BILFINGER SE

- LEADING IN INDUSTRIAL SERVICES -

Bilfinger SE

September, 2023



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Acquisition of Fluor's Stork industrial services business in the Netherlands and Belgium

Dr. Thomas Schulz | Group-CEO Matti Jäkel | Group-CFO September 7, 2023

Executive Summary



Acquisition of Fluor's Stork industrial services business

- Signing of agreement to acquire Fluor's Stork industrial services business mainly in the Netherlands and Belgium as well as a few entities in Germany and one in the US
- Expected closing: First half of 2024
- Revenue 2022: € 528 million
- Headcount: 2,720
- Equity value / Purchase price: € 26 million
- Enterprise value: € 76 million
- Earnings per share accretive from closing on
- Supports Bilfinger's mid-term targets

Transaction highlights

Value-enhancing for all stakeholder groups



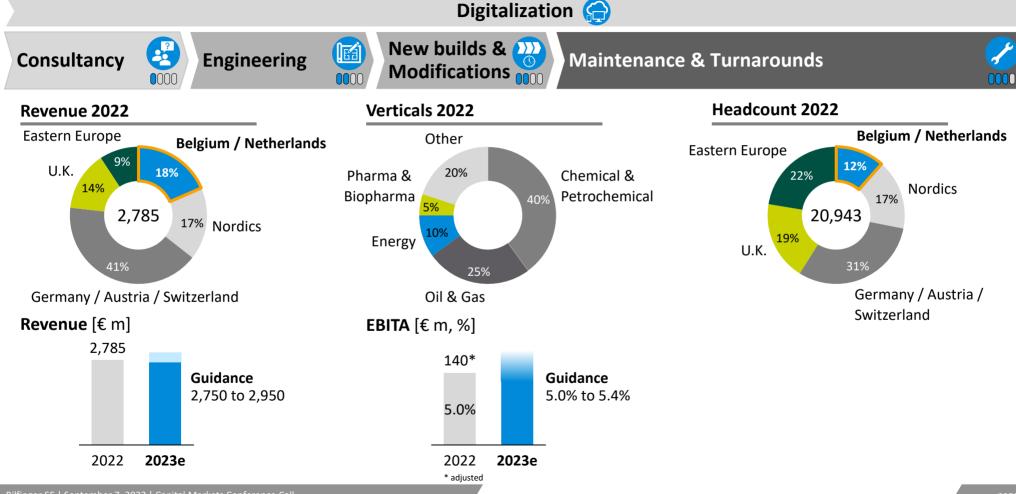


Acquisition of Fluor's Stork industrial services business in the Netherlands and Belgium BILFINGER Progressing the implementation of our strategy to become No. 1 in efficiency and sustainability No. 1 for customers in enhancing year Efficiency Bilfinger efficiency and sustainability & Sustain-2027 Future ability 2026 2025 **Positioning** 2024 2025-2027 2024 Growth 4-5% p.a. EBITA 2023 ≥5% 6-7% Cash >70% >80% 12 18 24 6 Bilfinger Today months **Efficiency Program Operational Excellence**

Bilfinger E&M Europe



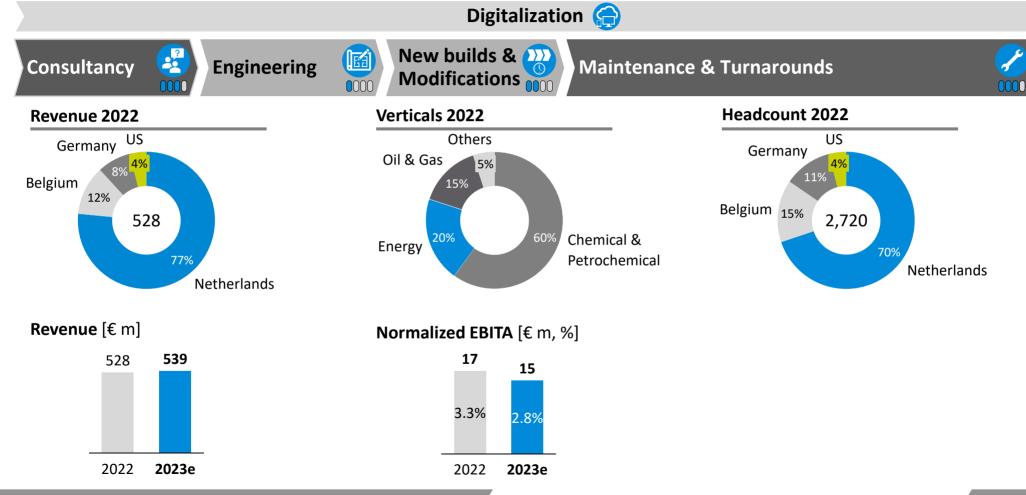
Belgium / Netherlands is an important and high-performing region



Profile of transaction scope



Perfect fit in terms of service portfolio, geography and verticals



E&M Europe combined businesses



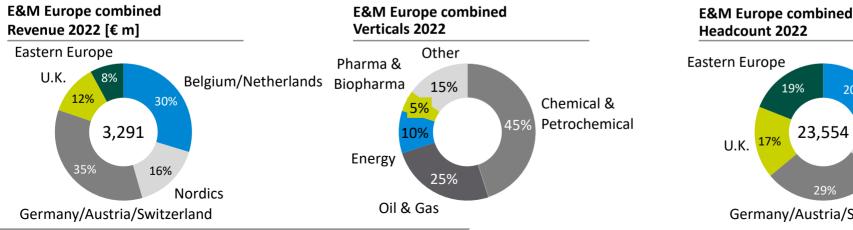
Positions Bilfinger as solution partner in Belgium and Netherlands

