

**Annual General Meeting of Bilfinger Berger AG,
in Mannheim, on Wednesday, May 26, 2004, at 10 a.m.**

**Speech by Herbert Bodner,
Chairman of the Executive Board**

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Check against delivery.

Welcome, Ladies and Gentlemen,

Bilfinger Berger achieved its goals in the year 2003, not only in earnings and output volume, but also in terms of the development of the Company.

Bilfinger Berger's financial success is decisively based on the consistent implementation of our strategy. Let me summarize the most important steps we have taken in the recent past:

Chart: Corporate developments

- The Services business segment has been built up, and has developed into an important part of our business within a very short time.
 - Through the acquisition of Rheinhold & Mahla, we are now a leading provider of maintenance services for industrial customers across Europe.
 - Through the acquisition of HSG and Wolfferts, we have significantly expanded our involvement in real estate services.
 - Through the acquisition of Centennial last year, we have extended the existing industrial services business of Fru-Con in the United States to the field of real estate services.
 - In Australia, our acquisition of Abigroup last year ideally supplements the activities of our Boulderstone Hornibrook subsidiary. This created the second-largest construction company on the Australian continent, which enjoys an outstanding competitive position – for major transportation projects as well as demanding building construction.

- In the United States, our Fru-Con subsidiary has successfully extended its activities to civil engineering.
- Our concessions portfolio has continued to grow with new investments in Australia and Great Britain. The projects contained in our portfolio today will generate significant contributions to earnings over their lifetimes. These future earnings will be increased by every new BOT project in which we are involved.
- In addition, I can report to you today that we have succeeded with an important acquisition in Poland. This is WPRD, a company specializing in road construction. In view of the massive increase in investment planned for Poland's transportation system as a result of European Union regional development subsidies, we have great expectations from this step.

Chart: WPRD

This company is based in Warsaw, and was hitherto owned by its management and staff. We have currently secured the acquisition of more than 90% of its shares. WPRD has consistently achieved good results in recent years. Its annual

output volume of around €50 million will rise significantly in the coming years. The company fulfils all of our strict acquisition criteria. With Bilfinger Berger as a strong international partner, WPRD is excellently placed to profit from the building boom connected with EU enlargement.

With this acquisition, we are supplementing the activities of our Polish subsidiary, Hydrobudowa. This company has been a part of the Group since 1994, and is successfully active in the field of civil engineering. As a result of this acquisition, our construction volume in Poland will soon exceed €200 million.

Chart: WPRD (end)

Our consistent transformation into a Multi Service Group is also reflected by our significant financial success. The newly built-up services activities have rapidly developed into an additional major field of business.

Chart: EBITA 2001–2003

Last year, we again significantly increased our operating profit (EBITA) to €101 million (2002: €74 million), thereby surpassing our target. For the first time, the services business was

consolidated for a full year and contributed more than 40% of this result. Within two years, we have nearly tripled our operating profit.

Chart: Net profit 2001–2003

Our net profit also rose again compared with the year before to reach the new record level of €126 million (2002: €115 million).

***Chart: Relative share-price development,
January 2003–April 2004***

Bilfinger Berger's successful development is also reflected by the performance of our stock. With a share-price increase of 85% in the year 2003, it outperformed all relevant indices.

This value growth continued in the first quarter of this year, demonstrating that our Company remains attractive to investors in Germany and internationally, although our shares were unable to avoid the current downward trend on the stock markets that began after the quarterly reporting date. Nearly all financial analysts who cover Bilfinger Berger recommend that investors purchase our shares. The rising profitability, the sound financial situation, the consistent implementation of our

corporate strategy and – not least – a good dividend yield are the decisive factors that give our stock potential to appreciate further.

Chart: Dividend 2001–2003

The Executive Board and the Supervisory Board propose that an increased dividend of 65 cents (2002: 55 cents) per share be distributed with an additional bonus of 65 cents per share from the proceeds of the sale of our Buderus shares. Altogether, the dividend and bonus will rise by 30% to €1.30. The total dividend will therefore amount to €48 million (2002: €36 million).

Chart: Dividend 2001–2003 (end)

Last year, we also achieved our goals in terms of output volume and order backlog. New record levels were achieved despite the substantial statistical reductions due to the strength of the euro.

