

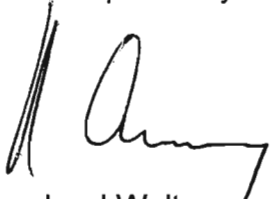
**Declaration by the Executive Board and the Supervisory Board  
of Bilfinger Berger AG  
on the Recommendations of the  
“Government Commission on the German Corporate Governance Code”  
pursuant to Section 161 of the German Stock Corporation Act (AktG)**

Bilfinger Berger AG complies with all of the recommendations of the German Corporate Governance Code in the version of June 6, 2008. Excepted from this is the recommendation in Section 5.4.3 Sentence 3 (announcement of proposed candidates for the Supervisory Board chair to the shareholders) because this recommendation does not comply with the division of competence as set forth in the German Stock Corporation Act. The election of the Supervisory Board chair is the responsibility of the Supervisory Board alone.

Since issuing the declaration of conformity of December 2007, Bilfinger Berger has complied with all of the recommendations of the German Corporate Governance Code in the version of June 14, 2007 except the above-mentioned recommendation in Section 5.4.3 Sentence 3.


Mannheim, December 3, 2008

For the Supervisory Board



- Bernhard Walter -

For the Executive Board



- Herbert Bocher -