



Klöckner & Co SE

A Leading Multi Metal Distributor

**Roadshow
May 2009**

**Gisbert Rühl
CFO**



Agenda

1. Overview

2. Q1 results 2009 and market update

3. Strategy update

4. Outlook

Appendix

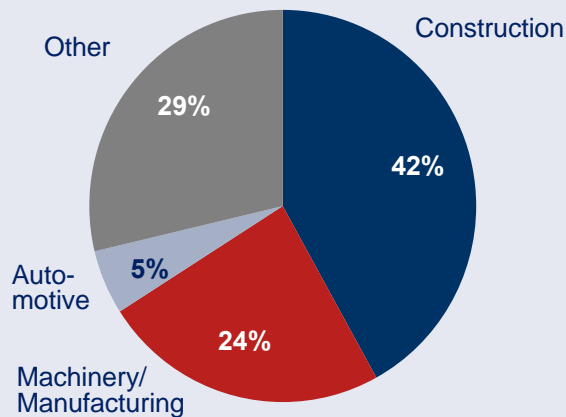


Klöckner & Co at a glance

Klöckner & Co

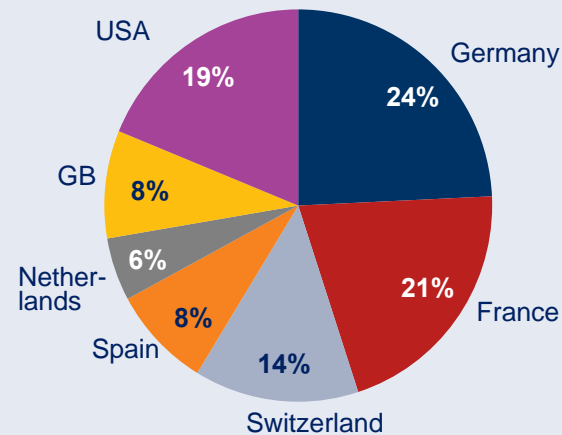
- Leading producer-independent steel and metal distributor in the European and North American markets combined
- Network with 260 distribution locations in Europe and North America
- Around 10,000 employees

