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Declaration of the Manager responsible for preparing financial reports

Pursuant to art. 154-BIS, par. 2, of the Unified Financial Act of February 24, 1998, the executive in charge of preparing the corporate accounting documents at Fincantieri, Carlo Gainelli, declares that the accounting information contained herein correspond to document results, books and accounting records.



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Section 1

Introduction



Fincantieri at a glance





Note: all figures reported at 31 December 2015, except for backlog and soft backlog which are referred to Q1 2016 (at 31 March 2016) (1) By revenues, excluding naval contractors in the captive military segment. Based on Fincantieri estimates of shipbuilders' revenues in 2015 (2) At 31 March 2016 (3) Sum of backlog and soft backlog; soft backlog represents the value of existing contract options and letters of intent as well as contracts in advanced

negotiation, none of which vet reflected in the order backlog

Corporate/BU headquarters Shipyard Joint Venture Operating subsidiary Representative / Sales office

Products and end-markets

= Key area

		SHIPBUILDING		OFFSHORE	EQUIPMENT, SYSTEMS
	Cruise	Naval	Others		& SERVICES
End markets	Leisure	Defence	Transportation / Luxury / Maintenance	Oil & Gas / Other	Equipment / Life Cycle Management
Main products / Services	• All cruise ships (from contemporary to luxury)	 All surface vessels (also stealth) Support & Special vessels Submarines 	 High tech ferries Large mega-yachts Ship repair & conversion services 	 Offshore Support Vessels (AHTS, PSV, OSCV) Drillships Specialized vessels Aquaculture Offshore wind 	 Marine systems, components & turnkey solutions After sales services
Positioning	• #1 worldwide (~50% market share ⁽¹⁾)	Leader: _#1 in Italy ⁽²⁾ Key supplier for US Navy & Coast Guard ⁽³⁾ -Worldwide exporter	 Leader in: High tech ferries Large mega-yachts Repair & conversion 	• Leading player in high-end OSVs ⁽⁴⁾	 Leading player worldwide
2015 Revenues (% on total) ⁽⁵⁾	€ 1,649 mln <i>(</i> 39% <i>)</i>	€ 1,056 mln (25%)	€ 142 mln (3%)	€ 1,199 mln (28%)	€ 226 mln (5%)
Q1 2016 Backlog		€ 13,976 mln	€ 900 mln	€ 881 mln	

By oceangoing cruise ships > 10,000 gross tons ordered in the 2004 – 2015 period. Source: Fincantieri analysis based on IHS Lloyd's Fairplay – Shippax data (2015) and Company press releases
 For all the large ships and excluding minesweepers and small ships below 45 m in length (2015)
 For medium size ships, e.g. patrol vessels and corvettes

(4) Anchor Handling Tug Supply Vessels with BHP (Brake Horse Power) greater than 16,000, Platform Supply Vessels with DWT (Dead Weight Tonnes) greater than 2,500, Offshore Subsea Construction Vessels (OSCV). Source: Offshore Supply Vessels Fleet statistics provided by RS Platou Offshore Research (2015)

(5) Breakdown calculated based on revenues gross of consolidation effects

Track record, top clients and technological leadership

	SHIPBUILDING				OFFSHO	OFFSHORE	
	Cruise		Na	Naval		of remote	
Track record ships deliveries ⁽¹⁾	 Since 1990 Since 2002 2015 Q1 2016 	72 49 3 2	 Since 1990 Since 2002 2015 Q1 2016 	102 ⁽²⁾ 51 ⁽²⁾ 5 ⁽²⁾ 1	 Since 1990 Since 2002 2015 Q1 2016 	354 ⁽³⁾ 282 ⁽³⁾ 12 ⁽³⁾ 3	
Top clients	 Carnival Group⁽³⁾ MSC Crociere Prestige Cruise Hold Silversea Cruises Viking Ocean Cruises Ponant Virgin Cruises 	SILVERSEA	 Italian Navy and Coast Guard US Navy United Arab Emirates Navy Algerian Navy Indian Navy Bangladesh Coast Guard 		 DOF Farstad Island Offshore Siem Offshore Solstad Offshore Technip 	FARSTAD FARSTAD FELAND OFFSHORE SILSTAD OFFSHORE ASA FEChnip	
Technological leadership	 Royal Princess: 1st cr fully compliant with regulations Costa Luminosa & Co Guinness World Red christening of 2 cruise 	new Anternational Anternationa	LCS Freedom: wo steel frigate	rld's fastest 👷	 Far Samson: most poor offshore vessel⁽⁵⁾ Normand Prosper: 1st significantly higher state AMC Connector: word layer⁽⁶⁾ Skandi Africa: "Ship content of the state of the sta	AHTS providing ability (24m beam) d's largest cable	

