## Bilfinger Berger: Entering new growth phase

Berenberg European Conference 2011, December 01, 2011

Roland Koch, CEO

Joachim Müller, CFO

Andreas Müller, Head of Corporate Accounting and Investor Relations





## Agenda

- 1. Bilfinger Berger Overview
- Current trading
- 3. Mid-term strategic outlook
- Details on nine months 2011
- 5. Financial backup

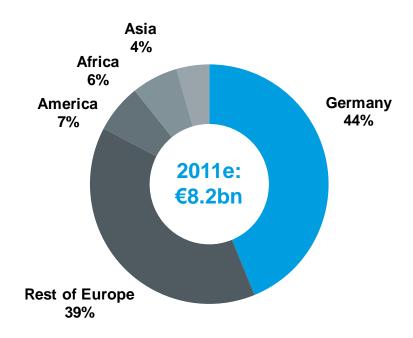
## Bilfinger Berger at a glance

- Engineering-driven Services Group
- Output volume of more than € 8 billion, EBIT margin above 4%
- Multinational player with leading positions in attractive markets
- Main customers: process industry, energy sector, financial sector, public sector
- Low cyclicality and attractive risk profile
- Strong track record in acquisitions and integration
- Solid balance sheet allows for further external growth
- One of the largest and most liquid MDAX companies, market cap of approx. € 2.7 billion



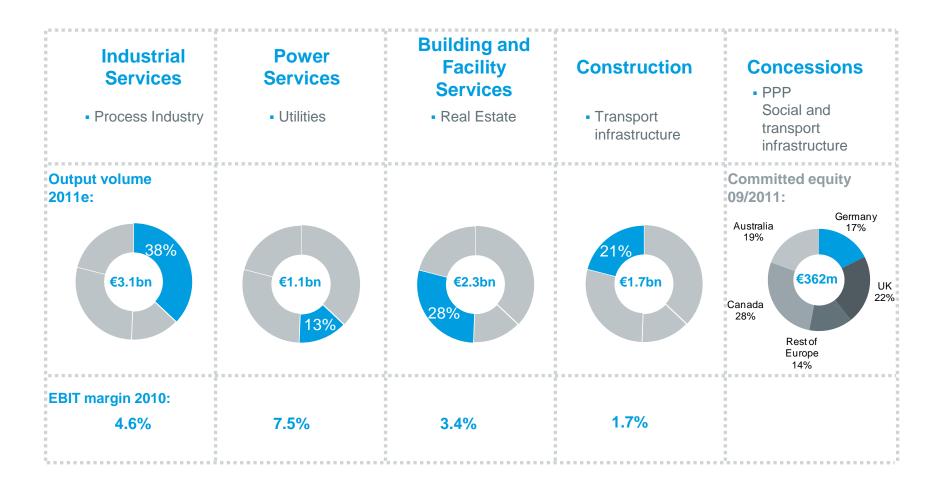


## International business with core area Europe





## Portfolio of comprehensive engineering-driven services



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## 9m 2011: Highlights

- Stable demand
- Earnings significantly increased
- Positive outlook for FY 2011 confirmed
- Initiation of listed fund in Concessions
- No significant impact on business from economic uncertainty as yet, but growth in demand has slowed in some areas
- Based on our robust business model, we are well-positioned should the economic situation deteriorate further

### Outlook FY 2011 confirmed

- Growth in output volume to € 8.2 billion
   (FY 2010: € 8.1 billion)
- Increase in EBIT to an amount of about € 350 million
   (FY 2010: € 341 million including € 21 million capital gain in Concessions)
- Substantial increase in net profit to approximately € 380 million due to capital gain from sale of Valemus Australia

(FY 2010: € 284 million)

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## Current situation / Bilfinger Berger strengths

### **Strengths:**

- Strong customer relations
- Comprehensive services offering and project know-how
- Reputation as reliable high-quality provider
- Skilled staff (engineers & skilled workers)
- Decentralized organization, close to the market
- Multi-national presence
- Major portfolio adjustment accomplished
   (Sale Valemus, close-down construction North America)
- Strong financial profile