Chart: Output volume 2001–2003

Our output volume rose by 14% in 2003 to nearly €5.6 billion. The decisive growth driver was the newly built-up services

business. The share of output volume generated in international markets totaled 56%. The share of the Group's output volume accounted for by domestic construction was 27%, and will fall below 25% this year.

Chart: Order backlog 2001–2003

Our order backlog expanded in all business segments, and rose overall by 21% to €6.3 billion. Of this total, €870 million is accounted for by Abigroup, which was consolidated for the first time at the end of the year.

I'd like to share with you now some key details of our year-end financial statements for 2003.

In addition to the significant increase in operating profit, we realized a tax-free capital gain of €238 million on the sale of our Buderus shares. As in the prior year, with the application of this exceptional income, priority was once again placed on forming provisions.

Chart: Exceptional items 2003

Due to the continuing weakness of the German real estate market and in view of our ambitious goals for return on capital employed, we have withdrawn from project development. In the future, we will limit ourselves to contract development without application of our own capital. So that we can rapidly reduce our capital tied up in this sector, we are using €90 million of the capital gain to recognize a precautionary impairment of our available-for-sale real estate. With the lower carrying values, we are creating the right conditions for an early sale of these properties.

As a further precautionary measure to safeguard against the possible political and economic risks connected with our involvement in developing countries and emerging markets, a provision of €45 million has been formed. Furthermore, we have formed a provision of €25 million for capacity reductions in the construction business and for adjustments to our portfolio of investments.

Chart: Net profit 2002–2003

Goodwill amortization increased by €7 million to €12 million as a result of consolidating Rheinhold & Mahla and HSG for a full financial year. We also carried out additional goodwill write-

downs of €30 million out of the exceptional income in order to preclude any negative effects from future impairment tests.

EBIT rose by 30% to €137 million (2002: €105 million).

Investment income was halved due to the sale of our Buderus shares in July 2003.

The net income result includes exceptional losses of €10 million due to the transfer of securities in the context of the contractual trust arrangement (CTA). This serves to cover pension provisions of the Company in an amount of €101 million. The additional interest expense is offset in EBITA by an equal capital gain from the transfer of real estate, so the transaction has no effect on net profit.

Our earnings before taxes increased to €134 million (2002: €121 million). Income tax for 2003 is unchanged at €4 million, despite the improved operating profit. This is due to positive effects from the application of the capital gain.

Chart: Balance sheet 2003, assets

The consolidated balance sheet shows a renewed strengthening of our assets and capital structure.

On the assets side, fixed assets decreased to €1,012 million. This is due to the reduction of financial assets by €247 million through the sale of the Buderus shares. Cash and marketable securities increased to €900 million, however. The cash inflow of €551 million from the sale of the Buderus shares was partially offset by outflows of €185 million for acquisitions, €66 million as a result of the securities transfer in the context of the CTA, and €130 million for credit repayments.

Chart: Balance sheet 2003, liabilities

On the liabilities side, provisions decreased by some €100 million due to the CTA to a total of €544 million. Due to the direct allocation of assets to pension obligations, the balance-sheet structure, equity ratio and return on capital employed all continued to improve, thus further enhancing Bilfinger Berger's standing on capital markets. Liabilities to banks decreased to €343 million, a figure that includes project loans on a non-recourse basis in an amount of €162 million. As a result of the good net profit, shareholders' equity increased by €100 million to €1.1 billion. The Group's equity ratio improved from 28% to 32%.

We can also report at this time that we have achieved definite progress with the development of return on capital employed.

Chart: Value added, ROCE

In total, with an imputed cost of capital of 11%, the value added by our business segment amounts to €1.3 million, which represents a significant improvement over the previous year. The positive development in our operative business is at present negatively impacted by the following factors:

- The return on the high level of funds invested in fixed-interest securities and fixed-term deposits is, of course, well below 11%.
- The capital tied up in available-for-sale real estate also earns only low returns.

In terms of the cost-of-capital hurdle of 11%, the value added by the Group is therefore still negative, but has improved continuously over recent years – from minus €62 million in 2001 to minus €47 million in 2002 and to minus €32 million in 2003.

All of our efforts are directed towards our ambitious goal of achieving an overall return above 11% percent at the Group level, as of the 2005 financial year. In addition to further improvements in our operative business, the following measures will contribute to the accomplishment of this goal:

- Liquid funds will be used to make targeted, value-creating acquisitions.
- The negative value added by the available-for-sale real estate will be steadily reduced by the rapid sale of these properties.
- The CTA will reduce average capital employed by €100 million in the future.
- In addition, the possibility of a share buy-back is being considered, in order to further improve the return on the capital employed.