Sales split by industry



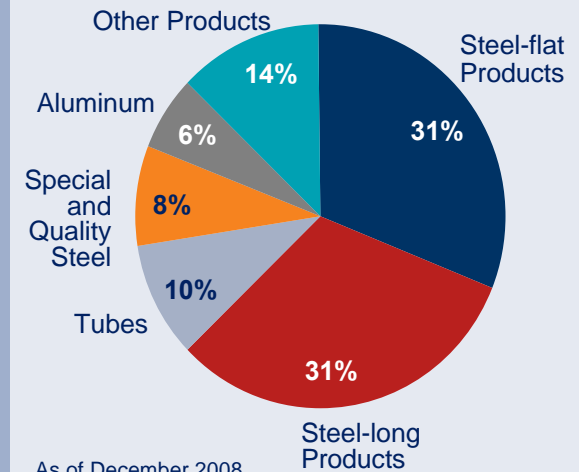
As of December 2008

Sales split by markets



As of December 2008

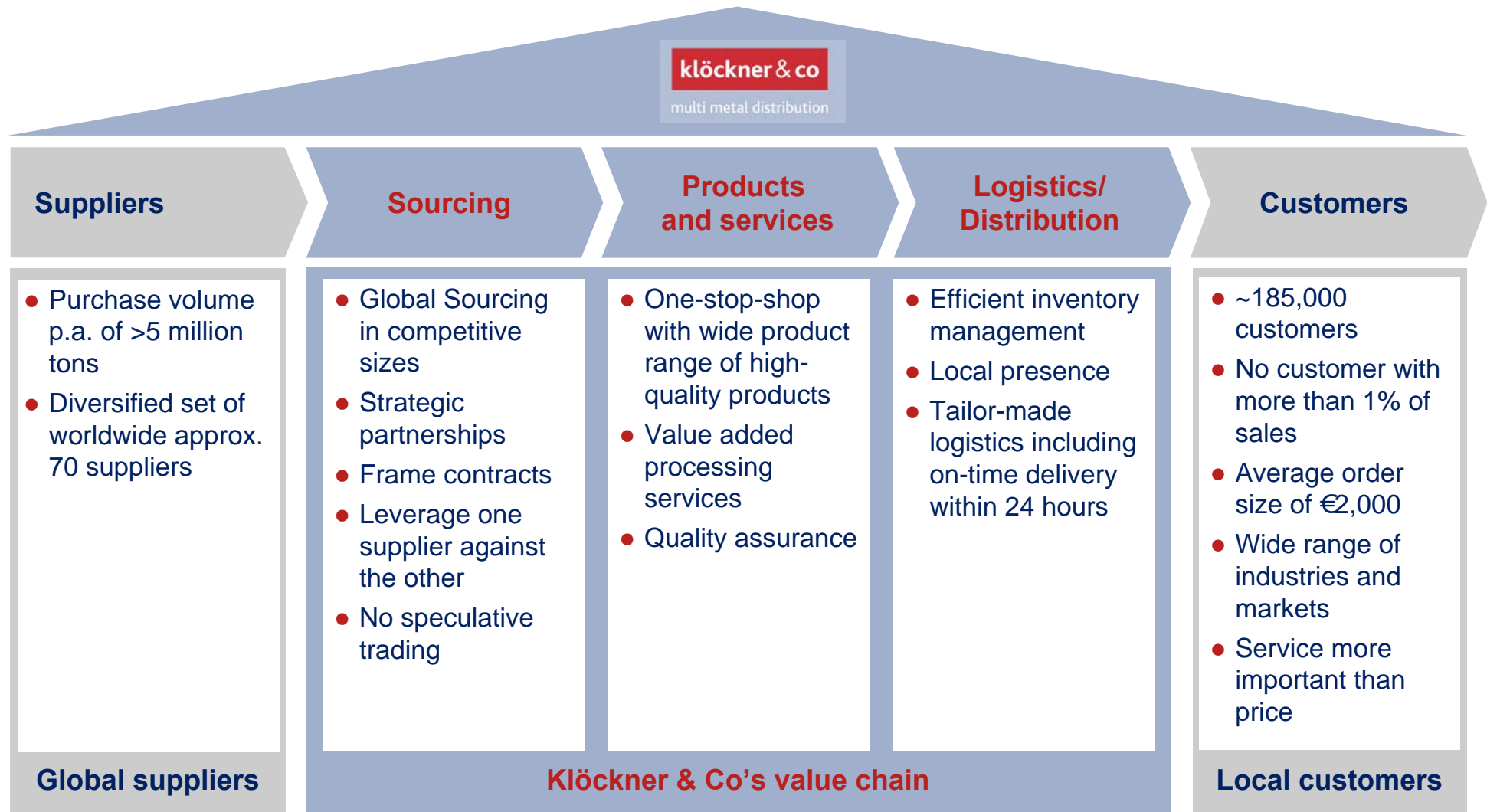
Sales split by product



As of December 2008



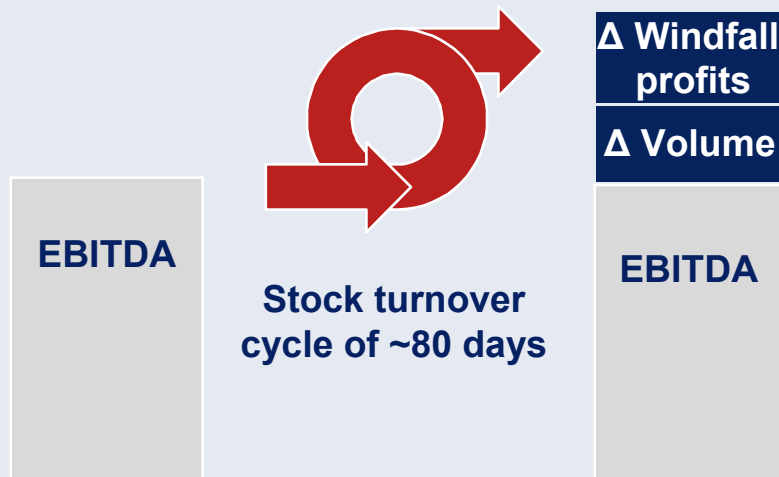
Distributor in the sweet spot



How the business model of Klöckner & Co works in...

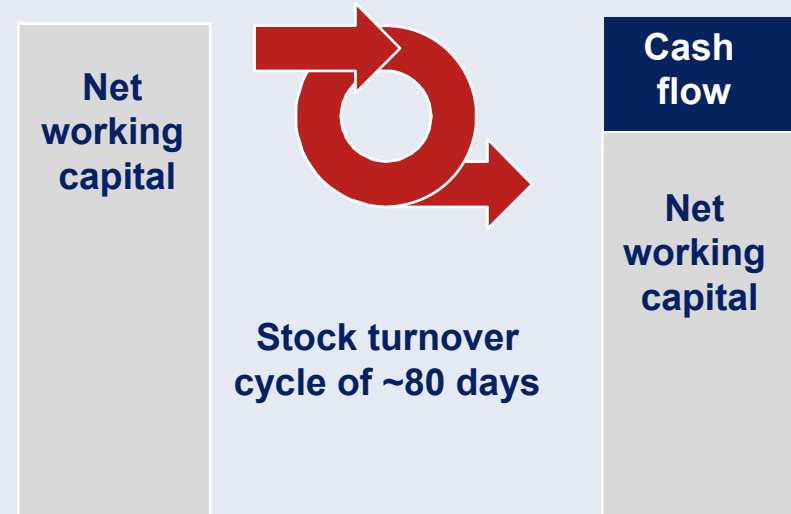
an upturn with price and volume increases

- Volume related increase and windfall profits result in strong EBITDA but high level of capital employed because of value and volume of stock



a downturn with price and volume declines

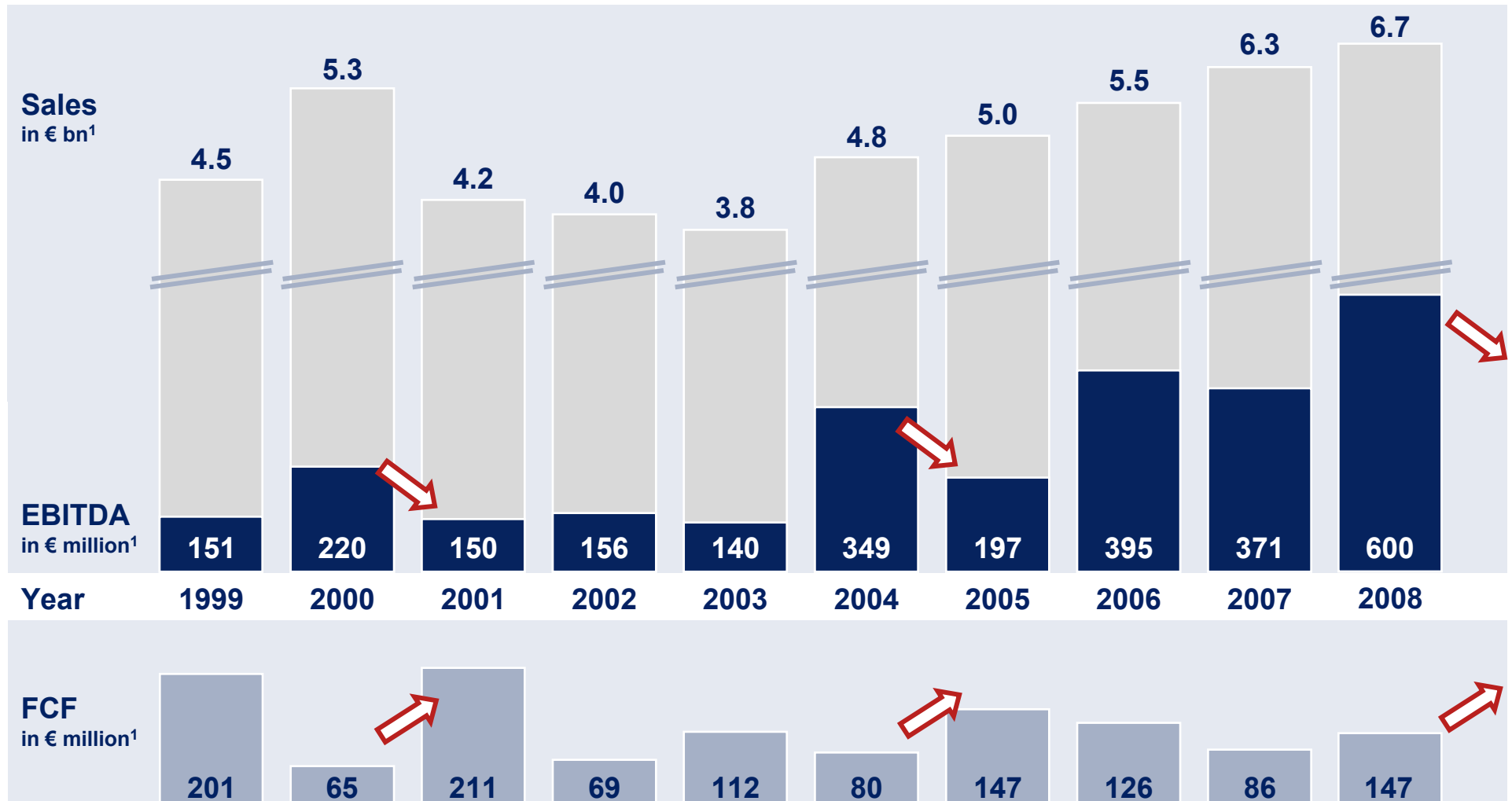
- Windfall losses and write-offs but strong cash flow generation to reduce net debt



