



MUTARES

Capital Markets Day 2019
Realizing untapped value potential

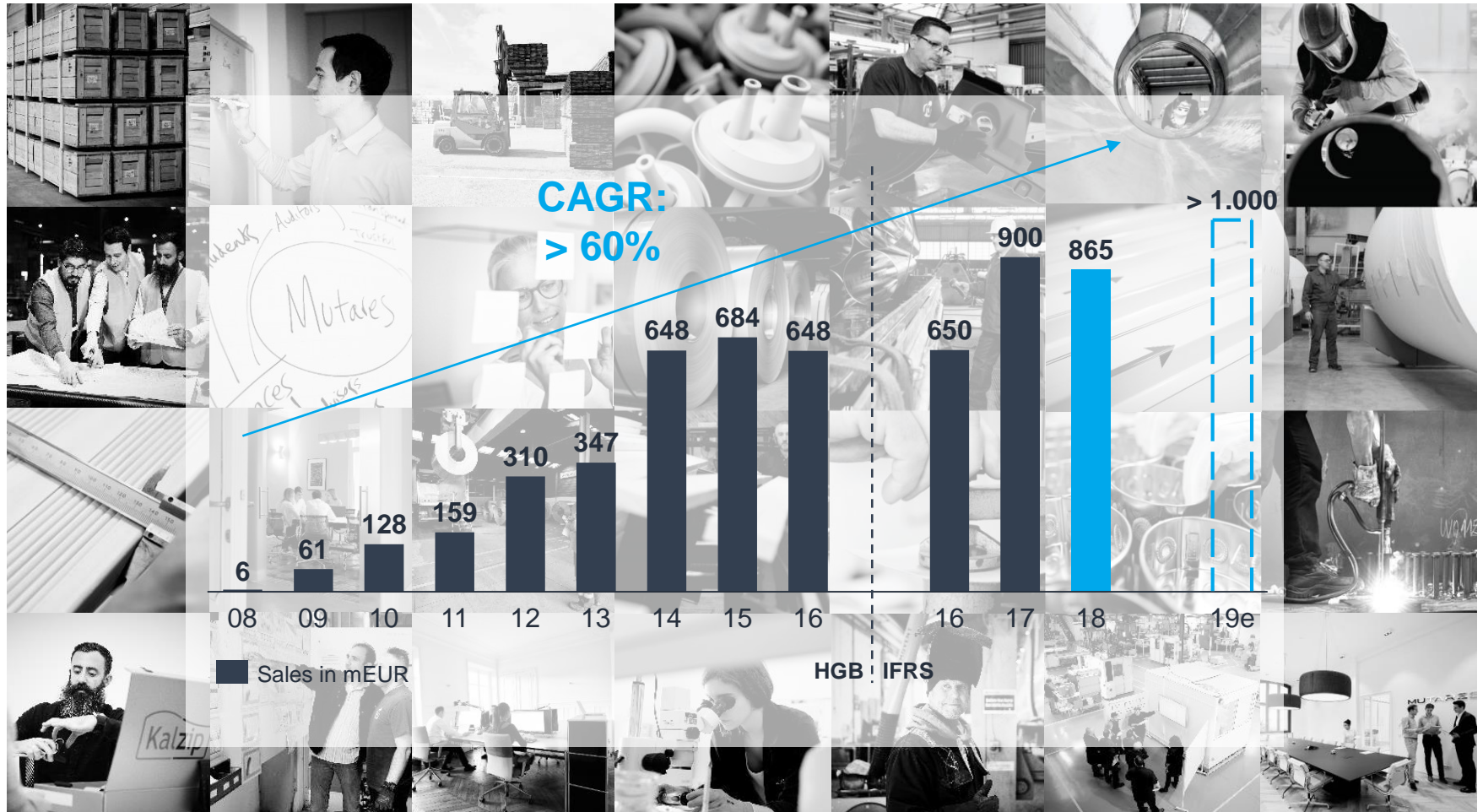
Frankfurt/Main, 22nd October 2019

Agenda

- 1** Keynote **Robin Laik, CEO**
- 2** Lifecycle Management **Mark Friedrich, CFO**
- 3** Balcke Duerr Group **Arne Amann, CFO Balcke Duerr Group**
- 4** Donges Group **Johannes Laumann, CIO**
- 5** Summary **Robin Laik, CEO**

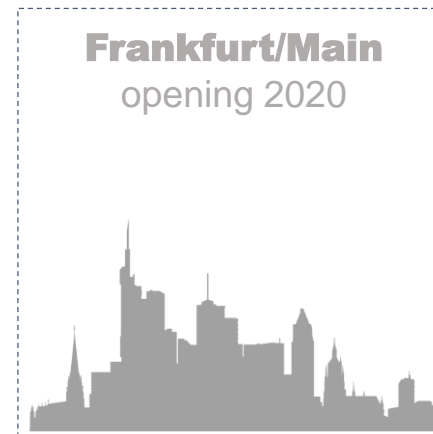
Mutarens has grown from EUR 6m to > EUR 1'000m in 11 years

Growing from a purely Munich based to a European group



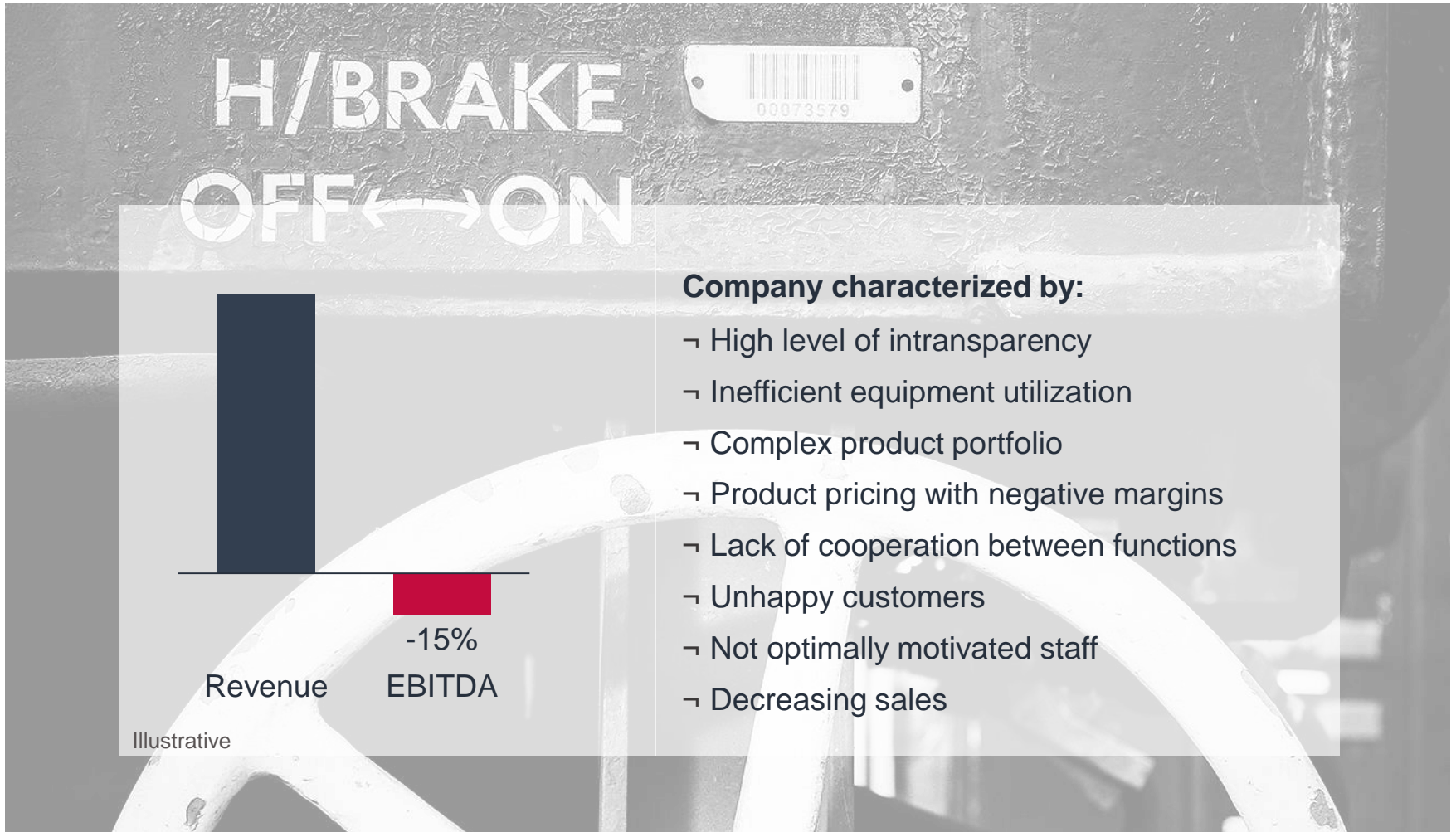
Today: European group with soon 6 offices

Extensive and regionally-oriented M&A network for deal sourcing



Searching for hidden value gems

Who takes over a company like this?



Mutares Mission: A+F as example for driving change for success German producer for end-of-line packaging machines

What we found

Unbalanced customer portfolio: customers in dairies contributing >70% to sales

Claims and loss of customers about late deliveries and quality problems

Lack of cooperation between design, production and project management

No clear purchasing strategy, sourcing focused on suppliers next door

Sales focusing on selling machines, **unused sales potential** for higher share of service

High share of **value creation** (engineering) taking place **inhouse**

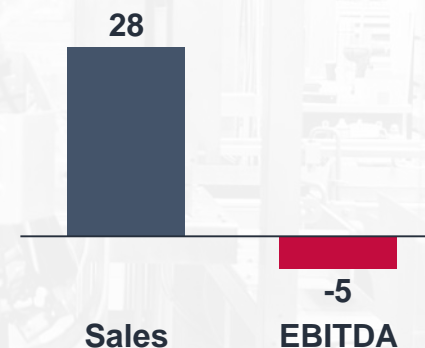


Acquisition rationale of Mutares





HQ in core market:	Germany	✓
Weak P&L:	High indirect costs	✓
Strategic issues:	Changes in management	✓
Operative issues:	Weak project management	✓
Strong brand:	Solid client relationships	✓

Financials at acquisition

In € m



Already 7 transactions in 2019, bid submitted for 8th transaction
Strategy of international hub of M&A offices delivering convincing results

	Normek	FDT	TrefilUnion	Plati
Sales	EUR 65m	EUR 54m	EUR 42m	EUR 38m
Products	Roof and facade systems	Roofing membranes	Steel ropes and wires	Cable harnesses and connectors
Seller	Fund and private persons	Private person	Arcelor Mittal Europe	Deren Group
Type	Add-on to	Add-on to	Platform	Platform
Portfolio				
Segment	Engineering & Technology	Engineering & Technology	Goods & Services	Automotive & Mobility

Already 7 transactions in 2019, bid submitted for 8th transaction

Strategy of international hub of M&A offices delivering convincing results

	keeper	KICO	Ruukki ¹⁾	Q Logistics ²⁾
Sales	EUR 65m	EUR 110m	EUR 130m	EUR 250m
Products	Household plastic products	Safety, locking & joining systems	Steel construction solutions	Logistics and warehousing
Seller	Wrede Holding	Family	SSAB Group	Fed. Austrian Railway (ÖBB)
Type	Platform	Platform	Add-on to	Potential new platform
Portfolio				
Segment	Goods & Services	Automotive & Mobility	Engineering & Technology	Goods & Services

