



Rheinhold & Mahla

**Bilfinger Berger Capital Markets Day
Industrial Services**

February 3, 2006

Thomas Töpfer,
CEO, Rheinhold & Mahla AG

— Overview of Rheinhold & Mahla

Markets and Competition

Selected References

Outsourcing Project Hoechst-Griesheim

Outlook through 2010

- 1887** Rheinhold & Co., Hannover founded
- 1896** C. u. E. Mahla GmbH, Nuremberg founded
- 1928** Both companies taken over by Vereinigte Korkindustrie AG (VKI), Berlin. Bought by Spanish cork suppliers
- 1956** Merger of the two companies to form Rheinhold & Mahla GmbH, Mannheim
- 1974** Taken over by Bayer AG, Leverkusen
- 1991** Stock-market flotation of Rheinhold & Mahla AG
Shareholder structure: Illbruck family (Leverkusen), R&M management, DBAG (Frankfurt) and free float
- 2002** Taken over by Multi Service Group Bilfinger Berger AG, Mannheim
- 2002 – now**
With significant support from Bilfinger Berger, the targeted strategy of positioning R&M as a leading European industrial services provider is carried out

R&M's regional key markets are in Europe:

- Western Europe
- Central Europe
- Eastern Europe

R&M's sector-related key markets are in the processing industry:

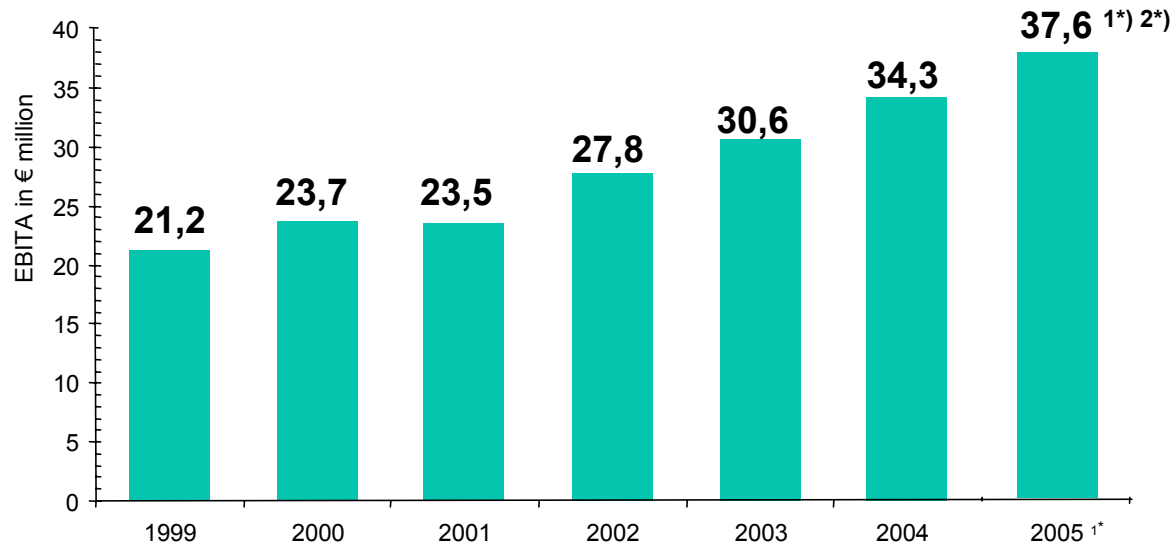
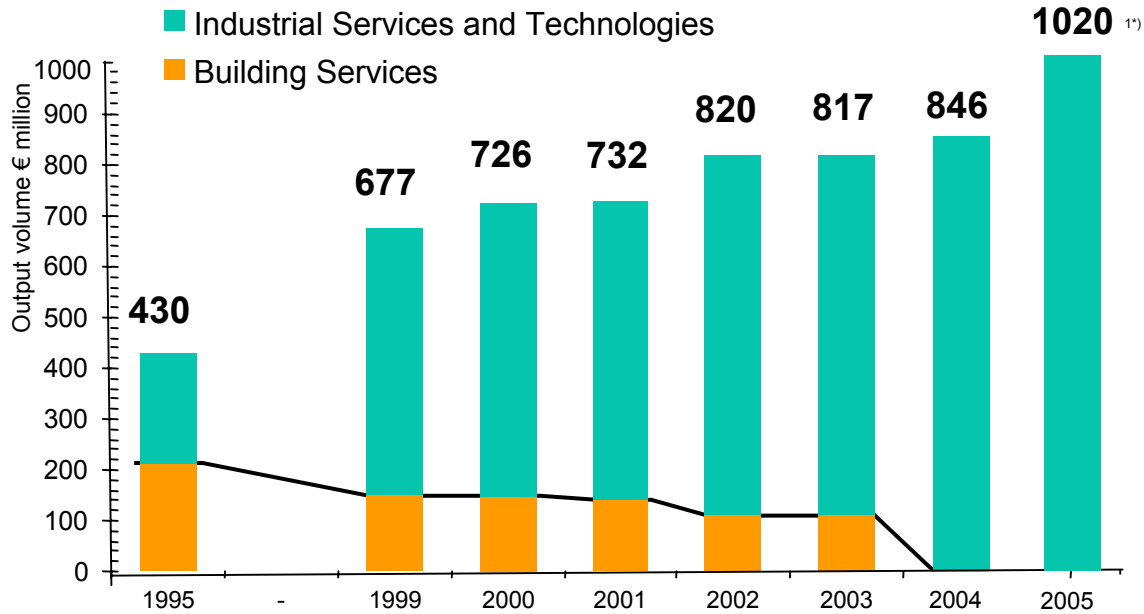
- Processes in the field of manufacturing:
the oil and gas industry, the petrochemical, chemical and pharmaceutical industries, the paper industry, the construction-material industry, the food, beverages and tobacco industry
- Processes in the field of energy:
energy supply and power plants, energy distribution via pipeline systems

Key markets in the field of technologies: (ship technologies, technical noise control)

- Shipyards, ship-owning companies
- Mechanical engineering, plant engineering and power-plant construction

Rheinhold & Mahla AG, Munich

Industrial Services Western Europe	Industrial Services Central Europe	Industrial Services Eastern Europe	Technologies
Belgium	Germany	Poland	Ship Technologies
Ireland	22 main locations (nationwide)	Romania	Germany
Netherlands	Austria	Czech Republic	Denmark
Norway	Switzerland	Hungary	Norway
Portugal			Technical Noise Control
Sweden			Germany
Spain			



1*) Forecast

2*) Temporary diluting of the EBIT margin due to the „Hoechst/ Griesheim“ outsourcing project. Return on capital employed was further increased in core business.