(3) Includes other products delivered by Offshore business unit. Includes VARD and predecessor companies

(4) Parent company of several brands: Carnival Cruise Lines, Costa Crociere, Cunard, Holland America Line, P&O Cruises, Princess Cruise Lines and Seabourn Cruise Lines

. . 1111 II TITI Ð AMC Connector AMC Connector / Ezra World's largest cable layer

Section 2

Financial performance

Overview of financial performance indicators⁽¹⁾

€ mIn	FY 2014	FY 2015	Q1 2015	Q1 2016
Order intake	5,639	10,087	85	713
Backlog	9,814	15,721	8,992	15,374
Soft backlog	5,000	3,000	9,200	3,800
Revenues	4,399	4,183	1,110	1,048
EBITDA	297	(26)	59	51
As a % of revenues	6.8%	-0.6%	5.3%	4.9%
EBIT	198	(137)	33	25
As a % of revenues	4.5%	-3.3%	2.9%	2.4%
Profit/(loss) before extr. and non recurring items ⁽²⁾	87	(252)	(21)	5
Attributable to owners of the parent	99	(141)	-	3
Profit/(loss) for the period	55	(289)	(27)	-
Attributable to owners of the parent	67	(175)	(6)	(2)
Net fixed capital	1,417	1,453	1,463	1,480
Net working capital ⁽³⁾	69	251	10	154
Of which construction loans	(847)	(1,103)	(859)	(1,098)
Equity	1,530	1,266	1,554	1,271
Net financial position Net cash/ (Net debt)	44	(438)	81	(363)
Employees	21,689	20,019	21,905	19,417

(1) With the aim to provide a meaningful index to measure the Group financial results, the Group adopts an EBITDA definition which normalizes the trend of results over time, and increases the level of comparability of the same results by excluding the impact of non recurring and extraordinary operating items; for the same reason, the Group also monitors Net Income before non recurring and extraordinary items (both operating and financials)
 (2) Excluding extraordinary and Non Recurring Items net of tax effect
 (3) Construction loans are accounted for in Net working capital, not Net financial position, as they are not general purpose loans and can be a source of financing only in connection with ship contracts

Order intake and backlog



• Total backlog⁽³⁾ at 31 March 2016 represents 4.6 years of work in relation to revenue generated in 2015 – Group's ability to finalize contracts under negotiation, contract options and commercial opportunities and to transform them into backlog

(1) Breakdown calculated based on total backlog (after eliminations)

(2) Soft backlog represents the value of existing contract options and letters of intent as well as contracts in advanced negotiation, none of which yet reflected in the order backlog (3) Sum of backlog and soft backlog



Backlog deployment



(1) Articulated Tug Barge (ATB) is an articulated unit consisting of a barge and a tug, thus being counted as two vessels in one unit (2) Ships with length > 40 m

Financial performance



 Breakdown calculated gross of consolidation effects
 EBITDA is a Non-GAAP Financial Measure. The Company defines EBITDA as profit/(loss) for the period before (i) income taxes, (ii) share of profit/(loss) from equity investments, (iii) income/expense from investments, (iv) finance costs, (v) finance income, (vi) depreciation and amortization, (vii) extraordinary wages guarantee fund – Cassa Integrazione Guadagni Straordinaria, (viii) expenses for corporate restructuring and other non-recurring personnel costs, (ix) accruals to provision and cost of legal services for asbestos claims, (x) other non recurring items. EBITDA breakdown are referred only to operating segments

(3) Including the release of PPA (Purchase Price Allocation) fund referred to the provisions accrued at VARD business combination for expected losses on construction contracts in Brazil (€ 35 mln in 2014)

Financial performance



(1) Extraordinary and non recurring costs net of tax effect amounted to €52 mln and €32 mln in 2013 and 2014 respectively. Both in Q1 2014 and Q1 2015 this item amounted to €6 mln