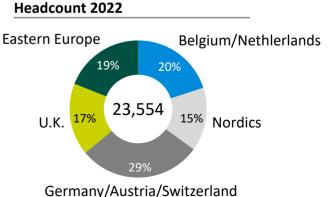
Belgium/Netherlands
Products offered:

	Acquired business	Bilfinger
Engineering	(√)	✓
Maintenance – Mechanical	\checkmark	(√)
Maintenance – E I & C	~	-
ISP	-	✓

Belgium/Netherlands
Verticals covered:

	Acquired business	Bilfinger
Energy	✓	\checkmark
Chemical & Petrochemical	\checkmark	\checkmark
Pharma & Biopharma	-	\checkmark
Oil & Gas	\checkmark	\checkmark
Other	✓	-





In line with Bilfinger strategy

Our strategic levers enable us to integrate the business and to achieve our mid-term targets

Functional Organization	 Integration into Bilfinger functional organization, increasing efficiency and realizing cost synergies in overhead 	Profitability
Competence Development	 Doubling the skilled workforce: Adding ~2,300 people in Belgium and Netherlands Strengthening the combined workforce by investing in training and education 	Growth Profitability
Standardization & Bundling	 Integration of activities into standardized Bilfinger execution and bundled services Roll-out of Lean management 	Profitability
Market Expansion	 Strengthening market presence, gaining broader customer access Complementary strong technical capabilities and geographical coverage Cover full value chain in Belgium and Netherlands 	Growth Profitability

1. Efficiency Program



2. Operational Excellence 3. Positioning

Financial deal rationale

Attractive valuation, purchase price fully financed with existing cash EPS accretive from closing on

Equity value / Purchase price	€ 26 million
Net debt and debt-like items	€ 50 million
Enterprise value	€ 76 million
Enterprise value excl. IFRS 16 operating lease liabilities	€ 39 million

Restructuring and integration costs estimated at € 18 million

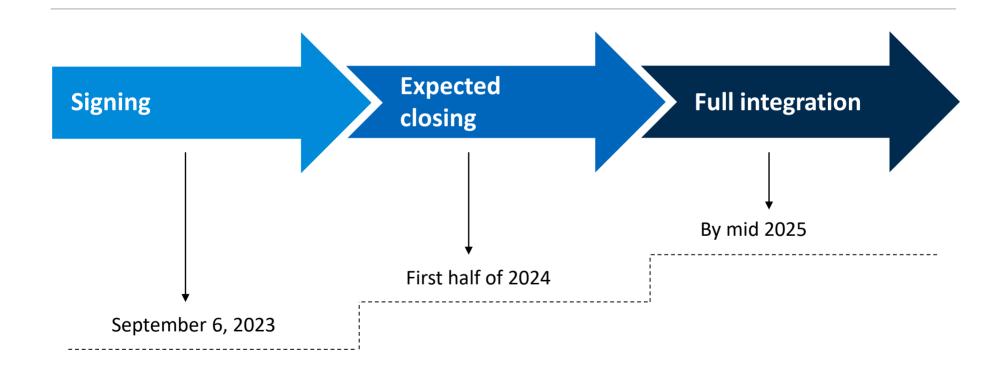




Timeline



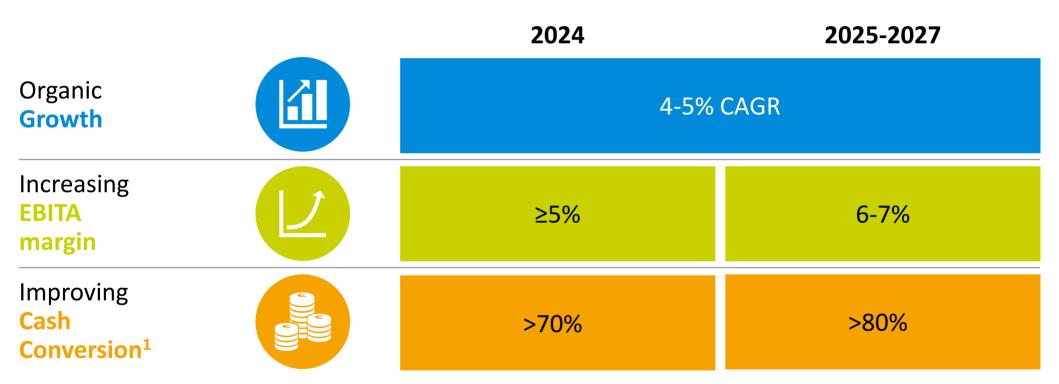
Transaction scope will be fully integrated by mid 2025



