

Declaration of corporate governance with corporate governance report

In the following declaration of corporate governance issued in accordance with Sections 289f and 315d of the German Commercial Code (HGB), the Executive Board and the Supervisory Board also report on the company's corporate governance in reporting year 2023 in accordance with Principle 23 of the German Corporate Governance Code in the version dated April 28, 2022 (*GCGC*). The explanations apply to both Bilfinger SE and the Bilfinger Group, unless presented otherwise.

The declaration of corporate governance with the corporate governance report is also available on the company's website at <https://www.bilfinger.com/en/investors/corporate-governance/declaration-of-corporate-governance/>. This and previous versions of the declaration of corporate governance are available for at least five years in accordance with the *GCGC*.

Declaration from the Executive Board and the Supervisory Board of Bilfinger SE on the recommendations of the "Government Commission German Corporate Governance Code" pursuant to Section 161 of the German Stock Corporation Act (AktG)

Updating the declaration of conformity dated December 15, 2021, the following is declared:

Bilfinger SE complies with all recommendations of the German Corporate Governance Code as amended on April 28, 2022 ("*GCGC*") and published by the Federal Ministry of Justice in the official section of the Federal Gazette (Bundesanzeiger), has complied with them and will continue to comply with them in the future, with the following exceptions:

- Recommendation A.1 sentence 1 regarding the systematic identification and assessment of risks and opportunities for the company associated with social and environmental factors, as well as the ecological and social impact of the company's activities has been and is being complied with in accordance with the applicable legal provisions. The identification, assessment and management of non-financial risks and opportunities are generally integrated into Bilfinger's established risk management system. In addition, Bilfinger is working – also with a view to foreseeable future legislative requirements – on further systematic processing of the corresponding opportunities and risks that are material for Bilfinger, which will be implemented in accordance with legislative development and the recommendation.
- Recommendation A.1 sentence 2 regarding the appropriate consideration of environmental and social objectives in the corporate strategy was complied with to a limited extent until the adoption and publication of the revised strategic plan with sustainability and corresponding objectives as an integral component in the first quarter of 2023. Since then, Bilfinger SE has fully complied with the recommendation and will continue to do so in the future.
- Recommendation A.1 sentence 3 regarding the appropriate consideration of environmental and social objectives in corporate planning has been and will be complied with to a limited extent. On the basis of the revised strategy adopted in the first quarter of 2023, corresponding sustainability-related targets and measures for implementation will be explicitly integrated into corporate planning and the recommendation will be fully complied with from then onwards.

- In addition, Bilfinger complied and continues to comply in part with recommendations A.3 sentences 1 and 2, according to which the internal control system and the risk management system should also cover sustainability-related objectives, including the processes and systems for recording and processing sustainability-related data. Bilfinger has an established risk management system and internal control system in accordance with the applicable legal requirements. The aspects of the sustainability-related objectives have already been partially implemented in the risk management system in particular. Full process and system coverage of the sustainability objectives relevant to Bilfinger in accordance with recommendation A.3 sentences 1 and 2 is intended and a corresponding project is being implemented; finalization of which is planned until 2024. From this point on, the recommendations will be fully complied with.
- Recommendation G.6 was not followed insofar as it relates to the fact that the long-term variable remuneration component (*long-term incentive, LTI*) of the Executive Board remuneration being formally based on a long-term oriented target. The LTI in accordance with the Executive Board remuneration system resolved by the Supervisory Board on February 9, 2021, which was approved by the 2021 Annual General Meeting of Bilfinger SE (*Remuneration System 2021*) and which forms the basis for the currently valid agreements of the Executive Board members, is designed as a performance share plan with a one-year performance period, under which the target achievement of the relevant performance target ROCE is determined after one year. According to the determined target achievement, the Executive Board members receive a value-equivalent number of Bilfinger shares or the corresponding cash amount with the obligation to purchase Bilfinger shares. These shares must then be held for three years. The LTI thus has a total term of four years and a corresponding long-term orientation, but the performance target is formally only one year. By combining a one-year performance target with an obligation to hold shares for several years, this structure ensures a transparent incentive effect for Executive Board members, which is oriented towards the long-term welfare of the Company and the interests of shareholders. In the opinion of the Supervisory Board, this structure – also taking into account the situation of the Company and the market as a whole – has been in the interest of the Company and has supported the implementation of the growth strategy. Irrespective of this, on March 7, 2023, the Supervisory Board resolved to update the Executive Board remuneration system, which was approved by the 2023 Annual General Meeting (*Remuneration System 2023*). The LTI under the Remuneration System 2023 is still designed as a performance share plan, but has a three-year performance period followed by a one-year share purchase and shareholding obligation. The achievement of defined targets for total shareholder return in relation to a peer group, cash conversion and ESG targets is measured over the performance period. This design of the LTI is in line with recommendation G.6. The members of the Executive Board have agreed to a conversion of their Executive Board member's agreements to the Remuneration System 2023 with effect from January 1, 2024. Thus, recommendation G.6 will be fully complied with from January 1, 2024.

- Furthermore, recommendation G.7 sentence 1 was not and will not be followed with respect to the linking of remuneration components to specific targets in advance regarding the possibility of special payments at the reasonable discretion of the Supervisory Board. This allows the Supervisory Board, in exceptional cases, to make such a payment in recognition of and as a further incentive for outstanding, extraordinary successes or individual achievements by a member of the Executive Board that are significantly beneficial to the Company and bring the Company future-related benefits. In this context, a corresponding special payment is subject to a strict obligation to justify it and is limited in that, as part of total remuneration, it is subject to the appropriateness requirement and the maximum remuneration cap.
- In addition, recommendation G.7 sentence 1 on setting the performance criteria for all variable remuneration components before the start of the financial year was not followed with regard to the economic performance targets to be set for the *short-term* variable remuneration component (STI) for 2023 and the economic performance target for the LTI for the 2023 financial year or tranche. It was not possible to set these targets for the 2023 variable remuneration components by the end of 2022 due to the impact of the efficiency program launched at the end of 2022 on the 2023 budget planning. The planning process could only be completed and the targets set in the first quarter of 2023. The performance criteria for all variable remuneration components (STI and LTI) for the 2024 financial year and tranche were set before the end of the 2023 financial year in accordance with recommendation G.7 sentence 1. Bilfinger SE thus now complies with recommendation G.7 sentence 1 and the Supervisory Board intends to continue to comply with this recommendation in the future.

Mannheim, December 15, 2023

For the Supervisory Board
Dr. Eckhard Cordes

For the Executive Board
Dr. Thomas Schulz

This Declaration of Compliance is also published on the company's website at <https://www.bilfinger.com/en/investors/corporate-governance/gcgc-declarations-of-compliance/> and is updated when changes occur as well as independent of any changes at least once a year. This and previous versions are available for at least five years in accordance with the GCGC.

Significant principles and practices of good governance

Within the scope of our activities on behalf of the company, we observe the generally recognized principles of responsible corporate governance. For Bilfinger, corporate governance most importantly means ethically and legally responsible behavior toward shareholders, employees, business partners, society and the environment. It determines the actions of our executives and the management and supervisory bodies of Bilfinger SE in particular and, according to general understanding, encompasses the entire system of management and supervision of a company, including its organization and management, its business principles and guidelines as well as the internal and external control and monitoring mechanisms. A comprehensive and transparent corporate governance ensures the responsible, value-oriented and sustainable management and control of the company and is therefore a top priority for Bilfinger. It forms the basis of our decision-making and control processes. It forms the foundation for sustainable business success and fosters trust among our shareholders, customers, employees, business partners and the financial markets.

German Corporate Governance Code

The GCGC contains principles, recommendations and suggestions for the Executive Board and the Supervisory Board that are intended to ensure the company is managed in its own best interests. Bilfinger supports the goal set out by the GCGC of enhancing the transparency and comprehensibility of the dual German corporate governance system and fostering trust among national and international investors, customers, employees as well as the public and other stakeholders in the management and supervision of German listed companies. Bilfinger SE complies with the recommendations of the GCGC, barring the exception listed in the above declaration issued in accordance with Section 161 AktG. Bilfinger SE also fulfills the non-binding suggestions of the GCGC.

