

**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”
pursuant to Article 161 of the German Stock Corporation Act (AktG)**

Bilfinger Berger AG complies with the recommendations of German Corporate Governance Code in the version of May 21, 2003 with the following exceptions:

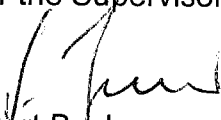
The remuneration of the members of the Executive Board (Code Section 4.2.4, Sentence 2) is not individualized in the Annual Report, but is shown in total and broken down into its various components. The remuneration of the members of the Supervisory Board (Code Section 5.4.5, Paragraph 3, Sentence 1) is also not individualized, but is shown in total and split into its various elements.

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, Bilfinger Berger requires a transitional period in order to make the necessary adjustments to its IT systems. The deadlines will be complied with commencing with the annual financial statements for 2004, that is, with effect for reports issued as of the year 2005.

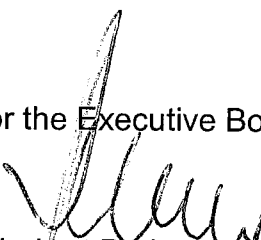
Since the submission of the Compliance Declaration of December 2002, Bilfinger Berger has fully complied with the recommendations of the German Corporate Governance Code in the version of November 6, 2002 with the exception that the implementation of the Code recommendation for deadlines for the publication of consolidated financial statements and interim reports contained in Section 7.1.2 will take place after the aforementioned transitional period.

Mannheim, December 17, 2003

For the Supervisory Board


- Gert Becker -

For the Executive Board


- Herbert Bodner -