1) Subject to merger control; 2) Binding bid submitted, acceptance subject to seller's committees' approvals

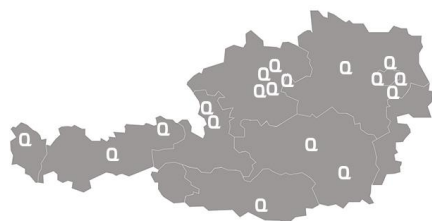
Q-Logistics GmbH **Q**LOGISTICS

Potential first transaction involving a state-owned company (ÖBB)

Details of binding offer

- Potential new platform investment, transaction still subject to approval by seller's committees
- Seller is state-owned Austrian Federal Railways (ÖBB)
- Q-Logistics with annual sales of ca. EUR 250m in FY2018 and ca. 920 employees
- HQ and operations in Austria, plus a Czech subsidiary
- Core business comprises transport, charter and warehousing services
- Deal rationale:
 - Typical Mutares platform deal
 - Significant value potential along value chain
 - Strengthen Goods & Services segment

Locations



Products and markets

- Transport: Groupage goods & charter (including cross border services)
- Warehousing: Warehouses in strategic locations in Austria
- Clients in various industries, e.g. pharma, food and fast-moving consumer goods

Service portfolio



Financials

in EURm



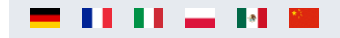
Target

- Illustrative -



European group with international footprint

Currently, five Mutares offices and 13 portfolio companies with activities worldwide



ElastomerSolutions



BALCKE
DÜRR



DONGES
GROUP



Gemini
RAIL GROUP



PLATI



EUPEC
PIPE COATINGS



LA MEUSIENNE



cempa



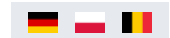
KLANN



Trefil Union



keepèr



KICO
simply innovative



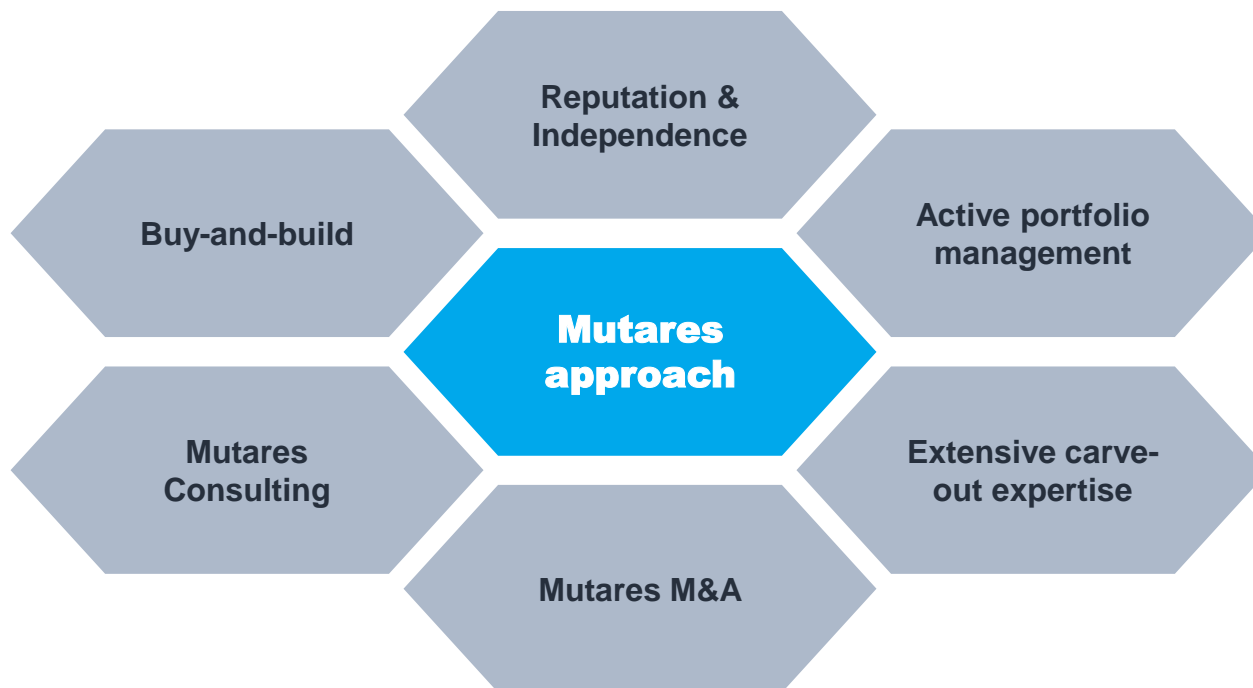
- Mutares HQ
- Mutares offices
- Planned Mutares office

Value creation based on entrepreneurial approach

Strong links between M&A and consulting for a strategic and hands-on approach

Mission of Mutares:

Realize untapped value potential and help seller to focus on core activities and actively support acquired companies to get back on track



Operational value creation translates into sustainable dividends

2019 dividend yield of 11%; in last four years, a total of EUR 45.2m was payed out

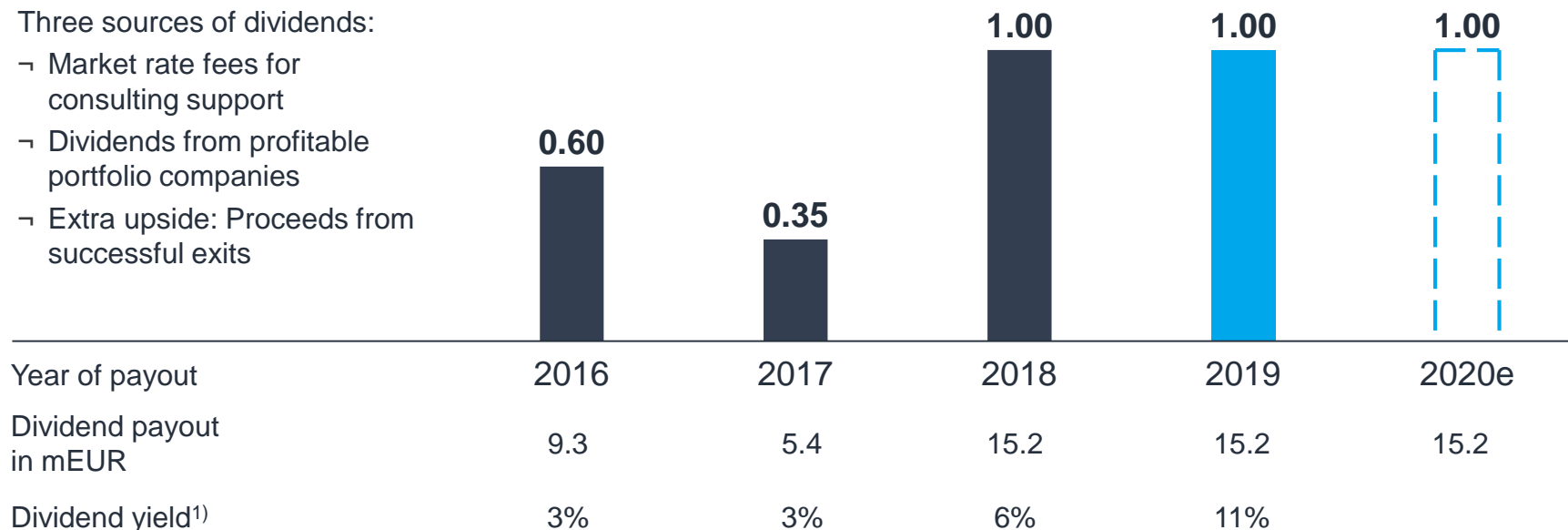
Objective: High and sustainable dividend capacity

Since its foundation, Mutares let shareholders participate in the company's success – like in the previous years, also in 2020 payout of EUR 1 per share as objective

Dividend per share (in EUR)

Three sources of dividends:


- Market rate fees for consulting support
- Dividends from profitable portfolio companies
- Extra upside: Proceeds from successful exits



1) Based on year-end share price of most recent ended FY

Ambition for 2019 overshoot, for 2020 keeping momentum is objective

Our objective is even more active portfolio management for sustained value creation

	2019e	2020e
Dividend	Ensure & prepare payout of EUR 1.00/share in 2020	
Transactions	8	Buy- and sell-side 
Buyside: new platforms	5	In 2019 acquired platforms resulted in ca. EUR 500m additional annualized group sales
Buyside: new add-ons	3	In 2019 acquired add-ons resulted in ca. EUR 250m new annualized sales
Operations/ Portfolio	For 2019, optimization programs mainly on track For 2020, expected successful realignment of platforms acquired in 2019 creating basis for more transaction activity	
Organization		
Consulting team	Ensure readiness of organization for more M&A activity	
M&A team	Adapt M&A offices to market reach of Mutares and foster presence in relevant countries	

Summary

Mission: Realize untapped value potential









- ✓ Mutares core competency is realizing untapped value potential
- ✓ 2019ytd with record number of acquisitions
- ✓ Integrated approach of M&A and hands-on consulting is key value driver
- ✓ Active life cycle management of portfolio is key value driver
- ✓ Dividend capacity and shareholder value are management objective

Agenda

- 1** Keynote **Robin Laik, CEO**
- 2** Lifecycle Management **Mark Friedrich, CFO**
- 3** Balcke Duerr Group **Arne Amann, CFO Balcke Duerr Group**
- 4** Donges Group **Johannes Laumann, CIO**
- 5** Summary **Robin Laik, CEO**

Outlook on full year results

Compared to FY2018, acquisitions will affect EBITDA and Adjusted EBITDA in Q3

mEUR	2019H1	FY2019e	FY2018
Group revenues	443.2		865.1
Group EBITDA	67.1		49.6
Group Adjusted EBITDA	0.0		4.5
Group cash & equivalents	80.9		108.1
Group equity ratio	27% ¹⁾		33% ²⁾
Cash flow from operating activities	-44.3		-11.1
...from investing activities	31.4		-3.1
...from financing activities	-14.6		23.4

 Comparison with FY2018

1) Post-IFRS 16 application; 2) Pre-IFRS 16 application
Rounding differences may occur.

