

January 11 to 13, 2016 Commerzbank German Investment Seminar 2016, NYC

Bilfinger SE FOCUS • FOCUS • FOCUS

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1. Bilfinger at a glance

- 2. Strategy: Focus, Focus, Focus
- 3. Current Trading: January to September 2015
- 4. Financial backup



Bilfinger at a glance

- Multinational player with leading positions in attractive markets
- High-quality services provider and partner to our customers
- Strong customer base with long-term relationships
- More than 60% recurring business
- 2015e: Output volume of ~ €6.25 billion, adjusted EBITA of €150 to 170m
- New strategy announced: FOCUS on CORE geographies, markets, customers and services



€6.25bnoutput volume

thereof >60%

€150-170m EBITA

nearly 60,000 employees

Leading European engineering and services group



Segment	Industrial	Building and Facility	
Focus	Process Industry	Real Estate	
Output volume 2014	€3.7 bn (58%)	€2.7 bn (42%)	
Adj. EBITA margin 2014	5.1%	5.1%	Asia
Divisions	Industrial Maintenance Insulation, Scaffolding and Painting Oil and Gas Industrial Fabrication and Installation Engineering, Automation and Control Support Services	Building Facility Services Real Estate Water Technologies	America 2% Germany 38% Output volume 2015e: ~€6.25bn Rest of
Output volume 2015e	A good €3.4 billion	A good €2.8 billion	Europe 47%
Adj. EBITA margin 2015e	More than 3%	Margin at prior-year level	-TI /0





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It's all about FOCUS and CORE! The five cornerstones in our strategy



Two CORE Leadership independent business: and skills: pillars: Cost Cash services, Our people Industrial and markets, leadership conversion make it work! **Building and** customers and Facility geographies

Improve profitability, increase cash conversion, reduce complexity

Focus on CORE geographies From fragmented international footprint to European focus

PILLARS BUSINESS LEADERSHIP CONVERSION	ERSHIP ND ILLS
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Strengthen our position in our home markets



NDEPENDENT CORE COST CASH LEADERSHIP **Focus on CORE markets** PILLARS BUSINESS LEADERSHIP CONVERSION **Process industries** Chemicals **INDUSTRIAL** Energy Oil&Gas / Refineries Pharma BUILDING Real estate services AND for customers in various sectors FACILITY Expansion of market shares

AND SKILLS

Non-core businesses identified

INDEPENDENT CO PILLARS BUSI		CASH CONVERSION AND SKILLS	liΡ
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NON-CORE BUSINESSES				
Lack of strategic fit with CORE	Risk reduction	Subcritical in size or geographies		
		Inductrial, a r		
Industrial: e.g.		Industrial: e.g.		
 Steel Construction 	 Power* 	 Engineering Services 		
 US Industrial Construction 	 Offshore Systems* 	in Asia-Pacific		
(Oil and Gas Industry)		 Insulation, Scaffolding 		
Building and Facility:		and Painting		
 Water Technologies 		in Spain and Portugal		
 Government Services 				
	*Disc. Operations			

Non-core businesses identified – all strategic options open

Clear distinction between CORE and Non-core businesses

INDEPENDENT COR PILLARS BUSINI	COST LEADERSHIP	CASH CONVERSION	LEADERSHIP AND SKILLS
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Output volume (2015e)

	CORE business	Non-core business
	 Management's strategic focus Increase investment activities Potential acquisitions 	 No strategic focus Limited investment activities Examine all strategic options
Industrial	〉 ~€2.7 bn	~€0.7 bn
Building and Facility	〉 ~€2.4 bn	~€0.4 bn
Power*		~€1.2 bn

* Discontinued Operations

Focus on cost leadership

DEPENDENT CORE PILLARS BUSINESS	COST LEADERSHIP	CASH CONVERSION	LEADERSHIP AND SKILLS
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- Continue successful restructuring, already launched measures on schedule
- Operational excellence:
 - process optimization
 - standardization
 - drive economy of scale and unit cost reduction
 - digitization
- SG&A efficiency: adjust SG&A cost to industry benchmark (concept development in progress)

