



ENGINEERING
AND SERVICES

May 20-21, 2015

Bilfinger SE Company Presentation

Commerzbank German Mid Cap Investment Conference 2015, Boston and NYC

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Agenda

1. Bilfinger at a glance

2. Facts and figures 3m FY 2015

3. Financial backup

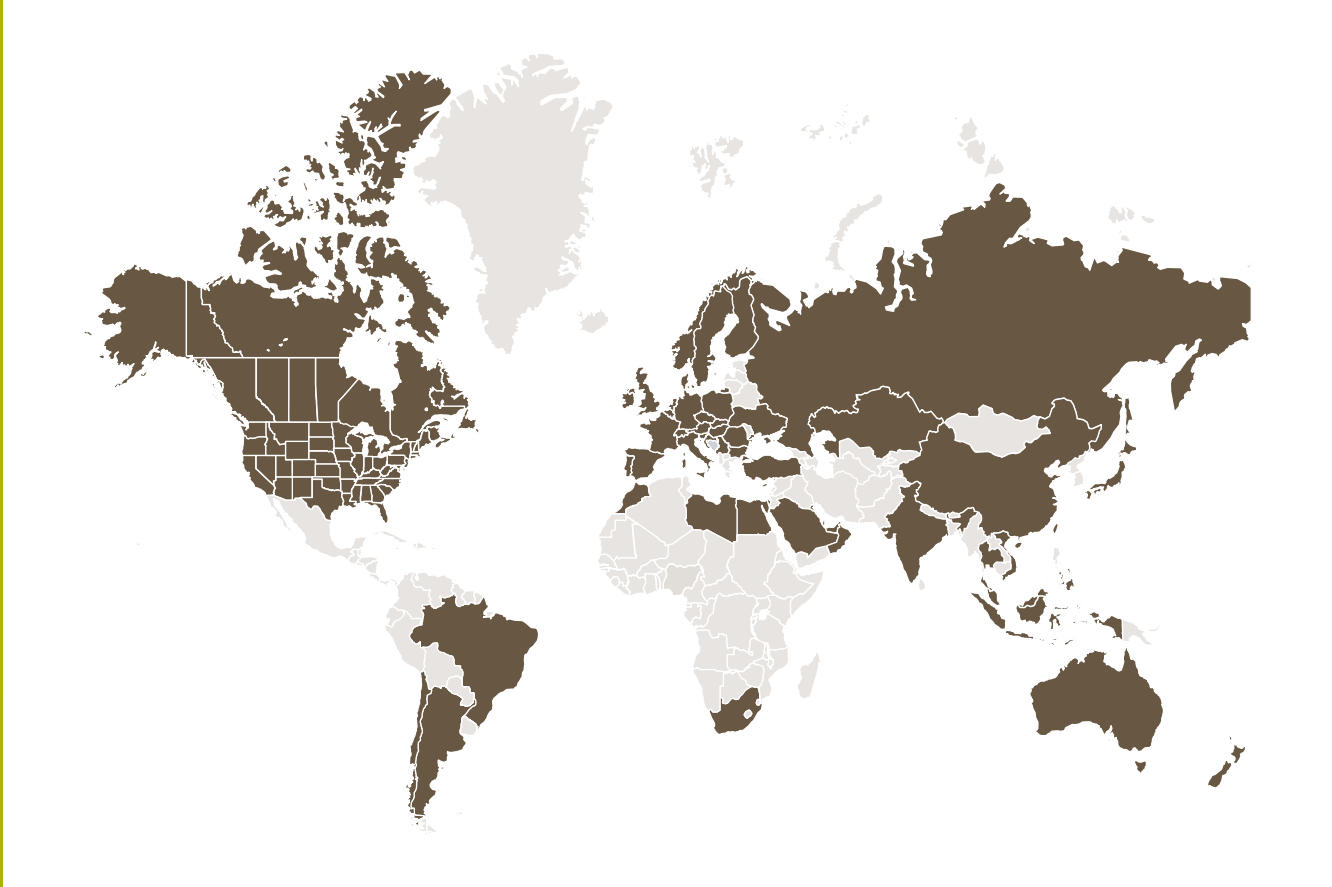


Leading international engineering and services group

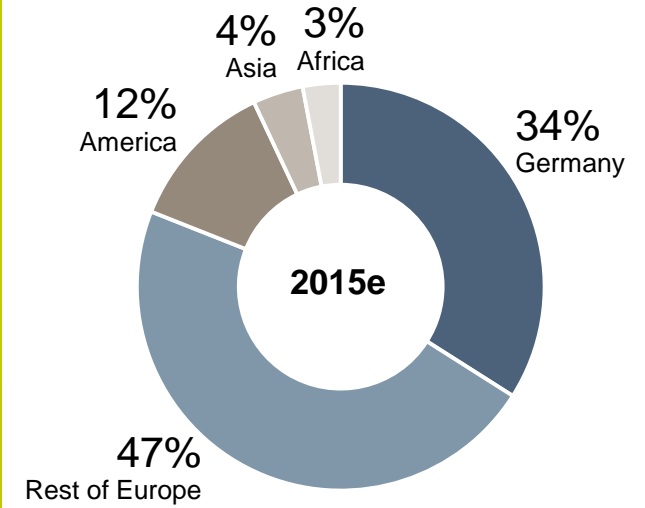


Segment	Industrial	Power	Building and Facility
Focus	Process Industry	Utilities	Real Estate
Output volume 2014	€ 3.7 bn (47%)	€ 1.5 bn (19%)	€ 2.7 bn (34%)
EBITA margin 2014	5.1%	0.6%	5.1%
Divisions	Industrial Maintenance Insulation, Scaffolding and Painting Oil and Gas Industrial Fabrication and Installation Engineering, Automation and Control Support Services	Power Systems Piping Systems	Building Facility Services Real Estate Water Technologies
Output volume 2015e	Significant decrease	Significant decrease	Significant increase

International footprint



Output volume by region



Bilfinger business model supported by favorable long-term industry trends

➤ Positive structural trends

- Outsourcing
- Service bundling
- Internationalization

➤ Favorable business characteristics

- 60% of output in recurring maintenance business
- Mostly small project sizes
- Broad customer range
