BILFINGER ENGINEERING AND SERVICES

Bilfinger SE | Investors‘ and Analysts‘ Conference

FINANCIAL YEAR 2015

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Agenda

1. **Financial year 2015**
2. Focus on Core Business
3. Segments
4. Outlook financial year 2016

Financial year 2015 met expectations

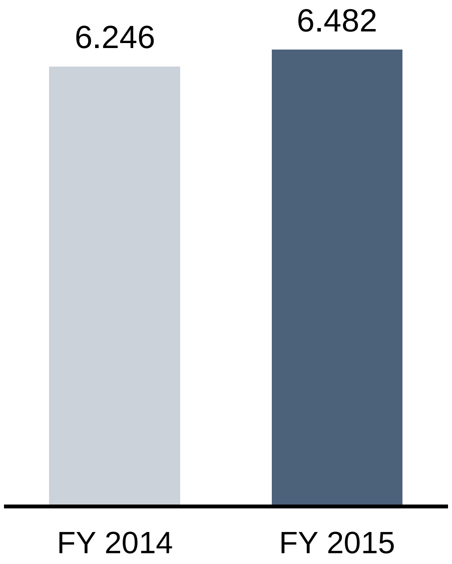
- **Output volume** increased: €6.5 billion (+4 percent)
- **Orders received** well above previous year: €6.8 billion (+24 percent)
- **Adjusted EBITA** surpasses forecast: €186 million (margin: 2.9 percent)
- **Cash flow from operating activities** increased: €124 million (prior year: €34 million)
- **Net profit** burdened by announced one-time effects: -€489 million

