

Invitation to the Annual General Meeting 2003

Annual General Meeting

The shareholders of our Company are hereby invited to the

Annual General Meeting

to be held at the Congress Center Rosengarten,
Musensaal, Rosengartenplatz 2, Mannheim, on

Wednesday, May 28, 2003, at 10.00 a.m.

Agenda

- 1. Presentation of the certified financial statements, the approved consolidated financial statements, the combined management report for Bilfinger Berger AG and the Group, and the report of the Supervisory Board for the year 2002**

2. Resolution on the appropriation of net profit

The Executive Board and the Supervisory Board propose that the unappropriated retained earnings of €36,361,914 reported in the financial statements for 2002 be used to distribute a dividend of €0.55 as well as a bonus of €0.45 per share among the dividend-entitled equity capital of €109,085,742. The dividend and the bonus are payable on May 29, 2003.

3. Resolution ratifying the actions of the Executive Board for the year 2002

4. Resolution ratifying the actions of the Supervisory Board for the year 2002

Regarding Items 3 and 4, the Executive Board and the Supervisory Board propose that the boards' actions be ratified.

5. Elections to the Supervisory Board

The period of office of all of the members of the Supervisory Board expires at the end of the Annual General Meeting on May 28, 2003.

Pursuant to Section 96, Subsection 1 of the German Stock Corporation Law, Section 7, Subsection 1, Sentence 1, No. 2 of the German Law of Industrial Codetermination, and Article 9 of the Articles of Incorporation, the Supervisory Board is composed of eight members elected by the Annual General Meeting and eight members elected by the employees. The Annual General Meeting is not bound by any election proposals.

The Supervisory Board proposes to the Annual General Meeting that the following gentlemen be elected to the Supervisory Board as representatives of the shareholders:

- a) Hans Bauer, Nuremberg,
Chairman of the Executive Board of
HeidelbergCement AG
- b) Gert Becker, Königstein im Taunus,
Formerly Chairman of the Executive Board of
Degussa AG
- c) Dr. Horst Dietz, Düsseldorf,
Chairman of the Executive Board of the
Industrial Investment Council
- d) Dr. Jürgen Hambrecht, Neustadt an der Weinstraße,
Chairman of the Executive Board of
BASF Aktiengesellschaft (from May 6, 2003)
- e) Thomas Pleines, Munich,
Chairman of the Executive Board of
Advance Holding AG
- f) Udo Stark, Munich,
Formerly Chairman of the Executive Board of
AGIV AG
- g) Dr. Klaus Trützscher, Gelsenkirchen,
Member of the Executive Board of
Franz Haniel & Cie. GmbH
- h) Bernhard Walter, Bad Homburg vor der Höhe,
Formerly Speaker of the Executive Board of
Dresdner Bank AG.

Pursuant to Article 10, Paragraph 1 of the Articles of Incorporation, the members of the Supervisory Board are elected for the period until the end of the Annual General Meeting which passes a resolution ratifying the actions for the fourth financial year after the election of the Supervisory Board members; for this purpose the financial year in which the period of office begins is not counted. The period of office of the members of the Supervisory Board therefore expires at the end of the Annual General Meeting in 2008.

The Supervisory Board proposes to the Annual General Meeting that at the same time as the election of the Supervisory Board members, the following gentlemen be elected as deputy members:

- a) Dr. jur. Jürgen Than, Hofheim am Taunus,
Chief Legal Officer of Dresdner Bank AG

- b) Dr. jur. Peter Thomsen, Weinheim,
Lawyer

on the proviso that they become members of the Supervisory Board in the order as listed if other members representing the shareholders cease to be members before the end of their period of office, and that they regain their status as deputy members (in the order as listed) as soon as the Annual General Meeting holds an election to replace the original member(s). Pursuant to the Articles of Incorporation, the period of office of any deputy member entering the Supervisory Board is limited until the end of the Annual General Meeting in which such election takes place.

Additional information on the gentlemen proposed for election to the Supervisory Board, particularly on their membership of supervisory bodies of other companies, is available in the attached Appendix to Item 5 of the Agenda.

6. Resolution on authorization to acquire the Company's own shares

The Executive Board and the Supervisory Board propose the following resolution:

- a) The authorization to acquire the Company's own shares granted by the Annual General Meeting on June 6, 2002 and limited until December 5, 2003 is to be terminated.

