



**Bilfinger SE**

**Mannheim**

- ISIN DE0005909006 -

- Security Identification No. (*Wertpapier-Kenn-Nr.*) 590 900 -

## **Information on shareholders' rights<sup>1</sup>**

The shareholders resp. shareholders' proxies have, among others, the following rights regarding this year's virtual Annual General Meeting:

### **1 Supplementary motions for the agenda**

Pursuant to Article 56 of the SE Regulation (*Verordnung (EG) Nr. 2157/2001 des Rates vom 8. Oktober 2001 über das Statut der Europäischen Gesellschaft (SE) – SE-VO*), Section 50 (2) of the SE Implementation Act (*SE-Ausführungsgesetz – SE-AG*) and Section 122 (2) of the German Stock Corporation Act (*Aktiengesetz – AktG*), shareholders whose combined holdings amount to at least 5 percent of the share capital or the proportional amount of EUR 500,000.00 (rounded appr. 141.775 shares) may call for items be included on the agenda and announce. The request has to be addressed to the Executive Board in writing and must be received by the Company no later than Sunday, April 14, 2024, 24:00 hrs (CEST). Please submit such requests to the following **address**:

Bilfinger SE  
Executive Board  
Oskar-Meixner-Straße 1  
68163 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. They will also be published on the Company's website at:

**[www.bilfinger.com/en/annual-general-meeting](http://www.bilfinger.com/en/annual-general-meeting)**

and communicated to the shareholders in the same manner as the calling notice of the General Meeting. 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 without undue delay on the aforementioned Company's website.

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<sup>1</sup> Please note that this is only a translation of the additional information made in German language. Only the German version of this document is decisive. This translation is provided to shareholders for convenience purposes only. No warranty is made as to the accuracy of this translation and Bilfinger SE assumes no liability with respect thereto.

Excerpt from legal text:

#### SE-VO

##### **Article 56 [Requests for additional agenda items]**

<sup>1</sup>One or more shareholders who together hold at least 10 % of the subscribed capital may request that one or more additional items be put on the agenda of a general meeting. <sup>2</sup>The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's Articles of Incorporation. <sup>3</sup>The above proportion may be reduced by the Articles of Incorporation or by the law of the member state in which the SE's registered office is situated under the same conditions as are applicable to stock corporations.

#### SE-AG

##### **Section 50 Convening a meeting and adding additional items to the agenda by request of a minority**

[...]

(2) The addition of one or more items to the agenda for a general meeting may be requested by one or more shareholders if his or their shareholding reaches 5 percent of the capital stock or the pro rata amount of EUR 500,000.

#### AktG

##### **Section 122 Convening a meeting at the request of a minority**

(1) <sup>1</sup>A general meeting shall be called if shareholders whose combined shares amount to at least one-twentieth of the capital stock request such meeting in writing, stating the purpose and the reasons of such meeting; such request shall be addressed to the executive board. <sup>2</sup>The articles may provide that the right to request a general meeting shall require another form and the holding of a lower portion of the capital stock. <sup>3</sup>Persons submitting a request must prove that they have held the shares for at least 90 days before the date the request is received and that they hold the shares until the executive board decides on the request. <sup>4</sup>Section 121 (7) shall be applied mutatis mutandis.

(2) <sup>1</sup>In the same manner, shareholders whose combined shares amount to at least one-twentieth of the capital stock or a proportionate ownership of at least EUR 500,000 may request that items be placed on the agenda and be published. <sup>2</sup>Each new item must be accompanied by supporting information or a formal resolution proposal. <sup>3</sup>The request within the meaning of sentence 1 must be received by the company no later than 24 days, in the case of stock exchange listed companies no later than 30 days, prior to the meeting, excluding the day of receipt

[...]

