# Bilfinger Berger: Further transformation picking up pace

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# Agenda

- 1. Bilfinger Berger Further transformation picking up pace
- 2. Segment highlights Q1 2010
- 3. Outlook
- 4. Financials
- 5. Appendix



## The Multi Service Group - Highlights

- European market leader in Industrial Services for the process industry
- Strong player in Power Services, European market leader for high-pressure piping
- German market leader for integrated facility management
   One of the few providing comprehensive real-estate related services along the life-cycle
- A leading player in civil construction with major focus on Europe
- Established partner of the public sector for concession projects in economically and politically stable regions
- Strong track record in acquisitions and integration
- Focus on services reduces dependency on economic cycles and on individual major projects



# 3m 2010: Highlights

- Good start in FY 2010
- Earnings more than doubled
- Sale of Bilfinger Berger Australia proceeding as planned
- New business-segment structure introduced
- Outlook confirmed



## New segment reporting

- Greater transparency in services business main volume and earnings driver
- Bundling of businesses with homogeneous risk profile
- Five new segments:

**Industrial Services** 

**Power Services** 

**Building and Facility Services** 

Construction

Concessions

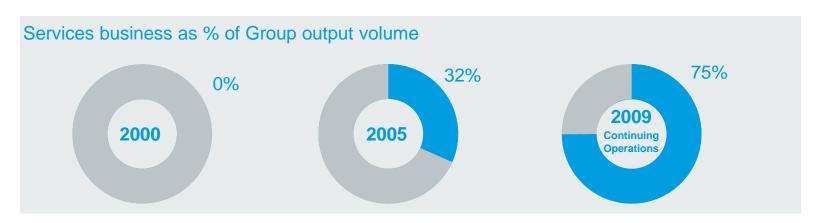
BB Australia = discontinued operations

## Further transformation picking up pace

- Selling process for Bilfinger Berger Australia proceeding as planned
   Prospectus lodged on June 08, 2010 completion of IPO targeted for mid-July 2010
- Continuous market screening for potential acquisitions in services
- Changes in business profile:
  - 1. Building and Facility Services
  - → Nigerian business has become a provider of construction-related services
  - → German Building with significant improvement of risk profile and lower volume
  - → Combined with Facility Services, they provide real estate life-cycle solutions

#### 2. Construction

→ Civil engineering activities with a stronger regional focus, improved risk profile and overall lower volume





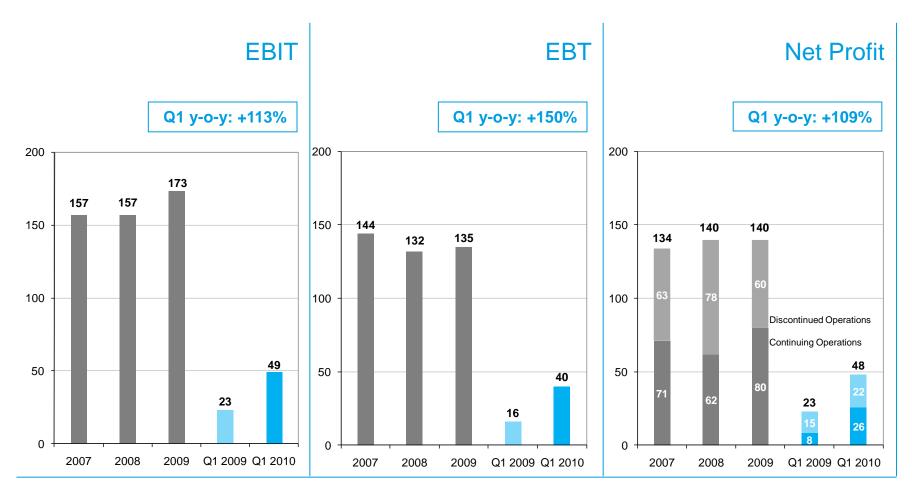
# Q1 2010: Stable development in output volume and orders