Financial targets

Transaction supports achievement of mid-term targets Outlook 2023 confirmed



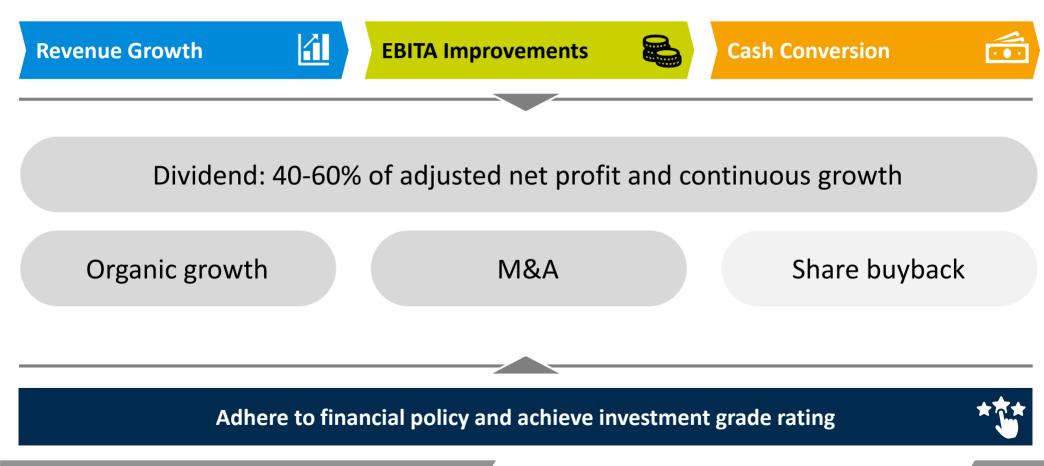


1 Cash Conversion: FCF / EBITA

Capital Allocation to drive Total Shareholder Return



Value-accretive acquisitions being an important tool to drive Total Shareholder Return



Transaction highlights

Value-enhancing for all stakeholder groups





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Quarterly Statement Q2 2023

August 14, 2023

dropower: ÖBB - Obervellach/Tauernmoos

Key Highlights Q2 2023





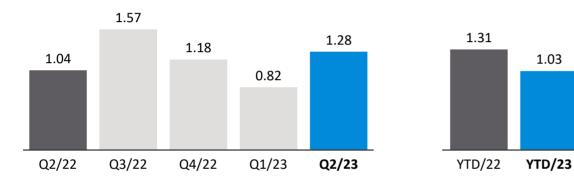
ESG key figures Q2 2023 Occupational safety has high priority



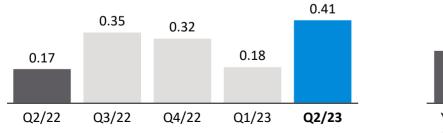




TRIF: Total Recordable Incident Frequency [based on 1 million working hours]



LTIF: Lost Time Injury Frequency [based on 1 million working hours]

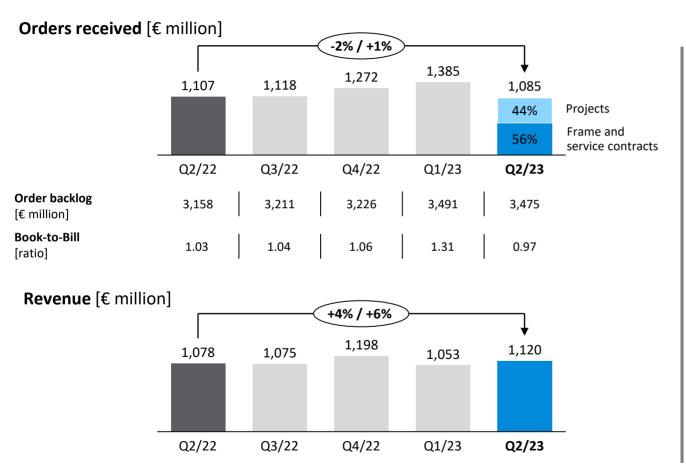




1.03



Growth in E&M Europe and particularly strong in Technologies Decrease in E&M International due to restructuring in USA

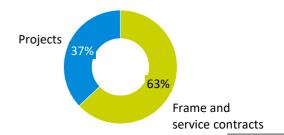




- Orders received stable after high Q1; growth at E&M Europe (+6% org.) and Technologies (+32% org.) offsets expected decrease due to restructuring in USA at E&M International (-23% org.)
- Increased share of projects in orders received due to strong growth in Technologies
- Book-to-bill of 1.14 in the first half of the year
- Increase in revenue with good development in E&M Europe and Technologies, further progress in completion of legacy projects in USA

Revenue split [YTD, %]

∆ abs. / org.



Selected orders



Battery Production

Gdansk, Poland E&M Europe



EPCM services for Europe's largest battery systems factory



Maintenance

ExxonMobil Lower Saxony, Germany E&M Europe



Framework contract extension (5+5 years) for maintenance of ~140 natural gas plants



Biopharma



Multiple locations, UK Technologies



5-year EPCM framework contract to modernize R&D facilities

Innovation: Use of drones for insulation inspection

Fast and efficient inspection increases energy efficiency

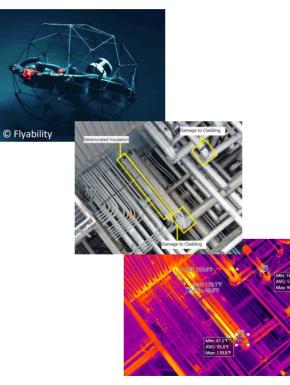
Customer order

- Significant reduction in inspection times for insulation on pipelines, heat exchangers, fittings and tanks.
- Improvement of occupational safety

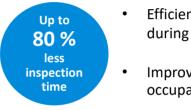
Bilfinger solution

- Inspection of plant equipment using drones with thermal imaging cameras
- Evaluation of the footage by specialists in the office
- Localisation of footage using drone coordinates to carry out repairs