## 2 Countermotions and election proposals by shareholders

Shareholders have the opportunity to submit countermotions and election proposals to the Company prior to the General Meeting in accordance with the provisions of Section 126 (1) AktG and Section 127 AktG. The Company will make countermotions and election proposals, including the name of the shareholder, a possible statement of reasons, which, however, is not required for election proposals, and a possible statement of the administration, available at the website:

**[www.bilfinger.com/en/annual-general-meeting](http://www.bilfinger.com/en/annual-general-meeting)**

if they are received by the Company by no later than Tuesday, April 30, 2024 24:00 hrs (CEST), at the **address:**

Bilfinger SE

Executive Board

Oskar-Meixner-Straße 1

68163 Mannheim

Germany

or by **e-mail** to: hv@bilfinger.com

and the other requirements in accordance with Section 126 AktG and Section 127 AktG are met.

If several shareholders propose countermotions regarding one and the same item to be resolved upon, the Executive Board may combine the countermotions and the reasons specified for them.

Countermotions do not have to be made available if they do not include a reasoning. There is also no obligation pursuant to Section 126 (2) AktG to make countermotions and the reasoning publicly available

- if the Executive Board would commit a criminal offence by making such information publicly available (Section 126 (2) sentence 1 no. 1 AktG),
- if the countermotion would lead to a resolution by the General Meeting that would be contrary to the law or the Articles of Incorporation (Section 126 (2) sentence 1 no. 2 AktG),
- if main points of the reasoning contain evidently false or misleading details or insults (Section 126 (2) sentence 1 no. 3 AktG),
- if a countermotion by a shareholder based on the same matter has already been made available to a General Meeting of the Company under Section 125 of the German Stock Corporation Act (Section 126 (2) sentence 1 no. 4 AktG),
- if, under section 125 of the German Stock Corporation Act, the same countermotion of a shareholder has been made available to at least two General Meetings of the Company in the last five years with materially the same reasoning and shareholders representing less than one-twentieth of the represented share capital have voted in favor of it (Section 126 (2) sentence 1 no. 5 AktG),
- if the shareholder indicates that they will neither be present in person nor be represented at the General Meeting (Section 126 (2) sentence 1 no. 6 AktG), or
- if in the last two years at two General Meetings the shareholder has not presented or arranged to have presented a countermotion they had announced (Section 126 (2) sentence 1 no. 7 AktG).

The reasoning for a countermotion does not have to be published if the text contains more than 5,000 characters.

The above applies mutatis mutandis to election nominations, whereby no reasoning has to be given for nominations. Apart from the cases covered by Section 126 (2) AktG, there is also no obligation to make nominations available if they do not include the name, profession, and place of residence of the candidate in the case of natural persons or the name and registered office in the case of companies (Section 124 (3) sentence 4 AktG). This also applies if the proposal for the election of Supervisory Board members does not contain information

on their membership of other statutory Supervisory Boards (Section 125 (1) sentence 5 half-sentence 1 AktG).

Motions or election proposals by shareholders that are to be made available pursuant to Section 126 (1) to (3) AktG or Section 127 AktG shall be deemed to have been submitted at the time they are made available pursuant to Section 126 (4) sentence 1 AktG. The Company allows voting rights on these motions or election proposals to be exercised in the password-protected online service (by way of electronic postal voting or by authorising and instructing the Company's proxies) as soon as the shareholders can prove that they meet the legal or statutory requirements for exercising their voting rights, i.e. as of the record date (close of business on April 23, 2024). However, this only applies to motions that are not limited to the mere rejection of an administrative proposal but aim at amending it.

The chairman of the General Meeting may decide not to deal with a countermotion or election proposal to be made available by the Company at the General Meeting if the shareholder making the proposal is not duly authorised and has not duly registered for the General Meeting.