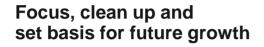
Improve competitiveness to create shareholder value

Focus on cash conversionINDEPENDENT
PILLARSCORE
BUSINESSCOST
LEADERSHIPCASH
CONVERSIONLEADERSHIP
AND
SKILLS

- Improve time to billing
- Optimize billing process
- Improve overdues
- Inject full working capital awareness

Free up cash to create shareholder value

It's all about focus! Timeline



2015

- Industrial: Continue restructuring, focus on operational efficiencies and commercial excellence
- Building and Facility: Continue profitable growth
- Define and launch additional growth initiatives in both segments

Transition year

2016

- SG&A efficiency program
- Strive for cost leadership
- Industrial: Develop customer focused operating model
- Building and Facility: Selected bolt-on acquisitions
- Strategy update in Spring

Continue growth and expand business

Medium- to long-term

- Geographic expansion in our defined core markets
- Drive industry consolidation

- Continuous operational improvement and profitable growth
- Unlock any hidden potential







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January to September 2015 Highlights

- Output volume: 5% above prior year
- Orders received: increase of 23% through extension of important service agreements
- Adjusted EBITA: underpins full-year outlook 2015
- Operating Cashflow: at prior-year level despite lower earnings

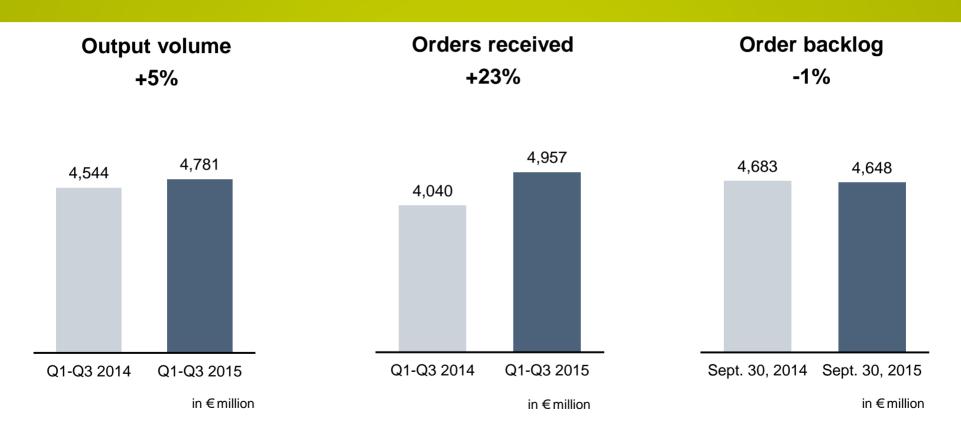
Business in line with our expectations





January to September 2015: Increase in output volume and orders received

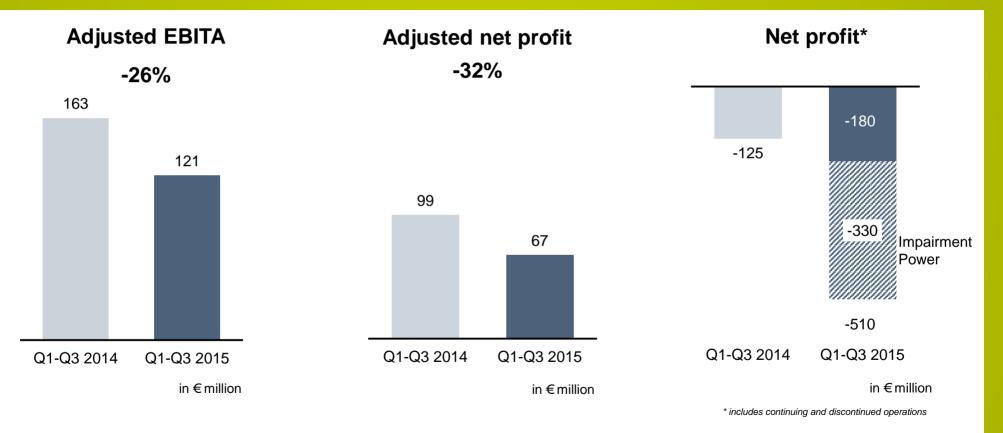




All figures refer to continuing operations unless otherwise stated

January to September 2015: Adjusted EBITA underpins full-year outlook 2015

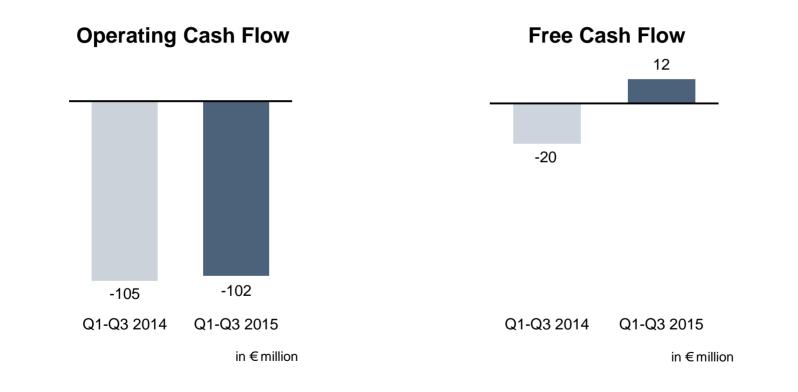




All figures refer to continuing operations unless otherwise stated

January to September 2015: Operating cash flow at prior-year level despite lower earnings



