

INVITATION TO THE ANNUAL GENERAL MEETING

2016



BILFINGER

**ENGINEERING
AND SERVICES**

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

Wednesday, May 11, 2016, 10:00 hrs
(Central European Summer Time – CEST)

Agenda

1. Presentation of the adopted annual financial statements, the approved group financial statements and the combined management report of Bilfinger SE and the group, and the report of the Supervisory Board (*Aufsichtsrat*) for the 2015 fiscal year

The documents set out above and the proposal for the use of unappropriated retained earnings as well as explanatory notes relating to the information provided pursuant to Sections 289 (4) and 315 (4) of the German Commercial Code (*Handelsgesetzbuch*, HGB) will be available from the date of this calling notice 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 (*Vorstand*) and the group financial statements in accordance with Section 172 of the German Stock Corporation Act (*Aktiengesetz*, AktG) on March 10, 2016 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. The documents set out above must be made available to the General Meeting only, without a resolution being required under the AktG.

2. Resolution on the use of the unappropriated retained earnings of the 2015 fiscal year

The Executive Board and the Supervisory Board propose that the following be resolved:

The unappropriated retained earnings reported in the annual financial statements for the 2015 fiscal year amounting to EUR 312,510,500.09 will be fully allocated to other revenue reserves.

3. Resolution on the formal approval of the acts of the Executive Board of Bilfinger SE with respect to the 2015 fiscal year

It is intended to resolve on the formal approval of the acts of the members of the Executive Board who were in office during the 2015 fiscal year on an individual basis.

The Supervisory Board and the Executive Board propose that:

- a) the resolution on the formal approval of the acts of Mr Herbert Bodner who was in office as a member of the Executive Board during the 2015 fiscal year be adjourned;
- b) the resolution on the formal approval of the acts of Mr Joachim Müller who was in office as a member of the Executive Board during the 2015 fiscal year be adjourned;
- c) the resolution on the formal approval of the acts of Mr Joachim Enenkel who was in office as a member of the Executive Board during the 2015 fiscal year be adjourned;
- d) the resolution on the formal approval of the acts of Mr Pieter Koolen who was in office as a member of the Executive Board during the 2015 fiscal year be adjourned;
- e) the resolution on the formal approval of the acts of Dr Jochen Keysberg who was in office as a member of the Executive Board during the 2015 fiscal year be adjourned;

- f) formal approval of his acts be granted to Mr Per H. Utnegaard who was in office as a member of the Executive Board during the 2015 fiscal year with respect to that period;
- g) formal approval of his acts be granted to Mr Axel Salzmann who was in office as a member of the Executive Board during the 2015 fiscal year with respect to that period; and
- h) formal approval of his acts be granted to Mr Michael Bernhardt who was in office as a member of the Executive Board during the 2015 fiscal year with respect to that period.

4. Resolution on the formal approval of the acts of the Supervisory Board of Bilfinger SE with respect to the 2015 fiscal year

It is intended to resolve on the formal approval of the acts of the members of the Supervisory Board who were in office during the 2015 fiscal year also on an individual basis.

The Executive Board and the Supervisory Board propose that:

- a) formal approval of his acts be granted to Dr Eckhard Cordes who was in office as a member of the Supervisory Board during the 2015 fiscal year with respect to that period;
- b) formal approval of his acts be granted to Mr Stephan Brückner who was in office as a member of the Supervisory Board during the 2015 fiscal year with respect to that period;
- c) formal approval of his acts be granted to Mr Wolfgang Bunge who was in office as a member of the Supervisory Board during the 2015 fiscal year with respect to that period;
- d) formal approval of his acts be granted to Mr Wolfgang Faden who was in office as a member of the Supervisory Board during the 2015 fiscal year with respect to that period;
- e) formal approval of his acts be granted to Dr John Feldmann who was in office as a member of the Supervisory Board during the 2015 fiscal year with respect to that period;

