

INVITATION

ANNUAL
GENERAL MEETING

2018



BILFINGER

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Invitation to the Annual General Meeting

Bilfinger SE
Mannheim
ISIN DE0005909006

German Securities Identification Code
(*Wertpapier-Kenn-Nr.*) 590 900

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

Tuesday, May 15, 2018, 10:00 hrs
(Central European Summer Time – CEST).

Agenda

1. Presentation of the adopted annual financial statements, the approved group financial statements and the combined management report of Bilfinger SE and the group, and the report of the Supervisory Board (*Aufsichtsrat*) for the 2017 fiscal year

The documents set out above and the proposal for the use of unappropriated retained earnings as well as explanatory notes relating to the information provided pursuant to Sections 289a (1) and 315a (1) of the German Commercial Code (*Handelsgesetzbuch, HGB*) will be available from the date of this calling notice 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 (*Vorstand*) and the group financial statements for the 2017 fiscal year in accordance with Section 172 of the German Stock Corporation Act (*Aktiengesetz, AktG*) on March 8, 2018 and has thus adopted the annual financial statements. Therefore, the General Meeting does not adopt the annual financial statements or approve the group financial statements in accordance with Section 173 AktG. The documents set out above must be made available to the General Meeting only, without a resolution being required under the AktG.

2. Resolution on the use of the unappropriated retained earnings of the 2017 fiscal year

The Executive Board and the Supervisory Board propose that the unappropriated retained earnings reported in the annual financial statements for the 2017 fiscal year, amounting to EUR 44,209,042.00, be used as follows:

| | |
|---|--------------------|
| Distribution of a dividend in the amount of EUR 1.00 per no-par value share carrying dividend rights: | Euro 42,544,607.00 |
| Carryforward of the residual amount to the next fiscal year: | Euro 1,664,435.00 |
| Unappropriated retained earnings: | Euro 44,209,042.00 |

The proposal concerning the use of unappropriated retained earnings is based on the capital stock carrying dividend rights which as at March 1, 2018 amounted to EUR 127,633,821.00 (divided into 42,544,607 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 possible changes 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 also provide for a distribution of EUR 1.00 per no-par value share.

3. Resolution on the formal approval of the acts of the Executive Board of Bilfinger SE with respect to the 2017 fiscal year

It is intended to resolve on the formal approval of the acts of the members of the Executive Board who were in office during the 2017 fiscal year on a collective basis.

The Supervisory Board and the Executive Board propose that formal approval of their acts be granted to the members of the

Executive Board who were in office during the 2017 fiscal year with respect to that period.

4. Resolution on the formal approval of the acts of the Supervisory Board of Bilfinger SE with respect to the 2017 fiscal year

It is intended to resolve on the formal approval of the acts of the members of the Supervisory Board who were in office during the 2017 fiscal year also on a collective basis.

The Executive Board and the Supervisory Board propose that formal approval of their acts be granted to the members of the Supervisory Board who were in office during the 2017 fiscal year with respect to that period.

5. Resolution on the formal approval of the acts of former members of the Executive Board of Bilfinger SE with respect to the 2015 fiscal year

At the proposal of the Supervisory Board and the Executive Board, the General Meeting of Bilfinger SE, by resolution of May 11, 2016, adjourned the resolution on the formal approval of the acts of the former members of the Executive Board Herbert Bodner, Joachim Müller, Joachim Enenkel, Pieter Koolen and Dr Jochen Keysberg with respect to the 2015 fiscal year. This adjournment was due to the fact that the Supervisory Board had commissioned an investigation into whether members of the Executive Board acted in breach of their duties in the period from March 2006 to March 2016 and whether such conduct resulted in Bilfinger SE suffering damage. This investigation has been completed in the meantime. Therefore, the resolution on the formal approval of the acts of the aforementioned former members of the Executive Board with respect to the 2015 fiscal year can be passed now. Such resolution is intended to be passed on an individual basis.

The Executive Board and the Supervisory Board propose that

- a) no formal approval of his acts be granted to Mr Herbert Bodner who was in office as a member of the Executive Board during the 2015 fiscal year with respect to that period;
- b) no formal approval of his acts be granted to Mr Joachim Müller who was in office as a member of the Executive Board during the 2015 fiscal year with respect to that period;
- c) no formal approval of his acts be granted to Mr Joachim Enkel who was in office as a member of the Executive Board during the 2015 fiscal year with respect to that period;
- d) no formal approval of his acts be granted to Mr Pieter Koolen who was in office as a member of the Executive Board during the 2015 fiscal year with respect to that period; and
- e) no formal approval of his acts be granted to Dr Jochen Keyserberg who was in office as a member of the Executive Board during the 2015 fiscal year with respect to that period.

6. Appointment of the auditors of the financial statements and group financial statements for the 2018 fiscal year as well as of the auditors to be commissioned to review the semi-annual financial report

Following a recommendation by the Audit Committee (*Prüfungsausschuss*), the Supervisory Board proposes that the following resolution be passed:

- a) Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Mannheim, are appointed as auditors of the financial statements and group financial statements for the 2018 fiscal year.
- b) Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Mannheim, are appointed as auditors to review the semi-annual financial report for the first six months of the 2018 fiscal year.

7. Election to the Supervisory Board

Dr Marion Helmes resigned from her office as a shareholder representative on the Supervisory Board with effect from the end of the General Meeting on May 15, 2018. Therefore, it is necessary to elect a new shareholder representative to the Supervisory Board.

Pursuant to Article 40 (2) and (3) SE Regulation, Section 17 of the German SE Implementation Act (*SE-Ausführungsgesetz, SEAG*), Section 21 (3) of the German Act on Employee Involvement in European Companies (*SE-Beteiligungsgesetz*), Part C: Employee Participation on the Supervisory Board (*Mitbestimmung im Aufsichtsrat*) and Clauses 19 and 21 of the Agreement on Employee Involvement (*Vereinbarung über die Beteiligung der Arbeitnehmer*) of Bilfinger Berger SE, the Supervisory Board is composed of twelve members, namely six shareholder representatives and six employee representatives. The shareholder representatives are elected by the General Meeting. The six employee representatives are appointed by the SE works council in accordance with the procedure stipulated in the Employee Participation Agreement (*Mitbestimmungsvereinbarung*).

