

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

Bilfinger Berger AG complies with the recommendations of the “Government Commission on the German Corporate Governance Code” with the following provisos. Implementation of the Code Recommendation contained in Section 5.4.5, Paragraph 1, Sentence 3, will necessitate a change to the Articles of Association to be approved by the next Annual General Meeting. Implementation of the Code Recommendation contained in Section 7.1.2 will take place following a transitional period.

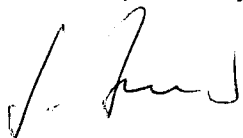
In detail:

Membership of the newly formed Audit Committee of the Supervisory Board will be specially remunerated as in the case of membership of the Presiding Committee of the Supervisory Board. The Executive Board and Supervisory Board will propose to the forthcoming Annual General Meeting on May 28, 2003, that Article 14, Para. 1, of the Articles of Association of Bilfinger Berger AG be amended to include a corresponding provision (Code Section 5.4.5, Paragraph 1, Sentence 3).

To comply with the deadlines for the publication of consolidated financial statements (90 days following the end of the financial year) and interim reports (45 days following the end of the reporting period) in accordance with Code Section 7.1.2, owing to its project-focused operation Bilfinger Berger will require a transitional period in order to make the necessary adjustments to its IT systems. These deadlines will be complied with commencing with the annual financial statement for 2004, that is, with effect from reports issued in the year 2005.

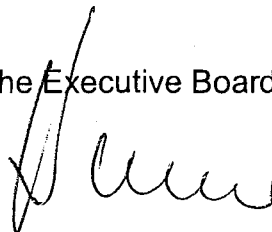
Mannheim, December 19, 2002

For the Supervisory Board



- Gert Becker -

For the Executive Board



- Herbert Bodner -