

Invitation to the Annual General Meeting 2012

The Multi Service Group.

 **BILFINGER** | **BERGER**

Annual General Meeting

The shareholders in our Company are hereby invited to attend the

Annual General Meeting

to be held at Congress Center Rosengarten, Musensaal,
Rosengartenplatz 2, 68161 Mannheim, on

Thursday, May 10, 2012, 10:00 hrs
(Central European Summer Time – CEST)

Agenda

- 1. Presentation of the adopted annual financial statements, the approved group financial statements, the combined management report of Bilfinger Berger SE and the group, the report of the Supervisory Board for the 2011 fiscal year and the explanatory notes of the Executive Board relating to the information provided pursuant to Sections 289 (4) and (5) and 315 (4) of the German Commercial Code (*Handelsgesetzbuch*, HGB)¹**

¹ The provisions governing stock corporations having their registered office in Germany, in particular those of the German Commercial Code and the German Stock Corporation Act, will apply to Bilfinger Berger SE by virtue of the rules governing applicable law pursuant to Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (the SE Regulation), unless otherwise required by more specific provisions of the SE Regulation.

In addition to its explanatory notes relating to the information provided pursuant to Sections 289 (4) and (5) and 315 (4) HGB, the Executive Board will make the following documents available to the General Meeting pursuant to Section 176 (1) sentence 1 of the German Stock Corporation Act (*Aktiengesetz, AktG*):

- the adopted annual financial statements of Bilfinger Berger SE as of December 31, 2011,
- the approved group financial statements as of December 31, 2011,
- the combined management report of Bilfinger Berger SE and the group,
- the report of the Supervisory Board and
- the proposal by the Executive Board for the use of unappropriated retained earnings.

These documents are available on the internet at:

<http://www.bilfinger.com/en/annual-general-meeting>

and will also be available for inspection during the General Meeting.

The Supervisory Board approved the annual financial statements prepared by the Executive Board and the group financial statements in accordance with Section 172 AktG on March 14, 2012 and has thus adopted the annual financial statements. It is therefore not necessary for the General Meeting to adopt the annual financial statements or approve the group financial statements in accordance with Section 173 AktG. Instead, the annual financial statements, the group financial statements, the combined management report of Bilfinger Berger SE and the group, the report of the Supervisory Board and the explanatory notes of the Executive Board relating to the information provided pursuant to Sections 289 (4) and (5) and 315 (4) HGB must be made available to the General Meeting, without a resolution being required under the AktG.

2. Resolution on the use of the unappropriated retained earnings

The Executive Board and the Supervisory Board propose to resolve as follows:

The unappropriated retained earnings reported in the annual financial statements for the 2011 fiscal year, amounting to EUR 247,024,098.96, will be used as follows:

Distribution of a dividend in the amount of EUR 2.50
plus a bonus in the amount of EUR 0.90,
in total EUR 3.40

per no-par value share carrying dividend rights	EUR 150,076,431.80
Carryforward of the residual amount to the next fiscal year	EUR 96,947,667.16
<hr/> Unappropriated retained earnings	<hr/> EUR 247,024,098.96

The proposal concerning the use of unappropriated retained earnings is based on the capital stock carrying dividend rights which as at February 28, 2012 (the date of preparation of the annual financial statements) amounted to EUR 132,420,381.00 divided into 44,140,127 no-par value shares. Until such time as the resolution concerning the use of unappropriated retained earnings is adopted, the number of shares carrying dividend rights may change as a result of a change in the number of treasury shares. In such event, the Executive Board and the Supervisory Board will submit an adjusted resolution proposal concerning the use of unappropriated retained earnings to the General Meeting, which will, however, also provide for a distribution of EUR 3.40 per no-par value share carrying dividend rights. The adjustment will be performed as follows: If the number of shares carrying dividend rights – and thus the total dividend amount – increases, the amount carried forward to the next fiscal year will be reduced accordingly. If the

number of shares carrying dividend rights – and thus the total dividend amount – decreases, the amount carried forward will be increased accordingly.

3. Resolution on the formal approval of the acts of the Executive Board of Bilfinger Berger SE with respect to the 2011 fiscal year

The Supervisory Board and the Executive Board propose that formal approval of their acts be granted to the members of the Executive Board of Bilfinger Berger SE who were in office during the 2011 fiscal year with respect to that period.

4. Resolution on the formal approval of the acts of the Supervisory Board of Bilfinger Berger SE with respect to the 2011 fiscal year

The Executive Board and the Supervisory Board propose that formal approval of their acts be granted to the members of the Supervisory Board of Bilfinger Berger SE who were in office during the 2011 fiscal year with respect to that period.