- f) formal approval of her acts be granted to Ms Lone Fønss Schrøder who was in office as a member of the Supervisory Board during the 2015 fiscal year with respect to that period;
- g) formal approval of his acts be granted to Mr Thomas Kern who was in office as a member of the Supervisory Board during the 2015 fiscal year with respect to that period;
- h) formal approval of his acts be granted to Mr Ingo Klötzer who was in office as a member of the Supervisory Board during the 2015 fiscal year with respect to that period;
- i) formal approval of his acts be granted to Mr Rainer Knerler who was in office as a member of the Supervisory Board during the 2015 fiscal year with respect to that period;
- j) formal approval of his acts be granted to Mr Hans Peter Ring who was in office as a member of the Supervisory Board during the 2015 fiscal year with respect to that period;
- k) formal approval of his acts be granted to Mr Udo Stark who was in office as a member of the Supervisory Board during the 2015 fiscal year with respect to that period;
- l) formal approval of his acts be granted to Mr Jens Tischendorf who was in office as a member of the Supervisory Board during the 2015 fiscal year with respect to that period; and
- m) formal approval of his acts be granted to Mr Marek Wróbel who was in office as a member of the Supervisory Board during the 2015 fiscal year with respect to that period.

5. Appointment of the auditors of the financial statements and group financial statements for the 2016 fiscal year as well as of the auditors to be commissioned to review the semi-annual financial report and other interim financial information

Following a recommendation by the Audit Committee (*Prüfungsausschuss*), the Supervisory Board proposes that the following resolution be passed:

- a) Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Mannheim, are appointed as auditors of the financial statements and group financial statements for the 2016 fiscal year.
- b) Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Mannheim, are appointed as auditors to review (if applicable) the semi-annual financial report for the first six months of the 2016 fiscal year pursuant to Sections 37 w (5) and 37 y no. 2 of the German Securities Trading Act (*Wertpapierhandelsgesetz*, WpHG) and any additional interim financial information within the meaning of Section 37w (7) WpHG during the 2016 and 2017 fiscal years to the extent that they are prepared prior to the 2017 Annual General Meeting.

6. Elections to the Supervisory Board

The shareholder representatives' term of office as members of the Supervisory Board will end upon the close of the General Meeting on May 11, 2016 so that new elections are required.

Pursuant to Article 40 (2) and (3) SE Regulation, Section 17 of the German SE Implementation Act (*SE-Ausführungsgesetz*, SE-AG), Section 21 (3) of the German Act on Employee Involvement in European Companies (*SE-Beteiligungsgesetz*), Part C: Employee Participation on the Supervisory Board (*Mitbestimmung im Aufsichtsrat*) and Clauses 19 and 21 of the Agreement on Employee Involvement (*Vereinbarung über die Beteiligung der Arbeitnehmer*) of Bilfinger Berger SE, the Supervisory Board is composed of twelve members, namely six shareholder representatives and six employee representatives. The shareholder representatives are elected by the General Meeting. The six employee representatives are appointed by the SE

works council in accordance with the procedure stipulated in the Employee Participation Agreement (*Mitbestimmungsvereinbarung*). The employee representatives were elected on February 10 to 12, 2016.

Based on the recommendations put forward by the Nomination Committee (*Nominierungsausschuss*), the Supervisory Board proposes that the following individuals be elected to the Supervisory Board as shareholder representatives:

- a) Dr Eckhard Cordes
resident in Munich
partner at Cevian Capital AG, Pfäffikon, Switzerland
(on the basis of a consultancy agreement)
partner and managing director at EMERAM Capital Partners GmbH, Munich

- b) Dr John Feldmann
resident in Mannheim
former member of the executive board of BASF SE
member of the supervisory boards of various companies

- c) Ms Lone Fønss Schrøder
resident in Hornbaek, Denmark
non-executive member of various administrative bodies of German and foreign companies