- 85% of R&M's revenues of approximately € 1 billion and 91% of earnings are generated by framework and maintenance agreements as well as by small service projects (< € 500,000)
- A mere 5% of revenues and 4% of earnings are generated by orders > € 2 million. Service projects of this size are generally accompanied by Project Controlling at R&M in cooperation with Bilfinger Berger
- With the achieved revenue and earnings structure, a high degree of stability and risk aversion in R&M's business has been attained

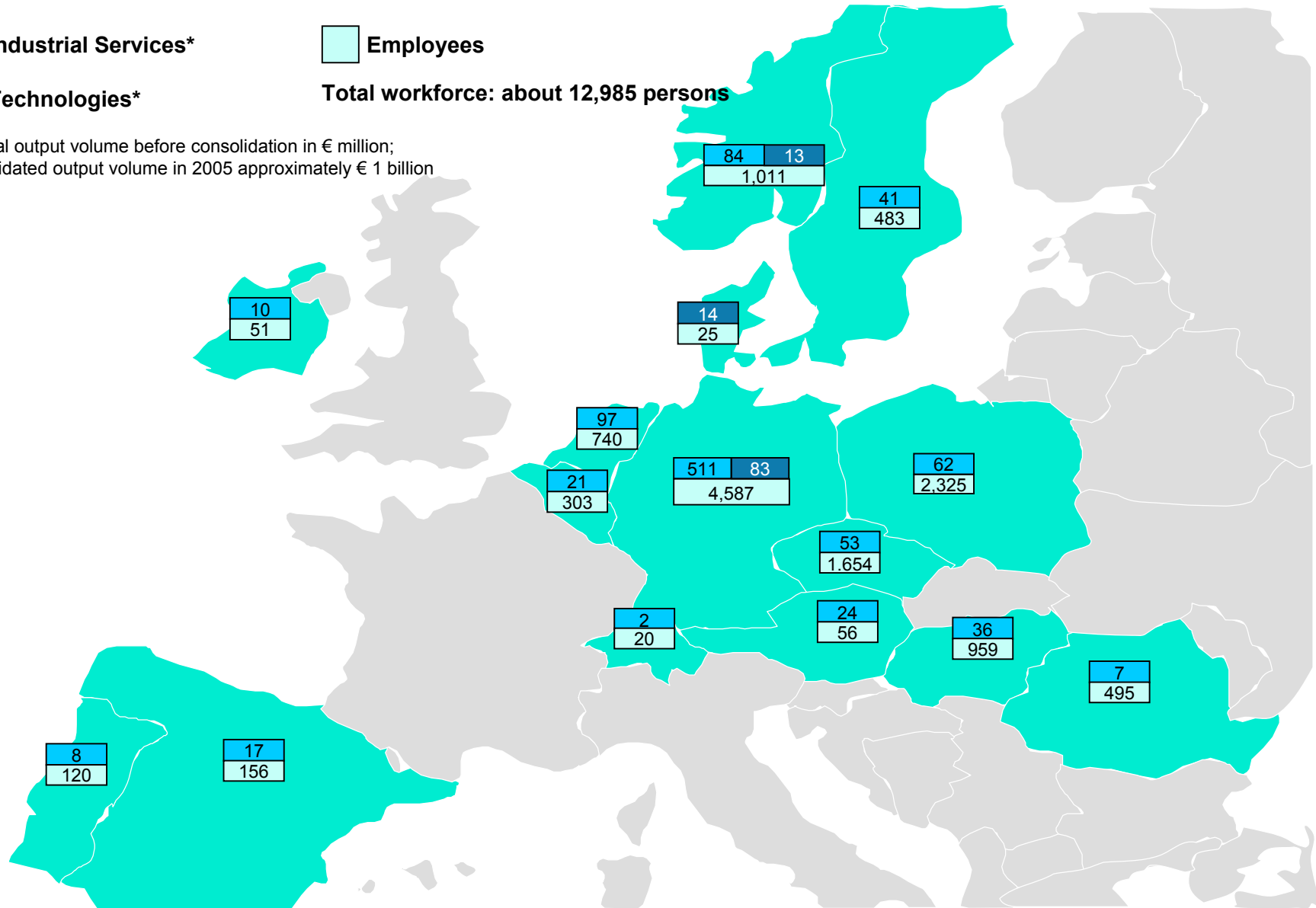
 Industrial Services*

 Employees

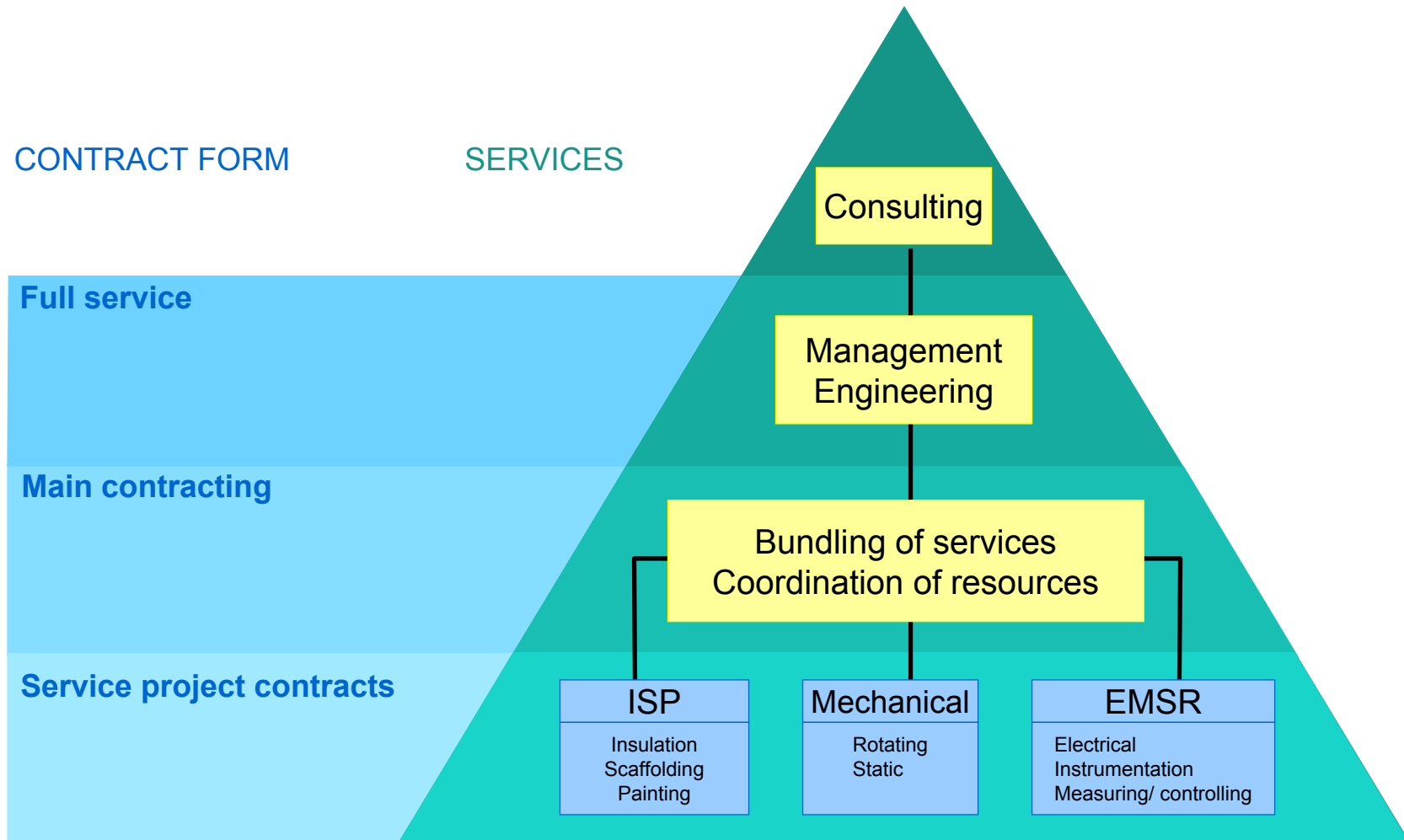
 Technologies*

Total workforce: about 12,985 persons

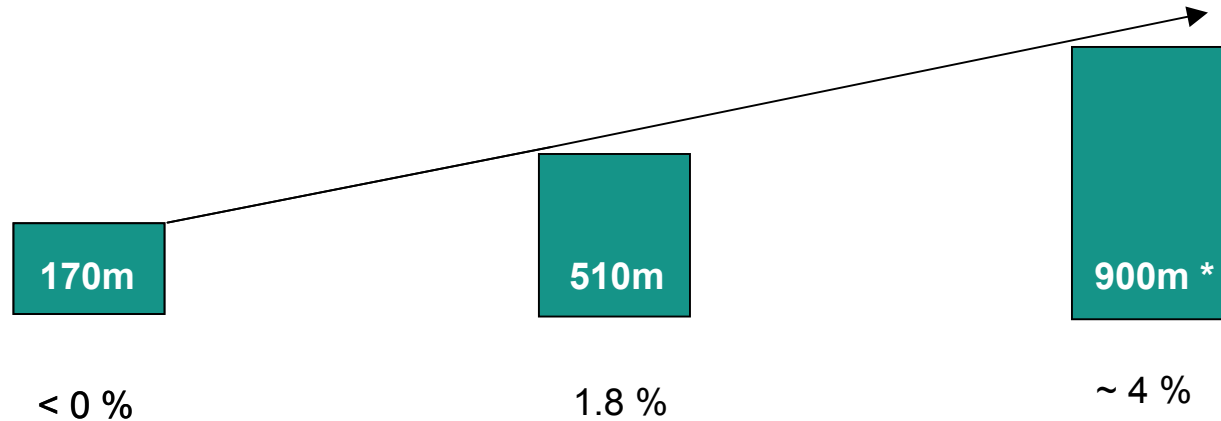
*Annual output volume before consolidation in € million;
consolidated output volume in 2005 approximately € 1 billion



Core Competencies in Industrial Services: The entire pyramid of services is covered

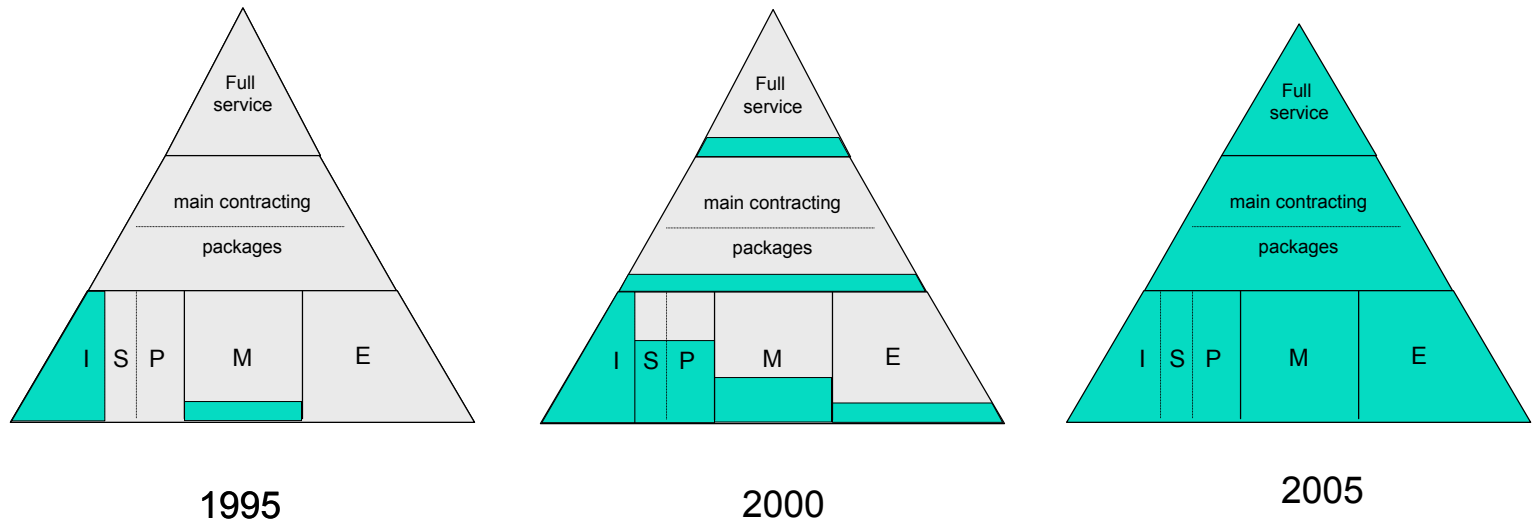


Industrial Services:
Strong increase in
output volume and
earnings...
(in €)