Principles of our actions and Code of Conduct

Our corporate practices are shaped by integrity, fairness, transparency and appreciation, both internally with employees and externally with business partners and the general public. Responsible corporate governance for us means actively implementing and practicing the legal requirements as well as recommendations that generally go beyond these, in particular those of the GCGC, the provisions of the Articles of Incorporation of Bilfinger SE as well as our internal Group Policies, principles and processes.

We take responsibility for our business activities, which we align with Group-wide standards. They are based on our corporate values as they are laid out in our Mission Statement, Group Principle, the Group Statement of Principles on Human Rights and the Group Principles. To achieve a lastingly stable and thus sustainable company success on this basis, it is our goal that our business activities are also aligned with the needs of people, the environment and society. For further information, please also refer to the chapter *B.5 Non-financial Group declaration*.

We have defined the most important principles in our Code of Conduct, which provides all employees of Bilfinger SE and the Group with binding orientation for responsible, compliant and proper conduct in daily business. It serves as a blueprint for ethical-legal values and obligations in the company and incorporates fundamental principles and binding rules for the way we conduct ourselves within the company and the way we interact with each other and with customers, business partners and the public. In addition to the general principles of behavior, the Code of Conduct also includes rules related the handling of conflicts of interest and prohibits corruption and discrimination of any kind. The individual topics are substantiated through relevant topic-specific Group Policies. The Code of Conduct and the substantiated Group Policies are regularly reviewed and adjusted for current needs and developments and are binding for members of the company's boards and all employees worldwide. The Code of Conduct, one of the most important components of our corporate governance, is available on the website at <https://www.bilfinger.com/en/about-us/sustainability-at-bilfinger/governance/>.

The German Act on Corporate Due Diligence to Prevent Human Rights Violations in Supply Chains (Supply Chain Due Diligence Act), which took effect on January 1, 2023, obliges companies based in the Federal Republic of Germany and their subsidiaries to establish structures and processes to ensure that human rights are also fully assured at all times in supply chains. In this connection, the Executive Board of Bilfinger SE adopted a *Statement of Principles on Human Rights* in 2022. This Statement is binding throughout the Group and is published on the company's website at <https://www.bilfinger.com/en/about-us/sustainability-at-bilfinger/governance/>. This declaration is classified as an overriding governance document together with the Bilfinger Code of Conduct. It outlines the procedures with which Bilfinger complies with its obligations under the Supply Chain Due Diligence Act. It also explains human rights and environmental risks that are a priority for the company and formulates clear human rights-related and environmental expectations for Bilfinger employees and the Group's suppliers throughout the supply chain. For further information, please also refer to the Chapter *B.5.4.3 Human rights, labor rights and sustainable supply chain*.

We are also a member of the United Nations Global Compact, an international association of companies and organizations. Its members have committed themselves, within their scope of influence and on the basis of 10 principles of ethical business activity, to, among other things, supporting human rights, fighting discriminatory labor and social practices, improving environmental protection, expanding the use of environmentally friendly technologies and advocating against corruption in all its forms.

Transparency

Bilfinger SE informs participants in the capital market and those members of the general public who are interested promptly, regularly and adequately regarding the economic situation of the Group and new relevant facts. The Annual Report, the half-year report and all quarterly statements are published in due time on the legally designated platforms and, in addition, on the company's website. In addition, press releases or, when required by law, ad-hoc announcements provide information on current events and developments. More extensive information on the Group can be found at <https://www.bilfinger.com/en/>. All scheduled dates for important recurring publications or events, such as the Annual General Meeting, Annual Report, quarterly statements, interim report or Capital Markets Day, are summarized in a financial calendar and are also available on the website.

In accordance with Recommendation A.6 of the GCGC, the Chairman of the Supervisory Board is also prepared, where necessary and in consultation with the Executive Board, to conduct discussions with investors on topics specific to the Supervisory Board.

Compliance and basic features of the compliance management system

Integrity, legal responsibility and compliance are inseparable from our daily business operations. Our objective is to ensure that all employees worldwide always fulfill their tasks in accordance with all applicable laws, internal governance rules, in particular the Group Policies, internationally recognized standards of behavior and – accepted – voluntary commitments. Because we never compromise on integrity, compliance and safety. Our comprehensive Bilfinger compliance management system pursues the objective of preventing compliance violations through preventive measures, recognizing early any type of misconduct and, in the case of confirmed violations, reacting quickly and consistently punishing misconduct.

To firmly and sustainably establish the compliance management system in the company, we rely on clear and comprehensive compliance governance, which is understood and internalized by our employees, and on the smooth interaction of all control functions within the company.

The supporting of Group units through compliance managers, training courses and regular internal communication ensures that all employees are familiar with the Code of Conduct and all relevant compliance Group Policies, including their amendments and updates. In addition, a Compliance Help Desk offers a central point of contact for comprehensive advice for all employees on compliance-related issues. We have also embedded relevant compliance controls in our internal control system. All of our employees are required to report possible compliance violations. Such reports can also be made anonymously through the whistleblower system, which is not only available internally, but also to external third parties. Internal whistleblowers are particularly protected against reprisals. Information provided as well as other possible violations of compliance rules are carefully reviewed as part of our internal investigation process to determine and prove possible misconduct. Any indications of particularly serious compliance violations are assessed by an independent, cross-departmental committee (*Independent Allegation Management Committee*). A separate committee (*Disciplinary Committee*) sanctions proven misconduct and ensures the consistent application of sanctions. Findings from the internal investigations are used to continually improve the compliance management system with regard to the effectiveness of processes and controls. To manage and monitor the organization as well as the implementation and further development of the entire Bilfinger compliance management system, there is a Compliance Review Board. This body consists of the members of the Executive Board as well as the heads of the group departments and convenes under the chairmanship of the Chief Compliance Officer. Group Internal Audit & Investigations verifies the implementation of the compliance management system and the implementation of the compliance Group policies within the scope of internal audits in the individual Group units.

We formulate clear compliance requirements also for our business partners, because integrity and compliant behavior are a vital precondition for any relationship to proceed in a spirit of trust. For this reason, we work to ensure, in the selection of our direct business partners, that they comply with the laws, follow ethical principles and also operate this way in the supply chain. We apply a risk-based due diligence process to audit our business partners before entering into a business relationship. For certain third parties classified as very risky, there are also, in individual cases, audits conducted during the business relationship and controls by Group Internal Audit & Investigations.

The appropriateness and effectiveness of the Bilfinger compliance management system is continuously reviewed and optimized by us to ensure that regulatory requirements, market changes and the needs of our customers are taken into account. The continuing effectiveness of the Bilfinger compliance management system is a top priority for Bilfinger.

Description of the working methods of the Executive Board and Supervisory Board as well as the composition and working methods of their committees

Bilfinger SE is a European stock corporation headquartered in Germany and is subject in particular to the special European SE regulations and the German law on implementing a European Company as well as the German SE Employee Involvement Act. It has a dual management and control structure consisting of the Executive Board and the Supervisory Board. The two boards work in close cooperation for the benefit and in the interest of the company. The tasks and authorizations as well as the requirements for their working methods and composition are mainly based on the SE Regulation, the SE Implementation Act, the German Stock Corporation Act, the Articles of Incorporation of Bilfinger SE and the Rules of Procedure of the boards of the company. The Articles of Incorporation as well as the Rules of Procedure for the Supervisory Board are also published on the company's website under <https://www.bilfinger.com/en/investors/corporate-governance/articles-of-incorporation/>. The third corporate body is the Annual General Meeting, which is responsible in particular for fundamental decisions in accordance with statutory regulations.

Executive Board

The *members of the Executive Board* are appointed by the Supervisory Board. Throughout the reporting year, the Executive Board consisted of two members, Dr. Thomas Schulz (Chairman of the Executive Board and CEO) and Matti Jäkel (Member of the Executive Board and CFO). Information on the responsibilities and memberships of the members of the Executive Board can be found in section *D.4 Boards of the Company*. The curricula vitae of the members of the Executive Board are available on the website at <https://www.bilfinger.com/en/about-us/management/executive-board/>.

