



BILFINGER

Bilfinger SE

Mannheim

- ISIN DE0005909006 -

- Security Identification No. (*Wertpapier-Kenn-Nr.*) 590 900 -

Information on shareholders' rights¹

1 Supplementary motions for the agenda pursuant to Article 56 of the SE Regulation, section 50, para. 2 of the SE Implementation Act, section 122, para. 2 of the German Stock Corporation Act

Pursuant to Article 56 of the SE Regulation (*Verordnung (EG) Nr. 2157/2001 des Rates vom 8. Oktober 2001 über das Statut der Europäischen Gesellschaft (SE) – SE-VO*), section 50, para. 2 of the SE Implementation Act (*SE-Ausführungsgesetz – SEAG*) and section 122, para. 2 of the German Stock Corporation Act (*Aktiengesetz – AktG*), shareholders whose combined holdings amount to at least 5 percent of the share capital or the proportional amount of EUR 500,000.00 may call for items be included on the agenda and announced. As the proportional amount of EUR 500,000.00 at Bilfinger SE is lower than 5 percent of the share capital, achieving the proportional amount of EUR 500,000.00 suffices for a request for a supplementary motion for the agenda. This amount is equivalent to 166,667 shares in the Company.

The request has to be addressed to the Executive Board in writing and must be received by the Company at least 30 days prior to the Annual General Meeting, i.e. by no later than March 15, 2021 (24:00 hrs CET). Please submit such requests to the following address:

Bilfinger SE
Executive Board
Oskar-Meixner-Straße 1
68163 Mannheim
Germany

Additions to the agenda requiring announcement, if they have not already been announced in the invitation, will be announced immediately upon receipt of the request in the Federal Gazette and sent to such media for publication as may be assumed to disseminate the information throughout the European Union. They will also be posted on the Internet at

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

¹ Please note that this is only a translation of the additional information made in German language. Only the German version of this document is decisive. This translation is provided to shareholders for convenience purposes only. No warranty is made as to the accuracy of this translation and Bilfinger SE assumes no liability with respect thereto.

2 Countermotions and election nominations by shareholders pursuant to sections 126, para. 1 and 127 of the German Stock Corporation Act in conjunction with Article 2 section 1 para. 2 of the COVID-19 Act

Pursuant to section 126, para. 1 and section 127 of the German Stock Corporation Act, respectively, shareholders may send countermotions relating to a proposal for resolution made by the Executive Board or the Supervisory Board under a specific agenda item and nominations for the elections of Supervisory Board or auditors, respectively.

The Company will make countermotions and nominations available at the internet address

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

including the name of the shareholder, the reasons, which are not required for nominations, and any statement by the management, if received by the Company at least 14 days prior to the Annual General Meeting, i.e. by no later than March 31, 2021 (24:00 hrs CEST), at the **address:**

Bilfinger SE
Executive Board
Oskar-Meixner-Straße 1
68163 Mannheim
Germany

or by **fax** to: +49 (0) 621 459-2221

or by **e-mail** to: hv@bilfinger.com

and the other requirements in accordance with section 126 AktG and section 127 AktG are met.

Where several shareholders propose counter-motions regarding one and the same business to be resolved upon, the Executive Board may combine the counter-motions and the reasons specified for them.

Countermotions do not have to be made available if they do not include a reasoning. There is also no obligation pursuant to section 126, para. 2 of the German Stock Corporation Act to make countermotions and the reasoning publicly available

- if the Executive Board would commit a criminal offence by making such information publicly available (section 126, para. 2, sentence 1, no. 1 of the German Stock Corporation Act),
- if the countermotion would lead to a resolution by the Annual General Meeting that would be contrary to the law or the Articles of Association (section 126, para. 2, sentence 1, no. 2 of the German Stock Corporation Act),
- if main points of the reasoning contain evidently false or misleading details or insults (section 126, para. 2, sentence 1, no. 3 of the German Stock Corporation Act),
- if a countermotion by a shareholder based on the same matter has already been made available to an Annual General Meeting of the Company under section 125 of the German Stock Corporation Act (section 126, para. 2, sentence 1, no. 4 of the German Stock Corporation Act),
- if, under section 125 of the German Stock Corporation Act, the same countermotion of a shareholder has been made available to at least two Annual General Meetings of the Company in the last five years with materially the same reasoning and

shareholders representing less than one-twentieth of the represented share capital have voted in favor of it (section 126, para. 2, sentence 1, no. 5 of the German Stock Corporation Act),

- if the shareholder indicates that he will neither be present in person nor be represented at the Annual General Meeting (section 126, para. 2, sentence 1, no. 6 of the German Stock Corporation Act), or
- if in the last two years at two Annual General Meetings the shareholder has not presented or arranged to have presented a countermotion he had announced (section 126, para. 2, sentence 1, no. 7 of the German Stock Corporation Act).

