Bilfinger SE
Mannheim
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Invitation to the Annual General Meeting

The shareholders of our company are hereby invited to the

Annual General Meeting to be held on

Wednesday, May 20, 2026, at **10:00 a.m.** (Central European Summer Time – "CEST"),

at

Congress Center Rosengarten, Musensaal,
Rosengartenplatz 2,
68161 Mannheim,

Agenda

1. **Presentation of the adopted annual financial statements, the approved consolidated financial statements, and the combined management report of Bilfinger SE and the Group, as well as the Supervisory Board's report for the 2025 financial year**

   The aforementioned documents, as well as the proposal for the appropriation of net retained profits and an explanatory report on the disclosures pursuant to Sections 289a and 315a of the German Commercial Code (HGB), will be available at the following internet address from the date of the notice of the meeting and also during the Annual General Meeting:

   www.bilfinger.com/annual-general-meeting .

This version of the Invitation to the Annual General Meeting prepared for the convenience of English speaking readers is a translation of the German original. For purposes of interpretation, the German text shall be authoritative and final.

The Supervisory Board approved the annual financial statements and consolidated financial statements for the financial year 2025 prepared by the Executive Board on February 27, 2026, in accordance with Section 172 of the German Stock Corporation Act (AktG), thereby adopting the annual financial statements. Therefore, the Annual General Meeting will not adopt the annual financial statements or approve the consolidated financial statements in accordance with Section 173 of the German Stock Corporation Act (AktG). The aforementioned documents are to be made available to the Annual General Meeting without the need for a resolution under the German Stock Corporation Act.

2. Resolution on the appropriation of retained earnings for the financial year 2025

The Management Board and Supervisory Board propose that the net profit of EUR 105,297,841.60 reported in the annual financial statements for the 2025 financial year, to appropriated as follows:

Distribution of a dividend of EUR 2.80 per dividend-bearing share:	EUR 103,431,224.40
Carryover of the remaining amount to new account:	EUR 1,866,617.20
Retained earnings:	EUR 105,297,841.60

This proposal for the appropriation of profits is based on the share capital eligible for dividends as of December 31, 2025, in the amount of EUR 130,276,041.96 (divided into 36,939,723 no-par value shares). Due to a change in the number of treasury shares, the number of shares entitled to dividends may change by the time the Annual General Meeting resolves on the appropriation of retained earnings. In this case, the Management Board and Supervisory Board will submit a correspondingly adjusted proposal for the appropriation of profits to the Annual General Meeting, assuming the dividend remains unchanged at EUR 2.80 per share.

3. Resolution on the discharge of the Executive Board for the 2025 financial year

The Supervisory Board and the Management Board propose

that the members of the Management Board in office in the financial year 2025 be discharged for this period.

4. Resolution on the discharge of the Supervisory Board for the financial year 2025

The Executive Board and the Supervisory Board propose

that the members of the Supervisory Board in office in the financial year 2025 be discharged for this period.

5. Resolution on the appointment of the auditor and the group auditor for the financial year 2026, the auditor for a review of the 2026 semi-annual financial report, and the auditor of the sustainability reporting for the financial year 2026

Based on the recommendation of its Audit Committee, the Supervisory Board proposes the following resolution:

a) PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Mannheim branch, is appointed as the auditor and group auditor for the financial year 2026.

b) PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Mannheim branch, is appointed as the auditor to perform a review of the interim financial report for the first half of the 2026 financial year.

c) PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Mannheim branch, is appointed as the auditor of the sustainability reporting for the financial year 2026.

The election of the auditor for sustainability reporting under agenda item 5 c) above is made as a precautionary measure in the event that the German legislature, in implementing Art. 37 of the Audit Directive 2006/43/EC, as amended by of the CSRD, require the General Meeting to expressly elect the auditor of the sustainability reporting, meaning that the audit of the sustainability reporting would not in any case be the responsibility of the statutory auditor under German implementing law.

The Audit Committee has stated in its recommendation that this is free from undue influence by third parties and that no clause restricting the General Meeting's options for selection within the meaning of Article 16(6) of the Audit Regulation (EU) No. 537/2014 has been imposed upon it.

6. Resolution on the Approval of the Compensation Report for Financial Year 2025

Section 120a (4), sentence 1 of the German Stock Corporation Act (AktG) stipulates that the Annual General Meeting of a listed company shall resolve on the approval of the remuneration report for the preceding financial year, which has been prepared and audited in accordance with Section 162 of the German Stock Corporation Act (AktG).

The remuneration report for the 2025 financial year prepared by the Executive Board and the Supervisory Board was audited by the auditor in accordance with Section 162(3) of the German Stock Corporation Act (AktG). In addition to the statutory requirements, the auditor also voluntarily conducted a substantive review of the report's content. The remuneration report of Bilfinger SE for the financial year 2025, prepared and audited in accordance with Section 162 of the German Stock Corporation Act (AktG), is available in its entirety, including the auditor's report, on the website

www.bilfinger.com/annual-general-meeting .