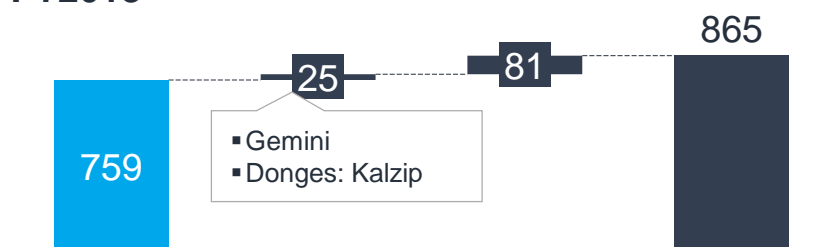
More transparency of Mutares consolidated figures

Existing portfolio vs new acquisitions: Impact of transaction activity on revenues

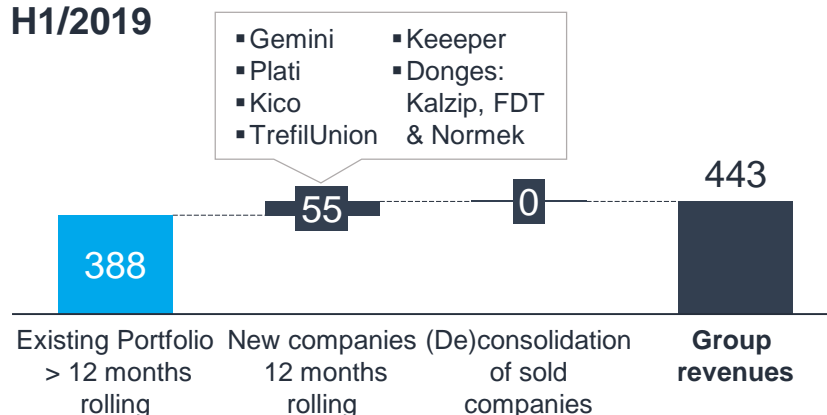
Growth objective of Mutares translates into increasing group revenues and average revenue per portfolio company

Group revenues (in mEUR)

FY2018



H1/2019



- Acquisitions for buy-and-build strategy (inorganic growth)
 - Acquisition of new platforms
 - Acquisition of add-ons
- Major part of growth in sales of Mutares group through acquisitions. Result is a higher transaction activity in the future
- Focus on profitability: lifecycle-oriented controlling of sales as major value driver in new acquisitions results in initially lower sales

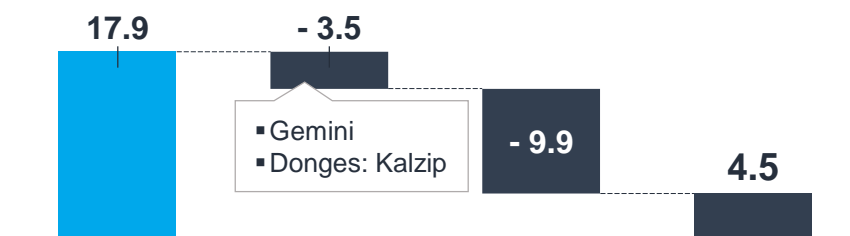
More transparency of Mutares consolidated figures

Existing portfolio vs new acquisitions: Impact of transaction activity on Adj. EBITDA

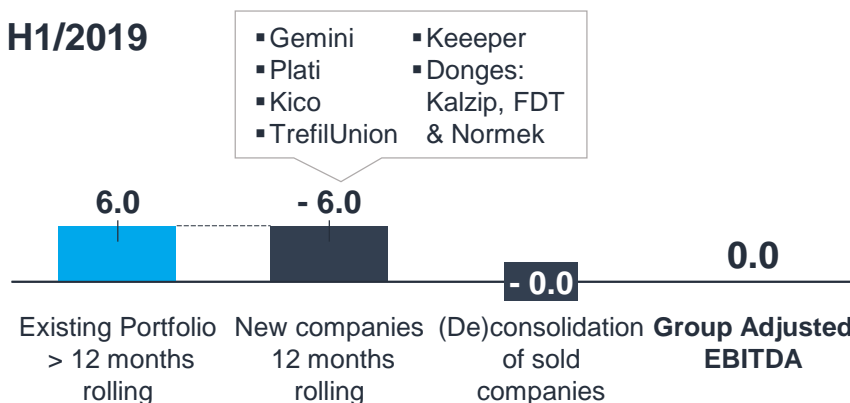
Objective of Mutares' portfolio management is to have always sufficient profitable companies to sustain dividend capacity and sufficient portfolio entries for future dividend capacity

Group Adjusted EBITDA (in mEUR)

FY2018



H1/2019

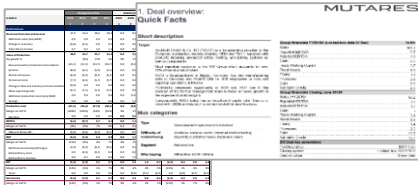



- ▣ Transaction activity heavily influences consolidated Group figures. Thus, consolidated group figures show a mixed picture
- ▣ Most acquisitions have initially a strongly negative impact on Group profitability:
 - Negative impact on Group results in the first 12 months (operative losses)
 - Portfolio always consists of longer existing (profitable) and new (non-profitable) portfolio companies
- ▣ Especially true for acquired platforms, in special cases also for add-ons

Results of organizational initiative become effective

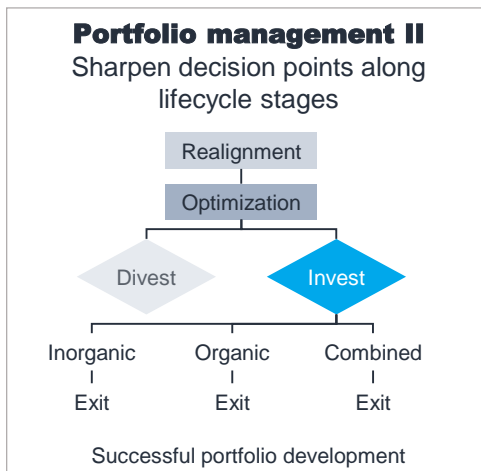
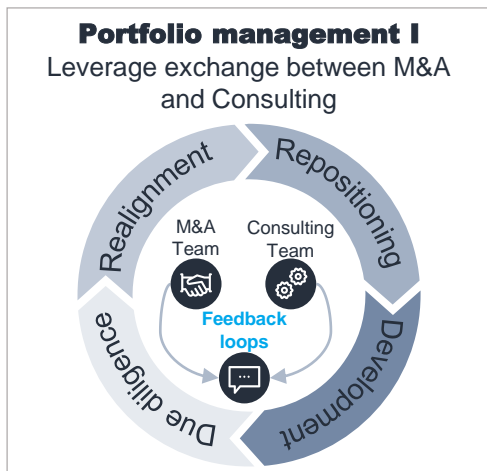
Preparation aimed at mastering digitalization, including trends & further growth of group

M&A
Assessment process optimized and group-wide standard established

Consulting
For holistic approach, ensure key competencies exist in team

- PMO
- Finance
- IT
- Production
- Sales
- Supply Chain
- Logistics
- HR



Growth objective requires preparation

Actual and planned growth of group makes it necessary to further institutionalize and standardize approaches in entire organization.

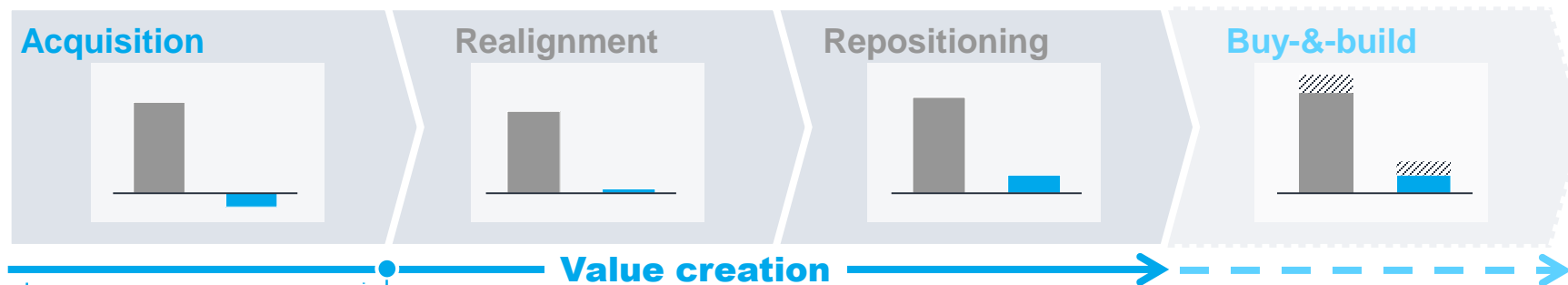
Objective: Prepare for further growth by adequate frameworks in M&A, consulting and portfolio companies

- Increase level of consistency in operational processes in portfolio
- Easier decision taking as basis for proactive portfolio management
- Strengthen focus on portfolio companies with highest value potential

Value driver M&A – Using network of 5 offices

Deal sourcing, execution and support of portfolio companies

■ Sales ■ EBITDA



Deal sourcing

- International teams in our 5 M&A offices
- Discussions with investment banks & transaction advisors
- Discussion with potential sellers
- Application of MUX transaction criteria

Negotiation

- Negotiation of SPA, incl. TSAs

Due diligence

- Analysis of information in data room
 - Review of contracts: Rent, leasing, customers, suppliers, opex,...
 - Review of legal, IT landscape, HR, ...
- Site visits and management interviews
- Business plan based on provided information and own assumptions
- Decision to continue / leave transaction
- Investment proposal for internal investment committee

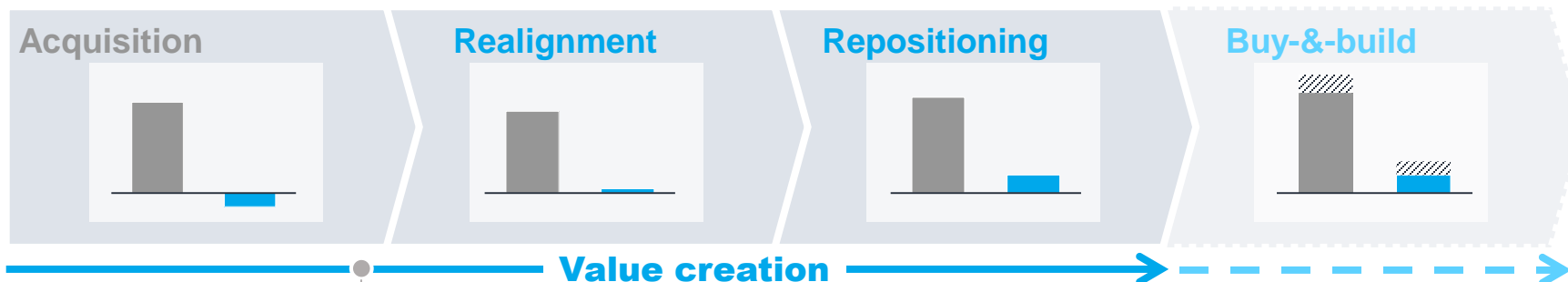
Follow-up

- Discuss potential for strategic add-ons
- Assess outlook on next lifecycle phase

Value driver Consulting – Active support

Hands-on approach and local support of portfolio companies for fast improvements

■ Sales ■ EBITDA



Due diligence phase

- Feedback to M&A on site visits, data room topics (eg. contracts), and business plan
- Sparring partner to M&A for industry benchmarking
- Potential staffing

Negotiation phase

- Feedback to M&A on TSAs & other operative agreements

Post-acquisition

- 4-8 team members locally on site to support company
- Carve-out and set-up of finance, HR, IT
- Stabilization of business
- Review of all contracts and re-negotiations
- Start holistic review and analysis of all functions
- Case-specific topics
- Findings as basis for 100 days plan & strategy

Post-stabilization / core

- 4-8 team members locally on site to support company
- Implement measures of 100 days plan like
 - New ERP system
 - Hire key personnel
 - Process improvements
 - Optimization of footprint
 - Production excellence
 - Purchasing strategy
- Business development

