive Board and the Supervisory Board propose to resolve as follows:

a) The authorization to purchase treasury shares resolved by the General Meeting of May 18, 2006 and limited in time until November 17, 2007 is revoked from the time the following authorization takes effect and is replaced by the following authorization to purchase treasury shares:

The Executive Board is authorized to purchase, by November 22, 2008, shares in the Company with a pro rata amount of capital stock represented by such shares of up to € 11,158,830.00 in total, subject to the consent of the Supervisory Board and subject to the proviso that the shares to be purchased under this authorization, together with other shares in the Company which the Company previously purchased and still holds or which are attributable to the Company pursuant to Sections 71 d and 71 e AktG, will at no time account for more than ten percent of the capital stock of the Company.

The purchase will be effected in compliance with the principle of equal treatment (*Gleichbehandlungsgrundsatz*) (Section 53 a AktG) on the stock exchange or by way of a public purchase offer to all shareholders. If the purchase is effected on the stock exchange, the purchase price (not including incidental purchase expenses) must not exceed, or fall short of, the average stock exchange price of the Company's share, calculated on the basis of the arithmetic mean of the closing auction prices of the Bilfinger Berger share in the XETRA trading system of Deutsche Börse AG (or any comparable successor system) during the five trading days preceding the purchase by more than ten percent. In the event of a public purchase offer, the offering price (not including incidental purchase expenses) must not exceed, or fall short of, the average stock exchange price of the Company's share during the period from the 13th (including) to the 4th trading day (including) preceding the publication of the purchase offer calculated on the basis of the arithmetic mean of the final auction prices of the Bilfinger Berger AG share in the XETRA trading system of Deutsche Börse AG (or any comparable successor system) by more than twenty percent. The volume of the purchase offer may be subject to an upper limit. If the total number of shares offered for sale in response to a public purchase offer exceeds this limit, acquisition may be performed according to the proportion of offered shares (proportion offered); moreover, offers pertaining to limited numbers of shares (up to 100 shares per shareholder) may be given preferential treatment, and the number of shares may be rounded according to commercial principles, in order to avoid fractional shares. Any further right of the shareholders to offer shares is excluded in that respect.

The authorization may be exercised in whole or in part. During the term of the authorization, the purchase may be effected in partial tranches at different purchase dates up to the maximum purchase volume. The purchase may also be effected by dependent group companies of Bilfinger Berger AG within the meaning of Section 17 AktG or by third parties for the account of Bilfinger Berger AG or of such dependent group companies.

b) The Executive Board is authorized to either offer the treasury shares purchased under the above authorization for sale to all shareholders in compliance with the principal of equal treatment or to sell those shares on the stock exchange. The Executive Board is further authorized, in each case subject to the consent of the Supervisory Board,

ba) to sell the treasury shares purchased under the above authorization other than on the stock exchange or by way of an offer for sale to all shareholders, provided the shares are sold against payment in cash at a price that is not substantially below the average stock exchange price of the Company's share during the five trading days preceding the final determination of the selling price by the Executive Board, calculated on the basis of the arithmetic mean of the closing auction prices of the Bilfinger Berger share in the XETRA trading system of Deutsche Börse AG (or any comparable successor system); this authorization is limited to the lower of ten percent of the capital stock existing at the time the resolution is adopted at the General Meeting of May 23, 2007 or ten percent of the capital stock existing at the time the shares are sold. The authorization volume will be reduced by the pro rata amount of capital stock which is represented by shares, or attributable to conversion or option rights or obligations under bonds, which in each case were issued or sold since the granting of this authorization, subject to the exclusion of shareholder subscription rights, applying Section 186 (3) sentence 4 AktG directly, analogously, or *mutatis mutandis*; or bb) to offer and transfer the treasury shares purchased under the above authorization in return for contributions in kind in connection with mergers with other companies or in connection with the acquisition of companies, or parts of or equity interests in companies; or

bc) to redeem the treasury shares purchased under the above authorization without a further resolution of the General Meeting being required; redemption shall lead to a capital reduction; notwithstanding the preceding, the Executive Board may determine that the capital stock will remain unchanged by the redemption and instead, by effecting the redemption, increase the amount of capital stock represented by the remaining shares in accordance with Section 8 (3) AktG; in that case, the Executive Board is authorized to adjust the statement of the number of shares in the Articles of Incorporation; or

bd) to use the treasury shares purchased under the above authorization to service conversion or option rights under bonds issued by the Company or a group company.

