

Invitation to the Annual General Meeting 2011

The Multi Service Group.



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, 68161 Mannheim, on

Tuesday, May 31, 2011, 10:00 hrs
(Central European Summer Time (CEST))

Agenda

- 1. Presentation of the adopted annual financial statements, the approved group financial statements, the management reports of Bilfinger Berger SE (formerly Bilfinger Berger AG) and of the group, the report of the Supervisory Board for the 2010 fiscal year and the explanatory notes of the Executive Board relating to the information provided pursuant to Sections 289 (4) and (5) and 315 (4) of the German Commercial Code (*Handelsgesetzbuch*, HGB)¹**

¹ The provisions governing stock corporations having their registered office in Germany, in particular those of the German Commercial Code and the German Stock Corporation Act, will apply to Bilfinger Berger SE by virtue of the rules governing applicable law pursuant to Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (the SE Regulation), unless otherwise required by more specific provisions of the SE Regulation.

In addition to its explanatory notes relating to the information provided pursuant to Sections 289 (4) and (5) and 315 (4) HGB, the Executive Board will make the following documents available to the General Meeting pursuant to Section 176 (1) sentence 1 of the German Stock Corporation Act (*Aktiengesetz, AktG*):

- the adopted annual financial statements of Bilfinger Berger SE (formerly Bilfinger Berger AG) as of December 31, 2010,
- the management report,
- the approved group financial statements as of December 31, 2010,
- the group management report,
- the report of the Supervisory Board and
- the proposal by the Executive Board for the use of unappropriated retained earnings.

These documents are available on the internet at:

<http://www.bilfinger.com/en/annual-general-meeting>

and will also be available for inspection during the General Meeting.

The Supervisory Board approved the annual financial statements prepared by the Executive Board and the group financial statements in accordance with Section 172 AktG on March 21, 2011 and has thus adopted the annual financial statements. It is therefore not necessary for the General Meeting to adopt the annual financial statements or approve the group financial statements in accordance with Section 173 AktG. Instead, the annual financial statements, the management report, the group financial statements, the group management report, the report of the Supervisory Board and the explanatory notes of the Executive Board relating to the information provided pursuant to Sections 289 (4) and (5) and 315 (4) HGB must be made available to the General Meeting, without a resolution being required under the AktG.

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 2010 fiscal year, amounting to EUR 115,060,317.50, will be used as follows:

Distribution of a dividend in the amount of EUR 2.50

per no-par value share carrying dividend rights	EUR 110,350,317.50
Carryforward of the residual amount to the next fiscal year	EUR 4,710,000.00
<hr/> Unappropriated retained earnings	<hr/> EUR 115,060,317.50

The proposal concerning the use of unappropriated retained earnings is based on the capital stock carrying dividend rights which as at February 24, 2011 (the date of preparation of the annual financial statements) amounted to EUR 132,420,381.00 divided into 44,140,127 no-par value shares. Until such time as the resolution concerning the use of unappropriated retained earnings is adopted, the number of shares carrying dividend rights may change as a result of a change in the number of treasury shares. In such event, the Executive Board and the Supervisory Board will submit an adjusted resolution proposal concerning the use of unappropriated retained earnings to the General Meeting, which will, however, also provide for a distribution of EUR 2.50 per no-par value share carrying dividend rights. The adjustment will be performed as follows: If the number of shares carrying dividend rights – and thus the total dividend amount – increases, the amount carried forward to the next fiscal year will be reduced accordingly. If the number of shares carrying dividend rights – and thus the total dividend amount – decreases, the amount carried forward will be increased accordingly.

3. Resolution on the formal approval of the acts of the Executive Board of Bilfinger Berger AG and Bilfinger Berger SE with respect to the 2010 fiscal year

The Supervisory Board and the Executive Board propose that formal approval of their acts be granted to the members of the Executive Board of Bilfinger Berger AG and Bilfinger Berger SE who were in office during the 2010 fiscal year with respect to that period.

4. Resolution on the formal approval of the acts of the Supervisory Board of Bilfinger Berger AG and Bilfinger Berger SE with respect to the 2010 fiscal year

The Executive Board and the Supervisory Board propose that formal approval of their acts be granted to the members of the Supervisory Board of Bilfinger Berger AG and Bilfinger Berger SE who were in office during the 2010 fiscal year with respect to that period.