The Executive Board manages the company in its own responsibility in the interests of the company, which means that the interests of shareholders, employees, business partners, other groups affiliated with the company, including the public, with the aim of sustainably increasing enterprise value. It represents the company to third parties.

The members of the Executive Board are jointly responsible for the overall management of the company. The responsibilities of the Executive Board include fundamental issues of business policy and corporate strategy, including the sustainability strategy, corporate planning, its implementation, information and coordination with the Supervisory Board as well as the management and monitoring of the operating Group units and businesses of Bilfinger SE and the Bilfinger Group. The Executive Board ensures that the risks and opportunities for the company associated with social and environmental factors and the ecological and social impact of the company's activities are systematically identified and assessed in accordance with relevant legal requirements. In addition to long-term goals, the corporate strategy also takes environmental and social goals into account to a sufficient degree. Information on sustainability at Bilfinger can be found on the company's website at <https://www.bilfinger.com/en/about-us/sustainability/> and in section *B.5 Non-financial Group Declaration*.

The Executive Board is also responsible for preparing the company's quarterly statements and half-year financial report as well as for preparing the annual and consolidated financial statements and the combined management report for the company and the Group. The Executive Board prepares the remuneration report together with the Supervisory Board. It must also establish an adequate and effective internal control system and risk management system. In the management report, a description of the main features of these systems is provided and an opinion on their adequacy and effectiveness is expressed. Unless already required by law, these systems should also cover sustainability-related objectives. This should include the processes and systems for re-

cording and processing sustainability-related data. The systems also include a compliance management system that is aligned with the company's risk situation. The compliance management system's basic features are described in the preceding section *Compliance and basic features of the compliance management system*. Overall, the Executive Board ensures compliance with statutory provisions and internal governance rules in the company (*compliance*).

The members of the Executive Board base their actions on the legal requirements, the Articles of Incorporation, the Rules of Procedure for the Executive Board and the Schedule of Responsibilities as well as on the other relevant regulations. The Supervisory Board has issued Rules of Procedure for the Executive Board which contain the rules of cooperation within the Executive Board and between the Executive Board and the Supervisory Board. Furthermore, in accordance with the Schedule of Responsibilities approved by the Presiding Committee of the Supervisory Board, the members of the Executive Board are each assigned specific areas to manage independently. They take joint responsibility for the management of the company, however. In addition, the Chairman of the Executive Board coordinates the work of the Executive Board and of Executive Board members. The resolutions of the Executive Board are made primarily in the regular Executive Board meetings. They may, however, also be made in extraordinary Executive Board meetings, in written procedures or through other methods of communication.

For certain transactions and actions, including measures and transactions of an Executive Board member, which are of exceptional importance for the company or which involve an exceptional economic risk, the Executive Board Rules of Procedure or through self-defined approval requirements defined by the Executive Board itself require a resolution by the full Executive Board. Approval from the Supervisory Board or one of its committees is also required for particularly significant actions and transactions in accordance with the Articles of Incorporation and Rules of Procedure, to the extent that statutory provisions do not already require the approval of the Supervisory Board. This includes, among other things, the fundamental determination and basic changes to the corporate strategy as well as the Group organization, the addition of new business segments or the discontinuation of existing business segments, the Group budget, the purchase and sale of investments above a certain volume, operational, particularly high-volume projects with a certain risk structure as well as entering into long-term financial commitments and the issue of bonds.

At regular intervals, the Executive Board the Supervisory Board or its relevant committee reports comprehensively on all issues of relevance for the Bilfinger Group, the strategy of the business units including the sustainability strategy, the corporate planning, profitability, business development and the financial position of the company as well as on the internal control system, the risk management system and the compliance system.

In reporting year 2023, 20 Executive Board meetings (thereof four extraordinary meetings) were convened. The Executive Board has not formed any own committees. It did, however, establish the Group Executive Management (GEM), a management team tasked with advising and supporting the Executive Board on operational and strategic issues facing the Group. The committee discusses and develops topics that the Executive Board assigns and, where relevant, prepares them for discussion and possible decision by the Executive Board. In addition to the members of the Executive Board, the GEM comprises the heads of the three segments (Engineering & Maintenance Europe, Engineering & Maintenance International, Technologies), heads of Products & Innovation, HR & HSEQ and Group Procurement. 10 GEM meetings were held in the 2023 reporting year.

With regard to the composition of the Executive Board, it is incumbent on the Supervisory Board to prepare a diversity concept pursuant to Section 289f Subsection 2 No. 6 HGB. This is described in greater detail in the section *Diversity concept for the Executive Board and long-term succession planning*.

The members of the Executive Board are subject to a comprehensive non-competition clause during their period of employment; employment contracts also provide for a post-contractual non-competition clause for a specified period. The members of the Executive Board are obligated to act in the interests of the company and may not pursue any personal interests in their decisions, in particular they may not take personal advantage of any of the company's business opportunities. They may only take on outside activities, in particular directorships, with the approval of the Presiding Committee of the Supervisory Board or the Supervisory Board. Any remuneration for secondary activities within the Group is offset against the remuneration of the Executive Board. The Supervisory Board is responsible for deciding on the inclusion of remuneration for secondary activities outside the Group. Each member of the Executive Board is obligated to disclose any conflicts of interest to the Chairman of the Supervisory Board without delay and to inform the other members of the Executive Board accordingly.

Details of the remuneration of the Executive Board members can be found in the remuneration report. The remuneration report for the last financial year, the respective auditor's report in accordance with Section 162 AktG as well as the current remuneration system for members of the Executive Board in accordance with Section 87a (1) and (2) sentence 1 AktG are published – to the extent required by law and available – on the company's website at <https://www.bilfinger.com/en/investors/corporate-governance/remuneration-executive-and-supervisory-boards/>.

Supervisory Board

In accordance with Article 8 of the Articles of Incorporation, the Supervisory Board of Bilfinger SE consists of 12 members, six of whom are representatives of the shareholders and six of whom are employee representatives. The shareholder representatives are elected by the Annual General Meeting. It is thereby incumbent on the Supervisory Board, in accordance with Section 124 Subsection 3 Sentence 1 AktG, to propose candidates to the Annual General Meeting. The appointment of the employee representatives is carried out by the SE Works Council in accordance with the agreement on employee participation reached between company management and the European employee representatives on July 15, 2010. With regard to the appointment of those members to be appointed by the SE Works Council, the Supervisory Board has no right to make proposals; it is – as is the case for the Annual General Meeting as well – not involved in the selection procedure for the employee representatives in the Supervisory Board. Members of the Supervisory Board all have the same rights and obligations and are not bound by instructions or orders.

The Supervisory Board advises and monitors the Executive Board in its management of the company and is responsible for the appointment and dismissal of Executive Board members, their employment contracts and remuneration, including the Executive Board remuneration system. At the proposal of the Presiding Committee, it sets targets for the variable remuneration components of the Executive Board's remuneration and their fulfillment in addition to any potential changes and reviews the appropriateness of the overall remuneration together with the remuneration system for the Executive Board on a regular basis. The Supervisory Board is also involved in decisions of fundamental importance to the company and discusses – generally with the Executive Board – business development and planning as well as strategy, including the sustainability strategy, and its implementation at regular intervals. For transactions of fundamental importance or which have been otherwise classified as particularly significant, such as major acquisitions, disposals, capital expenditures and finance measures, the Articles of Association and Rules of Procedure stipulate that approval is required from the Supervisory Board or one of its committees. The Supervisory Board, taking into account the external auditor and the audit reports submitted by them as well as the proposals of the Audit Committee, also undertakes a detailed examination, as required by law,

of the individual financial statements, the consolidated financial statements and combined management report of Bilfinger SE and the Group, the non-financial report as well as of the proposal of the Executive Board on the appropriation of profits. Within the scope of its responsibilities, the Supervisory Board also monitors the company's compliance with legal provisions, official regulations and internal guidelines. The monitoring and advice provided by the Supervisory Board also includes, in particular, sustainability issues relating to the environment, social affairs and corporate governance (*Environmental, Social and Governance, or ESG*). The Strategy Committee and Supervisory Board receive regular reports from the Executive Board on the Group-wide sustainability strategy and the status of its implementation. The Supervisory Board and the Audit Committee also deal with sustainability reporting, which in addition to reporting on non-financial issues in the management report also includes the sustainability report. The Supervisory Board also receives information on new developments and the status of implementation. In general, the Supervisory Board receives reports from the Executive Board at regular intervals on issues provided for by law and other relevant topics. The information and reporting obligations of the Executive Board to the Supervisory Board, its committees and – between Supervisory Board meetings – to the Chairman of the Supervisory Board were defined in greater detail by the Supervisory Board in an information regulation.