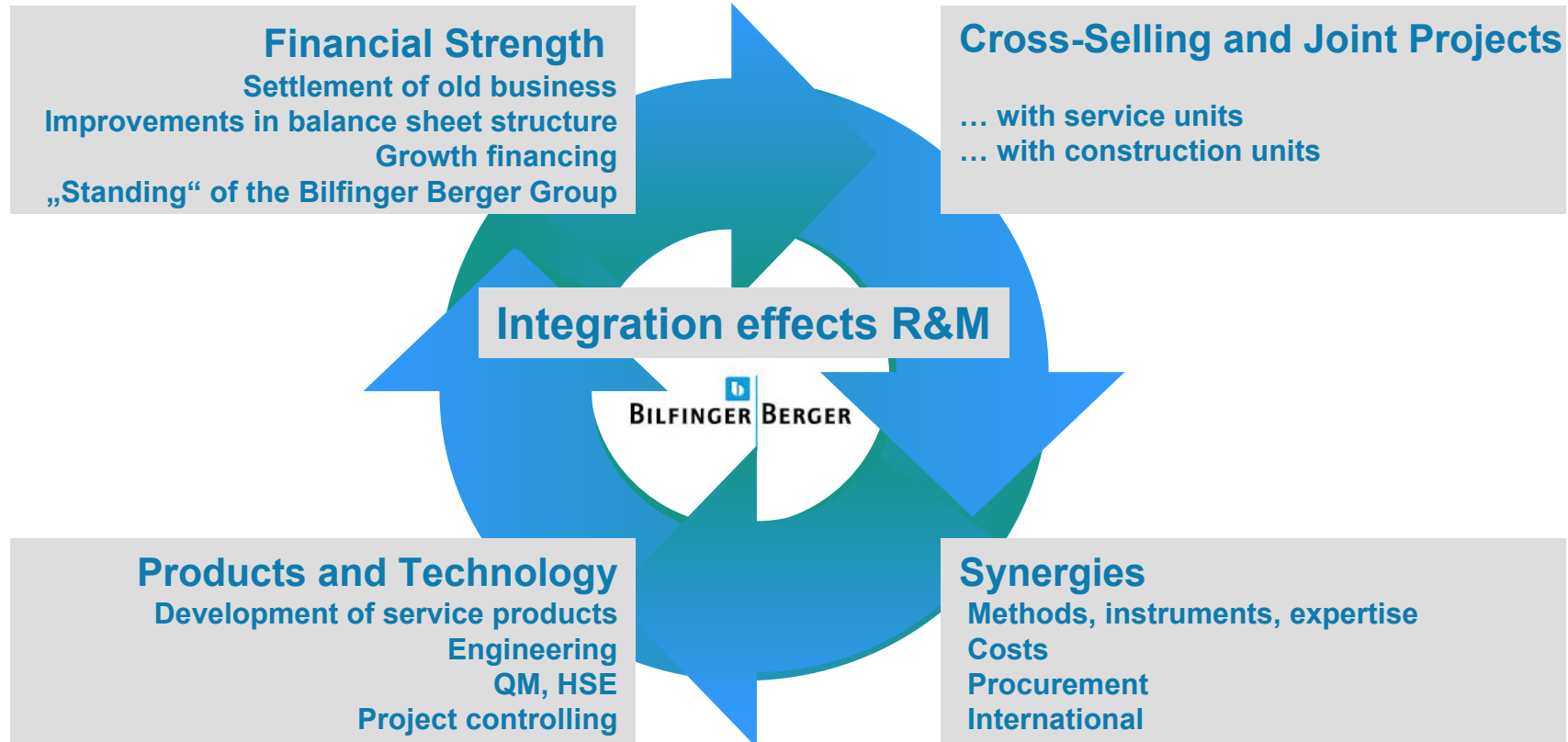


EBITA

... by consistent
expansion of
service range



* Expected, excluding Technologies division



Overview of Rheinhold & Mahla

— **Markets and Competition**

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Outlook through 2010

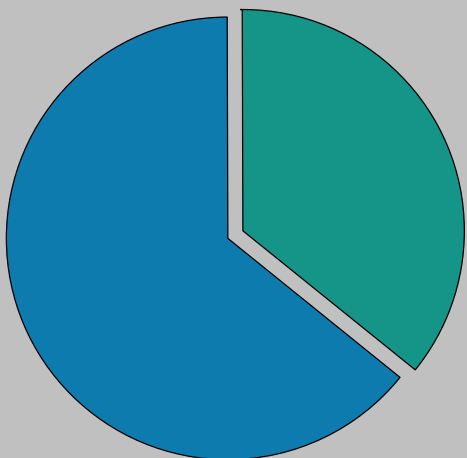
Spending for industrial maintenance services in Europe

Total:
€ 195 billion

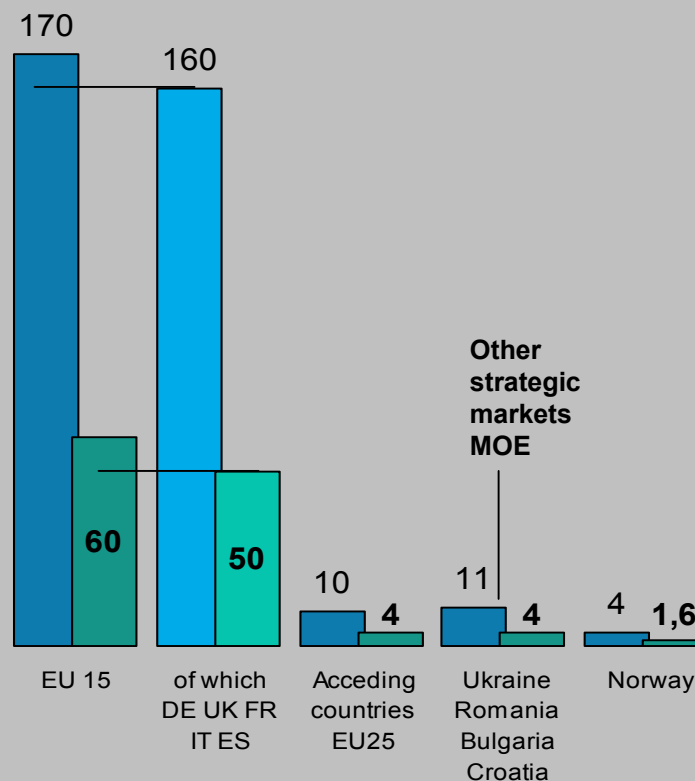
R&M target markets:

- Power plants
- Chemical industry
- Petrochemicals

€ 70 billion



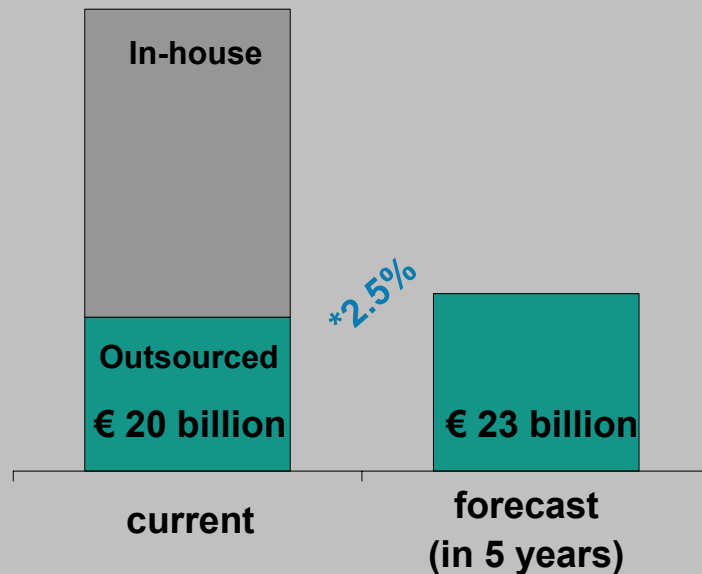
Industrial maintenance: European comparison