5. Resolution on the approval of the Executive Board remuneration system

The German Act on the Appropriateness of Executive Board Remuneration (*Gesetz zur Angemessenheit der Vorstandsvergütung*, VorstAG), which came into force on August 1, 2009, has opened up the possibility for the General Meeting to resolve on the approval of the system for the remuneration of Executive Board members. The Company intends to make use of this possibility. The approval relates to the new system for the remuneration of Executive Board members that has been in place since January 1, 2011 and applies to all Executive Board members.

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

The General Meeting approves the new system for the remuneration of Executive Board members that has been in place since January 1, 2011 and applies to all Executive Board members.

The new system for the remuneration of Executive Board members that has been in place since January 1, 2011 and applies to all Executive Board members is set out in the Annual Report 2010 on page 32 under the heading 'New remuneration system as of January 1, 2011'. The Annual Report is available on the internet at

<http://www.bilfinger.com/gb2010/en/Home>

and will also be laid out at the General Meeting.

6. Resolution on the remuneration of the first Supervisory Board of Bilfinger Berger SE

The term of office of all members of the first Supervisory Board of Bilfinger Berger SE ends at the close of the General Meeting of May 31, 2011. Pursuant to Section 113 (2) AktG, the remuneration due to the members of the first Supervisory Board may only be granted by the General Meeting. The relevant resolution may be passed no earlier than at the General Meeting resolving on the formal approval of the acts of the members of the first Supervisory Board. For serving on the Supervisory Board, the members of the first Supervisory Board are to receive a remuneration amount calculated pro rata temporis reflecting the provisions of Article 16 of the Articles of Incorporation. For the period after May 31, 2011, the remuneration of the members of the Supervisory Board of Bilfinger Berger SE will be as stipulated in Article 16 of the Articles of Incorporation.

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

- a) In addition to the reimbursement of expenses, the members of the first Supervisory Board of Bilfinger Berger SE are to be paid a fixed remuneration for the 2010 fiscal year calculated pro rata temporis for the period from October 8, 2010 to December 31, 2010 and a fixed remuneration for the 2011 fiscal year calculated pro rata temporis for the period from January 1, 2011 to May 31, 2011, with a remuneration amount of EUR 70,000.00 for a full fiscal year being used as the basis for calculation. The Chairman of the first Supervisory Board is to be paid two-and-a-half times this amount, the Deputy Chairman of the first Supervisory Board and the Chairmen of the committees of the first Supervisory Board of Bilfinger Berger SE, with the exception of the Nomination Committee, are to be paid twice this amount, and the members of the committees of the first Supervisory Board of Bilfinger Berger SE, with the exception of the Nomination Committee, are to be paid one-and-a-half times this amount. If a member of the first Supervisory Board exercises several of the aforementioned functions, he or she will be entitled to only one of these remuneration amounts, i.e. whichever is highest.
- b) In addition, the members of the first Supervisory Board of Bilfinger Berger SE also receive an attendance fee of EUR 500.00 for every meeting of the first Supervisory Board of Bilfinger Berger SE or its committees which they attend.
- c) Remuneration is to be paid after the General Meeting of May 31, 2011.

7. Appointment of the auditors of the financial statements and group financial statements for the 2011 fiscal year as well as of the auditors to be commissioned to review the abridged financial statements and the interim management report prepared in accordance with Sections 37w (5) and 37y no. 2 of the German Securities Trading Act (*Wertpapierhandelsgesetz, WpHG*)

Following a recommendation by the Audit Committee, the Supervisory Board proposes to resolve as follows:

- a) Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Mannheim, are appointed as auditors of the financial statements and group financial statements for the 2011 fiscal year.
- b) Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Mannheim, are also appointed to review the abridged financial statements and interim management report prepared in accordance with Sections 37w (5) and 37y no. 2 WpHG in the 2011 fiscal year.

8. Elections to the Supervisory Board

The term of office of all members of the first Supervisory Board of Bilfinger Berger SE ends at the close of the General Meeting of May 31, 2011, which means that new members must be appointed to the Supervisory Board.

Pursuant to Article 40 (2) and (3) SE Regulation, Section 17 of the German SE Implementation Act (*SE-Ausführungsgesetz, SEAG*), Section 21 (3) of the German Act on Employee Involvement in European Companies (*SE-Beteiligungsgesetz, SEBG*), Part C: Employee Participation on the Supervisory Board (*Mitbestimmung im Aufsichtsrat*), Clauses 19 and 21 of the Agreement on Employee Participation at Bilfinger Berger SE of July 15, 2010 (the

Employee Participation Agreement), Article 11 of the Articles of Incorporation of Bilfinger Berger SE, the Supervisory Board is composed of twelve members, namely six shareholder representatives and six employee representatives. The shareholder representatives are appointed by the General Meeting. The General Meeting is not bound by nominations. The six employee representatives will be appointed by the SE works council in accordance with the procedure stipulated in the Employee Participation Agreement.