The Supervisory Board executes its tasks in accordance with legal requirements, the Articles of Incorporation, its Rules of Procedure and its resolutions. The Chairman of the Supervisory Board coordinates the work of the Supervisory Board. To prepare the Supervisory Board meetings, separate preparatory meetings of the shareholder representatives are held as required and of the employee representatives are held regularly. The Supervisory Board meets regularly on individual topics and situations, also without the Executive Board.

The resolutions of the Supervisory Board are made primarily in Supervisory Board meetings, but can also be made in written procedures or through other methods of communication. Insofar as nothing else is compulsory under the law, Supervisory Board resolutions require the simple majority of votes cast. In the event of a tied vote and a renewed voting which also leads to a tied vote, the Chairman of the Supervisory Board has a casting vote. In financial year 2023, nine meetings (thereof two extraordinary meetings) of the Supervisory Board took place. Which meetings of the Supervisory Board each individual member attended in the reporting year can be viewed in the overview in Chapter *A.3 Report of the Supervisory Board*.

Further details on the working methods of the Supervisory Board can be found in the Rules of Procedure for the Supervisory Board, which are available at <https://www.bilfinger.com/en/investors/corporate-governance/articles-of-incorporation/>.

Each member of the Supervisory Board must disclose conflicts of interest to the Supervisory Board. Information on conflicts of interest that have arisen and how they are dealt with is provided in the Report of the Supervisory Board. Special on-boarding events are held for new Supervisory Board members to familiarize them with the company's business model and the structures of the Bilfinger Group. The members of the Supervisory Board are responsible for the training and continuing education measures that are necessary for them to perform their duties, such as on changes in the legal framework, and are supported in this by the company. Further information on support for Supervisory Board members during their induction and on training and development measures can be found in Chapter *A.3 Report of the Supervisory Board*.

In accordance with GCGC Recommendation D.12, the Supervisory Board evaluates the efficiency of its activities and those of its committees either internally or with the support of external consultants on a regular basis or at least every two years. In the reporting year, the Supervisory Board reviewed the efficiency of its activities as part of an internal self-evaluation on the basis of

written evaluation forms. All essential aspects of the Supervisory Board's work, including its committees, were dealt with. The results of the audit, which the Supervisory Board discussed intensively at its meeting on August 10, 2023, resulted in a positive to very positive opinion on all topics. The results also confirm the professional and constructive cooperation within the Supervisory Board, the committees and with the Executive Board. The composition and structure of the Supervisory Board, including the committee structure, are rated as effective and efficient. Individual suggestions and recommendations for action are implemented on an ongoing basis. Potential for further optimization of the work in the Presiding Committee and other committees in individual areas was identified and corresponding measures were introduced. The next self-assessment of the Supervisory Board and its committees is scheduled for financial year 2025.

The Supervisory Board informs shareholders in detail about its activities as well as its additional reporting obligations in its annual report, which can be found in Chapter *A.3 Report of the Supervisory Board*. The current composition of the Supervisory Board and its committees can be found in Chapter *D.4 Boards of the company*. There, the mandates executed by members of the of the Supervisory Board in the controlling bodies of other companies as well as significant activities beyond the Supervisory Board mandate with the company are listed. The curricula vitae and mandates of Supervisory Board members are published on the company's website at <https://www.bilfinger.com/en/about-us/management/supervisory-board/> and are reviewed and, where necessary updated at least annually.

The remuneration of the members of the Supervisory Board is presented in the remuneration report. The remuneration report for the last reporting year, the respective auditor's report and the last remuneration resolution are published – to the extent required by law and available – on the company's website at <https://www.bilfinger.com/en/investors/corporate-governance/remuneration-executive-and-supervisory-boards/>.

Supervisory Board Committees

In order to enhance the efficiency of its activities, the Supervisory Board in the reporting year formed a Presiding Committee, an Audit Committee, a Nomination Committee, a Strategy Committee and a Special Committee (currently suspended). With the exception of the Nomination Committee, all committees have equal representation. The Supervisory Board has not established a separate committee for sustainability issues. For Bilfinger, sustainability is a key aspect of the company's overall business activities - one that is inherent in the individual topics and tasks. For this reason, the relevant topics are dealt with in the plenary session of the Supervisory Board or the relevant committee in accordance with the tasks and responsibilities.

The resolutions of the committees were made primarily in the meetings, but partially also in written procedures or through other methods of communication. The respective Chairmen of the committees reported to the plenary session of the Supervisory Board on the work done in the committees they lead.

Which meetings of the committees each individual member attended in the reporting year can be viewed in the overview in Chapter *A.3 Report of the Supervisory Board*.

Presiding Committee

The Presiding Committee of the Supervisory Board, consisting of four members, includes Dr. Eckhard Cordes (Chairman of the Presiding Committee), Mr. Stephan Brückner (Deputy Chairman of the Presiding Committee), Dr. Bettina Volkens and Mr. Rainer Knerler. The main tasks of the Presiding Committee include, in particular, regulating the personnel issues of the Executive Board and its remuneration, unless the provisions of the German Stock Corporation Act and the GCGC stipulate that they are to be regulated by the plenum of the Supervisory Board, as well as conflicts of

interest of Executive Board members. In particular, the Presiding Committee submits proposals for the appointment and dismissal of Executive Board members, including remuneration and changes to remuneration, and is responsible for concluding, amending, extending and terminating employment contracts with members of the Executive Board, unless the Supervisory Board is mandatorily responsible. When making proposals for the initial appointment of members of the Executive Board, the Presiding Committee takes into account the fact that, according to the GCGC, the term of appointment should generally not exceed three years. When proposing candidates for appointment to the Executive Board, the Presiding Committee also takes into account the fulfillment of the diversity concept defined by the Supervisory Board for the Executive Board, including the target set for the proportion of women on the Executive Board and the long-term succession planning (for more information, please refer to the following section [Diversity concept for the Executive Board and long-term succession planning](#)). The Presiding Committee prepares the relevant resolutions of the Supervisory Board and makes recommendations for important resolutions to the Supervisory Board. In financial year 2023, nine meetings (thereof three extraordinary meetings) of the Presiding Committee took place.

Audit Committee

The Audit Committee, consisting of four members, is comprised of Mr. Frank Lutz (Chairman of the Audit Committee), Ms. Vanessa Barth (Deputy Chairman of the Audit Committee), Dr. Roland Busch and Mr. Jörg Sommer. The members of the Audit Committee are, as a whole, familiar with the sector in which the company operates.

In the year under review, the Audit Committee was comprised of two independent members, Frank Lutz as Chairman and Dr. Roland Busch, who, in accordance with Section 100 (5) of the German Stock Corporation Act (AktG) and in accordance with Principle 15 as well as recommendation D.3 of the GCGC, have expertise in the fields of accounting and auditing based on their training and previous professional activities and have particular experience in the application of accounting principles and internal control and risk management systems as well as sustainability reporting and the auditing of such reporting.

The Chairman of the Audit Committee, Mr. Frank Lutz, has worked for many years as Chief Financial Officer and as a member of the Supervisory Board and Audit Committee as Chairman of the Audit Committee for various companies, including listed companies, and therefore, as a financial expert, has special knowledge and experience in the application of accounting principles and internal control and risk management systems, including sustainability reporting, and also has experience in the field of auditing. His many years as Chief Financial Officer of a listed international company also included dealing with and reporting on non-financial matters. As acting CEO of CRX Markets AG, Mr. Frank Lutz has extensive knowledge of sustainability reporting and auditing requirements, follows current developments in this area, including through internal Supervisory Board training and further education measures at both Bilfinger and Scout24, in particular on ESG and corresponding reporting, and actively contributes this expertise to the Supervisory Board and the Audit Committee.

