

Bilfinger SE, Mannheim
WKN 590900
ISIN DE0005909006



Announcement pursuant to Art. 5 (1) Regulation (EU) No 596/2014 and Art. 2 (1) of Commission Delegated Regulation (EU) 2016/1052

The Executive Board of Bilfinger SE, Mannheim, resolved on May 13, 2022, with the approval of the Supervisory Board, to acquire treasury shares of Bilfinger SE (ISIN DE0005909006). The share buyback program shall be effected during the period from July 1, 2022 (earliest possible acquisition date) to March 17, 2023 at the latest (last possible acquisition date). A total of 4,103,732 treasury shares in Bilfinger SE up to a maximum acquisition price (excluding incidental acquisition costs) of 100,000,000 Euro can be acquired via the stock exchange.

The Executive Board is thus making use of the authorisation granted by the annual general meeting on May 11, 2022. Under this authorisation, Bilfinger SE is authorised to acquire until May 10, 2027 treasury shares in an amount of up to 10% of the capital stock of Bilfinger SE at the time of the resolution on the authorisation and subject to the proviso that the shares to be acquired under this authorisation, together with other shares in the Company which the Company previously acquired and still holds or which are attributable to the Company pursuant to Sections 71d and 71e AktG, will at no time account for more than 10 % of the capital stock of Bilfinger SE.

The acquisition of treasury shares will be carried out by instructing one credit institution. The credit institution undertook to carry out the share buyback exclusively via the stock exchange and in accordance with the authorisation granted by the annual general meeting of Bilfinger SE held on May 11, 2022 and the requirements laid down in Regulation (EU) No. 596/2014 and Delegate Regulation (EU) 2016/1052.

The credit institution will make its trading decisions concerning the timing of the acquisition of the shares of Bilfinger SE independently of and without any influence from Bilfinger SE within the meaning of Art. 4 (2) lit. b) of Delegated Regulation (EU) 2016/1052. In particular, the credit institution is obliged to acquire the shares at market prices in accordance with the trading conditions of Art. 3 of Delegated Regulation (EU) 2016/1052 and to conduct the trades exclusively via the trading systems XETRA, Cboe DXE (CEUX), Turquoise Europe (TQEX) and Aquis (AQEU). The acquisition price per share (excluding incidental acquisition costs) shall not exceed by more than 10%, and not fall short of by more than 20%, the stock exchange price determined in the opening auction in the XETRA trading system of the Frankfurt Stock Exchange on the day of acquisition. In particular, the shares of Bilfinger SE will not be acquired at a price higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the respective trading system. In addition, on any trading day not more than 25% of the average daily volume of the shares traded on the XETRA trading system will be acquired. The average daily volume is calculated based on the average daily volume traded during the 20 trading days preceding the date of the respective acquisition.

To the extent required and legally permissible, the share buyback program can be cancelled at any time. The treasury shares acquired may be used for all legally admissible purposes authorised by the annual general meeting on May 11, 2022.

Information on the transactions relating to the share buyback program will be adequately disclosed no later than by the end of the seventh daily market session following the respective date of execution in a detailed and aggregated form. In addition, in accordance with Art. 2 (3) of Delegate Regulation (EU) 2016/1052, Bilfinger SE will post on its website www.bilfinger.com the transactions disclosed and keep that information available for the public for at least a 5-year period from the date of public disclosure.

Mannheim, June 27, 2022

The Executive Board