BILFINGER ENGINEERING AND SERVICES

August 30, 2013

Successful evolution into a leading international Engineering and Services Group

Commerzbank Sector Conference Week, Frankfurt

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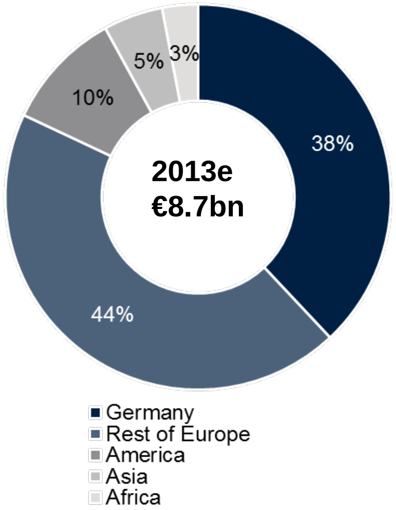
Agenda

1. **Bilfinger – Overview**
2. Facts and figures 6m 2013
3. Mid-term strategic outlook

Bilfinger at a glance

- Successful evolution into a leading international Engineering and Services Group
- Output volume of € 8.6 billion, adjusted EBITA margin at 4.4% in 2012
- Multinational player with leading positions in attractive markets
- Highly diversified customer base: 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. € 3.4 billion
- Sector classification: Services

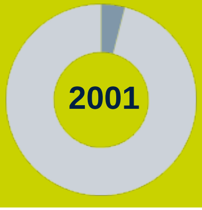
Output volume by region



Successful evolution into an Engineering and Services Group

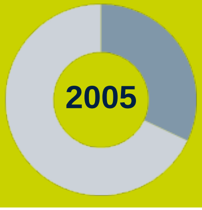
- Limitation of volume in construction with clear regional focus and stringent risk profile
- Portfolio adjustment: Sale of Australian construction business (Valemus, 2011), exit of North American construction market (2011), reduction of investments in Nigerian business (2012), sales process of Concessions business well on track (2013)
- In total, investment of approx. € 2.5 billion enterprise value in engineering and services companies since 2002
- Transformation reduces dependency on economic cycles and on individual major projects
- Financial capacity of approx. € 850 million for further corporate development within our financial policy
- Strict acquisition criteria (i.a. earnings accretion and ROCE > WACC in first full year)

