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Ad-hoc-announcement

August 4, 2014

Bilfinger SE:

Adjustment of 2014 forecast and upcoming change in Executive Board Chairmanship

The Executive Board has decided today to reduce the forecast for financial year 2014 which was published on June 30, 2014. With an anticipated output volume of approximately EUR 7.8 billion, the Executive Board now expects an adjusted EBITA in the magnitude of EUR 340 - 360 million, a reduction of EUR 40 million. Accordingly, adjusted net profit is now expected to be between EUR 205 million and EUR 220 million, a reduction of EUR 25 million. The adjustment to the recently published earnings forecast is due primarily to a further reduction of earnings expectations in the Power business segment. This resulted, among other things, from a project loss in South Africa that has only now come to light. The Executive Board now expects an EBITA margin of between 4 and 5% in the Power business segment this year.

In today's preparatory meeting of the shareholder representatives for the Supervisory Board meeting on August 7, 2014, the shareholder representatives declared their agreement with the proposal from the Chairman of the Supervisory Board that a recommendation be made to the Supervisory Board in its meeting on August 7, 2014 to approve a mutually agreed early departure of Roland Koch from the office of Chairman of the Executive Board with effect from the end of August 8, 2014 and, pursuant to Section 105 Paragraph 2 AktG (German Stock Corporation Act), with effect from August 11, 2014 for the period until May 31, 2015, to assign Member of the Supervisory Board Herbert Bodner to the Executive Board and to appoint him as Chairman of the Executive Board in place of the departed Roland Koch on an interim basis. There is agreement between Herbert Bodner, who has expressed his willingness to accept this position, and the Chairman of the Supervisory Board, Dr. h.c. Bernhard Walter, that the appointment of Herbert Bodner to the Executive Board will end and he will immediately resume his Supervisory Board duties as soon as a successor for the Chairmanship of the Executive Board has been found. Roland Koch declared to the Chairman of the Supervisory Board his willingness to offer the Supervisory Board a mutually agreed early departure from his position with effect from the end of August 8, 2014, in order to ease the path for new

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confidence building following a second profit warning within a short period of time and, simultaneously, to avoid disagreement on the evaluation of the short-term corporate development and the resulting measures. The decision on the change in the Executive Board is incumbent on the Supervisory Board, which will make a resolution on the issue in its meeting on August 7, 2014.

In conformity with ad-hoc-announcement