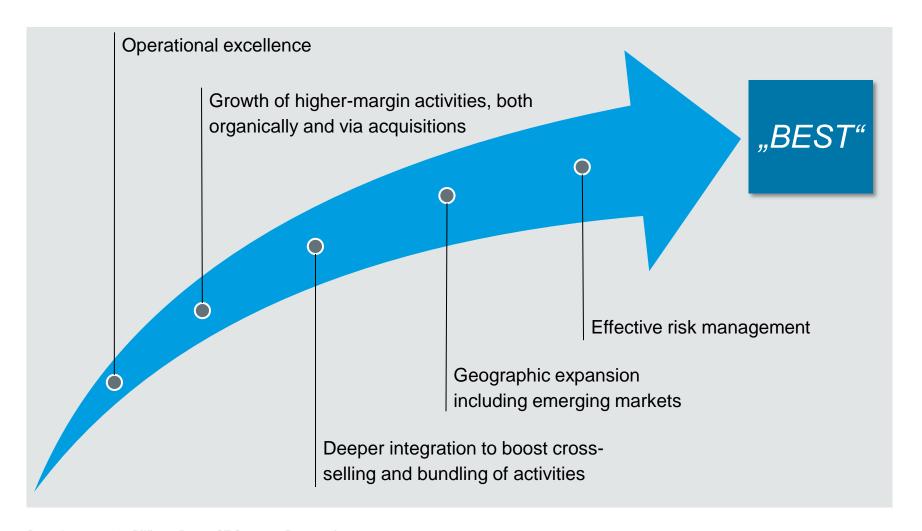




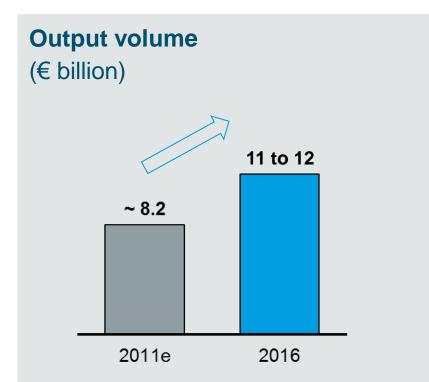
Strong basis for further development and earnings growth

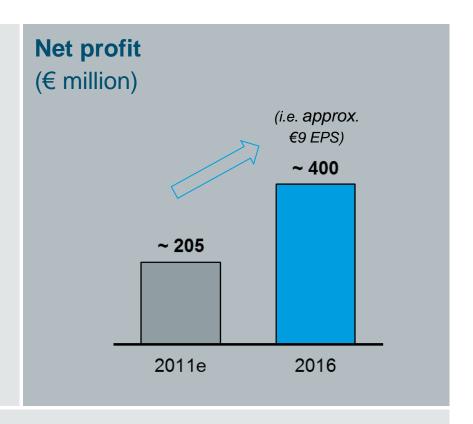


## Strategic program "BEST – Bilfinger Berger escalates strength"











Growth also supported by financial capacity for acquisitions of significantly more than €1bn



## Operational excellence (process optimization)

- Group-wide measures to support cooperation across segments:
  - Group-wide key account coordination
  - Centralized tender database
  - Internal structure for interface management
  - Enhancement of branding concept
- Optimization of international organization
- Intensified, Group-wide research & development activities
- Active support of group-wide HR interaction
- Continuing optimization of processes and increasing efficiency



# Growth strategy: Organic growth / Cooperation across segments

### **Organic growth:**

- Further development of comprehensive offerings in our focus areas
- Expansion of higher-margin activities
- Regional expansion, also by "follow our friends" strategy
- Intensified distribution of full-service offering in all our markets

