

**Declaration of the Executive Board and the Supervisory Board  
of Bilfinger Berger AG  
concerning the recommendations by the  
"Government Commission on the German Corporate Governance Code"  
pursuant to section 161 of the German Stock Corporation Act (*Aktiengesetz*)**

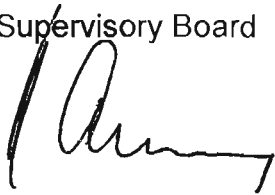
Bilfinger Berger AG complies with all recommendations of the German Corporate Governance Code (GCGC) as amended on June 18, 2009, with the following exceptions:

- The company does not follow the recommendation in section 5.4.3 sentence 3 (announcement of proposed candidates for the Supervisory Board chair to the shareholders), since this recommendation is not in line with the distribution of powers stipulated in the German Stock Corporation Act, which states that the Supervisory Board alone is responsible for electing its chair.
- The service contracts concluded with the members of the Executive Board before the recommendation in section 4.2.3 sentence 5 (taking into account both positive and negative developments when determining variable remuneration components) was published do not take full account of this recommendation in that they provide for a customary annual bonus to be determined on the basis of an assessment period of no more than one year. In the course of the year 2010, the Supervisory Board of Bilfinger Berger AG will review how the recommendation in section 4.2.3 sentence 5 can be accounted for in future, based on the changes to the legal framework introduced by the German Act on the Appropriateness of Executive Board Remuneration (*Gesetz zur Angemessenheit der Vorstandsvergütung*) of July 31, 2009.
- In the context of the conversion of the Company into an SE, which is being proposed by the Executive and Supervisory Boards, it is envisaged to modify the remuneration system for the Supervisory Board such that the members of the Supervisory Board of Bilfinger Berger SE will in future only receive a fixed remuneration. The remuneration system for the Supervisory Board would then no longer comply with the recommendation set out in section 5.4.6 sentence 4 (fixed as well as performance-related remuneration components).

Since issuing the declaration of compliance of December 2009, Bilfinger Berger AG has complied with all recommendations of the GCGC as amended on June 18, 2009, with the exception of the recommendations in sections 3.8 sentence 5, 4.2.3 sentence 5 and 5.4.3 sentence 3.

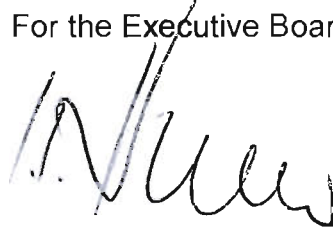
Mannheim, March 4, 2010

For the Supervisory Board



- Dr h.c. Bernhard Walter -

For the Executive Board



- Herbert Bodner -