**Excerpt from legal text:**

**AktG**

***Section 126 Motions by shareholders***

(1) <sup>1</sup>Motions by shareholders including the shareholders' name, supporting information and, if any, administration's statement shall be made available to the eligible persons referred to in Section 125 (1) through (3) under the conditions specified therein, provided that the shareholder transmitted to the company at least 14 days prior to the meeting a countermotion to a proposal of the executive board and the supervisory board regarding a specific item on the agenda, together with supporting information, to the address designated for this purpose in the calling notice of the general meeting. <sup>2</sup>The day of receipt shall not be counted. <sup>3</sup>In the case of stock exchange listed companies, the required accessibility shall be provided over the website of the company. <sup>4</sup>Section 125 (3) shall apply mutatis mutandis.

(2) <sup>1</sup>A countermotion and its reasoning need not be made available if:

1. the executive board would, by reason of such availability, become criminally liable;
2. the countermotion would result in a resolution of the general meeting that would be illegal or would violate the articles of incorporation.
3. the reasoning contains statements which are manifestly false or misleading in material respects or which are libellous;
4. a countermotion of such shareholder based on the same facts has already been made available with respect to a general meeting of the company pursuant to Section 125;
5. the same countermotion from this shareholder with essentially identical reasons has already been made available pursuant to Section 125 to at least two general meetings of the company within the past five years and at such general meetings less than one-twentieth of the capital stock represented has voted in favor of the countermotion;
6. the shareholder indicates that he will neither attend nor be represented at the general meeting; or
7. within the past two years at two general meetings the shareholder has failed to make a countermotion he has submitted or failed to cause said countermotion to be made.

<sup>2</sup>The reasoning need not be made available if it exceeds a total of 5,000 characters.

(3) If several shareholders make countermotion for resolution with respect to the same subject matter, the executive board may combine such countermotions and the respective reasoning.

(4) <sup>1</sup>In the case of a virtual general meeting, motions to be made available in accordance with Section 126 (1) through (3) shall be deemed to have been submitted at the time they are made available. <sup>2</sup>The company shall enable voting rights on these motions to be exercised as soon as the shareholders can prove that they meet the requirements for exercising voting rights stipulated by law or in the articles of incorporation. <sup>3</sup>If the shareholder who has submitted the motion is not duly authorized to do so and, if notification of attendance is required, has not given due notification of attendance at the general meeting, the motion does not have to be dealt with at the general meeting.

#### **Section 127 Election proposals by shareholders**

<sup>1</sup>Section 126 shall apply mutatis mutandis to a proposal by a shareholder for the election of members of the supervisory board or independent auditors. <sup>2</sup>Such proposals need not be supported by a reasoning therefor. <sup>3</sup>The executive board need not make such proposals available if the proposal fails to contain information pursuant to Section 124 (3) sentence 4 and Section 125 (1) sentence 5. <sup>4</sup>The executive board shall ensure that the proposal by a shareholder for the election of supervisory board members of listed companies that are subject to the German Codetermination Act (*MitbestG*), the German Act on Co-determination in the Coal, Iron and Steel Industry (*MontanMitbestG*) or the German Supplementary Co-determination Act (*MontanMitbestGErgG*) is accompanied by the following contents:

1. reference to the requirements of Section 96 (2),
2. statement as to whether there has been an objection to joint compliance in accordance with Section 96 (2) sentence 3, and
3. minimum number of seats on the supervisory board that must be occupied by women and by men so that the minimum quota required by Section 96 (2) sentence 1 is complied with.

### **3 Submissions of statements**

Shareholders have the right to submit statements on the items on the agenda by means of electronic communication prior to the General Meeting in accordance with the provisions of Section 130a (1), (2) and (4) AktG. The Company limits this right to shareholders duly registered for the meeting.

Statements are to be submitted by Thursday, May 9, 2024, 24:00 hrs (CEST) at the latest, exclusively via the password-protected Online Service, which is available at the website

**[www.bilfinger.com/en/annual-general-meeting](http://www.bilfinger.com/en/annual-general-meeting).**

Shareholders can obtain the necessary access data for the Online Service - after registering for the General Meeting in due form and time and providing evidence of their shareholding - from the access card sent to them by post. In order to ensure timely receipt of the access card, registration and transmission of evidence of shareholding should take place as early as possible.