- High retention rate of 80 to 95% in the various businesses

➤ Asset light business

Capex: ~1.5% of output volume, favorable net working capital profile

➤ Investment grade rating

BBB- / negative outlook

Strong market positions

Industrial:

European market leader in Industrial Services for the process industry

Building and Facility:

German market leader for integrated facility management with strong positions in selected European countries

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3m 2015: Highlights

- Negative earnings in first quarter 2015
- Positive orders received development
- Improvement in operating cash flow due to lower working capital increase
- Earnings expectations for FY 2015 reduced
- Comprehensive measures for efficiency enhancement and capacity adjustments planned



Sale of Construction division completed



Sale of Construction division to Implenia was closed on March 2, 2015

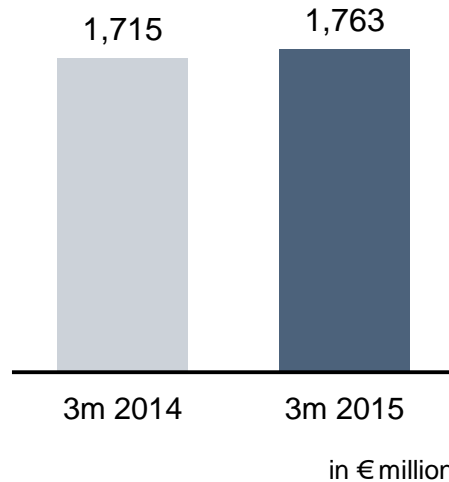
- Employees: nearly 1,900
- Output volume: approx. €600 million
- Net proceeds: approx. €220 million
- Enterprise value: a good €100 million, EV/EBIT of approx. 6
- Cash inflow: €75 million after transaction expenses
- Capital gain after risk provisioning: €12 million

Output volume and orders positively influenced by first-time consolidation and F/X effects