Already in use at customers



Bilfinger contribution



Efficient execution during plant operation

FINGER

Improvement of occupational safety

Sustainability effects

- Energy efficiency improvement of facilities
- CO₂ reduction

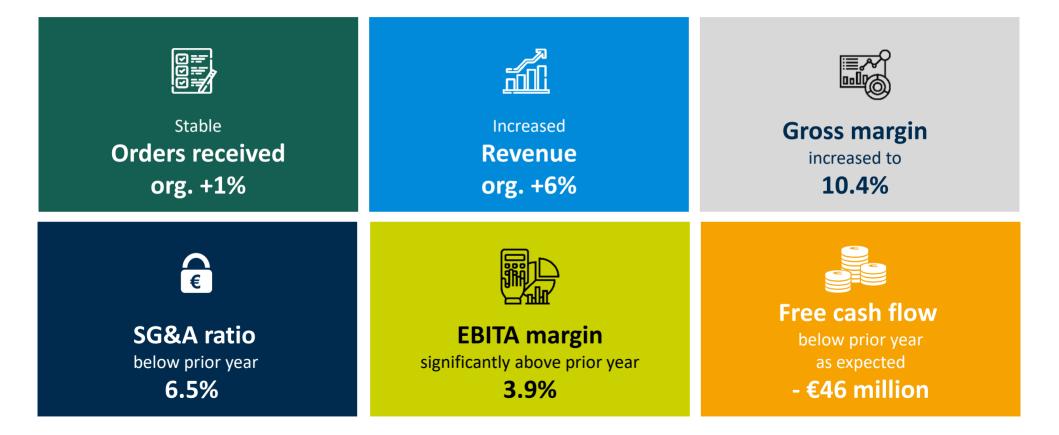
Efficiency program On track and fully effective as of January 2024



		Target as of January 1, 2024	Thereof achieved by June 30, 2023	Thereof achieved in Q2 2023
	Capacity reductions	- 750 FTEs	- 251 FTEs	- 225 FTEs
C	One-time costs	-€62 million	-€3.3 million	- €2.9 million
	EBITA improvement gross p.a. (from January 1, 2024 – Run-rate)	+€55 million	+€19.3 million	+ €16.9 million
€	Re-invest in Education & Training	-€13 million	- €0 million	- €0 million

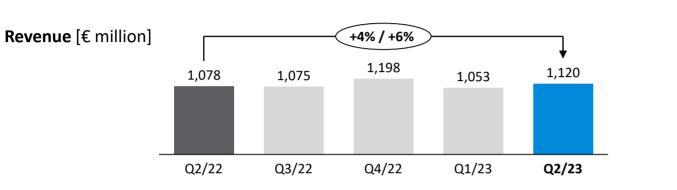
- Ongoing (non-provisionable) costs for the realization of the program: YTD 2023 €3.4 million, in Q2 2023 €1.5 million
- Baseline as of January 1, 2022

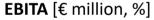




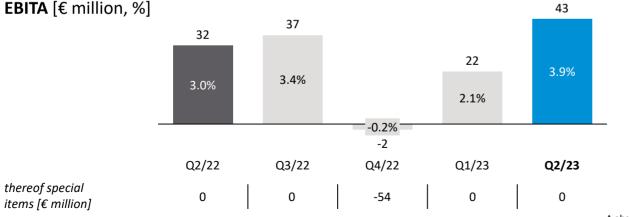
EBITA margin significantly above prior year







thereof special

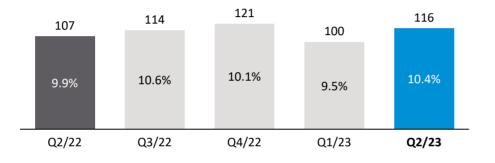




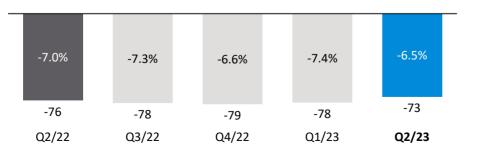


Gross profit and margin increased compared to prior year SG&A costs reduced despite inflation and higher revenue

Gross profit [€ million, %]



SG&A expenses [€ million, %]

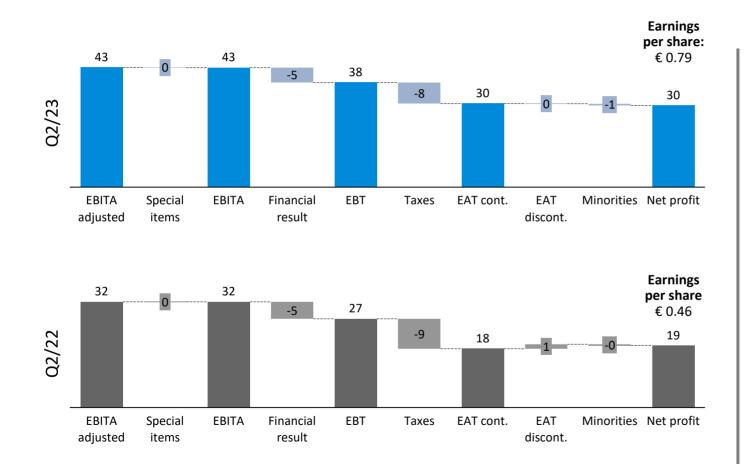






P&L development

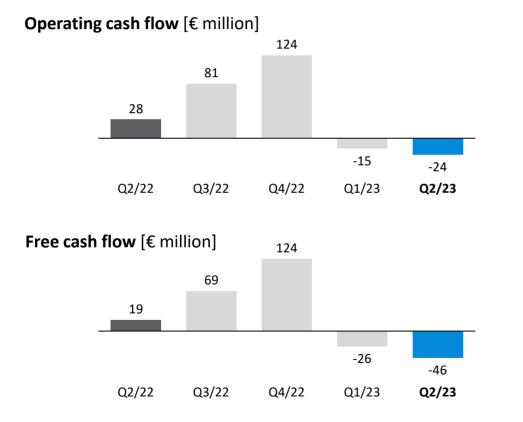




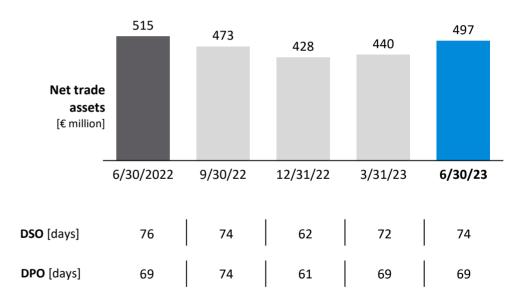
- EBITA significantly increased
- No special items in the current quarter
- Net profit thus significantly higher than prior year