Ladies and Gentlemen, in the first quarter of 2004 Bilfinger Berger was able to continue the positive developments of last year.

Chart: Group key figures for Q1 2004

First-quarter output volume increased by 18% to more than €1.3 billion, while order backlog rose by 13% to more than €6.2 billion.

As is the case every year, earnings for the first three months of the year were below the levels of the following quarters due to seasonal effects that are typical for the industry. EBITA improved to -€5 million, however, compared to -€9 million in Q1 2003. This confirms the forecast of higher earnings for the full-year 2004.

Chart: Net profit Q1 2003 – Q1 2004

Due to the higher net liquidity, we achieved a neutral net interest result. In the prior-year period there was a net interest result of -€3 million. Goodwill is no longer amortized, due to a new regulation of the International Accounting Standards Board (IASB) that came into effect on March 31, 2004. These two effects compensate for the lack of investment income after the sale of our Buderus shares; in the first quarter of 2003 there was investment income of €6 million, making an important contribution to net profit. As a result, EBT improved to -€5

million (Q1 2003: -€9 million) and net income improved to -€3 million (Q1 2003: -€5 million).

Our financial situation and capital structure continued to provide a sound foundation for further corporate development. At the end of March, the equity ratio was unchanged at 32%. Cash and marketable securities amounted to €745 million, while liabilities to banks – excluding project loans on a non-recourse basis – amounted to €161 million. We thus have considerable financial scope for further acquisitions, investments in new BOT projects, and a possible share buy-back.

Capital expenditure on property, plant and equipment decreased to €13 million, while investments in financial assets increased to €40 million. This is primarily a result of the contribution of our share in the equity capital for the Victoria Corrections concession company in Australia and the acquisition of the remaining shares in Australia's Abigroup. Since a successful squeeze-out effective on March 1, 2004, we have held 100% of the shares in Abigroup, which specializes in civil engineering and road construction; the total investment volume was €114 million. As planned, in April, Abigroup sold its 8.1% stake in the listed highway company Hills Motorway,

resulting in a cash inflow of 96 million Australian dollars, about €58 million, during the second quarter of this year.

Let me now turn to the developments and prospects of our business segments. As mentioned, our numbers for output volume, orders received and order backlog are reduced considerably in statistical terms due to the strength of the euro, and this applies in particular to two business segments: Civil, as well as Building and Industrial, due to their high proportion of output volume outside the euro zone.

Chart: Key figures for Civil in 2003

Both output volume and orders received by the Civil business segment amounted to €2.0 billion last year. The order backlog at the end of the period grew by 18% of €2.9 billion.

Once again, Civil achieved good earnings of €39 million (2002: €43 million). The slight decrease is due to higher exceptional income from supplementary invoicing in 2002.

Chart: Key figures for Civil in Q1 2004

The increase in output volume and order backlog in the first quarter of this year is primarily due to the consolidation of our new Australian subsidiary, Abigroup. Orders received were of the same magnitude as output volume, but lower than in the prior-year period; this was a statistical effect due mainly to the acceptance of the major contract for the Cross City Tunnel in Sydney in the first quarter of 2003.

In the United States, a serious accident occurred at the building site of the Maumee River Bridge, which will lead to significant delays in the construction process. The estimated additional costs have been taken into consideration in the quarterly result.

Chart: Abigroup

In Australia, the acquisition of Abigroup gives us an even stronger market position for major transportation projects. Abigroup is mainly active in the fields of road construction and civil engineering, and is an ideal complement to our subsidiary, Boulderstone Hornibrook, which has been a part of the Group since 1993. In addition to construction activities, Abigroup carries out repair and maintenance work on gas and water networks and on toll roads. The company will generate an

output volume of €600 million this year. We anticipate an EBIT margin of 3%.

Chart: Abigroup (end)

We expect a substantial increase in output volume by Civil in 2004. Despite the additional costs of the Maumee River project due to the accident, according to current forecasts the business segment's earnings will at least reach the prior-year level.

Chart: Key figures for Building and Industrial in 2003

Building and Industrial achieved an output volume of €1.9 billion last year. The value of our new orders rose to the same approximate amount, and the order backlog was also €1.9 billion after rising by 16%.