Based on the recommendation put forward by the Nomination Committee (*Nominierungsausschuss*), the Supervisory Board proposes that

Lutz, Frank H.,
resident in Munich,
Chairman of the Executive Board of CRX Markets AG, Munich,

be elected to the Supervisory Board as shareholder representative, provided that he is elected for the period starting at the end of the General Meeting on May 15, 2018 and, pursuant to Article 12 (2) sentences 1 and 2 of the Articles of Incorporation, lasting for the rest of Dr Helmes' term of office, i.e. ending at the end of the General Meeting that resolves on the formal approval

of the acts performed in the 2020 fiscal year, but not for a period exceeding six years.

Pursuant to number 5.4.1 paragraphs 6 to 8 of the German Corporate Governance Code, the following information is disclosed:

In the opinion of the Supervisory Board, there are no personal or business relations between the candidate on the one hand and the entities of the Bilfinger group, the corporate bodies of Bilfinger SE or a shareholder holding a material share in Bilfinger SE on the other hand which could be relevant for the election decision of the General Meeting.

In accordance with Section 124 (2) sentence 2 AktG, the following is disclosed: Section 17 (2) sentence 1 SEAG requires that the percentage of female and male members of the Supervisory Board of a listed SE must at least be 30 percent each. This means that at least four members of the Supervisory Board of Bilfinger SE must be women and at least four members must be men in order to reach the minimum percentage required as described above. There has been no objection to this minimum percentage being fulfilled jointly by the shareholders and the employees.

Currently, three women and three men are members of the Supervisory Board as employee representatives. If the candidate proposed by the Supervisory Board was elected, two women and four men would be members of the Supervisory Board as shareholder representatives. Consequently, the minimum percentage required would continue to be fulfilled.

Prior to making its election proposal, the Supervisory Board has satisfied itself that Mr Frank Lutz will be able to invest the time expected to be required for the office.

Information pursuant to Section 125 (1) sentence 5 AktG on the individual nominated as election candidate for the Supervisory Board:

Mr Frank H. Lutz

Memberships in other statutory supervisory boards:

None

Memberships in comparable supervisory bodies of commercial enterprises in Germany and abroad:

None

8. Resolution on the creation of Authorized Capital 2018 against contributions in cash and/or in kind, the cancellation of the existing Authorized Capital 2014 and the corresponding amendment to Article 4 (3) of the Articles of Incorporation

The Executive Board was authorized by the General Meeting of May 8, 2014 to increase the Company's capital stock, subject to the consent of the Supervisory Board, by up to EUR 69,000,000.00 (i.e. slightly less than 50 percent of the capital stock at that time) by issuing new no-par value bearer shares on one or more occasions (Authorized Capital 2014). This authorization, of which no use has been made so far, will expire on May 7, 2019 and thus prior to the date currently scheduled for the Annual General Meeting for the 2019 fiscal year. Therefore, it is to be revoked and replaced now by a new authorization (Authorized Capital 2018). Under the Authorized Capital 2018, the Executive Board is also to be authorized to exclude the shareholders' subscription rights. However, this possibility is to be limited to an aggregate volume of shares representing 20 percent of the capital stock, taking into account all authorizations to exclude subscription rights.

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

- a) The Authorized Capital 2014, as provided for in Article 4 (3) of the Articles of Incorporation, is to be cancelled effective as of the date of registration of the Authorized Capital 2018, as determined below.
- b) The Executive Board is authorized for a period ending on May 14, 2023 to increase the Company's capital stock, subject to the consent of the Supervisory Board, by up to EUR 66,313,563.00 (i.e. 50 percent of the current capital stock) by issuing new no-par value bearer shares on one or more occasions (Authorized Capital 2018). Such issue of new shares may be effected against contributions in cash and/or in kind. The new shares are to be offered to the shareholders for subscription. An indirect subscription right within the meaning of Section 186 (5) AktG will suffice in this context. Subject to the consent of the Supervisory Board, the Executive Board is also authorized to exclude the shareholders' statutory subscription rights upon the issue of new shares in the following circumstances:
 - in respect of fractional shares;
 - insofar as required in order to grant subscription rights to new shares to holders and/or beneficiaries of conversion and/or option rights or obligors under conversion and/or option obligations under bonds issued by the Company or a group company in the same volume they would be entitled to if they exercised their conversion and/or option rights or fulfilled their conversion and/or option obligations;
 - if the capital is increased against contributions in cash and the total pro-rata amount of capital stock represented by the new shares in respect of which subscription rights are excluded does not exceed ten percent of the capital stock and the issue price of the new shares is not substantially (within the meaning of Section 203 (1) and

(2) and Section 186 (3) sentence 4 AktG) below the trading price of shares of the same class which are already listed and carry the same rights at the time the Executive Board finally determines the issue price; this calculation is to be made on the basis of the lower of the amount of capital stock existing on May 15, 2018, the amount of capital stock existing at the time the authorization is registered or the amount of capital stock existing at the time the new shares are issued; the volume, which is limited to ten percent of the capital stock, will be reduced by the pro-rata amount of capital stock which is represented by shares, or attributable to conversion and/or option rights or obligations under bonds which are issued or sold on or after May 15, 2018 subject to the exclusion of subscription rights by applying Section 186 (3) sentence 4 AktG directly, analogously, or *mutatis mutandis*;

- if the capital is increased against contributions in kind for the purpose of granting new shares as consideration in connection with
 - (i) mergers with other companies,
 - (ii) acquisitions of companies or parts of, or equity interests in, companies, or
 - (iii) acquisitions of other assets (including claims of third parties against the Company or its downstream affiliates);
- for the purpose of executing a scrip dividend, which is an offer under which shareholders may elect to contribute their dividend rights (in whole or in part) to the Company, as a contribution in kind in exchange for being granted new shares.

The aggregate pro-rata amount of capital stock represented by new shares in respect of which the subscription rights are excluded under these authorizations, together with the pro-rata amount of capital stock attributable to treasury shares, or attributable to conversion and/or option rights or obligations under bonds which are issued or sold, subject to

an exclusion of subscription rights, on or after May 15, 2018 must not, however, exceed 20 percent of the capital stock; this calculation is to be made on the basis of the lower of the amount of capital stock existing on May 15, 2018, the amount of capital stock existing at the time the authorization is registered or the amount of capital stock existing at the time the new shares are issued. Subscription rights are also deemed to have been excluded if the relevant shares are sold or issued by applying Section 186 (3) sentence 4 AktG analogously or *mutatis mutandis*.

The Executive Board is authorized, subject to the consent of the Supervisory Board, to determine the further details of the implementation of capital increases from the Authorized Capital 2018.