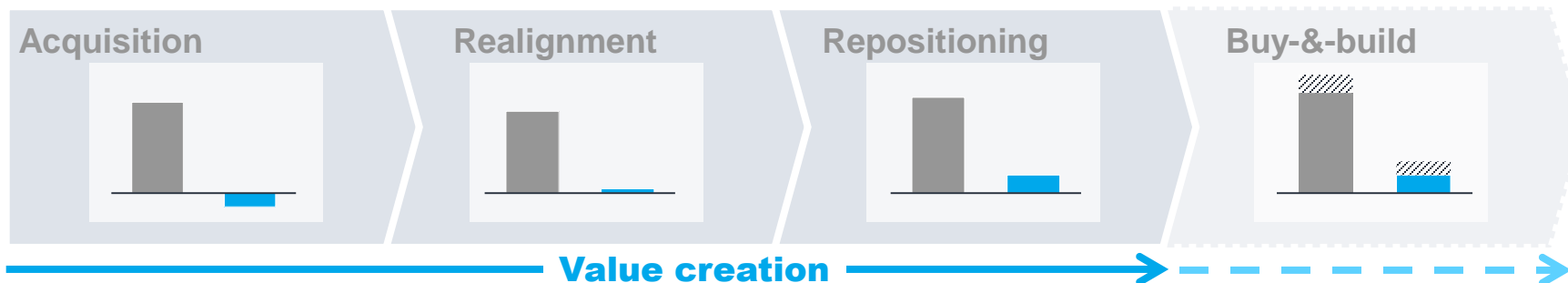
Growth phase

- 1-3 team members locally
- Driving Corporate development
- Accompanying management of company
- Sparring partner and follow-up on strategy
- Integration of add-ons, adaption of team size to required level of support

Value driver Portfolio Management

Integrated approach of Holding, M&A and Consulting as key success factor

■ Sales ■ EBITDA



Due diligence

Consulting & M&A team assess potential target

Review / 100 days plan

Review of transaction and due diligence after 3 months

Business development

Regular exchange between M&A, consulting & management of the portfolio company

- ▣ Assessment of company lifecycle stage / maturity
- ▣ Discussion of (future) strategic options

Investment committee

Appraisal of deal by board: decision to go into negotiation, or later sign the SPA

Review calls

Review of progress and status of optimization program. Monthly exchange between consulting, portfolio company and Mutares



Review meetings

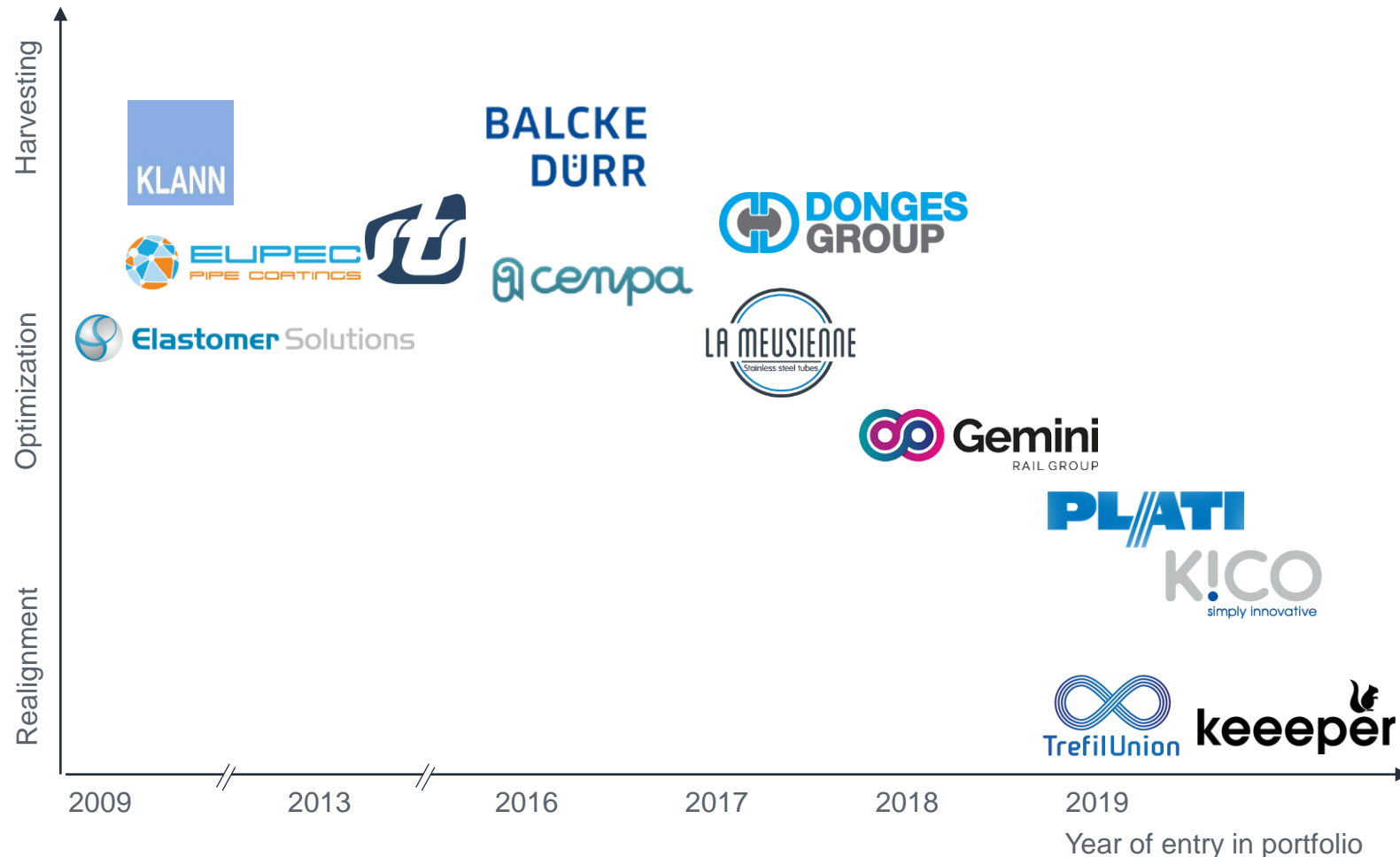
On-site review of progress. Meeting of Mutares board member(s), consulting, and portfolio company to review budget, larger capex, strategy and outlook

Assessment of maturity

Assessment by board if strategy of inorganic growth can be applied

Active portfolio management throughout lifecycle stages

For every company, regular re-assessment of potential for strategic development



Dividend capacity

Shareholder value and dividend capacity as #1 objective

Recent major exits



A+F
Sale
EUR 24m proceeds

2017



STS Group AG
Partial IPO
EUR 28m proceeds

2018

?

2019/2020

- **Active portfolio management** to sustain and plan for attractive dividend level
- **Lifecycle-oriented** portfolio strategy to deliver at least one valuable exit per year
- Alignment of Interest: Every member of Mutares **incentivized** based on Mutares' net result

Investment case

Why Mutares shares are a good investment

Reliable dividend payments

- Management committed to let shareholders participate in success
- Business model generates steady stream of income to holding
- Active portfolio management to generate at least one exit per year

Aiming for substantial further growth

- Excellent positioning of Mutares as brand for effective deal sourcing
- Since foundation of Mutares, CAGR of > 60%
- Consulting team supports portfolio in key competency areas

Lifecycle-oriented portfolio management

- Focused and strategic development of balanced portfolio through buy-and-build strategy or exit
- Combined approach of M&A and operations to realize untapped value potential

Team committed and adequately incentivized

- CEO as major shareholder and board members with combined investment of approx. 40%
- Alignment of interest: Every Mutares member incentivized based on Mutares annual net result

Agenda

- 1** Keynote **Robin Laik, CEO**
- 2** Lifecycle Management **Mark Friedrich, CFO**
- 3** Balcke Duerr Group **Arne Amann, CFO Balcke Duerr Group**
- 4** Donges Group **Johannes Laumann, CIO**
- 5** Summary **Robin Laik, CEO**



Balcke Duerr | Value Creation Process
Capital Markets Day 2019

1 Company Profile

2 Product Portfolio

3 Value Creation

4 Key Messages

Balcke Duerr at a glance

**BALCKE
DÜRR**



Balcke Duerr is a leading supplier of components and services for increasing energy efficiency and reducing environmental impact

- **Blue-chip customer base:** Company rich in history and longstanding customer relations across relevant industries
- **Diversified product application:** Products are applicable to both power generation as well as industry
- **Offering along entire lifecycle:** Manufactured equipment is delivered for both newly built and modernization projects
- **High share of service business:** Around 60% of turnover is generated by service and spare part orders
- **Reliable expertise:** Extensive archive of past projects aids current decommissioning of nuclear power plants
- **High barriers to entry:** The requirement in public tenders to provide references provides high barriers to entry
- **Increasing demand:** Drive towards renewable energy increases volatility in conventional energy production and thus creates corrosion and increased spare part demand

History

**BALCKE
DÜRR**

Extensive history aids accumulation of technology

1883 Founding of "**Düsseldorf-Ratinger Röhrenkesselfabrik Dürr & Co.**"



1894 Invention of the natural draft cooling tower and founding of **Balcke & Co.**

1972 Merger to form **Balcke Duerr AG**, part of **Deutsche Babcock**



2001 Merger of **Babcock Borsig AG** and Balcke Duerr AG

2002 Balcke Duerr acquired by **SPX Corporation**, Charlotte, NC, USA,



2003 Acquisition of the business of **Hamon Rothemühle Cottrell GmbH**



2016 **Balcke Duerr is acquired by Mutares**

MUTARES

2018 A division of **STF SpA** is bought and contributed into Balcke Duerr Italiana

Balcke Duerr acquires **KSS Consulting**, now Balcke Duerr Nuklear Service

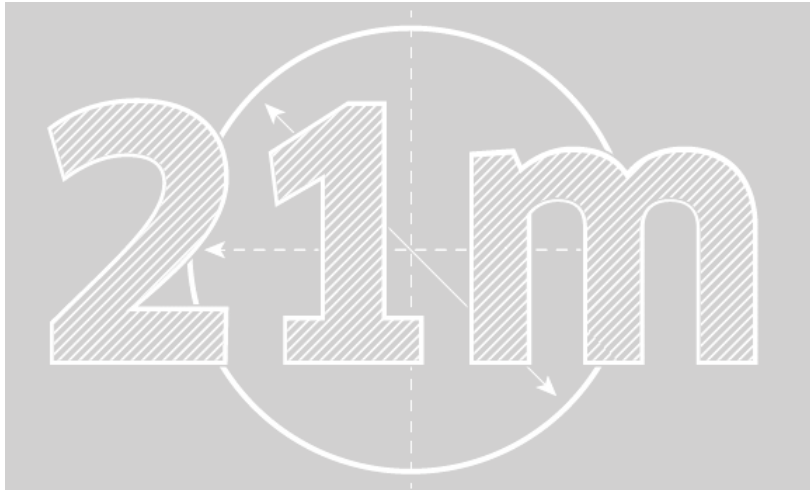


2019 Balcke Duerr GmbH separates the Rothemühle into a new entity



Key Differentiators

Technologically advanced products with impressive references



21m-diameter air preheater for Walsum, Germany

- ▮ World's largest **Regenerative Heat Exchanger** (Duisburg Walsum, Germany*)
- ▮ World's largest **Moisture Separator Reheater** (Olkiluoto, Finland)* and largest high-pressure **Feedwater Heater** (Neurath, Germany)*
- ▮ Engineering and supply of main components for largest single **Feedwater Heater order (86 units) for 12 power plants** in South Africa (Eskom Medupi / Eskom Kusile)*
- ▮ Electrostatic Precipitators with **lowest dust emission** (Rotterdam, Wilhelmhaven: 6 mg/m3)*