The authorizations may be exercised once or several times and separately or collectively.

The shareholder subscription rights relating to the treasury shares are excluded to the extent those shares are sold on the stock exchange or used in accordance with the authorization as set out in lits. ba), bb) or bd) above. To the extent the shares are sold in an offering to all shareholders, the Executive Board may, subject to the consent of the Supervisory Board, exempt the shareholders' subscription rights in respect of fractional shares.

7. Resolution on the approval of the domination and profit transfer agreement with Bilfinger Berger Industrial Services AG

On March 9 / 20, 2007, Bilfinger Berger AG entered into a domination and profit transfer agreement with Bilfinger Berger Industrial Services AG, having its registered office in Munich (hereinafter the Subsidiary).

The key terms of the domination and profit transfer agreement between Bilfinger Berger AG and the Subsidiary are as follows:

- The Subsidiary entrusts Bilfinger Berger AG with the conduct of its business.

- Bilfinger Berger AG is entitled to issue directions to the Executive Board of the Subsidiary with respect to the conduct of its business. This excludes directions from Bilfinger Berger AG to the Subsidiary to amend, maintain, or terminate the agreement.

- During the term of the agreement, the Subsidiary will be obligated to transfer its entire profit to Bilfinger Berger AG in compliance with Section 301 AktG. The profit is deemed to be the profit for the year which would have accrued in accordance with the applicable provisions under German commercial law without the profit transfer taking place, less any loss carried forward from the previous year.

- The Subsidiary is entitled, subject to the consent of Bilfinger Berger AG, to allocate amounts from the profit for the year to revenue reserves [Section 272 (3) of the German Commercial Code (*Handelsgesetzbuch*, HGB)] other than the statutory reserve only to the extent permissible under German commercial law and justified in economic terms on the basis of a reasonable commercial assessment. Other revenue reserves established during the term of this agreement are to be dissolved on the demand of Bilfinger Berger AG and to be used in order to set off a loss for the year or to be transferred as profit. Revenue reserves established before the beginning of this agreement, profit carried forward prior to the commencement of the term of this agreement and capital reserves may not be transferred as profit or used to set off a loss for the year.

- The claim for transfer of profits will arise at the end of the financial year of the Subsidiary. It will become due at the end of each financial year. If and to the extent that an advance dividend could be paid, Bilfinger Berger AG may request that profits are transferred in advance.

- Pursuant to Section 302 (1) AktG in its version current at the respective point of time, Bilfinger Berger AG is obligated vis-à-vis the Subsidiary to compensate any loss for the year that the Subsidiary would otherwise have sustained during the term of the agreement, to the extent that such loss is not offset by withdrawing amounts from the other revenue reserves which were allocated to the other revenue reserves during the term of the agreement. The claim for compensation of loss will arise at the end of the financial year. Section 302 (1), (3) and (4) AktG in its version current at the respective point of time shall also apply in all other respects.

- The domination and profit transfer agreement will take effect upon its registration in the commercial register at the place of the registered office of the Subsidiary. The obligation to transfer profit will for the first time exist with respect to the entire profit of the Subsidiary's financial year during which this agreement takes effect. The obligation to assume losses shall apply for the first time to the entire loss for the Subsidiary's financial year during which this agreement takes effect.

- The agreement is entered into for a fixed term of five years from the beginning of the Subsidiary's financial year during which the obligation to transfer profit applies for the first time. If the five-year period ends during an ongoing financial year of the Subsidiary, for example due to establishment of a short financial year, the agreement shall end when that financial year ends. The agreement shall be extended in each case by one year's time if it is not terminated in writing by one of the parties at the latest three months before its expiration. The time when the letter of termination is received by the respective other party shall indicate compliance with the notice period.

- Furthermore, the right of the parties to terminate the domination and profit transfer agreement for cause (*aus wichtigem Grund*) shall remain unaffected. Such termination for cause will be permitted, in particular, if Bilfinger Berger AG sells or otherwise transfers more than 50 percent of its shareholding to third parties. If a termination is declared in these circumstances, it will take effect upon receipt, but no earlier than upon the relevant share transfer taking effect.