The EBITA of the Building and Industrial business segment of €6 million was similar to the level of 2002.

Chart: Key figures for Building and Industrial in Q1 2004

Output volume, orders received and order backlog in the Building and Industrial business segment developed positively

in the first three months of this year. Earnings improved to -€3 million (Q1 2003: -€4 million).

In Great Britain, our subsidiary, Bilfinger Berger U.K., discontinued its business activities in the low-margin field of building construction. Sufficient provisions were already made in the financial statements for 2003 for the completion of remaining work. In the future, in Great Britain we will concentrate on our successful private-sector concessions business.

Our Building and Industrial units are well positioned in their markets, and the proportion of their business done outside of Germany will continue to grow. For full-year 2004, we anticipate an increase in output volume and significantly better earnings for this business segment.

Chart: Key figures for Services in 2003

With the first consolidation of Rheinhold & Mahla and HSG for a full financial year, the key figures for the Services business segment attained a new dimension. Output volume doubled last year, to €1.4 billion. Orders received more than doubled to €1.5

billion, while the order backlog grew to €1.1 billion. Earnings rose to €47 million (2002: €26 million).

Chart: Key figures for Services in Q1 2004

The Services business segment posted continued growth for both output volume and order backlog in the first quarter of 2004. In addition to the expansion in the field of industrial services, this was also due to the consolidation of the services company Centennial, which was acquired in the United States in autumn 2003. Orders received were at a similar level to output volume, but were lower than in the prior year, which was influenced by the conclusion of an extensive framework agreement for the maintenance of oil rigs in the North Sea. First-quarter earnings increased to €5 million.

Chart: Centennial

The acquisition of Centennial at the end of 2003 boosts the importance of the U.S. market for the services activities of Bilfinger Berger. The company is a leading provider of repair, maintenance and extension work for public-sector buildings, which is carried out on the basis of long-term framework agreements. Its most important customers include the U.S.

military, schools, universities and international organizations such as the World Bank. Centennial will achieve an output volume of €150 million this year, and will significantly exceed the EBIT margin of 4% that we have set for our services activities. This acquisition is an excellent addition to the existing industrial services business of Fru-Con.

Chart: Centennial (end)

A broad-based integration project we began in 2003 is systematically utilizing the existing synergy potential among our individual services companies. It will also create the right conditions for close collaboration with other units of the Group.

For the Services business segment, we anticipate a renewed increase in output volume for full-year 2004. The good earnings of last year will be surpassed. The original long-term goal of generating as much operating profit from services activities as from construction will probably be achieved already this year.

Chart: Key figures for Project Development and Concessions in 2003

An output volume of €231 million for the Project Development and Concessions business segment in 2003 was slightly lower than the result from the previous year. Growth in concessions activities was offset by the withdrawal from real estate development. The successful expansion of our concessions activities can be clearly seen in the figures for orders received and order backlog.

The contribution to earnings from concessions was positive, while, for the last time, there was still a negative effect from real estate project development. The business segment's earnings figure was -€3 million (2002: -€2 million).

Chart: Key figures for Concessions in Q1 2004

Since January 1, 2004, this business segment has consisted solely of private-sector concession projects. The high level of capital employed and the long-term nature of this business require its presentation in a separate reporting segment. Our involvement is concentrated on markets with dependable legal and economic conditions. In addition to our existing focus on Great Britain and Australia, these include North America and selected European countries.

The activities of the business segment proceeded successfully in the first quarter of 2004. Its positive earnings were at the same level as in Q1 2003.

At the start of March a Bilfinger Berger-led consortium was named the preferred bidder for the private-sector realization of a new school complex in the English city of Coventry. A few weeks before, contracts were finalized for the financing, planning, construction and operation of two schools in the county of Bedfordshire, and a consortium led by Bilfinger Berger was selected as the preferred bidder for several clinics and doctors' centers in Liverpool and London. In Australia, we successfully extended our BOT activities to the field of public sector building construction. West of Melbourne, together with our subsidiary Boulderstone Hornibrook, we are building two prisons on a private-sector model. The equity investments of €13 million made during the period under review represent the contribution of our share of the equity capital into the concession company for this project.

In full-year 2004, we expect the concessions business to deliver positive contributions to earnings, and plan to extend our involvement to additional projects with good returns on capital employed. From our existing portfolio alone, we anticipate

future profit contributions totaling more than €400 million. Measured in relation to the capital employed, this is equivalent to an average annual return of more than 11% – after the deduction of overheads.