The Executive Board and Supervisory Board propose the following resolution:

> The remuneration report of Bilfinger SE for the financial year 2025, prepared and audited in accordance with Section 162 of the German Stock Corporation Act (AktG), is approved.

7. Resolution on the compensation of Supervisory Board members

Pursuant to Section 113 (3), sentences 1 and 2 of the German Stock Corporation Act (AktG), listed companies must pass a resolution on the compensation of Supervisory Board members at least every four years, whereby a resolution confirming the compensation is permissible.

The Annual General Meeting held on May 11, 2022, last passed a resolution regarding the compensation of the members of the Supervisory Board of Bilfinger SE; accordingly, a resolution regarding the compensation of the members of the Supervisory Board must be passed again at the 2026 Annual General Meeting in accordance with the regular schedule.

The compensation of Supervisory Board members is governed by Section 14 of the Articles of Association of Bilfinger SE. According to this provision, Supervisory Board members receive a fixed compensation for their work, the amount of which depends on the duties they perform on the Supervisory Board or its committees, as well as an attendance fee for each meeting of the Supervisory Board and its committees in which they participate. No variable compensation, which depends on the achievement of certain results or targets, is provided for members of the Supervisory Board.

In the opinion of the Executive Board and the Supervisory Board, the remuneration for Supervisory Board members set forth in Article 14 of the Articles of Association of Bilfinger SE remains appropriate and should remain unchanged.

The remuneration for Supervisory Board members set forth in Article 14 of the Articles of Association of Bilfinger SE, which is proposed for approval by the Annual General Meeting, as well as the underlying remuneration system, are available at

www.bilfinger.com/annual-general-meeting

and will remain available there during the Annual General Meeting.

The Executive Board and the Supervisory Board propose the following resolution:

> The remuneration of the members of the Supervisory Board, as set forth in Section 14 of the Articles of Association of Bilfinger SE, including the underlying remuneration system - as made available on the Company’s website - is approved.

8. Election of new members of the Supervisory Board

Supervisory Board member Mr. Frank Lutz has resigned from his position effective December 31, 2025. By order of the Mannheim Local Court, Mr. Ebrahim Attarzadeh has been appointed to the Supervisory Board as Mr. Lutz's successor. Mr. Ebrahim Attarzadeh's judicial appointment is limited in time until the end of this year's Annual General Meeting. In addition, the terms of office of the other shareholder representatives on the Supervisory Board of Bilfinger SE will also end as scheduled upon the conclusion of the Annual General Meeting on May 20, 2026. New elections are therefore required.

Pursuant to Art. 40(2) and (3) of the SE Regulation, § 17 of the SE Implementation Act, § 21(3) of the SE Participation Act, Part C: Co-determination on the Supervisory Board, Clauses 19 and 21 of the Agreement on Employee Participation in Bilfinger SE (SE Participation Agreement), and Section 8 of the Articles of Association, and consists of six shareholder representatives and six employee representatives. The shareholder representatives are appointed by the Annual General Meeting. The six employee representatives are appointed by the SE Works Council in accordance with the procedure set forth in the SE Participation Agreement. The election of new employee representatives took place on March 11, 2026.

Based on the recommendations of its Nomination Committee, the Supervisory Board proposes that the following persons be elected to the Supervisory Board as shareholder representatives:

a) Dr. Eckhard Cordes,
residing in Berlin,
Partner at Cevian Capital,

b) Dr. Silke Maurer,
residing in Kirchheim near Munich,
Member of the Executive Board and Chief Operating Officer of MTU Aero Engines AG, and

c) Dr. Hans-Joachim Müller,
residing in Breesen,
Member of multiple Supervisory Boards

The appointments under (a) through (c) shall each take effect upon the conclusion of the Annual General Meeting on May 20, 2026, and shall remain in effect until the end of the Annual General Meeting that resolves on the discharge of liability for the second financial year following the start of the term of office, excluding the financial year in which the term of office begins (i.e., for a term of approximately three years).

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d) Mr. Ebrahim Attarzadeh,
residing in Pfäffikon, Switzerland
Managing Director of Münchmeyer Petersen Capital Markets GmbH,

e) Ms. Ann-Kristin Erkens,
residing in Cologne,
Group CFO at SIG Group AG, and

f) Ms. Ilonka Nußbaumer,
residing in Sonderborg, Denmark,
Executive Vice President HR, Head of Group Human Resources, Danfoss A/S

The appointments under d) through f) shall each take effect upon the conclusion of the Annual General Meeting on May 20, 2026, and shall remain in effect until the end of the Annual General Meeting that resolves on the discharge of liability for the third financial year following the commencement of the term of office, excluding the financial year in which the term of office begins (i.e., for a term of approximately four years).