* at time of commissioning

Mutares' Investment Hypothesis



Balcke Duerr at a glance: Products & Services overview

**BALCKE
DÜRR**

Water- Steam- Cycle

**BALCKE
DÜRR**

**STF
BALCKE
DÜRR**

Decomissioning
























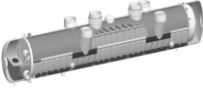




**BALCKE
DÜRR**

Flue- Gas- Path



ROTHEMÜHLE

Water- Steam- Cycle: Shift in product application

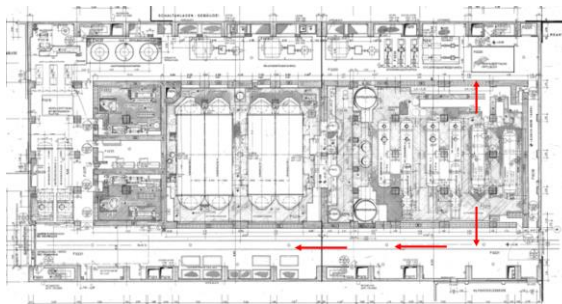
Products and Services	Applications	Customers
<ul style="list-style-type: none"> ▪ Feedwater Heaters ▪ Turbine Condensers ▪ TEMA Heat Exchangers ▪ Rotor Air Coolers ▪ Cold-End Systems ▪ Moisture Separator Reheaters ▪ POWERVANES Separators ▪ Waste Heat Recovery Boiler 	<div style="display: flex; flex-direction: column; align-items: center;"> <div style="display: flex; justify-content: space-around; width: 100%;"> <div style="text-align: center;">  Nuclear </div> <div style="text-align: center;">  Chemical </div> </div> <div style="display: flex; justify-content: space-around; width: 100%; margin-top: 20px;"> <div style="text-align: center;">  Oil </div> <div style="text-align: center;">  Waste>Energy </div> </div> <div style="display: flex; justify-content: space-around; width: 100%; margin-top: 20px;"> <div style="text-align: center;">  Gas </div> <div style="text-align: center;">  Refineries </div> </div> </div>	<div style="display: flex; flex-direction: column; align-items: center;"> <div style="display: flex; justify-content: space-between; width: 100%; margin-bottom: 10px;">   </div> <div style="display: flex; justify-content: space-between; width: 100%; margin-bottom: 10px;">   </div> <div style="display: flex; justify-content: space-between; width: 100%; margin-bottom: 10px;">   </div> <div style="display: flex; justify-content: space-between; width: 100%; margin-bottom: 10px;">   </div> <div style="display: flex; justify-content: space-between; width: 100%; margin-bottom: 10px;">   </div> <div style="display: flex; justify-content: space-between; width: 100%; margin-bottom: 10px;">   </div> <div style="display: flex; justify-content: space-between; width: 100%; margin-bottom: 10px;">   </div> <div style="display: flex; justify-content: space-between; width: 100%;">   </div> </div>
<div style="display: flex; justify-content: space-around; align-items: center;">     </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 20px;">   </div>		

Decommissioning: A future value driver



- Decommissioning and dismantling of nuclear installations
- Permit Management

- Radiation testing, protection and release
- Consulting, project management and implementation



Flue- Gas- Path: Growth through modernization

Products and Services	Applications	Customers
-----------------------	--------------	-----------

- Air Preheaters
- Gas-Gas-Heaters
- LUGAT®-Compact Heat Exchangers
- DELTA WINGS
- Electrostatic Precipitators
- Filter Upgrades

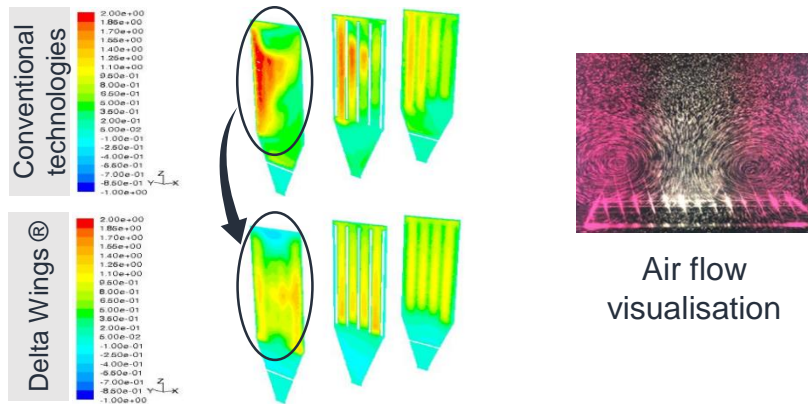


Balcke Duerr at a glance: Delta Wings® Deep Dive

Proprietary technology Delta Wings® allow for higher contractual performance commitment as competitors

Improvements by Delta Wings®

Visible improvements



Air flow visualisation



Physical model in laboratory



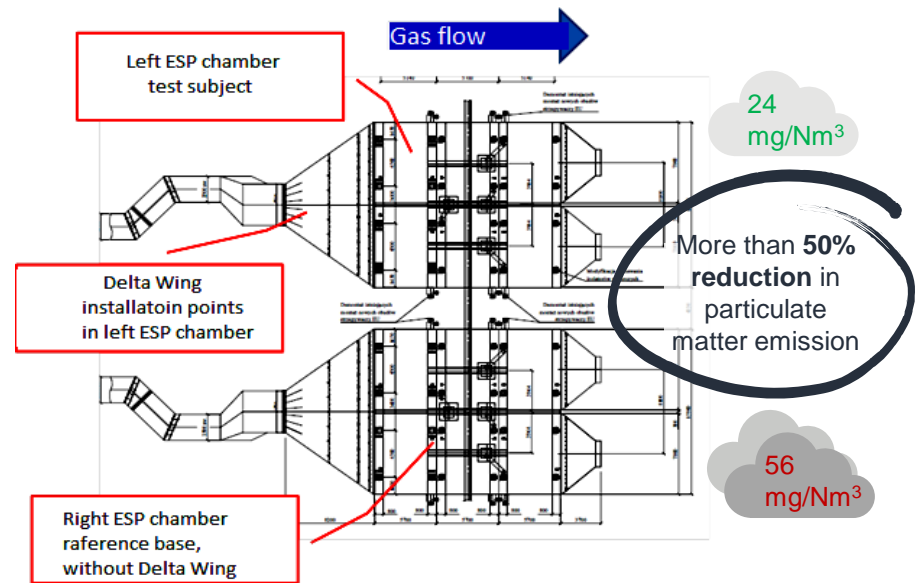
Static mixers inside ESP's inlet assembly stage



Large Size ESP with applied Delta Wings® technology

Key applications Delta Wings®

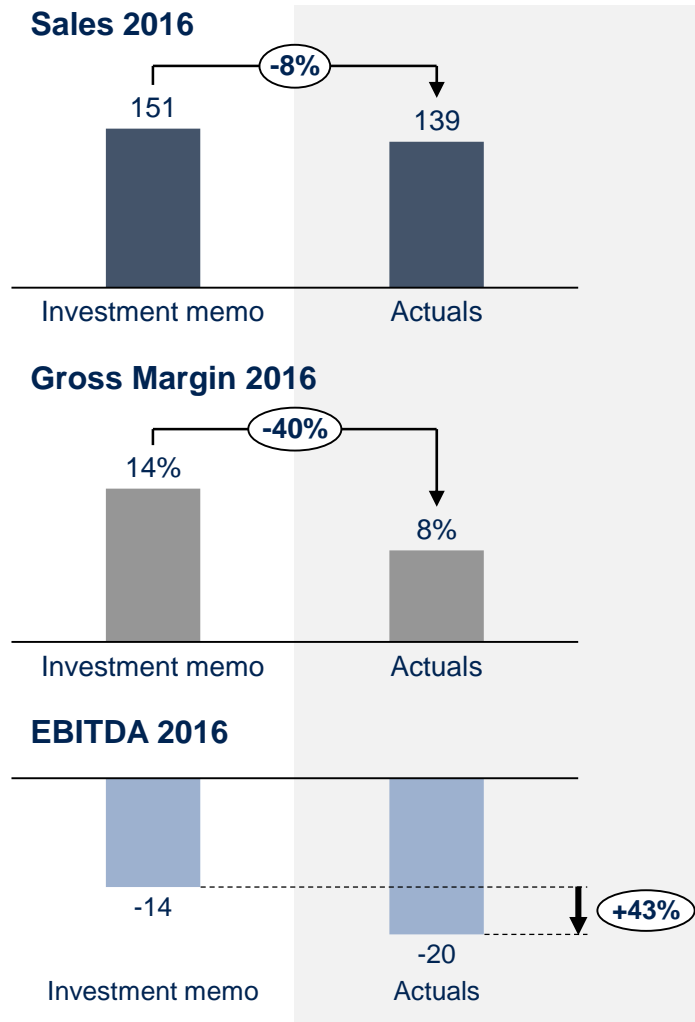
Proven significant performance enhancement¹⁾



Note: 1) Site test performed in 2017 with existing 225MW boiler (gas volume: 1,500,000 m³/s; inlet dust concentration: 15 g/Nm³) - Source: Company information