High profitability in upturn due to windfall profits and volume increase
Strong cash flow generation in downturn due to working capital release



Cash flow goes up in a downturn market



¹ 1999 to 2005 unaudited pro-forma figures, Cash flow adjusted for M&A-activities;



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Appendix



Overview Q1 2009

- Sales and volumes in Q1 around a third under previous year's levels
- Operating result clearly negative
- Net debt further reduced to €322m (-44%)
- Further cost cutting measures and inventory reduction initiated
- Financing secured: credit lines of €1.5bn free of performance based covenants as a result of the completed restructuring of syndicated loan and ABS facilities
- Installment plan for French cartel fine requires only a €10m payment in 2009

Strong hit in Q1 but strong cash flow and financing secured



Results Q1 2009

(€m)	Q1 2009	Q1 2008	Δ%
Volume (Ttons)	1,068	1,720	-37.9
Sales	1,095	1,660	-34.0
EBITDA	-132	109	-220.6
EBIT	-149	93	-260.1

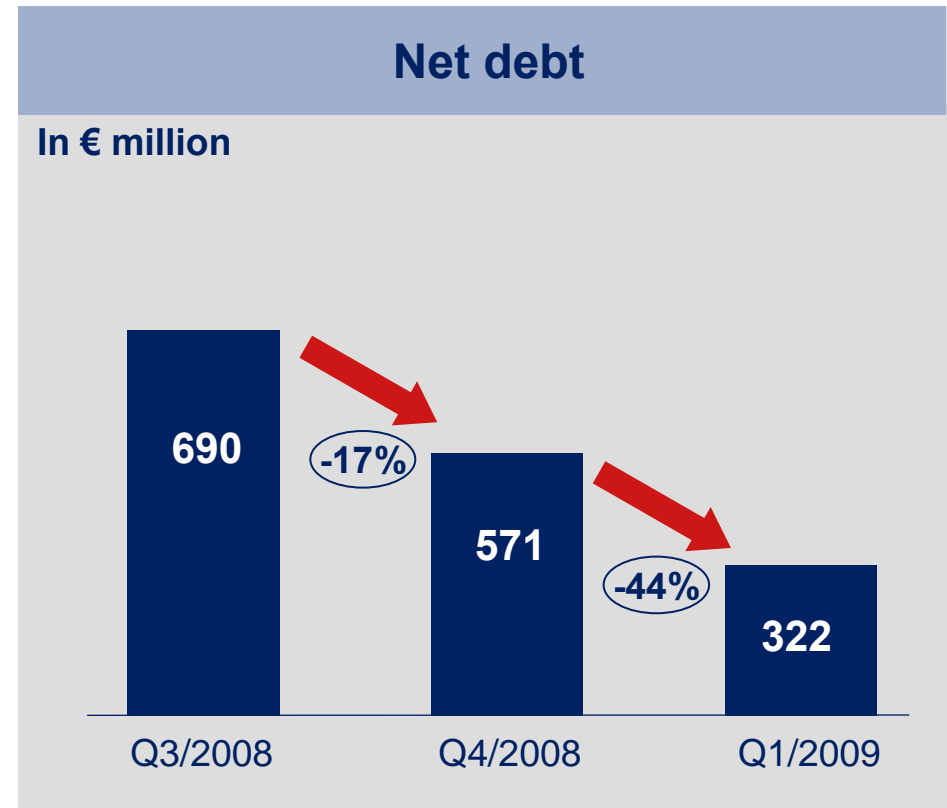
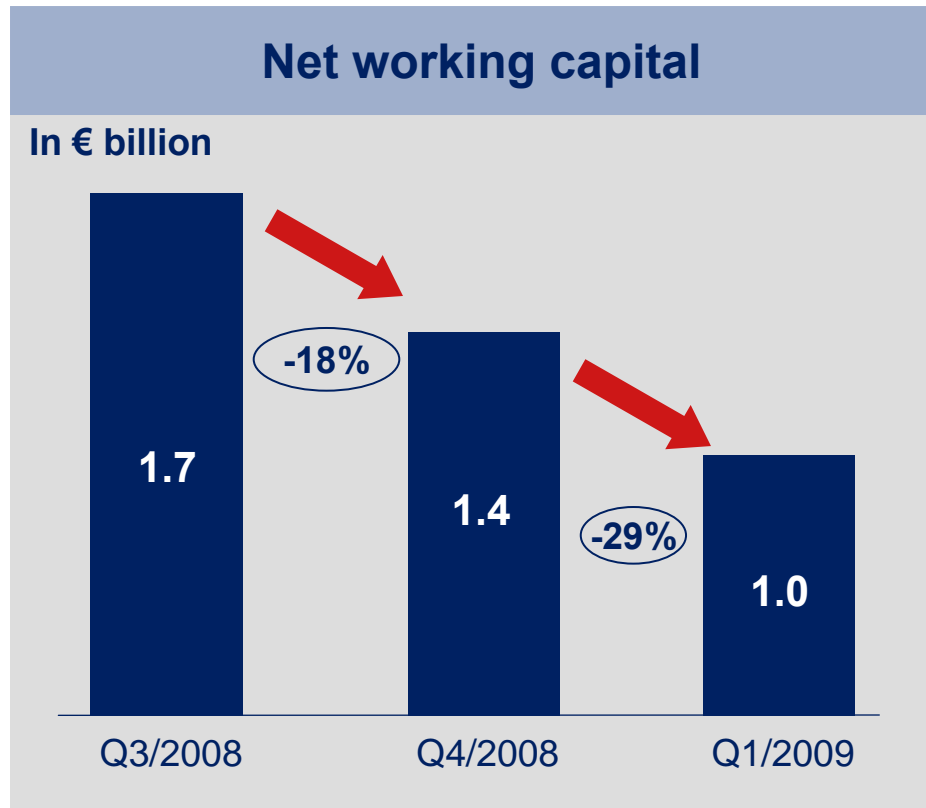