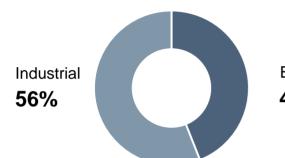


All figures refer to continuing operations unless otherwise stated

January to September 2015: Two segments with almost equal contributions

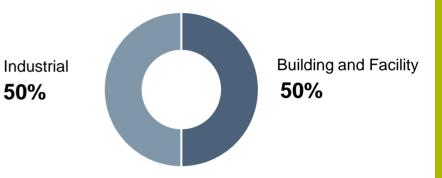


Output volume*



Building and Facility **44%**

EBITA adjusted*



in €million	Q1-Q3 2015	Q1-Q3 2014	Year-on-year
Industrial	2,707	2,717	0%
Building and Facility	2,124	1,919	+11%
Consolidation/Others	-50	-92	
Group	4,781	4,544	+5%

in €million	Q1-Q3 2015	Q1-Q3 2014	Year-on-year
Industrial	94	127	-26%
Building and Facility	95	83	+14%
Consolidation/Others	-68	-47	
Group	121	163	-26%

* Before consolidation/others

Industrial: Development mainly driven by oil and gas related activities



	Q3 2015 reported	Year-on-year	F/X Net Acquisition
Output volume	926	-3%	+3%
Orders received	738	-4%	+4%
EBITA adjusted	45	-12%	+4%



Quarterly development

- Year-on-year development supported by F/X effects, esp. USD and GBP
- Negative EBITA adjusted development due to high comparable in prior-year US oil and gas business (shale gas boom)
- Typical seasonal pattern
- Higher margin in Q3 despite lower volume (against Q2)

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Industrial: Restructuring measures on track

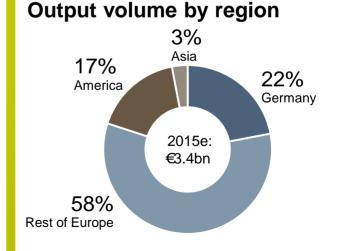
Highlights Q3 2015

- Oil and gas market still challenging
- Ongoing capacity adjustments

in € million	Q3 2015	Q3 2014	Change	FY 2014
Output volume	926	953	-3%	3,705
Orders received	738	766	-4%	3,276
Order backlog	2,186	2,556	-14%	2,404
Capital expenditure	12	17	-29%	67
Depreciation of P, P & E	15	16	-6%	64
EBITA adjusted	45	51	-12%	190
EBITA margin adjusted	4.9%	5.4%		5.1%

Outlook FY 2015

- Output volume: a good €3.4 billion
- Adjusted EBITA margin: 3% plus



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Building and Facility: Positive demand for real estate services in Europe