In € million Continuing Operations



# Q1 2010: All segments contribute to significantly higher earnings



In € million

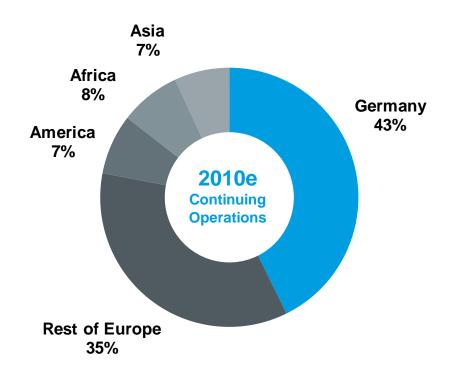
**EBIT** and **EBT** Continuing Operations

2008 figures w/o exceptional item relating to the sale of French subsidiary Razel (+€45m pre-tax, +€60m post-tax)

Bilfinger Berger AG Company Presentation



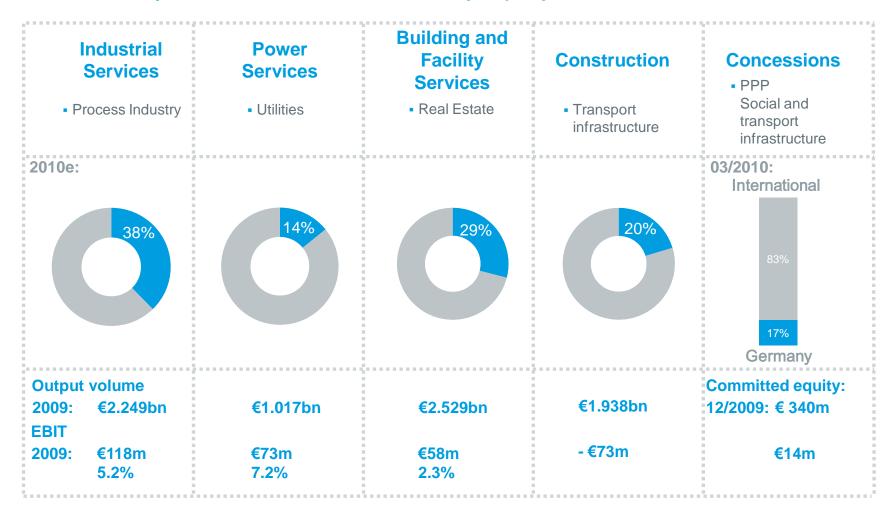
# International business with core area Europe







# Focus on services reduces dependency on economic cycles and on individual major projects





# Majority of business with stable revenue and earnings stream

Contract structure	Customer structure	Business activities
Industrial Services	diversified	
85% Maintenance	Oil and Gas 30%	Maintenance, inspection, repairs, improvements, modifications
15% Service projects	Chemical, Petrochemical, Pharma 30%	E/l&C (Electrical, Instrumentation and Control) engineering, mechanical systems
	Energy 15%	Industrial insulation, scaffolding, corrosion protection
	Others 25%	Technical noise control
		Project coordination and management, Full-service maintenance
Power Services	concentrated	
50% Maintenance	85% Utilities	Life-cycle services for fossil fuel and nuclear power plants
50% Service projects	15% Industry	Maintenance, inspection, repair, rehabilitation
		Boilers: Engineering, construction, conversion and modernization
		High-pressure piping: Engineering, manufacturing, assembly and fitting
Building and Facility Services	diversified	
50% Maintenance	30% Public clients	Customized services for real-estate properties along the entire lifecycle
50% Projects	70% Private clients	Integrated facility management with focus on technical facility management
		and property management services
		Construction-related services
Construction	diversified	
100% Projects	close to 100% Public clients	Design and construction of major infrastructure projects
Concessions	diversified	
100% Projects	100% Public clients	Delivery and operation of transport and social infrastructure projects as a private partner to the public sector

