

Explanation as to why no resolution is to be made with regard to item 1 of the agenda

The Supervisory Board approved the annual financial statements prepared by the Executive Board and the group financial statements in accordance with Section 172 German Stock Corporation Act (Aktiengesetz, AktG) on March 12, 2015 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 group financial statements, the combined management report of Bilfinger SE and the group, 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) German Commercial Code (Handelsgesetzbuch, HGB) must be made available to the General Meeting, without a resolution being required under the AktG.