- Should individual provisions of the domination and profit transfer agreement be or become invalid or impracticable, this will not affect the validity of the other provisions of the agreement. The invalid or impracticable provision is to be replaced by a provision that is permissible and comes as close as possible to the economic effect of the invalid or impracticable provision.

Bilfinger Berger AG was at the time of conclusion of the domination and profit transfer agreement, and is (still) at the time of the General Meeting, the sole shareholder in the Subsidiary. For this reason, Bilfinger Berger AG is not required to make any compensation or consideration payments to outside shareholders.

The general meeting of shareholders of the Subsidiary already approved the domination and profit transfer agreement.

The domination and profit transfer agreement will take effect only upon the approval of the General Meeting of Bilfinger Berger AG.

The Executive Board and the Supervisory Board propose to resolve as follows:

The domination and profit transfer agreement dated March 9/20, 2007 between Bilfinger Berger AG and Bilfinger Berger Industrial Services AG is approved.

Note relating to Agenda Item 7:

The following documents are available to the shareholders for inspection at the premises of Bilfinger Berger AG at the Company's registered office in 68165 Mannheim, Carl-Reiss-Platz 1-5, as well as during the General Meeting:

- the domination and profit transfer agreement,

- the annual financial statements and group financial statements of Bilfinger Berger AG and the group for the 2004, 2005 and 2006 financial years, the combined management report of Bilfinger Berger AG and the group for the 2004 financial year, the management reports of Bilfinger Berger AG and the group management reports for the 2005 and 2006 financial years,

- the annual financial statements as well as the management reports of the Subsidiary for the 2004, 2005 and 2006 financial years,

- the joint report of the Executive Board of Bilfinger Berger AG and the Executive Board of the Subsidiary pursuant to Section 293a AktG.

A free copy of these documents will be promptly provided to each shareholder upon request.

8. Resolution on the approval of the domination and profit transfer agreement with Bilfinger Berger Power Services GmbH

On March 14 / 19, 2007, Bilfinger Berger AG entered into a domination and profit transfer agreement with Bilfinger Berger Power Services GmbH, having its registered office in Oberhausen (hereinafter the Subsidiary).

The key terms of the domination and profit transfer agreement between Bilfinger Berger AG and the Subsidiary are as follows:

- The Subsidiary entrusts Bilfinger Berger with the conduct of its business.

- Bilfinger Berger AG is entitled to issue directions to the management of the Subsidiary with respect to the conduct of its business. This excludes directions from Bilfinger Berger AG to the Subsidiary to amend, maintain, or terminate the agreement.

- During the term of the agreement, the Subsidiary will be obligated to transfer its entire profit to Bilfinger Berger AG in compliance with Section 301 AktG. The profit is deemed to be the profit for the year which would have accrued in accordance with the applicable provisions under German commercial law without the profit transfer taking place, less any loss carried forward from the previous year.

- The Subsidiary is entitled, subject to the consent of Bilfinger Berger AG, to allocate amounts from the profit for the year to revenue reserves [Section 272 (3) HGB] only to the extent permissible under German commercial law and justified in economic terms on the basis of a reasonable commercial assessment. Other revenue reserves established during the term of this agreement are to be dissolved on the demand of Bilfinger Berger AG and to be used in order to set off a loss for the year or to be transferred as profit. Revenue reserves established before the beginning of this agreement, profit carried forward prior to the commencement of the term of this agreement and capital reserves may not be transferred as profit or used to set off a loss for the year.

- The claim for transfer of profits will arise at the end of the financial year of the Subsidiary. It will become due at the end of each financial year. If and to the extent that an advance dividend could be paid, Bilfinger Berger AG may request that profits are transferred in advance.

- In accordance with Section 302 (1) AktG in its version current at the respective point of time, Bilfinger Berger AG is obligated vis-à-vis the Subsidiary to compensate any loss for the year that the Subsidiary would otherwise have sustained during the term of the agreement, to the extent that such loss is not offset by withdrawing amounts from the other revenue reserves which were allocated to the other revenue reserves during the term of the agreement. The claim for compensation of loss will arise at the end of the financial year. Section 302 (1), (3) and (4) AktG in its version current at the respective point of time shall also apply *mutatis mutandis* in all other respects.