Services related business segments as % of Group output volume



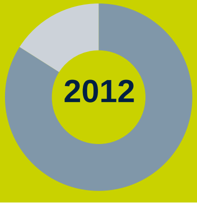
4%

EBITA margin 0.8%



32%

EBITA margin 1.6%

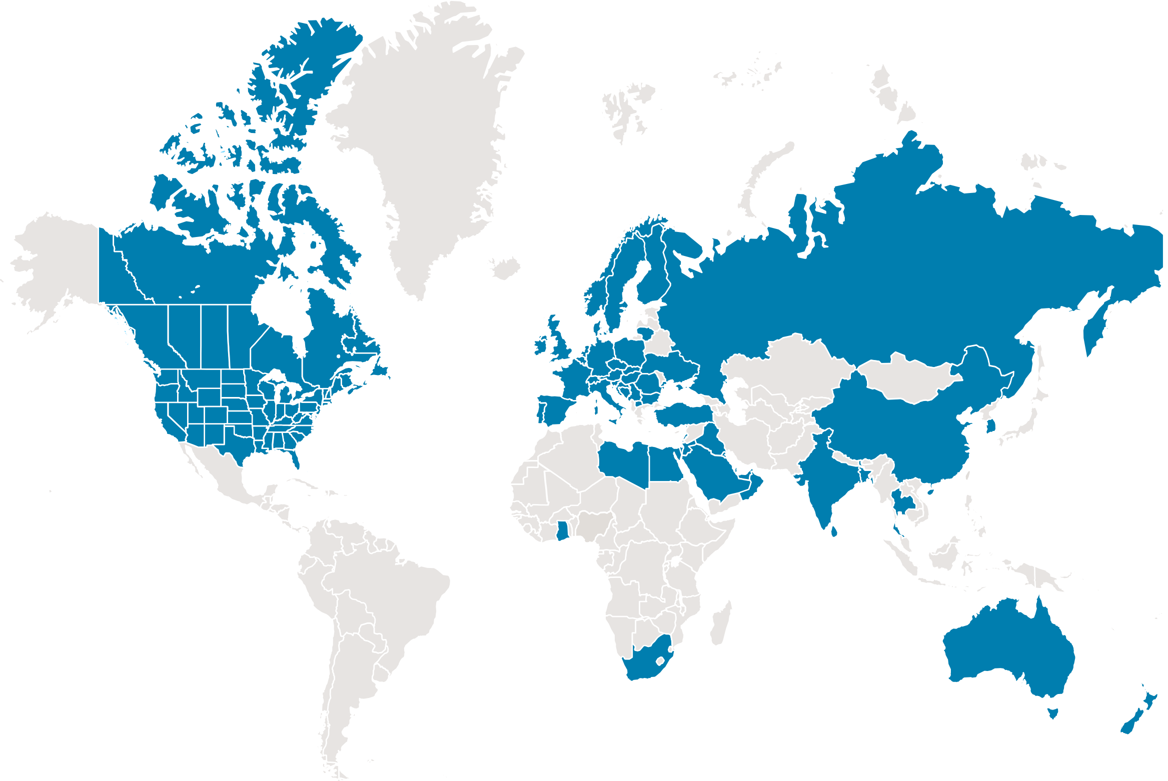


84%

EBITA margin adj. 4.4%

Very strong market positions with substantial scale of operations and significant business diversity

International footprint



Market positioning by segments

Industrial

- European market leader in Industrial Services for the process industry

Power

- Strong player in Power Services
- European market leader for high-pressure piping

Building and Facility

- German market leader for integrated facility management
- One of the few companies providing comprehensive real-estate related services throughout the life-cycle

Construction

- A leading player in civil construction with major focus on Europe

Robust and predictable business model supported by favorable long-term industry trends

Major structural business drivers:

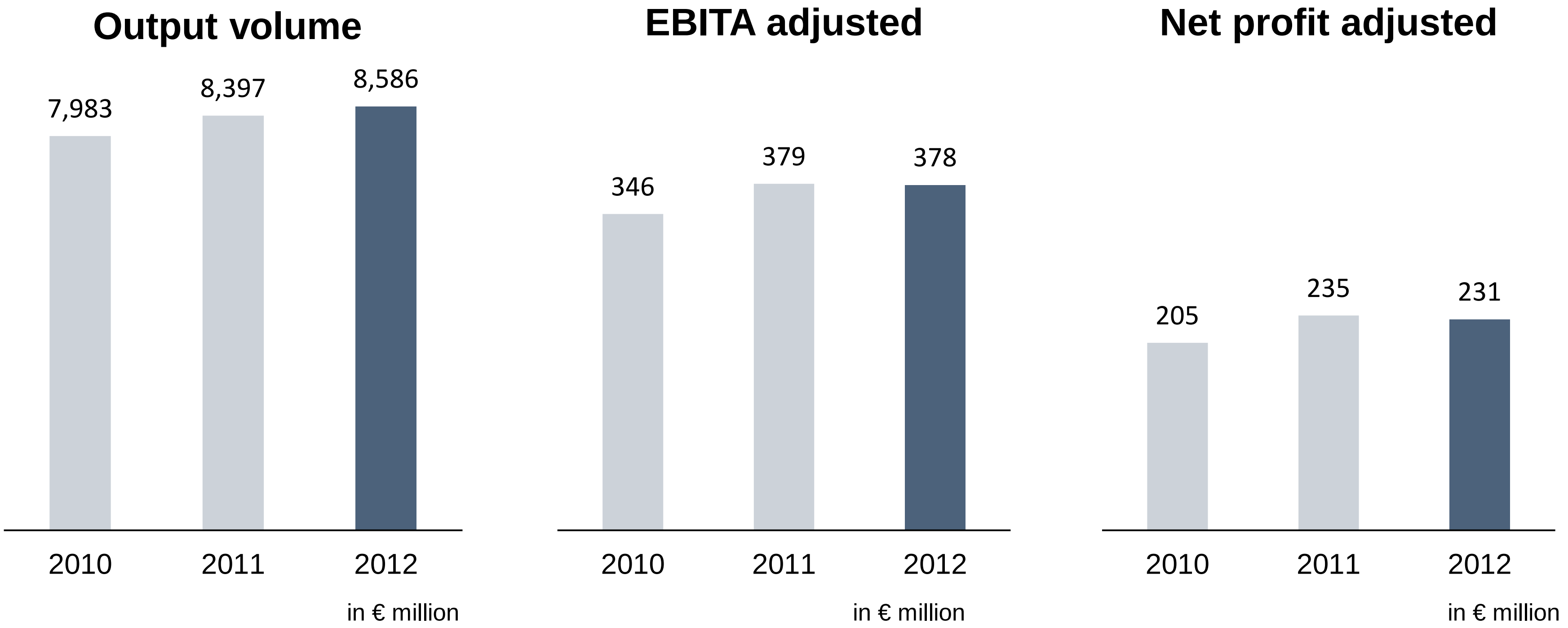
- Outsourcing
- Service bundling
- Internationalization