- b) The Executive Board is authorized, until November 27, 2004 and with the consent of the Supervisory Board, to acquire the Company's own shares in a volume of up to ten percent of the present equity capital.

The acquisition can take place via the stock exchange or by means of a public offer to purchase addressed to all of the shareholders. In the case of acquisition via the stock exchange, the purchase price may not be more than ten percent above or below the average closing price in the Xetra trading of Deutsche Börse AG (or a comparable successor system) on the five previous days of trading. In the case of a public purchase offer, the price offered may not be more than twenty percent above or below the average closing price in the Xetra trading of Deutsche Börse AG (or a comparable successor system) in the period from the 13th to the 4th day of trading before the publication of the purchase offer. The authorization allows the acquisition of the Company's own shares all at once or in partial amounts as well as a one-time or repeated acquisition.

The Executive Board is also authorized, with the consent of the Supervisory Board and without any further resolution by the Annual General Meeting,

ba) to offer and transfer these shares as a non-cash contribution in connection with a merger with other companies or the acquisition of companies or shares in companies

bb) to call in these shares.

The authorizations can be used once or several times, individually or together.

The right of the shareholders to subscribe to the Company's own shares is excluded in the case that such shares are to be used for the authorization described above under point ba).

Report of the Executive Board pursuant to Section 71, Subsection 1, No. 8 in connection with Section 186, Subsection 4, Sentence 2 of the German Stock Corporation Law on Item 6 of the Agenda:

The authorization under Item 6 of the Agenda is intended, among other things, to enable the Company to offer the repurchased shares to third parties in connection with a merger with other companies or an acquisition of companies or shares in companies. With the acquisition of companies or shares in companies there is an increasing necessity to provide own shares rather than money as a consideration. With this authorization the Company obtains the required flexibility to take the opportunity to acquire companies or shares in companies and to merge with other companies using this form of consideration. For this purpose the proposed exclusion of shareholders' subscription rights is necessary. At present there are no concrete plans to exercise this authorization.

7. Approval of the domination and profit-and-loss-transfer agreements between Bilfinger Berger AG as the controlling company and the 100% subsidiaries, Achatz GmbH Bauunternehmung, of Mannheim, bebit Informationstechnik GmbH, of Mannheim, Bilfinger Berger Finanzbeteiligungen GmbH, of Mannheim, GBV-Gesellschaft für Bau-Versicherungs-Vermittlung mbH, of Mannheim, Hüser & Co GmbH, of Mannheim, Roediger Vakuum- und Haustechnik GmbH, of Hanau, and J. Wolfferts GmbH, of Cologne, as controlled companies

On November 15/18, 2002, Bilfinger Berger AG concluded domination and profit-and-loss-transfer agreements with Achatz GmbH Bauunternehmung, of Mannheim, bebit Informationstechnik GmbH, of Mannheim, Bilfinger Berger Finanzbeteiligungen GmbH, of Mannheim, GBV-Gesellschaft für Bau-Versicherungs-Vermittlung mbH, of Mannheim, Hüser & Co GmbH, of Mannheim,

and Roediger Vakuum- und Haustechnik GmbH, of Hanau, each of which is a 100% subsidiary. The shareholders' meetings of the subsidiaries consented to the domination and profit-and-loss transfer agreements on January 23, 2003.

On April 9/10, 2003, Bilfinger Berger AG also concluded a domination and profit-and-loss-transfer agreement with J. Wolfferts GmbH, of Cologne, which is also a 100% subsidiary. The shareholders' meeting of J. Wolfferts GmbH agreed to this domination and profit-and-loss-transfer agreement on April 10, 2003.

The domination and profit-and-loss transfer agreements require the consent of the Annual General Meeting of Bilfinger Berger AG and take effect upon being entered in the Commercial Register. They have the following main contents:

- The management of the subsidiary is subordinate to Bilfinger Berger AG.
- The subsidiary is obliged to transfer its entire profits to Bilfinger Berger AG during the period of the agreement.
- The subsidiary can form retained earnings from its net profits, as long as this is consistent with a reasonable commercial assessment.
- Bilfinger Berger AG is obliged to compensate for any losses made by a subsidiary during the period of the agreement. Section 302 of the German Stock Corporation Law applies correspondingly.
- In the domination and profit-and-loss transfer agreements concluded with Achatz GmbH Bauunternehmung, of Mannheim, bebit Informationstechnik GmbH, of Mannheim, Bilfinger Berger Finanzbeteiligungen GmbH, of Mannheim, GBV-Gesellschaft für Bau-Versicherungs-Vermittlung mbH, of Mannheim, Hüser & Co GmbH, of Mannheim, and Roediger Vakuum- und Haustechnik GmbH, of Hanau, it is stipulated that profit-and-loss transfers are to take place for the first time for the 2002 financial year.