Statements can only be submitted in the form of a text. A statement shall not exceed 10,000 characters (including spaces).

The Company will make duly submitted statements in due form and time in the language of the submission (including, if applicable, a statement of the administration) available no later than Friday, May 10, 2024, 24:00 hrs (CEST), in the password-protected Online Service at

**[www.bilfinger.com/en/annual-general-meeting](http://www.bilfinger.com/en/annual-general-meeting).**

The availability of the statements shall be restricted to shareholders who have duly registered for the General Meeting. Statements shall not be made available if they do not originate from a shareholder duly registered for the General Meeting, if they contain more than 10,000 characters (including spaces) or if a case of Section 130a (3) sentence 4 in conjunction with Section 126 (2) sentence 1 no. 1, 3 or 6 AktG exists.

Please note that possible motions, election proposals, questions as well as objections against resolutions of the General Meeting, which are contained in a statement, shall not be considered in the General Meeting. They are to be submitted exclusively by the means described for this purpose in this calling notice and in compliance with the respective requirements and deadlines described.

**Excerpt from legal text:**

**AktG**

***Section 118a Virtual general meeting***

(1) [...] <sup>2</sup>If a virtual general meeting is held the following conditions must be met:

[...]

6. the shareholders shall be granted the right to submit statements pursuant to Section 130a (1) to (4) by way of electronic communication,

[...]

***Section 130a Right to submit statements and right to speak in virtual general meetings***

(1) <sup>1</sup>In the case of a virtual general meeting, shareholders have the right to submit statements on the items on the agenda prior to the meeting by means of electronic communication using the address designated for this purpose in the calling notice of the general meeting. <sup>2</sup>The right may be confined to shareholders who have duly submitted notification of attendance at the meeting. <sup>3</sup>The length of the statements may be reasonably restricted in the calling notice of the general meeting.

(2) Statements shall be submitted by no later than five days prior to the meeting.

(3) <sup>1</sup>The submitted statements shall be made available to all shareholders by no later than four days prior to the meeting. <sup>2</sup>Availability of them may be confined to shareholders who have duly submitted notification of attendance at the meeting. <sup>3</sup>In the case of stock exchange listed companies, they shall be made available over the website of the company; in the case of Section 130a (3) sentence 2, they may also be made available over the website of a third party. <sup>4</sup>Section 126 (2) sentence 1 numbers 1, 3 and 6 shall apply mutatis mutandis.

(4) Section 121 (7) shall apply to calculation of the deadlines specified in Section 130a (2) and (3) sentence 1.

[...]

#### **4 Right to speak in the General Meeting**

Shareholders who are electronically connected to the General Meeting have the right to speak in the General Meeting by means of video communication. Speeches can be registered from the beginning of the General Meeting via the password-protected Online Service at:

**[www.bilfinger.com/en/annual-general-meeting](http://www.bilfinger.com/en/annual-general-meeting)**

Speeches may also include motions and election proposals pursuant to section 118a (1) sentence 2 no. 3 AktG and requests for information pursuant to section 131 (1) AktG. At the

beginning of the General Meeting the chairman of the General Meeting will explain in more detail the procedure for requesting to speak, allowing to speak and the actual execution of the speech. If desired, the shareholder will receive further information or instructions on the technical conduct after the registration of his speech from the technical team.

The technical minimum requirements for a live video connection are an internet-capable end device with a camera and microphone that can be accessed from the internet browser, as well as a stable internet connection. It is not necessary to install additional software components or apps on the end device.

The Company reserves the right to check the functionality of the video communication between the shareholder and the Company in the General Meeting prior to the speech and to reject the speech if the functionality is not ensured. Pursuant to Article 15 (3) of the Articles of Incorporation, the chairman of the General Meeting is entitled to conduct the proceedings and to impose reasonable time limits on the shareholders' right to speak and ask questions; in particular, he may reasonably determine the time frame for the course of the General Meeting, the discussion of the individual items on the agenda and the right to speak and ask questions.