### Cooperation across segments to support cross-selling and bundling of activities:

- Leveraging of customer relationships from other segments
- Stronger market presence through joint customer approach / tenders across segments
- New types of contracts, e.g. life-cycle solution "one"
- Leveraging the international distribution network

## Growth strategy: External growth

#### **Industrial Services:**

- Regional expansion: Europe, Asia (esp. India),
   Turkey, Middle East and USA
- Oil and Gas sector; E, I & C

### **Building and Facility Services:**

- German targets only with potential for sustainable, high margins
- Gain critical mass in selected European countries

### **Power Services:**

- Regional expansion: Middle East, Russia and India
- Strengthening of engineering know-how
- Market entry in renewable sector (e.g. solar thermal energy, wind park maintenance)

### **Construction:**

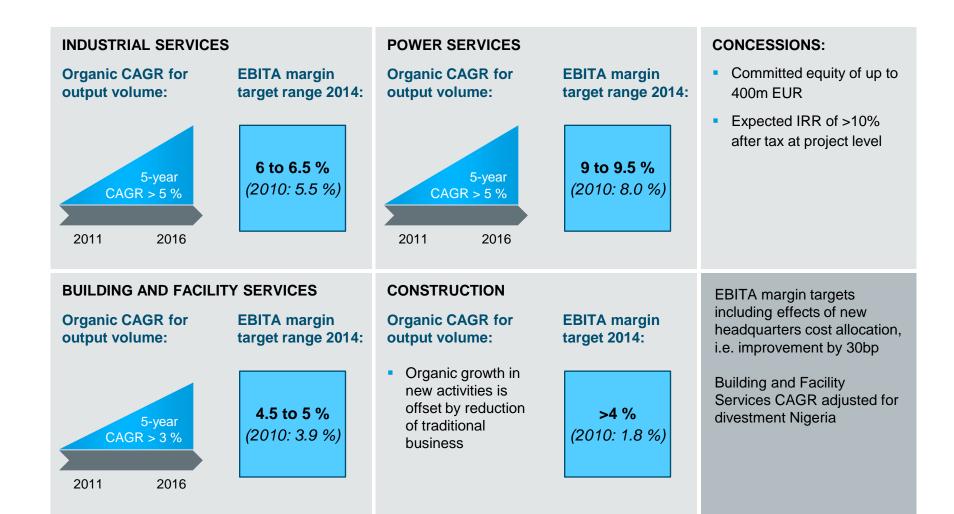
 Smaller acquisitions to support growth in new higher-margin activities



Maintain M&A discipline: Earnings accretion and ROCE > WACC



### Segment financial targets





## Group financial targets - Summary

	Current situation	Target
Organic growth	Major portfolio adjustments accomplished	5-year CAGR for output volume*: 3 to 5%
Acquisitions	Investments of approx. € 2bn Enterprise Value since 2002	Additional growth via acquisitions: Financial capacity of significantly more than € 1bn
Output volume	2011e: approx. € 8.2bn	2016: € 11 to 12bn
EBITA margin	2011e: approx. 4.7%	2014: > 5.5 % 2016: approx. 6 %
EBITA	2011e: approx. € 385m	2016: approx. € 700m
Net profit	2011e: approx. € 205m	2016: approx. € 400m i.e. approx. € 9 earnings per share
ROCE	2011e: 15 to 20%	15 to 20%
Dividend policy	Sustainable dividend development Approx. 50% payout ratio of normalized net profit	Unchanged
Financial ratios		Adjusted net debt / adjusted EBITDA < 2.5 Gearing (Total debt / Total capital) < 40%

All figures refer to continuing operations

\* Adjusted for divestment Nigeria

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\* Beambar 01 2011 Billinger Berger SE Company Presentation