Factors impacting EBITDA Q1 2009

Impact	Amount (€m)	Comments
Windfall losses	-60 to -80	<ul style="list-style-type: none"> Declining prices affected almost all products Effect difficult to quantify due to strong dynamics and very limited purchases
Volume losses	-100 to -120	<ul style="list-style-type: none"> Impact of poor economic environment
Special expense effects	-35 to -45	<ul style="list-style-type: none"> Mainly driven by price related devaluation of inventories at quarter end
Acquisitions / divestitures	-15	<ul style="list-style-type: none"> Mainly affected by divestiture of KVT
One-offs	4	<ul style="list-style-type: none"> Sale of property in France
Exchange rate effects	-1	



Business model works also under extreme conditions



Strong cash flow generation leads to net debt of €322m



Balance sheet as of March 31, 2009

(€m)	Mar. 31, 2009	Dec. 31, 2008**
Long-term assets	802	803
Inventories	765	1,001
Trade receivables	689	799
Cash & Cash equivalents*	447	297
Other assets	194	184
Total assets	2,897	3,084
Equity	957	1,081
Total long-term liabilities	1,067	1,177
• thereof financial liabilities	696	813
Total short-term liabilities	873	826
• thereof trade payables	449	392
Total equity and liabilities	2,897	3,084
Net working capital	1,006	1,407
Net financial debt	322	571

Comments
<p>Shareholders' equity:</p> <ul style="list-style-type: none"> Decreased from 35% to 33%, would be at 39% if cash used for net debt reduction
<p>Financial debt:</p> <ul style="list-style-type: none"> Leverage reduced from 0.95x to 0.89x EBITDA Gearing reduced from 53% to 34%
<p>Net Working Capital:</p> <ul style="list-style-type: none"> Decrease is price- and volume driven

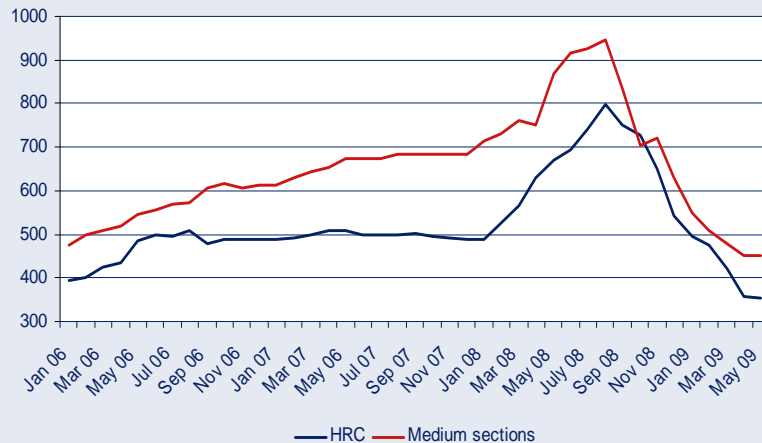
* Including restricted cash of €7m; ** restated due to initial application of IFRIC 14



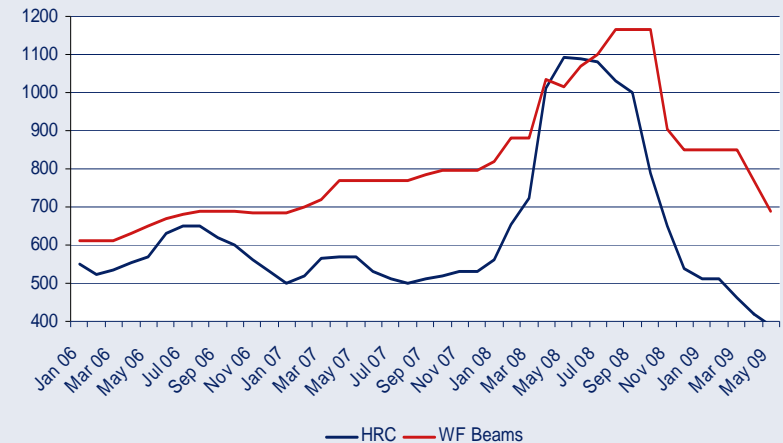
Demand through the trough, prices begin to stabilize