**Excerpt from legal text:**

**AktG**

***Section 118a Virtual general meeting***

(1) [...] <sup>2</sup>If a virtual general meeting is held the following conditions must be met:

[...]

7. shareholders who are connected to the meeting electronically shall be granted the right to speak in the meeting by means of video communication in accordance with Section 130a (5) and (6),

[...]

***Section 130a Right to submit statements and right to speak in case of virtual general meetings***

[...]

(5) <sup>1</sup>Shareholders who are connected to the meeting electronically shall be given a right to speak in the meeting by means of video communication. <sup>2</sup>The form of video communication offered by the company shall be used for addresses. <sup>3</sup>Motions and election nominations in accordance with Section 118a (1) sentence 2 number 3, requests for information in accordance with Section 131 (1), follow-up questions in accordance with Section 131 (1d) and further questions in accordance with Section 131 (1e) may be part of the address. <sup>4</sup> Section 131 (2) sentence 2 shall apply mutatis mutandis.

(6) The company may reserve the right in the notice of the general meeting to examine the working order of video communication between the shareholder and the company at the meeting and prior to the address and to reject the address if the working order of video communication is not ensured.

## **5 Right to submit motions in the General Meeting**

In addition, shareholders who are electronically connected to the General Meeting may submit motions and election proposals during the General Meeting by way of video communication to the extent permitted (without requiring prior transmission of the motion or election proposal pursuant to Sections 126, 127 AktG). For this purpose, it is necessary that the shareholder registers for a speech via the password-protected Online Service available from the beginning of the General Meeting, during which he can then submit his motion or elec-

tion proposal. A more detailed explanation of the procedure provided for this, the legal and technical requirements as well as the authority of the chairman of the General Meeting to appropriately restrict the right to speak and ask questions can be found above in the Section "Right to speak in the General Meeting".

**Excerpt from legal text:**

**AktG**

***Section 118a Virtual general meeting***

(1) [...] <sup>2</sup>If a virtual general meeting is held the following conditions must be met:

[...]

3. shareholders who are connected to the meeting electronically shall be granted the right to submit motions and election proposals by means of video communication in the general meeting,

[...]

## **6 Right of information in the General Meeting**

Pursuant to Section 131 (1) sentence 1 AktG, the Executive Board is obliged to provide information on the company's affairs to any shareholder upon request in the general meeting, to the extent that such information is necessary for a proper evaluation of an item on the agenda. The duty to provide information also extends to the legal and business relations of the company with an affiliated company (Section 131 (1) sentence 2 AktG). The duty of the Executive Board of a parent company to provide information in the general meeting to which the consolidated financial statements and the group management report are submitted also extends to the situation of the group and the companies included in the consolidated financial statements (Section 131 (1) sentence 4 AktG).

For this year's virtual General Meeting, it is planned that the shareholders will submit their requests for information, i.e. their questions to the Company, including any queries or follow-up questions, in accordance with Section 118a para. 1 sentence 2 no. 4 AktG by means of electronic communication during the virtual General Meeting. The chairman of the General Meeting will presumably order that all kinds of information rights pursuant to Section 131 AktG may only be exercised at the Annual General Meeting exclusively by means of video communication via the Online Service (Section 131 para. 1f AktG). In this case, it is necessary that the shareholder is electronically connected to the General Meeting via the password-protected Online Service and registers for a speech which is available from the beginning of the General Meeting, in which he can then ask his questions. A more detailed explanation of the procedure provided for this, the legal and technical requirements as well as the authority of the chairman of the General Meeting to appropriately restrict the right to ask questions and speak can be found above in the section "Right to speak in the General Meeting".

The submission of questions in advance of this year's General Meeting in accordance with the provisions of Section 131 (1a) to (1e) AktG is excluded.