Output volume

+3%

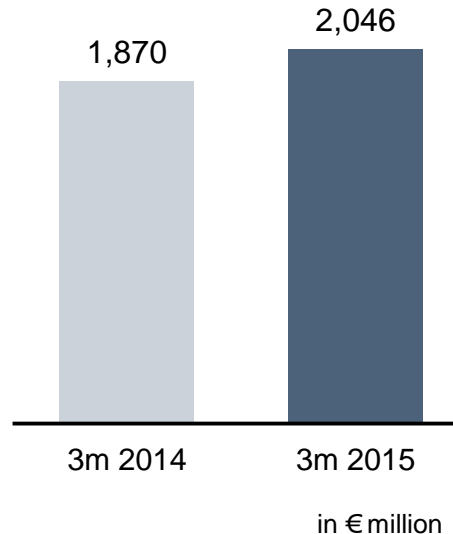
Organically: -4%



Orders received

+9%

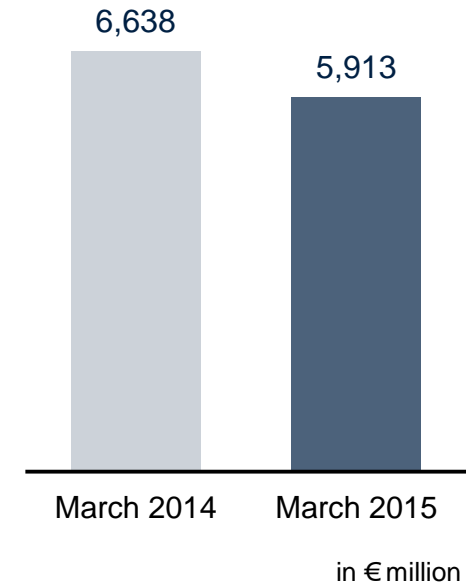
Organically: +4%



Order backlog

-11%

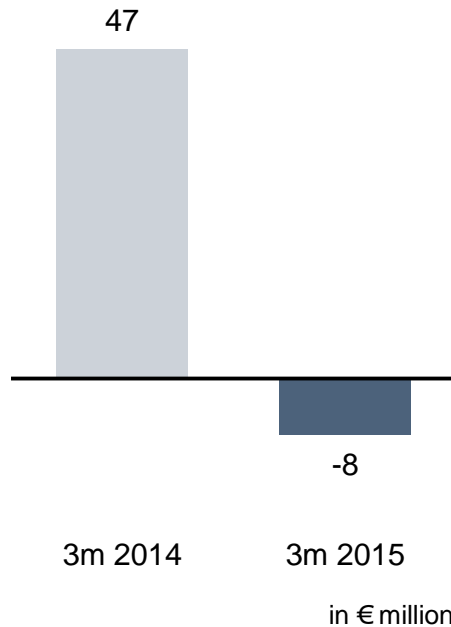
Organically: -15%



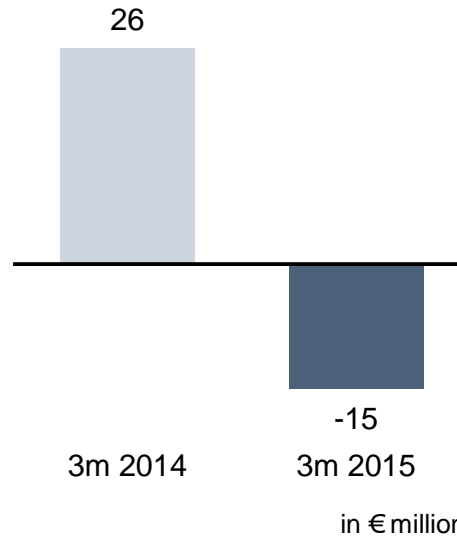
Disappointing earnings development

Improvement in operating cash flow due to lower working capital increase

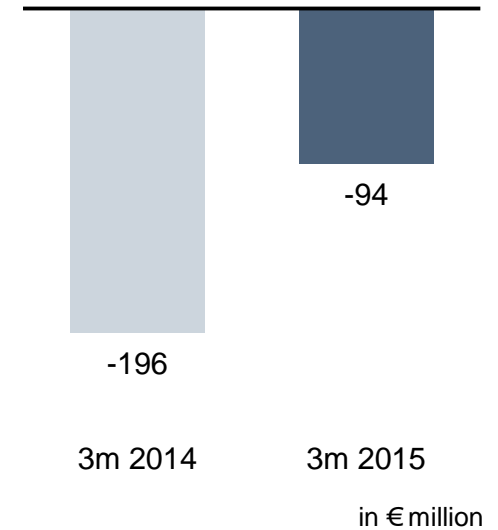
Adjusted EBITA



Adjusted net profit



Operating Cashflow



EBITA: adjusted for one-time expenses in connection with Bilfinger Excellence

Adjusted net profit: also adjusted for the amortization of intangible assets from acquisitions

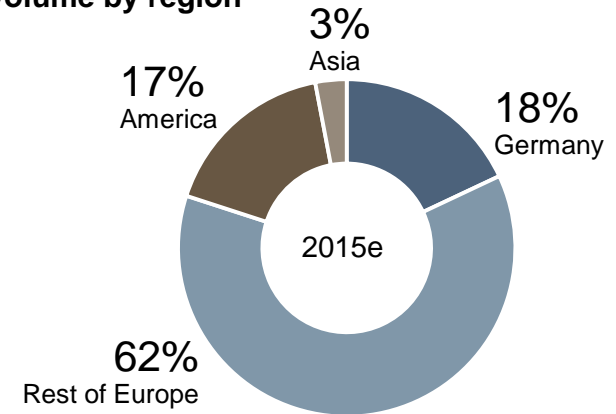
Markets and highlights

- Stable output volume and orders received development due to f/x effects, order backlog significantly lower than in previous year
- EBITA declined to €9 million, EBITA margin 1.1%
- Organic development Q1 FY 2015: -4% in output volume, -76% in EBITA
- Negative development due in particular to the situation in the European and US oil and gas sectors – underutilization of capacities in a number of areas as well as worsened earnings in individual projects

Outlook 2015

- Significant decrease in output volume

Output volume by region



in € million	3m 2014	3m 2015	Change	FY2014
Output volume	833	835	0%	3,705
Orders received	834	840	1%	3,276
Order backlog	2,816	2,500	-11%	2,404
Capital expenditure	17	16	-6%	67
Depreciation of P, P & E	15	16	7%	64
EBITA adjusted	31	9	-71%	190
EBITA margin adjusted	3.7%	1.1%		5.1%