Free cash flow below very good prior-year quarter as expected, higher Net CAPEX



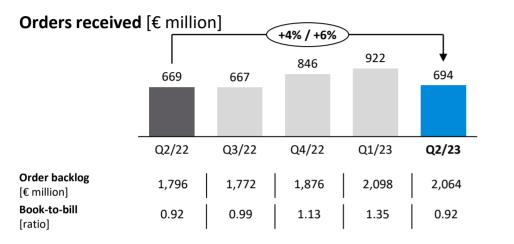


Net Trade Assets / DSO / DPO

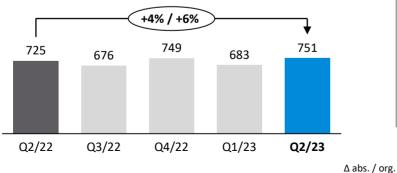


E&M Europe: Good growth and stable EBITA margin

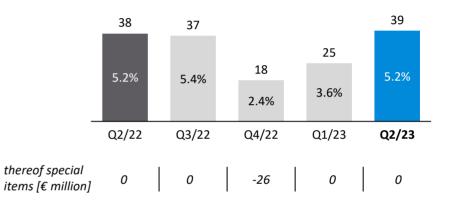




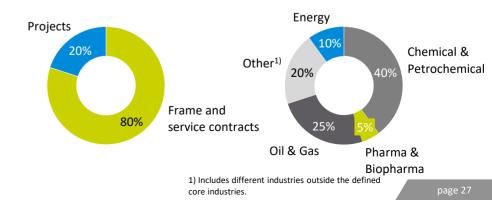
Revenue [€ million]



EBITA [€ million, %]



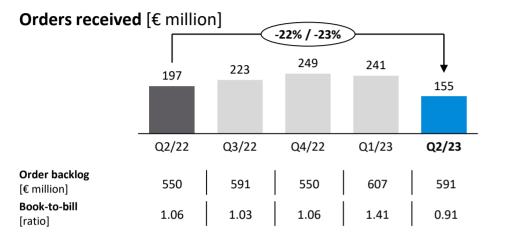
Revenue split [YTD, %]



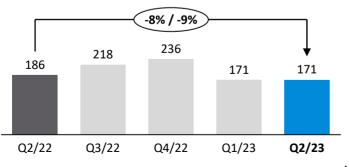
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E&M International: Middle East with positive development, US restructuring impacts performance



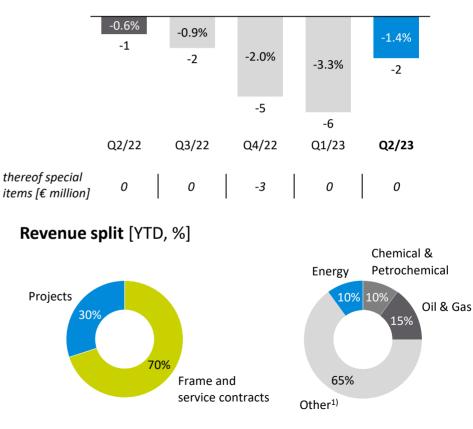


Revenue [€ million]



 Δ abs. / org.

EBITA [€ million, %]

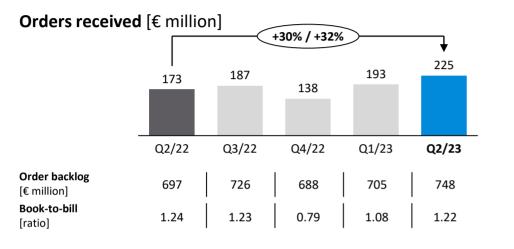


1) Includes different industries outside the defined core industries, here especially consumer goods and public clients

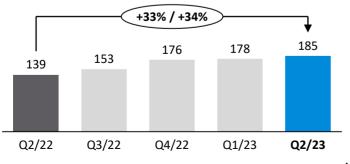
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Technologies: High increase in orders received and revenue, mainly due to biopharma and energy projects, EBITA margin also significantly improved



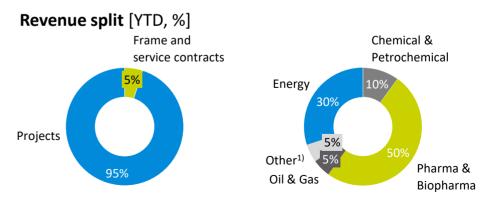


Revenue [€ million]





EBITA [€ million, %] 8 6 5 3 4.4% 4.0% 3.0% 2.3% -0.6% -1 Q2/22 Q3/22 Q4/22 Q1/23 Q2/23 thereof special 0 0 -9 0 0 items [€ million]



1) Includes different industries outside the defined core industries.

