

**Annual General Meeting of Bilfinger Berger AG
in Mannheim on Wednesday, May 21, 2008, 10:00 a.m.**

**Speech by Herbert Bodner,
Chairman of the Executive Board**

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Please check against delivery.

Ladies and Gentlemen,

I would like to welcome you to today's Annual General Meeting on behalf of the entire Executive Board.

We have positive things to report to you about the year 2007: Bilfinger Berger continued along its growth path, the key figures reached new record levels. And once again, our earnings grew faster than our output volume in the previous financial year.

As an international construction and services Group, Bilfinger Berger offers its customers comprehensive solutions in the fields of real estate, industrial plants and infrastructure. We are well positioned in each of our four business segments.

(Photograph: Route des Tamarins, La Réunion)

In the **Civil** business segment, our strengths are in technology and in project management. We are leaders in the core technologies of tunneling, bridge building, road construction, foundation engineering, hydrology and environmental technology.

(Photograph: Lufthansa Training Center, Seeheim-Jugenheim)

In the **Building and Industrial** business segment, we primarily supply private-sector clients with a comprehensive package of real-estate services – ranging from consulting, design and turnkey construction to development, financing, maintenance and operation.

(Photograph: Ormen Lange gas-processing facility at Nyhamna, Norway)

Our **Services** business segment consists of three divisions: The Industrial Services division provides a full range of services for the repair, maintenance and modernization of production facilities. Power Services is responsible for the repair and

maintenance of power plants as well as boosting their efficiency and lifetimes and supplying and installing components. Facility Services focuses on the maintenance and operation of complex buildings as well as on portfolio and asset management for entire real-estate portfolios.

(Photograph: Kicking Horse Canyon, Canada)

In the **Concessions** business segment, we concentrate on social and transport infrastructure. The broad spectrum of expertise at Bilfinger Berger, covering the financing, design, pricing, management and execution of projects through to operation and maintenance, gives us a decisive competitive advantage. We are active solely in markets where conditions are stable. In addition to selected European countries, this means especially Australia and North America.

(Chart: Synergies at the Group)

Synergies within the Bilfinger Berger Multi Service Group are an important key to our success: The strong international reach of our civil-engineering business is reflected by an efficient divisional organization. This allows us to deploy our advanced expertise in all markets without having to maintain special operations in all countries. For example, a number of our project

successes in Australia would not have been possible without the intensive cooperation between our units there and Bilfinger Berger Tunneling.

Another factor is that our concession and construction expertise ideally complement each other – this is an important strategic advantage in the competition for major infrastructure projects. Our successes in the Concessions segment are based on cooperation between our construction units; and at the same time, many interesting civil-engineering tasks would have been beyond our reach without the Concessions business segment. Building construction and concessions activities are also interlinked in many ways. We make targeted use of these synergies to expand our involvement in public-private partnerships. In addition, building construction and the facility-services business are an ideal combination enabling us to offer a full range of services on all aspects of buildings.

Furthermore, services and construction units have joint access to customer relations, allowing the full utilization of our cross-selling opportunities. This applies in particular to clients in the chemical and petrochemical industry and to the energy sector.

I will now turn to the key figures for the year 2007.

(Chart: Output volume, orders received, order backlog 2006-2007)

Output volume grew by 16 percent to 9.2 billion euros. 67 percent of output volume was generated in international markets, 16 percent was accounted for by the domestic construction business, and 17 percent came from our services activities in Germany.

Orders received increased by 13 percent to 11.3 billion euros. This was primarily due to the strong growth of the Services business segment as well as major projects in the construction business.

Order backlog increased by 23 percent to 10.8 billion euros, surpassing the 10 billion euro mark for the first time.

(Chart: Net profit 2006-2007)

As mentioned, we increased our earnings at a faster rate than output volume once again last year.

- EBITA rose by 34 percent to 242 million euros.