The elections to the Supervisory Board are to be conducted as individual elections.

In accordance with C.13 of the German Corporate Governance Code (DCGK), the following is declared:

Mr. Ebrahim Attarzadeh serves as a Senior Advisor to ENA Investment Capital. ENA Investment Capital holds approximately twelve percent of the Company's voting share capital. In its application for the court appointment of Mr. Attarzadeh as a member of the Supervisory Board, the Company relied on a proposal from ENA Investment Capital. The proposed election of Mr. Attarzadeh by the Annual General Meeting is intended to ensure that ENA Investment Capital has appropriate representation on the Supervisory Board. Ms. Maurer and Dr. Cordes are already members of the company's Supervisory Board and are being proposed for reelection. It should be noted that Dr. Cordes has been a member of the company's Supervisory Board since November 2014. Furthermore, in the Supervisory Board's assessment, the candidates proposed for election by the Supervisory Board have no personal or business relationships with Bilfinger SE, its Group companies, the governing bodies of Bilfinger SE, or any shareholder holding a significant stake in Bilfinger SE within the meaning of Recommendation C.13 of the German Corporate Governance Code (DCGK).

It is also noted that Dr. Cordes, born in 1950, has passed the age of 75. Nevertheless, the Supervisory Board is again proposing Dr. Cordes for election due to his outstanding expertise and valuable experience as Chairman of the Supervisory Board of Bilfinger. The age limit set forth in the Supervisory Board's rules of procedure does not preclude this nomination or a corresponding election by the Annual General Meeting. It is deliberately formulated as an open age limit to maintain the necessary flexibility and to avoid generally hindering or even precluding the (re-)election of professionally and personally suitable candidates solely on the basis of age. It therefore permits, in the interest of the company,

the nomination of older candidates in individual cases and their election to the Supervisory Board without this being viewed as a violation of the standard age limit or a deviation from the recommendations of the German Corporate Governance Code (DCGK).

In the opinion of the shareholder representatives on the Supervisory Board, all candidates are to be regarded as independent within the meaning of the German Corporate Governance Code (DCGK). This applies both in relation to the company and its Management Board and in relation to a controlling shareholder, which does not exist at Bilfinger SE.

Pursuant to Section 124(2), sentence 2 of the German Stock Corporation Act (AktG), the following is disclosed:

Section 17 (2), sentence 1 of the SE-AG requires that, in a listed SE, women and men each be represented on the Supervisory Board by at least 30 percent. The Supervisory Board of Bilfinger SE must therefore have at least four seats held by women and at least four seats held by men in order to meet the minimum quota requirement described above. The election of the persons proposed above would satisfy these requirements.

The nominations take into account the objectives adopted by the Supervisory Board regarding its composition and, at the same time, aim to fulfill the competency profile adopted by the Supervisory Board.

In making its nominations, the Supervisory Board has verified with the proposed candidates that they are able to commit the expected amount of time.

Dr. Cordes intends to run for the office of Chairman again should he be elected to the Supervisory Board.

The CVs of the proposed candidates (including the information pursuant to Section 125(1) Sentence 5 of the German Stock Corporation Act (AktG)) are attached to this invitation as “Appendix to Agenda Item 8: Election of New Supervisory Board Members.”

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Appendix to Agenda Item 8: Election of New Supervisory Board Members

Information on the shareholder representatives proposed for election
Resumes in alphabetical order

Attarzadeh, Ebrahim, Pfäffikon, Switzerland

Managing Director of Münchmeyer Petersen Capital Markets GmbH, Hamburg

Personal Data:

Year of birth:	1977
Place of birth:	Tehran, Iran
Nationality:	German, Swiss, Iranian

Relevant knowledge, skills, and professional experience

Education:

Study of Economics, Ruprecht-Karls-University, Heidelberg

Professional Career:

2000 - 2001	ARTHUR ANDERSEN GMBH, Düsseldorf Associate TMT Corporate Finance
2003 - 2006	DEUTSCHE BANK AG, Frankfurt am Main Associate / Vice President Sales (Frankfurt, London, New York)
2006 - 2008	MAIN FIRST BANK AG, Frankfurt am Main Direktor Sales
2008 - 2011	MAIN FIRST BANK AG, Frankfurt am Main Head of Sales and Trading
2011 – 2015	MAINFIRST SCHWEIZ AG, Zurich, Switzerland Member of the Executive Board (2014 – 2015) CEO (2011 – 2014)
2010 - 2016	MAINFIRST SECURITIES INC., New York, USA Chief Compliance Officer (until 03/2026) and Principal
2011 - 2017	MAINFIRST BANK AG, Frankfurt am Main Head of Equities
2018 - 2021	MAINFIRST BANK AG /STIFEL EUROPE BANK AG, Frankfurt am Main CEO Europe
2022	Non-competition agreement STIFEL EUROPE BANK AG / STIFEL SCHWEIZ AG
since 11/2022	CALLIRIUS AG, Zurich, Switzerland / Frankfurt am Main Chairman of the Board of Directors
2024 - 2025	ASMUT AG, Zug, Switzerland CEO
since 11/2025	MÜNCHMEYER PETERSEN CAPITAL MARKETS GMBH, Hamburg CEO