- The domination and profit transfer agreement will take effect upon its registration in the commercial register at the place of the registered office of the Subsidiary. The obligation to transfer profit will for the first time exist with respect to the entire profit of the Subsidiary's financial year during which this agreement takes effect. The obligation to assume losses shall apply for the first time to the entire loss for the Subsidiary's financial year during which this agreement takes effect.

- The agreement is entered into for a fixed term of five years from the beginning of the Subsidiary's financial year during which the obligation to transfer profit applies for the first time. If the five-year period ends during an ongoing financial year of the Subsidiary, for example due to establishment of a short financial year, the agreement shall end when that financial year ends. The agreement shall be extended in each case by one year's time if it is not terminated in writing by one of the parties at the latest three months before its expiration. The time when the letter of termination is received by the respective other party shall indicate compliance with the notice period.

- Furthermore, the right of the parties to terminate the domination and profit transfer agreement for cause (*aus wichtigem Grund*) shall remain unaffected. Such termination for cause will be permitted, in particular, if Bilfinger Berger AG sells or otherwise transfers more than 50 percent of its shareholding to third parties. If a termination is declared in these circumstances, it will take effect upon receipt, but no earlier than upon the relevant share transfer taking effect.

- Should individual provisions of the domination and profit transfer agreement be or become invalid or impracticable, this will not affect the validity of the other provisions of the agreement. The invalid or impracticable provision is to be replaced by a provision that is permissible and comes as close as possible to the economic effect of the invalid or impracticable provision.

Bilfinger Berger AG was at the time of conclusion of the domination and profit transfer agreement, and is (still) at the time of the General Meeting, the sole shareholder in the Subsidiary. For this reason, Bilfinger Berger AG is not required to make any compensation or consideration payments to outside shareholders.

The general meeting of shareholders of the Subsidiary already approved the domination and profit transfer agreement.

The domination and profit transfer agreement will take effect only upon the approval of the General Meeting.

The Executive Board and the Supervisory Board propose to resolve as follows:

The domination and profit transfer agreement dated March 14 / 19, 2007 between Bilfinger Berger AG and Bilfinger Berger Power Services GmbH is approved.

Note relating to Agenda Item 8:

The following documents are available to the shareholders for inspection at the premises of Bilfinger Berger AG at the Company's registered office in 68165 Mannheim, Carl-Reiss-Platz 1-5, as well as during the General Meeting:

- the domination and profit transfer agreement,
- the annual financial statements and group financial statements of Bilfinger Berger AG and the group for the 2004, 2005 and 2006 financial years, the combined management report of Bilfinger Berger AG and the group for the 2004 financial year, the management reports of Bilfinger Berger AG and the group management reports for the 2005 and 2006 financial years,
- the annual financial statements of the Subsidiary for the 2004 short financial year (January 1, 2004 through September 30, 2004), the 2004 / 2005 financial year (October 1, 2004 through September 30, 2005), the 2005 short financial year (October 1, 2005 through December 31, 2005) and the 2006 financial year (January 1, 2006 through December 31, 2006),
- the joint report of the Executive Board of Bilfinger Berger AG and the management of the Subsidiary pursuant to Section 293a AktG.

A free copy of these documents will be promptly provided to each shareholder upon request.

9. Resolution on the approval of the provision of information to shareholders by remote data transmission and revision of Section 24 of the Articles of Incorporation

Pursuant to Sections 30b (3) no. 1, 46 (3) of the German Securities Trading Act (*Wertpapierhandelsgesetz*, WpHG), incorporated by the Transparency Directive Implementing Act (*Transparenzrichtlinie-Umsetzungsgesetz*) of January 5, 2007 (Act Implementing Directive 2004/109/EC of the European Parliament and of the Council of December 15, 2004 on the harmonisation of transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market and amending Directive 2001/34/EC – BGBl. 2007 part 1 no. 1 p. 10), after December 31, 2007, stock corporations may use remote data transmission to provide information to their shareholders only if, in addition to the individual consent of the respective shareholder and the fulfillment of additional, particularly certain technical, prerequisites, the General Meeting has approved this type of information transmission. To continue to enable the company to use remote data transmission to provide information, a resolution authorizing it is to be adopted. Moreover, for the sake of transparency, the possibility of using remote data transmission to provide information should be included in the Articles of Incorporation.