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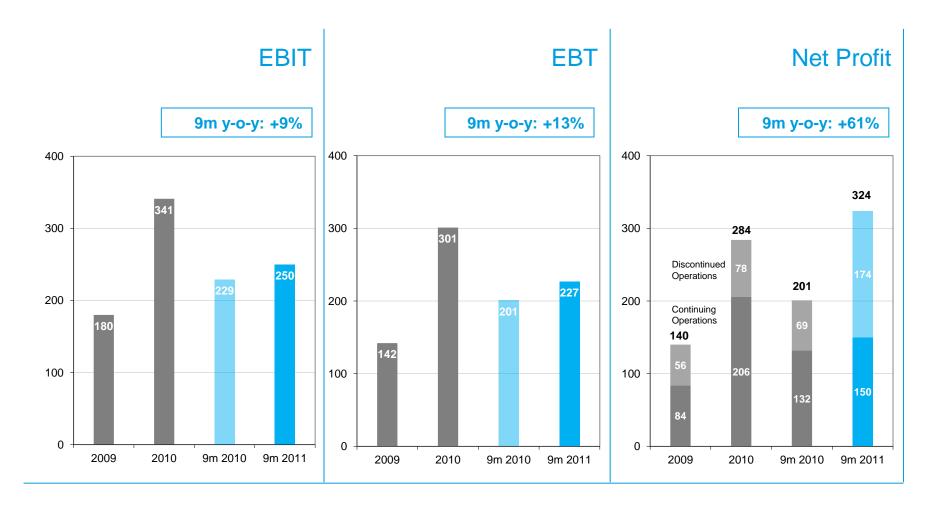
# 9m 2011: Increase in output volume mainly from Industrial Services Reduction of order backlog in Construction as planned



In € million Continuing Operations



# 9m 2011: All segments contribute to increase in operating earnings Group EBIT margin at 4%



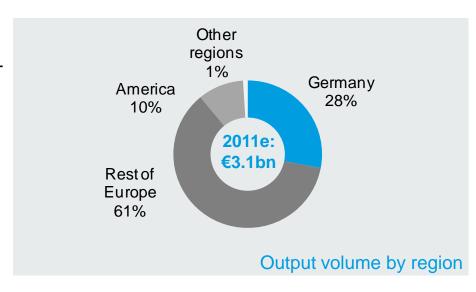
In € million EBIT and EBT Continuing Operations

### Industrial Services: Good level of demand for maintenance services

### Markets and highlights

- Double-digit growth in output volume and EBIT
- EBIT margin at 4.6% (9m 2010: 4.6%)
- Book-to-bill at 1
- Still lack of investments in projects
- Expectation of less dynamic growth in the future, but no recessionary tendencies
- Bolt-on acquisition of Alpha Mess-Steuer-Regeltechnik, provider of electro-technical services for process industry

- Output volume of € 3.1 billion
- Increase in EBIT



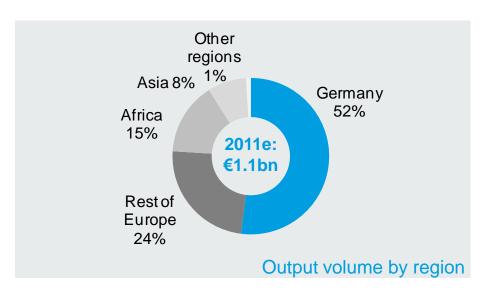
in € million	9m 2010	9m 2011	Change	2010
Output volume	2,159	2,414	12%	2,932
Orders received	2,463	2,399	-3%	3,253
Order backlog	2,563	2,503	-2%	2,601
Capital expenditure	40	45	13%	73
Depreciation of P, P & E	39	42	8%	53
Amortization of intang. from acq.	23	14	-39%	27
EBIT	100	110	10%	134

### Power Services: Growth in international business

### Markets and highlights

- EBIT margin further increased to 8.0% (9m 2010: 7.5%)
- Increase in orders received and backlog
- Promising tenders in Southeast Europe
- Intention to tackle attractive Russian market
- Still lack of clarity with regard to reaction of German utilities to energy policy changes
- Bolt-on acquisition of Rosink to complement offering for combined-cycle power plants