- d) Dr Marion Helmes
resident in Berlin
former speaker (*Sprecherin*) of the executive board of Celesio AG
free-lance management consultant
non-executive member of various supervisory bodies and advisory boards of German and foreign companies

- e) Mr Hans Peter Ring
resident in Munich
former member of the Executive Board of EADS N.V.
free-lance management consultant
non-executive member of various supervisory bodies of
German and foreign companies

- f) Mr Jens Tischendorf
resident in Rüschnikon, Switzerland
managing director at Cevian Capital AG, Pfäffikon,
Switzerland

They will be elected for the period from the close of the General Meeting on May 11, 2016 up to the close of the General Meeting that passes a resolution on the formal approval of the acts of the members of the Supervisory Board for the fourth fiscal year following the beginning of their term, with the fiscal year in which their term of office starts not being taken into account, but in any event for no more than six years.

If he is elected, Dr Cordes intends to be nominated as a candidate for the chair of the Supervisory Board.

It is intended to hold separate elections to the Supervisory Board for each candidate.

In accordance with Section 124 (2) sentence 2 AktG, the following is disclosed: Section 17 (2) sentence 1 SE-AG requires that the percentage of female and male members of the Supervisory Board of a listed SE must at least be 30% each. This means that at least four members of the Supervisory Board of Bilfinger SE must be women and at least four members must be men in order to reach the minimum percentage required as described above. There has been no objection to this minimum percentage being fulfilled jointly by the shareholders and the employees.

In the recent election of employee representatives, the employees elected two women as members of the Supervisory Board. Hence, if the female candidates proposed by the Supervisory Board were elected, the minimum percentage required would be reached.

Pursuant to number 5.4.1 paragraphs 5 to 7 of the German Corporate Governance Code, the following information is disclosed:

___ Cevian Capital II GP Limited, Jersey, Channel Islands, indirectly holds a total of more than 25%, but less than 30%, of the voting rights of Bilfinger SE; of this stake, more than 20% of the voting rights are attributed to it via Cevian Capital II Master Fund LP, Grand Cayman, Cayman Islands, to which in turn the share of voting rights of more than 20% held by Cevian Capital Partners Limited, St. Julians, Malta, is attributed. Further, more than 3% of the voting rights are attributed to Cevian Capital II GP Limited via Cevian Capital II Co-Investment Fund LP, Camana Bay, Cayman Islands. Dr Eckhard Cordes works as a partner on the basis of a consultancy agreement and Mr Jens Tischendorf works as a managing director at Cevian Capital AG, Pfäffikon, Switzerland, which advises the Cevian entities mentioned above. Dr Eckhard Cordes and Mr Jens Tischendorf therefore maintain business relations with shareholders holding a material share in Bilfinger SE, i.e. shareholders who directly or indirectly hold more than 10% of the shares carrying voting rights.

___ Except for Dr Marion Helmes, all candidates are already members of Bilfinger SE's Supervisory Board and therefore maintain business relations with Bilfinger SE and its corporate body the Supervisory Board.

___ Apart from the aforesaid, in the opinion of the Supervisory Board there are no personal or business relations between

the candidates on the one hand and the entities of the Bilfinger group, the corporate bodies of Bilfinger SE or a shareholder holding a material share in Bilfinger SE on the other hand which could be relevant for the election decision of the General Meeting.

Prior to making its election proposals, the Supervisory Board has satisfied itself that the candidates will be able to invest the time expected to be required for the office.