EU 15

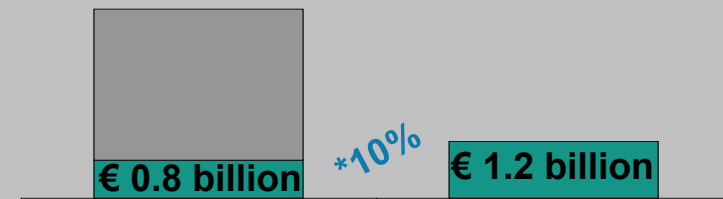
Market relevant for R&M = outsourced

Total € 60 billion



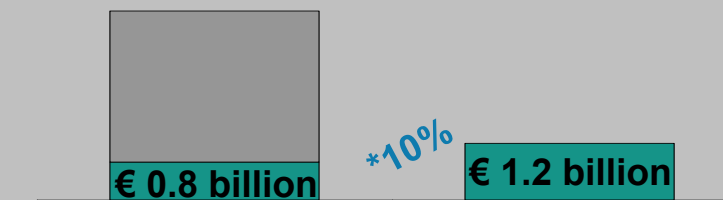
Acceding countries EU 25

Total € 4 billion



Other strategic markets in Eastern Europe

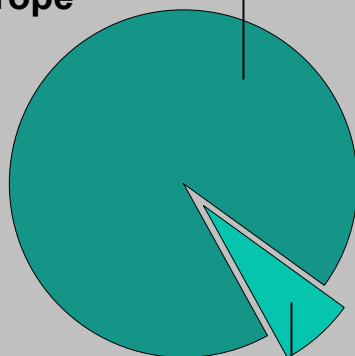
Total € 4 billion



Comparison of target markets

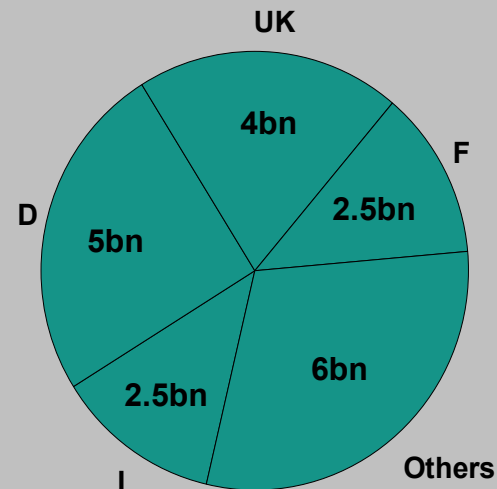
€ 21.6 billion

EU 15 + EU 25
including rest of
Eastern Europe



EU 15

€ 20 billion

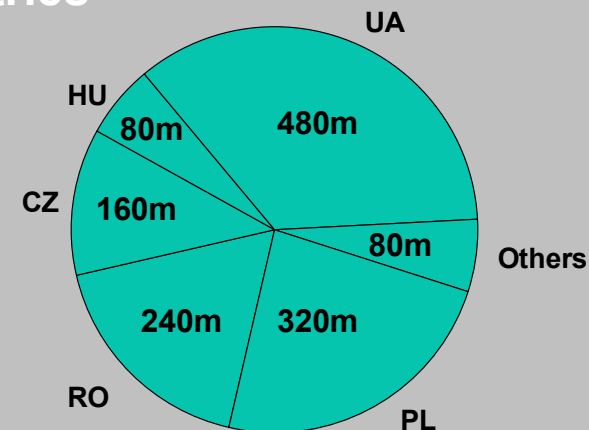


Acceding countries

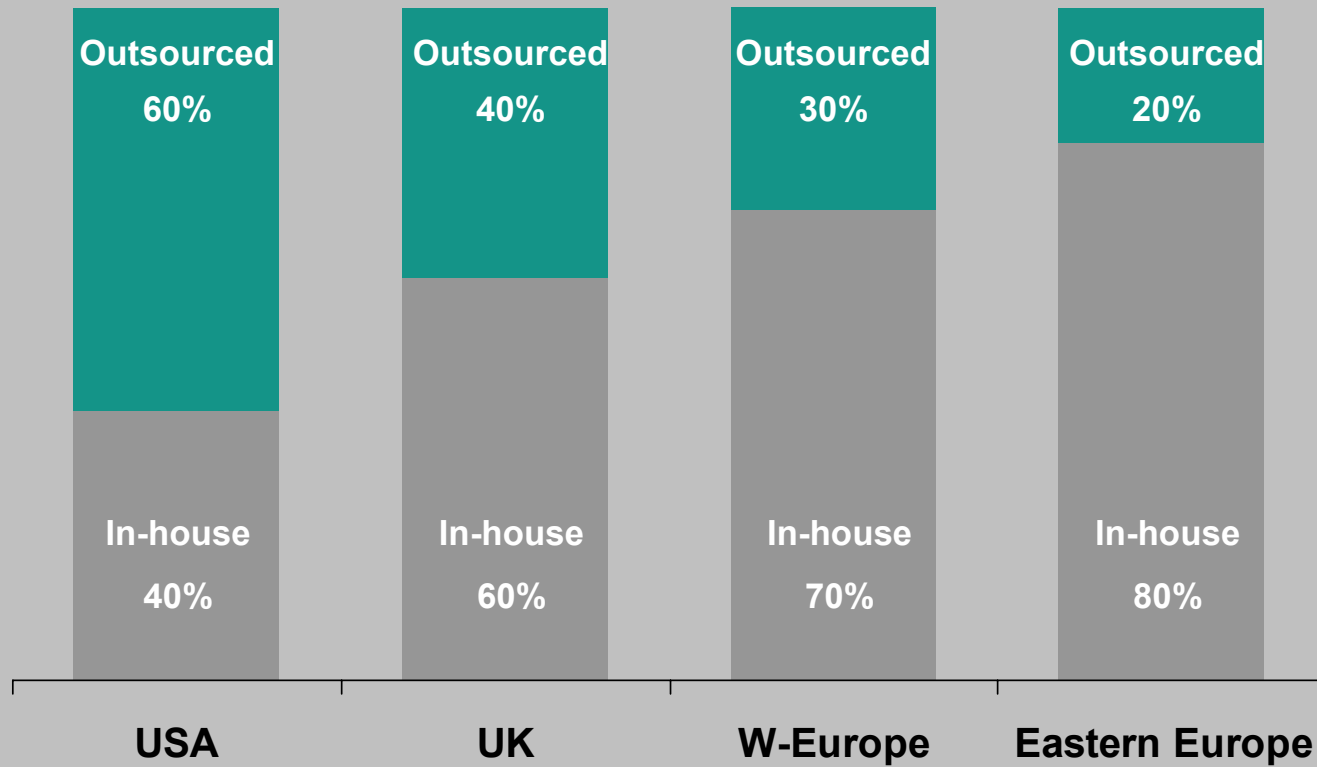
EU 25

and rest of Eastern
Europe

€ 1.6 billion



Share of outsourced output volume in comparison of markets



Thyssen Krupp Industrial Services (D)	Worldwide	€ 1,312 million	19,740 employees
thereof: Thyssen Krupp Xervon (Processing Industry)	Germany, partly Europe, Middle East, Asia, USA	€ 800 million Thereof Europe approx. € 400 million	9,200 employees
Rheinhold & Mahla (GER)	Almost Europe-wide	€ 900 million (total € 1,020 million)	13,000 employees
DIW (GER)	Primarily active in Germany	€ 340 million	7,500 employees
MCE (Austria)	Germany, Austria, Benelux, Eastern Europe	€ 485 million (total € 975 million)	4,500 employees
Stork Technical Services (Netherlands)	Primarily active in Benelux	€ 796 million (total € 1,824 million)	5,300 employees

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Outlook through 2010

Client/ operator:

- Unipetrol, Litvinov, Czech Republic

Project:

- Execution of all maintenance activities

Range of services:

- Routine maintenance
 - Services
 - inspection
 - Repairs
 - Spare-parts management
- Shutdowns
- Measuring, testing, checking, inspecting and repair work

Contract volume / ma:

- €17 million per annum
- Some 1,200 employees

Contract period:

- Open end framework agreement

Further projects:

- Construction of new major plants at Chemoptrol
 - Polypropylene unit
commissioned by Foster Wheeler Italiana
 - HDPE Unit extruder
commissioned by Farrel and Linde KCA



Maintenance at Unipetrol, Litvinov



Customer/operator:

- TRM Total Raffinerie Mitteldeutschland, Leuna

Project:

- Master maintenance contract

Range of services:

- Mechanical systems (piping, valves, refinery welding)
- Plant engineering
- E/I&C
- Analysis equipment
- Rotating equipment (pumps, compressors)
- Cleaning, insulation, scaffolding, corrosion protection, crane services
- Co-ordination of sub-activities
- Planning, project management, maintenance engineering, reliability management

Project volume/ma:

- Approx. € 10 million per year
- Approx. 100 employees

Execution period:

- Starting in July 2004
- 3-year contract + 1 option for a further two years



Customer:

- Aker Kvaerner

Operator:

- Statoil

Project:

- Kristin production platform for gas and condensates, Norway

Range of services:

- Engineering, procurement
- Insulation and scaffolding services
 - for the topside, utilities, hull, riser balcony
 - in addition services related to the offshore hook-up

Project volume:

- € 15 million including options

Execution period:

- October 2003 – October 2005



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Outlook through 2010

Industrial Services Central Europe division acquired two maintenance units

Infraserv Hoechst Technik

Revenues: €91 million

Workforce: 750 persons

Industriepark Griesheim – TDL

Revenues: €22 million

Workforce: 180 persons



Industrial parks Hoechst und Griesheim in the center of the Rhine-Main region

Rhine-Main region

- 20-25% of the German chemical and pharmaceutical industry