Power

Fundamental restructuring and realignment required



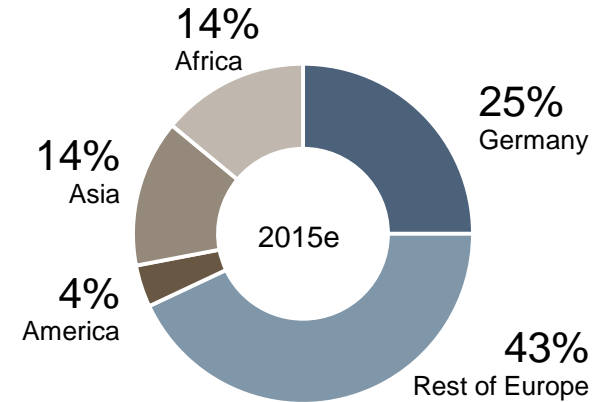
Markets and highlights

- Output volume, orders received as well as order backlog significantly below the prior-year figures
- Organic development Q1 FY 2015: -13% in output volume
- Lack of demand in the power plant business in Germany and in other European countries
- Underutilization of capacities in a number of areas as well as worsened earnings in individual projects led to negative earnings

Outlook 2015

- Significant decrease in output volume

Output volume by region



in €million	3m 2014	3m 2015	Change	FY2014
Output volume	320	287	-10%	1,445
Orders received	422	325	-23%	1,090
Order backlog	1,505	1,116	-26%	1,060
Capital expenditure	7	2	-71%	22
Depreciation of P, P & E	6	7	17%	27
EBITA adjusted	16	-18		8
EBITA margin adjusted	5.0%	-6.3%		0.6%

Building and Facility

Continuation of positive business development

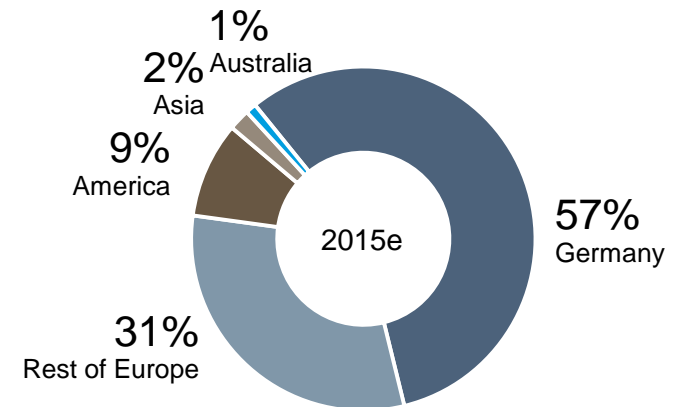
Markets and highlights

- Increase in output volume, orders received and EBITA
- EBITA margin increased to 2.7% (Q1 2014: 2.1%)
- Organic development Q1 FY 2015: 0% in output volume, -8% in EBITA
- Development of orders received in Facility Services positively influenced by extension of a significant service contract

Outlook 2015

- Output volume will grow organically and will increase significantly as a result of the acquisition of British real-estate services provider GVA

Output volume by region



in € million	3m 2014	3m 2015	Change	FY2014
Output volume	584	658	13%	2,659
Orders received	636	917	44%	2,298
Order backlog	2,348	2,317	-1%	2,004
Capital expenditure	8	8	0%	32
Depreciation of P, P & E	5	6	20%	20
EBITA adjusted	12	18	50%	136
EBITA margin adjusted	2.1%	2.7%		5.1%

Comprehensive measures to improve efficiency and to adjust capacities are planned

- Further efficiency improvements in administrative functions
- Comprehensive restructuring and a fundamental realignment in Power in addition to the measures already in place
- Capacity adjustments in selected areas of Industrial
- Objectives include achievement of savings, reduction of overcapacities, a greater level of cost flexibility and a lowering of project risks
- Further focusing of business portfolio
- **Details will be elaborated on in the coming weeks and months**

Outlook for FY 2015



- With lower output volume, the company now expects a considerable decrease in adjusted EBITA against the previous year figure of €270 million
- Primary reasons include the negative development of the oil and gas business which was more pronounced than expected, especially in the USA, as well as ongoing weakness in demand in Power. Building and Facility is developing in line with the forecast
- For the same reasons, adjusted net profit from continuing operations will be significantly below the prior-year figure of €175 million. Furthermore, a range of special items will have an impact on net profit, especially restructuring expenses
- In the case of further upheaval in the power plant sector and depending on the future strategic direction of Power, a goodwill impairment in this segment cannot be ruled out
- Bilfinger intends to issue a quantitative forecast for financial year 2015 as soon as the change in the Executive Board Chairmanship has been completed and the new committee has had an opportunity to carefully analyze and evaluate the prospects for the current fiscal year

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3m 2015

Volume and contract overview

in € million	Output volume			Orders received			Order backlog		
	3m 2014	3m 2015	Change	3m 2014	3m 2015	Change	3m 2014	3m 2015	Change
Industrial	833	835	0%	834	840	1%	2,816	2,500	-11%
Power	320	287	-10%	422	325	-23%	1,505	1,116	-26%
Building and Facility	584	658	13%	636	917	44%	2,348	2,317	-1%
Consolidation/ Other	-22	-17		-22	-36		-31	-20	
Continuing Operations	1,715	1,763	3%	1,870	2,046	9%	6,638	5,913	-11%