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

a) Dr Eckhard Cordes

Memberships in other statutory supervisory boards:
WMP Eurocom AG, Berlin

Memberships in comparable supervisory bodies of commercial enterprises in Germany and abroad:
AB Volvo (publ), Gothenburg, Sweden

b) Dr John Feldmann

Memberships in other statutory supervisory boards:
KION Group AG, Wiesbaden (chair)
HORNBACK Holding AG & Co. KGaA, Neustadt an der
Weinstraße (office held within the Hornbach group)
HORNBACK Management AG, Annweiler am Trifels
HORNBACK Baumarkt AG, Bornheim (office held within
the Hornbach group)

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

c) Lone Fønss Schrøder

Memberships in other statutory supervisory boards:

none

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

AKASTOR ASA, Lysaker, Norway (deputy chair)

Ingka Holding B.V., Leiden, The Netherlands

Saxo Bank A/S, Copenhagen, Denmark (chair)

Valmet Corporation, Espoo, Finland

Volvo Personvagnar AB, Gothenburg, Sweden

d) Dr Marion Helmes

Memberships in other statutory supervisory boards:

ProSiebenSat1 Medien SE, Munich (deputy chair)

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

NXP Semiconductors NV, Eindhoven, The Netherlands

e) Hans Peter Ring

Memberships in other statutory supervisory boards:

Airbus Defence and Space GmbH, Ottobrunn (office held within the Airbus Group)

Elbe Flugzeugwerke GmbH, Dresden (office held within the Airbus Group)

KION Group AG, Wiesbaden

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

Fokker Technologies Group BV, Papendrecht, The Netherlands

f) Jens Tischendorf

Memberships in other statutory supervisory boards:
ThyssenKrupp AG, Essen

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

7. Resolution on amendments to the purpose of the Company (Article 3 of the Articles of Incorporation (*Satzung*))

In the context of Bilfinger SE's realignment, it is intended to simplify the wording of the purpose of the Company and to adjust it to the current business activities. Among others, the Construction segment was sold. The new wording of the purpose of the Company is intended to reflect these changes and any other possible changes.

Against this backdrop, the Executive Board and the Supervisory Board propose that Article 3 of Bilfinger SE's Articles of Incorporation be fully restated as follows:

„§3 Purpose of the Company

(1) The purpose of the Company is to manage a group of entities which provide services to plan, construct, maintain, operate and manage or to modernise and deconstruct plants and plant components of any type, in particular in the fields of energy, steel and aluminium, chemicals, pharmaceuticals, food, beverages and discretionary foods and any related services (including in the fields of information technology and software). Furthermore, the entities may provide integrated

services for real estate and buildings, including purchasing, selling, letting, planning, constructing and operating or managing real estate and buildings, and may plan, supervise or provide other construction services.

- (2) The Company is entitled to take all measures and actions associated with or suitable to fulfil the purpose of the Company. It may also operate in the fields of activity set forth in paragraph 1 itself. Furthermore, in individual cases, it may limit its activities to managing the equity interest in entities in which it holds a majority interest.
- (3) Furthermore, in the context of the fields of activity set forth in paragraph 1, the Company may establish subsidiaries and set up branches in Germany and abroad; it may acquire equity interests in other companies or acquire such companies and transfer their business to the Company or any of its affiliated enterprises, wholly or in part. In addition, the Company may conclude inter-company agreements.”

8. Resolution on consenting to a profit transfer agreement with Tebodin Peters Engineering GmbH

On March 7, 2016 Bilfinger SE, as the dominating company, and Tebodin Peters Engineering GmbH, Ludwigshafen, as the dominated company, entered into a profit transfer agreement (*Gewinnabführungsvertrag*). The shareholders’ meeting of Tebodin Peters Engineering GmbH consented to the profit transfer agreement on March 8, 2016. In order to take effect, the profit transfer agreement requires approval by the General Meeting of Bilfinger SE and registration in the commercial register of Tebodin Peters Engineering GmbH. The wording of the profit transfer agreement is as follows:

„Profit transfer agreement

between

Bilfinger SE

having its registered office in Mannheim

and

Tebodin Peters Engineering GmbH

having its registered office in Ludwigshafen am Rhein

§1 Transfer of profits

- (1) Tebodin Peters Engineering GmbH undertakes to transfer its entire profit as determined in accordance with the relevant provisions of German commercial law to Bilfinger SE, subject to Section 301 AktG. The profit to be transferred will comprise the annual net profit that would have been generated if no profit transfer arrangements were in place, subject to the establishment or liquidation of reserves as described in the following paragraph, less any loss carryforward from the preceding year.
- (2) Tebodin Peters Engineering GmbH may, subject to the consent of Bilfinger SE, allocate amounts from the annual net profit to revenue reserves (*Gewinnrücklagen*) within the meaning of Section 272 (3) HGB only to the extent that this is permissible under German commercial law and justified in economic terms on the basis of a reasonable commercial assessment. At the request of Bilfinger SE, any other revenue reserves established during the term of this agreement are to be liquidated and to be used in order to balance any annual net loss or to be transferred as profit.
- (3) Any revenue reserves or profit carryforward dating back to the time before this agreement took effect or any capital reserves must not be transferred as profits or used in order to balance any annual net loss.

- (4) The obligation to transfer profits will for the first time apply with respect to the entire profits generated in the fiscal year of Tebodin Peters Engineering GmbH in which this agreement takes effect and will be due at the end of each fiscal year. Bilfinger SE may request that profits be transferred in advance if and to the extent that an advance dividend could be paid out.

§2 Transfer of losses

- (1) Bilfinger SE is obligated to balance any annual net loss that would otherwise have been sustained during the term of the agreement, to the extent that such loss is not balanced by withdrawing amounts from the other revenue reserves which were allocated to the latter during the term of the agreement. All provisions of Section 302 AktG (as amended) fully apply *mutatis mutandis*.
- (2) The obligation to assume losses will for the first time apply with respect to the entire loss incurred in the fiscal year of Tebodin Peters Engineering GmbH in which this agreement takes effect and will be due at the end of each fiscal year.

§3 Term of the agreement, termination

- (1) The agreement requires the approval of the General Meeting of Bilfinger SE and the shareholders' meeting of Tebodin Peters Engineering GmbH in order to take effect. It will become effective upon entry in the commercial register for Tebodin Peters Engineering GmbH
- (2) The agreement is concluded for a fixed term running for five full years (*Zeitjahre*) starting with the beginning of the fiscal year of Tebodin Peters Engineering GmbH in which the obligation to transfer profits applies for the first time according to section 1 paragraph 4 sentence 1 of this agreement. In

the event that the end of this period of five full years falls on a date within a running fiscal year of Tebodin Peters Engineering GmbH, for example as a result of the creation of a short fiscal year, the agreement will end upon the expiry of that fiscal year. The agreement will be automatically renewed by one full year at the end of each year unless it is terminated in writing by either of the contracting parties with three months' notice to the end of its term. In order to determine whether the notice period has been observed, the date on which the termination notice was received by the respective other contracting party will be decisive.

- (3) This does not affect the right of each party to terminate the agreement for cause. Such termination for cause with immediate effect will be permitted in particular if Bilfinger SE sells or otherwise transfers more than 50% of its shareholding in Tebodin Peters Engineering GmbH to third parties. If notice of termination is given in these circumstances, it will take effect upon receipt, but no earlier than upon the relevant share transfer taking effect.

§4 Severability clause

Should individual provisions of this agreement be or become invalid or impracticable, this will not affect the validity of the other provisions of this 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.

Mannheim, March 7, 2016

Ludwigshafen am Rhein, March 7, 2016

Bilfinger SE

Tebodin Peters Engineering GmbH“

The Executive Board and the Supervisory Board propose that the profit transfer agreement dated March 7, 2016 between Bilfinger SE, as the dominating company, and Tebodin Peters Engineering GmbH, Ludwigshafen, registered in the commercial register of the Local Court (*Amtsgericht*) of Ludwigshafen under HRB 62920, as the dominated company, be approved.