Capex



• 2014 and 2015 Capex mainly related to:

- Property, plant and equipment aimed at supporting the development of production volumes and improving safety conditions and compliance with environmental regulations within the production sites
- Intangible assets mainly related to the development of new technologies for cruise business (€ 5 mln) and IT systems



Section 3

Working capital, Net financial position and key ratios



Working capital dynamics



(1) Phases and durations may be subject to changes depending on circumstances, regions and vessels specificity, production geographical area and type of construction

(2) Percentage of Completion(3) Illustrative for frigates and support vessels

Net working capital⁽¹⁾

Breakdown by main components



(1) Construction loans are committed working capital financing facilities, treated as part of Net working capital, not in Net financial position, as they are not general purpose loans and can be a source of financing only in connection with ship contracts

Net financial position⁽¹⁾

Breakdown by main components







Q&A

Appendix Q1 2016 results



Q1 2016 Key Messages

- Guidance 2016 and medium term targets confirmed: solid Q1 2016 results with positive net result and 4.9% EBITDA margin mark a turning point for the Group compared to the second half of 2015 and are in line with the Business Plan 2016 targets of revenue growth of 4-6%, EBITDA margin of ~ 5% and positive net result
- Total backlog⁽¹⁾ at € 19.2 bln from € 18.7 bln at 31 December 2015: the Group confirms its ability to finalize commercial opportunities and convert them into backlog on a continuous basis; backlog at € 15.4 bln (€ 9.0 bln in Q1 2015 and € 15.7 bln in FY 2015) and soft backlog⁽²⁾ at € 3.8 bln (€ 9.2 bln in Q1 2015 and € 3.0 bln in FY 2015)
- Group's ability to deliver highly complex prototype vessels on time confirmed: three cruise ships, "Viking Sea", prototypes
 "Koningsdam" and "Carnival Vista" delivered in three different shipyards to three different clients in one month (of which two in the same week). Overall, the deliveries in the first four months of 2016 generated cash inflows totaling approx. € 1.9 bln
- Group capital structure considering the fully consolidated subsidiaries is substantially balanced, with equity almost entirely covering net fixed assets



Q1 2016 main orders

	Vessel		Client	Delivery
		1 ultra-luxury cruise ship ("Seven Seas Explorer" sister ship)	Regent Seven Seas Cruises	2020
Shipbuilding		1 Littoral Combat Ship unit ⁽¹⁾	US Navy	2020
Offshore		1 Stern Trawler	Havfisk ASA	2018

Q1 2016 main deliveries

	Vessel		Client	Shipyard
Shipbuilding		Cruise ship "Viking Sea"	Viking Ocean Cruises	Ancona
Shipbulluling		Cruise ship "Koningsdam"	Holland America Line (Carnival Corporation)	Marghera
Offshore		LPG carrier "Barbosa Lima Sobrinho"	Transpetro	Vard Promar



Outlook

Guidance	 Guidance 2016 confirmed Revenue increase 4-6% vs. 2015 EBITDA margin ~ 5% Positive net result Net debt at ~ € 0.7-0.8 bln * 	 Guidance 2018 confirmed Revenue increase 16-23% vs. 2016 EBITDA margin ~ 6-7% Net debt at ~ € 0.4-0.6 bln * 	 Guidance 2020 confirmed Revenue increase 16-21% vs. 2018 EBITDA margin ~ 7-8% Net debt at ~ € 0.1-0.3 bln * 	
Shipbuilding	to manage the delivery of several highContinuing effort to develop signifi	te remaining part of the year supported by a aly complex prototype vessels cant production synergies with VARD th yment of the significant increase in volume	rough the utilisation of Tulcea shipyard	
Offshore	 Offshore Oil & Gas market continues to be challenging, both for shipyards and ship owners, some of which are undergoing restructuring, leading to increased focus on counterparty risk: VARD is working actively with clients and financial institutions to secure the existing order book Difficult global market environment, with persisting political and economic issues in Brazil and international geopolitical dynamics which limit the access to some strategic markets Continued implementation of diversification strategy and reorganisation programs already started in 2015 			
Equipment, Systems & Services				



Shipbuilding

Highlights

€ mln	FY 2015	Q1 2015	Q1 2016
Order intake	9,262	45	639
Order book	18,540	10,363	18,402
Backlog	14,067	6,982	13,976
Revenues	2,847	754	784
EBITDA	(23)	46	36
% on revenues	-0.8%	6.1%	4.7%
Capex	112	20	21
Ships delivered	9	2	3 ⁽¹⁾