60% of output volume are recurring maintenance-driven services

High retention rates of 85% to 95% over the various businesses

Attractive business profile:
Structural growth potential combined with high visibility and low volatility

Further growth in output volume and earnings anticipated for FY 2013



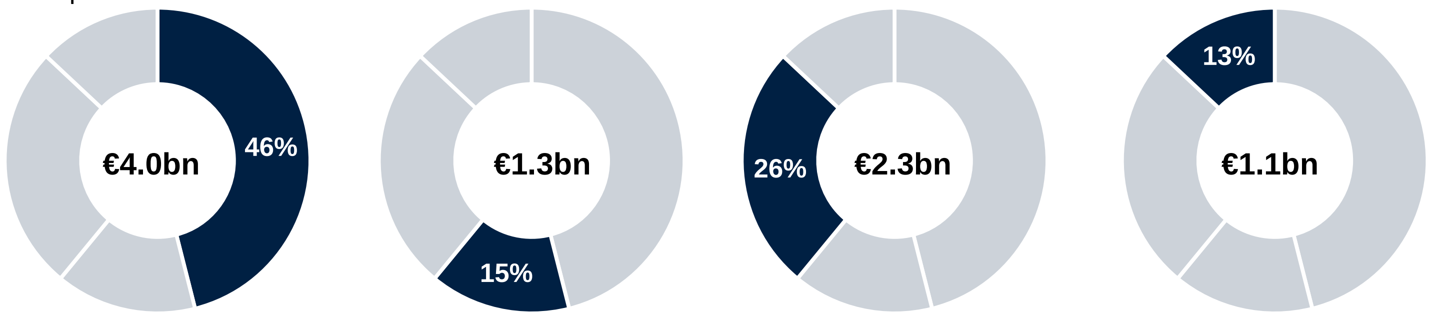
All figures refer to continuing operations.

EBITA: adjusted for capital gains, net profit: additionally adjusted for amortization on intangibles from acquisitions.

Significant scale positions across a diversified services portfolio

Industrial	Power	Building and Facility	Construction
Process Industry	Utilities	Real Estate	Mobility and energy

Output volume 2013e



EBITA margin 2012	**5.6%**	**9.3%**	**4.7%**	**1.8%**
EBITA target margin 2014	**6 to 6.5%**	**9 to 9.5%**	**4.5 to 5%**	**>4%**
Output volume organic CAGR 2011 to 2016	**>5%**	**>5%**	**>3%**	