Based on the recommendations put forward by the Nomination Committee, the Supervisory Board proposes to elect the following individuals to the Supervisory Board as shareholder representatives (with the elections to be conducted separately):

- a) Dr rer. nat. John Feldmann,
Ludwigshafen am Rhein,
until May 6, 2011 member of the Executive Board
of BASF SE, Ludwigshafen am Rhein
(sector: chemicals),

- b) Ms Lone Fønss Schrøder,
Hornbaek/Denmark,
non-executive member of the boards of several
foreign commercial enterprises (see below)
(sectors: oil & gas, banking, automotive, electricity),

- c) Mr Thomas Pleines,
Munich,
former member of the Executive Board
of Allianz Deutschland AG
and former chairman of the Executive Board
of Allianz Versicherungs AG, Munich
(sector: insurance),

- d) Mr Udo Stark,
Munich,
former chairman of the Executive Board
of MTU Aero Engines Holding AG, Munich
(sector: engine manufacturing),
- e) Prof. Dr Klaus Trützscher,
Essen,
member of the Executive Board
of Franz Haniel & Cie. GmbH, Duisburg
(sector: trade/services),
- f) Dr h.c. Bernhard Walter,
Bad Homburg,
former chairman of the Executive Board
of Dresdner Bank AG, Frankfurt am Main
(sector: banking),

in each case subject to the proviso that the Supervisory Board members shall be elected, in accordance with Article 12 paragraph 1 of the Articles of Incorporation, for the period ending at the close of the General Meeting that passes a resolution on the formal approval of the acts of the members of the Supervisory Board in the fourth fiscal year after their term of office commenced (with the fiscal year in which the term of office commences not counting towards this period), but in any event for no more than six years.

In addition, the Supervisory Board proposes to elect

- g) Dr jur. Peter Thomsen,
Weinheim,
self-employed lawyer in Heidelberg,

as a substitute member for all the members elected under lits. a) to f), subject to the following conditions: (1) that he shall become a member of the Supervisory Board if any of the members elected under lits. a) to f)

ceases to hold office prior to the expiration of his term of office, (2) that he will re-occupy his position as substitute member for the then remaining members elected under lits. a) to f) as soon as the General Meeting undertakes a new election for the Supervisory Board member who ceased to hold office prior to the expiration of his term of office and whom the substitute member replaced, (3) that should more than one of the Supervisory Board members elected under lits. a) to f) cease to hold office simultaneously prior to the expiration of their term of office, these members shall be replaced in the order stated under lits. a) to f), and (4) that should he join the Supervisory Board as a member, his term of office as Supervisory Board member will be limited to the period ending at the close of the General Meeting in which new elections are being held.

Of the candidates for the Supervisory Board, in particular Mr Udo Stark and Prof. Dr Klaus Trützschler are experts in the field of accounting and the auditing of financial statements and have specific expertise in the use of internal controlling processes as required under Section 100 (5) AktG.

Information pursuant to Section 125 (1) sentence 5 AktG on the individuals nominated as election candidates for the Supervisory Board:

a) Dr rer. nat. John Feldmann

Memberships of other statutory supervisory boards:
BASF Coatings AG, Münster*,
Cognis GmbH, Monheim (chairman)*

Memberships of comparable supervisory bodies of commercial enterprises in Germany and abroad:
COFACE Holding AG, Mainz
(member of the advisory board)

b) **Ms Lone Fønss Schrøder**

Memberships of other statutory supervisory boards:
none

Memberships of comparable supervisory bodies of
commercial enterprises in Germany and abroad:

AKER ASA, Oslo/Norway

(vice chairman of the board of directors),

AKER Solutions ASA, Lysaker/Norway

(member of the board of directors),

NKT Holding AS, Brøndby/Denmark

(member of the board of directors),

Svenska Handelsbanken AB, Stockholm/Sweden

(member of the board of directors),

Vattenfall AB, Stockholm/Sweden

(member of the board of directors),

Volvo Personvagnar AB, Göteborg/Sweden

(member of the board of directors)

c) **Mr Thomas Pleines**

Memberships of other statutory supervisory boards:
DEKRA SE, Stuttgart

Memberships of comparable supervisory bodies of
commercial enterprises in Germany and abroad:

Südvers Holding GmbH & Co. KG, Freiburg

(chairman of the supervisory board)

d) **Mr Udo Stark**

Memberships of other statutory supervisory boards:
MTU Aero Engines Holding AG, Munich

MTU Aero Engines GmbH, Munich

Memberships of comparable supervisory bodies of
commercial enterprises in Germany and abroad:

none

e) **Prof. Dr Klaus Trützscher**

Memberships of other statutory supervisory boards:
Celesio AG, Stuttgart*,
TAKKT AG, Stuttgart (chairman)*,
Zwiesel Kristallglas AG, Zwiesel (chairman),
Wuppermann AG, Leverkusen (chairman)

Memberships of comparable supervisory bodies of
commercial enterprises in Germany and abroad:
Wilh. Wehrhahn KG, Neuss
(member of the administrative board)

f) **Dr h. c. Bernhard Walter**

Memberships of other statutory supervisory boards:
Daimler AG, Stuttgart,
Deutsche Telekom AG, Bonn,
Henkel AG & Co. KGaA, Düsseldorf

Memberships of comparable supervisory bodies of
commercial enterprises in Germany and abroad:
none

Individual proposed by the Supervisory Board as substitute member:

g) **Dr jur. Peter Thomsen**

Memberships of other statutory supervisory boards:
IBC Solar AG, Bad Staffelstein

Memberships of comparable supervisory bodies of
commercial enterprises in Germany and abroad:
none

The memberships marked with * are group memberships (*Konzernmandate*) within the meaning of Section 100 (2) sentence 2 AktG or group memberships of comparable supervisory bodies in Germany and abroad.

9. Resolution on the amendment of the Articles of Incorporation to reflect the situation existing after the end of the first fiscal year of Bilfinger Berger SE

In Article 12 paragraph 6 and in Article 16 paragraph 4, the Articles of Incorporation of Bilfinger Berger SE contain provisions concerning the first Supervisory Board of the Company which will become obsolete once the resolutions proposed under Agenda Items 6 and 8 above for the 2011 General Meeting of Bilfinger Berger SE are adopted.

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

- a) Article 12 paragraph 6 of the Articles of Incorporation is cancelled.
- b) Article 16 paragraph 4 of the Articles of Incorporation is cancelled.

Right to attend and voting rights, voting by proxy

Conditions for attending the General Meeting and exercising voting rights

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 application for registration must be submitted in German or English. Evidence of shareholding must be furnished by way of a confirmation issued by the depositary bank in text form in German or English. The confirmation issued by the depositary bank must relate to the beginning of May 10, 2011 (00:00 hrs Central European Summer Time – CEST). Both the application for registration and the evidence of shareholding must be received by the Company no later than by the end of the day of May 24, 2011 (24:00 hrs CEST) at the address specified below:

Bilfinger Berger SE
c/o C-HV AG
Gewerbepark 10
92289 Ursensollen
Germany

or by fax to:

+49 (0) 9628 92 99 871

or by e-mail to:

HV@Anmeldestelle.net

Pursuant to Section 123 (3) sentence 6 AktG, a person is deemed to be a shareholder in relations with the Company for the purpose of attending the General Meeting and exercising voting rights only if evidence of shareholding (as described above) has been furnished. In order for shareholders to be entitled to attend the General Meeting and to exercise their voting rights, they must therefore hold their shares at the beginning of May 10, 2011 (00:00 hrs CEST).

Admission tickets

Following the timely receipt of the application for registration and the evidence of shareholding by the Company at the address (or fax number or e-mail address, respectively) 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 register and send evidence of their shareholding to the Company as early as possible.

No restriction on disposals of shares

Shareholders who have registered for attendance at the General Meeting are not thereby prevented from freely disposing of their shares.

Voting by proxy

Shareholders who do not wish to attend the General Meeting in person may elect to have their voting rights exercised by a proxy, e.g. by a bank, a shareholders' association, by proxies designated by the Company or another proxy of their choice. Timely registration and evidence of shareholding are also required in this case (see 'Condi-

tions for attending the General Meeting and exercising voting rights' above). It is possible to appoint a proxy both prior to and during the General Meeting, and such proxy may also be appointed prior to registration. Proxies may be appointed by way of the shareholder making a declaration to the relevant proxy or to the Company. The proxy attending the General Meeting may in principle, i.e. insofar as neither the law nor the relevant shareholder or the proxy provides for any restrictions or other qualifications, exercise the voting right in the same way as the shareholder could.