Expected recovery in margins for the remaining part of the year supported by solid Q1 2016 results and proven ability to manage the delivery of several highly complex prototype vessels

Continuing effort to develop significant production synergies with VARD through the utilisation of Tulcea shipyard to support Italian facilities in the deployment of the significant increase in volumes, notably in cruise, over the Business Plan period

"Seven Seas Explorer" for Regent Seven Seas Cruises (Norwegian Cruise Line Holdings group)

- 1 LCS unit for US Navy
 1 ATB unit to be built in US
 - 1 ATB unit to be built in US

Comments

- <u>Orders</u>: order intake at € 639 mln taking backlog to € 14.0 bln
- <u>Revenues</u>: at € 784 mln, up 4.0%
 - Higher volumes in cruise (with 11 units under construction)
 - Full start of production of the Italian Navy's fleet renewal program expected in late 2016
- EBITDA at € 36 mln, margin at 4.7%
 - Ability to manage the delivery of several highly complex prototypes on time
 - Margins back to positive figures as operating in cruise stabilize
- <u>Capex</u>: at € 21 mln

(1) 2 cruise ships (Viking Sea for Viking Ocean Cruises and Koningsdam for Holland America Line) and 1 semisubmersible floating platform (Itarus for the Russian RosRAO)



Offshore

Highlights

€ mln	FY 2015	Q1 2015	Q1 2016	1 Stern Trawler for Havfisk
Order intake	402	30	68	ASA
Order book	2,729	3,243	2,414	
Backlog	1,143	1,790	900	
Revenues	1,199	330	236	L_
EBITDA	(3)	16	14	
% on revenues	-0.2%	4.8%	6.0%	
Capex	31	7	4	
Ships delivered	12	5	3	

Offshore Oil & Gas market continues to be challenging, both for shipyards and ship owners, some of which are undergoing restructuring, leading to increased focus on counterparty risk: VARD is working actively with clients and financial institutions to secure the existing order book

Difficult global market environment, with persisting political and economic issues in Brazil and international geo-political dynamics which limit the access to some strategic markets

Continued implementation of diversification strategy and reorganisation programs already started in 2015

Comments

- Orders: weak order intake at € 68 mln
- <u>Revenues</u>: at € 236 mln, down 28.5%
 - Revenue decrease driven by the reduction of activities following the order slowdown, already commencing in the second half of 2014
 - Negative effect of NOK/EUR exchange rate
- EBITDA: at € 14 mln, with margin at 6.0%
 - Margins in Europe affected by order slowdown started in Q4 2014
 - Construction work on the remaining projects at Vard Promar in line with forecasts with no significant cost overruns, but execution risks remain
 - Downsizing continues at Vard Niterói
 - Reorganization of operations targeting structural cost base reduction and development of synergies with the Italian cruise business activities
- <u>Capex</u>: at € 4 mln

Equipment, Systems and Services

Highlights

€ mln	FY 2015	Q1 2015	Q1 2016
Order intake	639	25	203
Order book	1,181	674	1,354
Backlog	732	284	881
Revenues	226	41	53
EBITDA	31	4	8
% on revenues	13.8%	10.3%	14.7%
Capex	5	1	-

Further volumes growth related to the Italian Navy's fleet renewal program and the implementation of strategy to internalize key systems and components

Expected confirmation of positive margin trend

Comments

- <u>Orders</u>: order intake at € 203 mln taking backlog at € 881 mln
- <u>Revenues</u>: up to € 53 mln
 - Increase of volumes both in after sales services for naval vessels and sale of automation systems
- EBITDA: at € 8 mln with margin at 14.7%
 - Positive trend persists with increasing contribution of systems and components



Financial Appendix

Destriero

World record for the fastest crossing of the Atlantic Ocean without refueling (58 hours at an average speed of 53.1 knots)