Given his many years of professional service and experience, including positions as Chief Financial Officer for Lufthansa Cargo AG as well as Swiss International Air Lines Ltd. and as a member of various supervisory boards of various internationally active publicly listed companies as well as his work as a member of the Risk Management Committee of the Lufthansa Group, Dr. Roland Busch as a financial expert has special knowledge and experience in the application of accounting principles and internal control and risk management systems and thus also has expertise in the field of accounting, in-depth knowledge of sustainability reporting and its auditing, and in the field of auditing financial statements. He follows the latest developments in this area, including training

in the “External and internal monitoring of the company” working group of the Schmalenbach-Gesellschaft für Betriebswirtschaft e.V. on topics such as ESG audit obligations of the Supervisory Board and actively contributes this expertise to the Supervisory Board and the Audit Committee.

The Audit Committee, in line with statutory requirements, deals with questions related to issues such as accounting and the monitoring of the accounting process, the effectiveness and appropriateness of the internal control system, the risk management system, the internal auditing system and the compliance management system as well as with the audit of the consolidated financial statements. It is responsible for the preliminary audit of the annual and consolidated financial statements and the combined management report of Bilfinger SE and the Group. On the basis of the auditor’s report on the audit of the financial statements, the Audit Committee submits proposals for the adoption of the annual financial statements of Bilfinger SE and approval of the consolidated financial statements to the Supervisory Board following its own preliminary review. The Audit Committee is responsible for discussing the quarterly statements and the half-year financial report with the Executive Board and the auditors, and for dealing with the auditors’ reports on the review of the consolidated half-year financial statements and the interim Group management report. It deals with the selection as well as the independence qualifications and efficiency of the auditor, issues the audit assignment for the annual financial statements and the consolidated financial statements to the auditor elected by the Annual General Meeting, reaches a fees agreement with the auditor and also reviews the additional services provided by the auditor as well as the quality of the audit. The Audit Committee also supports the Supervisory Board when it comes to monitoring compliance with regulatory requirements and standards in the areas of Environment, Social and Governance (ESG). It discusses the non-financial Group declaration with the Executive Board and the appointed auditor prior to its publication and is responsible for commissioning any auditors. It deals with sustainability reporting, including reporting on non-financial topics in the management report. The Audit Committee regularly consults with the auditor, also without the participation of the Executive Board. The Chairman of the Audit Committee also regularly discusses the progress of the audit with the auditor outside the meetings and reports to the Committee on this item. In financial year 2023, five meetings of the Audit Committee took place.

Nomination Committee

In accordance with the recommendation of the GCGC, the Supervisory Board also established a Nomination Committee consisting exclusively of shareholder representatives. The Nomination Committee, which has three members, includes Dr. Eckhard Cordes (Chairman of the Nomination Committee), Robert Schuchna and Frank Lutz. The committee proposes suitable candidates to the Supervisory Board for its proposals to the Annual General Meeting for the election of shareholder representatives to the Supervisory Board. On top of the necessary knowledge, skills and professional experience of the proposed candidates, the Committee gives due consideration to the objectives designated by the Supervisory Board for its composition and the adopted diversity concept, including in particular aspects of independence and diversity, while at the same time striving to meet the competence profile. Attention is also paid to the appropriate participation of women and men in accordance with the statutory requirements on gender quotas. The committee did not convene in the 2023 reporting year.

Strategy Committee

The Strategy Committee consists of six members: Dr. Eckhard Cordes (Chairman of the Strategy Committee), Stephan Brückner (Deputy Chairman of the Strategy Committee), Werner Brandstetter, Rainer Knerler, Robert Schuchna and Frank Lutz. The committee accompanies the corporate

strategy and Group organization (with the exception of personnel issues), including their fundamental implementation. In this context, it prepares any potential resolutions of the Supervisory Board and should formulate relevant recommendations for the Supervisory Board. In addition, it has responsibility for decisions on assigned legal business and transactions that require approval. The committee convened for four meetings in the 2023 reporting year.

Special Committee

The Special Committee established at the beginning of 2021 consists of four members and has equal representation. The members of the Special Committee are Mr. Frank Lutz (Chairman of the Special Committee), Ms. Vanessa Barth, Mr. Rainer Knerler and Mr. Robert Schuchna. The Special Committee is responsible for monitoring special projects as they arise and preparing relevant topics and resolutions for the full Supervisory Board. The work of the committee has been suspended since mid-2021. Accordingly, no regular meetings of the Special Committee were convened in reporting year 2023.

Equal participation of women and men in executive positions

With regard to the German Act on Equal Participation of Women and Men in Leadership Positions in the Private and Public Sector and its implementation in Sections 17 (2) SE Implementation Act, 76 (4) and 111 (5) AktG, Bilfinger has set targets for the period up to December 31, 2023 and achieved these as follows.

Management levels 1 and 2 below the Executive Board include employees who, according to the company's previous internal definition, fall under management levels 1 and 1a or management level 2. The Executive Board defined a target of 10 percent women in management levels 1 and 2 of Bilfinger SE by December 31, 2023. On November 26, 2020, the cut-off date for the definition of the target figure, this proportion was 8 percent in management level 1 and just under 5 percent in management level 2. As of December 31, 2023, the proportion of women at management levels 1 was 12 percent and 11 percent at management level 2, meaning that the defined targets were achieved.

The Executive Board has now decided to define a target of at least 20 percent women for management level 1 and a target figure of at least 25 percent women for management level 2 below the Executive Board by December 31, 2026 in accordance with Section 76 (4) AktG. With regard to the new targets, it should be noted that the Bilfinger organizational structure will be adjusted as of January 1, 2024. Based on the redefinition of the organizational levels from the introduction of the functional organization, the structure of the management levels at Bilfinger will be updated. In the new structure, these are defined as management level 1 and management level 2 (below the Executive Board in accordance with the company's internal definition and the modified composition of employees in management positions).

As of December 31, 2023, the share of women according to the redefinition of the functional organization was 20 percent in management level 1 and 17 percent in management level 2. As of December 15, 2020, the Supervisory Board set a target for the proportion of women on the Executive Board of 30 percent by December 31, 2023, i.e., at least one woman on the Executive Board consisting of two or three members.

In the reporting year, the Executive Board consisted of two members, both of whom are men. This target figure was therefore not met.

The non-fulfilment of the target figure is attributable to the following factors: the request by the former CFO Ms. Christina Johansson in mid-2022 to prematurely step down from her position on the Executive Board meant that the position of Chief Financial Officer had to be filled immediately in order to ensure uninterrupted management by the Executive Board. In addition to the

target size, additional aspects of the diversity concept had to be taken into account in the search for a successor by the Presiding Committee and Supervisory Board. These included experience, quality and familiarity with the company so that the most suitable person could be found to fill the position in the best interests of Bilfinger. The Presiding Committee conducted an extensive external and internal search and identified a successor in Mr. Matti Jäkel who best fulfilled the requirements of the diversity concept. No equally suitable and available candidates could be found at this time, either externally or internally. Mr. Jäkel was therefore appointed by the Supervisory Board as CFO and successor to Ms. Johansson, thus ensuring that the position was filled without interruption.

The Supervisory Board determined on February 8, 2024 the target figure for men and women on the Executive Board by December 31, 2028 as follows: In the case of an Executive Board with two members, the target figure is zero percent, i.e. no women on the Executive Board. For an Executive Board with three members, the target figure is 33 percent, or at least one woman.