In the event that the granting of proxy authorization does not fall within the scope of application of Section 135 AktG (i.e. if the proxy is not a bank, shareholders' association or other commercial entity or association which has the status of a bank according to Section 135 (8) AktG or according to Section 135 (10) in conjunction with Section 125 (5) AktG and the granting of proxy authorization does not fall within the scope of application of Section 135 AktG on any other grounds), the proxy authorization must be granted or revoked, and evidence of the proxy authorization to be provided to the Company under Section 134 (3) sentence 3 AktG must be provided, in text form (Section 126 b of the German Civil Code (*Bürgerliches Gesetzbuch*, BGB)). No use is made of the authorization under the Articles of Incorporation (Article 19 (4) sentence 3 of the Articles of Incorporation) to specify requirements that are less strict than the text form as the form required by law. The special provisions set out below (in the next but one paragraph) additionally apply where authorization is granted to proxies designated by the Company.

In the event that the granting of proxy authorization falls within the scope of application of Section 135 AktG (i.e. if the proxy is a bank, shareholders' association or other commercial entity or association which has the status of a bank according to Section 135 (8) AktG or according to Section 135 (10) in conjunction with Section 125 (5) AktG or the granting of proxy authorization falls within the scope of application of Section 135 AktG on other grounds), text form is neither required pursuant to Section 134 (3) sentence 3 AktG, nor do the Articles of Incorporation contain a specific provision governing such case. Banks, shareholders' associations and other commercial entities and associations which have the status of banks according to Section 135 (8) AktG or according to Section 135 (10) in conjunction with Section 125 (5) AktG may, therefore, use forms for the granting of proxy authorization which need only comply with the applicable statutory provisions, in particular those contained in Section 135 AktG. Reference is hereby made to the special procedure pursuant to Section 135 (1) sentence 5 AktG.

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 may use the form on the admission ticket for the General Meeting to do so. To ensure that admission tickets are received in time, shareholders should register and provide evidence of their shareholding as early as possible. The proxies designated by the Company will in any event require instructions in order to exercise voting rights. 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 further information together with their admission tickets. Authorizations and instructions for the proxies designated by the Company must, unless issued during the General Meeting, be received by the Company by the end of May 27, 2011, failing which they will not be taken into account for organizational reasons.

If authorization is granted by way of a declaration made to the Company, no additional evidence of proxy authorization is required. If, however, proxy authorization is granted by way of declaration to the proxy appointed, the Company may demand to see evidence of such authorization, unless otherwise provided for under Section 135 AktG (this applies in the event that the granting of proxy authorization does not fall within the scope of application of Section 135 AktG). It is possible to send the Company evidence of authorization even prior to the General Meeting. In accordance with Section 134 (3) sentence 4 AktG, the following means of electronic communication is available (to the shareholder or the proxy appointed) for sending the evidence of authorization: The evidence of appointment of a proxy may be sent to the company by e-mail to: **hv@bilfinger.com**. It will be ensured that Word, .pdf, .jpg, .txt and .tif documents sent as e-mail attachments will be taken into account (with the possibility of existing e-mails being forwarded). The Company is only able to draw the link between evidence of proxy authorization that is sent by e-mail and a specific application for registration if such authorization or the corresponding e-mail states either the name and address of the relevant shareholder or the admission ticket number.

If the shareholder appoints more than one proxy, the Company is entitled under Section 134 (3) sentence 2 AktG to refuse one or more of them.

Shareholders will receive a proxy form together with their admission tickets. A proxy form is also available on the internet at

<http://www.bilfinger.com/en/annual-general-meeting>.

The use of these forms is not mandatorily required by applicable law, under the Articles of Incorporation or otherwise. In the interests of problem-free processing we ask, however, that these forms be used for granting proxy authorization if proxies are appointed by way of declaration to the Company. Declarations to be made to the Company that are relevant for the appointment of proxies may in particular be submitted at the address, fax number or e-mail address stated for the application for registration.

Information on shareholder rights pursuant to Article 56 SE Regulation, Section 50 (2) SEAG, Section 122 (2), Section 126 (1), Section 127 and Section 131 (1) AktG

Requests for additional agenda items pursuant to Article 56 SE Regulation, Section 50 (2) SEAG, Section 122 (2) AktG

Under Article 56 SE Regulation, Section 50 (2) SEAG and Section 122 (2) AktG, shareholders collectively holding at least one twentieth of the capital stock or at least EUR 500,000.00 in total (the latter corresponding to 166,667 shares) may request that additional items be added to the agenda and made public. Such requests must be made in writing to the Company's Executive Board and must have been received by the Company by no later than Saturday, April 30, 2011, 24:00 hrs (CEST). The request may be sent to the following address: Bilfinger Berger SE, Executive Board, Carl-Reiss-Platz 1-5, 68165 Mannheim, Germany.