- Prices have fallen further during Q1 but less than in Q4
 - Long-products reached bottom-line already, flat-products expected to follow soon
- Demand still weak but through the trough, destocking expected to slip into Q3
- Global steel production still on historical low levels except China
- Small rebound of economic indicators in construction and machinery- and equipment manufacturing

EU domestic prices in EUR/to



NA domestic prices FOB US Midwest mill in USD/to



Resume: Demand/prices through the trough

- Broad results slump in Q1
- Early anticipation of market downturn allowed us to react quicker and stricter than most competitors
- Sharp cost cutting initiatives show first results; 2/3 of planned headcount reduction already completed or signed
- Flexible business model with high cash flow generation allowed us to reduce net debt significantly
- Strong balance sheet and restructured €1.5bn lines give us enough headroom
- Klöckner & Co is in a position to act fast if opportunities occur during the crisis

Tough Q1, outlook improving slightly



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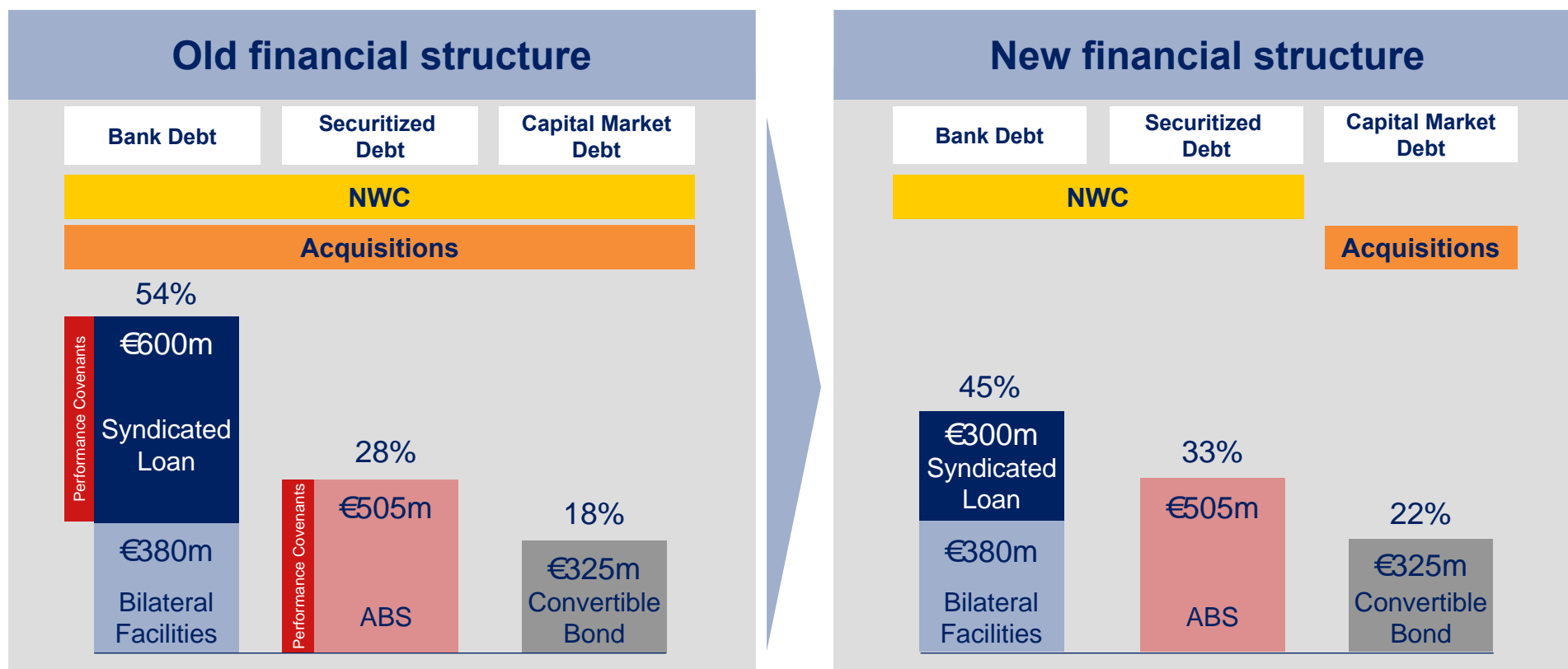
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4. Outlook

Appendix



Changes in financial structure succeeded



Now €1.5bn facilities without performance covenants in place



Executed immediate action programs and STAR

Immediate action programs

(started in Oct. 2008, upgraded in March 2009)

- Reduction of around 1500 jobs or 15% of total workforce:
→ 5.2% already left since Q3 2008
- Key priority is liquidity and NWC management
→ Cash position of €447m, NWC reduced by €401m to €1,006m
- Stock and inventory as key lever for debt reduction:
→ €322m net debt, inventory levels below 900Tt
- Acquisitions are postponed for the time being
- Non-essential investments postponed
- Net savings 2009: €65m, full impact (€100m) can only be seen from 2010 onwards

STAR Phase I + II

Focus:

- European sourcing
- Ongoing improvement of distribution network
- Main areas of savings: sales, supply chain, purchasing