- c) Article 4 (3) of the Articles of Incorporation is amended to read as follows:

“The Executive Board is authorized for a period ending on May 14, 2023 to increase the Company’s capital stock, subject to the consent of the Supervisory Board, by up to EUR 66,313,563.00 by issuing new no-par value bearer shares on one or more occasions (Authorized Capital 2018). Such issue of new shares may be effected against contributions in cash and/or in kind. The new shares are to be offered to the shareholders for subscription. An indirect subscription right within the meaning of Section 186 (5) AktG will suffice in this context. Subject to the consent of the Supervisory Board, the Executive Board is also authorized to exclude the shareholders’ statutory subscription rights upon the issue of new shares in the following circumstances:

- in respect of fractional shares;
- insofar as required in order to grant subscription rights to new shares to holders and/or beneficiaries of conversion and/or option rights or obligors under conversion and/or option obligations under bonds issued by the Company

or a group company in the same volume they would be entitled to if they exercised their conversion and/or option rights or fulfilled their conversion and/or option obligations;

- if the capital is increased against contributions in cash and the total pro-rata amount of capital stock represented by the new shares in respect of which subscription rights are excluded does not exceed ten percent of the capital stock and the issue price of the new shares is not substantially (within the meaning of Section 203 (1) and (2) and Section 186 (3) sentence 4 AktG) below the trading price of shares of the same class which are already listed and carry the same rights at the time the Executive Board finally determines the issue price; this calculation is to be made on the basis of the lower of the amount of capital stock existing on May 15, 2018, the amount of capital stock existing at the time the authorization is registered or the amount of capital stock existing at the time the new shares are issued; the volume, which is limited to ten percent of the capital stock, will be reduced by the pro-rata amount of capital stock which is represented by shares, or attributable to conversion and/or option rights or obligations under bonds which are issued or sold on or after May 15, 2018 subject to the exclusion of subscription rights by applying Section 186 (3) sentence 4 AktG directly, analogously, or *mutatis mutandis*;
- if the capital is increased against contributions in kind for the purpose of granting new shares as consideration in connection with
 - (i) mergers with other companies,
 - (ii) acquisitions of companies or parts of, or equity interests in, companies, or
 - (iii) acquisitions of other assets (including claims of third parties against the Company or its downstream affiliates);

- for the purpose of executing a scrip dividend, which is an offer under which shareholders may elect to contribute their dividend rights (in whole or in part) to the Company, as a contribution in kind in exchange for being granted new shares.

The aggregate pro-rata amount of capital stock represented by new shares in respect of which the subscription rights are excluded under these authorizations, together with the pro-rata amount of capital stock attributable to treasury shares, or attributable to conversion and/or option rights or obligations under bonds which are issued or sold, subject to an exclusion of subscription rights, on or after May 15, 2018 must not, however, exceed 20 percent of the capital stock; this calculation is to be made on the basis of the lower of the amount of capital stock existing on May 15, 2018, the amount of capital stock existing at the time the authorization is registered or the amount of capital stock existing at the time the new shares are issued. Subscription rights are also deemed to have been excluded if the relevant shares are sold or issued by applying Section 186 (3) sentence 4 AktG analogously or *mutatis mutandis*. The Executive Board is authorized, subject to the consent of the Supervisory Board, to determine the further details of the implementation of capital increases from the Authorized Capital 2018.”

9. Resolution on the approval of amendments to domination and profit transfer agreements between Bilfinger SE and several subsidiaries

In the past, Bilfinger SE (formerly operating under a different name) entered into domination and profit transfer agreements with

- Bilfinger Corporate Real Estate Management GmbH (formerly operating under the name Bilfinger + Berger Naßbaggerei GmbH),
- Bilfinger Project Investments GmbH (formerly operating under the name GBF Fertigbau-Gesellschaft mbH),

- Bilfinger Nigeria GmbH (formerly operating under the name Bilfinger Berger Finanzbeteiligungen GmbH),
- Bilfinger ISP Europe GmbH (formerly operating under the name Hüser & Co GmbH), and
- Bilfinger Corporate Insurance Management GmbH (formerly operating under the name GBV-Gesellschaft für Bau-Versicherungs-Vermittlung mit beschränkter Haftung)

(hereinafter individually referred to as a “Subsidiary” and collectively as “Subsidiaries”). These domination and profit transfer agreements are the basis of an income tax group (*ertragsteuerliche Organschaft*). In order to reflect amended tax requirements and to ensure future recognition for tax purposes, these domination and profit transfer agreements were amended by supplements dated January/February 2018. In order for the amendments to take effect, both the approval of the General Meeting of Bilfinger SE and the approval of the shareholders’ meeting of the relevant Subsidiary as well as the amendments’ registration in the commercial register of the relevant Subsidiary are required. The shareholders’ meetings of the Subsidiaries have already approved the supplement concerning them. Since Bilfinger SE has been the sole shareholder of each of the Subsidiaries since the domination and profit transfer agreements came into force, no guaranteed dividend or compensation (*Ausgleichs- oder Abfindungsleistungen*) will have to be paid to minority shareholders (Sections 304, 305 AktG) upon the supplements taking effect.

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

- a) The supplement dated January 30, 2018 / February 5, 2018 to the domination and profit transfer agreement dated March 17, 1989 between Bilfinger SE and Bilfinger Corporate Real Estate Management GmbH, registered in the commercial register of the Local Court (*Amtsgericht*) of Mannheim under HRB 9858, is approved.

- b) The supplement dated January 31, 2018 / February 7, 2018 to the domination and profit transfer agreement dated March 17, 1989 between Bilfinger SE and Bilfinger Project Investments GmbH, registered in the commercial register of the Local Court of Wiesbaden under HRB 11407, is approved.
- c) The supplement dated January 31, 2018 / February 7, 2018 to the domination and profit transfer agreement dated November 18, 2002 between Bilfinger SE and Bilfinger Nigeria GmbH, registered in the commercial register of the Local Court of Wiesbaden under HRB 22554, is approved.
- d) The supplement dated January 31, 2018 / February 7, 2018 to the domination and profit transfer agreement dated November 18, 2002 between Bilfinger SE and Bilfinger ISP Europe GmbH, registered in the commercial register of the Local Court of Mannheim under HRB 3370, is approved.
- e) The supplement dated February 1, 2018 / February 7, 2018 to the domination and profit transfer agreement dated November 18, 2002 between Bilfinger SE and Bilfinger Corporate Insurance Management GmbH, registered in the commercial register of the Local Court of Mannheim under HRB 1705, is approved.