5. Resolution on the amendment of Article 1 (1) of the Articles of Incorporation (Name of the Company)

The strategic reorientation of the group includes a change in the corporate image. With a distinctive corporate name we aim to enhance its level of recognition in Germany and abroad. Abbreviating the name to 'Bilfinger SE' will also allow the company name to be combined with the operative group brands, which will increase the public perception of the overall group.

The Executive Board and the Supervisory Board propose to resolve as follows:

Article 1 (1) of the Articles of Incorporation is amended to read as follows:

“(1) The Company is a European Company (Societas Europaea) and does business under the name of Bilfinger SE.”

6. Appointment of the auditors of the financial statements and group financial statements for the 2012 fiscal year as well as of the auditors to be commissioned to review the abridged financial statements and the interim management report prepared in accordance with Sections 37w (5) and 37y no. 2 of the German Securities Trading Act (*Wertpapierhandelsgesetz, WpHG*)

Following a recommendation by the Audit Committee, the Supervisory Board proposes to resolve as follows:

- a) Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Mannheim, are appointed as auditors of the financial statements and group financial statements for the 2012 fiscal year.
- b) Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Mannheim, are also appointed to review the abridged financial statements and interim management report prepared in accordance with Sections 37w (5) and 37y no. 2 WpHG in the 2012 fiscal year.

7. Resolution on the approval of profit transfer agreements between

a) Bilfinger Berger SE and Bilfinger Berger Venture Capital GmbH, having its registered office in Mannheim

b) Bilfinger Berger SE and Bilfinger Berger Infrastructure GmbH, having its registered office in Bochum

a) Resolution on the approval of the profit transfer agreement between Bilfinger Berger SE and Bilfinger Berger Venture Capital GmbH, having its registered office in Mannheim

On February 6, 2012, Bilfinger Berger SE entered into a profit transfer agreement with Bilfinger Berger Venture Capital GmbH. The profit transfer agreement has already been approved by the shareholders' meeting of Bilfinger Berger Venture Capital GmbH. The profit transfer agreement will take effect only if it is approved by the General Meeting of Bilfinger Berger SE and once it has been entered in the commercial register for Bilfinger Berger Venture Capital GmbH.

The Executive Board and the Supervisory Board propose to resolve as follows:

The profit transfer agreement dated February 6, 2012 between Bilfinger Berger SE and Bilfinger Berger Venture Capital GmbH is approved.

The key terms of the profit transfer agreement between Bilfinger Berger SE and Bilfinger Berger Venture Capital GmbH (hereinafter the 'Subsidiary') are as follows:

- The Subsidiary undertakes to transfer its entire profit as determined in accordance with the relevant provisions of German commercial law to Bilfinger Berger SE, subject to Section 301 AktG. The profit to be transferred shall be deemed to comprise the annual net profit that would have been generated if no profit transfer arrangements were in place, subject to the establishment or liquidation of reserves as described in the following paragraph, less any loss carryforward from the preceding year.
- The Subsidiary may, subject to the consent of Bilfinger Berger SE, allocate amounts from the annual net profit to revenue reserves (*Gewinnrücklagen*) within the meaning of Section 272 (3) HGB only to the extent that this is permissible under German commercial law and justified in economic terms on the basis of a reasonable commercial assessment. At the request of Bilfinger Berger SE, any other revenue reserves established during the term of this agreement are to be liquidated and to be used in order to balance any annual net loss or to be transferred as profit. No revenue reserves or profit carryforward dating back to the time before this agreement took effect or any capital reserves may be transferred as profits or used in order to balance any annual net loss. The obligation to transfer profit will for the first time apply with respect to the entire profit generated in the fiscal year of the Subsidiary during which this agreement takes effect and will be due at the end of each fiscal year. Bilfinger Berger SE may request that profits are transferred in advance if and to the extent that an advance dividend could be paid out.
- In accordance with Section 302 (1), (3) and (4) AktG, as amended from time to time, Bilfinger Berger SE is obligated vis-à-vis the Subsidiary to balance any