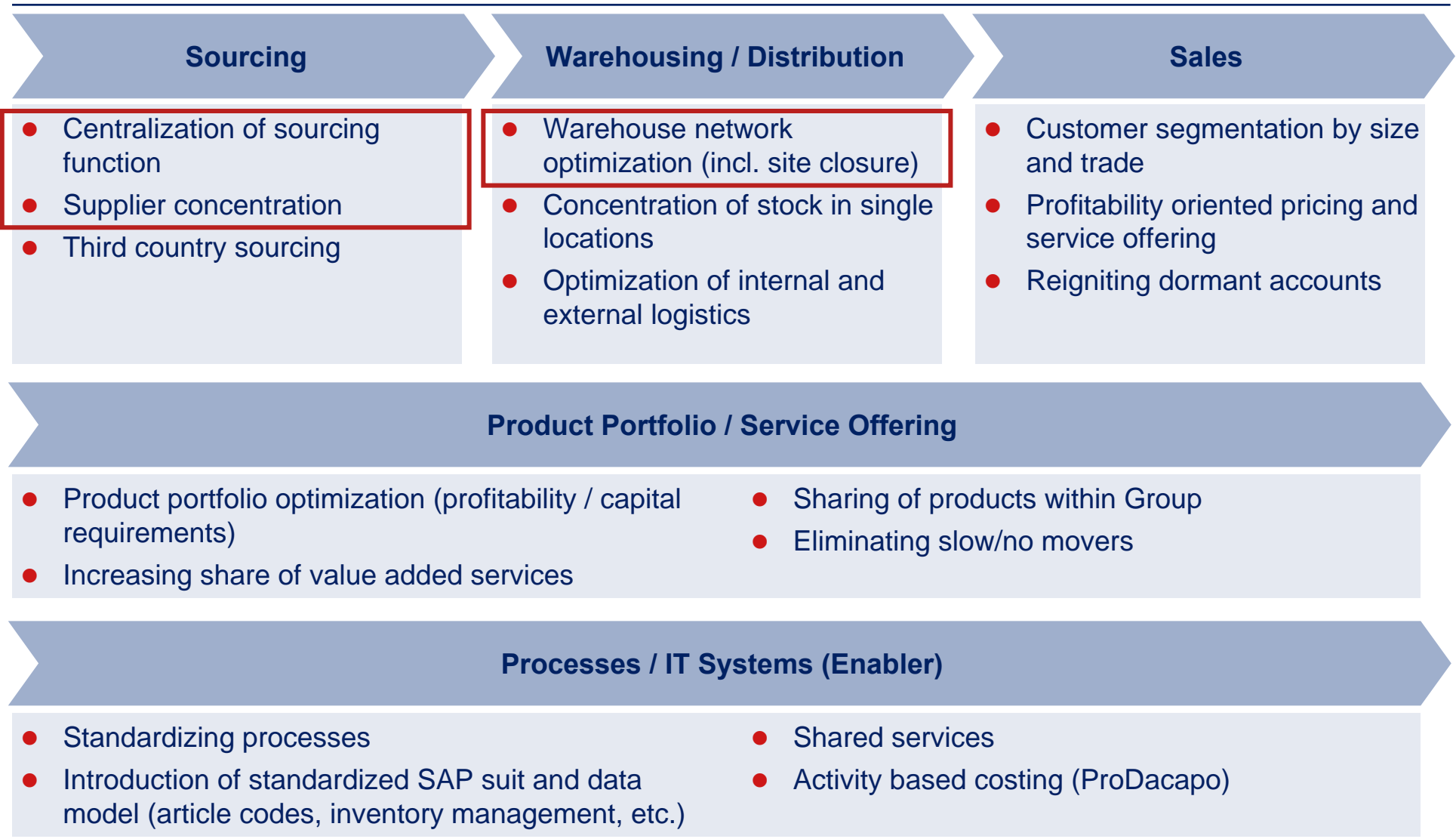
Further upside potential

2006	~ €20 million ✓
2007	~ €40 million ✓
2008	~ €30 million ✓
2009	~ €30 million
2010	~ €20 million
	<hr/>
	~ €140 million