The supplements to the aforementioned domination and profit transfer agreements each contain some editorial amendments, which are irrelevant as regards content. Apart from that, they have the following essential content:

With respect to the transfer of losses, the entire provision of Section 302 AktG as amended fully applies analogously.

In addition, a provision on termination for cause (*Kündigung aus wichtigem Grund*) (Clause 4 (2) new version) is added to the supplement to the domination and profit transfer agreement between Bilfinger SE and Bilfinger Corporate Real Estate Management GmbH. This provision has the following content:

The Agreement may also be terminated for cause (*aus wichtigem Grund*). If Bilfinger SE sells or otherwise transfers more than 50 percent of its shareholding in the German limited liability company (*Gesellschaft mit beschränkter Haftung – GmbH*) to a third party, this will be deemed to be a cause for extraordinary termination. Any notice of termination given in such a case will become effective upon the relevant transfer of shares taking effect.

Information regarding Agenda Item 9:

The following documents are available on the internet at:

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

and will also be available for inspection at the General Meeting:

- the domination and profit transfer agreements between Bilfinger SE and the Subsidiaries (each formerly operating under a different name),
- the supplements to the domination and profit transfer agreements between Bilfinger SE and the Subsidiaries,
- the annual financial statements of Bilfinger SE and the group financial statements and combined management reports of Bilfinger SE and the group for the 2015, 2016 and 2017 fiscal years,
- the annual financial statements of the Subsidiaries for the 2015, 2016 and 2017 fiscal years, and
- the joint reports prepared by the Executive Board of Bilfinger SE and the managements of the Subsidiaries in accordance with Section 293a AktG relating to the supplements to the domination and profit transfer agreements.

Bilfinger SE directly holds all the shares in each of the Subsidiaries. Therefore, in accordance with Section 295 (1) sentence 2 AktG in conjunction with Section 293b AktG it is not necessary to audit the supplements, or the domination and profit transfer agreements amended accordingly, or to prepare any audit report.

Report of the Executive Board pursuant to
Sections 203 (2) sentence 2 and 186 (4) sentence 2
AktG relating to Agenda Item 8:

Pursuant to Section 203 (2) sentence 2 in conjunction with Section 186 (4) sentence 2 AktG, the Executive Board submits this report on the reasons for the proposed authorizations concerning the exclusion of shareholders' subscription rights in connection with the issue of new shares from the proposed authorized capital, which, as part of the present invitation, is available on the internet at

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

and will also be available for inspection at the General Meeting:

The Executive Board and the Supervisory Board propose that the Executive Board be authorized for a period up to and including May 14, 2023 to increase the Company's capital stock, subject to the consent of the Supervisory Board, by an amount of up to EUR 66,313,563.00 by issuing new no-par-value bearer shares against contributions in cash and/or in kind on one or more occasions (Authorized Capital 2018). The volume of the Authorized Capital 2018 equals 50 percent of the current capital stock and makes full use of the statutory upper limit for authorized capital in order to provide the Company with the greatest possible flexibility. The new shares are generally to be offered to the shareholders for subscription. An indirect subscription right within the meaning of Section 186 (5) AktG will suffice in this context. However, the Executive Board is to be authorized to exclude, in certain circumstances and subject to the consent of the Supervisory Board, the shareholders' statutory subscription rights when new shares are issued. This option to exclude subscription rights, however, is to be limited to new shares representing a pro-rata portion of capital stock of up to a total of 20 percent of the current capital stock. Such limit to the percentage of subscription rights that may be excluded will apply, taking into account all other authorizations to exclude subscription rights, in order to protect the shareholders' interests.

Where shareholders are generally granted subscription rights to new shares in the context of a capital increase, the Executive Board is furthermore to be authorized to exclude the shareholders' subscription rights with regard to fractional shares, subject to the consent of the Supervisory Board. The option to exclude subscription rights for fractional shares serves to ensure a technically feasible subscription ratio. The shares that are exempted from shareholders' subscription rights as fractional shares will be realized either by way of a sale on the stock exchange or in any other manner so as to best further the Company's interest. The potential dilutive effect will be low due to the limitation to fractional shares.

Where shareholders are generally granted subscription rights to new shares in the context of a capital increase, the Executive Board is furthermore to be authorized to exclude the shareholders' subscription rights, subject to the consent of the Supervisory Board, to the extent required in order to grant subscription rights to new shares to holders and/or beneficiaries of conversion and/or option rights or obligors under conversion and/or option obligations under bonds issued by the Company or a group company in the same volume they would be entitled to if they exercised their conversion and/or option rights or fulfilled their conversion and/or option obligations. To facilitate placement on the capital market, convertible bonds or bonds with warrants typically have certain dilution protection mechanisms. Customary dilution protection mechanisms are monetary compensation or, optionally, a reduction of the conversion or option price or an adjustment of the exchange ratio. In addition, the terms and conditions of convertible bonds or bonds with warrants typically provide that, in particular in the event of a capital increase involving the granting of subscription rights for shareholders, the holders or beneficiaries of conversion or option rights or obligors under conversion or option obligations may be granted subscription rights to new shares similar to those granted to shareholders instead of the dilution protection mechanisms outlined above. If the Executive Board selects the latter option, the holders or

beneficiaries of conversion or option rights or obligors under conversion or option obligations will be placed in the same position as if they had already exercised their conversion or option rights or fulfilled their conversion or option obligations. The advantage of this mechanism is that, other than in the case of dilution protection by reducing the conversion or option price or by adjusting the exchange ratio, the Company will be able to realize a higher issue amount for the shares to be issued in connection with the conversion or the exercise of option rights and will not have to pay any compensation. In order to achieve this, it is necessary to exclude subscription rights.