The Executive Board may refuse to provide the information for the reasons set out in Section 131 (3) AktG, e.g. insofar as the provision of the information is, according to reasonable commercial judgement, likely to cause a not inconsiderable disadvantage to the Company or an affiliated company, insofar as the Executive Board would render itself liable to prosecution by providing the information or insofar as the information is continuously accessible



on the Company's website for at least seven days prior to the beginning of and during the General Meeting.

If a shareholder is refused information, he may request that his question and the reason for which the information was refused be recorded in the minutes of the General Meeting (Section 131 (5) sentence 1 AktG). It is ensured that every shareholder who is electronically connected to the virtual General Meeting can submit such a request to the Company by way of electronic communication, namely via the password-protected Online Service.

It is also ensured that every shareholder who is electronically connected to the virtual General Meeting can submit any request for equal treatment of information within the meaning of Section 131 para. 4 sentence 1 AktG to the Company by way of electronic communication via the Online Service.

**Excerpt from legal text:**

**AktG**

***Section 118a Virtual general meeting***

(1) [...] <sup>2</sup>If a virtual general meeting is held the following conditions must be met:

[...]

4. the shareholders shall be granted a right of information pursuant to § 131 by means of electronic communication,
5. the report of the Executive Board or its essential content shall be made available to the shareholders, provided that the Executive Board makes use of the option under § 131 (1a) sentence 1, no later than seven days before the meeting,

[...]

***Section 131 Right of information***

(1) <sup>1</sup>Each shareholder shall upon request be provided with information in the general meeting by the executive board regarding the company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. <sup>2</sup>The duty to provide information shall also extend to the company's legal and business relations with any affiliated company. <sup>3</sup>If a company makes use of the provisions on the simplified procedure pursuant to Section 266 (1) sentence 3, Section 276 or Section 288 of the German Commercial Code (HGB), each shareholder may request that the annual financial statements be presented to him in the general meeting on such annual financial statements in the form that would have been used if the provisions on the simplified procedure were not applied. <sup>4</sup>The duty of the executive board of a parent company (Section 290 (1) and (2) of the German Commercial Code (HGB)) to provide information at the shareholders' meeting at which the consolidated financial statements and management report of these statements are presented also extends to the position of the consolidated group and any companies included in the consolidated financial statements.

(1a) <sup>1</sup>In the case of a virtual general meeting, Section 131 (1) sentence 1 shall be applied subject to the proviso that the managing board may stipulate that shareholders' questions must be submitted by means of electronic communication by no later than three days prior to the meeting. <sup>2</sup>Section 121 (7) shall apply to calculation of the deadline. <sup>3</sup>Questions not submitted by the deadline do not have to be considered.

(1b) <sup>1</sup>The length of submitted questions may be reasonably restricted in the notice of the general meeting. <sup>2</sup>The right to submit questions may be confined to shareholders who have duly submitted notification of attendance at the meeting.

(1c) <sup>1</sup>The company shall make duly submitted questions available to all shareholders prior to the meeting and answer them by no later than one day prior to the meeting; Section 121 (7) shall apply to calculation of the deadline. <sup>2</sup>In the case of stock exchange listed companies, the questions and the answers to them shall be made available over the website of the company. <sup>3</sup>Section 126 (2) sentence 1 numbers 1, 3 and 6 shall apply mutatis mutandis to making questions available. <sup>4</sup>If the answers are continuously available one day prior to the beginning of the meeting and during the meeting, the executive board may refuse to provide information on these questions at the meeting.

(1d) <sup>1</sup>All shareholders connected electronically to the meeting shall be granted the right to ask follow-up questions at the meeting by means of electronic communication on all answers given by the executive board before and during the meeting. <sup>2</sup>Section 131 (2) sentence 2 shall also apply to the right to ask follow-up questions.

(1e) <sup>1</sup>Furthermore, all shareholders connected electronically to the meeting shall be granted the right to ask questions at the meeting by means of electronic communication on all matters that have arisen after the deadline specified in Section 131 (1a) sentence 1. <sup>2</sup>Section 131 (2) sentence 2 shall also apply to this right to ask questions.