Agenda

1. Bilfinger – Overview

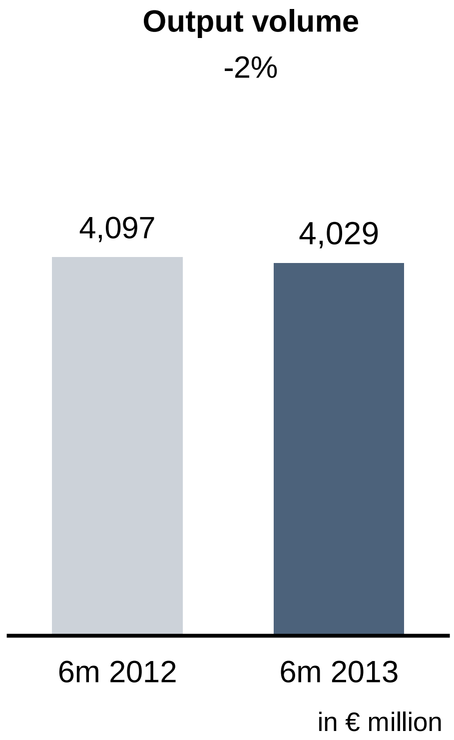
2. **Facts and figures 6m 2013**

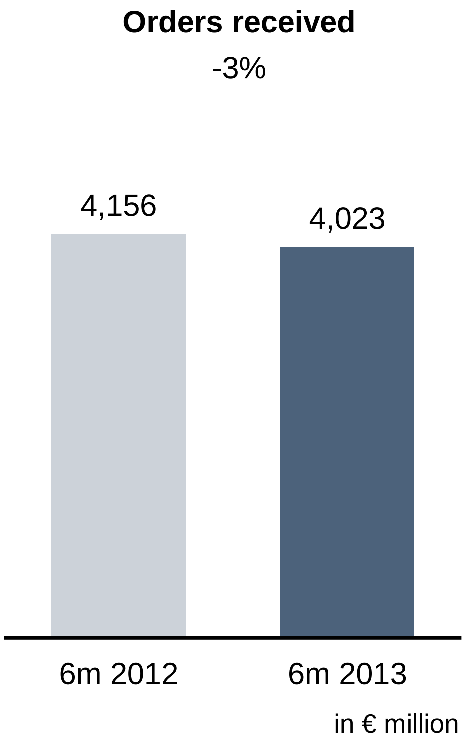
3. Mid-term strategic outlook

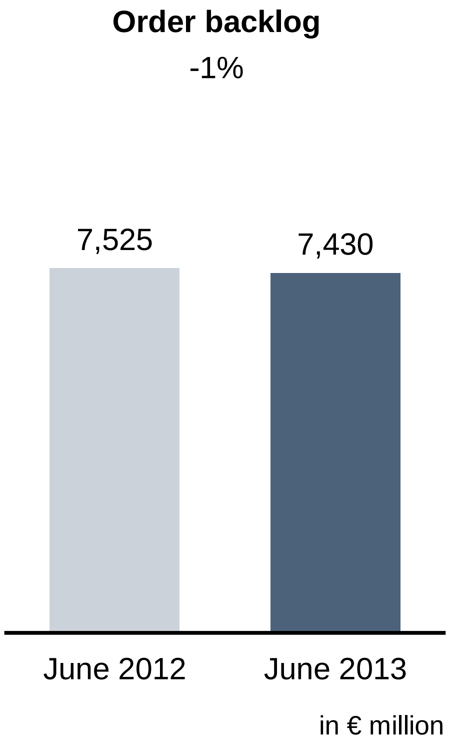
6m 2013:
Bilfinger anticipates significantly stronger second half of the year

- Following a moderate start to the year, sequential growth of output volume,
  orders received and earnings in second quarter
- Adjusted earnings still below previous year's figures
- Plan to divest Concessions business leads to reclassification to discontinued operations
- Economic environment continues to be characterized by uncertainty
- Group-wide initiatives to optimize structures and processes aiming to increase efficiency and to reduce SG&A costs
- Confirmation of positive outlook for 2013

Q2 output volume and orders higher than in the first quarter





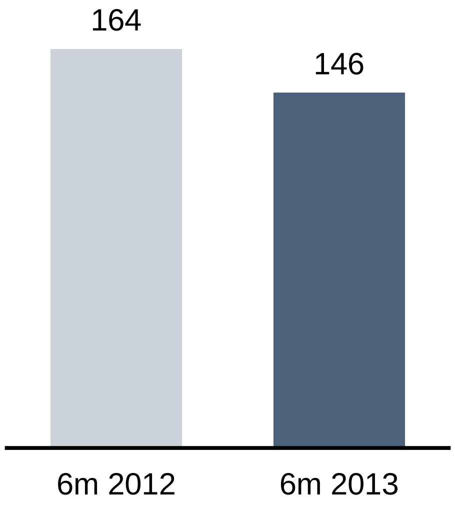


Prevailing difficult market environment
Earnings in second half will be supported by efficiency enhancement measures