Moreover, the Executive Board is to be authorized to exclude the shareholders' subscription rights, subject to the consent of the Supervisory Board, if the capital is increased against contributions in cash and the total pro-rata amount of capital stock represented by the new shares in respect of which subscription rights are excluded does not exceed ten percent of the capital stock and the issue price of the new shares is not substantially (within the meaning of Section 203 (1) and (2) and Section 186 (3) sentence 4 AktG) below the trading price of shares of the same class, which must be already listed and carry the same rights, at the time the Executive Board finally determines the issue price. The calculation of the ten percent threshold will be made on the basis of the amount of capital stock existing on May 15, 2018, at the time of registration of the authorization or at the time when the new shares are issued, whichever is lowest. This means that the lowest of these amounts is to be used for the purposes of this calculation. The statutory basis for this exclusion of subscription rights is Section 203 (1) and (2) in conjunction with Section 186 (3) sentence 4 AktG. A possible deduction from the applicable trading price will presumably not exceed three percent, but will in any event not exceed five percent, of the trading price. This option to exclude subscription rights will serve the Company's interest in realizing the best possible price for the new shares issued. This will enable the Company to quickly, flexibly and cost-effectively exploit opportunities arising in the

market as a result of the prevailing stock exchange conditions. The sales proceeds that can be realized by way of fixing a price that is close to the market will as a rule result in a significantly higher inflow of funds per share sold than the placement of shares with subscription rights. By avoiding the time-consuming and expensive handling of subscription rights, the Company will furthermore be able to meet its equity requirements quickly when market opportunities arise at short notice. It is true that Section 186 (2) sentence 2 AktG allows the subscription price to be published three days prior to the expiration of the subscription period at the latest. Taking into account the volatility in the stock markets, however, this still involves a market risk, in particular a currency risk, for several days, which may result in a deduction of safety margins when the selling price is determined and, therefore, in conditions that are not close to the market. In addition, if the Company grants subscription rights, it will not be in a position to react quickly to favourable market conditions due to the length of the subscription period. It is true that the authorization to use treasury shares as set out in letter f) (i) of the resolution to purchase and use treasury shares adopted under Agenda Item 7 for the General Meeting on May 24, 2017 also serves this purpose. However, the intention is to provide the Company with the necessary flexibility to be able to achieve this purpose also independently of a repurchase of treasury shares on the basis of the purchasing authorization adopted under Agenda Item 7 for the General Meeting on May 24, 2017. By including a deduction clause, which is to provide for a reduction of the authorization volume in the event that other actions are performed in accordance with Section 186 (3) sentence 4 AktG (whether applied directly, analogously or *mutatis mutandis*) which are subject to an exclusion of subscription rights, it is furthermore intended to ensure that the ten percent threshold stipulated in Section 186 (3) sentence 4 AktG will not be exceeded when all authorizations permitting an exclusion of subscription rights in accordance with Section 186 (3) sentence 4 AktG are taken into account. For the stated reasons, the proposed authorization to exclude subscription rights is in the interests of the Company

and its shareholders. Since the issue amount for the new shares will have to be determined by reference to the trading price and the scope of the authorization is limited, the interests of the shareholders are adequately protected. The shareholders have the option to maintain their participation ratios by purchasing shares on the stock exchange.

Moreover, the Executive Board is to be authorized to exclude shareholders' subscription rights, subject to the consent of the Supervisory Board, where capital increases are effected against contributions in kind in order to grant new shares as consideration in connection with mergers with other companies or acquisitions of companies or parts of or equity interests in companies or other assets; such other assets include, without being limited to, claims of third parties against the Company or its downstream affiliates. In connection with mergers or acquisitions of companies or parts of or equity interests in companies or other assets, it is becoming increasingly necessary to deliver shares of the acquiring entity as consideration rather than pay amounts of money. One reason for this is that where attractive targets are to be acquired, the delivery of shares of the acquiring entity is often demanded, e.g. for tax reasons. Furthermore, the granting of new shares as consideration can be advantageous in terms of protecting liquidity. With the proposed authorization, the Company obtains the necessary flexibility to also offer this form of consideration when using acquisition opportunities. The proposed exclusion of shareholders' subscription rights is necessary for this purpose since, where subscription rights are granted, mergers with other companies or acquisitions of companies or parts of or equity interests in companies or other assets in return for the granting of treasury shares will not be possible, and the associated benefits cannot be generated. It is true that the authorization to use treasury shares as set out in letter f) (ii) of the resolution adopted under Agenda Item 7 for the General Meeting on May 24, 2017 concerning the purchase and use of treasury shares also serves these purposes. However, the intention is to provide the Company with the necessary flex-

ibility to be able to achieve these purposes also independently of a repurchase of treasury shares on the basis of the purchasing authorization adopted under Agenda Item 7 for the General Meeting on May 24, 2017, which is limited to ten percent of the capital stock. Currently, there are no specific plans to exercise this authorization. Should any specific opportunities open up with regard to mergers with other companies or acquisitions of companies or parts of or equity interests in companies or acquisitions of other assets, the Executive Board will carefully assess whether or not to make use of the option to increase capital against contributions in kind and to exclude subscription rights. The Executive Board will do so only if it arrives at the conclusion that such merger or acquisition of companies or parts of or equity interests in companies or other assets in return for the granting of new Bilfinger shares is in the best interest of the Company. The Supervisory Board will give its required consent only if it arrives at the same conclusion. The Executive Board will report on the details in connection with the exercise of this authorization to exclude subscription rights at the General Meeting following any merger or acquisition in return for the granting of shares in Bilfinger SE.

Finally, the Executive Board is to be authorized to exclude the shareholders' statutory subscription rights, subject to the consent of the Supervisory Board, in order to be able to execute a scrip dividend under optimal conditions. In the case of a scrip dividend, each shareholder is offered to transfer to the Company its entitlement to payment of a dividend created under the resolution on the appropriation of profits passed by the General Meeting, as a contribution in kind in exchange for being granted new shares in the Company. A scrip dividend may be executed in the form of an actual rights issue in compliance with the provisions of Section 186 (1) AktG (subscription period of not less than 2 weeks) and Section 186 (2) AktG (publication of the issue amount three days prior to the expiry of the subscription period at the latest). In such case, the shareholders may each subscribe for whole shares only. If a shareholder is entitled to any propor-

tion of the dividend right which is less than, or exceeds, the subscription price of a whole share, such shareholder should note that it will receive a cash dividend, but cannot subscribe for any new shares in exchange for such proportion of the dividend right. Neither is it intended to offer shareholders any proportional rights, nor is it intended to set up trading in subscription rights. In light of the possibility to receive a cash dividend, this is both justified and reasonable. Alternatively, a scrip dividend may also be structured in such a way that the binding effect of the provisions of Section 186 (1) and (2) AktG is excluded, which creates more flexible conditions for a capital increase. In such case, the shareholders' subscription right is to be excluded for formal reasons, which will not affect their right to transfer their dividend rights in exchange for being granted whole shares as described above. In cases where a scrip dividend is structured in this way, it will also be the case that a shareholder entitled to proportional amounts of dividends will receive payment of a cash dividend only.

Having considered all of the above circumstances, the Executive Board and the Supervisory Board regard the authorization to exclude subscription rights in the aforementioned cases as being factually justified and reasonable for the shareholders for the reasons stated, even if the dilutive effect that will affect shareholders if the relevant authorization is exercised is taken into account.