Focus strategy launched, efficiency measures initiated

Increase in output volume, orders received and order backlog

Output volume

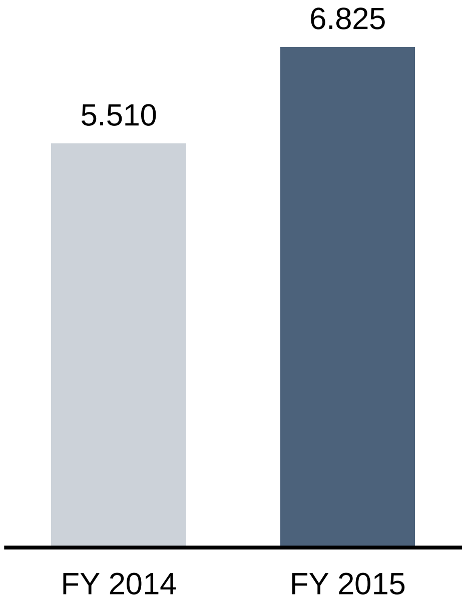
+4%



in € million

Orders received

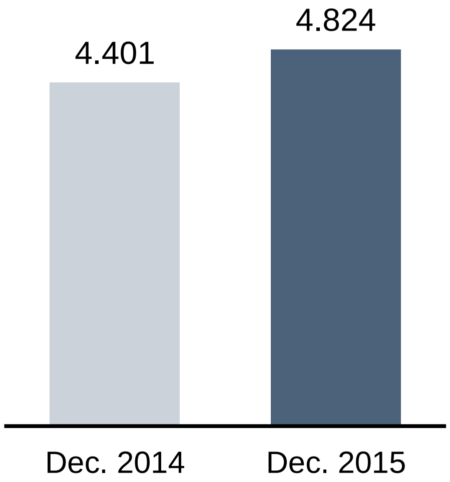
+24%



in € million

Order backlog

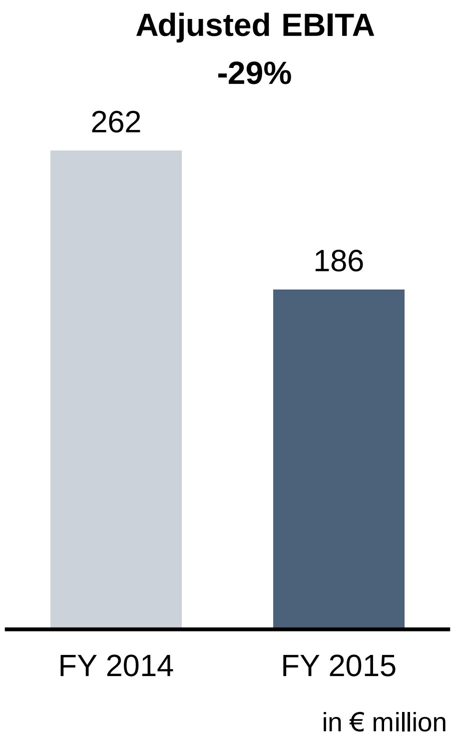
+10%

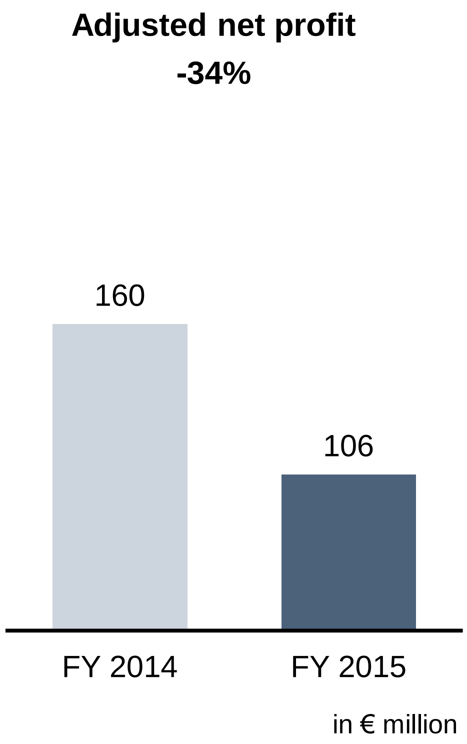


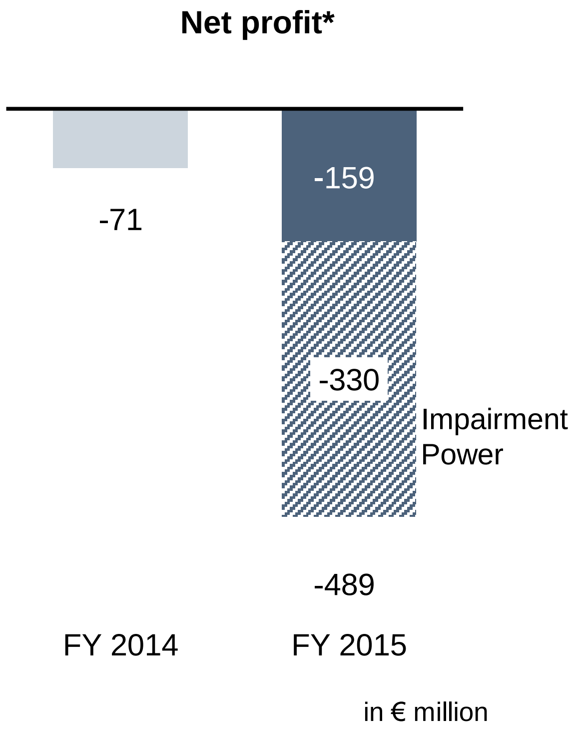
in € million

All figures refer to continuing operations unless otherwise stated

Adjusted EBITA exceeds expectations







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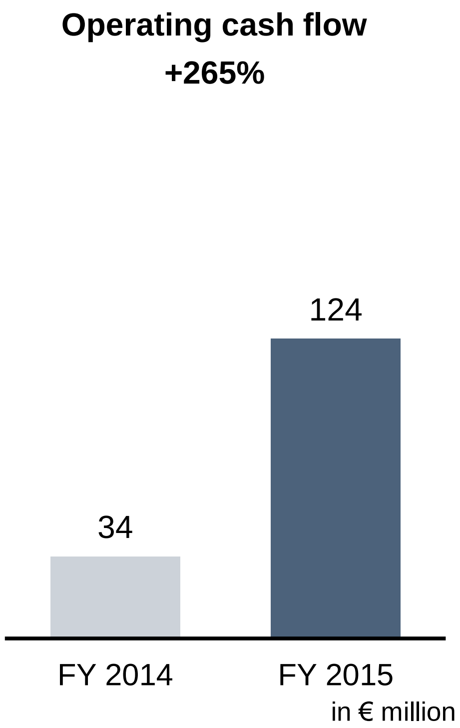
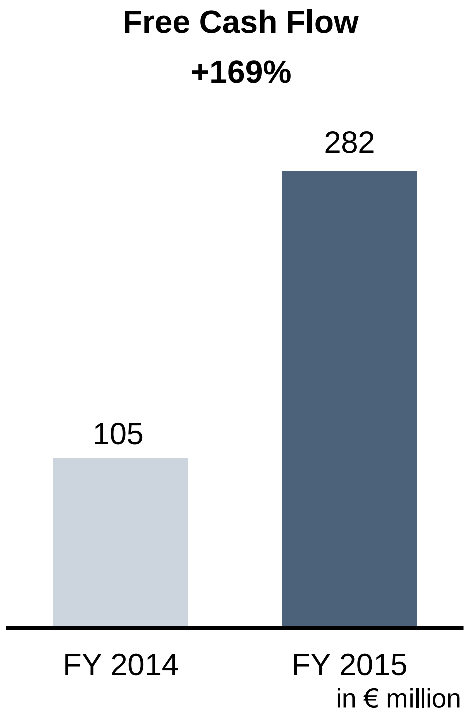
** includes continuing and discontinued operations*