In the domination and profit-and-loss transfer agreement concluded with J. Wolfferts GmbH, of Cologne, it is specified that the profit-and-loss transfer is to take place for the first time for the 2003 financial year.

- After expiry of the fixed agreement period of at least five years defined in the agreements, each agreement is extended by another year if it is not terminated with a notice of three months before the end of a financial year. An exception to this rule is that the agreement can only be terminated without any period of notice if there is an important reason to do so.

As of the date that the Annual General Meeting is called, in the business premises of Bilfinger Berger AG in Mannheim the following documents are available for inspection by the shareholders:

- the inter-company agreements between Bilfinger Berger AG and the aforementioned subsidiaries,
- the year-end financial statements and the management reports of Bilfinger Berger AG for the years 2000, 2001 and 2002,
- the year-end financial statements and the management reports of the aforementioned subsidiaries for the years 2000, 2001 and 2002,
- the joint reports of the Executive Board of Bilfinger Berger AG and the management of each subsidiary.

On demand, each shareholder will be given a free copy of the aforementioned documents. The documents will also be available for inspection at the Annual General Meeting.

The Executive Board and the Supervisory Board propose that the domination and profit-and-loss-transfer agreements with the aforementioned subsidiaries be approved.

8. Amendment to the Articles of Incorporation concerning the period of office of the members of the Supervisory Board, transactions requiring approval, Supervisory Board members' compensation, sound and image transmission of the Annual General Meeting and announcements by the Company

For the implementation of the stipulations of the German Transparency and Publicity Law and of the German Corporate Governance Code, it is necessary to amend Article 13, Paragraph 4 and Article 14, Paragraph 1 and to add another Paragraph 6 to Article 18. Moreover, Article 10, Paragraph 1 is to be supplemented and Article 24, Paragraph 1 is to be amended.

The Supervisory Board and the Executive Board propose as follows:

- a) Article 10, Paragraph 1 of the Articles of Incorporation is to be supplemented with the following Sentence 3:

Article 10, Paragraph 1, Sentence 3

“The Annual General Meeting can decide on a shorter period of office for the members of the Supervisory Board whom it elects.”

- b) Article 13, Paragraph 4 of the Articles of Incorporation are to be amended as follows:

Article 13, Paragraph 4

“The Supervisory Board is to prescribe that certain types of transactions by the Executive Board require the approval of the Supervisory Board.”

- c) Article 14, Paragraph 1 of the Articles of Incorporation are to be amended as follows:

Article 14, Paragraph 1

“Starting with the 2003 financial year, the members of the Supervisory Board are to receive, in addition to the refund of their expenses, an annual fixed com-

compensation of €10,000 and a variable compensation of €500 for each cent by which the dividend distributed to the shareholders exceeds €0.10 per share. The Chairman is to receive double, his deputy and the members of the committees excepting the members of the committee pursuant to Section 27, Subsection 3 of the German Law of Industrial Codetermination are to receive one and a half times these amounts. If a member of the Supervisory Board performs several of the aforementioned functions, he is only entitled to payment of the highest applicable compensation.“

- d) Article 18 of the Articles of Incorporation is to be supplemented by the following Paragraph 6:

Article 18, Paragraph 6

“The Executive Board can decide to transmit the sound and image of the Annual General Meeting on the Internet or another telecommunication media.“

- e) Article 24, Paragraph 1 of the Articles of Incorporation is to be amended as follows:

Article 24, Paragraph 1

“The announcements of the Company are to be made in the electronic ‘Bundesanzeiger’ (Federal Gazette).“

9. Election of the independent auditors for the Company financial statements and the Group financial statements for 2003

The Supervisory Board proposes that the companies of auditors, PwC Deutsche Revision Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, of Karlsruhe, and Ernst & Young Deutsche Allgemeine Treuhand AG Wirtschaftsprüfungsgesellschaft, of Mannheim, are elected as independent auditors for the Company financial statements and the Group financial statements for 2003.