- Output volume of a good € 1.1 billion
- Increase in EBIT



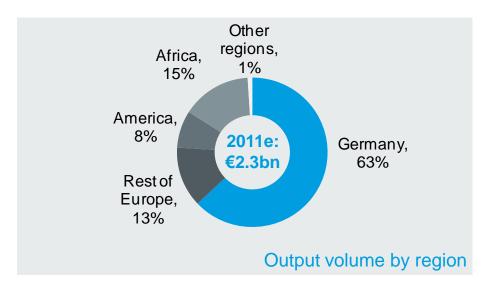
in € million	9m 2010	9m 2011	Change	2010
Output volume	824	840	2%	1,106
Orders received	667	735	10%	1,281
Order backlog	1,026	1,249	22%	1,371
Capital expenditure	21	9	-57%	33
Depreciation of P, P & E	11	14	27%	16
Amortization of intang. from acq.	3	2	-33%	5
EBIT	62	67	8%	83

## Building and Facility Services: Reduction of investments in Nigerian business

### Markets and highlights

- Orders received below very high level of 9m 2010, which was boosted by strong order volume in Facility Services and from Nigeria, but book-to-bill at 1
- EBIT margin at 3.2% (9m 2010: 3.1%)
- Good demand, especially in Germany, but continuing price pressure in Facility Services
- New product "one" offers a comprehensive life-cycle package to real-estate customers
- Bolt-on acquisition of Diemme to expand range of services in environmental and water technology

- Output volume at € 2.3 billion
- Increase in EBIT



in € million	9m	9m	Change	2010
	2010	2011	3 3 3	_0.0
Output volume	1,673	1,665	0%	2,333
Orders received	1,787	1,651	-8%	2,379
Order backlog	2,312	2,219	-4%	2,217
Capital expenditure	8	8	0%	13
Depreciation of P, P & E	11	10	-9%	20
Amortization of intang. from acq.	7	7	0%	10
EBIT	52	54	4%	80



## Reduction of investments in Nigerian business

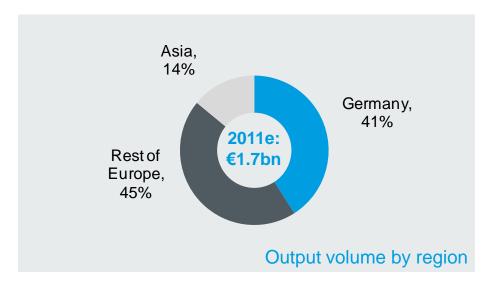
- Letter of intent with Julius Berger Nigeria PLC (JBN) according to which JBN will acquire the engineering and services activities of Bilfinger Berger Nigeria GmbH with a current output volume of €350 million
- Initial reduction of investment to 40%, further reduction planned at a future date
- Negotiations are currently at an early stage
- In addition investment in JBN will be reduced from 49% to below 40%
- Both transactions are expected to take effect in the coming year

### Construction: Increase in earnings

### Markets and highlights

- Organic output volume development: +1%
- Orders received significantly below output volume, further reduction of order backlog as planned
- EBIT margin at 1.5% (9m 2010: 1.3%)
- Weaker demand expected in Germany, but unchanged stable development in our other relevant European markets
- New internal structure strengthens competitive position in Europe

- Output volume of € 1.7 billion at previous year's level
- Increase in EBIT margin



in € million	9m 2010	9m 2011	Change	2010
Output volume	1,243	1,315	6%	1,661
Orders received	595	780	31%	961
Order backlog	2,277	1,739	-24%	2,235
Capital expenditure	14	15	7%	20
Depreciation of P, P & E	23	25	9%	31
Amortization of intang. from acq.	0	2		0
EBIT	16	20	25%	29

## Concessions: Marketing of listed fund

### Markets and highlights

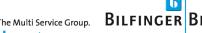
- Intention to sell up to 19 projects
   €161 million committed equity
   Expected net proceeds of up to €270 million
   Anticipated capital gain of up to €50 million
- New prison project in Australia closed in October:
   € 31 million committed equity
   50% equity share
   30-year concession period
- Good opportunities in Australia
   Satisfactory demand in Canada
   Signs of pick-up on U.K. market

