





### Safe Harbor Statement

This Presentation contains certain forward-looking statements. Forward-looking statements concern future circumstances and results and other statements that are not historical facts, sometimes identified by the words "believes," "expects," "predicts," "intends," "projects," "plans," "estimates," "aims," "foresees," "anticipates," "targets," and similar expressions. The forward-looking statements contained in this Presentation, including assumptions, opinions and views of the Company or cited from third party sources, are solely opinions and forecasts reflecting current views with respect to future events and plans, estimates, projections and expectations which are uncertain and subject to risks. Market data used in this Presentation not attributed to a specific source are estimates of the Company and have not been independently verified. These statements are based on certain assumptions that, although reasonable at this time, may prove to be erroneous. By their nature, forward-looking statements involve a number of risks, uncertainties and assumptions that could cause actual results or events to differ materially from those expressed or implied by the forward-looking statements. If certain risks and uncertainties materialize, or if certain underlying assumptions prove incorrect, Fincantieri may not be able to achieve its financial targets and strategic objectives. A multitude of factors which are in some cases beyond the Company's control can cause actual events to differ significantly from any anticipated development. Forward-looking statements contained in this Presentation regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. No one undertakes any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Market data used in this Presentation not attributed to a specific source are estimates of the Company and have not been independently verified. Forward-looking statements speak only as of the date of this Presentation and are subject to change without notice. No representations or warranties, express or implied, are given as to the achievement or reasonableness of, and no reliance should be placed on, any forward-looking statements, including (but not limited to) any projections, estimates, forecasts or targets contained herein.

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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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# FINCANTIERI

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# FINCANTIERI

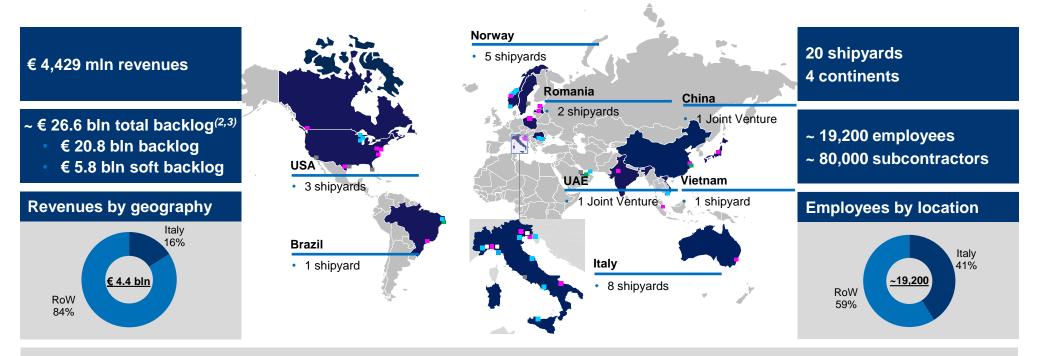
Section 1

Introduction



## Fincantieri at a glance

### #1 Western designer & shipbuilder<sup>(1)</sup> with 230 years of history & >7,000 ships built





Note: all figures reported at December 31, 2016, except for backlog and soft backlog which are referred to Q1 2017 (at March 31, 2017) (1) By revenues, excluding naval contractors in the captive military segment. Based on Fincantieri estimates of shipbuilders' revenues in 2015
 (2) At March 31, 2017
 (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 yet reflected in the order backlog

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



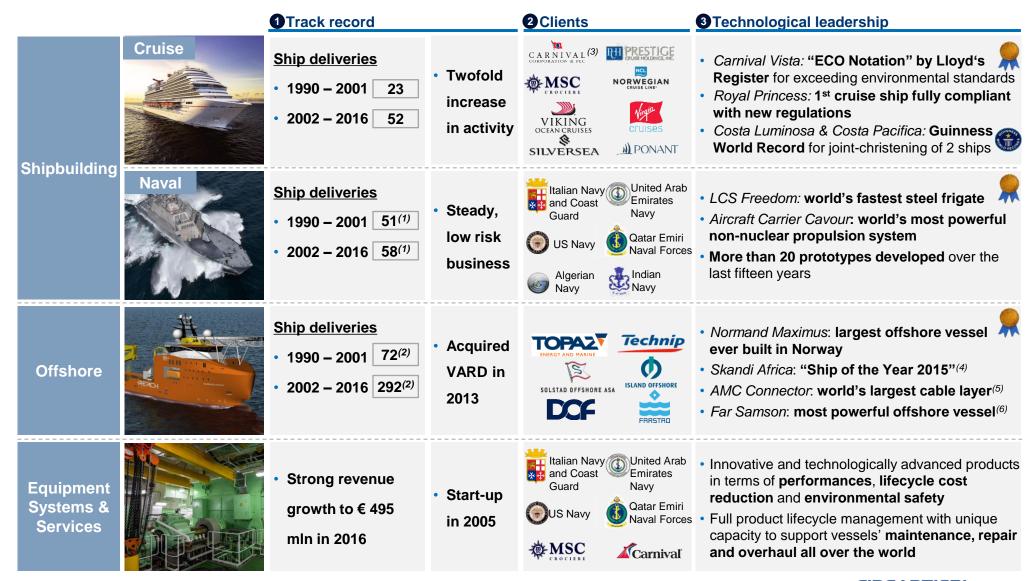
# Business units, products and positioning