The Executive Board and the Supervisory Board propose to resolve as follows:

a) The use of remote data transmission to provide information to shareholders of Bilfinger Berger AG is hereby approved pursuant to Section 30b (3) no. 1 lit. a WpHG in the version in accordance with the Transparency Directive Implementation Act of January 5, 2007 (BGBl. 2007 part 1 no. 1 p. 10).

b) The following second paragraph is hereby added to Section 24 of the Articles of Incorporation:

   “The company is entitled within legally admissible limits to use remote data transmission to provide information to its shareholders.”

Report of the Executive Board pursuant to Section 71 (1) no. 8 in conjunction with Section 186 (4) sentence 2 AktG relating to Agenda Item 6:

With respect to Agenda Item 6 for the General Meeting of May 23, 2007, the Executive Board and the Supervisory Board propose that the Executive Board be authorized to purchase treasury shares on behalf of the Company and to either resell these shares or redeem them without a further resolution of the General Meeting being required. Pursuant to Section 71 (1) no. 8 sentence 5 in conjunction with Section 186 (4) sentence 2 AktG, the Executive Board submits this report on the reasons for the exclusion of shareholder subscription rights in connection with the sale of treasury shares, which report, constituting an integral part of the present invitation, will also be available at the General Meeting and, from the day of calling the General Meeting, at the offices of the Company, may be viewed on the Internet at www.bilfingerberger.com and will be sent to each shareholder upon request:

The Executive Board and the Supervisory Board propose that the Executive Board be authorized to purchase treasury shares on behalf of the Company. Under such authorization, the Executive Board may, until November 22, 2008, purchase shares in the Company in a volume corresponding to up to ten percent of the current capital stock. The repurchase may be effected on the stock exchange or by way of a public offer to all shareholders.

If the purchase is effected by way of a purchase offer to all shareholders, the principle of equal treatment (Section 53a AktG) must be complied with, as would be the case in the event of a purchase of the shares on the stock exchange. Should the volume offered at the stipulated price exceed the number of shares the Company seeks to purchase, it should be possible that the acquisition is performed according to the percentage of shares offered for sale (proportion offered). Only where acquisition is performed on the basis of the proportion offered as opposed to the proportion held can the acquisition process be executed along economically sound lines. Moreover, it should be possible for offers pertaining to limited numbers of shares (up to one hundred offered shares per shareholder) to be given preferential treatment. This option serves to avoid small, generally uneconomic, residual amounts and any corresponding disadvantage for minor shareholders. It also serves to simplify the actual execution of the acquisition procedure. Provision should also be made for a rounding rule to be applied according to commercial principles in order to avoid fractional shares. Thus the acquisition ratio and/or the number of shares to be acquired from an individual shareholder exercising a right to offer may be rounded according to commercial principles in such a way as to ensure that only whole shares are acquired. In this context, it is necessary, and, in the opinion of the Executive Board and the Supervisory Board, justified, and reasonable from the shareholders' perspective to exclude any further right to offer.

According to the proposed authorization, treasury shares may be purchased directly by Bilfinger Berger AG or indirectly through dependent group companies of Bilfinger Berger AG within the meaning of Section 17 AktG or through third parties for the account of Bilfinger Berger AG or for the account of dependent group companies of Bilfinger Berger AG within the meaning of Section 17 AktG.

The Executive Board is to be authorized to sell the shares on the stock exchange or to offer the shares to the shareholders for acquisition in connection with an offer for sale, maintaining the shareholder subscription rights. The Executive Board is to be authorized to redeem the treasury shares without a further resolution of the General Meeting being required. In this context, redemption as a matter of principle results in a reduction of the capital stock. However, in that respect the Executive Board is also to be authorized to effect the redemption in accordance with Section 237 (3) no. 3 AktG without any changes to the capital stock. In this case, the amount of capital stock represented by the remaining shares will be increased pursuant to Section 8 (3) AktG.