annual net loss that would otherwise have been sustained during the term of the agreement, to the extent that such loss is not balanced by withdrawing amounts from the other revenue reserves which were allocated to the latter during the term of the agreement. (The provisions of Section 302 (1), (3) and (4) AktG currently read as follows: (1) “If a domination or profit transfer agreement is in place, the respective other party is obligated to balance any annual net loss that would otherwise have been sustained during the term of the agreement, to the extent that such loss is not balanced by withdrawing amounts from the other revenue reserves which were allocated to the other revenue reserves during the term of the agreement.” (3) “The company may waive or reach a settlement on the claim to such balancing measures no earlier than three years after the date on which the registration of the termination of the agreement in the commercial register was published pursuant to Section 10 of the German Commercial Code (*Handelsgesetzbuch*). This does not apply in the event that the person obligated to pay such balance is insolvent or reaches a settlement with its creditors in order to avoid insolvency proceedings or if obligations relating to such balancing measures are set out in an insolvency plan. Such waiver or settlement will only take effect if the outside shareholders consent to such waiver or settlement by adopting a special resolution and if a minority whose shares, when aggregated, amount to one tenth of the share capital represented at the time the resolution is adopted does not have its objections recorded in the minutes.” (4) “The claims under these provisions will become time-barred ten years from the day on which the registration of the termination of the agreement in the commercial register was published pursuant to Section 10 of the German Commercial Code.”) The obligation

to assume losses will for the first time apply with respect to the entire loss incurred in the fiscal year of the Subsidiary in which this agreement takes effect and will be due at the end of each fiscal year.

- The agreement requires the approval of the General Meeting of Bilfinger Berger SE and the shareholders' meeting of the Subsidiary in order to take effect. It will become effective upon entry in the commercial register for the Subsidiary. The agreement is concluded for a fixed term running for five full years (*Zeitzjahre*), starting with the commencement of the fiscal year of the Subsidiary in which the obligation to transfer profits applies for the first time under the agreement. In the event that the end of this five-year period falls on a date within a running fiscal year of the Subsidiary, for example as a result of the creation of a short fiscal year, the agreement will end upon the expiry of that fiscal year. The agreement shall be automatically renewed by one full year at the end of each year unless it is terminated in writing by either of the contracting parties with three months' notice to the end of its term. In order to determine whether the notice period has been observed, the date on which the termination notice was received by the respective other contracting party shall be decisive. This does not affect the right of each party to terminate the agreement for cause. Such termination for cause with immediate effect will be permitted in particular if Bilfinger Berger SE sells or otherwise transfers more than 50 percent of its shareholding in the Subsidiary to third parties. If notice of termination is given in these circumstances, it will take effect upon receipt, but no earlier than upon the relevant share transfer taking effect.

- Should individual provisions of the agreement be or become invalid or impracticable, this will not affect the validity of the other provisions of the agreement. The invalid or impracticable provision is to be replaced by a provision that is permissible and comes as close as possible to the economic effect of the invalid or impracticable provision.

At the time of conclusion of the profit transfer agreement, Bilfinger Berger SE was the sole shareholder in the Subsidiary, and it continues to be so (without any changes) at the time of the General Meeting. For this reason, Bilfinger Berger SE is not required to make any compensation or settlement payments to outside shareholders of Bilfinger Berger Venture Capital GmbH.

b) Resolution on the approval of the profit transfer agreement between Bilfinger Berger SE and Bilfinger Berger Infrastructure GmbH, having its registered office in Bochum

On March 20, 2012, Bilfinger Berger SE entered into a profit transfer agreement with Bilfinger Berger Infrastructure GmbH. The profit transfer agreement has already been approved by the shareholders' meeting of Bilfinger Berger Infrastructure GmbH. The profit transfer agreement will take effect only if it is approved by the General Meeting of Bilfinger Berger SE and once it has been entered in the commercial register for Bilfinger Berger Infrastructure GmbH.

The Executive Board and the Supervisory Board propose to resolve as follows:

The profit transfer agreement dated March 20, 2012 between Bilfinger Berger SE and Bilfinger Berger Infrastructure GmbH is approved.

With the exception of the names of the contracting parties, the wording of the profit transfer agreement between Bilfinger Berger SE and Bilfinger Berger Infrastructure GmbH is identical to that of the profit transfer agreement between Bilfinger Berger SE and Bilfinger Berger Venture Capital GmbH; consequently, the key terms of this agreement, with the exception of the names of the contracting parties, are identical to those of the profit transfer agreement between Bilfinger Berger SE and Bilfinger Berger Venture Capital GmbH as summarised in lit. a). We therefore refer to the summary of key terms contained in lit. a).