- Earnings before taxes grew by 32 percent to 228 million euros. The Group's tax rate was 37 percent, equivalent to the prior-year rate after adjusting for special items.
- After deducting the profit attributable to minority interest, the Group's net profit amounted to 134 million euros; this represents an increase of 46 percent compared with the prior year.

(Chart: Dividend 2006-2007)

In view of the increased net profit, we recommend the distribution of a dividend of 1 euro and 80 cents per share, an increase of 44 percent over the previous year. This represents 50 percent of our earnings per share. As a result of the share buyback, this would leave an amount of 3.4 million euros out of the unappropriated retained earnings, which will be carried forward to new account.

(Chart: Value added at the Group 2006-2007)

The good development of business is also reflected by our value added, which increased to 126 million euros from 80

million euros in the prior year. The Group's return on capital employed (ROCE) rose from 16.3 to 18.7 percent, and was thus well above the cost of capital of 10.5 percent once again in 2007.

(Chart: Consolidated balance sheet, assets 2006-2007)

Let's turn to the consolidated balance sheet: Compared with the end of 2006, the balance sheet total increased by 1 billion euros to 6.1 billion euros. This is a result of the Group's expansion, especially the growth of the Concessions business segment.

On the assets side, this growth is reflected primarily by our non-current assets. Receivables from concession projects and other non-current assets in this business segment increased by approximately 600 million euros.

Current assets rose by 300 million euros, mainly due to the higher volume of business and the reclassification of office buildings with a book value of 96 million euros.

Cash and marketable securities remained at an unchanged high level of 800 million euros at the end of the year, despite lively investment activity.

(Chart: Consolidated balance sheet, equity and liabilities 2006-2007)

On the other side of the balance sheet, non-recourse debt, for which the Group is not liable, increased by a good 500 million euros to nearly 1.4 billion euros. Financial debt excluding project debt on a non-recourse basis was reduced to 111 million euros.

The equity ratio amounted to 21 percent. Excluding non-recourse credit, which is not taken into consideration for an assessment of creditworthiness, the equity ratio amounted to 28 percent, the same as a year earlier.

(Chart: Cash flow statement 2006-2007)

Thanks to the good earnings and unusually high advance payments received, cash flow from operating activities increased from 207 million euros to 325 million euros. Free cash flow of amounted to 152 million euros after the previous year's figure was affected by very high cash inflows from the disposal of financial investments.

In the first quarter of 2008, Bilfinger Berger continued the successful development of the previous year.

(Chart: Output volume, orders received and order backlog Q1 2007 – Q1 2008)

We increased our output volume by 12 percent to 2.2 billion euros, while the order backlog grew by 17 percent as compared to the same period in the previous year to 10.8 billion euros.

(Chart: Net profit Q1 2007 – Q1 2008)

EBITA increased from 16 million euros to 40 million euros. This includes profit of 9 million euros from the previously reported sale of office buildings used by Bilfinger Berger to a real-estate investment trust. Earnings before taxes increased to 38 million euros. Net profit after taxes and minority interests increased from 7 million euros to 31 million euros, whereby the sale of real estate led to a positive tax effect of 7 million euros.

(Chart: Relative share-price performance January 2007 – May 2008)

Despite the positive business development, our share price did not remain unaffected by the turbulence on the stock markets. After Bilfinger Berger's share price showed a rather below-average development until January 2008 – without any underlying business-related reasons – interest in our shares increased again following the publication of the preliminary results for the year 2007. Additional impetus came from the announcement of the new acquisitions and the start of the share buyback program. At present, our shares are listed at 12 percent above their price at the end of 2007.

The share buyback program in a volume of 100 million euros that started on February 19, 2008 has now been completed according to plan. By April 29, on the basis of the authorization granted at last year's Annual General Meeting, we bought back a total of 1,884,000 shares at an average price of 53 euros and 7 cents per share, thus making use of the low price level. The repurchased shares represent 5,652,000 euros or 5.065 percent of Bilfinger Berger's share capital. As we plan to maintain unrestricted financial flexibility, we do not currently intend to cancel the shares. All possible applications permitted by the authorization of the Annual General Meeting will be considered.