The Executive Board is to be authorized to sell, subject to the consent of the Supervisory Board, purchased treasury shares which in aggregate account for the lower of ten percent of the capital stock existing at the time the resolution is adopted at the General Meeting of May 23, 2007 or up to ten percent of the capital stock registered at the time the shares are sold, excluding the preemptive rights of shareholders, provided that the shares are sold against payment in cash at a price that is not substantially below the average stock exchange price of the Company's share during the five trading days preceding the final determination of the selling price by the Executive Board, calculated on the basis of the arithmetic mean of the closing auction prices of the Bilfinger Berger share in the XETRA trading system of Deutsche Börse AG (or any successor system). The statutory basis for this exclusion of shareholder subscription rights is Section 71 (1) no. 8 sentence 5 in conjunction with Section 186 (3) sentence 4 AktG. A possible deduction from the applicable stock exchange price will presumably not exceed three percent, but will in any event not exceed five percent, of the stock exchange price. This possibility of excluding shareholder subscription rights is to enable the corporate bodies of the Company to selectively place shares with financial investors in order to ensure, by way of fixing a price that is near market, the highest possible disposal amount and thus the greatest possible strengthening of the equity base. As the Company will thus be able to act more quickly, this will allow a higher inflow of funds to the Company as compared to an offer for sale to all shareholders where the shareholder subscription rights are maintained. It is true that Section 186 (2) sentence 2 AktG now allows the subscription price to be published three days prior to the expiration of the subscription period at the latest. In light of the volatility in the stock markets, however, this still involves a market risk, in particular a price change risk, for several days, which may lead to a deduction of safety margins when the selling price is determined and, therefore, to conditions that are not near market. In addition, if the Company grants subscription rights, it will not be in a position to react quickly to favorable market conditions due to the length of the subscription period. For the stated reasons, the proposed authorization is in the interest of the Company and its shareholders. Since the selling price for the treasury shares to be granted will have to be determined by reference to the stock exchange price and the scope of the authorization is limited, the interests of the shareholders are adequately protected. The shareholders have the option to maintain their participation ratios by purchasing shares on the stock exchange.

It is further proposed that the Executive Board be authorized to offer and transfer the repurchased treasury shares, subject to the consent of the Supervisory Board, to third parties in connection with mergers with other companies or acquisitions of companies, or parts of or equity interests in companies. In this context, the shareholder subscription rights are to be equally excluded. In connection with the acquisition of companies or equity interests, it is becoming increasingly necessary to deliver treasury shares as consideration rather than pay amounts of money. With this authorization, the Company is provided with the flexibility required to exploit opportunities to acquire companies, or parts of or equity interests in companies, and to effect mergers as it enables the Company to use this type of consideration. For this purpose, the Company is to be placed in a position to use purchased treasury shares to fund acquisitions. The proposed exclusion of shareholder subscription rights is necessary for this. If shareholder subscription rights are granted, however, mergers with other companies or acquisitions of companies, or parts of or equity interests in companies, in return for the granting of treasury shares will not be possible, and the associated benefits cannot be generated. Currently, there are no specific plans to exercise this authorization. Should any specific opportunities open up with regard to acquisitions of companies, or parts of or equity interests in companies, the Executive Board will carefully assess whether or not to make use of the authorization to grant treasury shares. The Executive Board will do so only if it arrives at the conclusion that the acquisition of the relevant company or equity interest in return for the granting of Bilfinger Berger shares is in the best interest of the Company. The Supervisory Board will give its required consent to the use of treasury shares for this purpose only if it arrives at the same conclusion. The Executive Board will report on the details in connection with the exercise of the authorization to the General Meeting following any acquisition in return for the granting of shares in Bilfinger Berger AG.

It is furthermore intended that the repurchased shares be available for use in connection with the servicing of conversion or option rights under bonds issued by the Company or a group company, excluding the preemptive rights of shareholders. The transfer of treasury shares for the purpose of servicing conversion and option rights instead of using the conditional capital will in particular help prevent any dilution effects which might otherwise occur to a certain degree.

Finally, to the extent the shares are to be sold through an offer to all shareholders, the Executive Board is to be authorized, subject to the consent of the Supervisory Board, to exempt fractional shares from shareholder subscription rights to treasury shares. The possibility of excluding subscription rights for fractional shares will serve to ensure a technically feasible subscription ratio. The treasury shares that are excluded from shareholder subscription rights as fractional shares will be realized either by way of a sale on the stock exchange or in any other manner as to best further the Company's interest. The potential dilution effect is low due to the limitation to fractional shares.