At the time of conclusion of the profit transfer agreement, Bilfinger Berger SE was the sole shareholder in Bilfinger Berger Infrastructure GmbH, and it continues to be so (without any changes) at the time of the General Meeting. For this reason, Bilfinger Berger SE is not required to make any compensation or settlement payments to outside shareholders of Bilfinger Berger Infrastructure GmbH.

Note relating to Agenda Item 7:

The following documents are available on the internet at: **<http://www.bilfinger.com/en/annual-general-meeting>** and will also be available for inspection during the General Meeting:

- The profit transfer agreement dated February 6, 2012 between Bilfinger Berger SE and Bilfinger Berger Venture Capital GmbH,
- the profit transfer agreement dated March 20, 2012 between Bilfinger Berger SE and Bilfinger Berger Infrastructure GmbH,
- the annual financial statements of Bilfinger Berger SE (formerly Bilfinger Berger AG) and the group financial statements for the 2009, 2010 and 2011 fiscal years as well as the management reports of Bilfinger Berger SE (formerly Bilfinger Berger AG) and the group for these fiscal years,
- the opening balance sheet and the annual financial statements for Bilfinger Berger Venture Capital GmbH for the 2011 fiscal year,
- the opening balance sheet for Bilfinger Berger Infrastructure GmbH,
- the joint report prepared by the Executive Board of Bilfinger Berger SE and the management of Bilfinger Berger Venture Capital GmbH in accordance with Section 293a AktG,
- the joint report prepared by the Executive Board of Bilfinger Berger SE and the management of Bilfinger Berger Infrastructure GmbH in accordance with Section 293a AktG.

Right to attend and voting rights, voting by proxy

Conditions for attending the General Meeting and exercising voting rights

Shareholders are entitled to attend the General Meeting and to exercise their voting rights only if they have registered prior to the General Meeting and furnished evidence of their shareholding to the Company. The application for registration must be submitted in German or English. Evidence of shareholding must be furnished by way of a confirmation issued by the depositary bank in text form in German or English. The confirmation issued by the depositary bank must relate to the beginning of Thursday, April 19, 2012 (00:00 hrs Central European Summer Time – CEST). Both the application for registration and the evidence of shareholding must be received by the Company no later than by the end of Thursday, May 3, 2012 (24:00 hrs CEST) at the address specified below:

Bilfinger Berger SE
c/o C-HV AG
Gewerbepark 10
92289 Ursensollen
Germany

or by fax to:

+49 (0) 9628 92 99 871

or by e-mail to:

HV@Anmeldestelle.net

Pursuant to Section 123 (3) sentence 6 AktG, a person is deemed to be a shareholder in relations with the Company for the purpose of attending the General Meeting and exercising voting rights only if evidence of shareholding (as described above) has been furnished. In order for shareholders to be entitled to attend the General Meeting and to exercise their voting rights, they must therefore hold their shares at the beginning of Thursday, April 19, 2012 (00:00 hrs CEST).

Admission tickets

Following the timely receipt of the application for registration and the evidence of shareholding by the Company at the address (or fax number or e-mail address, respectively) stated above, admission tickets for the General Meeting will be sent to the shareholders. To ensure that the admission tickets are received in time, we would request that shareholders register and send evidence of their shareholding to the Company as early as possible.

No restriction on disposals of shares

Shareholders who have registered for attendance at the General Meeting are not thereby prevented from freely disposing of their shares.

Voting by proxy

Shareholders who do not wish to attend the General Meeting in person may elect to have their voting rights exercised by a proxy, e.g. by a bank, a shareholders' association, by proxies designated by the Company or another proxy of their choice. Timely registration and evidence of shareholding are also required in this case (see "Conditions for attending the General Meeting and exercising voting rights" above). It is possible to appoint a proxy

both prior to and during the General Meeting, and such proxy may also be appointed prior to registration. Proxies may be appointed by way of the shareholder making a declaration to the relevant proxy or to the Company. The proxy attending the General Meeting may in principle, i.e. insofar as neither the law nor the relevant shareholder or the proxy provides for any restrictions or other qualifications, exercise the voting right in the same way as the shareholder could.

In the event that the granting of proxy authorization does not fall within the scope of application of Section 135 AktG (i.e. if the proxy is not a bank, shareholders' association or other commercial entity or association which has the status of a bank according to Section 135 (8) AktG or according to Section 135 (10) in conjunction with Section 125 (5) AktG and the granting of proxy authorization does not fall within the scope of application of Section 135 AktG on any other grounds), the proxy authorization must be granted or revoked, and evidence of the proxy authorization to be provided to the Company under Section 134 (3) sentence 3 AktG must be provided, in text form (Section 126 b of the German Civil Code (*Bürgerliches Gesetzbuch*, BGB)). No use is made of the authorization under the Articles of Incorporation (Article 19 (4) sentence 3 of the Articles of Incorporation) to specify requirements that are less strict than the text form as the form required by law. The special provisions set out below (in the next but one paragraph) additionally apply where authorization is granted to proxies designated by the Company.