Profit & Loss and Cash flow statement

Profit & Loss statement (€ mln)	FY 2014	FY 2015	Q1 2015	Q1 2016
Revenues	4,399	4,183	1,110	1,048
Materials, services and other costs	(3,234)	(3,337)	(818)	(769)
Personnel costs	(843)	(865)	(237)	(223)
Provisions ⁽¹⁾	(25)	(7)	4	(5)
EBITDA	297	(26)	59	51
Depreciation, amortization and impairment	(99)	(111)	(26)	(26)
EBIT	198	(137)	33	25
Finance income / (expense) ⁽²⁾	(66)	(135)	(42)	(20)
Income / (expense) from investments	6	(3)	-	-
Income taxes ⁽³⁾	(51)	23	(12)	-
Profit / (loss) before extraordinary and non recurring items	87	(252)	(21)	5
Attributable to owners of the parent	99	(141)	-	3
Extraordinary and non recurring items ⁽⁴⁾	(44)	(50)	(8)	(6)
Tax effect on extraordinary and non recurring items	12	13	2	1
Profit / (loss) for the period	55	(289)	(27)	-
Attributable to owners of the parent	67	(175)	(6)	(2)
Cash flow statement (€ mln)	FY 2014	FY 2015	Q1 2015	Q1 2016
Beginning cash balance	385	552	552	260
Cash flow from operating activities	33	(287)	54	105
Cash flow from investing activities	(157)	(172)	(29)	(28)
Free cash flow	(124)	(459)	25	77
Cash flow from financing activities	303	167	56	(1)
Net cash flow for the period	179	(292)	81	76
Exchange rate differences on beginning cash balance	(12)	-	10	1
Ending cash balance	552	260	643	337

(1) The line "Provisions and impairment" has been modified in "Provisions" and includes provisions and reversal for risks and writedowns. It excludes impairment of Intangible assets and Property, plant and equipment, which is included in "Depreciation, amortization and impairment" (previously "Depreciation and amortization"). This change had no effect on the comparative information.

(2) Includes interest expense on construction loans for € 9 mln in Q1 2015 and € 9 mln in Q1 2016

(3) Excluding tax effect on extraordinary and non recurring items

Net income before extraordinary and non recurring items⁽¹⁾

Net income before extraordinary and non recurring items (€ mln)	FY 2014	FY 2015	Q1 2015	Q1 2016
A Net profit/(loss) for the period	55	(289)	(27)	-
B Extraordinary and non recurring items gross of tax effect	44	50	8	6
 Of which extraordinary wages 	10	30	1	4
– Of which restructuring costs	9	17	2	2
– Of which asbestos claims	21	3	5	-
– Of which other non recurring items	4 ⁽²⁾	-	-	-
Tax effect on extraordinary and non recurring items	(12)	(13)	(2)	(1)
C Net income before extraordinary and non recurring items ⁽¹⁾	87	(252)	(21)	5
A + B + C Of which Group	99	(141)	-	3

• Extraordinary wages - costs related to CIGS (Cassa Integrazione Guadagni Straordinaria) for employees in temporary layoff

- Restructuring costs extraordinary costs, such as severance, related to workforce reduction under the Reorganization Plan in Italy and Vard
- Asbestos claims provisions or costs for asbestos related to claims by employees
- · Other non recurring items mainly write-downs; in 2014 IPO related costs



Balance sheet

Balance sheet (€ mln)	FY 2014	FY 2015	Q1 2016
Intangible assets	508	518	522
Property, plant and equipment	959	974	974
Investments	60	62	63
Other non-current assets and liabilities	(48)	(44)	(23)
Employee benefits	(62)	(57)	(56)
Net fixed capital	1,417	1,453	1,480
Inventories and advances	388	405	428
Construction contracts and advances from customers	1,112	1,876	1,526
Construction loans	(847)	(1,103)	(1,098)
Trade receivables	610	560	597
Trade payables	(1,047)	(1,179)	(1,108)
Provisions for risks and charges	(129)	(112)	(107)
Other current assets and liabilities	(18)	(196)	(84)
Net working capital	69	251	154
Net invested capital	1,486	1,704	1,634
Equity attributable to Group	1,310	1,137	1,146
Non-controlling interests in equity	220	129	125
Equity	1,530	1,266	1,271
Cash and cash equivalents	(552)	(260)	(337)
Current financial receivables	(82)	(53)	(52)
Non-current financial receivables	(90)	(113)	(115)
Short term financial liabilities	80	263	276
Long term financial liabilities	600	601	591
Net debt / (Net cash)	(44)	438	363
Sources of financing	1,486	1,704	1,634