The reasoning for a countermotion does not have to be published if the text contains more than 5,000 characters.

The above applies *mutatis mutandis* to election nominations, whereby no reasoning has to be given for nominations. Apart from the cases covered by section 126, para. 2 of the German Stock Corporation Act, there is also no obligation to make nominations available if they do not include the name, profession and place of residence of the candidate in the case of natural persons or the name and registered office in the case of companies (section 124, para. 3, sentence 4 of the German Stock Corporation Act). This also applies if the proposal for the election of Supervisory Board members does not contain information on their membership of other statutory Supervisory Boards (section 125 para. 1 sentence 5 half sentence 1 AktG). Motions or nominations made by shareholders which are to be made accessible pursuant to section 126 or section 127 AktG will be deemed submitted at the General Meeting if the shareholder making the motion or nomination has been properly authorized and registered for the General Meeting (Article 2 section 1 para. 2 sentence 3 COVID-19 Act (Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Bankruptcy and Criminal Procedure Law (*Gesetz zur Abmilderung der Folgen der COVID-19-Pandemie im Zivil-, Insolvenz- und Strafverfahrensrecht*), amended by Article 11 of the Act to Further Shorten the Proceedings on the Discharge of Residual Debt and on the Adjustment of Pandemic-Related Provisions in Corporate, Cooperative, Association and Foundation Law as well as in Tenancy and Lease Law – *COVID-19 Act*)).

3 Shareholders' right to ask questions in conjunction with Article 2 section 1 para. 2 sentence 1 no. 3, sentence 2 of the COVID-19 Act

Pursuant to section 131 para. 1 AktG, the Executive Board must provide any shareholder making a corresponding demand at the shareholders' meeting with information relating to the company's affairs, including its legal and business relations to an affiliate, the financial position of the group and any other companies included in the consolidated 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. The rights of non-disclosure are listed in section 131 para. 3 AktG.

The above-mentioned right to obtain information does not apply to the ordinary virtual Annual General Meeting to be held on 15 April 2021. Instead, shareholders having properly registered for the virtual Annual General Meeting will be given the right to ask questions by electronic communication (Article 2 section 1 para. 2 sentence 1 no. 3 COVID-19 Act).

The Executive Board, with the approval of the Supervisory Board, decided that questions must be submitted by electronic communication no later than one day before the Annual General Meeting (Article 2 section 1 para. 2 sentence 2, half sentence 2 COVID-19 Act).

This means that the questions must be received no later than April 13, 2021 (24:00 hrs CEST), via the password-protected Online Service at the internet address

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

Shareholders can find the necessary access data for the Online Service on the access card sent by post. In your own interest, please contact your depositary institution as early as possible to ensure early registration and timely receipt of the access card.

Please note that only questions in German will be considered. Where questions are answered during the General Meeting, the name of the shareholder submitting the question will be disclosed only if the shareholder expressly consented to a disclosure of their name when submitting the question.

We explicitly point out that the Executive Board, in accordance with Article 2 section 1 para. 2 sentence 2, half sentence 1 COVID-19 Act, will decide at its dutiful, free discretion how questions will be answered.

4 Shareholders' right to declare objections in conjunction with Article 2 section 1 para. 2 sentence 1 no. 4 of the COVID-19 Act

Waiving the requirement to appear at the Annual General Meeting, the shareholders who have exercised their voting right via electronic communication (by postal vote) or via granting of power of attorney are given the opportunity to object to a resolution of the Annual General Meeting. Corresponding declarations are to be submitted to the Company via the password protected Online Service at the following internet address:

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

and are possible from the beginning of the General Meeting until the end of that General Meeting, i.e. until it is closed by the Chairman.