Value creation: What we found I/II

Situation of the company worse than anticipated



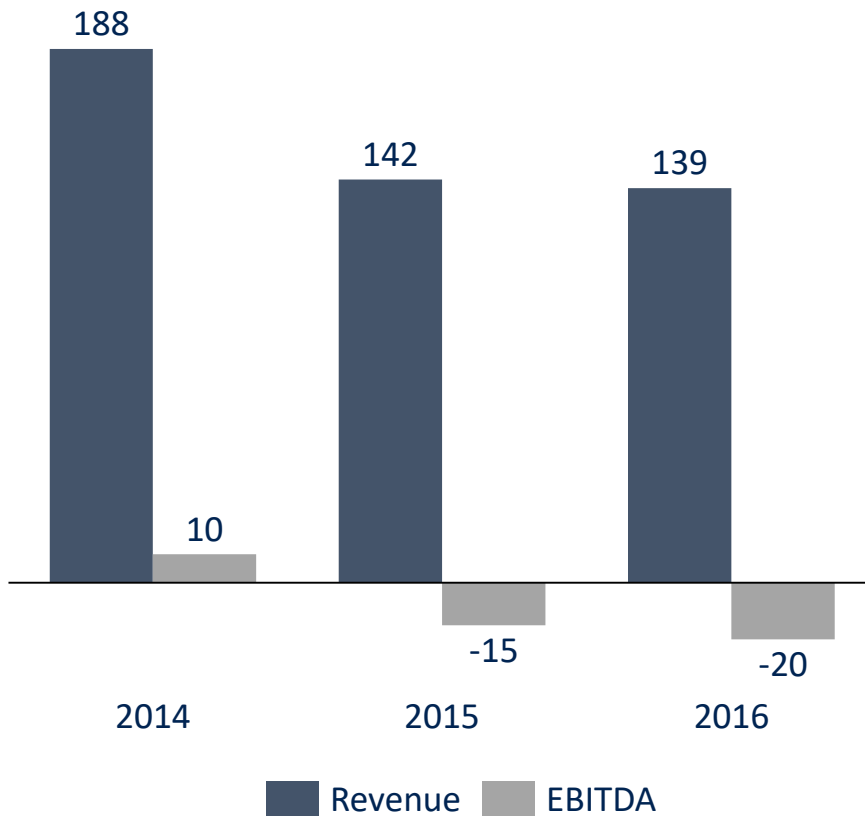
- ▣ Between **submission** of the binding **offer** and actual **closing of the transaction**, the situation in the company has **worsened significantly**
- ▣ This was caused mainly by cost overruns in ongoing projects
- ▣ Other projects were deferred and related receivables either delayed or impaired
- ▣ In addition, the **order intake plan** published by the seller had been **revised internally**
- ▣ This **downward revision** had not been made available to us

Value creation: What we found II/II

Distraction of sale process evident in order backlog

Balcke Duerr Group P&L

In EUR m

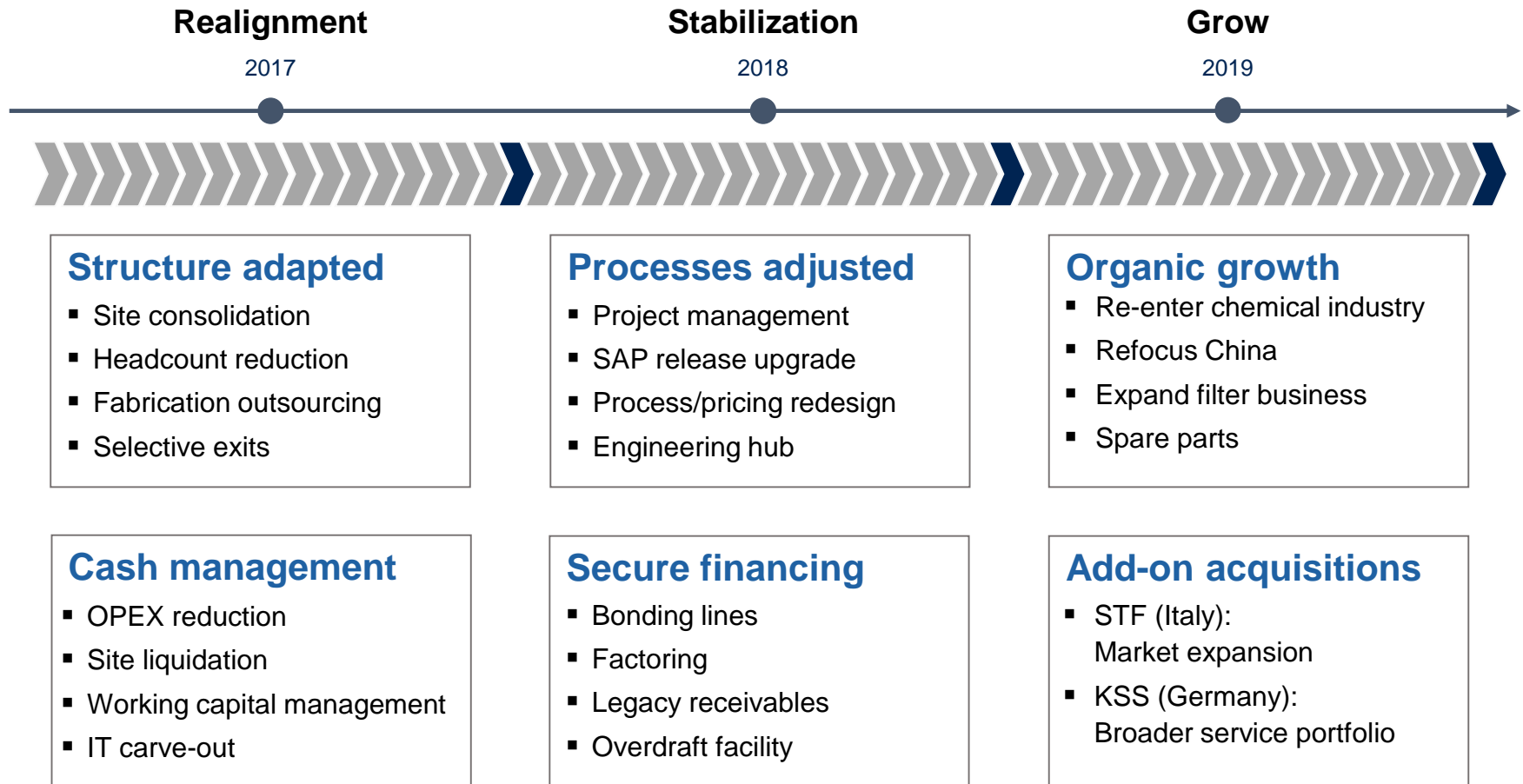


- ❌ Low order intake in 2016
- ❌ Extremely high cost structure
- ❌ Subpar project management
- ❌ No sales strategy visible
- ❌ Inadequate agency network

Operating loss of EUR 20m

Value creation: Measures

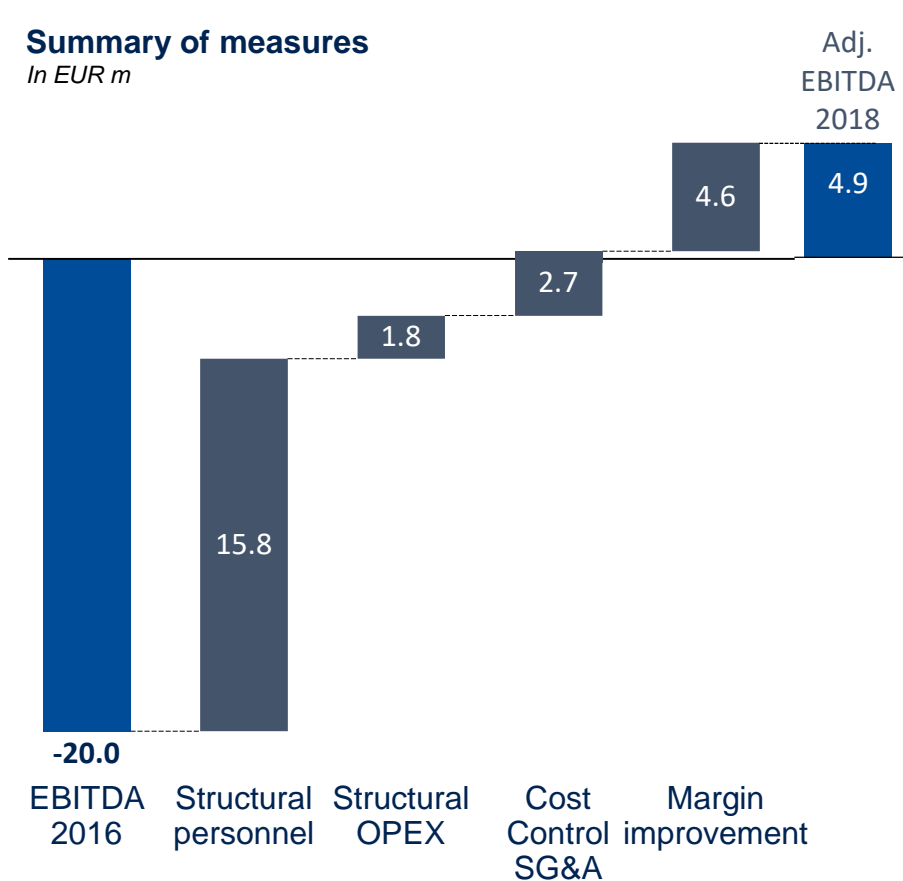
Heavy operational involvement in first 18 months of ownership



Value creation: Impact

Targeted cost saving almost reached

Summary of measures *In EUR m*



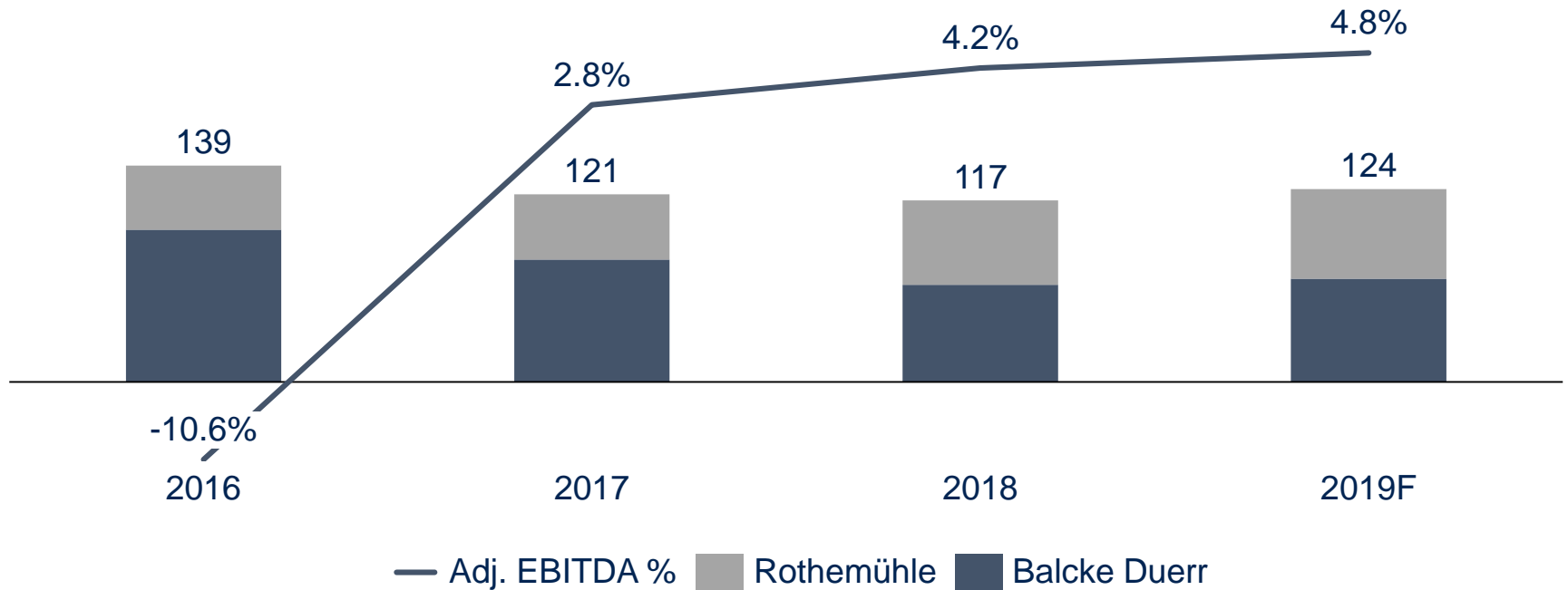
- ✓ Structural changes in organization
- ✓ Extreme cost control in all entities
- ✓ Improved processes
- ✓ Investment in energy efficiency