	Q3 2015 reported	Year-on-year	F/X Net Acquisition
Output volume	752	+8%	+3%
Orders received	646	+11%	+3%
EBITA adjusted	43	+2%	+5%



Quarterly development

- Year-on-year development supported by F/X effects, esp. USD and GBP
- EBITA adjusted influenced by high comparable in Building
- Q4 typically with highest intra-year margin due to higher share of projects

Building and Facility: Continuous positive development



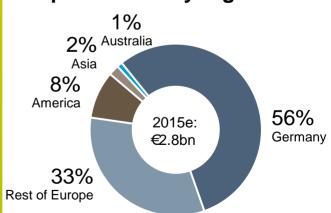
Highlights Q3 2015

- Strong increase in order backlog supported by extension of significant service contracts
- Trend towards integrated and cross-national contracts continues

in€million	Q3 2015	Q3 2014	Change	FY 2014
Output volume	752	699	8%	2,659
Orders received	646	583	11%	2,298
Order backlog	2,476	2,141	16%	2,004
Capital expenditure	6	6	0%	32
Depreciation of P, P & E	6	6	0%	20
EBITA adjusted	43	42	2%	136
EBITA margin adjusted	5.7%	6.0%		5.1%

Outlook FY 2015

- Output volume: a good €2.8 billion
- Adjusted EBITA margin: at prior-year level



Output volume by region







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January - September 2015 Volume and contract overview



	Output volu	ime	Orders received				log		
in €million	Q1-Q3 2015	Q1-Q3 2014	Change	Q1-Q3 2015	Q1-Q3 2014	Change	Q1-Q3 2015	Q1-Q3 2014	Change
Industrial	2,707	2,717	0%	2,454	2,398	2%	2,186	2,556	-14%
Building and Facility	2,124	1,919	11%	2,568	1,687	52%	2,476	2,141	16%
Consolidation/ Other	-50	-92		-65	-45		-14	-14	
Continuing Operations	4,781	4,544	5%	4,957	4,040	23%	4,648	4,683	-1%

Q3 2015 Volume and contract overview



	Output volu	me	Orders received				og		
in €million	Q3 2015	Q3 2014	Change	Q3 2015	Q3 2014	Change	Q3 2015	Q3 2014	Change
Industrial	926	953	-3%	738	766	-4%	2,186	2,556	-14%
Building and Facility	752	699	8%	646	583	11%	2,476	2,141	16%
Consolidation/ Other	-14	-41		-13	-19		-14	-14	
Continuing Operations	1,664	1,611	3%	1,371	1,330	3%	4,648	4,683	-1%

Organic development output volume



in € million	Q1-Q3 2014	∆ Net acquisitions		Δ F/X		Δ Organic		Q1-Q3 2015	
Industrial	2,717	0	0%	115	+5%	-125	-5%	2,707	0%
Building and Facility	1,919	89	+5%	62	+3%	54	+3%	2,124	+11%
Continuing Operations	4,544	89	+2%	176	+4%	-28	-1%	4,781	+5%
	Q3 2014	Δ Net a	acquisitions	Δι	F/X	ΔOr	ganic	Q3 2	2015

Industrial	953	0	0%	33	+3%	-60	-6%	926	-3%
Building and Facility	699	-6	-1%	23	+4%	36	+5%	752	+8%
Continuing Operations	1,611	-6	0%	57	+3%	2	0%	1,664	+3%

Organic development orders received



in € million	Q1-Q3 2014	Δ Net a	cquisitions	ΔΙ	=/X	Δ Or	ganic	Q1-Q3	2015
Industrial	2,397	0	0%	124	+5%	-67	-3%	2,454	+2%
Building and Facility	1,687	106	+6%	46	+3%	729	+43%	2,568	+52%
Continuing Operations	4,040	108	+3%	170	+4%	639	+16%	4,957	+23%
	Q3 2014	Δ Net a	cquisitions	Δι	=/x	∆ Or	ganic	Q3 2	2015

Industrial	766	0	0%	36	+4%	-64	-8%	738	-4%
Building and Facility	583	-4	-1%	20	+4%	47	+8%	646	+11%
Continuing Operations	1,330	-2	0%	56	+4%	-13	-1%	1,371	+3%