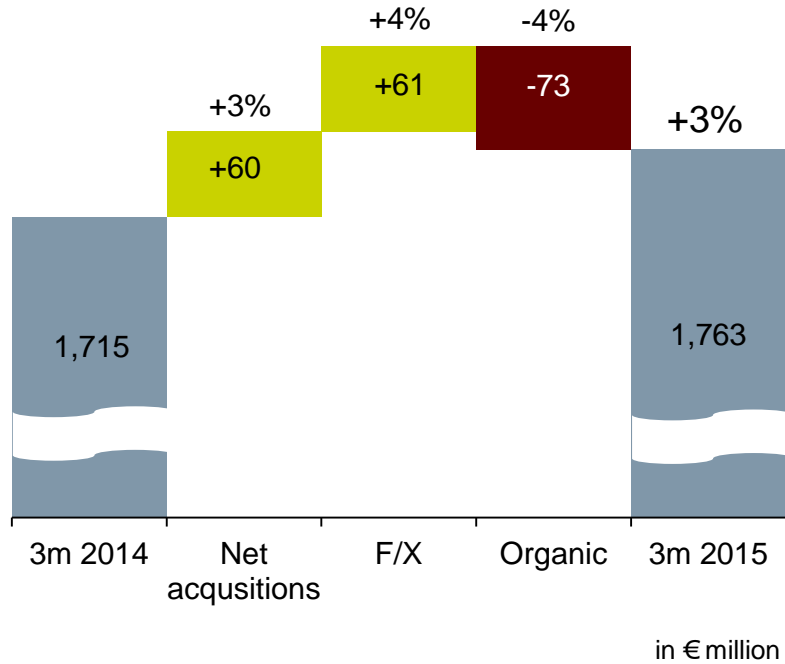
in € million	Output volume			Orders received			Order backlog		
	FY 2013	FY 2014	Change	FY 2013	FY 2014	Change	FY 2013	FY 2014	Change
Industrial	3,721	3,705	0%	3,986	3,276	-18%	2,791	2,404	-14%
Power	1,577	1,445	-8%	1,434	1,090	-24%	1,404	1,060	-25%
Building and Facility	2,346	2,659	13%	2,181	2,298	5%	2,304	2,004	-13%
Consolidation/ Other	-92	-119		-88	-64		-23	-7	
Continuing Operations	7,552	7,690	2%	7,513	6,600	-12%	6,476	5,461	-16%

Negative earnings in first quarter 2015

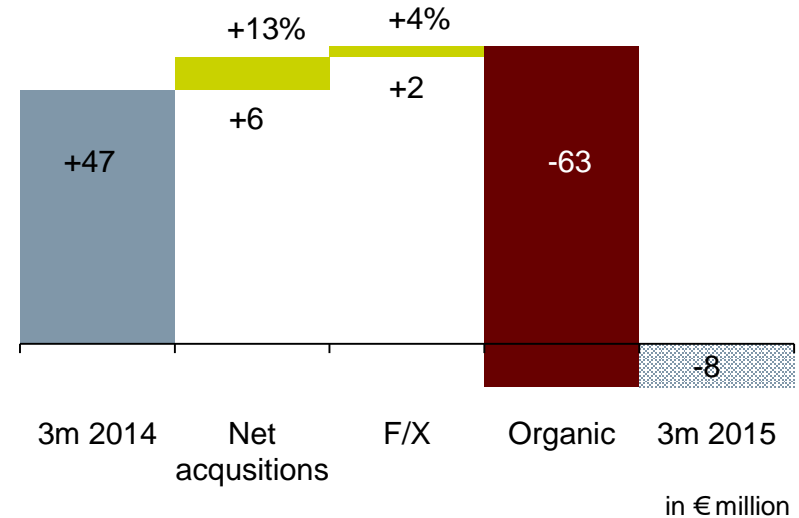
in € million	3m 2014	3m 2015	FY 2014	Comments 3m 2015
Output volume	1,715	1,763	7,690	
EBITA	18	-9	198	<i>Depreciation of €30m (3m 2014: €27m)</i>
EBITA adjusted	47	-8	270	
<i>EBITA margin adjusted</i>	<i>2.7%</i>	<i>-0.5%</i>	<i>3.5%</i>	
Amortization	-11	-9	-191	<i>In FY 2014: Amortization on intangible assets from acquisitions of €43m and goodwill impairment Power of €148m</i>
EBIT	7	-18	7	
Net interest result	-10	-9	-36	<i>In FY 2014: Including €6m capital gain from the sale of shares in BBGI</i>
EBT	-3	-27	-29	
Income taxes	1	5	-46	<i>Single losses of certain entities are not capitalized as tax-loss carryforwards, therefore lower tax income In 2014: Reduction by €13 million of deferred tax assets on tax-loss carryforwards in accordance with Section 8c of the German Corporate Income Tax Act (KStG)</i>
Earnings after taxes from continuing operations	-2	-22	-75	
Earnings after taxes from discontinued operations	10	5	-27	<i>Capital gain on sale of Construction division after risk provision: €12m, remaining Construction activities including Offshore Systems: -€6m, Concessions: -€1m in FY 2014 after write-down in Offshore Systems of -€47m</i>
Minority interest	0	0	31	<i>In FY 2014: Thereof minority share of write-down on investments in a Polish production site €19m</i>
Net profit	8	-17	-71	
Net profit adjusted (continuing operations)	26	-15	175	