### Outlook 2011

 EBIT in the magnitude of adjusted previous year's figure of € 19 million



number / in € million	9m 2010	9m 2011	Change	2010
Projects in portfolio	29	30	3%	29
thereof under construction	10	10	0%	10
Committed equity	409	362	-11%	358
thereof paid-in	168	205	22%	160
EBIT	12	15	25%	40



## Intention to sell up to 19 public-private partnership projects

- Introduction of a publicly-listed fund at premium segment of London Stock Exchange
- Shares are offered for sale to institutional investors at pre-determined price
- 19 projects to be sold with a total equity commitment of €161 million
- Expected closing of sale in Q1 2012
   Net proceeds of up to €270 million (after transaction costs of €10 million)
   Anticipated capital gain, depending on exchange rate development and other factors, in the magnitude of up to €50 million
- Commitment to strategic investment of at least 19.9 percent of fund's equity
- Through cooperation agreement, additional mature projects will be offered to the fund
- Target for equity committed remains unchanged at €400 million

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## Volume and contract overview 9m 2011 Continuing Operations by business segment

	Output volume		Orders received			Order backlog			
in € million	9m 2010	9m 2011	Change	9m 2010	9m 2011	Change	9m 2010	9m 2011	Change
Industrial Services	2,159	2,414	12%	2,463	2,399	-3%	2,563	2,503	-2%
Power Services	824	840	2%	667	735	10%	1,026	1,249	22%
Building and Facility Services	1,673	1,665	0%	1,787	1,651	-8%	2,312	2,219	-4%
Construction	1,243	1,315	6%	595	780	31%	2,277	1,739	-24%
Consolidation / Other	30	17		75	22		80	66	
Continuing Operations	5,929	6,251	5%	5,587	5,587	0%	8,258	7,776	-6%





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

	Output volume		Orders received			Order backlog			
in € million	2009	2010	Change	2009	2010	Change	2009	2010	Change
Industrial Services	2,249	2,932	30%	2,402	3,253	35%	2,040	2,601	28%
Power Services	1,017	1,106	9%	1,024	1,281	25%	1,137	1,371	21%
Building and Facility Services	2,529	2,333	-8%	2,481	2,379	-4%	2,181	2,217	2%
Construction	1,831	1,661	-9%	1,721	961	-44%	2,908	2,235	-23%
Consolidation / Other	-6	27		40	80		42	73	
Continuing Operations	7,620	8,059	6%	7,668	7,954	4%	8,308	8,497	2%



## 9m 2011: Group EBIT margin further expanded

in € million	9m 2010	9m 2011	FY 2010
Output volume	5,929	6,251	8,059
EBIT	229	250	341
EBIT margin	3.9%	4.0%	4.2%
Net interest result	-28	-23	-40
ЕВТ	201	227	301
Income taxes	-67	-75	-93
Earnings after taxes from continuing operations	134	152	208
Earnings after taxes from discontinued operations	69	174	78
Minority interest	-2	-2	-2
Net profit	201	324	284

<sup>→ € 94</sup> million depreciation on P, P & E and € 25 million amortization on intangibles from acquisitions

<sup>→</sup> Tax rate unchanged at 33%



# 9m 2011: Interest result at prior-year level Higher interest income mainly offset by higher expense for minority interest

in € million	9m 2010	9m 2011	FY 2010
Interest income	10	14	12
Interest expense	-21	-18	-25
Current interest result	-11	-4	-13
Net interest from pensions	-12	-11	-16
Interest expense for minority interest	-5	-8	-11
Net interest result	-28	-23	-40