Organic development EBITA adjusted



in € million	Q1-Q3 2014	∆ Net acquisitions		Δ F/X		Δ Organic		Q1-Q3 2015	
Industrial	127	0	0%	6	+5%	-39	-31%	94	-26%
Building and Facility	83	9	+11%	5	+6%	-2	-1%	95	+14%
Continuing Operations	163	9	+5%	11	+7%	-62	-38%	121	-26%

	Q3 2014	Δ Net acquisitions		Δ F/X		Δ Organic		Q3 2015	
Industrial	51	0	0%	2	+4%	-8	-16%	45	-12%
Building and Facility	42	-1	-2%	3	+7%	-1	-3%	43	+2%
Continuing Operations	76	-1	-1%	5	+7%	-22	-30%	58	-24%

Profit & loss statement



in €million	Q1-Q3 2015	Q1-Q3 2014	FY 2014	Comments Q1-Q3 2015
Output volume	4,781	4,544	6,246	
EBITA	121	133	207	
EBITA adjusted	121	163	262	
EBITA margin adjusted	2.5%	3.6%	4.2%	
Amortization	-22	-28	-37	FY 2015e: -€27m
EBIT	99	105	170	Depreciation of €77m, thereof €7m exceptional (restructuring Industrial)
Net interest result	-22	-17	-28	Thereof interest from minorities: -€2m In FY 2014: including €6m capital gain from the sale of shares in BBGI
EBT	77	88	142	
Income taxes	-91	-34	-51	Previously capitalized deferred tax assets on tax-loss carryforwards of \in 51 million were fully written off because a realization is no longer reasonably certain. In addition tax-losses occurred in 2015 have not been capitalized (\in 28m).
Earnings after taxes from continuing operations	-14	54	91	
Earnings after taxes from discontinued operations	-502	-206	-193	Capital gain on sale of divisions Construction and Infrastructure after risk provision: €9m, remaining construction and concessions activities : -€9m, Goodwill impairment Power -€330m, operating result Power -€172m.
Minority interest	6	27	31	
Net profit	-510	-125	-71	
Net profit adjusted (continuing operations)	67	99	160	

Overview of earnings adjustments



in €million	Q1-Q3 2015	Q1-Q3 2014	FY 2014	Comments Q1-Q3 2015
EBITA	121	133	207	
Adjustments special items (pre-tax)	0	30	55	Excellence: -€3m (Q1-Q3 2014: -€37m, FY 2014: -€44m) Restructuring: -€45m (Q1-Q3 2014: -€2m, FY 2014: -€20m) Capital gain: sale of Nigerian activities €48m (Q1-Q3 2014: €9m, FY 2014: €9m)
EBITA adjusted	121	163	262	
Net interest	-22	-17	-28	
Normalized/ Underlying tax rate	-31	-46	-71	Reduction of deferred tax assets on tax-loss carryforwards: -€51m (Q1-Q3 2014: -€12m, FY 2014: -€11 m) Normalized tax rate of 31%: -€31m
Minorities	-1	-1	-3	
Net Profit adjusted continuing operations	67	99	160	
EPS adjusted continuing operations	1.51	2.23	3.62	

Balance sheet



	Assets			uity and liabilitie	S
	5,179	-826	-826	5,179	
Assets held for sale	812	-590	-212	853	Liabilities held for sale
Cash and cash equivalents	214	-145			
Receivables and other current assets —	1,780	+27	-27	1,764	Other current liabilities
			-30 -17	107 117	Prepayments received Other non-current liabilities
Other non-current assets	269	-106	-6	394	Pension provisions
Property, plant and equipment	452	-25	+27	548	Recourse debt
			-27	13	Non-recourse debt
Intangible assets ¹⁾	1,652	+13	-534	1,383	Shareholders' equity
	September 30, 201	5	S	eptember 30, 2015	
Compared to pro-forma balance sheet as of De 1) Thereof goodwill €1,626 million (including i		sitions)		in :	€million