Organic development Group

Organic development of output volume



Organic development of adjusted EBITA



Overview of earnings adjustments

in €million	3m 2014	3m 2015	FY 2014	Comments 3m 2015
EBITA	18	-9	198	
Adjustments special items (pre-tax)	29	1	72	<i>Excellence: -€1m (3m 2014: -€29m, FY 2014: -€43m) In FY 2014: in addition restructuring expenses, mainly in Industrial and Power of -€38m as well as a capital gain Julius Berger Nigeria of €9m</i>
EBITA adjusted	47	-8	270	
Earnings after taxes from continuing operations	-2	-22	-75	
Minority interest	0	0	12	<i>In FY 2014: Adjusted by 37.5% minority share of write-down on investments in a Polish production site (€19m)</i>
Adjustments special items (post-tax)	20	1	61	<i>Excellence: -€1m (3m 2014: -€20m, FY 2014: -30m EUR) In FY 2014: in addition restructuring expenses, mainly in Industrial and Power of -€27m, Capital gain Julius Berger Nigeria of €9m as well as reduction of deferred tax assets on tax-loss carryforwards of -€13 m</i>
Amortization (post-tax)	8	6	177	<i>In FY 2014: Goodwill impairment Power of €148m</i>
Net Profit adjusted continuing operations	26	-15	175	
EPS adjusted continuing operations	0.59	-0.34	3.96	

Valuation net debt

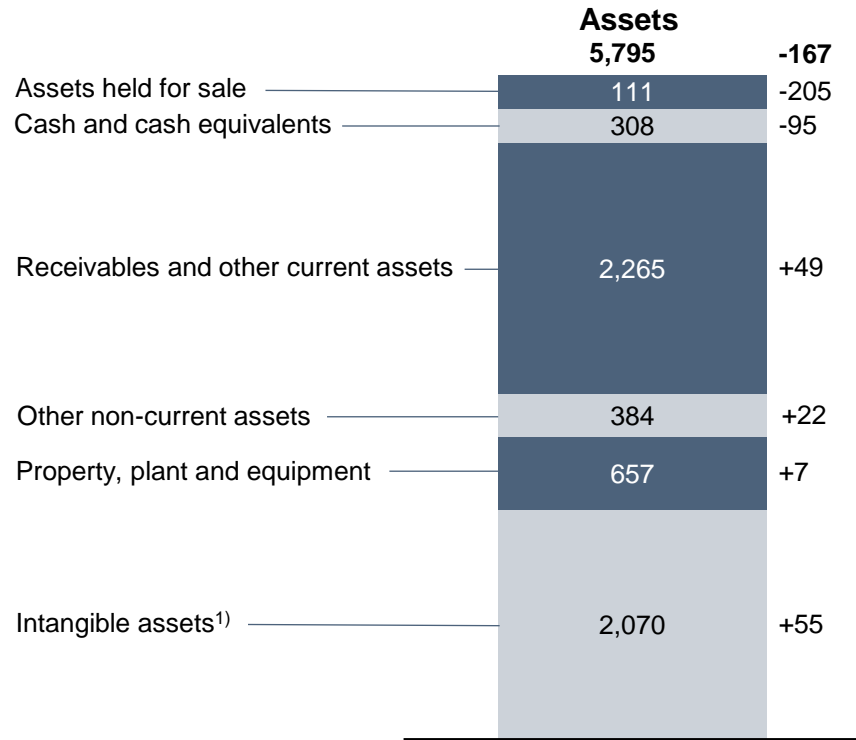
in € million	Dec. 31, 2014	Mar. 31, 2015	Comments March 31, 2015
Cash and cash equivalents	403	308	See cash flow statement for details of change
Financial debt (excluding non-recourse)	-544	-542	Including €500 million corporate bond (due Dec. 2019)
Net cash/ net debt	-141	-234	
Pension provisions	-524	-580	Increase due to lower discount rate of (from 2.0% to 1.5% in Euro)
Expected cash-in sale of Construction activities to Implenia	60	0	
Future cash-out restructuring provisions and risk provisions	~150	~150	Excluding new restructuring programs recently announced
Intra-year working capital need (seasonal shift)	-200 to -250	-100 to -150	
Valuation net debt	Approx. -1,000	Approx. -1,100	

