Remuneration system for the members of the Supervisory Board of Bilfinger SE pursuant to Sections 113 (3) sentence 1, 87a (1) sentence 2 AktG

as per the resolution of the Annual General Meeting of Bilfinger SE of May 20, 2026

I. Main features of the remuneration system for the members of the Supervisory Board of Bilfinger SE

The remuneration system for members of the Supervisory Board of Bilfinger SE is designed in a clear and comprehensible manner. It complies with the requirements of the German Stock Corporation Act (AktG) as amended by the Act Implementing the Second Shareholders' Rights Directive of December 12, 2019 (Federal Law Gazette Part I 2019, No. 50 of December 19, 2019) and takes into account the recommendations of the German Corporate Governance Code in the version of April 28, 2022, unless a deviation is declared.

The remuneration of the members of the Supervisory Board of the Company is a purely fixed remuneration. It consists of a basic remuneration with function-related differentiation and an attendance fee.

The system for the remuneration of the members of the Supervisory Board sets incentives that are in line with and support the corporate strategy: By monitoring the management of the company and advising the Executive Board, the Supervisory Board makes a decisive contribution to promoting the business strategy and the long-term development of the Company. The structure of the remuneration promotes the performance of the supervisory function and sets incentives for appropriate action. The remuneration and the remuneration system take into account the responsibility, the qualification as well as the requirements in terms of content and time for the activities of the members in the Supervisory Board and in the committees of the Supervisory Board. They are not performance-related and thus ensure the necessary independence from the Executive Board in the interest of the Company.

Overall, the remuneration is commensurate with the tasks of the Supervisory Board members and the situation of the Company.

At the same time, the appropriate remuneration of the Supervisory Board, which is in line with the market conditions, ensures that the Company is and will continue to be in a position to recruit qualified candidates - also with an international background - for membership of the Supervisory Board of Bilfinger SE; in this way, the remuneration of the Supervisory Board also contributes to promoting the business strategy and the long-term development of the Company.

II. The remuneration system in detail

The remuneration of the members of the Supervisory Board of Bilfinger SE consists exclusively of a fixed remuneration. This supports the advice and monitoring by the Supervisory Board with regard to sustainable corporate development and is in line with suggestion G.18 sentence 1 of the German Corporate Governance Code in the version of April 28, 2022. A purely fixed remuneration with function- and expense-related components is particularly suitable for strengthening the independence of the members of the Supervisory Board. A share-based or otherwise variable remuneration component is not envisaged for the members of the Supervisory Board of Bilfinger SE.

1. Remuneration components

All members of the Supervisory Board each receive a fixed annual basic remuneration of EUR 90,000.00.

For the Chairman and Deputy Chairman of the Supervisory Board as well as the Chairman and member of one of the committees, with the exception of the Nomination Committee, an increased remuneration is provided for in order to take into account the additional time and effort required to perform and assume responsibility for such functions. The Chairman of the Supervisory Board receives two and a half times the annual basic remuneration, the Deputy Chairman of the Supervisory Board and the Chairmen of the committees, with the exception of the Nomination Committee, receive twice this amount. The members of the committees, with the exception of the Nomination Committee, receive one and a half times the annual basic remuneration. If a member of the Supervisory Board exercises several of the aforementioned functions, he or she is only entitled to the highest basic remuneration increased by the respective function once.

The corresponding basic remuneration is granted each financial year. For members of the Supervisory Board who belong to the Supervisory Board for only part of the financial year, the remuneration is granted *pro rata temporis*. The same applies to the function-related increase in remuneration for the Chairman of the Supervisory Board and his Deputy Chairman as well as to the increase in remuneration for membership and chairmanship of a Supervisory Board committee (with the exception of the Nomination Committee) if the respective function is only performed during part of the financial year.

In addition to the fixed basic remuneration, the members of the Supervisory Board receive an attendance fee of EUR 1,000.00 for each meeting of the Supervisory Board and its committees which they personally attend in whole or in part – this includes participation by telephone or video conference. It is understood that an attendance fee is payable if the member of the Supervisory Board attends at least half of the respective meeting.

The total remuneration for a financial year is due and payable to the members of the Supervisory Board retrospectively annually after the Annual General Meeting that is presented the annual financial statements for the financial year in question. It shall be subject to the addition of any value-added tax legally payable thereon.

Further remuneration components, also in the broader sense, are not provided for members of the Supervisory Board.

Remuneration or benefits for services rendered personally that go beyond or are outside the scope of the Supervisory Board, such as separate consulting and agency services, are not included in the remuneration of the Supervisory Board. Insofar as such services are permitted under the statutory provisions and the requirements of case law, they require a separate contractual arrangement to be approved in advance by the Supervisory Board.

In addition to their remuneration, the members of the Supervisory Board are reimbursed by Bilfinger SE for their actual expenses and costs incurred or the Company assumes the corresponding costs. Expenses and costs include travel expenses and other individual settlements of expenses incurred in connection with the exercise of duties on the Supervisory Board in the interests of Bilfinger SE, insofar as these are reasonable and could be deemed necessary. The reimbursement of expenses to the members of the Supervisory Board is made on a case-by-case basis based on the settlement by the members of the Supervisory Board.

The Company also includes the members of the Supervisory Board in the coverage of the D&O insurance of Bilfinger SE.

2. Procedure for reviewing and amending the remuneration of the Supervisory Board and the remuneration system

If the Executive Board and the Supervisory Board see reason for a change in the remuneration of the Supervisory Board, they submit a proposal to the Annual General Meeting for a changed remuneration system or a changed level of remuneration and for a corresponding amendment to Article 14 of the Articles of Incorporation. In accordance with Section 113 (3) AktG, the annual general meeting of Bilfinger SE must adopt a resolution on the remuneration of the Supervisory Board at least every four years (also irrespective of any change), whereby a merely confirmatory resolution is also permissible.

For the purpose of this submission to the Annual General Meeting, the amount of remuneration and the remuneration system for the Supervisory Board are subject to regular and timely review by the Executive Board and the Supervisory Board at their discretion. In particular, the following are considered to be key factors in the review: the time taken by members of the Supervisory Board, their responsibilities and the development of Supervisory Board remuneration at other, comparable companies, changes in the corporate environment, the overall economic situation and strategy of the Company, as well as changes and trends in national and international corporate governance standards. On the other hand, a so-called vertical comparison with employee remuneration is out of the question due to the special nature of the Supervisory Board activities for which the remuneration is granted, which is fundamentally different from the activities of the employees of the Company and the group. If necessary, external compensation experts and other consultants are consulted for review. In doing so, the Executive Board and Supervisory Board ensure the independence of the external compensation experts and consultants and take precautions to avoid conflicts of interest.

If the Annual General Meeting does not approve the system presented, the Supervisory Board shall submit a reviewed remuneration system to the general meeting for approval at the latest at the following Annual General Meeting.

3. Procedures in the event of conflicts of interest relating to the remuneration system

In the past, there have been no conflicts of interest on the part of individual members of the Executive Board or the Supervisory Board of Bilfinger SE with regard to the remuneration system for the Supervisory Board. If such a conflict of interest should arise during the review of the remuneration, the Executive Board or the Supervisory Board will treat it in the same way as any other conflict of interest in the person of a member of the executive body, so that the member of the executive body in question will not participate in the resolution or, in the event of a serious conflict of interest, in the discussion. Should an insoluble and permanent conflict of interest arise, which seems rather unlikely in this area, the board member concerned will resign from office. In general, regular self-assessment, review and early disclosure of any conflicts of interest ensure that the decisions of the Executive Board and the Supervisory Board are not influenced by improper considerations in this area either.

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