We would also like to maintain the option of utilizing available liquidity to buy back more shares in the future and therefore request that you renew the authorization to acquire the Company's own shares under Item 9 of the Agenda. However, investing in the Group's further development continues to take priority concerning the application of available funds.

Let me now turn to the most important developments in our business segments.

(Chart: Civil business segment: strong demand in all markets)

In the Civil business segment, technical expertise and the ability to successfully implement major infrastructure projects are the foundation of our success. In this segment, we focus on the regions in which we have a strong market position. The segment generates an unchanged high proportion of its business in markets outside Germany: 80 percent in 2007.

Our biggest market is Australia, where we succeeded in gaining several new major orders. In Brisbane for example, which is currently the focus of our civil-engineering activities in Australia,

we are involved in two large transport projects with a total volume of more than 2 billion euros.

Demand is increasing in the German market, although it is still the case that too little is being invested in the maintenance and expansion of our transport infrastructure. The business segment's most interesting new order in Germany is for a new urban railway line in Düsseldorf in an amount of 300 million euros.

In the rest of Europe, investment in the transport infrastructure is generally at a good level. In Sweden, we received an order for the tunneling work for the northern bypass road around Stockholm; in France, we are carrying out extensive excavation and civil-engineering work for the expansion of the TGV high-speed train network. In Poland we are seeing a clear increase in demand for road construction.

Our biggest order in the Persian Gulf, the Barwa City project in Qatar, has now been started successfully. A new residential district for 20,000 people is being built in Doha with a project volume of 1 billion euros.

(Chart: key figures for the Civil business segment 2006-2007)

Output volume in the Civil business segment grew by 23 percent to 3.6 billion euros last year, while EBITA increased by 35 percent to 58 million euros. Orders received and order backlog were both at high levels.

(Chart: key figures for the Civil business segment Q1 2007-Q1 2008)

In the first three months of this year, output volume continued to grow as planned. In view of the high utilization of our capacities, we have adopted a conservative approach to taking on new projects. Adjusted for exchange-rate effects, orders received were of the same magnitude as output volume. EBITA was improved to 2 million euros and was for the first time positive in the traditionally weak first quarter.

A few days ago we received the order to build the core section of the new tram line in Edinburgh and to ensure that it is fully operational at the end of the contract period. The order, which we are carrying out in a leading role together with Siemens, has

a volume of 350 million euros, our share amounts to 190 million euros.

We anticipate the continuation of the good demand situation in all of the Civil business segment's markets and plan for further growth in output volume and earnings in 2008.

(Chart: Building and Industrial business segment: a selective approach to growing demand)

Our Building and Industrial business segment developed very positively last year, especially in Australia. The situation of strong demand continued and the quality of earnings rose further.

Demand for commercial and public-sector construction recovered faster than originally expected in Germany in 2007. This led to severe bottlenecks for material supplies and subcontractor services and thus to substantial cost increases in the market. Our German Building division only broke even, but performed well compared with the average for the sector.

(Chart: Key figures for the Building and Industrial business segment 2006-2007)

Due to our policy of strict order selection, the segment's output volume of nearly 2 billion euros was slightly below the level of the prior year, as planned. However, EBITA increased by 9 percent to 24 million euros.

(Chart: Key figures for the Building and Industrial business segment Q1 2007 - Q1 2008)

In the first quarter of this year, output volume was at a similar level to the prior-year quarter. EBITA amounted to minus 2 million euros, the same as in Q1 2007.

Overall, we anticipate a continuation of the positive development in the Building and Industrial business segment. In Australia, we have a high-quality order backlog. In Germany, our business continues to benefit from the growing number of public-private-partnership projects. Demand for commercial construction also continues to rise. However, the burden of cost increases for materials and subcontractor services is continuing as well, so we only anticipate breakeven for the German Building division, as in the prior year. In the segment overall, we plan for an output volume at the prior-year level in 2008, but with rising earnings.