(1f) The chair of the meeting may stipulate that the right to obtain information in accordance with Section 131 (1), the right to ask follow-up questions in accordance with Section 131 (1d) and the right to ask questions in accordance with Section 131 (1e) in the general meeting may be exercised solely by means of video communication.

(2) <sup>1</sup>The information provided shall comply with the principles of conscientious and accurate accounting. <sup>2</sup>The articles of incorporation or the bylaws pursuant to Section 129 may authorise the chair of the meeting to reasonably limit a shareholder's time to speak and ask questions and may provide relevant details in this connection.

(3) <sup>1</sup>The executive board may refuse to provide information:

1. to the extent that providing such information is, according to sound business judgment, likely to cause not immaterial damage to the company or an affiliated company;
2. to the extent that such information relates to tax valuations or the amount of certain taxes;
3. with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the general meeting is to approve the annual financial statements;
4. with regard to the methods of accounting and valuation, if disclosure of such methods in the notes is sufficient to provide a true and fair view of the actual condition of the company's assets, liabilities, financial position and profit and loss within the meaning of Section 264 (2) of the German Commercial Code (HGB); the foregoing shall not apply if the general meeting is to approve the annual financial statements;
5. if the executive board would, by providing such information, become criminally liable;
6. insofar as, in the case of a credit institution, a financial services institution or a securities institution, information need not be given on methods of accounting and valuation applied and setoffs made in the annual financial statements, management report thereof, consolidated financial statements or management report thereof;

7. if the information is continuously available on the website of the company for at least seven days prior to the beginning of and during the general meeting.

<sup>2</sup>The provision of information may not be refused for other reasons.

(4) <sup>1</sup>If information has been provided to a shareholder outside the general meeting by reason of his status as a shareholder, such information shall upon request be provided to any other shareholder in the general meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. <sup>2</sup>In the case of a virtual general meeting, it must be ensured that all shareholders connected to the meeting electronically can submit their request in accordance with sentence 1 by means of electronic communication. <sup>3</sup>The executive board may not refuse to provide such information on the grounds of Section 131 (3) sentence 1 no. 1 through 4. <sup>4</sup>Sentences 1 through 3 shall not apply if a subsidiary (Section 290 (1) and (2) of the German Commercial Code (HGB)), a joint venture (Section 310 (1) of the German Commercial Code (HGB)) or an associated company (Section 311 (1) of the German Commercial Code (HGB)) provides information to a parent company (Section 290 (1) and (2) of the German Commercial Code (HGB)) for the purpose of including the company in the consolidated financial statements of the parent company, and the information is needed for that purpose.

(5) <sup>1</sup>A shareholder who has been denied information may request that his query and the reason for which the information was denied be recorded in the minutes of the meeting. <sup>2</sup>In the case of a virtual general meeting, it must be ensured that all shareholders connected to the meeting electronically can submit their request in accordance with sentence 1 by means of electronic communication.

## 7 Right to object against the resolutions of the General Meeting

Shareholders who are electronically connected to the General Meeting have the right to object against a resolution of the General Meeting by means of electronic communication (Section 118a (1) sentence 2 no. 8 AktG). The objection can be submitted via the password-protected Online Service at the website

**[www.bilfinger.com/en/annual-general-meeting](http://www.bilfinger.com/en/annual-general-meeting)**

in accordance with the procedure laid down therein by the Company. The notary, who is charged with the recording of the minutes of the Annual General Meeting, has authorized the Company to accept objections via the Online Service; the notary will receive them via the Online Service. The transmission of an objection is possible from the beginning of the General Meeting until its closing by the chairman of the General Meeting.

**Excerpt from legal text:**

**AktG**

### ***Section 118a Virtual general meeting***

(1) [...] <sup>2</sup>If a virtual general meeting is held the following conditions must be met:

[...]

8. shareholders who are connected to the meeting electronically shall be granted the right to object against the resolutions of the General Meeting by means of electronic communications.

[...]

\* \* \* \*