Industrial Park Hoechst

- Employees 22,000
- Companies > 80
- Area 4.6 sq km

Industrial Park Griesheim

- Employees 1,500
- Companies > 20
- Area 0.6 sq km



International chemical and pharmaceutical companies (a selection)

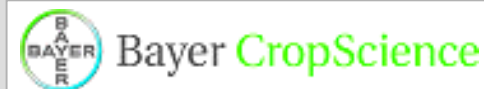
Chemicals



Pharmaceuticals



Other processing industries



- Engineering
 - Project processing
- Installation and assembly
 - Mechanical - particularly in running operations
 - EMR - particularly in ex-areas
- Operations support
 - Mechanical maintenance
 - EMR maintenance - particularly in ex-areas
- Mechanical and drive technology
 - Pump technology and electrical-drive technology
 - Machine technology
 - Valves and lifting gear
- Measuring equipment and analysis technology
 - EMR test laboratory
- Equipment, cutting and plastics technology
- Materials logistics



Cost optimization:

- Central services
- Overheads
- Buildings
- Wage agreements

Revenue growth:

- New maintenance concepts (main contracting / full service)
- Market access through R&M

Increased productivity:

- Process organization
- Incentive systems

Synergies:

- Range of services Hoechst/Griesheim/WSI-Frankfurt
- Administration and systems

Overview of Rheinhold & Mahla

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Outsourcing Project Hoechst-Griesheim

— Outlook through 2010

- ✓ Integration of R&M into the Bilfinger Berger Group has been successfully completed
- ✓ The transformation of R&M into a comprehensive industrial services provider has been accelerated dramatically through the integration effects achieved in the areas of synergy, cross-selling, financial strength as well as products and technology.
- ✓ The entire pyramid of services is covered
- ✓ R&M is recognized in the market as a highly competent and leading provider
- ✓ Revenues and profitability have been significantly increased

- **R&M's European reach has made good progress, but is not yet complete:**
 - **Markets not yet occupied are to be identified**
 - **In some areas a stronger presence is required in markets already occupied**

- Implementation of highly skilled industrial services also in Western Europe
- Penetration of additional national markets; the primary focus is on France, the UK, Switzerland, Slovakia, Bulgaria, the Baltic countries, the Ukraine, Russia
- Utilization of opportunities in the maintenance of industrial and chemical parks
- Utilization of opportunities to further extend our position in markets already occupied by R&M; at present we see such opportunities above all in Germany, Norway and Eastern Europe
- Utilization of the advantages from the Bilfinger Berger Group
- Fortifying our position as market leader in industrial services for the European process industry



Rheinhold & Mahla

Thank you for your attention



Rheinhold & Mahla

BACKUP

Operator :

- Refinery Preem/Scanraff

Project:

- Insulation and scaffolding:
 - Nearly 100% of all maintenance services for the Preem/Scanraff refinery
 - Execution of shutdown projects
 - Gas-oil project: major extension of the plant and modernization of the refinery

Range of services:

- Insulation and scaffolding for
 - Equipment and plant components
 - Boilers, tanks and containers
 - Pipeline systems

Contract volume:

- Some 50,000 MS per annum
- 160,000 MS for project contracts in 2005 within the context of the new construction of additional process units and the modernization of existing plants

Contract period:

- Long-term contract partner



Client/operator :

- Warsaw Electricity and Heating Utility EW S.A.