Positive operative result in year two

Value creation: Balcke Duerr in Numbers

Implemented measures validated by the Business

Revenue and adj. EBITDA
In EUR m



Key Messages

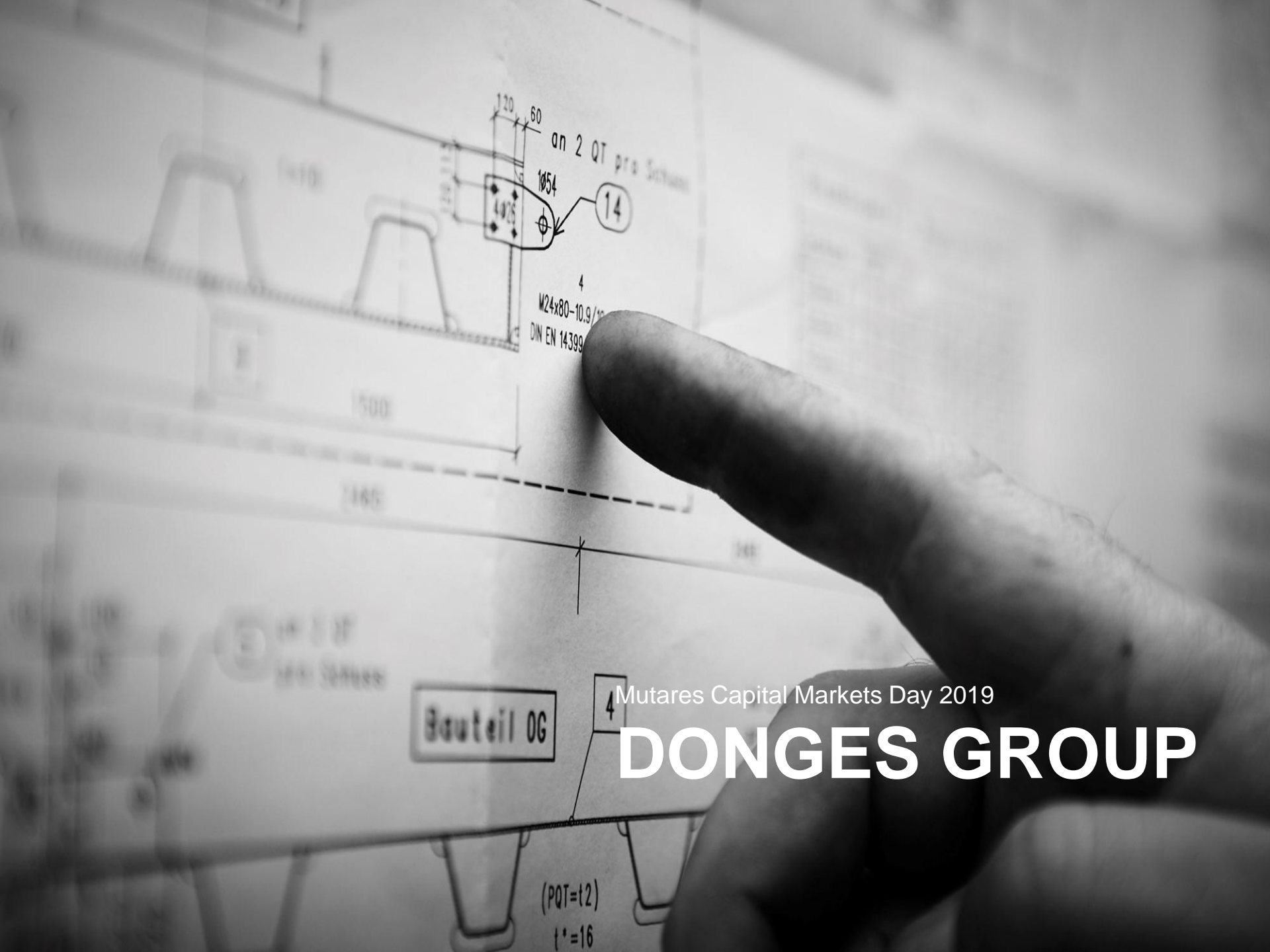


Mutares' approach provided company with solid basis for successful future

- ▮ **Favourable transaction terms:** Part of the value creation process was in the terms negotiated with the seller
- ▮ **Experienced team:** A team of 5 Mutares managers was present from day one for the first 18 months, actively managing all departments
- ▮ **Implementation speed:** Once identified, the measures were implemented very quickly and to the extend required
- ▮ **Cooperative works council:** Transparent communication with the works council so that members were aware about the gravity of the situation, trustful and cooperative
- ▮ **Acquisition opportunities:** Having Mutares as shareholder provides a competitive advantage when it comes to add-on investments

Agenda

- 1** Keynote **Robin Laik, CEO**
- 2** Lifecycle Management **Mark Friedrich, CFO**
- 3** Balcke Duerr Group **Arne Amann, CFO Balcke Duerr Group**
- 4** Donges Group **Johannes Laumann, CIO**
- 5** Summary **Robin Laik, CEO**



Mutares Capital Markets Day 2019

DONGES GROUP

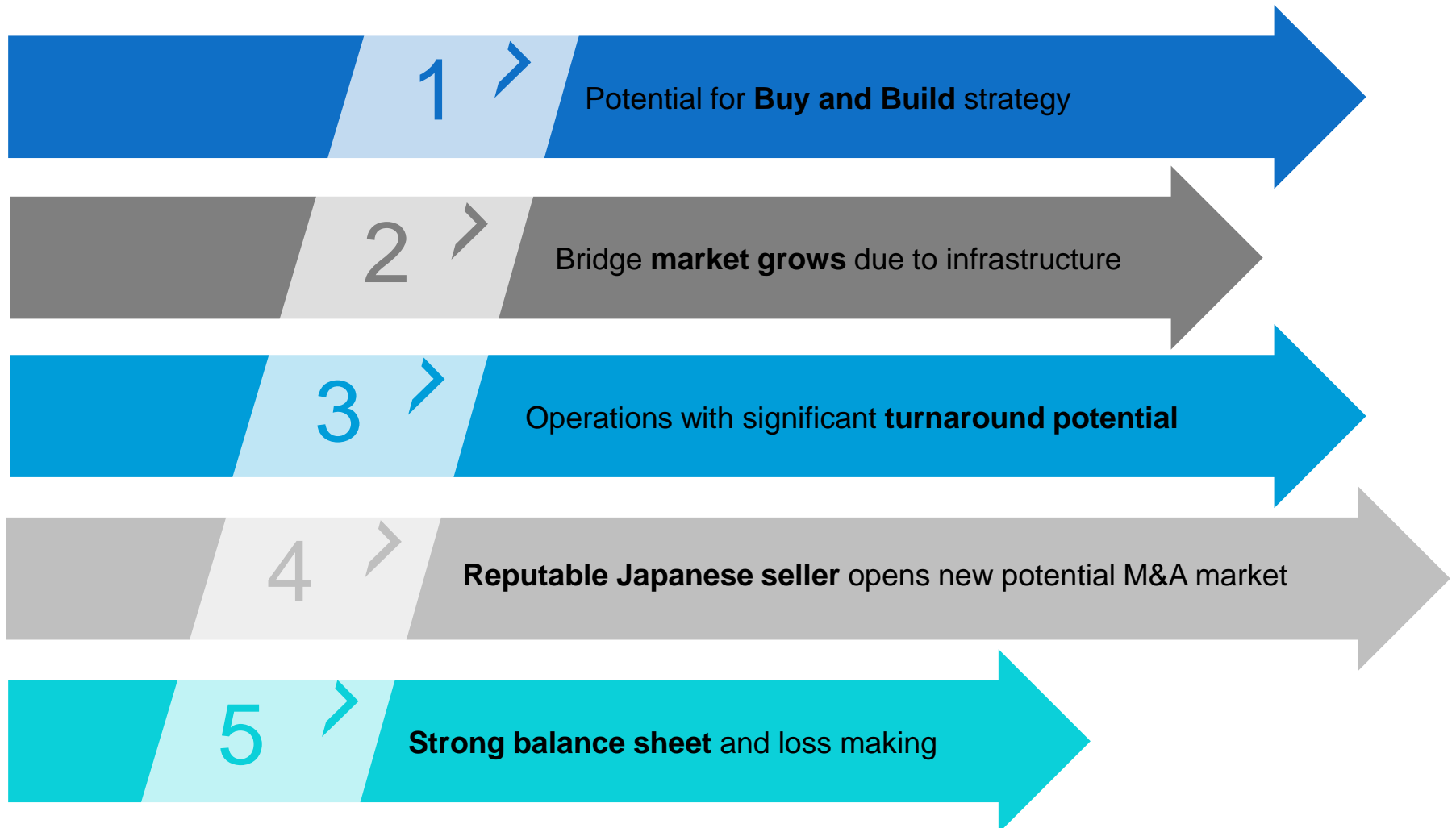
Bauteil 0C

4

(PQT=12)
t*=16

Mutares real rationale at closing in November 2017

Donges SteelTec was a great fit to our investment strategy



Mutares strategy after 100-day plan

Mutares clearly outlined the steps to kickstart Donges' growth

The strategy after our first 100 days evaluation was based on **4 pillars of success:**



I.

Market

Use the market conditions on Steel Bridges in Germany and boost the sales of road bridges and enter the market of railway bridges for the first time after 5 years.



II.

Differentiation

Extend the footprint more internationally with a Western European focus being able to sell know-how and value rather than price sensitive products.



III.

Diversification

Enlarge sales close to core business and mitigate risk by add-on acquisitions outside the project business especially in roof and facade systems.



IV.

Products

Extend offering from steel structures into a system provider for complete envelope solutions including roof and facade products.