Strong increase in operating cash flow and free cash flow





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Dividend
No distribution for 2015

Dividend proposal

- Executive Board and Supervisory Board will propose to the Annual General Meeting that dividend payments be suspended for financial year 2015
- Unusually strong net loss as well as cash outflow for current and upcoming restructuring measures
- Keep financial resources within the group to invest in the future of Bilfinger – on behalf of of all stakeholders

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Highlights 1/2

Further focusing on the core business

Capital Markets Day 2015

BILFINGER ENGINEERING AND SERVICES

NON-CORE ACTIVITIES

Lack of strategic fit with core businesses

Industrial: e.g.

- Steel construction ✓
- Industrial construction in USA (oil and gas industry)

Building and Facility:

- Water Technologies ✓
- Government Services

Risk minimization

- Power* **selling process**
- Offshore Systems*

* discontinued operations

Non-critical mass or outside of core regions

Industrial: e.g.

- Engineering Services in Asia-Pacific ✓
- Insulation, scaffolding and corrosion protection in Spain and Portugal

Steel Construction, Water Technologies and Engineering Services in Asia-Pacific sold

Highlights 2/2

Limiting complexity through a reduction of legal entities and number of countries

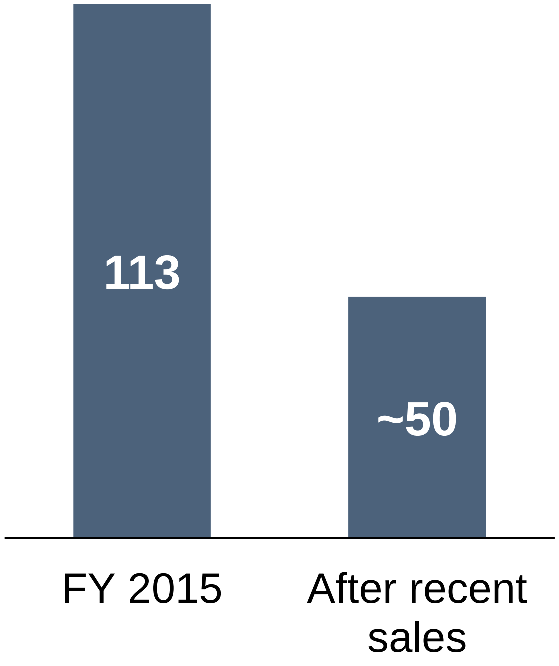
Analysis → Quick wins → Ongoing reduction process

In focus:

- Reduction of number of legal entities with the focus on non-operating and sub-critical units
- Reduction of non-European countries

Reduces costs and compliance risks
Increases internal transparency

Number of Bilfinger countries



Compliance

Role model status as competitive advantage

Current situation

- Bribery case identified in **2003 in Nigeria**
- **Deferred Prosecution Agreement** signed in 2013 with US Department of Justice
- Compliance **Monitor** appointed for 3 years to review the effectiveness of the Compliance Program with reporting obligation to the US authorities

Measures

- Development and implementation of a **group wide, effective compliance Program**
- Focus on **prevention**
- **Realignment** of our policies framework, governance, responsibilities and the internal control system
- Launch of a comprehensive, worldwide **training** initiative
- Compliance as prerequisite and selection criteria for all our **leaders**

Result

- 2016: related **costs** for the remediation of our compliance program and the closing of pending allegations leads to costs of approx. **€50 million**
- Compliance perceived as **market differentiator**
- Costs related to the Compliance program are seen as **investment in our future**

Compliance is top priority on every leader‘s agenda

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Industrial

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INDUSTRIAL

Output volume 2015:
€3.65 billion

Adjusted EBITA margin 2015:
3.5 percent

- Bilfinger is the **largest provider of industrial services** in Europe in the process industry
- Customized solutions and multi-disciplinary services for **asset performance optimization**
- **Broad customer base**
- **Sound, low-risk business model** with parts of the business being sensitive to the oil-price development