## September 30, 2011: Changes to balance sheet

	Assets	Sept. 30, 2011			Sept. 30, 2011	Equity and liabilities
	In € million	7,319	-618	-618	7,319	In € million
	Assets available for sale (Valemus)	0	-1,050	-703	0	Liabilities available for sale (Valemus)
	Assets available for sale (Concessions)	1,669	+1,669	+1,642	1,642	Liabilities available for sale (Concessions)
	Cash	693	+156			
	Other current assets	508	-27	-95	1,634	Other current liabilities <sup>2)</sup>
	Trade receivables	1,618	+263	-13 +42	286 906	Advance payments  Trade payables
,	Other non-current assets	1,029	-185	-145	742	Non-current liabilities <sup>3)</sup>
Doos	vahlas fram sana mraisata	050	4.400	-1,318	325	Non-recourse debt
Kecei	Intangible assets <sup>1)</sup>	359 1,443	-1,430 -14	-28	1,784	Shareholders' equity

<sup>1)</sup> Thereof goodwill €1,424 million (including intangibles from acquisitions)

<sup>2)</sup> Thereof financial debt, recourse €5 million

December 01, 2011 Bilfinger Berger SE Company Presentation

<sup>3)</sup> Thereof financial debt, recourse €182million

# 9m 2011: Cash flow from operating activities seasonally negative, but improved



in € million	9m 2010	9m 2011	FY 2010
Cash earnings from continuing operations	260	249	366
Change in working capital	-374	-334	-82
Gains on disposals of non-current assets	-3	-12	-41
Cash flow from operating activities of continuing operations	-117	-97	243
Net capital expenditure on property, plant and equipment / Intangibles	-73	-65	-123
Proceeds from the disposal of financial assets	1	612	35
Free Cashflow	-189	450	155
Investments in financial assets of continuing operations	-148	-38	-202
Cash flow from financing activities of continuing operations	-1	-204	-97
Change in cash and cash equivalents of continuing operations	-338	208	-144
Change in cash and cash equivalents of discontinued operations	106	-70	126
Other adjustments	36	-17	63
Cash and cash equivalents at January 1	798	843	798
Cash and cash equivalents at January 1 discontinued operations		306	
Disposal of cash Valemus		-202	
Cash and cash equivalents at Sept. 30 / Dec. 31 discontinued operations	216		306
Cash and cash equivalents at Sept. 30 / Dec. 31 disposal group Concessions	11	69	
Cash and cash equivalents at September 30 / December 31	375	999	843



## Sept. 30, 2011: Valuation net cash of approximately €200 million

in € million	Dec. 31, 2010	Sept. 30, 2011
Cash and cash equivalents	537	693
Financial debt (excluding non-recourse)	-273	-187
Inter-company loan BB Australia	-131	0
Pension provisions	-313	-317
Net cash (+) / net debt (-) position	-180	189
Concessions equity bridge loans	202	161
Further working capital need	-250 to -300 <sup>1)</sup>	-150 <sup>1)</sup>
Valuation net cash (+) / net debt (-)	approx250	approx. 200

<sup>1)</sup> Seasonal intra-year shift and risk provision Valemus respecively

## Value added increased significantly

	Capital employed in € million		<b>Return</b> in € million		ROCE in %		WACC in %		Value added in € million	
	2009	2010	2009	2010	2009	2010	2009	2010	2009	2010
Industrial Services	705	1,005	132	161	18.7	16.0	9.0	9.5	68	65
Power Services	197	270	78	91	39.5	33.7	9.0	9.5	60	65
Building and Facility Services	389	394	71	94	18.3	23.8	9.4	9.5	35	57
Construction	265	249	-66	42	-24.9	17.1	13.0	12.5	-100	11
Concessions	192	223	23	65	11.9	29.3	9.8	9.0	4	45
Consolidation / Others	0	-61	-20	-32	-	-	-	-	-32	-30
Continuing Operations	1,748	2,080	218	421	12.5	20.2	10.5	10.0	35	213
Discontinued Operations	177	328	82	112	46.2	34.2	10.5	10.0	63	79
Group	1,925	2,408	300	533	15.6	22.1	10.5	10.0	98	292