Any additions to the agenda which require publication and were not published with the calling notice will be published in the electronic version of the German Federal Gazette (*elektronischer Bundesanzeiger*) as soon as they have been received by the Company and will be forwarded for publication to media which can be expected to publish the information across the entire European Union. Any requests for additional items to be added to the agenda which are received by the Company once the General Meeting has been convened will also be made available on the internet at:

<http://www.bilfinger.com/en/annual-general-meeting>

and communicated to the shareholders as soon as they have been received by the Company.

Counter-motions and nominations pursuant to Section 126 (1) and Section 127 AktG

At the General Meeting, shareholders may make applications and, where appropriate, nominations relating to particular agenda items and the rules of procedure without any notice, publication or other special action being required prior to the General Meeting.

Counter-motions within the meaning of Section 126 AktG and nominations within the meaning of Section 127 AktG, together with the shareholder's name, the corresponding grounds (which are not required in the case of nominations) and any statement by the corporate bodies of the Company, will be published on the internet at:

<http://www.bilfinger.com/en/annual-general-meeting>

provided they have been received by the Company by no later than Monday, May 16, 2011, 24:00 hrs (CEST), at the following address:

Bilfinger Berger SE
CEO Office
Carl-Reiss-Platz 1-5
68165 Mannheim
Germany

or by **fax** to no.
+49 (0) 621 459-2221

or by **e-mail** at
hv@bilfinger.com

and all other conditions requiring the Company to publish such information under Section 126 and Section 127 AktG have been met.

Shareholders' right to information pursuant to Section 131 (1) AktG

Under Section 131 (1) AktG, any shareholder who makes a corresponding request at the General Meeting must be given information by the Executive Board relating to the Company's affairs, including its legal and business relations to an affiliate, the financial position of the group and the companies included in the group financial statements, provided such information is necessary in order to make an informed judgment in respect of an agenda item and the Executive Board does not have the right to refuse such information.

Further notices

Further information on the shareholders' rights pursuant to Article 56 SE Regulation, Section 50 (2) SEAG, Section 122 (2), Section 126 (1), Section 127 and Section 131 (1) AktG, in particular information relating to additional requirements above and beyond compliance with the relevant deadlines, is available on the internet at:

<http://www.bilfinger.com/en/annual-general-meeting>.

Further information and advice relating to the General Meeting

Documents relating to the General Meeting, website offering information pursuant to Section 124 a AktG

The content of the calling notice, together with a statement of why no resolution is to be passed in respect of Agenda Item 1, the documents to be made available to the General Meeting, the total number of shares and voting rights existing on the date of the calling notice, a form for granting proxy authorization, and any requests for additional agenda items within the meaning of Article 56 SE Regulation, Section 50 (2) SEAG, Section 122 (2) AktG are available on the internet at:

<http://www.bilfinger.com/en/annual-general-meeting>.

On April 18, 2011, the calling notice, together with the full agenda and the resolution proposals of the Executive Board and the Supervisory Board, was published in the electronic version of the German Federal Gazette and forwarded for publication to media which can be expected to publish the information across the entire European Union.

Total number of shares and voting rights

The total number of issued shares of Bilfinger Berger SE, each of which carries one vote, existing on the date of the calling notice is 46,024,127 (information according to Section 30 b (1) sentence 1 no. 1 2nd option WpHG, with this total including the 1,884,000 treasury shares held at the time the calling notice was issued, which do not, however, attribute any rights to the Company in accordance with Section 71 b AktG).

Mannheim, April 2011

Bilfinger Berger SE
The Executive Board

Corporate Headquarters

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68165 Mannheim, Germany
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Fax +49 (0) 621-459-2366
www.bilfinger.com

Chairman of the Supervisory Board

Dr h. c. Bernhard Walter

Executive Board

Herbert Bodner, Chairman
Joachim Enenkel
Roland Koch
Joachim Müller
Klaus Raps
Thomas Töpfer

Corporate Headquarters and Place of Registration

Mannheim
District Court Mannheim
Register of Companies HRB 710296

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German Securities Identification Number
(Wertpapier-Kenn-Nr.) 590 900