Net savings of ~ €100m for 2009 targeted



STAR measures

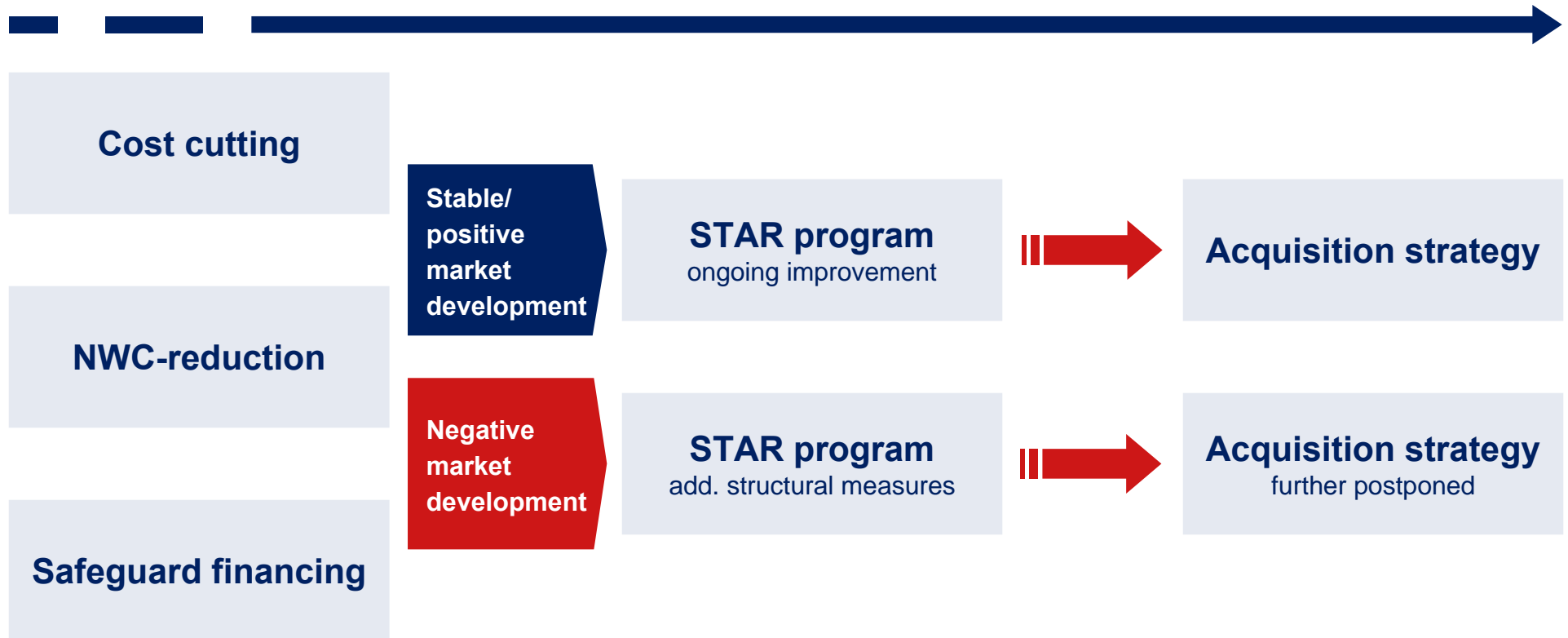


Klöckner & Co: A view ahead

Crisis management

Managing structural changes

Managing growth



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3. Strategy update

4. Outlook

Appendix



Outlook 2009

- Some products show stabilization in prices, esp. long-products, others are close to
- Volume wise through the trough but still low absolute levels
- Q2 results expected to be clearly better than Q1 results (but still negative)
- Business model works: strong cash flow generation will lead to even lower net debt
- Strict cost cutting measures on track, headcount reduction to be completed during summer
- Credit lines without performance based covenants of €1.5bn allow us to take growth opportunities emerging during the crisis

Well prepared: cost cutting on track, financing restructured!



Agenda

1. Overview

2. Q1 results 2009 and market update

3. Strategy update

4. Outlook

Appendix



Appendix

Table of contents

Financial calendar 2009 and contact details

Summary income statement Q1 2009

Segment performance Q1 2009

Statement of cash flow

Quarterly results and FY results 2009/2008/2007/2006/2005

Steel cycle and EBITDA/cash flow relationship

Current shareholder structure



Financial calendar 2009 and contact details

Financial calendar 2009

May 26:	Annual General Meeting
August 13:	Q2/H1 Interim Report
October:	Capital Market Days
November 13:	Q3 Interim Report

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Summary income statement Q1 2009

(€m)	Q1 2009	Q1 2008	Δ%
Volume (Ttons)	1,068	1,720	-37.9
Sales	1,095	1,660	-34.0
Gross profit	78	340	-77.1
<i>% margin</i>	<i>7.1</i>	<i>20.5</i>	<i>-65.2</i>
EBITDA	-132	109	-220.6
<i>% margin</i>	<i>-12.0</i>	<i>6.6</i>	<i>-282.8</i>
EBIT	-149	93	-260.1
Financial result	-16	-17	-6.1
Income before taxes	-165	76	-317.0
Income taxes	38	-24	-259.1
Minority interests	2	-2	-201.9
Net income*	-126	51	-347.7
EPS basic (€)	-2.70	1.09	-347.7
EPS diluted (€)	-2.43	1.06	-328.6

* Attributable to shareholders of Klöckner & Co SE



Segment performance Q1 2009

(€m)	Europe	North America	HQ/ Consol.	Total
Volume (Ttons)				
Q1 2009	827	240	-	1.068
Q1 2008	1,211	509	-	1,720
Δ %	-31.7	-52.8		-37.9
Sales				
Q1 2009	883	213	-	1,095
Q1 2008	1,358	301	-	1,660
Δ %	-35.0	-29.4		-34.0
EBITDA				
Q1 2009	-93	-31	-8	-132
<i>% margin</i>	<i>-10.5</i>	<i>-14.6</i>		<i>-12.0</i>
Q1 2008	84	26	-1	109
<i>% margin</i>	<i>6.2</i>	<i>8.8</i>		<i>6.6</i>
Δ % EBITDA	-210.9	-217.0		-220.7

Comments

- Organic volume development in North America -37.9%
- Includes acquisition-related sales of €34m for Q1/2009 in North America
- EBITDA in Europe includes €4m net disposal gains in Q1/2009



Statement of cash flow

(€m)	Q1 2009	Q1 2008
Operating CF	-136	107
Changes in net working capital	414	-88
Others	-17	-29
Cash flow from operating activities	261	-10
Inflow from disposals of fixed assets/others	5	3
Outflow from investments in fixed assets	-10	-143
Cash flow from investing activities	-5	-141
Proceeds from capital increase		
Changes in financial liabilities	-106	111
Net interest payments	-5	-5
Cash flow from financing activities	-111	105
Total cash flow	145	-45

Comments
<ul style="list-style-type: none"> Operating CF negatively impacted by volume drop, offset by change in NWC Investing CF mainly balanced because of postponement of acquisitions and investment cut



Quarterly results and FY results 2009/2008/2007/2006/2005

(€m)	Q1 2009	Q4 2008	Q3 2008	Q2 2008	Q1 2008	Q4 2007	Q3 2007	Q2 2007	Q1 2007	FY 2008	FY 2007	FY 2006	FY 2005*
Volume (Ttons)	1,068	1,151	1,348	1,755	1,720	1,585	1,601	1,663	1,629	5,974	6,478	6,127	5,868
Sales	1,095	1,394	1,773	1,922	1,660	1,492	1,583	1,650	1,550	6,750	6,274	5,532	4,964
Gross profit	78	173	390	462	340	300	286	328	307	1,366	1,221	1,208	987
% margin	7.1	12.4	22.0	24.0	20.5	20.1	18.0	19.8	19.8	20.2	19.5	21.8	19.9
EBITDA	-132	-134	413	212	109	83	93	103	92	600	371	395	197
% margin	-12.0	-9.6	23.3	11.0	6.6	5.6	5.9	6.2	5.9	8.9	5.9	7.1	4.0
EBIT	-149	-152	395	197	93	65	76	87	78	533	307	337	135
Financial result	-16	-18	-18	-17	-17	-17	-17	-52	-10	-70	-97	-64	-54
Income before taxes	-165	-171	378	180	76	48	59	35	68	463	210	273	81
Income taxes	38	29	-30	-55	-24	-6	-14	-12	-22	-79	-54	-39	-29
Minority interests	2	-15	-4	3	-2	4	8	4	6	-14	23	28	16
Net income	-126	-126	351	122	51	37	37	19	40	398	133	206	36
EPS basic (€)	-2.70	-2.72	7.56	2.63	1.09	0.80	0.79	0.41	0.86	8.56	2.87	4.44	-
EPS diluted (€)	-2.43	-2.44	7.01	2.48	1.06	0.80	0.78	0.41	0.86	8.11	2.87	4.44	-

* Pro-forma consolidated figures for FY 2005, without release of negative goodwill of €139 million and without transaction costs of €39 million, without restructuring expenses of €17 million (incurred Q4) and without activity disposal of €1.9 million (incurred Q4).