Membership in comparable monitoring boards of other German and foreign companies

Ontex Group NV, Aalst, Belgium (Board of Directors) (publicly listed company)

Other (material) activities

Callirius AG, Pfäffikon, Switzerland, Frankfurt am Main (Chairman of the Board of Directors)

No memberships in other statutory supervisory boards of other German companies

Mr. Ebrahim Attarzadeh has been a Member of the Supervisory Board of Bilfinger SE since January 9, 2026, by court appointment.

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Dr. Cordes, Eckhard, Berlin, Germany

Partner at Cevian Capital, Pfäffikon, Switzerland

Personal Data:

Year of birth:	1950
Place of birth:	Neumünster
Nationality:	German

Relevant knowledge, skills and professional experience

Education:

Degree in Business Administration, University of Hamburg, Doctorate

Professional Career:

1976	DAIMLER BENZ AG, Held various management positions in Germany and abroad
1996 - 2005	DAIMLER BENZ AG / DAIMLERCHRYSLER AG Member of the Executive Board
2006 - 2009	FRANZ HANIEL & CIE. GMBH Chairman of the Executive Board
2006 - 2007	METRO AG, Chairman of the Supervisory Board
2007 - 2011	METRO AG Chairman of the Executive Board
since 2012	CEVIAN CAPITAL Partner
2012 – 2024	EMERAM CAPITAL PARTNERS GMBH, Partner
since 2014	BILFINGER SE Member and Chairman of the Supervisory Board
2015 – 2022	VOLVO AB, Sweden, Non-executive member of the Board of Directors

Memberships in comparable monitoring boards of other German and foreign companies

Eurobattery Minerals AB, Stockholm, Sweden (Member of the Boards) (publicly listed company)
Presto AB, Stockholm, Sweden (Chairman of the Board)

No membership in other statutory supervisory boards and no other material activities

Dr. Eckhard Cordes has been a Member of the Supervisory Board of Bilfinger SE since November 5, 2014 and Chairman of the Supervisory Board of Bilfinger SE since November 11, 2014. He is also Chairman of the Presiding Committee, the Nomination Committee and the Strategy Committee of the Supervisory Board of Bilfinger SE.

Erkens, Ann-Kristin, Cologne, Germany

Group CFO, SIG Group AG, Neuhausen am Rheinfall, Switzerland

Personal Data:

Year of birth:	1975
Place of birth:	Hamburg
Nationality:	German

Relevant knowledge, skills and professional experience

Education:

Degree in Industrial Engineering (FH), University of Applied Science, Wedel, Germany
Master of Science in Operations Management, University of Buckingham, England

Professional Career:

2000 - 2001	PROLEAN CONSULTING AG, Düsseldorf Consultant: Supply Chain/Manufacturing and Controlling
2002 - 2006	HENKEL AG & Co KGaA, Düsseldorf Junior Finance positions in Adhesive Technologies
2006 – 2009	HENKEL AG & Co KGaA, Düsseldorf Senior Manager Global Operations and Supply Chain Controlling Adhesive Technologies
2009 – 2011	HENKEL AG & Co KGaA, Düsseldorf Corporate Director Group Strategy/CEO Office
2012 - 2016	HENKEL AG & Co KGaA, Düsseldorf Financial Commercial Director Global SBU Packaging Adhesives/Region IMEA
2017 – 2023	HENKEL AG & Co KGaA, Düsseldorf Financial Director Adhesive Technologies Division (Corporate Senior Vice President)
Since 2023	SIG GROUP AG, Neuhausen am Rheinfall, Switzerland Group CFO (from 08/2025 until 02/2026 in addition, interim CEO)

Membership in other statutory supervisory boards

SCHOTT Pharma AG & Co. KGaA, Mainz (Member of the Supervisory Board and Member of the Audit and Risk Committee) (publicly listed company)

Memberships in comparable monitoring boards of other German and foreign companies

B. Braun SE, Melsungen (Member of the Supervisory Board)

No other material activities

Dr. Maurer, Silke, Kirchheim near Munich

Member of the Executive Board and Chief Operating Officer of MTU Aero Engines AG, Munich

Personal Data:

Year of birth:	1972
Place of birth:	Schäßburg, Romania
Nationality:	German

Relevant knowledge, skills and professional experience

Education:

Degree in Engineering, Technical University Munich

Doctorate, University of Cranfield, UK

Professional Career:

1997 - 2004	BMW GROUP, Munich, UK and USA Held various positions in Structure Planning and Production Strategy
2005	BMW GROUP, Munich Head of Human Resources Management Production
2008	BMW GROUP, Munich Head of Human Resources Strategy and Policy
2010	HUSQVARNA MOTORCYCLES/BMW MOTORRAD, Varese, Italy, Head of Vehicle Experimental Engineering and Post-Merger Integration Development
2013 - 2017	BMW GROUP, Munich and UK Held management positions in Industrialization and Production Small Vehicles and MINI as well as Rolls-Royce Motor Cars
2017	BSH HAUSGERÄTE GMBH, Munich Head of Corporate Quality Management
2018	BSH HAUSGERÄTE GMBH, Munich Head of Corporate Technology and Innovation
2019 - 2022	BSH HAUSGERÄTE GMBH, Munich Member of the Board of Management and Chief Operating Officer with global responsibility for Innovation, R&D, Production, Quality, Procurement, Logistics
since 2021	BILFINGER SE, Mannheim Member of the Supervisory Board
2022	WEBASTO SE, Stockdorf near Munich Member of the Executive Board and Chief Operating Officer
since 2023	MTU AERO ENGINES AG, Munich Member of the Executive Board and Chief Operating Officer

Memberships in comparable monitoring boards of other German and foreign companies

MTU Aero Engines Polska Sp. z o.o., Jasionka, Poland (Internal Group mandate)

No membership in other statutory supervisory boards and no other material activities

Mrs. Silke Maurer has been Member of the Supervisory Board of Bilfinger SE since April 15, 2021. She is also Member of the Strategy Committee of the Supervisory Board of Bilfinger SE.

Dr. Müller, Hans-Joachim, Breesen, Germany

Member of multiple supervisory boards

Personal Data:

Year of birth:	1959
Place of birth:	Göttingen
Nationality:	German

Relevant knowledge, skills and professional experience

Education:

Graduate in chemistry from Ludwig-Maximilians-University, Munich, Germany, and Promotion
Postdoctoral studies at the University of California, Los Angeles, USA

Professional Career:

1989 - 1991	BASF AG, Ludwigshafen am Rhein Research Chemist
1992 - 1994	BASF AG, Ludwigshafen am Rhein Group Leader 'Metallocenes'
1994 - 1996	BASF AG, Ludwigshafen am Rhein Business Manager, Hydrogenation Technologies
1996 - 2000	BASF EAST ASIA LTD., Hongkong, China Director, Technology & Catalysts – Asia Pacific
2000 - 2001	BASF AG, Ludwigshafen am Rhein Global Director Specialty Chemicals
2001 - 2006	SÜD-CHEMIE AG, Munich Group VP, Head of the BU Catalytic Technologies
2007 – 2011	SÜD-CHEMIE AG, Munich Member of the Executive Board und COO
2011 - 2012	CLARIANT AG, Basel, Switzerland Member of the Executive Committee
2012 – 2023	AZELIS SA, Antwerp, Belgium, CEO

Membership in other statutory supervisory boards

Lanxess AG, Cologne (Member of the Supervisory Board) (publicly listed company)
OMV AG, Vienna, Austria (Member of the Supervisory Board) (publicly listed company)
AkzoNobel N.V., Amsterdam, Netherlands (Member of the Supervisory Board) (publicly listed company)

No memberships in comparable monitoring boards of other German and foreign companies and no other material activities

Nußbaumer, Ilonka, Sonderborg, Denmark

Executive Vice President HR, Head of Group Human Resources, Danfoss A/S, Nordborg, Denmark

Personal Data:

Year of birth:	1973
Place of birth:	Lingenau, Vorarlberg
Nationality:	Austrian

Relevant knowledge, skills and professional experience

Education:

Degree in Commercial Science, Vienna University of Economics and Business, Austria

Professional career:

1999 - 2000	I-D Media AG, Berlin Assistant to CEO
2000 - 2001	VENTUREPARK INCUBATOR AG / Sportgate AG, Berlin Venture Manager
2001 - 2003	SCHAEFFLER GROUP, Herzogenaurach Specialist Special Projects
2003 - 2004	SCHAEFFLER GROUP, Herzogenaurach Plant Human Resources Specialist
2005 - 2007	SCHAEFFLER GROUP, Taicang, China Director Human Schaeffler China
2007 - 2009	SCHAEFFLER GROUP, Shanghai, China Vice President Human Resources Asia Pacific, Corporate Communication and Corporate Security
2009 - 2010	SCHAEFFLER GROUP, Herzogenaurach Vice President Human Resources Automotive
2011 - 2018	VOITH GMBH, Heidenheim Senior Vice President, Head of Group HR
2019 - 2022	DANFOSS A/S, Nordborg, Denmark Senior Vice President, Head of Group HR
since 2023	DANFOSS A/S, Nordborg, Denmark Executive Vice President HR, Head of Group Human Resources