Having considered all of the above circumstances, the Executive Board and the Supervisory Board consider the exclusion of shareholder subscription rights in the aforementioned cases to be factually justified and reasonable for the shareholders for the stated reasons.

Attendance at the General Meeting

Shareholders are entitled to attend the General Meeting and to exercise their voting rights only if they have registered prior to the General Meeting and furnished evidence of their shareholding to the Company. The registration shall be made in German or English. Evidence of shareholding shall be furnished by way of a receipt issued by the depositary institution in text form in German or English. Such evidence issued by the depositary bank must relate to the beginning of May 2, 2007 (00:00 a.m. Central European Summer Time – CEST). Both the registration and the evidence of shareholding must be received by the Company no later than by the end of the day on May 16, 2007, at the address specified below:

Bilfinger Berger AG
c/o Dresdner Bank AG
OSS SO Hauptversammlungen
Jürgen-Ponto-Platz 1
60301 Frankfurt am Main
Germany
Fax: +49 (0) 69 263-15263
E-mail: tbhvservice@dresdner-bank.com

Admission tickets

Once evidence of shareholding has been received by the Company in sufficient time at the address stated above, admission tickets for the General Meeting will be sent to the shareholders. To ensure that the admission tickets are received in time, we would request that shareholders promptly register and send evidence of their shareholding to the Company.

Voting by proxy

Shareholders may exercise their voting rights at the General Meeting also through a proxy, for example their depositary bank, a shareholders' association or another person of their choice. If the authorization is not given to a financial institution or shareholders' association or an equivalent institution or person pursuant to Section 135 AktG, the proxy must be granted in writing.

We offer our shareholders the option to authorize proxies designated by the Company and bound by instructions even prior to the General Meeting. Shareholders wishing to authorize the proxies designated by the Company will require an admission ticket for the General Meeting to do so. To ensure that admission tickets are received in time, the application and evidence of shareholding should be sent as early as possible. The proxies designated by the Company will in any event require instructions in order to exercise the voting right. If no such instructions are given, they will not exercise their authorization. The proxies designated by the Company are obligated to vote in accordance with the instructions given to them. Shareholders will receive the necessary documents and information together with their admission tickets.

Authorizations and instructions for the proxies of the Company must be received by the Company by May 21, 2007, failing which they will not be taken into account.

The annual financial statements, the group financial statements, the management report of Bilfinger Berger AG and the group management report, the report of the Supervisory Board relating to the 2006 financial year, the proposal by the Executive Board for the use of unappropriated retained earnings and the report of the Executive Board relating to Agenda Item 6, which is set out therein in full, are available to our shareholders for inspection at our offices and during the General Meeting. A free copy of these documents will be provided to each shareholder upon request.

The full agenda, which was published in the electronic German Federal Gazette on April 10, 2007, as well as further documents are available for download on the internet at www.bilfingerberger.com

Counter-motions

Should you wish to submit any counter-motions regarding the proposals of the Executive Board and the Supervisory Board on any specific agenda item, or any proposals regarding the appointment of the auditors of the financial statements, please address these exclusively to:

Bilfinger Berger AG
Carl-Reiss-Platz 1-5
68165 Mannheim
Germany
Fax +49 (0) 621 459-2221.

Any motions and appointment proposals sent to other addresses will not be made accessible pursuant to Sections 126, 127 AktG. We will publish all shareholder motions and appointment proposals that are required to be made accessible, provided they are received at least two weeks prior to the date of the General Meeting at the address specified above, as well as possible comments by the corporate bodies of the Company, if any, on the Internet at www.bilfingerberger.com.

Total number of shares and voting rights

The total number of issued shares of Bilfinger Berger AG, each of which carries one voting right, is 37,196,102 at the time the General Meeting is convened [information according to Section 30b (1) no. 1 WpHG].

Mannheim, April 2007

Bilfinger Berger AG
The Executive Board

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www.bilfingerberger.com

Chairman of the Supervisory Board
Bernhard Walter

Executive Board
Herbert Bodner, Chairman
Dr. Joachim Ott
Kenneth D. Reid
Prof. Hans Helmut Schetter
Dr. Jürgen M. Schneider

Corporate Headquarters and Registered Office
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