In the event that the granting of proxy authorization falls within the scope of application of Section 135 AktG (i.e. if the proxy is a bank, shareholders' association or other commercial entity or association which has the status of a bank according to Section 135 (8) AktG or according to Section 135 (10) in conjunction with Section 125 (5) AktG or the granting of proxy authorization falls within the scope of application of Section 135 AktG on other grounds), text form is neither required pursuant to Section 134 (3) sentence 3 AktG, nor do the Articles of Incorporation contain a specific provision governing such case. Banks, shareholders' associations and other commercial entities and associations which have the status of banks according to Section 135 (8) AktG or according to Section 135 (10) in conjunction with Section 125 (5) AktG may, therefore, use forms for the granting of proxy authorization which need only comply with the applicable statutory provisions, in particular those contained in Section 135 AktG. Reference is hereby made to the special procedure pursuant to Section 135 (1) sentence 5 AktG.

We offer our shareholders the option to authorize proxies designated by the Company and bound by instructions even prior to the General Meeting. Shareholders wishing to authorize the proxies designated by the Company may use the form on the admission ticket for the General Meeting to do so. To ensure that admission tickets are received in time, shareholders should register and provide evidence of their shareholding as early as possible. The proxies designated by the Company will in any event require instructions in order to exercise voting rights. If no such instructions are given, they will not exercise their authorization. The proxies designated by the Company are obligated to vote in accordance with the instructions given to them. Shareholders will receive further information together with their admission tick-

ets. Authorizations and instructions for the proxies designated by the Company must, unless issued during the General Meeting, be received by the Company by the end of Tuesday, May 8, 2012 (24:00 hrs CEST), failing which they will not be taken into account for organizational reasons. The proxies designated by the Company will not exercise any authorization granted to them and will not represent the relevant shares to the extent that the relevant shares are represented by another person (the shareholders or his/her proxy) who is present at the General Meeting.

If authorization is granted by way of a declaration made to the Company, no additional evidence of proxy authorization is required. If, however, proxy authorization is granted by way of declaration to the proxy appointed, the Company may demand to see evidence of such authorization, unless otherwise provided for under Section 135 AktG (this applies in the event that the granting of proxy authorization does not fall within the scope of application of Section 135 AktG). It is possible to send the Company evidence of authorization even prior to the General Meeting. In accordance with Section 134 (3) sentence 4 AktG, the following means of electronic communication is available (to the shareholder or the proxy appointed) for sending the evidence of authorization: The evidence of appointment of a proxy may be sent to the company by e-mail to: **hv@bilfinger.com**. It will be ensured that Word, .pdf, .jpg, .txt and .tif documents sent as e-mail attachments will be taken into account (with the possibility of existing e-mails being forwarded). The Company is only able to draw the link between evidence of proxy authorization that is sent by e-mail and a specific application for registration if such authorization or the corresponding e-mail states either the name and address of the relevant shareholder or the admission ticket number.

If the shareholder appoints more than one proxy, the Company is entitled under Section 134 (3) sentence 2 AktG to refuse one or more of them.

Shareholders will receive a proxy form together with their admission tickets. A proxy form is also available on the internet at

<http://www.bilfinger.com/en/annual-general-meeting>

The use of these forms is not mandatorily required by applicable law, under the Articles of Incorporation or otherwise. In the interests of problem-free processing we ask, however, that these forms be used for granting proxy authorization if proxies are appointed by way of declaration to the Company. Declarations to be made to the Company that are relevant for the appointment of proxies may in particular be submitted at the address, fax number or e-mail address stated for the application for registration.

Information on shareholder rights pursuant to Article 56 SE Regulation, Section 50 (2) SEAG, Section 122 (2), Section 126 (1), Section 127 and Section 131 (1) AktG

Requests for additional agenda items pursuant to Article 56 SE Regulation, Section 50 (2) SEAG, Section 122 (2) AktG

Under Article 56 SE Regulation, Section 50 (2) SEAG and Section 122 (2) AktG, shareholders collectively holding at least one twentieth of the capital stock or at least EUR 500,000.00 in total (the latter corresponding to 166,667 shares) may request that additional items be added to the agenda and made public. Such requests must be made in writing to the Company's Executive Board and must have been received by the Company by no later than Monday, April 9, 2012, 24:00 hrs (CEST). The request may be sent to the following address: Bilfinger Berger SE, Executive Board, Carl-Reiss-Platz 1-5, 68165 Mannheim, Germany.