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Market development unchanged

Continued positive demand despite challenges for the industry

Energy | 20%¹⁾

- lergy
- Energy transition: new technology and improvement in energy efficiency
- Increasing investments in green energy
- Newly built battery production facilities now also require maintenance
- Nuclear power revival
- Extension of the lifetime of conventional power plants
- Continued high demand in the healthcare sector
- Localization of supply chains
- Speed of investment increase normalizes
- Unchanged good demand for maintenance and service

Pharma & Biopharma | 10%¹⁾



1) % of Group revenues YTD 2023, remaining 25% in other adjacent industries

Chemicals & Petrochem | 25%¹⁾

- Maintenance activities remain at a high level
- Increased necessity for efficiency improvement in the production process
- Ongoing investment projects continue to progress
- Resource transition and energy transition

- Global oil and gas demand remains at a high level, therefore investment and maintenance in existing infrastructure
- New investment including LNG plants, hydrogen transport, carbon capture infrastructure

Oil & Gas | 20%¹⁾



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Outlook FY 2023 confirmed



	Actual FY 2022	Outlook FY 2023	YTD 2023
Revenue	€4,312 million	€4,300 to €4,600 million	€2,173 million
EBITA margin	1.8% (3.2% ¹⁾)	3.8 to 4.1%	3.0%
Free cash flow	€136 million	€50 to €80 million ²⁾	- €73 million

adjusted by special items
 incl. ~€60m cash-out for Efficiency Program



Key Highlights Q2 2023







Quarterly Statement Q2 2023 Financial backup



	-	&M Europe		F Ø N	1 Internatio		-	echnologies	Reconciliation Group							Group			
	E	aw Europe		EQIV	internatio	nai		echnologies	5	HQ / Cor	solidation	/ Other	Oth	er Operatio	ns		Group		
[€ million]	Q2/23	Q2/22	Δin %	Q2/23	Q2/22	Δ in %	Q2/23	Q2/22	Δ in %	Q2/23	Q2/22	Δ in %	Q2/23	Q2/22	Δin %	Q2/23	Q2/22	Δ in %	
Orders received	694	669	+4%	155	197	-22%	225	173	+30%	-22	-2	-	34	70	-52%	1,085	1,107	-2%	
Order backlog	2,064	1,796	+15%	591	550	+8%	748	697	+7%	-38	-39	-	110	155	-29%	3,475	3,158	+10%	
Revenue	751	725	+4%	171	186	-8%	185	139	+33%	-17	-18	-	30	47	-36%	1,120	1,078	+4%	
SG&A	-40	-39	+3%	-15	-14	+5%	-12	-12	-6%	-4	-9	-52%	-2	-2	-10%	-73	-76	-4%	
EBITDA	56	54	+2%	0	1	-	10	5	+95%	0	-8	-	2	5	-49%	68	57	+19%	
EBITA	39	38	+3%	-2	-1	-	8	3	+150%	-3	-11	-	2	4	-50%	43	32	+34%	
Special items EBITA	0	0	-	0	0	-	0	0	-	0	0	-	0	0	-	0	0	-	
Amortization	0	0	-	0	0	-	0	0	-	0	0	-	0	0	-	0	0	-	
Depreciation	-17	-17	-	-2	-2	-	-2	-2	-	-3	-3	-	0	-1	-	-24	-25	-	
Investments in PPE	22	11	+90%	1	1	+5%	1	1	+20%	0	0	-	0	1	-	23	13	+76%	
Increase in right-of- use assets	5	4	+31%	0	2	-	1	1	-15%	1	2	-52%	0	0	-	7	9	-23%	
Employees	20,943	21,030	0%	5,087	6,004	-15%	2,034	2,061	-1%	420	462	-9%	770	1,009	-24%	29,254	30,566	-4%	



	-	0 M F			4 lot a a ti a	Reconciliation Group									Group			
	E	&M Europe	2	E&IN	1 Internatio	nai	I	echnologies	5	HQ / Co	nsolidation ,	/ Other	Oth	ner Operatio	ns			
[€ million]	YTD/23	YTD/22	Δ in %	YTD/23	YTD/22	Δ in %	YTD/23	YTD/22	Δ in %	YTD/23	YTD/22	Δ in %	YTD/23	YTD/22	Δ in %	YTD/23	YTD/22	Δ in %
Orders received	1,616	1,404	+15%	395	360	+10%	418	346	+21%	-27	-8	-	68	121	-44%	2,470	2,225	+11%
Order backlog	2,064	1,796	+15%	591	550	+8%	748	697	+7%	-38	-39	-	110	155	-29%	3,475	3,158	+10%
Revenue	1,435	1,360	+5%	341	344	-1%	363	264	+38%	-31	-32	-	64	103	-38%	2,173	2,039	+7%
SG&A	-81	-78	+4%	-28	-27	+5%	-27	-25	+7%	-10	-16	-38%	-4	-4	-11%	-150	-150	0%
EBITDA	97	83	+16%	-4	2	-	18	7	+150%	-3	-11	-	6	8	-25%	113	89	+27%
EBITA	64	50	+26%	-8	-2	-	14	3	+306%	-9	-17	-	5	6	-21%	65	41	+58%
Special items EBITA	0	-10	-	0	0	-	0	0	-	0	0	-	0	0	-	0	-10	-
Amortization	0	0	-	0	0	-	0	0	-	0	0	-	0	0	-	0	0	-
Depreciation	-33	-33	-	-4	-4	-	-4	-4	-	-6	-6	-	-1	-2	-	-48	-48	-
Investments in PPE	31	19	+59%	2	1	+128%	2	2	+22%	0	0	-	1	1	-41%	35	23	+54%
Increase in right-of- use assets	18	8	+117%	1	2	-69%	1	2	-26%	2	3	-38%	0	0	-	22	15	+43%
Employees	20,943	21,030	0%	5,087	6,004	-15%	2,034	2,061	-1%	420	462	-9%	770	1,009	-24%	29,254	30,566	-4%