When making future appointments to the Executive Board, the Supervisory Board will continue to incorporate the legislative goal of appointing women and men to the Executive Board as a relevant factor in any decision-making process. As has been the case to date, however, all aspects of the diversity concept for the Executive Board (see section Diversity concept for the Executive Board and long-term succession planning) will also continue to govern the actions of the Presiding Committee and the Supervisory Board when searching for members of the Executive Board and, in individual cases, will take precedence over the mere fulfillment of the target figure to ensure that the best interests of Bilfinger are served. This applies in particular to an Executive Board with only two members, in which all competences that are relevant for the management of Bilfinger must be met by only two people. Specifying a target of more than zero percent would, however, have meant that a woman would have had to be appointed the next time an Executive Board position was filled. At the same time, the Presiding Committee and Supervisory Board must take into account that the current two-member Executive Board is the minimum requirement. In this context, maximum flexibility is required in order to be able to fill a position at short notice if necessary and to ensure the capacity of the Executive Board to act. Last but not least, the industry in which Bilfinger operates, which historically has a very low proportion of women in management positions, must also be taken into account, meaning that the number of potential female candidates remains low. For this reason, the Supervisory Board cannot, at least at present, commit to a higher target than 0 percent for an Executive Board with two members in the interest of the company. [Should there be a female candidate and a male candidate who are equally suitable for a replacement, preference would be given to the female candidate. This notwithstanding, Bilfinger has a strict succession planning and concept for the promotion of women, which is closely monitored by the Presiding Committee and Supervisory Board within the permissible framework. Increasing the proportion of women in management positions is generally taken seriously at Bilfinger and is pursued vigorously. At the same time, the Presiding Committee and Supervisory Board also keep an eye on the market in order to identify and evaluate potential external female candidates.

In addition, the legally required minimum share of women and men in the Supervisory Board was achieved as follows. For the Supervisory Board, the minimum requirement as of December 31, 2022 remains the statutory gender quota of a 30 percent share of women and men. This requirement is met with a 33 percent share of women on the Supervisory Board (4 women, 8 men) as of December 31, 2023 overall and, because the Supervisory Board rejected overall fulfillment, at the same time separately for shareholders and employee representatives (2 women and 4 men each).

Diversity concept for the Executive Board and long-term succession planning

With regard to the composition of the Executive Board of Bilfinger SE, the Supervisory Board has adopted a diversity concept. The objective of the diversity concept for the Executive Board is to ensure that the composition of a strong Executive Board is as diverse and complementary as possible. When selecting members of the Executive Board, the Supervisory Board considers their personal suitability, leadership qualities, international experience and integrity, as well as their professional qualifications. The objective is to ensure that the Executive Board as a whole represents all of the knowledge and experience that is considered essential for Bilfinger. Diversity is therefore also an important selection criteria in terms of factors such as gender as well as educational and professional background when filling positions on the Executive Board. When making decisions on appointments to the Executive Board, the Supervisory Board - as does the Presiding Committee in its preparations - takes the following aspects into particular consideration, whereby the Supervisory Board always assesses all circumstances of the individual case when filling a specific Executive Board position and is guided by the interests of the company:

- The members of the Executive Board should have specific specialist knowledge and many years of leadership and management experience, including in large corporations or groups, and, if possible, possess knowledge and experience from different educational and professional backgrounds.
- In view of the international structure and orientation of the company, the composition of the Executive Board should take into account an international character, also in the sense of different cultural backgrounds or international experience gained through several years spent abroad.
- The Executive Board as a whole should have experience in the business sectors of importance to Bilfinger SE, in particular the process industry. Furthermore, the Executive Board in its entirety should have many years of experience in the areas of technology, services, compliance, finance and personnel management.
- Integrity should be a high priority for each individual Executive Board member.
- The Supervisory Board has defined a target for the proportion of women in the Executive Board. This is described in the section *Equal participation of women and men in executive positions* and is taken into account when filling Executive Board positions.
- In accordance with the recommendation of the GCGC, the Supervisory Board has defined an age limit for members of the Executive Board at the age of 67, which is the statutory retirement age. Deviations from the age limit in individual cases are to be justified. Regardless of this rule, the Supervisory Board pays attention to a sufficient mix of ages among the members of the Executive Board.

Implementation of the diversity concept for the Executive Board

Implementation of the diversity concept for the Executive Board is carried out as part of the Executive Board appointment process. The Supervisory Board and Presiding Committee comply with the requirements of the diversity concept defined for the Executive Board when selecting candidates and making proposals for the appointment of Executive Board members.

The composition of the Executive Board as of December 31, 2023 meets the requirements of the diversity concept with the exception of the target for the share of women.

The two members of the Executive Board, Dr. Thomas Schulz and Mr. Matti Jäkel, have a broad spectrum of knowledge and experience as well as educational and professional backgrounds and

possess international experience. The curricula vitae of the current members of the Executive Board can be found in Chapter *A.2 Executive Board of Bilfinger SE* and are available on the company's website at <https://www.bilfinger.com/en/about-us/management/executive-board/> where they are reviewed regularly, at least once a year, and updated if necessary. It can be seen from this that the Executive Board of Bilfinger SE with two members has a diverse and experienced composition. The members of the Executive Board have many years of management experience, including in international groups, and bring with them experience from various careers. The Executive Board has the knowledge and experience considered essential in light of the services that Bilfinger provides.

Dr. Schulz in particular has many years of international management experience in publicly-listed industrial groups and in business areas that are important for Bilfinger, and particular expertise in the sustainable positioning of energy-intensive industries – an important sector for Bilfinger in the future.

Mr. Matti Jäkel, an experienced CFO, contributes significantly to the further development of the company with his competence as a business professional and civil engineer and also has many years of management expertise in the company itself.

Compliance and integrity are a top priority for all members of the Executive Board. No Executive Board member has reached the age of 67.

Long-term succession planning for the Executive Board

The Supervisory Board and the Presiding Committee ensure that a long-term personnel and succession planning takes place in the Executive Board and coordinate this also with the Executive Board. In addition to the requirements of the German Stock Corporation Act (AktG), the GCGC and the Rules of Procedure for the Executive Board, particular account is taken of the criteria set out in the diversity concept adopted by the Supervisory Board for the composition of the Executive Board. Here, the Presiding Committee also takes into account the succession planning and talent management data for the subordinate management levels, for which the Executive Board is responsible. Due to the sensitivity of the topic, the corresponding planning process is primarily managed and coordinated in the Presiding Committee. The Presiding Committee deals with the subject of succession planning at least once a year as a focal point as well as when the occasion arises. Potential succession options are examined both internally with the support of the Executive Board and externally, if necessary, with the help of external consultants. Coordination with the Executive Board regarding possible internal successors takes place on a regular basis and also includes support for the possible promotion of potential candidates. Personal suitability, professional qualifications for the position, previous performance and experience, integrity and convincing leadership qualities as well as the ability to adapt business models and processes in a changing world are particularly important criteria for an Executive Board candidate. The Executive Board must, in its entirety, have the knowledge, skills and experience necessary for the orderly performance of its tasks. The Presiding Committee prepares the decisions of the Supervisory Board on the basis of the qualification requirements and the criteria mentioned in particular prepares proposals and recommendations.

Objectives for the composition, competence profile and diversity concept for the Supervisory Board

Pursuant to the recommendation in C.1 of the GCGC, the Supervisory Board should name specific targets for its composition and develop a competence profile including the diversity concept for the entire committee. The GCGC also recommends that proposals from the Supervisory Board to the Annual General Meeting take these objectives into consideration and, at the same time, that

the fulfillment of the competence profile for the full Supervisory Board should be pursued. The status of the implementation shall be published in the Declaration of Corporate Governance.

In terms of the composition of the Supervisory Board, it is to be ensured that its members generally have the knowledge, skills and experience necessary for the orderly execution of the office and the tasks associated with it, are in a position to devote the amount of time necessary to perform the duties of a Supervisory Board member and meet the particular requirements laid out by the law and the GCGC for the Supervisory Board, its committees and individual members. The objective of the competence profile for the full Supervisory Board of Bilfinger SE is to provide a qualified control and consultation to the Executive Board and to ensure that the composition of the Supervisory Board is as diverse and complementary as possible so that the Supervisory Board as a whole has the knowledge and experience considered essential in view of Bilfinger's activities. In the event of an upcoming new appointment, a relevant examination will be undertaken to determine which of the necessary and desirable skills on the Supervisory Board should be strengthened.