Project:

- The Warsaw Electricity and Heating Utility EW S.A., a company of the Swedish Vattenfall Group, operates a total of five facilities (2 heating power plants, 3 district heating power stations) around Warsaw. With annual revenues of some €300 million and a market share of about 65% in and around Warsaw, EW S.A is one of the biggest energy suppliers in the region. R&M MainServ Sp. z o.o., Warsaw, executes the complete service and maintenance business of the EW S.A. energy group.

Range of services:

- Regular maintenance, scheduled and non-scheduled maintenance activities
- Installation/commissioning of new production facilities
- Material and spare-parts management

Contract volume:

- Some €15-20 million per year

Contract period:

- Contract guarantee for maintenance until 2008



Client:

- Aker Stord

Operator:

- Norsk Hydro ASA

Project:

- Gas production and processing Ormen Lange

Range of services:

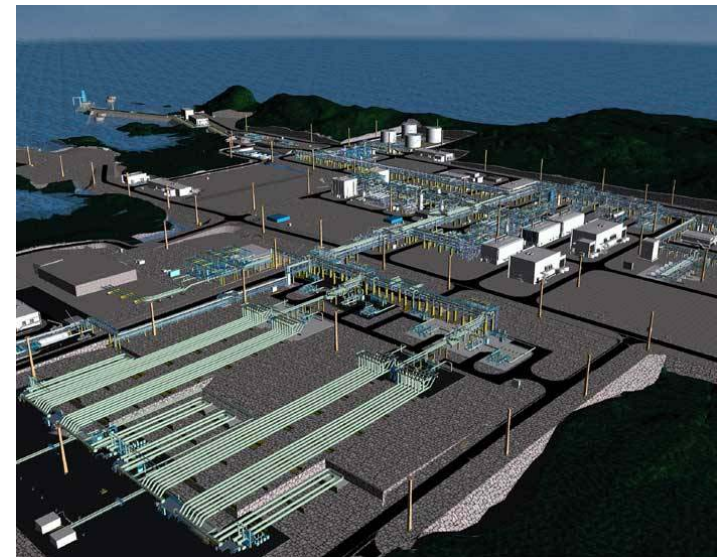
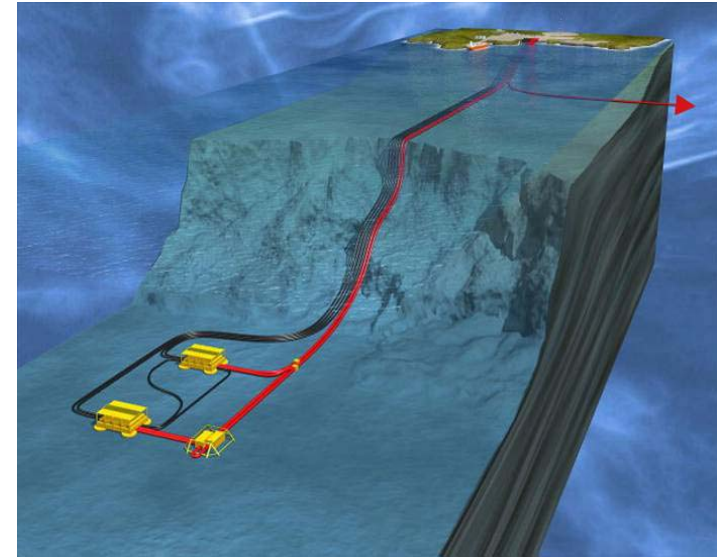
- Execution of insulation services with material supplies for Norsk Hydro's gas production and processing in Gossen-Aukra, Norway, in the context of the Ormen-Lange project
- Average headcount: 100–150

Contract volume:

- Some € 31 million

Contract period:

- March 2005 – February 2007



Engineering

**Installation and assembly
(mechanical and EMR)**

Mechanical and drive technology

Operations support

**Equipment, cutting and plastics
technology**

**Measuring equipment and
analysis technology**

Materials logistics

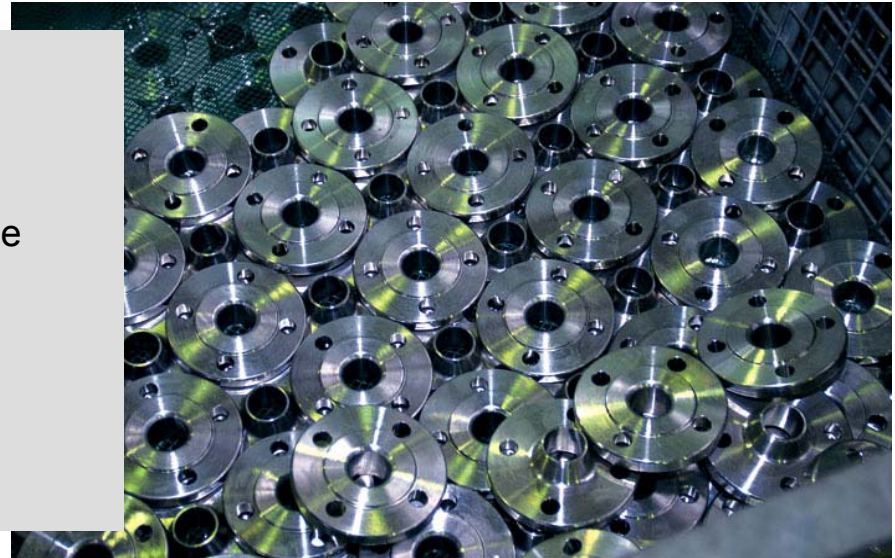
Project processing

- Process engineering
- Detail planning (EMR and mechanical)
- Construction
- Documentation
- Public-authority engineering