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Valuation net debt



in €million	Sept. 30, 2015	Dec. 31, 2014	Comments September 30, 2015
Cash and cash equivalents	214	403	See cash flow statement for details of change
Financial debt (excluding non-recourse)	-548	-544	Including €500 million corporate bond (due Dec. 2019)
Net cash/ net debt	-334	-141	
Pension provisions	-394	-524	Decrease due to re-allocation of pension provisions Power (€123m), also change in discount rate (from 2.0% to 2.25% in Euro-Zone, from 1.5% to 0.85% in Switzerland)
Expected cash-in sale of Construction activities to Implenia		60	
Expected cash-in sale of Nigerian activities, remaining concessions business	100		
Future cash-out restructuring and risk provisions	Approx155	Approx150	Thereof future cash-out restructuring of approx. €75m Cash-out legacies of approx. €80m
Intra-year working capital need (seasonal shift)		-200 to -250	
Valuation net debt	Approx800	Approx1,000	

Cashflow statement



in €million	Q1-Q3 2015	Q1-Q3 2014	FY 2014	Comments Q1-Q3 2015
Cash earnings from continuing operations	113	117	144	
Change in working capital	-175	-203	-90	Slightly reduced intra-year working capital swing
Gains on disposals of non-current assets	-40	-19	-20	Thereof €28m sale of Nigerian activities, sale of Power headquarters €10m
Cash flow from operating activities of continuing operations	-102	-105	34	
Net capital expenditure on property, plant and equipment / intangibles	-38	-72	-102	Net Capex FY 2015e: approx. 70m EUR
Proceeds from the disposal of financial assets	152	157	172	Cash inflows from sale of Construction (€73m), Infrastructure (€18m), from Power headquarters (€13m), from sale of Nigerian activities (€49m)
Free cash flow (continuing operations)	12	-20	104	
Investments in financial assets of continuing operations	-3	-129	-140	In FY 2014: Acquisition of GVA
Cash flow from financing activities of continuing operations	-66	-165	-167	Dividend payment Bilfinger SE of €88m Increase in financial debt (drawdown syndicated loan €30m)
Change in cash and cash equivalents of continuing operations	-57	-314	-203	
Change in cash and cash equivalents of discontinued operations	-94	-86	-48	Construction -€62m, Power -€28m, Concessions -€4m
F/X effects	2	8	8	
Cash and cash equivalents at Jan. 1	403	669	669	
Change in cash and cash equivalents classified as assets held for sale (Concessions/ Construction/ Power)	-40	-18	-23	
Cash and cash equivalents at Sep. 30/ Dec. 31	214	259	403	

Discontinued operations: Power



Outlook 2015

- Output volume will decrease significantly to approx.
 €1.2 billion
- EBITA adjusted of up to €100 million

in € million	Q1-Q3 2015	Q1-Q3 2014	Change	FY2014
Output volume	928	1,056	14%	1,445
Orders received	808	940	16%	1,090
Order backlog	941	1,306	39%	1,060
Capital expenditure	7	14	100%	22
EBITA adjusted	-70	-2	-97%	8

Planned sale of Power triggered impairment of €330 million as of June 30, 2015 Impairment also reflects net cash considerations



- Reclassification of Power to held for sale triggered test of the former book value against fair value less costs to sell as of June 30, 2015
- Using a two-stage process, the fair value was calculated as equity value
- The equity value is the result of the enterprise value plus adjusted net cash
- The Enterprise Value calculation, according to the discounted cash flow method, is based on cash flow planning for 2015 to 2018 including restructuring measures, using a risk-adjusted WACC