Intra-year working capital swing improved against previous year

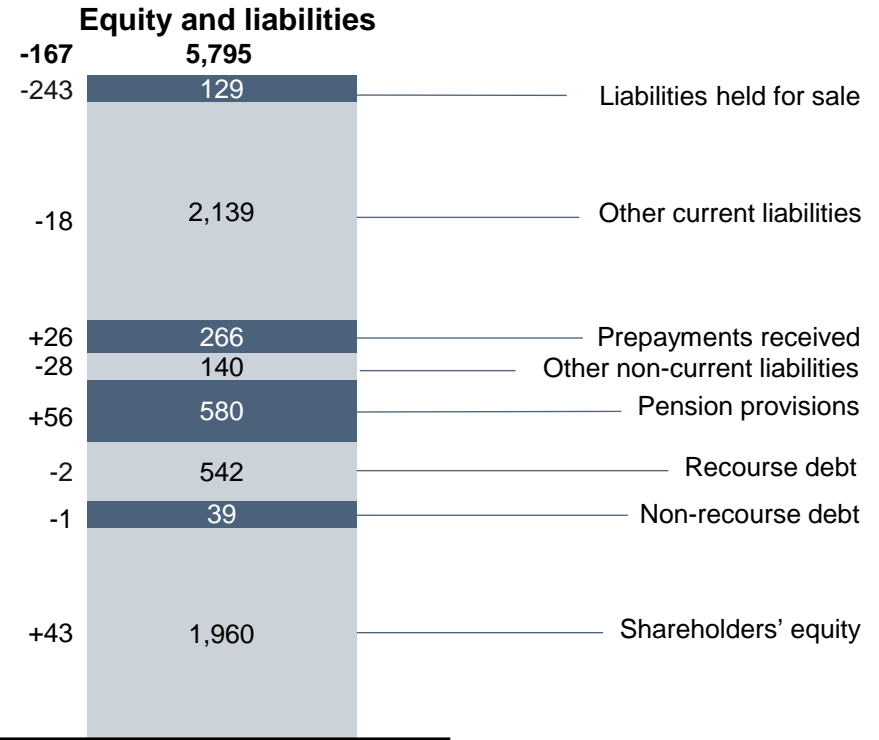


in €million	3m 2014	3m 2015	FY 2014	Comments 3m 2015
Cash earnings from continuing operations	17	-5	163	<i>Decrease due to lower net profit from continuing operations</i>
Change in working capital	-212	-86	-78	<i>Typical intra-year swing significantly lower than in prior-year period</i>
Gains on disposals of non-current assets	-1	-3	-20	<i>In FY 2014: €6m from sale of shares in BBGI fund and €9m from JBN</i>
Cash flow from operating activities of continuing operations	-196	-94	65	
Net capital expenditure on property, plant and equipment / intangibles	-26	-20	-122	<i>Gross Capex of €28m (3m 2014: €35m) Gross Capex FY 2015e: approx. 1.5% of output volume</i>
Proceeds from the disposal of financial assets	64	76	172	<i>Cash inflow from sale of Construction: €75m In FY 2014: Cash inflows from sale of Concessions projects (€103m), BBGI shares (€50m) as well as JBN shares (€13m)</i>
Free cash flow (continuing operations)	-158	-38	115	
Investments in financial assets of continuing operations	-3	-1	-140	<i>In FY 2014: Acquisition of GVA</i>
Cash flow from financing activities of continuing operations	-6	-6	-165	
Change in cash and cash equivalents of continuing operations	-167	-45	-190	
Change in cash and cash equivalents of discontinued operations	-53	-54	-61	
F/X effects	1	7	8	
Cash and cash equivalents at Jan. 1	669	403	669	
Change in cash and cash equivalents classified as assets held for sale (Concessions, Construction, Offshore Systems)	1	-3	-23	
Cash and cash equivalents at March 31 / Dec. 31	451	308	403	

Balance sheet



March. 31, 2015



March 31, 2015

in € million

Compared to balance sheet as of Dec. 31, 2014

1) Thereof goodwill €2,032 million (including intangibles from acquisitions)

ROCE per segment

	Capital employed in € million		Return in € million		ROCE in %		WACC in %		Value added in € million	
	FY 2013	FY 2014	FY 2013	FY 2014	FY 2013	FY 2014	FY 2013	FY 2014	FY 2013	FY 2014
Industrial	1,367	1,295	214	189	15.7	14.7	8.75	10.50	95	54
Power	658	653	148	8	22.4	1.2	8.75	12.25	90	-72
Building and Facility	666	767	122	140	18.4	18.2	8.75	9.25	64	69
Consolidation / Other	347	231	-61	-57	-	-	-	-	-92	-87
Continuing Operations	3,038	2,946	423	280	13.9	9.5	8.75	10.75	157	-36

Financial overview

in €million	2010	2011	2012	2013	2014
Output volume	7,983	8,397	8,586	7,552	7,690
Orders received	7,854	7,690	8,304	7,513	6,600
Order backlog	8,429	7,557	7,388	6,476	5,461
EBITA adjusted ¹⁾	346	379	387	415	270
EBITA	346	379	432	349	198
Net profit adjusted ^{1) 2)}	205	235	241	251	175
Net profit ³⁾	284	394	276	173	-71
Cash flow from operating activities	244	281	232	210	65
Dividend distribution	110	150	132	132	88
Return on output (EBITA adjusted)	4.3%	4.5%	4.5%	5.5%	3.5%
Return on capital employed	18.4%	17.3%	15.7%	13.9%	9.5%
Shareholders' equity	1,812	1,793	2,037	2,165	1,917
Balance-sheet total	7,937	7,720	6,850	6,532	5,962
Equity ratio	23%	23%	30%	33%	32%
Net working capital	-860	-899	-587	-291	-181
Net working capital as percentage of output volume	-11%	-11%	-7%	-3.9%	-2.4%
Cash and cash equivalents	465	803	1,061	647	403
Financial debt, recourse	273	186	711	545	544