Steel cycle and EBITDA/cash flow relationship

Theoretical relationship*



Comments

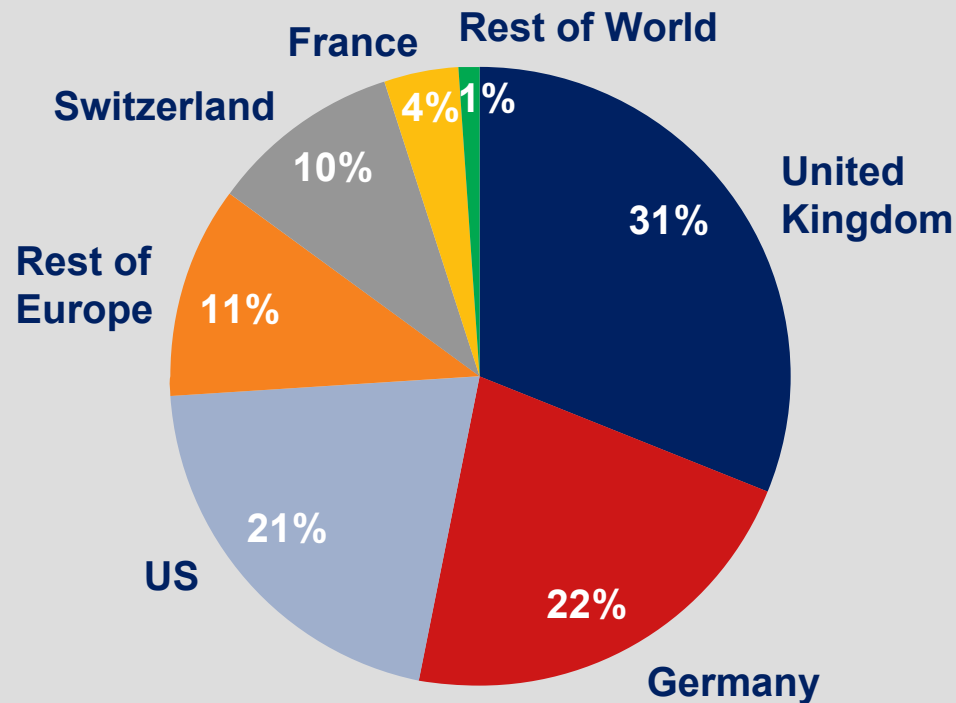
- 1 Klöckner & Co buys and sells products at spot prices generally
- 2 Sales increase as a function of the steel price inflation environment
- 3 Costs of material are based on historical average cost method for inventory and therefore lag the steel price increase
- 4 This time lag creates accounting windfall profits (windfall losses in a decreasing steel price environment) inflating (deflating) EBITDA
- 5 Assuming stable inventory volume cash flow is impacted by higher NWC needs
- 6 The windfall profits (losses) are mirrored by inventory book value increases (decreases)

*Assuming stable inventory volumes



Current shareholder structure

Geographical breakdown of identified institutional investors



Comments

- Identified institutional investors account for 66%
- UK based investors dominate (Franklin previously accounted for US share)
- Top 10 individual shareholdings represent around 31%
- 100% Free float

Source: Survey Thomson Financial (as of Feb. 09)



Our symbol

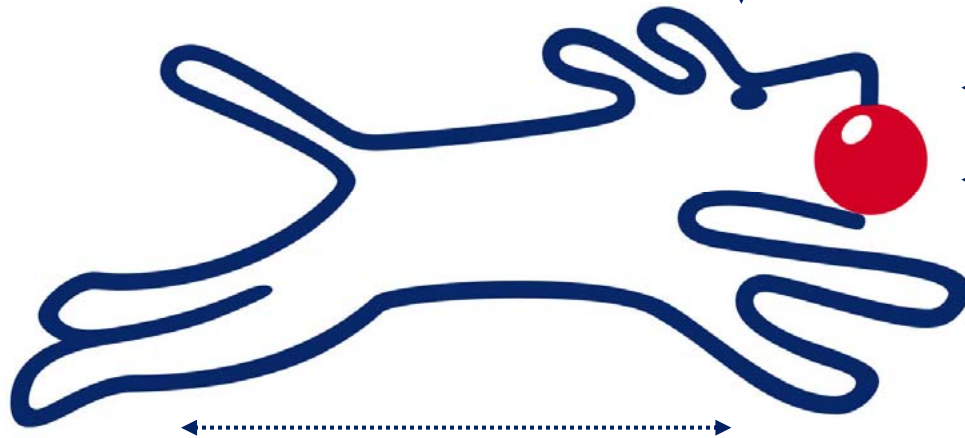
the ears:
attentive to customer needs

the eyes
looking forward to new developments

the nose
sniffing out opportunities
to improve performance

the ball
symbolic of our role to fetch
and carry for our customers

the legs
always moving fast to keep up with
the demands of the customers



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This presentation contains forward-looking statements. These statements use words like "believes," "assumes," "expects" or similar formulations. Various known and unknown risks, uncertainties and other factors could lead to material differences between the actual future results, financial situation, development or performance of our company and those either expressed or implied by these statements. These factors include, among other things:

- Downturns in the business cycle of the industries in which we compete;
- Increases in the prices of our raw materials, especially if we are unable to pass these costs along to customers;
- Fluctuation in international currency exchange rates as well as changes in the general economic climate

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