BILFINGER ENGINEERING AND SERVICES

Adjusted EBITA

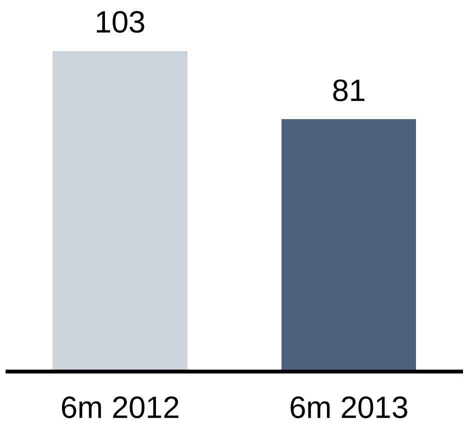
-11%



in € million

Adjusted net profit continuing operations

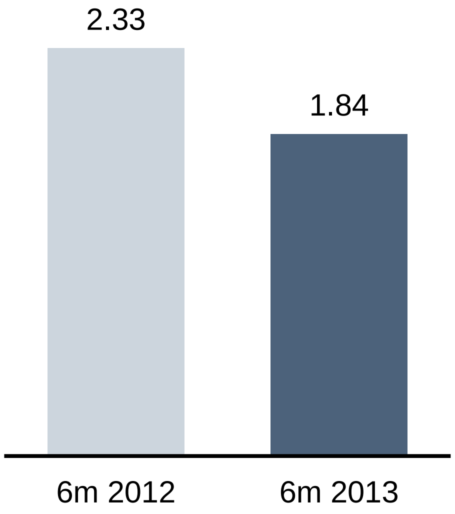
-21%



in € million

Adjusted EPS continuing operations

-21%



in €

EBITA: adjusted for capital gains; adjusted net profit and EPS continuing operations, also adjusted for amortization on intangibles from acquisitions

Industrial
Significant growth in output volume and orders received due to acquisitions

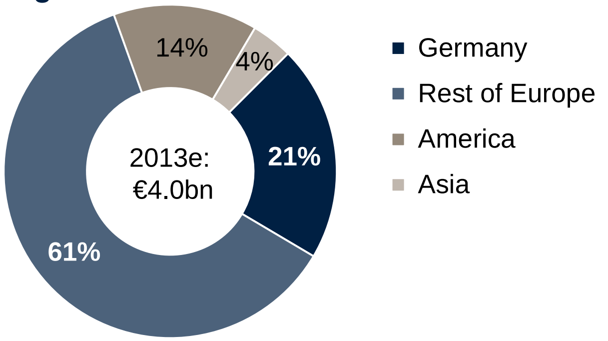
Markets and highlights

- Price pressure and slow demand for projects due to lack of economic momentum in Europe
- Organic development:
  -2% in output volume, -23% in EBITA
- Good dynamics in oil and gas-sector in U.K., Scandinavia and the U.S.

Outlook 2013

- Renewed growth in output volume to approx. €4.0 billion
- EBITA margin at least stable
- Positive outlook is based on regional expansion of business activities, continuous optimization of structures and processes, and increased networking of services

Output volume by region



in € million	6m 2012	6m 2013	*Change*	2012
Output volume	1,736	**1,905**	*10%*	**3,705**
Orders received	1,835	**2,100**	*14%*	**3,737**
Order backlog	2,736	**2,885**	*5%*	**2,733**
Capital expenditure	32	**33**	*3%*	**77**
Depreciation of P, P & E	26	**32**	*23%*	**61**
EBITA / EBITA adjusted	92	**90**	*-2%*	**206**
EBITA margin	5.3%	**4.7%**		**5.6%**

Power
Further increase in earnings

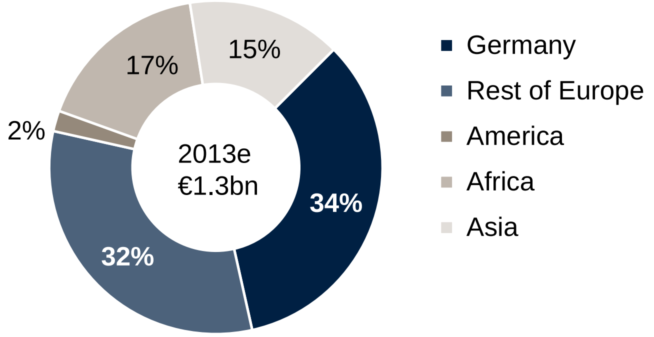
Markets and highlights

- Growth in output volume as a result of acquisitions
- Orders received and order backlog influenced by typical volatility in the awarding of major projects, for full-year 2013 a satisfactory development is anticipated
- Organic development:
  -2% in output volume, -1% in EBITA
- Continuing positive demand on international markets, no momentum in Germany due to prevailing uncertainty
- New orders to modernize power plants in Dubai and Poland
- Expansion of range of services via acquisition of ESG, Switzerland: Specialized skills in turbine services

Outlook 2013

- As a result of acquisitions, we plan to increase output volume slightly to more than €1.3 billion
- Increase in EBITA margin