*All figures refer to continuing operations, unless otherwise stated
2010 - 2012 continuing operations excl. Valemus and Concessions
2013 - 2014 continuing operations excl. Valemus, Concessions ,
Construction and Offshore Systems*

- 1) Adjusted for one-time expenses in connection with the Bilfinger Excellence efficiency-enhancing program, restructuring expenses and for capital gains
- 2) Also adjusted for the amortization of intangible assets from acquisitions and goodwill impairment. In addition, adjustment for the reduction of deferred tax assets on tax-loss carryforwards in accordance with the German Corporate Income Tax Act (in 2014)
- 3) Includes continuing and discontinued operations

Shareholder structure



Shareholder structure

- High proportion of institutional investors
- International shareholder base
- Freefloat according to Deutsche Boerse: 70.36%

Treasury Stock

- 1,835,318 shares
- No cancellation planned

	Dec 31, 2014
Treasury Stock	4%
Undisclosed/ Retail Investors	34%
Institutional Investors:	62%
Cevian Capital	26%
Germany	14%
USA	6%
U.K.	5%
Switzerland	5%
Scandinavia	3%
Benelux	1%
France	1%
Other	1%

Financial calendar and share facts



52 week high / low:	€ 87.62 / € 40.32 (as of May 11, 2015)
Closing price May 11, 2015	€ 40.46
Market cap: ¹⁾	€ 1.8 bn (as of May 11, 2015)
Shares outstanding: ¹⁾	46,024,127
ISIN / Ticker abbreviation:	DE0005909006 / GBF
Main stock markets:	XETRA / Frankfurt
Segments Deutsche Boerse / Indices:	Prime Standard MDAX, DAXsubsector Industrial Products & Services Idx., DivMSDAX, STOXX Europe 600, Euro STOXX, STOXX EUROPE TMI Support Services

2015

Aug. 12, 2015 Interim Report Q2 2015

Nov. 12, 2015 Interim Report Q3 2015

¹⁾ Including 1,835,318 shares held as treasury stock

Other investor information



ENGINEERING
AND SERVICES

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in € per share	2010	2011	2012	2013	2014
Earnings ¹⁾	6.43	8.93	6.26	3.91	-1.62
Earnings adjusted ²⁾	4.64	5.32	5.46	5.69	3.96
Cash flow	5.53	6.37	5.26	4.76	1.47
Dividend	2.50	3.40 ³⁾	3.00	3.00	2.00
Dividend yield ⁴⁾	4.0%	5.2%	4.1%	3.7%	4.3%
Payout ratio ⁵⁾	54%	64%	55%	53%	50%
Share price highest	64.35	70.35	77.90	84.35	93.05
Share price lowest	40.75	50.47	58.82	68.67	41.54
Share price year end	63.20	65.88	73.00	81.53	46.35
Book value per share ⁶⁾	40.84	40.51	45.96	48.67	43.85
Market-to-book value ^{4) 6)}	1.5	1.6	1.6	1.7	1.1
Market capitalization in million € ^{4) 8)}	2,909	3,032	3,360	3,752	2,133
MDAX weighting ⁷⁾	3.5%	3.7%	3.2%	2.4%	1.1%
Number of shares in '000 ^{7) 8)}	46,024	46,024	46,024	46,024	46,024

All figures refer to continuing operations, unless otherwise stated

¹⁾ Includes continuing and discontinued operations

²⁾ Adjusted for one-time expenses in connection with the Bilfinger Excellence efficiency-enhancing program, restructuring expenses and for capital gains. Also adjusted for the amortization of intangible assets from acquisitions and goodwill impairment. In addition, adjustment for the reduction of deferred tax assets on tax-loss carryforwards in accordance with the German Corporate Income Tax Act (2014).

³⁾ including bonus of € 0.90

⁴⁾ relating to year-end share price

⁵⁾ relates to EPS adjusted

⁶⁾ shareholders' equity w/o minorities

⁷⁾ relating to year-end

⁸⁾ including shares held as treasury stock:

2010 to 2012: 1,884,000

2013: 1,866,365 | 2014: 1,835,318

Disclaimer



This presentation has been produced for support of oral information purposes only and contains forward-looking statements which involve risks and uncertainties. Forward-looking statements are statements that are not historical facts, including statements about our beliefs and expectations. Such statements made within this document are based on plans, estimates and projections as they are currently available to Bilfinger SE. Forward-looking statements are therefore valid only as of the date they are made, and we undertake no obligation to update publicly any of them in light of new information or future events. Apart from this, a number of important factors could therefore cause actual results to differ materially from those contained in any forward-looking statement. Such factors include the conditions in worldwide financial markets as well as the factors that derive from any change in worldwide economic development.

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