We today request your approval for the spin-off of the business segments Civil and Building and Industrial from Bilfinger Berger AG and into legally independent companies. Most of the Group's output volume is already being generated by subsidiaries, so this spin-off will create a homogeneous Group structure in which all of the operating business is carried out by subgroups. The former units of Bilfinger Berger AG will assume more responsibility, but will receive greater independence and a stronger external profile. I assure you, however, that the Executive Board will maintain its close contacts with the operating business.

It is planned to establish the two new subsidiaries of the Group under the names of Bilfinger Berger Hochbau GmbH and Bilfinger Berger Ingenieurbau GmbH. The companies will be 100 percent subsidiaries of Bilfinger Berger AG. Their operations will continue to be part of the Group's core business.

Domination and profit transfer agreements are to be concluded between Bilfinger Berger AG and each of the two new companies. This will ensure close management by Bilfinger Berger AG and will also result in advantageous organic units for tax purposes. Under Items of the Agenda 8c and 8d, we request

your approval for these two corporate agreements, which have the usual content for this type of arrangement.

Following my comments, my colleague Dr. Schneider will give you more detailed information on the spin-off of our construction units.

(Chart: Services business segment: a very good year)

We successfully continued the expansion of our services business last year. Once again, the Services business segment exceeded our expectations.

- Our Industrial Services division enjoyed another impressive year of expansion in 2007 – both organic growth and through acquisitions: in Germany we strengthened the division's engineering know-how with the takeover of Peters, an engineering company. Our activities in the United Kingdom have been expanded with the acquisition of O'Hare. With the recent takeover of the industrial services of Norsk Hydro, we have succeeded in gaining a leading position in this market also in Scandinavia. And finally, with the acquisition of iPower Solutions and Clough Engineering, we have added to our portfolio in the Australian services business.

- Our Power Services division also grew and recorded high levels of orders received. The demand for energy continued to rise in its most important markets: Germany, the rest of Europe, the Gulf region and South Africa. Our clients are investing in new power plants as well as in the rehabilitation of existing plants in order to raise power output and to fulfill increasingly strict environmental requirements.
- Our Facility Services division also increased its output volume again in 2007 and strengthened its position in the German market. Our existing customer base in the services sector is increasingly being supplemented with industrial customers, for whom we maintain office and factory buildings – for BMW in Leipzig for example, or for automotive supplier ZF in Saarbrücken. Growth opportunities are also arising through the increasing involvement of foreign real-estate investment funds in Germany. We anticipate rising demand also in the healthcare sector due to the pressure to reduce costs.

(Chart: Key figures for the Services business segment 2006-2007)

The output volume of the Services business segment increased by 25 percent to reach 3.6 billion euros last year; EBITA rose by 46 percent and to reach 180 million euros.

(Chart: Key figures for the Services business segment Q1 2007 - Q1 2008)

In the first quarter of this year, the Services business segment continued along its growth path: output volume, orders received and order backlog were all significantly higher than in the same period of last year. EBITA increased from 24 million euros to 36 million euros.

We will further expand our services business this year, both organically and through acquisitions. For full-year 2008, we expect renewed growth in output volume and an increased EBITA.

(Chart: Concessions business segment: continuation of portfolio expansion)

With our concession projects, we reached financial close for new projects in 2007 in which we will make equity investments of 24 million euros: In Canada, we took over the design,

financing, construction and operation of a section of the Calgary ring road. In Scotland, we are carrying out two projects in the field of education – six new school complexes are being built in the Scottish Borders area and in the county of Clackmannanshire.

(Chart: Key figures for the Concessions business segment 2006-2007)

At the end of last year, our concessions portfolio comprised 18 projects and committed equity amounted to 161 million euros. Of that total, 71 million euros had been paid into project companies. Due to the projects' early stage of maturation and high bidding costs, EBITA was slightly negative at minus 2 million euros. The portfolio's net present value – which is the real measure of success for this business – continued to grow. With a conservative discount rate of 10.1 percent on future cash flows, it amounted to 119 million euros at the end of the year. If lower rates are applied, the present value increases accordingly.