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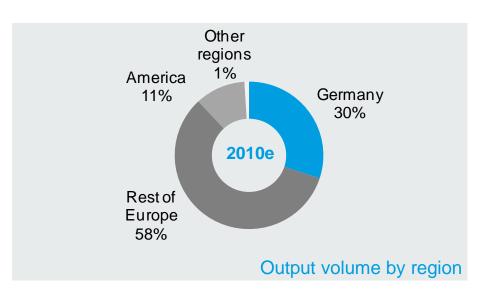
# Industrial Services: Services for maintenance and repair of industrial plants

### Markets and highlights

- Double-digit growth in volume and EBIT
- Organic development:-10% in output volume, -12% in EBIT
- EBIT margin at 4.1% (Q1 2009 4.4%)
   EBITA margin at 5.2% (Q1 2009 5.1%)
- Organic order development:
   Slightly below Q1 2009, but book-to-bill >1
   We expect demand to pick up during the year

### Outlook 2010

Increase in output volume and EBIT



in € million	3m 2009	3m 2010	Change	2009
Output volume	549	660	20%	2,249
Orders received	623	785	26%	2,402
Order backlog	1,654	2,332	41%	2,040
Capital expenditure	9	12	33%	49
Amortization of intang. from acq.	4	7	75%	14
EBIT	24	27	13%	118



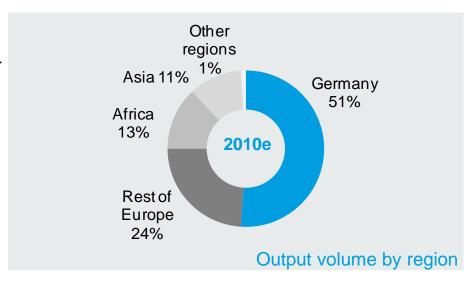
# Power Services: Services for maintenance, modernization, delivery and assembly of power plant components

### Markets and highlights

- Double-digit growth in output volume and EBIT
- Organic development:0% in output volume, +6% in EBIT
- EBIT margin at 6.5% (Q1 2009: 6.2%)
- Economic crisis and political debate delay the construction of new power plants in Germany and some other European countries
- Continuously good demand in South Africa

### Outlook 2010

Increase in output volume and EBIT



in € million	3m 2009	3m 2010	Change	2009
Output volume	227	260	15%	1,017
Orders received	305	286	-6%	1,024
Order backlog	1,179	1,198	2%	1,137
Capital expenditure	4	6	50%	28
Amortization of intang. from acq.	0	1		1
EBIT	14	17	21%	73



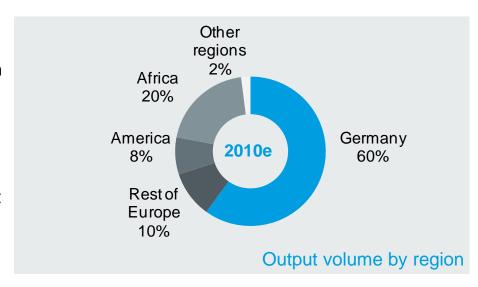
# Building and Facility Services: Providing real estate life-cycle services

### Markets and highlights

- Decrease in output volume due to reduction in German building activities as planned
- Improved earnings
- Declining demand on German building market
   Stable situation in Facility Services
   Nigerian construction-related services with
   good capacity utilization

### Outlook 2010

 Decrease in output volume due to reduction of German building volume Improvement in EBIT



in € million	3m 2009	3m 2010	Change	2009
Output volume	582	490	-16%	2,529
Orders received	701	735	5%	2,481
Order backlog	2,348	2,443	4%	2,181
Capital expenditure	3	2	-33%	17
Amortization of intang. from acq.	2	2	0%	9
EBIT	3	6	100%	58



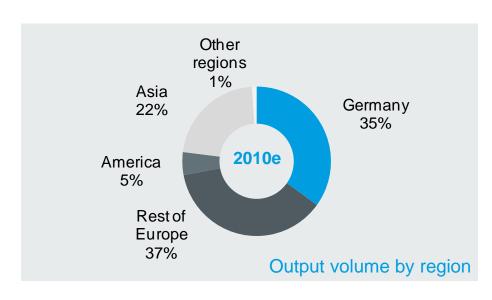
# Construction: Civil engineering activities with focus on Europe