Membership in other statutory supervisory boards

SMA Solar Technology AG, Niesteltal (Member of the Supervisory Board) (publicly listed company

Other material activities

German-Danish Chamber of Commerce, Copenhagen, Denmark (Vice Chairman)

No memberships in comparable monitoring boards of other German and foreign companies

Further Information and Notes

Unlike in previous years, this year's Annual General Meeting will be held as an in-person meeting, at which shareholders and shareholder representatives may participate physically on-site. We look forward to welcoming our shareholders and their representatives in person to the Annual General Meeting once again.

Requirements for attending the Annual General Meeting and exercising voting rights

Shareholders who register in a timely manner prior to the Annual General Meeting and provide the Company with proof of their shareholding are entitled to attend the Annual General Meeting and exercise their voting rights in accordance with the following provisions and explanations.

Pursuant to Article 16(2) of the Articles of Association, the registration must be submitted in German or English. Pursuant to Article 16(3), first sentence, of the Articles of Association, proof of share ownership must be provided in the form of a written statement issued by the custodian bank and drafted in German or English; proof may also be provided by the final intermediary in accordance with Section 67c(3) of the German Stock Corporation Act (AktG). The proof must refer to the close of business on the 22nd day prior to the Annual General Meeting, i.e., the close of business on April 28, 2026 (record date). According to the legislative materials for the Future Financing Act (ZuFinG) of December 11, 2023 , "close of business" means 12:00 a.m. (CEST).

Both the registration and proof of share ownership must be received by the Company no later than the end of business on Wednesday, May 13, 2026, at 12:00 a.m. (CEST), at the **address**

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

or by **email** to the following email address: **Anmeldestelle@c-hv.com** .

Pursuant to Section 123(4), Sentence 5 of the German Stock Corporation Act (AktG), only those who have provided the proof (described above) are deemed to be shareholders for the purposes of participating in the Annual General Meeting or exercising voting rights in relation to the company. To be eligible to participate in the Annual General Meeting and exercise voting rights, it is therefore necessary to hold the shares as of the record date. Registration for the Annual General Meeting does not prevent shareholders from freely disposing of their shares. The record date has no bearing on dividend entitlement.

Admission Tickets

Upon timely receipt of their registration and proof of share ownership by the Company at the address or email address provided above, shareholders will be sent admission tickets for the Annual General Meeting.

To ensure timely receipt of the admission tickets, we ask shareholders to register and submit proof of their share ownership to the company well in advance. Unlike registration for the Annual General Meeting, the admission ticket is not a prerequisite for participation but merely serves to streamline the process at the entrance checks for access to the Annual General Meeting.

Procedure for Voting by Mail

It is possible to cast, change, or revoke absentee votes using the absentee voting form. Shareholders will receive the absentee voting form—after registering for the Annual General Meeting in the proper form and within the deadline and providing proof of share ownership—along with the admission ticket to the Annual General Meeting. You can also find it on the website

www.bilfinger.com/annual-general-meeting.

The completed form must be sent to the company at the **address**

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

or by **email** to the following address: **Anmeldestelle@c-hv.com**

and must be received by the Company by the end of Monday, May 18, 2026, at 12:00 a.m. (CEST); otherwise, the absentee ballots cannot be counted for technical processing reasons.

Shareholder representatives or proxies may also use the mail-in ballot.

Procedure for Voting by Proxy

Shareholders have the option of having their voting rights exercised by a proxy, such as an intermediary, a shareholders' association, a proxy appointed by the company, or another person of their choice. In this case as well, timely registration and proof of share ownership (see above under 'Requirements for Participation in the Annual General Meeting and the Exercise of Voting Rights') are required.

A proxy may be granted both before and during the Annual General Meeting and may be issued prior to registration. To grant a proxy, either a declaration to the proxy holder or a declaration to the company is acceptable.

Pursuant to Section 134(3), third sentence, of the German Stock Corporation Act (AktG), the granting of a proxy, its revocation, and proof of authorization to the company must be in writing (Section 126b of the German Civil Code (BGB)). No use is made of the authorization under § 17 (2), sentence 3 of the Articles of Association, which permits a relaxation of the written form requirement as the form prescribed by law. The special provisions described below apply additionally to the authorization of the proxies appointed by the company.