Output volume by region



in € million	6m 2012	6m 2013	*Change*	2012
Output volume	574	**602**	*5%*	**1,319**
Orders received	600	**511**	*-15%*	**1,178**
Order backlog	1,466	**1,233**	*-16%*	**1,311**
Capital expenditure	6	**13**	*117%*	**20**
Depreciation of P, P & E	11	**11**	*0%*	**22**
EBITA / EBITA adjusted	51	**53**	*4%*	**123**
EBITA margin	8.9%	**8.8%**		**9.3%**

Building and Facility
Positive business development

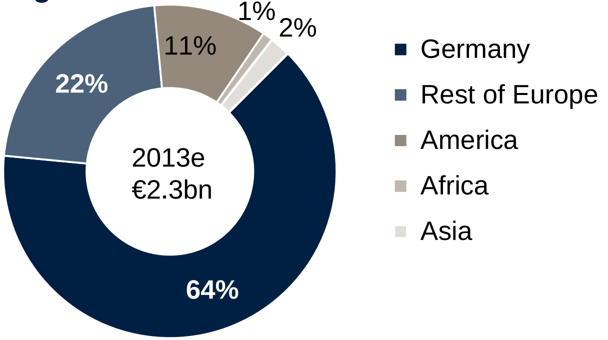
Markets and highlights

- Key figures affected by deconsolidation of Nigerian activities, positive underlying development
- Organic development:
  +3% in output volume, +8% in EBITA
- Ongoing market trend towards energy-efficient buildings
- Acquisition of SPM Projekt Management, Germany:
  Project management capabilities especially in the fields of health care and education

Outlook 2013

- Output volume and earnings are affected by deconsolidation of Nigerian business. Nonetheless, output volume will slightly increase to almost €2.3 billion as a result of acquisitions made so far
- Proportionate earnings of Julius Berger Nigeria Plc (at-equity) are no longer presented in this business segment, but under “Consolidation, other”
- In total, EBITA margin at prior year level

Output volume by region



in € million	6m 2012	6m 2013	*Change*	2012
Output volume	1,129	**1,057**	*-6%*	**2,249**
Orders received	1,167	**1,126**	*-4%*	**2,373**
Order backlog	1,934	**2,297**	*19%*	**2,147**
Capital expenditure	5	**8**	*60%*	**14**
Depreciation of P, P & E	7	**8**	*21%*	**14**
EBITA / EBITA adjusted	41	**32**	*-22%*	**106**
EBITA margin	3.6%	**3.0%**		**4.7%**

Construction
Further reduction in volumes

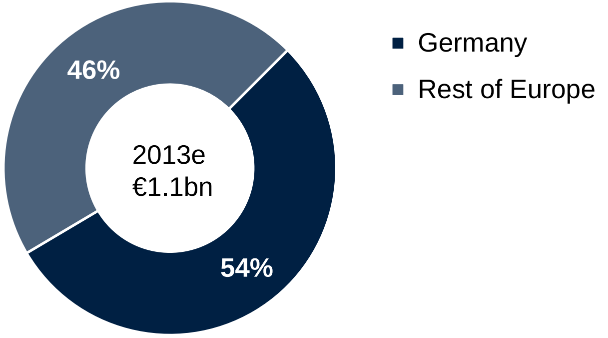
Markets and highlights

- Output volume and earnings negatively influenced by long winter and still-difficult situation in the Infrastructure unit
- Positive earnings in other Construction units
- Good demand in Scandinavia
- Polish road construction authority continues to withhold payments for work already performed, this has led to a realignment of our activities there

Outlook 2013

- After the planned reduction in 2012, output volume will decrease again to €1.1 billion
- Despite the difficult situation of the Infrastructure unit, an improved risk structure and our increasing focus will allow for an increase in EBITA margin

Output volume by region



in € million	6m 2012	6m 2013	*Change*	2012
Output volume	693	**508**	*-27%*	**1,404**
Orders received	584	**330**	*-43%*	**1,099**
Order backlog	1,414	**1,041**	*-26%*	**1,224**
Capital expenditure	10	**20**	*100%*	**29**
Depreciation of P, P & E	11	**11**	*0%*	**25**
EBITA / EBITA adjusted	12	**0**		**25**
EBITA margin	1.7%			**1.8%**

Discontinued operations: Concessions

- Plan to sell activities of Concessions business segment due to their decreasing strategic role
- Sales process well under way, concrete talks with interested parties
- Currently retained projects: M6 Duna and M6 Tolna Motorway (both Hungary), A1 Motorway (Germany)

