

Correction of the Invitation to the Annual General Meeting

Bilfinger SE

Mannheim

ISIN DE0005909006

German Securities Identification Code

(Wertpapier-Kenn-Nr.) 590 900

Agenda item 7 of Bilfinger SE's virtual

Annual General Meeting,

convoked for

Wednesday, June 24, 2020, 10:00 hrs

(Central European Summer Time – CEST).

and announced in the Federal Gazette (*Bundesanzeiger*) on May 28, 2020, is corrected and announced newly in accordance with the legal deadlines set out in the 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, COVID-19 Act*) with the following clarification, marked by underlining:

7. Elections to the Supervisory Board

Ms Lone Fønss Schrøder resigned from her office as a shareholder representative on the Supervisory Board of Bilfinger SE with effect from the Annual General Meeting of Bilfinger SE on May 8, 2019. On July 11, 2019, the Local Court (*Amtsgericht*) of Mannheim appointed Ms Nicoletta Giadrossi as her successor who resigned from her office with effect from the beginning of this year's Annual General Meeting 2020 and, correspondingly, is not available as a candidate for the election.

In addition, Mr Jens Tischendorf also resigned from his office as a shareholder representative on the Supervisory Board of Bilfinger SE with effect from the beginning of this year's Annual General Meeting 2020.

Against this background, the successors for the two resigning Supervisory Board members shall be proposed to the Annual General Meeting for election.

Pursuant to Article 40 (2) and (3) SE Regulation, Section 17 of the German SE Implementation Act (*SE-Ausführungsgesetz, SE-AG*), Section 21 (3) of the German Act on Employee Involvement in European Companies (*SE-Beteiligungsgesetz, SE-BG*), 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 SE (formerly Bilfinger Berger SE), and Section 11 of the Articles of Incorporation, 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*) of the Supervisory Board, the Supervisory Board proposes that

- a) Dr Bettina Volkens,
resident in Königstein,

Supervisory Board member and freelance consultant,

be elected to the Supervisory Board as shareholder representative, for the period starting at the end of the General Meeting on June 24, 2020 and, pursuant to Article 12 (2) sentences 1 and 2 of the Articles of Incorporation, lasting for the rest of Ms Lone Fønss Schrøder's 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;

- b) Mr Robert Schuchna,
resident in Lachen, Switzerland,
Partner at Cevian Capital,

be elected to the Supervisory Board as shareholder representative, for the period starting at the end of the General Meeting on June 24, 2020 and, pursuant to Article 12 (2) sentences 1 and 2 of the Articles of Incorporation, lasting for the rest of Mr Jens Tischendorf's 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.

In the opinion of the Supervisory Board, there are no personal or business relations between the candidates 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 – with the exception of Mr Robert Schuchna's partner position at Cevian Capital, as already mentioned under lit. b) above; Cevian Capital advises Cevian companies with a direct or indirect stake of more than 10 percent of the shares with voting rights in Bilfinger SE.

In accordance with Section 124 (2) sentence 2 AktG, the following is disclosed:

Section 17 (2) sentence 1 SE-AG 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 candidates proposed by the Supervisory Board were 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.

For its election proposal, the Supervisory Board made sure that the candidates proposed can spend the expected amount of time.

The candidates' CVs (including information pursuant to Section 125 (1) sentence 5 AktG) are attached to this calling notice as "Annex to Agenda Item 7: Elections to the Supervisory Board".

Furthermore, the calling notice of the virtual Annual General Meeting announced in the Federal Gazette (*Bundesanzeiger*) on May 28, 2020 (including the "Annex to Agenda Item 7: Election to the Supervisory Board" contained therein) remains unaffected.

Mannheim, May 2020

Bilfinger SE
The Executive Board