Chart: Key figures for Environmental in 2003

The output volume generated in 2003 by the Environmental business segment reached the 2002 level, and a slight increase was recorded in the order backlog. Earnings doubled, to €6 million.

The companies active in the Environmental business segment have good prospects in their particular markets, but due to their low share of the Group's output volume, as of the year 2004 we no longer report on their activities in a separate segment. At the beginning of the current year, they were allocated to the Civil business segment.

Chart: Key figures for Environmental in 2004 (end)

Ladies and Gentlemen, the development of the Bilfinger Berger Group of companies in the first quarter of 2004 gives us cause for optimism for the further course of the year.

Chart: Full-year 2004

After the increases in output volume of recent years, for 2004 we plan to achieve an increase in output volume to €6 billion. Operating profit and earnings before taxes are expected to grow at a higher rate, and net profit will surpass last year's level, adjusted to exclude the effects of the Buderus sale.

Ladies and Gentlemen, some of the items on today's agenda require a little extra explanation:

Under Item 6 of the Agenda of the Annual General Meeting, we request that you renew the authorized Capital I for a capital increase with subscription rights for the shareholders. In view of our high liquidity there is no requirement for such a move at present; the authorization is a purely precautionary measure so that we can react rapidly if the need arises.

Under Item 7 of the Agenda, we request your consent to the renewal of authorized capital III for a capital increase for the purpose of acquiring companies. This capital could be needed in connection with planned further acquisitions.

Under Item 8 of the Agenda, the portion of conditional capital I which is no longer required to serve the options that are still pending from the 2000 Stock Option Plan is to be rescinded.

Under Item 9 of the Agenda, we once again request authorization to acquire our own shares. As before, with the application of our available funds, the focus is on Bilfinger Berger's strategic development. But in view of the available liquidity, we also see scope for a possible share buy-back in order to further improve the return on capital employed.

Ladies and Gentlemen, as you will have read in the Agenda, our Supervisory Board Chairman, Mr. Gert Becker, is retiring from his position at the end of this Annual General Meeting.

Gert Becker has been a member of Bilfinger Berger's Supervisory Board for 21 years, including nine years as a member of the Supervisory Committee and six years as Chairman of the Supervisory Board. During this long period, Gert Becker actively promoted the development of our Company with commitment and enthusiasm. Our international activities were systematically built up in a timely way. In addition to the construction business, services have in recent years become a second major field of activity for the Group. Bilfinger

Berger has thus repositioned itself and is now not only one of the top internationally active construction companies, but also among the leading providers of real estate and industrial services.

My dear Mr. Becker, with your wise and valuable advice, your statesmanlike manner, your understanding for people and your great experience in leadership, you have made a tremendously important contribution to all these advances. Your relationship to your Supervisory Board colleagues and the Executive Board, and in recent years the personal collaboration between you and I, have always been characterized by a great deal of mutual trust and confidence.

For your commitment and your constant involvement for the good of the entire Company, I would like to thank you wholeheartedly, and also on behalf of my Executive Board colleagues and all of the employees. You have done Bilfinger Berger an exceptional service.

Ladies and gentlemen, please allow me to return now to our corporate development. Our strategy is still focused on the sustained increase in the quality of our earnings and the value

of our Company. Let me finish by summarizing our strategic goals:

Chart: Strategic focus

- An important aspect of our development remains the expansion of our services business.
- We intend to continue our growth in our targeted foreign markets. In the future, our presence will be even more international than it is today.
- Acquisitions will continue to play an important role. As has been the case so far, they will have to meet strict criteria – not only in terms of their strategic fit, but also in terms of their profitability.
- And, our portfolio of private-sector concessions projects will be continuously expanded. The earnings over the total terms of the projects are already impressive today, and within a few years this will be reflected by stable profit contributions from this business segment.

Chart: Financial targets

Our financial targets are clearly defined:

- Our operating profit will rise at a higher rate than output volume; our profitability will also increase steadily.
- We intend to achieve a return on our total employed capital of 11% by 2005 at the latest.
- It is planned that the level of dividends will be increased along with the Company's growing profits.

Our success demonstrates that we have taken the right course with the strategic refocus of Bilfinger Berger as a Multi Service Group. I can assure you that we will consistently pursue this course into the future.

Thank you very much for your attention.