Special provisions also apply in the event that the granting of the power of attorney falls within the scope of § 135 AktG (i.e., in the event that a power of attorney is granted to an intermediary, a shareholders' association, a proxy advisor, or a person or association acting in a business capacity equivalent to such entities pursuant to § 135(8) AktG, or if the granting of the proxy otherwise falls within the scope of application of § 135 AktG). In this case, neither is the written form required under § 134(3) sentence 3 AktG, nor do the Articles of Association contain a special provision for this case. Accordingly, intermediaries or persons or associations acting in a business capacity deemed equivalent to them under Section 135(8) of the German Stock Corporation Act (AktG) may prescribe forms for their authorization that need only comply with the statutory provisions applicable to the granting of such authorization, in particular those in Section 135 of the German Stock Corporation Act (AktG). Please note the special procedure under Section 135(1), sentence 5 of the German Stock Corporation Act (AktG).

We also offer our shareholders the option of authorizing proxy holders designated by the company and bound by instructions prior to the Annual General Meeting. The proxy holders designated by the company require instructions in every case for the exercise of voting rights. Without these instructions, they will not make use of the proxy. The proxy holders designated by the company are obligated to vote in accordance with the instructions.

Proxies and instructions to the proxies appointed by the company must, if not granted at the Annual General Meeting, be submitted using the form sent with the admission ticket and available on the website

www.bilfinger.com/annual-general-meeting ,

to the **address**

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

or by **email** to the following email address: **Anmeldestelle@c-hv.com**

and must be received by the Company by the end of Monday, May 18, 2026, at 12:00 a.m. (CEST); otherwise, they cannot be considered for technical processing reasons.

If the power of attorney is granted by a declaration made to the company, no additional proof of authorization is required. If, however, the power of attorney is granted by a declaration to the proxy holder, the company may require proof of authorization, unless otherwise provided by Section 135 of the German Stock Corporation Act (AktG) in cases where the granting of the power of attorney falls within the scope of Section 135 AktG. Proof of authorization may be submitted to the company prior to the Annual General Meeting. For the submission of proof of authorization (by the shareholder or the proxy), we offer the following method of electronic communication in accordance with Section 134(3), sentence 4 of the German Stock Corporation Act (AktG): Proof of the appointment of a proxy may be submitted to the company via email to the email address

Anmeldestelle@c-hv.com .

In doing so, it is ensured that documents in the formats 'Word', 'PDF', 'JPG', 'TXT', and 'TIF' can be accepted as attachments to an email (notwithstanding the possibility of forwarding an existing email). Proof of authorization transmitted by email can only be clearly assigned to the registration if either the shareholder's name and address or the admission ticket number is included in the proof or the email.

If a shareholder authorizes more than one person, the company may, pursuant to Section 134(3) sentence 2 of the German Stock Corporation Act (AktG), reject one or more of them. This does not affect the possibility of appointing a separate representative for the Annual General Meeting for each of the company's shares held by a shareholder in different securities accounts.

Shareholders will receive a proxy form along with the admission ticket sent to them. A proxy form is also available at the website

www.bilfinger.com/annual-general-meeting .

Neither the law nor the Articles of Association nor the Company otherwise requires the use of these forms. However, in the interest of smooth processing, we ask that you use these forms when granting proxies if such grants are made by declaration to the Company. Declarations regarding proxies to the Company may be submitted to the address or email address provided for registration.

Shareholders' Rights

Shareholders or shareholder representatives have the following rights, among others, at the Annual General Meeting:

Request to add items to the agenda

Pursuant to Art. 56 of the SE Regulation, Section 50(2) of the SEAG, and Section 122(2) of the AktG, shareholders whose shares together amount to one-twentieth of the share capital or

the pro rata amount of EUR 500,000.00 (the latter corresponds to 141,775 shares when rounded up) may request that items be added to the agenda and announced. The request must be submitted in writing to the Company's Executive Board and must be received by the Company no later than Sunday, April 19, 2026, at 12:00 a.m. (CEST). The request may be sent to the following **address**:

Bilfinger SE
Executive Board
Oskar-Meixner-Straße 1
68163 Mannheim

Any additions to the agenda that are to be announced – unless already announced with the notice of the meeting – will be published in the Federal Gazette immediately upon receipt by the Company and forwarded for publication to media outlets that can be expected to disseminate the information throughout the European Union. Furthermore, they will be posted on the Company's website at

www.bilfinger.com/annual-general-meeting

and communicated to shareholders in the same manner as the notice convening the Annual General Meeting. Any requests for additions to the agenda received by the Company after the Annual General Meeting has been convened will, in turn, be made available via the aforementioned website immediately upon receipt by the Company.