From the date of this calling notice, the following documents concerning Agenda Item 8 will be available on the internet at **<http://www.bilfinger.com/en/annual-general-meeting>**:

- ___ the profit transfer agreement between Bilfinger SE and Tebodin Peters Engineering GmbH dated March 7, 2016,
- ___ the annual financial statements and group financial statements and the combined management reports of Bilfinger SE and the group for the 2013, 2014 and 2015 fiscal years,
- ___ the annual financial statements and management reports of Tebodin Peters Engineering GmbH for the 2013, 2014 and 2015 fiscal years,
- ___ the joint report prepared by the Executive Board of Bilfinger SE and the management of Tebodin Peters Engineering GmbH in accordance with Section 293a AktG.

These documents will also be available for inspection during the General Meeting.

It is not necessary to audit the profit transfer agreement in accordance with Section 293b AktG and to prepare an audit report pursuant to Section 293e AktG since all shares in Tebodin Peters Engineering GmbH are held by Bilfinger SE.

Conditions for attending the General Meeting and other information pursuant to Section 121 (3) sentence 3 AktG

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 Wednesday, April 20, 2016, 0:00 hrs (CEST). Both the application for registration and the evidence of shareholding must be received by the Company no later than by the end of Wednesday, May 4, 2016, 24:00 hrs (CEST) at the address specified below:

Bilfinger 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 relation to 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 Wednesday, April 20, 2016, 0:00 hrs (CEST). Shareholders who have registered for attendance at the General Meeting are not thereby prevented from freely disposing of their shares.

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. Unlike registration for the General Meeting, the admission ticket is not a condition for attending the General Meeting but only serves the purpose of simplifying the procedure of ticket inspection at the doors to the General Meeting.

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 'Conditions 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.

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 must be provided in text form (Section 126 b of the German Civil Code (*Bürgerliches Gesetzbuch*, BGB)) in accordance with Section 134 (3) sentence 3 AktG. 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 at the General Meeting, be received by the Company by the end of Monday, May 9, 2016, 24:00 hrs (CEST), failing which they will not be taken into account for organizational reasons. The proxies designated by the Company will not exercise any authorization granted to them and will not represent the relevant shares to the extent that the relevant shares are represented by another person (the shareholder or his/her proxy) who is present at the General Meeting.

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 – where the granting of proxy authorization falls within the scope of application of Section 135 AktG – otherwise provided for under 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 by the Company. 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) of the German SE Implementation Act (SE-Ausführungsgesetz, SE-AG), 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) SE-AG, Section 122 (2) AktG

Under Article 56 SE Regulation, Section 50 (2) SE-AG 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 Sunday, April 10, 2016, 24:00 hrs (CEST). The request may be sent to the following address: Bilfinger 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 German Federal Gazette (*Bundesanzeiger*) without undue delay (*unverzüglich*) after having 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 without undue delay after having 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 Tuesday, April 26, 2016, 24:00 hrs (CEST) at the following address:

Bilfinger SE
Corporate 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/or 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 information

Further information on the shareholders' rights pursuant to Article 56 SE Regulation, Section 50 (2) SE-AG, 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>.

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

The content of the calling notice, 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) SE-AG, Section 122 (2) AktG are available on the internet at **<http://www.bilfinger.com/en/annual-general-meeting>**.

Total number of shares and voting rights

Bilfinger SE's capital stock is divided into 46,024,127 no-par-value shares (*Stückaktien*), each of which carries one vote. Therefore, the total number of voting rights existing on the date of the calling notice is 46,024,127. On the date of the calling notice, the Company holds 1,824,383 treasury shares, which do not carry any voting rights.

Mannheim, March 2016

Bilfinger SE
The Executive Board

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Chairman of the Supervisory Board

Dr Eckhard Cordes

Executive Board

Per H. Utnegaard, Chairman
Axel Salzmann
Michael Bernhardt
Dr. Jochen Keysberg

Corporate Headquarters and Place of Registration

Mannheim
District Court Mannheim
Register of Companies HRB 710296

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