

Investor Relations News



Bilfinger Berger AG Investor Relations

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Bilfinger Berger AG acquires the MCE Group and resolves to undertake a capital increase by means of a subscription rights issue at a ratio of 1 for 4 and a subscription price of EUR 30.60

On October 6, 2009, the Bilfinger Berger Group concluded a purchase agreement relating to 100% of the shares in MCE Beteiligungsverwaltungs GmbH, Linz, Austria (MCE). The purchase price is EUR 350 million and the acquisition is subject to merger clearance being granted by the European Commission. Like Bilfinger Berger Industrial Services and Bilfinger Berger Power Services, the companies of the MCE Group focus on the design, construction and maintenance of facilities in the energy and process industries. As of December 31, 2008, the MCE Group employed more than 6,500 staff and generated an output volume of approximately EUR 900 million, an EBIT margin of approximately 5% and an EBIT of approximately EUR 45 million.

The Executive Board of Bilfinger Berger AG has also, with the consent of the Supervisory Board, made use of the authorization granted by the Annual General Meeting on May 7, 2009 to increase the share capital (2009 Authorized Capital), and has resolved to implement a capital increase by means of a subscription rights issue. Partially using the 2009 Authorized Capital, the Company's share capital is to be increased through the issue of 8,828,025 new no-par value bearer shares. The capital increase amount corresponds to approx. 25% of the share capital existing prior to the increase. The new shares will be underwritten by members of a consortium of banks comprising Commerzbank, Deutsche Bank and BNP Paribas, who will offer these to entitled shareholders at a ratio of 1 for 4 (that is, one new share for four existing shares) and in accordance with the terms set out in the rights offering. The new shares will entitle the holders to dividends as from January 1, 2009. The subscription price is EUR 30.60. The consortium has undertaken vis-à-vis Bilfinger Berger AG to underwrite all of the new shares at the subscription price.

The gross issue proceeds of approximately EUR 270 million generated from the capital increase are to be used to partially finance the acquisition of shares in MCE and to maintain the financial flexibility of Bilfinger Berger AG.



The subscription period for new shares is scheduled to run from October 7, 2009 through October 20, 2009 (inclusive). The Company intends to establish public trading in subscription rights on the regulated market of the Frankfurt Stock Exchange (floor trading) in the period from October 7, 2009 through October 16, 2009 (inclusive). The new shares are expected to be admitted for trading on the Frankfurt and Stuttgart stock exchanges on October 20, 2009 and to be transferred to the shareholders on October 22, 2009.

The offering will be effected on the basis of an offering circular which is expected to be approved by the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht) on October 6, 2009, and which will be available from various sources including <http://www.bilfinger.com>.

The Executive Board

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