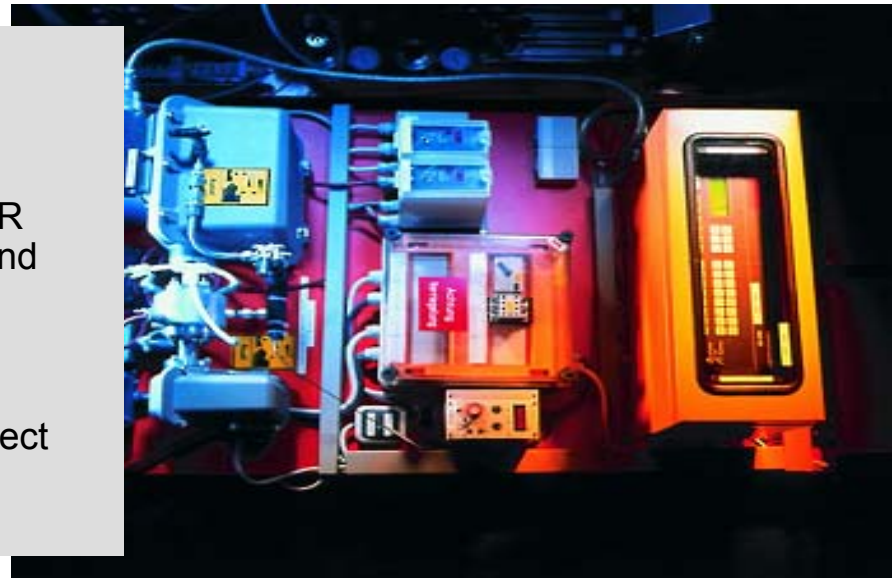
Installation and assembly (particularly in running operations)

- Planning, coordination and execution of the installation of process-engineering plants
- Mechanized pipe prefabrication
- Heavy installations
- Contractor management for insulation, scaffolding and coating



EMR installation and assembly (particularly in ex-areas)

- Installation of complete medium-sized EMR plants, particularly in running operations and ex-areas
- Assembly engineering (site management, pricing, management of assembly firms)
- Electrical support heating (consulting, project planning, installation)



Mechanical maintenance

- Planning, coordination and execution of maintenance, inspection and repairs in processing plants including 24-hour standby
- Testing of process-engineering plants such as statutory pressure tests

EMR maintenance (particularly in ex-areas)

- Planning, coordination with maintenance, inspection and repairs of EMR plants
- Assumption of responsibility for EMR plants
- Round-the-clock troubleshooting (24 hours / 365 days) for EMR plants
- Testing electrical equipment

At present, complete operative maintenance in plants of:
Alessa, BayerCropScience, Clariant and Umicore



Pump technology and electrical-drive technology

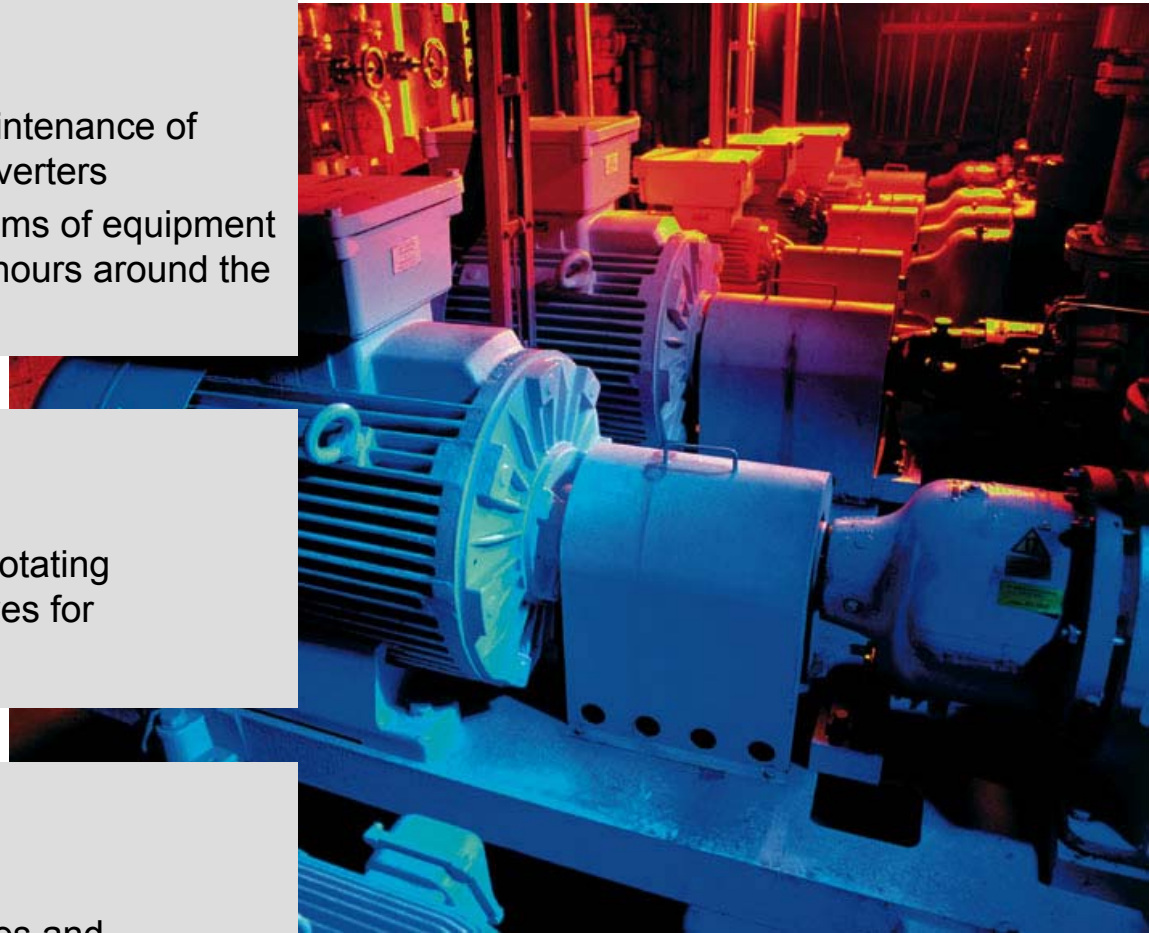
- Planning, project planning and maintenance of pumps, motors and frequency converters
- Plant-hire pool with 20,000 own items of equipment and exchange guarantee within 2 hours around the clock

Machine technology

- Maintenance and testing of other rotating equipment such as decanters, drives for stirring apparatus, fans, etc.

Valves and lifting gear

- Testing and inspecting safety valves and lifting gear



Measuring equipment

- Maintenance and calibration of MSR equipment such as positioning devices, scales, devices for measuring flow, pressure, level, temperature, etc.

Analysis technology

- The planning, installation and maintenance of process-analysis plants
- Qualification and maintenance of laboratory analyzers (e.g. gas chromatography, HPLC)

EMR test laboratory

- Practice-related tests of MSR equipment for fitness for use in the chemical/pharmaceutical industry
- Fieldbus compatibility tests in one of the world's biggest multi-vendor plants