Conditions for attending the General Meeting and other information pursuant to Section 121 (3) sentence 3 AktG

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 Tuesday, April 24, 2018, 0:00 hrs (CEST). Both the application for registration and the evidence of shareholding must be received by the Company no later than by the end of Tuesday, May 8, 2018, 24:00 hrs (CEST) at the address specified below:

Bilfinger 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 (4) sentence 5 AktG, a person is deemed to be a shareholder in relation to 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 Tuesday, April 24, 2018, 0:00 hrs (CEST). Shareholders who have registered for attendance at the General Meeting are not thereby prevented from freely disposing of their shares.

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. Unlike registration for the General Meeting, the admission ticket is not a condition for attending the General Meeting but only serves the purpose of simplifying the procedure of ticket inspection at the doors to the General Meeting.

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.

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 must be provided in text form (Section 126b of the German Civil Code (*Bürgerliches Gesetzbuch, BGB*)) in accordance with Section 134 (3) sentence 3 AktG. 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 of authorizing 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 tickets. Authorizations and instructions for the proxies designated by the Company must, unless issued at the General Meeting, be received by the Company by the end of Friday, May 11, 2018, 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 shareholder 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 – where the granting of proxy authorization falls within the scope of application of Section 135 AktG – otherwise provided for under 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 by the Company. 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) of the German SE Implementation Act (*SE-Ausführungsgesetz, SE-AG*), 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) SE-AG, Section 122 (2) AktG

Under Article 56 SE Regulation, Section 50 (2) SE-AG 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 Saturday, April 14, 2018, 24:00 hrs (CEST). The request may be sent to the following address: Bilfinger 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 German Federal Gazette (*Bundesanzeiger*) without undue delay (*unverzüglich*) after having 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 without undue delay after having 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 Monday, April 30, 2018, 24:00 hrs (CEST) at the following address:

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

or by **fax** to:
+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/or 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.

Further information

Further information on the shareholders' rights pursuant to Article 56 SE Regulation, Section 50 (2) SE-AG, 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>

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

The content of the calling notice, 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>

Total number of shares and voting rights

Bilfinger SE's capital stock is divided into 44,209,042 no-par-value shares, each of which carries one vote. Therefore, the total number of voting rights existing on the date of the calling notice is 44,209,042.

Mannheim, April 2018

Bilfinger SE
The Executive Board

Supervisory Board elections

Information on the shareholder representative nominated for election

Frank H. Lutz, Munich

Chairman of the Executive Board
at CRX Markets AG, Munich

Personal information

Date of birth: December 14, 1968

Place of birth: Stuttgart

Relevant knowledge, skills and experience



Education

Degree in Economics and Business Administration,
University of St. Gallen

Career

- 1995-2004 GOLDMAN, SACHS & CO., Investment Banking Division & Credit Department
- 2005-2006 DEUTSCHE BANK AG, Global Banking, various positions, most recently Head of Industrials Germany and Chief of Staff of Corporate Advisory Group Germany
- 2006-2009 MAN SE, Director of Finance and Senior Vice President Finance
- 2009-2013 MAN SE, member of the Executive Board, CFO and Chairman MAN Finance International
- 2010-2012 Ferrostaal AG and manroland AG, member of the Supervisory Board and the Audit Committee at each company

- 2010-2013 RENK AG, Chairman of the Supervisory Board
 MAN Pensionsfonds AG, Chairman of the
 Supervisory Board
 MAN Truck & Bus AG, MAN Latin America
 and MAN Diesel & Turbo SE, member of the
 Supervisory Board
- 2013-2014 ALDI SÜD Group of Companies, CFO and
 member of the Coordinating Council
- 2014-2017 Covestro AG (formerly Bayer MaterialScience AG),
 member of the Executive Board, CFO and Labor Director
- 2015-2016 Nordex SE, member of the Supervisory Board and
 the Audit Committee
- since 2018 CRX Markets AG, Chairman of the Executive Board

No further significant activities in accordance with number 5.4.1
 paragraph 5 sentence 2 of the German Corporate Governance Code

No memberships in statutory supervisory boards

No memberships in comparable monitoring boards of other domestic
 and foreign companies

No personal or business relationships to Bilfinger, the Boards of
 Bilfinger SE or to shareholders with significant holdings in
 Bilfinger SE in accordance with number 5.4.1 paragraphs 6 to 8
 of the German Corporate Governance Code

Development in the financial year 2017

General statement of the Executive Board on the economic situation

In what remains a challenging market environment, Bilfinger largely met the expectations for financial year 2017 that were formulated in the report on the first six months of 2017. We have made progress in the stabilization of our company. In terms of orders received, we have turned the corner: It reached the level of the previous year and grew organically for the first time in three years. The expected decrease in output volume was lower than expected; organic development was stable as compared to the previous year.

In the second quarter, there were burdens in the Engineering & Technologies segment from legacy projects in the USA which meant that the earnings forecast for the full-year had to be adjusted. In net profit, these burdens were more than compensated for by a payment received for a previously not capitalized receivable in connection with a long-standing legal dispute in Qatar.

We further optimized our project management in financial year 2017. The foundation for our internal approval process includes a binding risk classification, risk-based approval levels and regular reviews of projects at Executive Board level.

With the implementation of our new strategic positioning we are on the right path. Despite what remains a challenging and highly competitive environment we were able to solidify our market position in 2017 and even expand it in several growth areas. To increase the profitability of the Bilfinger Group, we are concentrating on reducing complexities, improving our operational procedures and further decreasing costs. At the same time, we are working on entering attractive markets where we can deploy our considerable competences.

KEY FIGURES FOR THE GROUP

in € million

| | 2017 | 2016 | Δ in % |
|------------------------------------|---------------|--------|---------------|
| Orders received | 4,055 | 4,056 | 0 |
| Order backlog | 2,530 | 2,618 | -3 |
| Output volume | 4,024 | 4,219 | -5 |
| EBITA adjusted | 3 | 15 | -80 |
| EBITA margin adjusted (in %) | 0.1 | 0.4 | |
| EBITA | -118 | -221 | 47 |
| Adjusted net profit | -9 | -8 | -13 |
| Adjusted earnings per share (in €) | -0.19 | -0.17 | -11 |
| Net profit | -89 | 271* | -129 |
| Operating cash flow | -119 | -204 | 42 |
| Adjusted operating cash flow | -7 | -51 | 86 |
| Free cash flow | -181 | -244 | 26 |
| Adjusted free cash flow | -69 | -91 | 24 |
| Capital expenditure on P, P & E | 71 | 70 | 1 |
| Employees (number at December 31) | 35,644 | 36,946 | -4 |

* includes a capital gain in the amount of €539 million

Business development

As expected, orders received in the Engineering & Technologies segment of €1,074 million (previous year: €1,220 million) declined. In the Maintenance, Modifications & Operations segment, on the other hand, orders received grew to €2,535 million (previous year: €2,423 million). In the Other Operations segment, there was a decline of 5 percent to €458 million due to the sale of corporate units (previous year: €485 million). At Group level, a figure of €4,055 million (previous year: €4,056 million) meant that the prior-year level was achieved.