Counter-motions and nominations

Shareholders have the opportunity to submit counter-motions and nominations to the company prior to the Annual General Meeting in accordance with the detailed provisions of Section 126(1) and Section 127 of the German Stock Corporation Act (AktG). The company will publish counter-motions and nominations—including the shareholder's name, any supporting rationale (which is not required for nominations, however), and any statement from management—at the following website address

www.bilfinger.com/annual-general-meeting

if they are received by the Company no later than Tuesday, May 5, 2026, at 12:00 a.m. (CEST), at the **address**

Bilfinger SE
Executive Board
Oskar-Meixner-Straße 1
68163 Mannheim

or by **email** at: **hv@bilfinger.com**

and the remaining requirements pursuant to Section 126 AktG or Section 127 AktG are met.

Right to Information

Pursuant to Section 131(1), first sentence, of the German Stock Corporation Act (AktG), the Management Board must provide any shareholder, upon request at the Annual General Meeting, with information regarding the company's affairs to the extent necessary for a proper assessment of the agenda item. The duty to provide information also extends to the company's legal and business relationships with an affiliated company (Section 131(1), second sentence, AktG). The duty of the Management Board of a parent company to provide information at the Annual General Meeting, at which the consolidated financial statements and the consolidated management report are presented, also extends to the situation of the Group and the companies included in the consolidated financial statements (Section 131 (1) sentence 4 of the German Stock Corporation Act (AktG)).

The management board may refuse to provide information for the reasons listed in Section 131(3) of the German Stock Corporation Act (AktG), e.g., if, based on reasonable business judgment, providing the information is likely to cause significant harm to the company or an affiliated company, if providing the information would render the Management Board liable to criminal prosecution, or if the information is continuously accessible on the company's website for at least seven days prior to the start of the Annual General Meeting and during the meeting itself.

Further Explanations

Further explanations regarding shareholders' rights, in particular details on additional requirements for exercising these rights beyond compliance with applicable deadlines, can be found at the website

www.bilfinger.com/annual-general-meeting .

Annual General Meeting documents, website containing the information pursuant to Section 124a of the German Stock Corporation Act (AktG)

The contents of the notice of meeting, an explanation of why no resolution is to be passed on agenda item 1, the documents to be made available to the Annual General Meeting, the total number of shares and voting rights as of the date of the notice, a form that may be used to grant a proxy, forms for granting proxies and instructions to the proxies appointed by the company as well as for absentee voting, any requests to add items to the agenda pursuant to Art. 56 SE-VO, Section 50(2) of the SEAG, Section 122(2) of the AktG, as well as any countermotions and nominations pursuant to Section 126(1) and Section 127 of the AktG, are available at the website

www.bilfinger.com/annual-general-meeting .

The Chairman of the Executive Board's speech is expected to be available at the latest as of Friday, May 15, 2026, at the website

www.bilfinger.com/annual-general-meeting .

The Chairman of the Executive Board reserves the right to modify his speech for the day of the Annual General Meeting.

Total Number of Shares and Voting Rights

The share capital of Bilfinger SE is divided into 37,606,372 no-par value shares, each of which carries one vote. The total number of voting rights at the time of convening the Annual General Meeting is therefore 37,606,372.

Information on Data Protection

In preparation for and during the Annual General Meeting, the Company processes personal data of its shareholders, any shareholder representatives, and proxies. This data includes, in particular, the name, place of residence or address, any email address, the respective shareholding, the admission ticket number, the granting of any proxies, and the exercise of voting rights. Depending on the circumstances, other personal data may also be processed.

Data Controller, Purpose, and Legal Basis

The Company is the controller responsible for data processing. The purpose of data processing is to enable shareholders, any shareholder representatives, and proxies to participate in the Annual General Meeting and to exercise their rights before and during the Annual General Meeting. The legal basis for data processing is Article 6(1)(c) and (f) of the GDPR.

Recipients

The Company engages various service providers and consultants in connection with its Annual General Meeting. These parties receive from the Company only such personal data as is necessary for the performance of the respective assignment. The service providers and consultants process this data exclusively in accordance with the Company's instructions. Furthermore, personal data is made available to shareholders, shareholder representatives, and proxies in accordance with legal regulations, specifically via the list of participants.

Retention Period

Personal data is stored for as long as required by law or as long as the Company has a legitimate interest in storing it, such as in the event of judicial or extrajudicial disputes arising from the Annual General Meeting. Thereafter, the personal data is deleted.

Data Subject Rights

Subject to certain legal requirements, you have the right to access, rectify, restrict, object to, and erase your personal data or its processing, as well as the right to data portability under Chapter III of the GDPR. You also have the right to lodge a complaint with the data protection supervisory authorities under Article 77 of the GDPR.

Contact Information

The company's contact details are as follows:
Bilfinger SE
Oskar-Meixner-Straße 1
68163 Mannheim

You can reach our data protection officers at:
dataprivacy@bilfinger.com

Mannheim, April 2026

Bilfinger SE
The Executive Board

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