- Independent from the sales process for the Concessions business, signing of an agreement to sell two operational Canadian projects (Kelowna & Vernon Hospitals, North East Stoney Trail) to Bilfinger Berger Global Infrastructure Fund

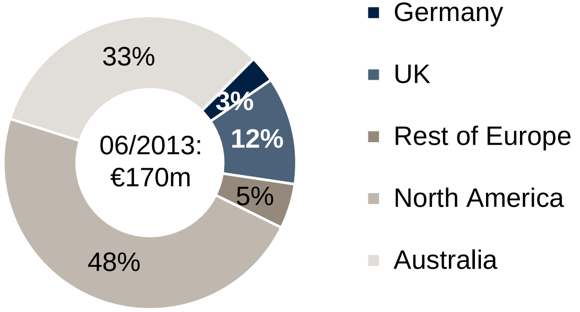
  Committed Equity: €17 million

  Sales proceeds: approx. €30 million

  Expected capital gain: approx. €7 million

  Completion is anticipated to take place in Q3 2013

Committed equity by region



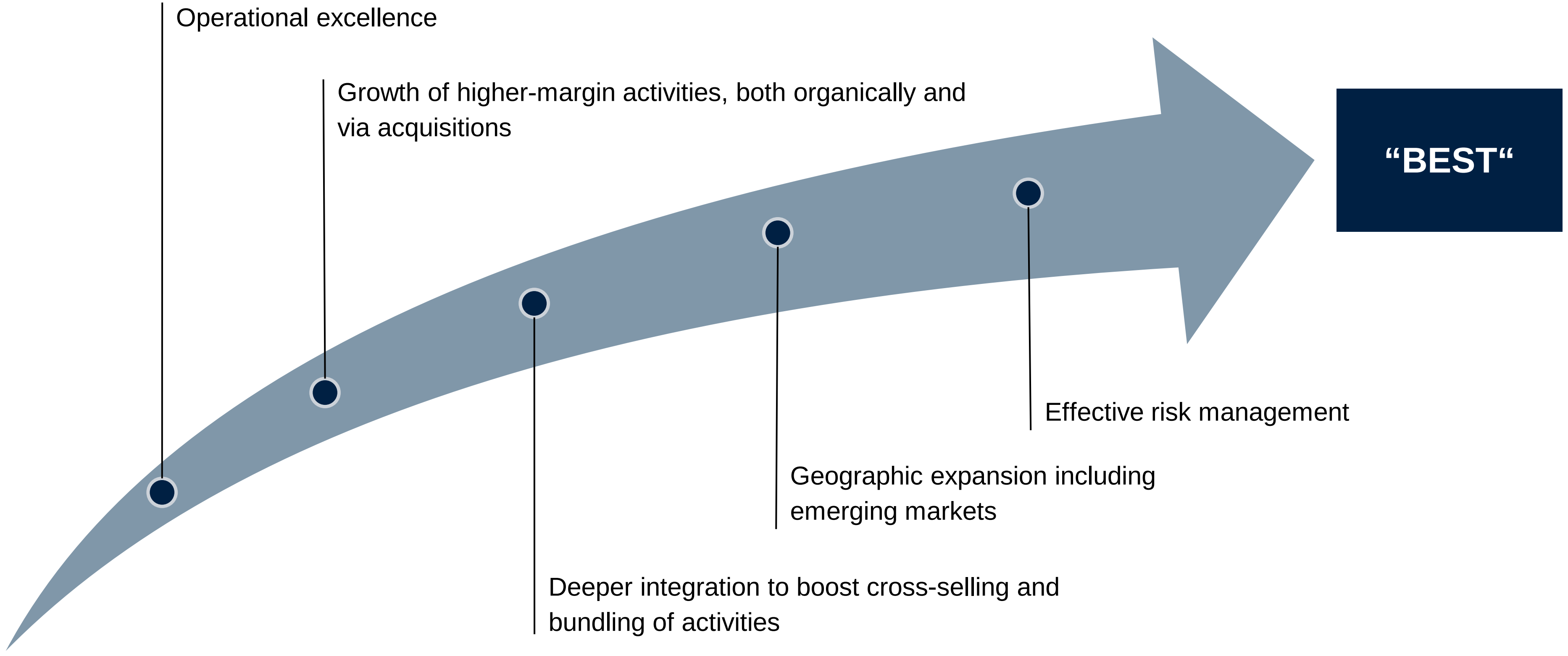
in € million	6m 2013
Projects	13
thereof under construction	7
Committed equity	170
thereof paid-in	81