Every shareholder is entitled to participate in the Annual General Meeting.

Pursuant to Article 18 of the Articles of Incorporation, only those shareholders are entitled to vote and to propose motions at the Annual General Meeting who have deposited their shares at the latest by May 23, 2003 by the end of the time of business with the Company in Mannheim, Carl-Reiß-Platz 1-5, or with a German public notary, or at a collective security deposit bank, or at one of the following banks or their branches, and who leave them there until the end of the Annual General Meeting:

Dresdner Bank AG, Frankfurt am Main,
Bayerische Landesbank Girozentrale, Munich,
BHF-BANK AG, Frankfurt am Main,
Commerzbank AG, Frankfurt am Main,
Deutsche Bank AG, Frankfurt am Main,
Landesbank Sachsen Girozentrale, Leipzig,
Merck Finck & Co. Privatbankiers, Munich,
B. Metzler seel. Sohn & Co. KGaA, Frankfurt am Main,
Bankhaus Reuschel & Co., Munich,
Landesbank Baden-Württemberg, Stuttgart,
Karlsruhe and Mannheim.

If shares are deposited with a German public notary or at a collective security deposit bank, the certificate of confirmation issued by them is to be submitted to the Company in Mannheim by May 26, 2003 at the latest.

The deposit at one of the institutions described above is acceptable if with the agreement of this institution the shares are blocked for them at a bank until the end of the Annual General Meeting.

Shareholders can appoint a proxy to vote for them at the Annual General Meeting, for example, their share-deposit bank, a shareholders' association or another person of their choice.

We also offer our shareholders the possibility to grant voting rights to proxies appointed by the Company before the Annual General Meeting. The shareholders who would like to grant voting rights to the proxies appointed by the Company need an entrance ticket to the Annual General Meeting to do so. In order to ensure that entrance tickets are received in good time, they should be ordered from the share deposit bank as early as possible. In any case, the proxies appointed by the Company need voting instructions. Without these instructions proxy voting is not possible. The proxies are bound to vote as instructed. Shareholders receive the necessary documents and information together with the entrance ticket.

Proxy authorizations and voting instructions for the Company's proxies must be received by the Company by May 26, 2003, otherwise they cannot be taken into consideration.

The Company's financial statements, the Group's financial statements, the combined management report, and the report of the Supervisory Board for 2002 are available for inspection by the shareholders in our business premises. On demand, each shareholder will be given a free copy of these documents.

The complete Agenda was published in the electronic 'Bundesanzeiger' and in the 'Bundesanzeiger' on April 17, 2003.

If you wish to submit any motions for the Annual General Meeting, please address them solely to:

Bilfinger Berger AG
Carl-Reiss-Platz 1-5
68165 Mannheim
Germany
Fax +49 (0)621 459 2221

Motions with any other addresses will not be taken into consideration. Shareholders' motions that are to be made accessible and any statements of position by the Management will be published on the Internet at

www.bilfingerberger.com

Mannheim, April 2003

Bilfinger Berger AG
The Executive Board

Corporate Headquarters

Carl-Reiss-Platz 1-5
68165 Mannheim, Germany
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Fax +49 (0)621 459-23 66
www.bilfingerberger.com

Chairman of the Supervisory Board

Gert Becker, Königstein im Taunus

Executive Board

Herbert Bodner, Chairman,
Dr. Klaus-Dieter Ehlers,
Carlos Möller,
Hans Helmut Schetter,
Dr. Jürgen M. Schneider,
Dr. Joachim Ott (deputy member).

**Corporate Headquarters and
registered address of the Company**

Mannheim,
Mannheim District Court HRB No. 4444

ISIN DE0005909006

Security identification number 590 900

Elections to the Supervisory Board

Appendix to Item 5 of the Agenda

The Supervisory Board proposes to the Annual General Meeting that the following gentlemen be elected members of the Supervisory Board as representatives of the shareholders:

Hans Bauer

Born on November 28, 1944

Residence

Nuremberg

Occupation

Chairman of the Executive Board of HeidelbergCement AG

Statutory positions

Deputy Chairman of the Supervisory Board:

ZEAG Zementwerk Lauffen-Elektrizitätswerk
Heilbronn AG

Member of the Supervisory Board:

Bilfinger Berger AG

Comparable positions

Chairman of the Board:

HeidelbergCement Northern Europe AB, Sweden*

Deputy Chairman of the Supervisory Board:

Eerste Nederlandse Cement Industrie (ENCI) Holding
N.V., Netherlands*

Deputy Chairman of the Advisory Board:

Südbayer. Portland-Zementwerk Gebr. Wiesböck
& Co. GmbH

Member of the Supervisory Board:

Nederlandse Cement Deelnemingsmaatschappij B.V.
(NCD), Netherlands

Member of the Board:

S.A. Cimenteries CBR, Belgium*

Lehigh Cement Company, United States*

Lehigh Cement Limited, Canada*

PT Indocement Tungal Prakarsa Tbk., Indonesia

Member of the Administrative Board:

Vicat S.A., France

Gert Becker

Born on August 21, 1933

Residence

Königstein im Taunus

Occupation

Formerly Chairman of the Executive Board of
Degussa AG

Statutory positions

Chairman of the Supervisory Board:

B. Metzler seel. Sohn & Co. KGaA
Bilfinger Berger AG

Member of the Supervisory Board:

Deutsche Telekom AG

Dr. Horst Dietz

Born on June 17, 1942

Residence

Düsseldorf

Occupation

Chairman of the Executive Board of the
Industrial Investment Council

Statutory positions

Member of the Supervisory Board:

ABB AG

Bilfinger Berger AG

Mobilcom AG

Dr. Jürgen Hambrecht

Born on August 20, 1946

Residence

Neustadt an der Weinstraße

Occupation

Member of the Executive Board of
BASF Aktiengesellschaft (until May 6, 2003)

Chairman of the Executive Board of
BASF Aktiengesellschaft (from May 6, 2003)

Statutory positions

Member of the Supervisory Board:

Bilfinger Berger AG

Thomas Pleines

Born on September 2, 1955

Residence

Munich

Occupation

Chairman of the Executive Board of
Advance Holding AG

Statutory positions

Chairman of the Supervisory Board:

Advance Bank AG* (until April 30, 2003)

Member of the Supervisory Board:

Allianz Dresdner Bauspar AG*

Bilfinger Berger AG

DEKRA Automobil GmbH

Comparable positions

Member of the Supervisory Board:

Rehabilitationsklinik Bad Wurzach GmbH

Udo Stark

Born on November 21, 1947

Residence

Munich

Occupation

Formerly Chairman of the Executive Board of AGIV AG

Statutory positions

Chairman of the Supervisory Board:

Balfour Beatty Rail GmbH (until June 30, 2003)

Comparable positions

Chairman of the Board of Directors:

BARTEC GmbH

Messer Griesheim GmbH

Member of the Board of Directors:

Balfour Beatty plc, United Kingdom (until June 30, 2003)

Dr. Klaus Trützscher

Born on December 11, 1948

Residence

Gelsenkirchen

Occupation

Member of the Executive Board of
Franz Haniel & Cie. GmbH

Statutory positions

Member of the Supervisory Board:

Bilfinger Berger AG

Heitkamp-Deilmann-Haniel GmbH

Readymix AG

TAKKT AG*

Bernhard Walter

Born on March 3, 1942

Residence

Bad Homburg vor der Höhe

Occupation

Formerly Speaker of the Executive Board of
Dresdner Bank AG

Statutory positions

Deputy Chairman of the Supervisory Board:

Wintershall AG

Member of the Supervisory Board:

Bilfinger Berger AG

DaimlerChrysler AG

Deutsche Telekom AG

Henkel KGaA

mg technologies AG

Staatliche Porzellan-Manufaktur Meissen GmbH

Thyssen Krupp AG

Comparable positions

Chairman of the Administrative Board:

KG Allgemeine Leasing GmbH & Co.

The Supervisory Board proposes to the Annual General Meeting that the following gentlemen be elected as deputy members:

Dr. jur. Jürgen Than

Born on July 25, 1941

Residence

Hofheim am Taunus

Occupation

Chief legal Officer of Dresdner Bank AG

Dr. jur. Peter Thomsen

Born on June 4, 1942

Residence

Weinheim

Occupation

Lawyer

Statutory positions are memberships of supervisory boards of companies that are legally obliged to form a supervisory board.

Comparable positions are memberships of similar monitoring boards of companies in Germany and abroad.

* Group position