Goal: Expand market leadership in core European countries

Industrial
Extension of important framework contracts

Selected recent wins

Customers	Total Volume (in € million)
Consumer goods company, USA Midstream Oil & Gas company, USA	600
Two Oil & Gas companies, North Sea	150
Netherlands	150
UK	140
TOTAL Germany	100
3 international pharma companies	60

Focus on core business

- Disposal of Engineering Services in Asia-Pacific
- Disposal of Steel Construction

Continuous Improvement

- Numerous efficiency enhancement measures initiated
- Bilfinger Maintenance Concept is setting standards in industrial maintenance
- Bilfinger Mobile Solutions builds on digitization trend

Building and Facility

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- **Integrated service provider** for management, consulting and realization of real-estate and real-estate portfolios throughout all **lifecycle phases**
- Strong **technical background** and high degree of **self-delivery**
- Very large, **fragmented** market with trend toward **consolidation**
- **Market trends**: Integrated services, internationalization, energy efficiency, digitization

BUILDING AND FACILITY EX WATER

Output volume 2015:

€2.6 billion

Adjusted EBITA margin 2015:

4.8 percent

Goal: Leading European real-estate services provider

Building and Facility
Order backlog at all-time high

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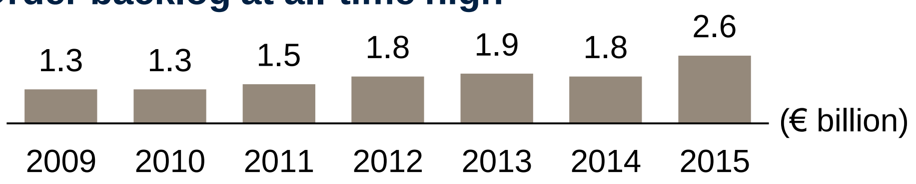
Selected recent wins

Customers	Order Intake	Total Volume (in € million)	Duration (in years)
Merck	Feb 16	18	2
AIRBUS	Jan 16	42	5
MAHLE Driven by performance	Jan 16	21	5
Pharma company	Nov 15	175	5
Pharma company	Nov 15	22	4
RBS The Royal Bank of Scotland	Nov 15	15	5
ZURICH	Nov 15	62	3
ZEISS	Sep 15	24	5
BMW	Aug 15	29	5

Order backlog at all-time high[1)]



(1) of core divisions BU, FS, RE, as of December 31, 2015

Achievements

- **Focus on core business:** Disposal of division Water Technologies (closing planned for Q1 2016)
- **Corporate customers:** Several new contract wins, recent market entry in Sweden and Benelux and entry into pharmaceuticals business
- **Digitization:** Think tank under development, partnership with Fraunhofer Institute established
- **Energy efficiency:** New contract wins (ELO-Frost, FrieslandCampina), additional experts hired
- **Continuous improvement:** Shared Service Center in Poland for customer facing processes

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Outlook 2016

Output volume, adjusted EBITA

€ million	Output volume		Adjusted EBITA	
	2015*	expected 2016	2015*	expected 2016
Industrial	3,650	significant decrease	128	at prior-year level or slight increase
Building and Facility*	2,627	slight increase	126	slight increase
Others	-77	-	-90	-
Group*	**6,200**	significant decrease	**164**	slight increase

** on a comparative basis, i.e. without Water Technologies*
Definition for the qualitative comparative forecast:
at prior-year level: + / - -0% slight: 1- -5% significant: > 5%

Expectations Q1 2016
EBITA at prior-year level

- **Industrial:**
  Decrease in output volume due to low oil price level,
  EBITA above prior-year level as a result of efficiency enhancement measures initiated in FY 2015
- **Building and Facility:**
  As expected, slight weakening in number of real-estate transactions and in investment behavior, therefore decrease in output volume and EBITA
- **Group:** EBITA at prior-year level despite lower output volume

The way forward

ENGINEERING AND SERVICES
BILFINGER

Foundation for growth established

2015

- **Group:** High orders **received** and high **cash inflows**
- **Industrial:** Restructuring initiated, Focus on **operational efficiency and commercial excellence**
- **Building and Facility:** Further **profitable growth** realized

Transitional year

2016

- Finalization of **review process for Building and Facility**, if necessary modification of group strategy
- Program for **efficiency enhancement in administration**
- Start **growth initiatives**

Expand business

Medium and long term

- **Expansion** in selected regions
- Drive **market consolidation**

Ongoing improvement in business processes and profitable growth
Recognize and utilize hidden potentials