Donges Group’s growth strategy

Donges followed Mutares’ buy-and-build strategy and developed into a unique group



11/2017

10/2018

02/2019

03/2019

06/2019

Q1/2020*

Acquisition from **MHPS Europe**

Acquisition from **Tata Steel Europe**

Acquisition from **Intera Fund OY**

Acquisition from **private owner**

Acquisition from **Metsä Group**

Acquisition from **SSAB Corp.**

- Steel bridges and steel construction
- Management of structural steel engineering projects

- Tailormade aluminum roof & façade systems
- International leading manufacturer

- Glass façade solutions
- Steel bridges & steel construction
- Specialized in design, engineering and construction

- Supplier of flat roofing systems
- Roofing membranes
- Lighting systems
- Acid protection

- Knowhow in Nordic wood processing
- Complete range of wood products for garden, cladding, paneling

- Steel bridges and steel construction
- Specialized in design, engineering and construction

Focus: Germany

Focus: International

Focus: Finland, Sweden

Focus: International

Focus: France

Focus: Nordics, parts of Eastern Europe

*Subject to merger control












Donges product portfolio

Roofs, façade and bridges form the core products of Donges



Donges product portfolio

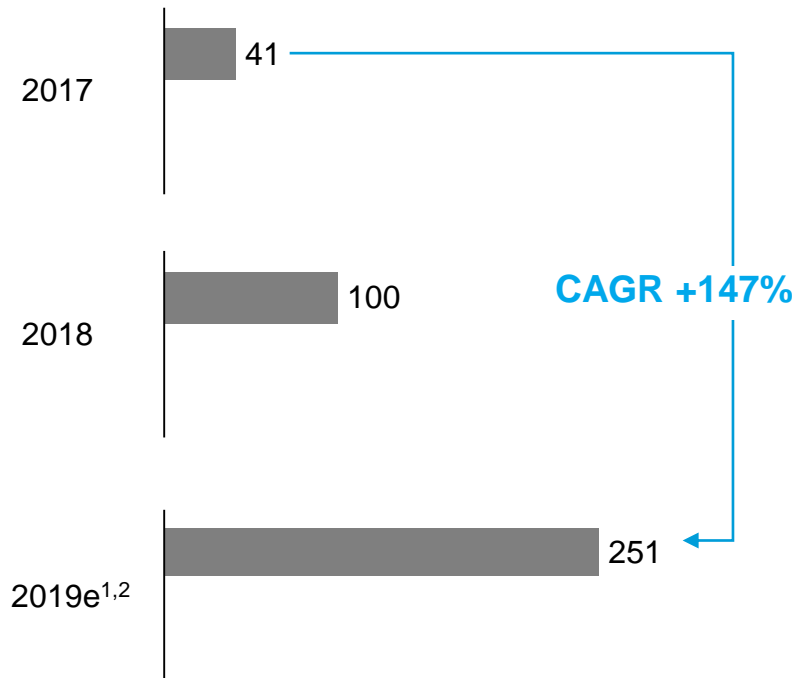
Donges operates 6 different brands within its core competences

Product	Description	Materials	Brands
Roofs	Customer-specific aluminum roofs and membrane roof systems	 Aluminum, membranes	 
Façade	Unique façade systems and glass façade solutions	 Aluminum, glass, wood	  
Construction	Donges serves various markets with its construction, e.g. steel construction, and bridges	 Steel	  

Outstanding growth story was created in 2018/19

Since inception, the company grew at a CAGR of 147%

Revenues¹ in mEUR



Mutares operational excellence comprised entire company:

1. Reshape the organisation with lean leadership structure
2. Empower responsibility, trust and positive outlook in the organisation
3. Reposition products in market and price segment
4. Improve operational efficiency in manufacturing
5. Improve supply chain operations
6. Improve footprint to avoid overhead cost and lean the internal processes

Mutares M&A and Consulting support throughout complete lifecycle

1) Unconsolidated group figures

2) Forward looking statement based on current estimates and assumptions by management

How customers benefit from Donges Group synergies

Realized and potential projects combining products and services



EUR 290k **4Q19**

ORDER VALUE START OF PROD.

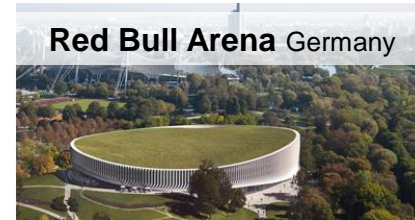
- Order acquired in Sep 19
- Project combining glass structure (Normek) and FC Façade (Kalzip)
- Production of the façade to be done at Normek



EUR 59k **4Q19**

ORDER VALUE START OF PROD.

- Kalzip won a project in Lübeck. Usually, the installation partner decides about roof lights
- Thanks to Donges Group sales, customer decided to buy from Donges' brand FDT instead of his preferred supplier



tbd **1Q20**

ORDER VALUE EXPECTED DECISION

- Kalzip established contact with architect, but due to greenroof being requested, FDT's product Rhepanol found as being more suitable
- Donges SteelTec as potential supplier for removable stands



tbd **1Q20**

ORDER VALUE EXPECTED DECISION

- Due to political tensions, all UAE competitors out of bidding process
- 4 companies involved: Donges SteelTec for steel work, Kalzip for roof, FDT for membrane, Normek for steel packages/curtain wall

Donges Group

- Provides **one-stop solutions** for customers
- Offers weight- and cost-optimized solutions by **common design of products**
 - Operates internationally with a **strong global footprint**

How Donges Group and shareholders benefit from synergies

Existing products will penetrate existing sales channels for common growth

Estimated synergies

Sales	> EUR 10.0m
EBITDA	> EUR 3.0m
Exit multiple	5,0x
Target shareholder value creation	> EUR 15.0m

"The build-up of Donges Group in less than 2 years was the most smart, efficient and best-in-class movement in the industry I have seen in the last 15 years. I am proud that I am leading such a great journey."

Peter Brechtelsbauer
CEO Donges Group

"When Mutares bought us, we were sceptical about our future. Today, we know that it was the best that could happen to us. We continue our great company history and for the first time in years, our people experience again success."

Ercan Kaya
Chair of Donges Group Works Council

Donges group poised for accelerated growth

A great year 2020 is ahead for Donges Group!

Market Footprint



6
Brands

Turnover annualized



>365
mEUR

Workforce planned



>1,250
employees

Production sites



12
Plants

Adjusted EBITDA



>5.0
Percent

Shared experience

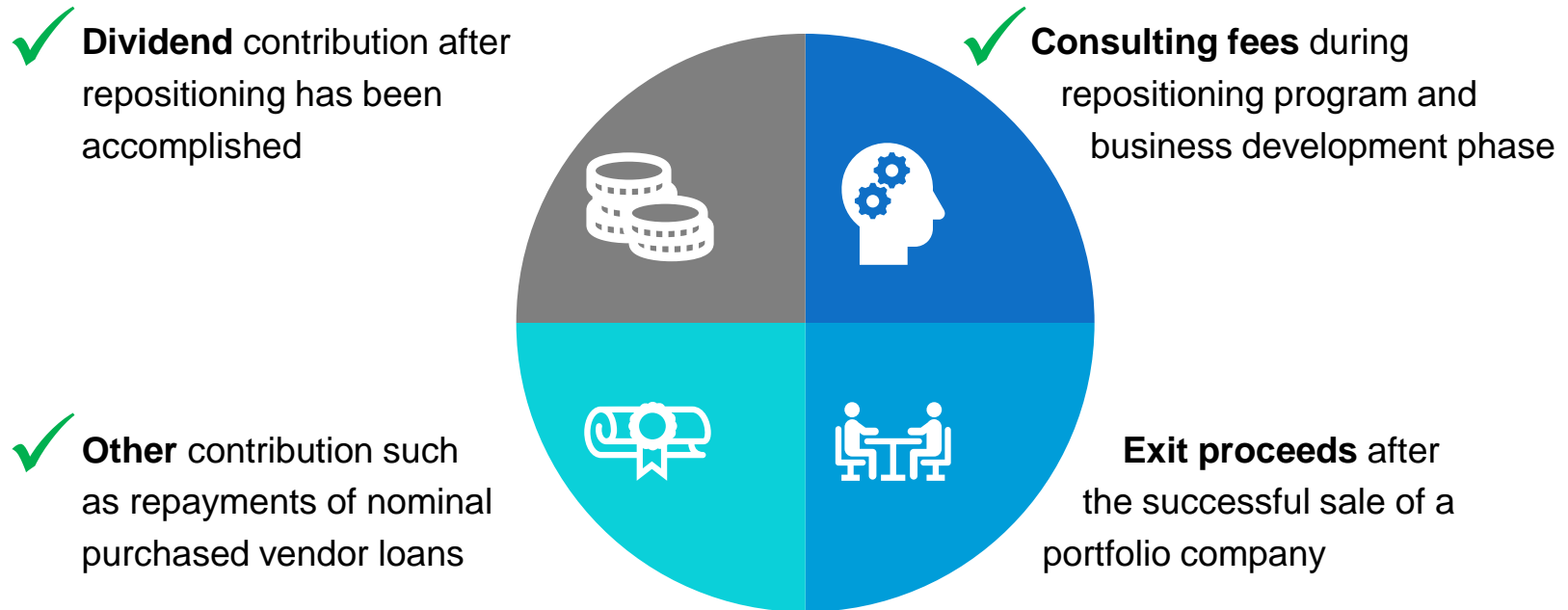


>400
Years

As part of Mutares, Donges Group contributes in four ways

Since acquisition, Donges Group already contributed significantly to Mutares' success

Four different streams of revenues to Mutares



Create.Success.Together.



Agenda

- 1** Keynote **Robin Laik, CEO**
- 2** Lifecycle Management **Mark Friedrich, CFO**
- 3** Balcke Duerr Group **Arne Amann, CFO Balcke Duerr Group**
- 4** Donges Group **Johannes Laumann, CIO**
- 5** Summary **Robin Laik, CEO**

Capital Markets Day 2019

Mutares realizes untapped value potential

Mutares

- Management committed to driving sustainably attractive returns to shareholders
- Mutares excellently positioned to source deals with its extensive European M&A network
- Attractive exit potential: Financial market conditions increase demand for investment targets
- Major industry changes fueling transaction pipeline with potential targets for new investments

Transactions

- Focused M&A strategy based on clear set criteria and overall value potential for shareholders
- More value creation through buy-and-build for selected portfolio companies

Operations

- Further strengthening consulting team in key competency areas like manufacturing excellence and IT
- Dividends to shareholders financed by delivery of part of earnings of already profitable portfolio companies to holding

Financials

- 2019 will be the year when Mutares Group grows beyond a run-rate of EUR 1 billion in sales
- Total new investments of holding in 2019 amounting to approx. EUR 750m in annualized sales
- Consistently high returns to shareholders: payout of at least EUR 1.00 per share for 2020

Disclaimer

This document has been prepared by Mutares SE & Co. KGaA solely for the use in this presentation.

The information contained in this document has not been independently verified. No representation or warranty - whether expressed or implied – is made as to, and no reliance should be placed on, the fairness, accuracy, completeness or correctness of the information or opinions contained therein. Neither the company nor any of its affiliates, advisors or representatives shall have any liability whatsoever (in negligence or otherwise) for any loss arising from any use of this document or its content or otherwise arising in connection with this document.

This document does not constitute an offer or invitation to purchase or subscribe for any shares and neither this document nor any part of it shall form the basis of, or be relied upon in connection with, any contract or commitment whatsoever.

This document contains forward-looking statements that are based on current estimates and assumptions made by the management of Mutares SE & Co. KGaA , and other information currently available to them. The words “anticipate,” “assume,” “believe,” “estimate,” “expect,” “intend,” “may,” “plan,” “project,” “should” and similar expressions are used to identify forward-looking statements. Various known and unknown risks, uncertainties and other factors could cause actual results to differ materially from those contained in the forward-looking statements. Mutares SE & Co. KGaA does not intend or assume any obligation to update any forward-looking statements. Any forward-looking statement speaks only as of the date on which it is made and is based on numerous assumptions which may or may not prove to be correct.

This presentation and its contents are confidential and are not for release, reproduction, publication or distribution, in whole or in part, directly or indirectly, in or into or from the United States of America, Canada, Australia, Japan or any jurisdiction where such distribution is unlawful. This presentation is not an offer or invitation to buy or sell securities in any jurisdiction.

By accepting this document, you agree with the foregoing.