### Markets and highlights

- Continuous reduction in volume
- Significant improvement in earnings
- Regional focus on Europe
- Overall good business environment
- No material impact from Cologne subway project

### Outlook 2010

Reduction in output volume
 Significantly positive EBIT



in € million	3m 2009	3m 2010	Change	2009
Output volume	417	352	-16%	1,938
Orders received	489	277	-43%	1,749
Order backlog	3,217	2,895	-10%	2,962
Capital expenditure	6	5	-17%	38
EBIT	-16	-1		-73



# Concessions: Focus on social and transport infrastructure

### Markets and highlights

- New major transport infrastructure project (availability-based model) in Australia
- A further Australian project was closed in May: Ararat prison, 50% equity share
   ~€17m committed equity,
  - ~€190m investment volume
- Committed equity approaching target of €400m
- Opportunities for partial divestment are currently being explored

### Outlook 2010

Again, value creation and positive EBIT



number / in € million	3m 2009	3m 2010	Change	2009
Projects in portfolio	25	27	8%	26
thereof under construction	14	9	-36%	8
Committed equity	334	364	9%	340
thereof paid-in	118	167	42%	140
thereof equity bridge loans	164	164	0%	164
EBIT	2	4	100%	14



# Discontinued Operations: Bilfinger Berger Australia

### Markets and highlights

- Unchanged positive market environment
- Order backlog at new record high
- Positive impact of currency exchange rate

in € million	3m 2009	3m 2010	Change	2009
Output volume	641	677	6%	2,676
Orders received	602	877	46%	3,433
Order backlog	2,550	3,839	51%	3,342
Capital expenditure	6	4	-33%	27
EBIT	20	30	50%	77

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## Key strategic objectives

### Further expansion in services

- Full service provider in Industrial,
   Power as well as in Building and
   Facility Services
- Focus on life-cycle approach
- Organic as well as external growth to further strengthen Bilfinger Berger's strong market position

# Significant reduction of volume and margin improvement in construction

- Reduction of volume
- IPO of Australian business
- Major focus on projects in Europe with attractive risk-and-reward profile
- Leverage technical expertise

# Further development of Concessions

- Investments in selected projects
- Target volume of €400m committed equity
- Active portfolio management

### Outlook

Continuing operations:

2009: Output volume of €7.7 billion, EBIT of €173 million, net profit of €80 million

2010:

Further growth in output volume
Disproportionately high increase in EBIT and net profit

- Business operations in Australia (discontinued operations) will contribute to net profit until disposal, in addition to the expected capital gain
- Medium-term: Group EBIT margin of at least 4%

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# Volume and contract overview Q1 2010 Continuing Operations by business segment

	Ou	tput volume	€	Orders received		Order backlog		)	
in € million	3m 2009	3m 2010	Change	3m 2009	3m 2010	Change	03/2009	03/2010	Change
Industrial Services	549	660	20%	623	785	26%	1,654	2,332	41%
Power Services	227	260	15%	305	286	-6%	1,179	1,198	2%
Building and Facility Services	582	490	-16%	701	735	5%	2,348	2,443	4%
Construction	417	352	-16%	489	277	-43%	3,217	2,895	-10%
Consolidation / Other	2	10		10	39		22	72	
Continuing Operations	1,777	1,773	0%	2,127	2,122	0%	8,421	8,941	6%





# P&L: Separate disclosure of discontinued operations

in € million	3m 2009	3m 2010	FY 2009
EBIT	23	49	173
Net interest result	-7	-9	-38
EBT	16	40	135
Income taxes	-8	-14	-52
Earnings after taxes from continuing operations	8	26	83
Earnings after taxes from discontinued operations	15	22	60
Minority interest	0	0	-3
Net profit	23	48	140
EPS (in €)	0.60	1.10	3.79



# Increase in negative interest result

in € million	3m 2009	3m 2010	FY 2009
Interest income	5	3	10
Interest expense	-5	-7	-22
Current interest result	0	-4	-12
Net interest from pensions	-3	-4	-13
Interest expense for minority interest	-4	-1	-13
Net interest result	-7	-9	-38