Bilfinger meets these recommendations and therefore, the Supervisory Board within the framework of the specific situation of the company, in December 2022 updated and in December 2023 confirmed the following goals for its composition, including the competence profile and diversity concept:

Competence profile

- At least two members should possess particular experience from leading positions in industrial or services companies.
- Ideally, three members should have detailed knowledge and experience gained within the company itself.
- The members should, as a whole, be familiar with the sector in which the company operates.
- While at least one independent member of the Supervisory Board is required to have special knowledge and experience in the field of accounting and at least one other member of the Supervisory Board is required to have expertise in the field of auditing, at least two others are required to have special knowledge and experience in business administration. The expertise in the field of accounting shall consist of special knowledge and experience in the application of accounting principles and internal control and risk management systems, and the expertise in the field of auditing shall consist of special knowledge and experience in the auditing of financial statements. Accounting and auditing also include sustainability reporting and the auditing of such reporting. The Chair of the Audit Committee should have relevant expertise in at least one of the two fields.
- At least two members should, as a result of their international experience, embody to a significant extent the criterion of internationality.
- At least two members should have special experience in the field of human resources and social affairs (*social*).
- The Supervisory Board should, if possible, have, as representatives of the shareholders, three entrepreneurs or personalities who have already acquired experience in the management or monitoring of another medium-sized or large company.
- Overall, the members of the Supervisory Board should have expertise in the sustainability issues of relevance to the company in the areas of environmental, social and governance.

- Integrity should be a high priority for each individual Supervisory Board member.

Independence

- At least three shareholder representatives should be independent of the company, the Executive Board or a controlling shareholder, as defined in the provisions of C.6 ff GCGC. , In this regard, at least four shareholder representatives should be independent of the company and the Executive Board, which means that they should not have any personal or business relationship that could give rise to a material and not merely temporary conflict of interest, or they shall have been members of the Supervisory Board for more than 12 years. In addition, at least two shareholder representatives should be independent of a controlling shareholder, insofar as such a controlling shareholder exists. In accordance with the GCGC, this is assumed to be the case in particular if one is not a member of the executive body of the controlling shareholder, and has no personal or business relationship with the controlling shareholder that could give rise to a conflict of interest that is not merely temporary.
- The Chairmen of the Supervisory Board, the Audit Committee and the Presiding Committee shall be independent of the company and the Executive Board. The Chairman of the Audit Committee shall also be independent of the controlling shareholder.
- A maximum of two members are to be former members of the Executive Board.
- No member should exercise a management or consulting function for a significant competitor of the company. In addition, they should have no consulting or management function for clients, suppliers, creditors or other business partners, nor should they hold any position which could lead to a conflict of interest.

Age limit and term of office

- The Supervisory Board pays attention to a sufficient mix of ages among the members of the Supervisory Board.
- As a rule, no member should be over 75 years of age at the time of the Annual General Meeting which is to decide on his or her appointment as member of the Supervisory Board; exceptions are to be justified.
- Generally speaking, no shareholder representative should serve on the Supervisory Board for more than 12 years; any exceptions must be justified.

Diversity

- Overall, the members should represent a sufficient degree of diversity.
- In their entirety, members of the Supervisory Board should have different educational levels, professional and socio-economic backgrounds as well as geographic presences.
- The Supervisory Board should have a balance of male and female members; in this regard, the statutory minimum number of women and men is to be observed.

Implementation of the composition targets and including the competence profile and diversity concept for the Supervisory Board

The proposals for the election of shareholder representatives to the Supervisory Board, which are made by the Supervisory Board to the Annual General Meeting, are prepared for the Supervisory Board by the Nomination Committee. This ensures that the objectives for the composition of the

Supervisory Board, in particular the requirements set out in the competence profile and diversity concept, are taken into account when considering suitable candidates. The Supervisory Board considers the objectives mentioned above in the resolutions it proposes to the Annual General Meeting for the appointment of shareholder representatives to the Supervisory Board on the provision that those persons whose personal and professional qualifications make them the best suited for the position be proposed. With the composition, fulfillment of the competence profile and the diversity concept should be pursued for the full committee. The implementation of the legally prescribed gender quota for the Supervisory Board remains unaffected.

Generally, it should be kept in mind that the Annual General Meeting is not bound by nominations. The freedom of choice on the part of the employees in the election of Supervisory Board members from the employees is protected. In the process pursuant to statutory co-determination requirements for the election of employee representatives, the Supervisory Board has no nomination rights. The composition goals as well as the competence profile and diversity concept for the Supervisory Board are therefore not to be seen as requirements for those entitled to vote or as a limitation of their freedom of choice.

In the opinion of the Supervisory Board, its current composition satisfies the objectives of the composition and, in particular, also satisfies the competence profile and the diversity concept. The members of the Supervisory Board have the professional and personal qualifications deemed necessary. In addition, they are in their entirety familiar with the sector in which the company operates and have the knowledge, skills and professional experience essential for Bilfinger to properly perform their duties. Given the expertise available on the Supervisory Board with respect to sustainability issues that are important for the company, the Supervisory Board is in a position to monitor how environmental and social sustainability are taken into account in the company's strategic orientation and corporate planning. Targeted further training measures also in this area are supported and promoted by the company.

The current composition as well as length of service of the Supervisory Board and the committees can be seen in Chapter *D.4 Boards of the company*. The CVs of current members of the Supervisory Board are available on the company's website under <https://www.bilfinger.com/en/about-us/management/supervisory-board/>. It can thus be seen from this information on the members that the Supervisory Board has a diverse composition. In their entirety, members of the Supervisory Board have different educational levels, professional and socio-economic backgrounds as well as geographic presences. In the 2023 reporting year, the Supervisory Board had four female members two of them on the shareholder representative side and two on the employee representative side. This corresponds to a proportion of female members on the Supervisory Board of 33 percent.

With a view to the international orientation of the company, care shall be taken to ensure that the Supervisory Board includes a sufficient number of members with extensive international experience. More than the required two members of the Supervisory Board have professional experience in an international environment and particular knowledge and experience in finance and business administration. In particular, the Chairman of the Audit Committee, Mr. Frank Lutz, and Dr. Roland Busch meet the requirements for special knowledge and experience in the fields of accounting and auditing, internal control procedures and sustainability reporting and their review within the meaning of Section 100 (5) of the German Stock Corporation Act (AktG). At least four members have detailed knowledge and experience with Bilfinger itself. All shareholder representatives have special experience from management positions in industrial or service companies. In addition, at least five shareholder representatives are experienced in the management or monitoring of another medium-sized or large company. Compliance and integrity are a top priority for

all members of the Supervisory Board. No member of the Supervisory Board is older than 75 and there is a sufficient mix of ages among the members of the Supervisory Board.

In the assessment of the shareholder representatives on the Supervisory Board, the appropriate number of independent shareholder representatives in the Supervisory Board under consideration of the ownership structure is four. All shareholder representatives, in particular Dr. Roland Busch, Dr. Silke Maurer, Mr. Frank Lutz and Dr. Bettina Volkens are classified by the Supervisory Board as independent as defined by the GCGC, i.e., independent of the company, the Executive Board and any controlling shareholder. As a correspondingly independent member, Mr. Frank Lutz also serves as Chairman of the Audit Committee. In this context, all shareholder representatives are further classified as independent of the company and the Executive Board. Given that the Supervisory Board does not regard mere employee status or an existing employment relationship as grounds for excluding independence, four employee representatives in particular, Ms. Agnieszka Al-Selwi, Ms. Vanessa Barth, Mr. Werner Brandstetter and Mr. Jörg Sommer, are also classified as independent of the company, the Executive Board and from any controlling shareholder in accordance with the GCGC, whereby all employee representatives are considered to be independent of any controlling shareholder. No member of the Supervisory Board was previously a member of the Executive Board. The company also has no controlling shareholder within the meaning of the GCGC in conjunction with the German Stock Corporation Act. Even if Bilfinger's major shareholder Cevian were to be categorized accordingly, at least the four aforementioned shareholder representatives on the Supervisory Board, Dr. Roland Busch, Dr. Silke Maurer, Mr. Frank Lutz and Dr. Bettina Volkens, as well as the employee representatives would also be considered independent in this respect. Not least, no member of the Supervisory Board should exercise a management or consulting function for a significant competitor of the company.