Output volume in the Engineering & Technologies segment decreased as expected to €1,106 million (previous year: €1,238 million). In Maintenance, Modifications & Operations it increased slightly to €2,515 million (previous year: €2,461 million). With a reduction to €4,024 million (previous year: €4,219 million) the decrease in output volume for the Group was lower than initially anticipated.

Adjusted EBITA decreased to €3 million (previous year: €15 million). Burdens from legacy projects in the USA had an impact here. In relation to output volume, the adjusted EBITA margin was 0.1 percent (previous year: 0.4 percent). In the Engineering & Technologies segment, adjusted EBITA improved slightly despite the losses of approximately €50 million from the legacy projects to -€26 million (previous year: -€30 million). The adjusted EBITA margin was unchanged at -2.4 percent. In the Maintenance, Modifications & Operations segment, adjusted EBITA dropped to €98 million (previous year: €120 million). This was caused by a weaker turnaround business and burdens from framework agreements with new customers in the ramp-up phase. The EBITA margin was 3.9 percent (previous year: 4.9 percent). In the Other Operations segment, adjusted EBITA was €3 million (previous year: €5 million). With decreasing output volume resulting from the sale of companies, there was a margin of 0.7 percent (previous year: 0.8 percent).

The forecast issued in the interim report on the first half of 2017 for the development of Group output volume was exceeded and the forecast issued for adjusted EBITA was reached.

Net profit was -€89 million (previous year: €271 million). Here it is important to keep in mind that the prior-year figure included a substantial capital gain from the sale of the divisions Building, Facility Services and Real Estate. Net profit adjusted for amortization of intangible assets from acquisitions and goodwill impairment as well as special items remained nearly unchanged at -€9 million (previous year: -€8 million).

Return on capital employed (ROCE) improved on a comparative basis but remained negative at -5.5 (previous year: -13.8 percent) percent.

Investments in property, plant and equipment and intangible assets were nearly unchanged at €71 million (previous year: €70 million). These outflows were countered by lower cash inflows as compared to the prior year of €9 million (previous year: €30 million) so that net investments increased to €62 million (previous year: €40 million). Free cash flow nevertheless improved to -€181 million (previous year: -€244 million) and adjusted free cash flow improved to -€69 million (previous year: -€91 million).

CONSOLIDATED INCOME STATEMENT
(ABRIDGED VERSION)

in € million

| | 2017 | 2016 |
|---|--------------|--------------|
| Output volume (for information purposes) | 4,024 | 4,219 |
| Revenue | 4,044 | 4,249 |
| Cost of sales | -3,708 | -3,854 |
| Gross profit | 336 | 395 |
| Selling and administrative expense | -395 | -481 |
| Other operating income and expense | -81 | -151 |
| Income from investments accounted for using the equity method | 14 | 6 |
| Earnings before interest and taxes (EBIT) | -126 | -231 |
| Interest result | -12 | -22 |
| Earnings before taxes | -138 | -253 |
| Income taxes | -3 | -26 |
| Earnings after taxes from continuing operations | -141 | -279 |
| Earnings after taxes from discontinued operations | 55 | 551 |
| Earnings after taxes | -86 | 272 |
| thereof attributable to minority interest | 3 | 1 |
| Net profit | -89 | 271 |
| Average number of shares (in thousand) | 43,975 | 44,204 |
| Earnings per share (in €)* | -2.01 | 6.13 |
| thereof from continuing operations | -3.25 | -6.33 |
| thereof from discontinued operations | 1.24 | 12.46 |

* Basic earnings per share are equal to diluted earnings per share.

CONSOLIDATED BALANCE SHEET
(ABRIDGED VERSION)

in € million

| | Dec. 31, 2017 | Dec. 31, 2016 |
|---|----------------------|---------------|
| Assets | | |
| Non-current assets | | |
| Intangible assets | 804 | 849 |
| Property, plant and equipment | 367 | 383 |
| Other non-current assets | 472 | 458 |
| | 1,643 | 1,690 |
| Current assets | | |
| Receivables and other current assets | 1,198 | 1,216 |
| Marketable securities | 150 | 0 |
| Cash and cash equivalents | 617 | 1,032 |
| Assets classified as held for sale | 12 | 81 |
| | 1,977 | 2,329 |
| Total | 3,620 | 4,019 |
| Equity & liabilities | | |
| Equity | 1,383 | 1,621 |
| Non-current liabilities | | |
| Provisions for pensions and similar obligations | 293 | 304 |
| Non-current financial debt | 509 | 510 |
| Other non-current liabilities | 72 | 83 |
| | 874 | 897 |
| Current liabilities | | |
| Current financial debt | 2 | 12 |
| Other current liabilities | 1,335 | 1,421 |
| Liabilities classified as held for sale | 26 | 68 |
| | 1,363 | 1,501 |
| Total | 3,620 | 4,019 |

CONSOLIDATED STATEMENT OF CASH FLOWS (ABRIDGED VERSION)

in € million

Cash flow from operating activities of continuing operations

thereof special items

Adjusted cash flow from operating activities of continuing operations

Net cash outflow for property, plant and equipment / intangible assets

Free cash flow from continuing operations

thereof special items

Adjusted free cash flow from operating activities of continuing operations

Payments made / proceeds from the disposal of financial assets

Investments in financial assets

Changes in marketable securities

Cash flow from financing activities of continuing operations

Share buyback

Dividends

Repayment of financial debt

Interest paid

Change in cash and cash equivalents of continuing operations

Change in cash and cash equivalents of discontinued operations

Change in value of cash and cash equivalents due to changes in foreign exchange rates