[€ million]	Q2/23	Q2/22	Δ in %	YTD/23	YTD/22	Δin %
Revenue	1,119.7	1,078.4	+4%	2,172.9	2,039.3	+7%
Gross profit	116.4	106.8	+9%	216.7	201.7	+7%
Selling and administrative expenses	-72.6	-76.0	-4%	-150.3	-150.1	0%
Impairment losses and reversal of impairment losses (as per IFRS 9)	-0.7	1.0	-	-0.7	-2.1	-
Other operating income and expense	-0.9	-0.3	-	-3.0	-10.1	-
Income from investments accounted for using the equity method	1.1	0.9	+23%	2.3	1.8	+33%
Earnings before interest and taxes (EBIT)	43.4	32.4	+34%	65.1	41.2	+58%
Amortization of int. assets from acquisitions and goodwill impairments (IFRS 3)	0.0	0.0	-	0.0	0.0	-
Earnings before interest, taxes and amortization of intangible assets (EBITA)	43.4	32.4	+34%	65.1	41.2	+58%
Special items in EBITA	0.1	0.2	-37%	-0.2	-10.0	-
Depreciation PP&E ¹⁾	24.5	24.6	-1%	48.3	48.2	0%
Earnings before interest, taxes, depreciation and amortization (EBITDA)	67.9	57.0	+19%	113.4	89.3	+27%
Financial result	-5.4	-5.2	-	-11.6	-12.2	-
Earnings before taxes (EBT)	38.0	27.2	+40%	53.5	28.9	+85%
Income taxes	-7.6	-9.2	-	-15.6	-16.1	-
Earnings after taxes EAT (continuing operations)	30.4	18.0	+69%	37.9	12.8	+196%
Earnings after taxes EAT (discontinued operations)	-0.1	1.4	-	-0.1	1.1	-
Minority interests	-0.6	-0.4	-	-1.4	-1.4	-
Net profit	29.7	19.0	+57%	36.4	12.5	+191%
For information: adjusted Net profit	27.1	19.3	+40%	37.8	27.0	+40%

1) thereof depreciation of right-of-use assets from leases in the quarter €12.7 million (VJ: €12.3 million)

Consolidated Balance Sheet: Assets



[€ million]	6/30/23	3/31/23	Δ in %	6/30	/23	12/31/22	Δ in %
Non-current assets	1,272.8	1,269.0	0%	1,27	2.8	1,261.9	+1%
Intangible assets	787.7 (1 788.5	0%	78	37.7	786.5	0%
Property, plant and equipment	254.4	244.3	+4%	25	54.4	246.2	+3%
Right of use assets from leases	175.6	180.3	-3%	17	75.6	173.2	+1%
Investments accounted for using the equity method	13.5	13.7	-1%	-	13.5	12.7	+7%
Other financial assets	7.3	7.3	0%		7.3	7.3	0%
Deferred taxes	34.4	34.8	-1%	3	34.4	35.9	-4%
Current assets	1,912.1	1,802.5	+6%	1,93	2.1	1,790.1	+7%
Inventories	86.1	87.4	-1%	8	36.1	80.8	+7%
Receivables and other financial assets	1,176.1	1,116.0	+5%	1,17	76.1	1,078.5	+9%
Current tax assets	11.1	10.3	+8%	:	1.1	7.3	+53%
Other assets	58.4	57.9	+1%	ļ	58.4	35.2	+66%
Securities	0.0	0.0	-		0.0	0.0	-
Marketable securities	15.1	15.0	+1%	-	15.1	14.9	+2%
Cash and cash equivalents	565.3	515.9	+10%	56	5.3	573.4	-1%
Assets classified as held for sale	0.0	0.0	-		0.0	0.0	-
Total	3,184.9	3,071.5	+4%	3,18	84.9	3,052.0	+4%

(1) Goodwill slightly increased to 784 (12/23:783)

Consolidated Balance Sheet: Equity & liabilities



	[€ million]	6/30/23	3/31/23	Δ in %	6/30/23	12/31/22	Δ in %
Equity		1,047.6	1)1,073.8	-2%	1,047.6	1,078.2	-3%
Equity attributable to shareholders of Bilfinger SE		1,054.9	1,082.2	-3%	1,054.9	1,087.9	-3%
Attributable to minority interests		-7.3	-8.3	-	-7.3	-9.7	-
Non-current liabilities		593.1	667.7	-11%	593.1	655.7	-10%
Provisions for pensions and other obligations		247.0	244.0	+1%	247.0	238.7	+3%
Other Provisions		17.3	17.2	+1%	17.3	17.3	0%
Financial debt		313.3	2 394.2	-21%	313.3	388.9	-19%
Other liabilities		0.2	0.0	-	0.2	0.0	-
Deferred taxes		15.3	12.4	+24%	15.3	10.8	+42%
Current liabilities		1,544.2	1,329.9	+16%	1,544.2	1,318.2	+17%
Current tax liabilities		26.1	29.3	-11%	26.1	29.7	-12%
Other provisions		215.7	228.6	-6%	215.7	238.8	-10%
Financial debt		299.8	2 57.5	+421%	299.8	54.7	+448%
Trade and other payables		798.9	809.1	-1%	798.9	787.0	+2%
Other liabilities		203.6	205.4	-1%	203.6	208.1	-2%
Liabilities classified as held for sale		0.0	0.0	-	0.0	0.0	-
Total		3,184.9	3,071.5	+4%	3,184.9	3,052.0	+4%