# Only minor changes in balance sheet

Changes to pro-forma balance sheet as of December 31, 2009

Assets	March 31, 2010			March 31, 2010	Equity and liabilities
In € million	8,097	+156	+156	8,097	In € million
Assets available for sale	883	+122	+62	552	Liabilities available for sale
Cash	410	-225	-		
Other current assets	1,091	+131	-24	1,677	Other current liabilities <sup>2)</sup>
			-47	408	Liabilities from POC
Trade receivables	911	-52	-84	805	Trade payables
Other non-current assets	1,093	+11	+11	954	Non-current liabilities <sup>3)</sup>
Receivables from concession projects	2,293	+159	+166	2,068	Non-recourse debt
Intangible assets <sup>1)</sup>	1,416	+10	+72	1,633	Shareholders' equity

<sup>1)</sup> Thereof goodwill €1,398 million (including intangibles from acquisitions)

<sup>2)</sup> Thereof financial debt, recourse €17 million

June 09, 2010



# Valuation net debt of continuing operations currently at - €100 million

in € million	Dec 31 2009	Mar 31 2010
Cash and cash equivalents	635	410
Financial debt (excluding non-recourse)	-287	-285
Inter-company loan BB Australia	-65	-68
Pension provisions	-287	-288
Net cash (+) / net debt (-) position	-4	-231
Concessions equity bridge loans	164	164
Intra-year working capital need	-250	
Valuation net cash (+) / net debt (-)	approx100	approx100

→ Negative working capital of € -802 million (pro-forma Dec. 31, 2009: € -1,039 million)

Pro-forma figures as of December 31, 2009 (Continuing Operations)

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# Recourse debt structure: No short-term refinancing needs

- €250 million promissory note loan with approx. 6% interest rate p.a.
  - → valid through 2011 (€84 million) and 2013 (€166 million)
- €21 million financial leases
- €14 million short-term borrowings
- No drawings from syndicated loan facility with floating interest rate
  - → Revolving backstop facility with maximum of €300 million to finance working capital swings
  - → valid through 2012

# Improvement of operating cash flow based on lower negative change in working capital





in € million	3m 2009	3m 2010	FY 2009
Cash earnings from continuing operations	41	62	193
Change in working capital	-253	-195	177
Gains on disposals of non-current assets	-3	-1	-5
Cash flow from operating activities of continuing operations	-215	-134	365
Net capital expenditure on property, plant and equipment / Intangibles	-22	-19	-122
Proceeds from the disposal of financial assets	0	0	17
Free Cashflow from continuing operations	-237	-153	260
Investments in financial assets of continuing operations	-90	-45	-361
Cash flow from financing activities of continuing operations	5	-15	172
Change in cash and cash equivalents of continuing operations	-322	-213	71
Change in cash and cash equivalents of discontinued operations	-18	26	-25
Other adjustments	3	18	32
Cash and cash equivalents at January 1	720	798	720
Cash and cash equivalents at March 31 discontinued operations		219	
Cash and cash equivalents at March 31 / December 31	383	410	798



# Five-year overview – including discontinued operations

in € million	2005	2006	2007	2008	2009
Output volume	7,061	7,936	9,222	10,742	10,403
Orders received	7,545	10,000	11,275	10,314	11,129
Order backlog	7,001	8,747	10,759	10,649	11,704
EBIT	110	170	229	298	250
EBT	115	173	228	283	214
Net profit	66	92	134	200	140
Cash flow from operating activities	188	207	325	357	368
Dividend distribution	37	46	64	71	88
Return on output (EBIT) (%)	1.6%	2.1%	2.5%	2.8%	2.4%
Return on equity (w/o minorities) (%)	5.9%	8.1%	10.9%	16.8%	11.3%
Return on capital employed (%)	10.9%	16.3%	18.7%	23.2%	15.6%
Shareholders' equity	1,189	1,206	1,332	1,141	1,562
Balance-sheet total	4,357	5,129	6,128	6,773	7,941
Equity ratio (%)	27%	24%	22%	17%	20%
Equity ratio (%), adjusted for non-recourse debt	31%	28%	28%	22%	26%
Net working capital	-645	-641	-697	-890	-1,222
Cash and cash equivalents	832	783	796	720	798
Financial debt, recourse	128	139	111	328	354
Financial debt, non-recourse	495	827	1,362	1,518	1,902