Positive outlook for 2013 confirmed

- **Our earnings forecast relates to adjusted EBITA and adjusted net profit from continuing operations. This serves to enable comparability over time**
- The effect of the deconsolidation of the Nigerian business and further reduction in Construction will be more than compensated, also based on acquisitions made so far.
  This leads to a year-on-year increase in output volume to €8.7bn
  (Output volume FY 2012: €8.6bn)
- Adjusted EBITA (FY 2012: €378 million) and adjusted net profit from continuing operations (€231 million) will increase with higher margins

Agenda

Strategic program
“BEST – Bilfinger escalates strength“



Initiated November 2011

BEST growth strategy

Organic growth strategy	▪ Expansion of higher-margin activities ▪ Expansion of full-service offering in all our markets ▪ Regional expansion and “follow our friends” strategy
Deeper integration through cooperation between segments	▪ 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
External growth strategy	▪ Broadening and balancing global footprint of Bilfinger’s presence, including emerging markets ▪ Further completing Bilfinger’s service offering along the value chain

External growth by segment

Industrial:

- Regional expansion: Europe, USA, Middle East, Asia
- Oil and Gas sector

Power:

- Regional expansion: Europe, USA, Middle East, Asia
- Expansion of technological scope

Building and Facility:

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

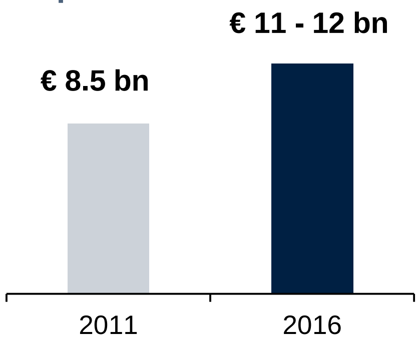
Construction:

- Smaller acquisitions to support growth in new higher-margin activities

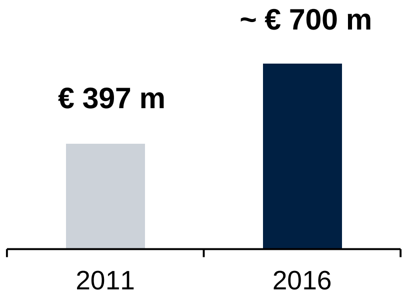
Financial capacity for acquisitions of approx. € 850 million
Maintain M&A discipline: Earnings accretion and ROCE > WACC

Group targets 2014 and 2016

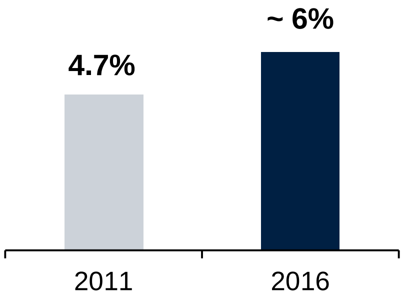
Output volume



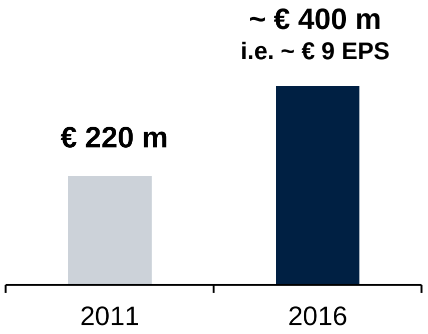
EBITA



EBITA Margin



Net Profit



Organic Growth

- Output volume CAGR* 2011-2016: 3 - 5%

ROCE

- 15 to 20%

EBITA Margin 2014

Group	**> 5.5%**
Industrial	6 – 6.5%
Power	9 – 9.5%
Building and Facility	4.5 – 5%
Construction	> 4 %

Financial Ratios**

$$\frac{\text{Adj. net debt}}{\text{Adj. EBITDA}} < 2.5\text{x}$$

$$\frac{\text{Total debt}}{\text{Total capital}} < 40\%$$

$$\frac{\text{FFO}}{\text{Adj. net debt}} > 40\%$$

Dividend Policy

- Sustainable dividend development
- Approx. 50% payout ratio of normalized net profit

All figures refer to continuing operations   ** Adjusted for divestment Nigeria*   *** Rating: BBB+ / stable outlook*

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