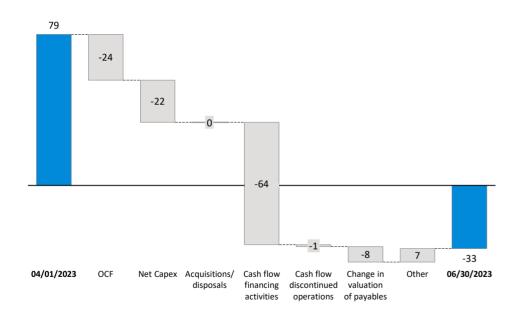
1 Slight increase in balance sheet total, slight decrease in equity ratio (33%; 12/31: 35%)

2 Emission of promissory note loan in noncurrent liabilities (175); reclassification of Bond 06/2024 to current liabilities (249)

Net liquidity Cash flow development excluding IFRS 16



Net liquidity¹) [€ million] 1) Including IFRS 16 leases



Cash flow development year-to-date excl. IFRS 16 [€ million]

	6m 2023 excl. IFRS 16	IFRS 16 impacts	6m 2023 incl. IFRS 16	6m 2022 excl. IFRS 16
EBITA	53		53	41
Depreciation	22	26	48	23
Change in NWC	-140		-140	-127
Others	6		6	11
Special Items	-7		-7	-12
Operating CF	-66		-40	-64
Net CAPEX	-33		-33	-18
Free CF	-99		-73	-82
Proceeds/Investments financial assets	-13		-13	0
Share buyback program	0		0	0
Changes in marketable securities	0		0	140
Dividends	-49		-49	-194
Change in financial debt	174	-24	150	-10
Interest paid	-17	-2	-19	-15
FX / other / DiscOp	-4		-4	1
Change in Cash	-8		-8	-162

Consolidated Statement of Cash Flows [1/2]



[€ million]	Q2/23	Q2/22	Δ in %	YTD/23	YTD/22	Δ in %
EBITDA	67.9	57.0	+19%	113.4	89.3	+27%
Change in advance payments received	-1.1	-5.7	-	-1.9	-9.7	-
Change in trade receivables	-81.7	-42.4	-	-98.5	-154.0	-
Change in trade payables and advance payments made	25.4	56.6	-55%	29.1	70.6	-59%
Change in net trade assets	-57.4	8.5	-	-71.2	-93.1	-
Change in current provisions	-10.3	-11.7	-	-18.2	-15.3	-
Change in other current assets (including other inventories) and liabilities	-16.7	-19.5	-	-50.6	-18.7	-
Change in working capital	-84.4	-22.7	-	-140.0	-127.1	-
Change in non-current assets and liabilities	-4.2	-5.5	-	-1.4	1.3	-
Gains / losses from disposal of non-current assets	0.0	-1.3	-	-0.4	-1.2	-
Income from investments accounted for using the equity method	-1.1	-1.0	-	-2.3	-1.8	-
Dividends received	1.2	0.9	+37%	1.2	1.6	-27%
Interest received	4.4	1.3	+241%	7.2	1.3	+460%
Income tax payments	-7.9	-1.0	-	-17.0	-2.8	-
Operating cash flow (OCF)	-24.2	27.8	-	-39.5	-39.4	-
Investments in property, plant and equipment and intangible assets	-23.4	-13.3	-	-35.0	-22.7	-
Payments received from the disposal of P, P & E and intangible assets	1.4	4.8	-71%	1.8	5.2	-64%
Net cash outflow for P, P & E and intangible assets (net capex)	-22.0	-8.5	-	-33.2	-17.6	-
Free cash flow (FCF)	-46.2	19.3	-	-72.6	-56.9	-
thereof special items in free cash flow	-3.2	-6.3	-	-6.9	-11.9	-

Consolidated Statement of Cash Flows [2/2]



[€ million]	Q2/23	Q2/22	Δ in %	YTD/23	YTD/22	∆ in %
Free Cash Flow (FCF) [Übertrag]	-46.2	19.3	-	-72.6	-56.9	-
Proceeds from / payments made for the disposal of financial assets	-0.1	-0.7	-	0.1	0.0	-
Investments in financial assets	0.4	0.0	-	-12.6 (1 -0.1	-
Changes in marketable securities	0.0	140.0	-100%	0.0	140.0	-
- Share buyback	0.0	0.0	-	0.0	0.0	-
- Dividends	-49.6	-195.6 🄇	2 -	-49.6	-195.6	-
- Share buyback (including Changes in ownership interest without change in control)	0.0	-0.1	100%	0.0	-0.1	100%
- Borrowing	175.0 🤇	3 0.0	-	175.0 🤇	3 0.0	-
- Repayment of financial debt	-12.7	-22.1	-	-25.4	-34.3	-
- Interest paid	-15.5	-14.6	-	-19.2	-16.7	-
Cash flow from financing activities of continuing operations	97.2	-232.5	-	80.8	-246.8	-
Change in cash and cash equivalents of continuing operations	51.4	-73.9	-	-4.2	-163.8	-
Change in cash and cash equivalents of discontinued operations	-0.6	1.3	-	-0.8	0.0	-
Change in value of cash and cash equivalents due to changes in foreign exchange rates	-1.3	0.5	-	-3.1	1.5	-
Change in cash and cash equivalents	49.4	-72.2	-	-8.1	-162.3	-
Cash and cash equivalents at January 1 / April 1	515.9	552.8	-7%	573.4	642.9	-11%
Change in cash and cash equivalents of assets classified as held for sale	0.0	0.0	-	0.0	0.0	-
Cash and cash equivalents at June 30	565.3	480.6	18%	565.3	480.6	18%

1 Acquisition of De Bruin in Q1/23

2) Special dividend in prior year

3 Emission of promissory note loan (175) for refinancing of Bond 06/2024

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