(Chart: Key figures for the Concessions business segment Q1 2007 - Q1 2008)

In the first quarter of 2008, we succeeded in expanding our German concessions business with the addition of the healthcare sector. In Kiel, a project company in which Bilfinger Berger and Siemens each hold a fifty-percent stake will design, finance and construct a particle-therapy center and then operate it for a period of 25 years. With a total investment volume of 250 million euros, this is the biggest public-private-partnership project in the German healthcare sector. Our equity commitment amounts to 10 million euros. The project company will receive a fixed fee for maintaining the availability of the cancer-therapy center.

Our concessions portfolio thus comprised 19 projects at the end of March. The total equity commitment amounted to 172 million euros, of which 71 million euros had been paid into project companies. As a result of our intensive bidding activities, first-quarter EBITA was minus 1 million euros.

In May, we took over another concession project in Northern Ireland involving the construction and rehabilitation of four schools. In Canada, where Bilfinger Berger already has a strong market position for privately financed transport projects, we have been selected for the first time as preferred bidder for a project in the field of public-sector building construction, and are

to design, finance, construct and operate two new healthcare centers in the province of British Columbia.

Market opportunities in the area of PPP are as good as ever. We will continuously expand our business by acquiring new projects. In the operating phase, our projects generate stable cash flows and attractive returns on equity. The portfolio's advancing maturation will lead to a continuous increase in its market value in the coming years.

Bilfinger Berger's interests can only be protected in the long term through responsible action from all employees. A comprehensive value-management system is therefore a matter of course in our company. It is binding for all employees in Germany and abroad. We counteract bribery, corruption, bid rigging and illegal employment. We continually ensure that our employees are aware of these principles. Infringements, which can never be entirely ruled out in a large group of companies, are effectively investigated and sanctioned by us. In order to ease the reporting of suspicious occurrences, internal ombudsmen and a neutral external ombudsman are available as contact persons.

Bilfinger Berger and its employees fulfill their social responsibility also in the field of sustainability. We make a genuinely positive contribution by optimizing the entire lifecycles of buildings, industrial plants and power plants. The lifecycle-consideration of buildings and plants serve as a concrete basis for us to develop products and services that conserve resources and are environmentally compatible in all areas of our business. By means of targeted research and development work, we learn more about how to sustainably improve projects beyond their lifecycles. With this expertise and the application of innovative technologies, we not only set benchmarks for sustainability in our markets, but we also secure the Group's future viability.

Let me now summarize the key points of our strategic focus.

(Chart: Outlook)

- In future, we will continue to **expand the services business**, which has gradually changed the public image of the Bilfinger Berger Group and its profitability.

The energy and chemicals industries, which are so important to us, are among the sectors with the strongest growth in Europe. The Australian industrial sector will

continue to enjoy solid growth due to the strong global demand for raw materials. The increasing activities of international investors in the German real-estate market is promoting the outsourcing of services to external partners.

So our services business will continue to enjoy dynamic growth, both organic and through acquisitions.

- We will continue our **involvement in high-margin concession projects** and steadily expand this business.

Our bidding activities will continue to focus on the sectors and regions I have mentioned. Our project portfolio is becoming more attractive and more valuable every year.

- And we will **further improve the profitability of our construction business.**

One thing has not changed: In the areas of construction, our focus is not on volume growth, but on margins. We place top priority on risk management and the quality of the orders we accept.

Already today Bilfinger Berger is a Group that has greatly reduced its former dependence on economic cycles and fluctuating earnings contributions. We will consistently move forward with this development in the future.

Our financial targets for the year 2008 are well known: We intend to further expand our output volume and, in particular, earnings. Return on capital employed will be well above the cost of capital once again in this year.

On behalf of the Executive Board, I would like to thank you for your trust. We would be delighted if you continue to accompany Bilfinger Berger on its long-term development path in the future.