Any additions to the agenda which require publication and were not published with the calling notice will be published in the electronic version of the German Federal Gazette (*elektronischer Bundesanzeiger*) as soon as they have been received by the Company and will be forwarded for publication to media which can be expected to publish the information across the entire European Union. Any requests for additional items to be added to the agenda which are received by the Company once the General Meeting has been convened will also be made available on the internet at:

<http://www.bilfinger.com/en/annual-general-meeting>

and communicated to the shareholders as soon as they have been received by the Company.

Counter-motions and nominations pursuant to Section 126 (1) and Section 127 AktG

At the General Meeting, shareholders may make applications and, where appropriate, nominations relating to particular agenda items and the rules of procedure without any notice, publication or other special action being required prior to the General Meeting.

Counter-motions within the meaning of Section 126 AktG and nominations within the meaning of Section 127 AktG, together with the shareholder's name, the corresponding grounds (which are not required in the case of nominations) and any statement by the corporate bodies of the Company, will be published on the internet at:

<http://www.bilfinger.com/en/annual-general-meeting>

provided they have been received by the Company by no later than Wednesday, April 25, 2012, 24:00 hrs (CEST), at the following address:

Bilfinger Berger SE
Corporate Office
Carl-Reiss-Platz 1-5
68165 Mannheim
Germany

or by **fax** to no.
+49 (0) 621 459-2221

or by **e-Mail** at
hv@bilfinger.com

and all other conditions requiring the Company to publish such information under Section 126 and Section 127 AktG have been met.

Shareholders' right to information pursuant to Section 131

(1) AktG

Under Section 131 (1) AktG, any shareholder who makes a corresponding request at the General Meeting must be given information by the Executive Board relating to the Company's affairs, including its legal and business relations to an affiliate, the financial position of the group and the companies included in the group financial statements, provided such information is necessary in order to make an informed judgment in respect of an agenda item and the Executive Board does not have the right to refuse such information. Moreover, under Section 293g (3) AktG, any shareholder who makes a corresponding request at the General Meeting must, in respect of Agenda Item 7, be given information by the Executive Board relating to all affairs of the subsidiaries specified under said Agenda Item that are material in the context of concluding the agreement.

Further notices

Further information on the shareholders' rights pursuant to Article 56 SE Regulation, Section 50 (2) SEAG, Section 122 (2), Section 126 (1), Section 127 and Section 131 (1) AktG, in particular information relating to additional requirements above and beyond compliance with the relevant deadlines, is available on the internet at:

<http://www.bilfinger.com/en/annual-general-meeting>

Further information and advice relating to the General Meeting

Documents relating to the General Meeting, website offering information pursuant to Section 124 a AktG

The content of the calling notice, together with a statement of why no resolution is to be passed in respect of Agenda Item 1, the documents to be made available to the General Meeting, the total number of shares and voting rights existing on the date of the calling notice, a form for granting proxy authorization, and any requests for additional agenda items within the meaning of Article 56 SE Regulation, Section 50 (2) SEAG, Section 122 (2) AktG are available on the internet at:

<http://www.bilfinger.com/en/annual-general-meeting>

On Thursday, March 29, 2012, the calling notice, together with the full agenda and the resolution proposals of the Executive Board and the Supervisory Board, was published in the electronic version of the German Federal Gazette and forwarded for publication to media which can be expected to publish the information across the entire European Union.

Total number of shares and voting rights

The total number of issued shares of Bilfinger Berger SE, each of which carries one vote, existing on the date of the calling notice is 46,024,127 (information according to Section 30 b (1) sentence 1 no. 1 2nd option WpHG, with this total including the 1,884,000 treasury shares held at the time the calling notice was issued, which do not, however, attribute any rights to the Company in accordance with Section 71 b AktG).

Mannheim, March 2012

Bilfinger Berger SE
The Executive Board

Corporate Headquarters

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Chairman of the Supervisory Board

Dr h. c. Bernhard Walter

Executive Board

Roland Koch, Chairman
Joachim Enenkel
Joachim Müller
Klaus Raps
Thomas Töpfer

Corporate Headquarters and Place of Registration

Mannheim
District Court Mannheim
Register of Companies HRB 710296

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