Change in cash and cash equivalents

Cash and cash equivalents at January 1

Change in cash and cash equivalents of assets classified as held for sale

Cash and cash equivalents at December 31

| | 2017 | 2016 |
|--|-------|-------|
| | -119 | -204 |
| | -112 | |
| | -7 | -51 |
| | -62 | -40 |
| | -181 | -244 |
| | -112 | -153 |
| | -69 | -91 |
| | -18 | 966 |
| | -5 | -2 |
| | -150 | 0 |
| | -104 | -26 |
| | -39 | 0 |
| | -46 | -3 |
| | 0 | -3 |
| | -19 | -20 |
| | -458 | 694 |
| | 37 | -136 |
| | -1 | 1 |
| | -422 | 559 |
| | 1,032 | 475 |
| | 7 | -2 |
| | 617 | 1,032 |

SEGMENT REPORTING BY BUSINESS SEGMENT

in € million

Engineering
& Technologies

Maintenance,
Modifications
& Operations

| | 2017 | 2016 | 2017 | 2016 |
|---|----------------|---------|----------------|---------|
| Output volume | 1,105.5 | 1,237.8 | 2,515.2 | 2,460.9 |
| External revenue | 1,106.8 | 1,238.4 | 2,496.7 | 2,408.8 |
| Internal revenue | 11.0 | 5.7 | 29.6 | 50.6 |
| Total revenue | 1,117.8 | 1,244.1 | 2,526.3 | 2,459.4 |
| EBITA adjusted (segment earnings) | -25.5 | -30.4 | 98.0 | 120.5 |
| Special items | -18.9 | -54.1 | -14.7 | -5.3 |
| EBITA (segment earnings) | -44.4 | -84.5 | 83.3 | 115.2 |
| Amortization of intangible assets from acquisitions and goodwill impairment | -6.2 | -6.5 | -1.0 | -1.2 |
| EBIT (segment earnings) | -50.6 | -91.0 | 82.3 | 114.0 |
| thereof depreciation of property, plant and equipment and amortization of other intangible assets | -9.5 | -21.7 | -39.7 | -40.7 |
| thereof income from investments accounted for using the equity method | 10.7 | 1.3 | 3.7 | 4.2 |
| Segment assets at December 31 | 836.2 | 865.6 | 1,335.7 | 1,317.3 |
| thereof investments in associates and joint ventures accounted for using the equity method | 12.1 | 4.9 | 3.5 | 3.1 |
| Segment liabilities at December 31 | 426.5 | 517.4 | 582.1 | 555.5 |
| Capital expenditure on P, P & E | 8.7 | 14.4 | 47.7 | 35.8 |
| Employees at December 31 | 8,347 | 8,977 | 24,253 | 23,269 |

SEGMENT REPORTING BY REGION

in € million

Germany

Rest of Europe

| | 2017 | 2016 | 2017 | 2016 |
|--|--------------|---------|----------------|---------|
| Output volume | 969.5 | 1,004.1 | 2,147.3 | 2,221.4 |
| External revenue | 994.9 | 1,048.6 | 2,158.4 | 2,230.9 |
| Non-current assets at December 31 | 577.3 | 446.6 | 326.1 | 501.5 |

| Other Operations | | Total of segments | | Headquarters / Consolidation / Other | | Total continuing operations | |
|------------------|-------|-------------------|---------|--------------------------------------|---------|-----------------------------|---------|
| 2017 | 2016 | 2017 | 2016 | 2017 | 2016 | 2017 | 2016 |
| 422.3 | 623.3 | 4,043.0 | 4,322.0 | -19.5 | -103.3 | 4,023.5 | 4,218.7 |
| 405.0 | 571.3 | 4,008.5 | 4,218.5 | 35.7 | 30.1 | 4,044.2 | 4,248.6 |
| 26.1 | 55.0 | 66.7 | 111.3 | -66.7 | -111.3 | 0.0 | 0.0 |
| 431.1 | 626.3 | 4,075.2 | 4,329.8 | -31.0 | -81.2 | 4,044.2 | 4,248.6 |
| 2.8 | 5.0 | 75.3 | 95.1 | -72.1 | -80.2 | 3.2 | 14.9 |
| -8.1 | -17.5 | -41.7 | -76.9 | -79.8 | -158.7 | -121.5 | -235.6 |
| -5.3 | -12.5 | 33.6 | 18.2 | -151.9 | -238.9 | -118.3 | -220.7 |
| -0.5 | -2.0 | -7.7 | -9.7 | -0.1 | -0.4 | -7.8 | -10.1 |
| -5.8 | -14.5 | 25.9 | 8.5 | -152.0 | -239.3 | -126.1 | -230.8 |
| -17.6 | -26.0 | -66.8 | -88.4 | -5.3 | -10.0 | -72.1 | -98.4 |
| 0.3 | 0.6 | 14.7 | 6.1 | -0.4 | 0.0 | 14.3 | 6.1 |
| 231.6 | 311.1 | 2,403.5 | 2,494.0 | 1,216.8 | 1,443.7 | 3,620.3 | 3,937.7 |
| 2.2 | 2.3 | 17.8 | 10.3 | 4.6 | 0.0 | 22.4 | 10.3 |
| 143.9 | 189.8 | 1,152.5 | 1,262.7 | 1,084.7 | 1,067.1 | 2,237.2 | 2,329.8 |
| 10.8 | 16.0 | 67.2 | 66.2 | 3.7 | 4.4 | 70.9 | 70.6 |
| 2,521 | 4,140 | 35,121 | 36,386 | 523 | 560 | 35,644 | 36,946 |

| America | | Africa | | Asia | | Australia | | Total continuing operations | |
|---------|-------|--------|-------|-------|-------|-----------|------|-----------------------------|---------|
| 2017 | 2016 | 2017 | 2016 | 2017 | 2016 | 2017 | 2016 | 2017 | 2016 |
| 627.3 | 641.1 | 129.0 | 134.5 | 149.3 | 217.4 | 1.1 | 0.2 | 4,023.5 | 4,218.7 |
| 611.3 | 616.7 | 129.2 | 134.7 | 149.3 | 217.5 | 1.1 | 0.2 | 4,044.2 | 4,248.6 |
| 240.2 | 265.7 | 3.7 | 5.1 | 23.3 | 12.6 | 0.0 | 0.0 | 1,170.6 | 1,231.5 |

Corporate Headquarters

Carl-Reiß-Platz 1-5
68165 Mannheim, Germany
www.bilfinger.com

Chairman of the Supervisory Board

Dr. Eckhard Cordes

Executive Board

Tom Blades, Chairman
Michael Bernhardt
Dr. Klaus Patzak

Corporate Headquarters and Place of Registration

Mannheim
District Court Mannheim
Register of Companies HRB 710296

ISIN DE0005909006
German Securities Identification Number
(*Wertpapier-Kenn-Nr.*) 590 900