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# Competitive landscape

Industrial Services	Power Services	Building and Facility Services	Construction	Concessions
		Facility Services Germany		Contractor-led organizations:
Hertel	Alstom	Dussmann	ACS	Acciona
Kaefer	Balcke-Dürr Service	Hochtief Facility Management	Balfour Beatty	ACS
Stork	E.ON Anlagenservice	Strabag Property and Facility Services	BAM Groep	Balfour Beatty
Suez Energy Services	Hitachi Power Europe	Voith Industrial Services	Eiffage	Carillion
Thyssen Krupp Industrial Services (Xervon)	Kraftanlagen München	Wisag	FCC	Hochtief
Voith Industrial Services (Process Services)		Facility Services International	Grupo Ferrovial	Leighton
		Cofely-GDF Suez	Hochtief	Vinci
		Faceo Facility Management/VINCI Facilities	Skanska	
		ISS	Strabag	Funder-led organizations:
		Johnson Controls	Vinci	Macquarie
		Jones Lang LaSalle		RBS
		Sodexo Group		
		Building Germany		Investment organizations:
		BAM Groep		Laing
		Hochtief		Pension Funds
		Regional Mittelstand		
		Strabag		



# Concessions portfolio as of 03/31/2010 Transport infrastructure

	Investment volume € million	Percentage held %	Equity committed € million	Method of con- solidation 1)	Status	Concession period
Transport Infrastructure	CITIMOTT	70	CITMINOT			
- Herrentunnel, Lübeck, Germany	176	50	_ 2)	E	operational	2005 - 2035
- M6, Phase I, Hungary	482	40	19	Е	operational	2006 - 2026
- Kicking Horse Pass, Canada	100	100	7	F	operational	2007 - 2030
- M1 Westlink, Northern Ireland	230	75	9	F	operational	2009 - 2036
- Golden Ears Bridge, Canada	800	100	34	F	operational	2009 - 2041
- E18 Highw ay, Norw ay	453	50	9	Е	operational	2009 - 2034
- Northeast Stoney Trail, Canada	293	100	9	F	operational	2009 - 2039
- M6, Phase III, Hungary	520	45	23	Е	under construction	2010 - 2038
- Northwest Anthony Henday Drive, Canada	750	100	36	F	under construction	2011 - 2041
- M 80, Great Britain	352	83	44	F	under construction	2011 - 2041
- BAB A1 "Hamburg-Bremen", Germany	650	43	43	Е	under construction	2013 - 2038
- Peninsula Link, Australia	561	33	26	Е	under construction	2013 - 2038
Sub-total transport infrastructure			259			

<sup>1)</sup> F = full consolidation, E = at equity consolidation

<sup>2)</sup> Written-off and not included in any figures related to the Concessions segment.