Derivation of impairment: equity value approach



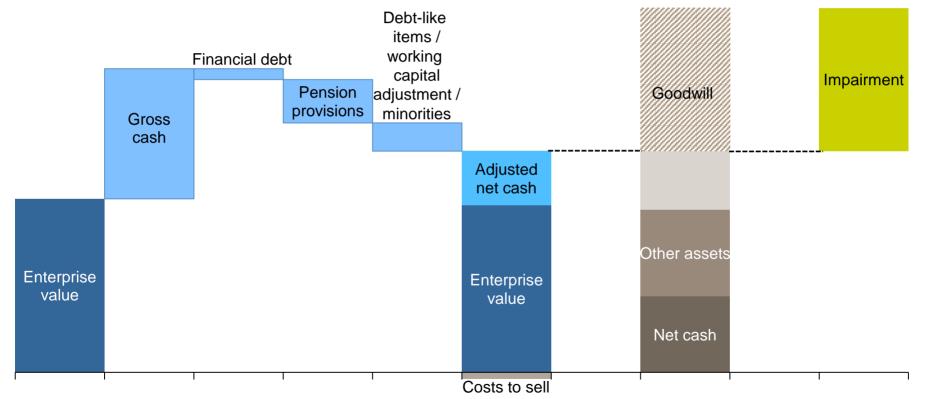


Chart is not true to scale

Financial overview



in €million	2010	2011	2012	2013	2014 ⁴⁾	2014
Output volume	7,983	8,397	8,586	7,552	7,690	6,246
Orders received	7,854	7,690	8,304	7,513	6,600	5,510
Order backlog	8,429	7,557	7,388	6,476	5,461	4,401
EBITA adjusted ¹⁾	346	379	387	415	270	262
EBITA	346	379	432	349	198	207
Net profit adjusted ^{1) 2)}	205	235	241	251	175	160
Net profit ³⁾	284	394	276	173	-71	-71
Cash flow from operating activities	244	281	232	210	65	34
Dividend distribution	110	150	132	132	88	88
Return on output (EBITA adjusted)	4.3%	4.5%	4.5%	5.5%	3.5%	4.2%
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	1,917
Balance-sheet total	7,937	7,720	6,850	6,532	5,962	6,005
Equity ratio	23%	23%	30%	33%	32%	32%
Net working capital	-860	-899	-587	-291	-181	-175
Net working capital as percentage of output volume	-11%	-11%	-7%	-3.9%	-2.4%	-4.1%
Cash and cash equivalents	465	803	1,061	647	403	359
Financial debt, recourse	273	186	711	545	544	521

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

2014 continuing operations excl. Valemus, Concessions, Construction, Offshore Systems and Power

- 1) 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 (in 2014)
- 3) Includes continuing and discontinued operations
- 4) As reported

Shareholder structure

Bilfinger

Jun 30, 2015 **Treasury Stock** 4% **Undisclosed/Retail** 31% Investors Institutional Investors: 65% **Cevian Capital** 26% Germany 9% UK 8% Switzerland 8% USA 6% Scandinavia 2% Benelux 1% France 1% Other 4%

Shareholder structure

- High proportion of institutional investors
- International shareholder base
- Freefloat according to Deutsche Boerse: 70.39%

Treasury Stock

- 1,824,383 shares
- No cancellation planned

Financial calendar and share facts



52 week high / low:	€60.22 / €31.31 (as of December 17, 2015)
Closing price	€41.99 (as of December 17, 2015)
Market cap: ¹⁾	€1.9 bn (as of December 17, 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

Preliminary Report on the 2015 financial year March 16, 2016 Press conference on financial statements 2015 May 11, 2016 Annual General Meeting 2016 and Interim Report Q1 2016 August 10, 2016 Interim Report Q2 2016 November 10, 2016 Interim Report Q3 2016

February 11, 2016

¹⁾ Including 1,824,383 shares held as treasury stock

Bilfinger bond and rating



ISIN / Stock exchange abbreviation	DE000A1R0TU2
WKN	A1R0TU
Listing	Luxembourg (official trading)
Emission volume	€500 million
Interest coupon	2.375%
Maturity	December 07, 2019
Closing	102.08 (as of November 16, 2015)

Rating Agency	Standard & Poors
Current Corporate Credit Rating	BB+ / Negative Outlook / B

Other investor information



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Corporate Headquarters Carl-Reiß-Platz 1- 5 D- 68165 Mannheim All figures refer to continuing operations, unless otherwise stated

2010 - 2012 continuing operations (excl. Valemus and Concessions)

2013 continuing operations (also excluding Construction)

2014 continuing operations (also excluding Power)

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	3.62
Cashflow	5.53	6.37	5.26	4.76	0.77
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%	55%
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. 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 I 2014: 1,835,318

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