## Five-year overview

in € million	2006	2007	2008	2009	2009 <sup>1)</sup>	2010 <sup>1)</sup>
Output volume	7,936	9,222	10,742	10,403	7,620	8,059
Orders received	10,000	11,275	10,314	11,129	7,668	7,954
Order backlog	8,747	10,759	10,649	11,704	8,308	8,497
EBIT	170	229	298	250	180	341
EBT	173	228	283	214	142	301
Net profit	92	134	200	140		284
Cash flow from operating activities	207	325	357	368	386	243
Dividend distribution	46	64	71	88		110
Return on output (EBIT) (%)	2.1%	2.5%	2.8%	2.4%	2.4%	4.2%
Return on equity (w/o minorities) (%)	8.1%	10.9%	16.8%	11.3%		17.6%
Return on capital employed (%)	16.3%	18.7%	23.2%	15.6%		22.1%
Shareholders' equity	1,206	1,332	1,141	1,562		1,812
Balance-sheet total	5,129	6,128	6,773	7,941		7,937
Equity ratio (%)	24%	22%	17%	20%		23%
Equity ratio (%), adjusted for non-recourse debt	28%	28%	22%	26%		29%
Net working capital	-641	-697	-890	-1,222	-1,039	-913
Net working capital as percentage of output volume	-8%	-8%	-8%	-12%	-14%	-11%
Cash and cash equivalents	783	796	720	798	635	538
Financial debt, recourse	139	111	328	354	287	272
Financial debt, non-recourse	827	1,362	1,518	1,902		1,643

<sup>1)</sup> Continuing Operations





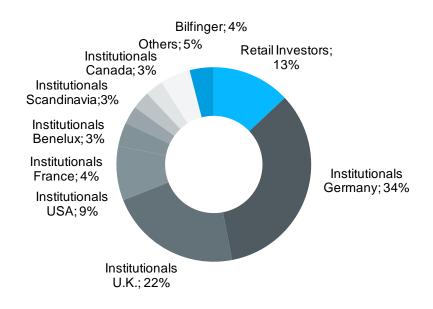
### Shareholder structure

### **Treasury Stock**

- 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 06/30/2011

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





### Financial calendar and share facts

Feb. 13, 2012	Preliminary Report 2011
March 21, 2012	Annual Press Conference 2011
May 10, 2012	Annual General Meeting
	Interim Report Q1 2012

Interim Report Q2 2012

Interim Report Q3 2012

• Aug. 9, 2012

Nov. 14, 2012

52 week high / low:	€ 70.35 / € 50.47 (as at Nov. 23, 2011)
Closing price Nov. 23, 2011	€ 59.57
Market cap: 1)	€ 2.7 bn (as at Nov. 23, 2011)
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., DivMSDAX
	DJ STOXX 600, DJ EURO STOXX,
	DJ EURO STOXX Select Dividend 30

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

2007

3.32

1.66

3.4%

50%

68.99

43.71

48.72

32.50

1.5

1,963

2.1%

14.66

37,196

286,756 377,923 485,628

2008

5.18

1.85

5.4%

36%

59.68

22.06

34.45

29.26

1.2

1,388

3.1%

6.65

37,196

2006

2.29

1.15

2.3%

50%

51.47

34.81

51.25

29.54

1.7

2,065

2.2%

22.39

37,196



2010

6.43

2.50

4.0%

39%

64.35

40.75

63.20

40.84

1.5

2,909

3.5%

9.83

46.024

381,287

2009

3.79

2.00

3.7%

53%

54.56

21.57

53.92

34.85

1.5

2,482

4.0%

14.23

46.024

390,746

### Other investor information

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) relating	to year-end	share	price

Number of shares in '000 4)5)

Average daily turnover in

number of shares

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)

Price-earnings ratio 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> to 2010: Including 1,884,000 shares held as treasury stock

### Disclaimer

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