# Concessions portfolio as of 03/31/2010 Social infrastructure

	Investment volume	Percentage held	Equity committed	Method of con- solidation 1)	Status	Concession period
	€ million	%	€ million			
Social Infrastructure						
- Liverpool & Sefton Clinics, Great Britain	77	27	2	Е	operational	2004 - 2030
- Barnet & Harringey Clinics, Great Britain	44	27	1	Е	operational	2005 - 2031
- Gloucester Hospital, Great Britain	60	50	3	E	operational	2005 - 2034
- Bedford Schools, Great Britain	41	100	4	F	operational	2006 - 2035
- Victoria Prisons, Melbourne, Australia	150	100	17	F	operational	2006 - 2031
- Administrative Center Unna, Germany	24	90	2	F	operational	2006 - 2031
- Coventry Schools, Great Britain	36	100	4	F	operational	2007 - 2035
- Kent Schools, Great Britain	155	100	13	F	operational	2007 - 2035
- Royal Women´s Hospital, Australia	198	100	11	F	operational	2008 - 2033
- Burg Prison, Germany	100	90	8	F	operational	2009 - 2034
- Scottish Borders Schools, Great Britain	137	75	8	F	operational	2009 - 2038
- Clackmannanshire Schools, Great Britain	136	85	6	F	operational	2009 - 2039
- East Down & Lisburn, Great Britain	91	50	3	E	under construction	2011 - 2039
- Staffordshire Fire Stations, Great Britain	54	85	5	F	under construction	2011 - 2036
- Particle Therapy Center Kiel, Germany	258	50	11	Е	under construction	2012 - 2036
- Kelow na & Vernon Hospitals, Canada	260	50	8	Е	under construction	2012 - 2042
Sub-total social infrastructure			105			
Total as of March 31, 2010			364			

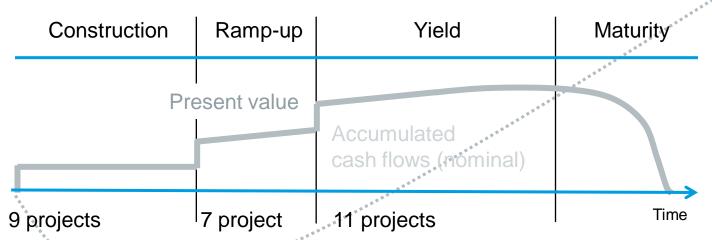
<sup>1)</sup> F = full consolidation, E = at equity consolidation





## Majority of projects is still under construction or in ramp-up

### Maturity of project portfolio as of March 31, 2010



BAB A1, GER

Particle Therapy Center, GER

East Down & Lisburn, UK

M80 Motorway, UK

Staffordshire Fire Stations, UK

M6, Phase III, Hungary

Kelowna & Vernon Hospitals,

CAN

Northwest Anthony Henday

Drive, CAN

Peninsula Link, AUS

Burg Prison, GER

Clackmannanshire Schools, UK

**Scottish Borders** 

Schools, UK

M1 Westlink, UK

E18, NOR

Golden Ears Bridge,

CAN

Northeast Stoney Trail, CAN

Admin Center Unna, GER

Barnet & Harringey Clinics, UK

Bedford Schools, UK

Coventry Schools, UK

Gloucester Hospital, UK

Kent Schools, UK

Liverpool & Sefton Clinics, UK

M6, Phase I, Hungary

Kicking Horse Pass, CAN

Royal Women's Hospital,

AUS

Victoria Prisons, AUS





## Directors' valuation of Concessions portfolio

### General

- The DCF method of valuation is generally used
- Only projects where "financial close" has taken effect are included
- Cash flows serving as the basis are derived from financial models approved by external lenders
- Future potential refinancing gains are not taken into account in the valuation
- Valuation is based on specific discount rates between 8% and 12% considering different risk profiles. Weighted average discount rate as at December 31, 2009 was 10.2%. (December 31, 2008: 10.5%)

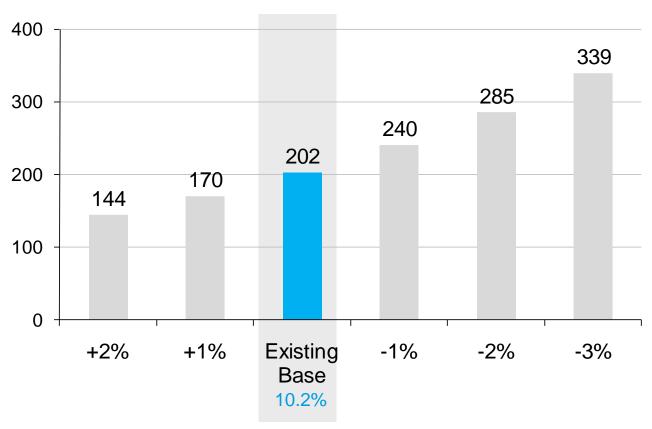
### Specific discount rates

- Weighted risk-free basic interest rate is derived from country specific long-term treasury bonds (currently 6 %)
- Premium on basic interest rate for project type adjustments
  - 2% for projects where revenues depend exclusively on the degree of availability (e.g. schools)
  - 3% for projects, that entail limited volume risks
- Further premium on basic interest rate for project phase adjustments
  - 3% in the construction phase
  - 2% in the ramp-up phase
  - 0% in the operation phase, when revenues and costs are certain



