

**Declaration by the Executive Board and the Supervisory Board of Bilfinger SE
to the recommendations of the
"Government Commission on the German Corporate Governance Code"
pursuant to section 161 of the German Stock Corporation Act (*Aktiengesetz*)**

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

- I. 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 since their publication on June 27, 2022 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 impacts of the company's activities, has been and is being complied with in accordance with applicable legal requirements. 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 requirements of the legislator – on further systematic processing of the corresponding opportunities and risks that are material for Bilfinger, which will be implemented in line with the legislative development and the recommendation.
 - Recommendations A.1 sentences 2 and 3 regarding the appropriate consideration of ecological and social objectives in corporate strategy and corporate planning have been and will be complied with to a limited extent. Bilfinger is updating its strategic planning for the company and will integrate the sustainability objectives already communicated and pursued into it in an adapted form as well as possibly formulate further ones. This process is well advanced. The updated corporate strategy with sustainability as an integral component is to be published in the first quarter of 2023. Based on this strategy, corresponding sustainability-related objectives will also be integrated into corporate planning. Bilfinger SE intends to fully comply with the recommendations in the future.

- 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 as well as 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 recommendations 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 recommendation will be fully complied with.
- Recommendation G.6 was not and will not be 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 under the revised Executive Board remuneration system as resolved by the Supervisory Board of Bilfinger SE on February 9, 2021 and approved by the Annual General Meeting of Bilfinger SE on April 15, 2021 (the "**Remuneration System 2021**") 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 – is in the interest of the Company and supports the implementation of the growth strategy. Irrespective of this, the Supervisory Board is reviewing the Remuneration System 2021, including the design of the LTI, and is expected to submit an update to the 2023 Annual General Meeting for approval, which may also comply with recommendation G.6.
- 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.

- Recommendation G.7 sentence 1 is not followed regarding the setting of the performance criteria for all variable remuneration components before the start of the financial year with respect to economic performance targets to be set for the short-term variable remuneration component (*short term incentive, STI*) 2023 and the economic performance target for the LTI for the financial year or tranche 2023. It is not possible to set the targets for the variable remuneration components by the end of 2022 due to the impact of the efficiency program that has just been launched on the 2023 budget planning, particularly with regard to the earnings and cash effects in 2023. The planning process will not be completed until the beginning of 2023. On this basis, the Supervisory Board will then immediately set the economic performance targets for the variable remuneration components. The Supervisory Board intends to comply with the recommendation in G.7 sentence 1 for future financial years.
- Recommendation G. 13 sentence 2, according to which in the event of a post-contractual non-competition clause the severance payment should be offset against the severance payment, was formally not complied with in the case of the departure of Executive Board member Ms. Johansson on September 30, 2022. In the context of the mutually agreed departure, the crediting was waived, but in return payment of only half of the waiting allowance was agreed. The Supervisory Board intends to fully comply with recommendation G.13 sentence 2 again in the future.

II. Since the last Declaration of Conformity was issued on December 15, 2021, until the GCGC was published on June 27, 2022, all recommendations of the German Corporate Governance Code as amended on December 16, 2019 ("**GCGC 2020**") and published by the Federal Ministry of Justice and for Consumer Protection in the official section of the Federal Gazette were complied with, with the following exceptions:

- Recommendation B.3, according to which the initial appointment of Executive Board members should be for a maximum of three years, was not followed in one individual case. The Chairman of the Executive Board, Dr. Schulz, was already appointed as a member and Chairman of the Executive Board of Bilfinger SE in 2021 with effect from March 1, 2022 for a term of five years. In the opinion of the Supervisory Board, the five-year term of the appointment and the corresponding service agreement was required in order to be able to attract Dr. Schulz to the position and activity at Bilfinger and to ensure the stability necessary for the future at Bilfinger in the current phase. The subsequent initial appointment of the Executive Board member and CFO, Mr. Jäkel, as of July 1, 2022 was again made in accordance with recommendation B.3 for 3 years.

- Recommendation G.6 was also not followed – as already explained above under I. – insofar as it relates to the fact that the LTI of the Executive Board remuneration being formally based on a long-term oriented target, as well as recommendation G.7 sentence 1 was not followed with regard to the linking of remuneration components to specific targets in advance with regard to the possibility of special payments at the reasonable discretion of the Supervisory Board.

Mannheim, December 15, 2022

For the Supervisory Board



- Dr. Eckhard Cordes -

For the Executive Board



- Dr. Thomas Schulz -