The status of the implementation of the competence profile is summarized below in the form of a qualification matrix:

QUALIFICATION MATRIX	Expertise in*										Integrity	Diversity					Independence		
	Sector		Professional Knowledge				ESG/Sustainability					Birthyear	Gender	Nationality	Specific Geographical Experience	Educational background ⁴	General assessment	Member since	Non-existence of Specific criteria ⁵
	Leading positions in industrial or services companies	Experience within the company itself	Finance / Business Administration	Internationality	Human resources	Management / supervision of companies	Environmental	Social	Governance	ESG Reporting / Auditing									
SB Member																			
Dr. Eckhard Cordes, Chairman	••		••	••	••	••	•	•	••	••	1950	m	GER	WE, EE, SC	Degree in Business Administration, Doctorate	yes ²	2014	yes	
Stephan Brückner, Deputy Chairman	••	•			•	•			••	••	1965	m	GER	WE, EE	Technical school graduate Education as Maintenance Fitter		2008	yes	
Agnieszka Al-Selwi	••	••	••					•	•	••	1969	f	POL	WE, EE	BA in Finance and Banking	yes ³	2016	yes	
Vanessa Barth					••	•			••	••	••	1969	f	GER	WE, EE	Graduate in sociology	yes ³	2021	yes
Werner Brandstetter	••	•				•		•	•	••	1961	m	AUT	WE	Vocational training as a fitter Zukunftsakademie of the Linz Chamber of Labor	yes ³	2021	yes	
Dr. Roland Busch**	••		••	•	••	••		•	••	••	1963	m	GER	WE, EE	Degree in Business Administration, Doctorate	yes ¹	2021	yes	
Rainer Knerler	••	•			••	••	•	••	••	••	1962	m	GER	WE	Reinforced concrete worker, Graduate of the Social Academy		1996	yes	
Frank Lutz**	••		••	••	••	••	•	•	••	••	1968	m	GER	WE, GB, USA	Degree in Economics and Business Administration	yes ¹	2018	yes	
Dr. Silke Maurer	••		•	••	••	••	••	••	•	••	1972	f	GER	WE, GB, USA	Degree in Engineering, Doctorate	yes ¹	2021	yes	
Robert Schuchna			••	••		•		•	•	••	1988	m	GER SUI	WE	Bachelor & Master of Arts Banking & Finance, Chartered Financial Analyst	yes ²	2020	yes	
Jörg Sommer		••	•		•			•	•	••	1966	m	GER	WE	Professional training as Painter and Varnisher	yes ³	2016	yes	
Dr. Bettina Volkens	••		•	••	••	••		••	••	••	1963	f	GER	WE	Studies of Law, Doctorate	yes ¹	2020	yes	

* based on self-disclosure
 1 General assessment of independence by the Supervisory Board according to the criteria of the CGCC, i.e. independence from the company, from the Executive Board and from any controlling shareholder.
 2 Classification against the background that Bilfinger has no controlling shareholder.
 3 Taking into account that the mere employee status or an existing employment relationship of a Supervisory Board member with Bilfinger is not seen by the Supervisory Board as a reason to exclude independence.
 4 Information on professional backgrounds can be found in the chapter Boards of the Company.
 5 According to the competence profile (i) maximum of two members shall be former members of the Executive Board and (ii) no member should exercise a management or consulting function for a significant competitor of the company. In addition (iii) the members should have no consulting or management function for clients, suppliers, creditors or other business partners, nor should they hold any position which could lead to a conflict of interest.
 •• In-depth expertise or specific knowledge
 • Expertise or knowledge in sub-areas without marking: General knowledge
 ** Finance expert
 WE: Western Europe, EE: Eastern Europe, SC: Scandinavia, GB: Great Britain, USA: USA

Shareholders and the Annual General Meeting

The shareholders of Bilfinger SE can exercise their membership rights, in particular their right to information and voting rights, at the Annual General Meeting in accordance with statutory provisions. The Annual General Meeting is to be convened and held at least once each year. The Annual General Meeting generally takes place within a five-month period after the end of a financial year. The Executive Board presents certain documents to the Annual General Meeting, including the company and consolidated financial statements as well as the combined management report for Bilfinger SE and the Bilfinger Group. It decides on the appropriation of profits and on formal approval of members of the Executive Board and the Supervisory Board, elects the members of the Supervisory Board representing the shareholders when needed, and selects the external auditors. In addition, decisions are made on the legal foundations of the company, including in particular amendments to the Articles of Incorporation, capital measures and in certain other cases as specified by applicable law or the Articles of Incorporation. It decides in principle in an advisory capacity on the approval of the remuneration system for the members of the Executive Board, in an original capacity on the approval of the remuneration system for the members of the Supervisory Board and the specific remuneration of the Supervisory Board, and in a recommending capacity on the approval of the remuneration report for the preceding financial year. Each share entitles its holder to one vote at the Annual General Meeting. From the time an Annual General Meeting is convened until the end of the General Stockholders' Meeting, the reports, documents and information required by law for the Annual General Meeting are available on the company's website, as are the agenda for the Annual General Meeting and any counter-motions or election proposals from shareholders that are to be made accessible. For upcoming elections of shareholder representatives to the Supervisory Board, a detailed curriculum vitae is also published for each candidate, providing information on, among other things, his or her main activities and relevant knowledge, skills and professional experience.

In accordance with Section 118a (1) Sentence 1 AktG in conjunction with Section 26n (1) of the Introductory Act to the German Stock Corporation Act (EGAktG), the Annual General Meeting on April 20, 2023 was held as a virtual Annual General Meeting without the physical presence of shareholders or their proxies, with shareholders being able to exercise their rights by means of electronic communication and follow the Annual General Meeting on the Internet via the online service provided.

By resolution of the Annual General Meeting on April 20, 2023, the Articles of Association were amended and the Executive Board was authorized to provide for the Annual General Meeting to be held without the physical presence of shareholders or their proxies at the venue of the Annual General Meeting (virtual Annual General Meeting). This authorization applies to the holding of virtual Annual General Meetings for a limited period of around two years until June 30, 2025. In addition, the amended Articles of Association allow members of the Supervisory Board to participate in the Annual General Meeting by means of video and audio transmission in the event of a virtual Annual General Meeting; this does not impact the obligation of the Chairman of the meeting to participate at the venue of the Annual General Meeting.

Details on our investor relations activities are provided in the [Transparency](#) section.

Reportable transactions with financial instruments of the company (Manager's Transactions)

Pursuant to Article 19 of the EU Directive number 596/2014 of April 16, 2014 on market abuse (market abuse regulation) (including amendments made most recently by Regulation (EU) 2019/2115 of November 27, 2019), the members of the Supervisory Board and Executive Board as well as other persons with management duties who regularly have access to insider information

on the company and who are authorized to make significant business decisions, and certain persons who are in a close relationship with those persons are legally obliged to disclose to Bilfinger SE and the German Federal Financial Supervisory Authority (BaFin) any acquisitions and disposals of Bilfinger shares and related financial instruments, particularly derivatives, in an amount of more than €20,000 in any calendar year, as soon as possible and at the latest within three working days. Bilfinger immediately publishes details of such transactions on the website, among other places, at <https://www.bilfinger.com/en/investors/corporate-governance/directors-dealings/>.

Financial loss liability insurance

The company has taken out financial loss liability insurance for board members of Bilfinger SE and certain other managers of Bilfinger Group companies, which covers the activities of the members of the Executive Board and the Supervisory Board (D&O insurance). This insurance includes at least the deductible for Executive Board members legally required by Section 93 Subsection 2 Sentence 3 AktG and at least at least a corresponding deductible for Supervisory Board members.

Mannheim, February 26, 2024

Bilfinger SE

The Executive Board

The Supervisory Board