# Portfolio value further increased Additional upside potential if lower discount rate is applied

→ End of December 2009: NPV of € 202 million at a discount rate of 10.2% significantly above book value of € 140 million



Sensitivity of Net Present Value to different base rates as of December 31, 2009

In € million





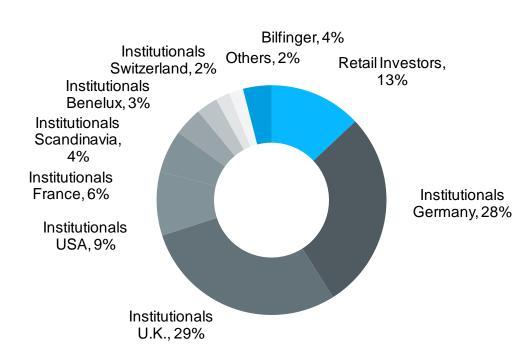
## Share buyback and shareholder structure

### Share buyback

- Duration of program:February 19 to April 29, 2008
- Volume: €100 million1,884,000 sharesAverage price: € 53.07
- No cancellation planned
   Maintaining the financial resources to secure growth strategy

### Shareholder structure as of 12/31/2009

- 100% free float
- High proportion of institutional investors
- Very international shareholder base







### Financial calendar and share facts

Aug. 12, 2010 Interim Report Q2 2010

Nov. 10, 2010 Interim Report Q3 2010

52 week high / low:	€ 58.80 / € 27.72 (as at June 07, 2010)
Closing price June 07, 2010	€ 45.16
Market cap: 1)	€ 2.1 bn (as at June 07, 2010)
Shares outstanding: 1)	46,024,127
ISIN / Ticker abbreviation:	DE0005909006 / GBF
Main stock markets:	XETRA / Frankfurt
Segments Deutsche Boerse	Prime Standard
/ Indices:	MDAX, Prime Construction Perf. ldx.,
	DJ STOXX 600, DJ EURO STOXX,
	DJ EURO STOXX Select Dividend 30, MSCI Europe

<sup>1)</sup> Including 1,884,000 shares held as treasury stock

2006

2.29

1.15

2.3%

50%

51.47

34.81

51.25

29.54

1.7

2,065

2.2%

2007

3.32

1.66

3.4%

50%

68.99

43.71

48.72

32.50

1.5

1,963

2.1%

2005

1.66

0.92

2.5%

56%

42.87

27.86

37.20

28.80

1.3

1,499

2.0%



2009

3.79

2.00

3.7%

53%

54.56

21.57

53.92

34.90

1.5

2,482

4.0%

2008

5.18

1.85

5.4%

36%

59.68

22.06

34.45

29.26

1.2

1,388

3.1%

### Other investor information

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Bilfinger Berger AG

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Price-earnings ratio 1)	22.39	22.39	14.66	6.65	14.2
Number of shares in '000 4)5)	37,196	37,196	37,196	37,196	46,02
Average daily turnover in number of shares	165,946	286,756	377,923	485,628	390,74

<sup>1)</sup> relating to year-end share price

in € per share /

Dividend

Earnings per share

Dividend yield 1)

Payout ratio 2)

Share price highest

Share price lowest

Share price year end

Book value per share 3)

Market-to-book value 3)

Market capitalization

MDAX weighting 1)

in million € 5)

after rights issue adjustment

<sup>2)</sup> relating to EPS

<sup>3)</sup> Shareholders' equity w/o minorities

<sup>4)</sup> relating to year-end

<sup>5) 2008</sup> and 2009: Including 1,884,000 shares held as treasury stock

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