	End markets	Main products	Positioning	Revenues 2016 <sup>(4)</sup>	Backlog <sup>(5)</sup>	
Shipbuilding	Cruise	• All cruise ships (from contemporary to luxury)	• #1 worldwide (~45% market share <sup>(1)</sup> )	<b>€ 2,078 mIn</b> (44.2% on total)	€ 18,859 mln (60 ships)	
	Naval	<ul> <li>All surface vessels (also stealth)</li> <li>Support &amp; Special vessels</li> <li>Submarines</li> </ul>	<ul> <li>Leader:         <ul> <li>#1 in Italy<sup>(2)</sup></li> <li>Key supplier for US Navy &amp; Coast Guard<sup>(3)</sup></li> <li>Key supplier for Qatar Emiri Naval Forces</li> </ul> </li> </ul>	€ 1,156 mIn (24.6% on total)		
	Other	<ul> <li>High tech ferries</li> <li>Large mega-yachts</li> </ul>	<ul> <li>Leading player:</li> <li>High tech ferries</li> <li>Large mega-yachts</li> </ul>	<b>€ 12 mln</b> (0.3% on total)		
Offshore		<ul> <li>OSV</li> <li>Offshore wind</li> <li>Orilling</li> <li>OPV</li> <li>units</li> <li>Expedition</li> <li>Fisheries/ aquaculture</li> <li>Special vessels</li> </ul>	<ul> <li>Leading player in high-end OSVs</li> </ul>	<b>€ 960 mln</b> (20.4% on total)	€ 1,444 mln (43 ships)	
Equipment Systems & Services		<ul> <li>Marine systems, components &amp; turnkey solutions</li> <li>Ship interiors</li> <li>Naval services</li> <li>Ship repairs &amp; conversions</li> </ul>	<ul> <li>Leading player worldwide</li> </ul>	<b>€ 495 mln</b> (10.5% on total)	€ 1,180 mln	
(1) By oceangoing cruise ships based on IHS Llovd's Fairo	> 10,000 gross tons ordered in t lay – Shippax data and Company	he 2004 – 2016 period. Source: Fincantieri analysis u press releases	<ul> <li>4) Breakdown calculated based on revenues gross of consolidation effects</li> <li>5) At March 31, 2017</li> </ul>	FINCA	NTIERI	

 By oceangoing cruise ships > 10,000 gross tons ordered in the 2004 – 2016 period. Source: Fincantieri analy: based on IHS Lloyd's Fairplay – Shippax data and Company press releases
 For all the large ships and excluding minesweepers and small ships below 45 m in length
 For medium size ships, e.g. patrol vessels and corvettes (4) Breakdown calculated based on revenues gross of consolidation effects
 (5) At March 31, 2017

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# Track record, clients and technological leadership



(1) Includes other products delivered by Naval business unit. Includes US subsidiaries pre Fincantieri acquisition, excluding 174 RB-M delivered since 2002, of which 28 in 2014 and 3 in 2015 (2) Includes other products delivered by Offshore business unit. Includes VARD and predecessor companies

(2) moluces one products derivered by Onshine business unit. Includes VARD and predecessor companies (3) Parent company of several brands: Carnival Cruise Lines, Costa Crociere, Cunard, Holland America Line, P&O Cruises, Princess Cruise Lines and Seabourn Cruise Lines

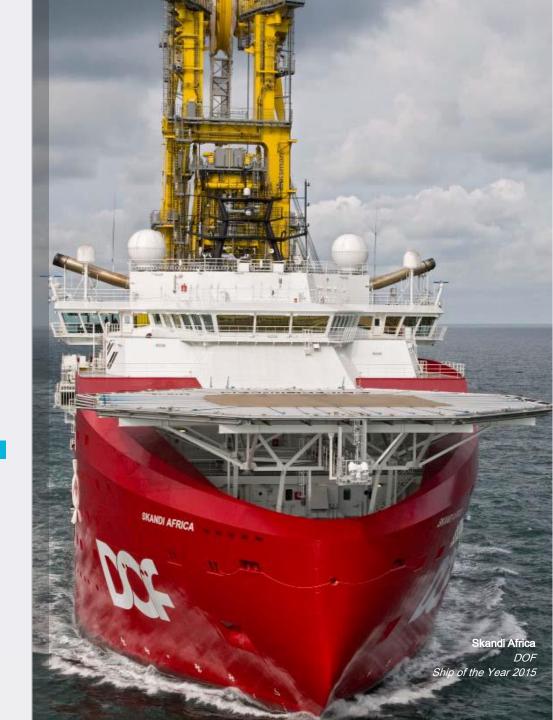
(4) Award instituted by the major Nordic shipping magazine Skipsrevyen
 (5) In terms of loading capacity (2011)
 (6) In terms of bollard pull at the date of construction (423 tons)

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# FINCANTIERI

Section 2

Q1 2017 results



## Q1 2017 Key Messages

- Q1 2017 results in line with Business Plan 2016-2020 targets: revenues up 5.3% vs Q1 2016 and EBITDA margin at 6.0% vs 4.9% Q1 2016; Business Plan targets confirmed
- Total backlog<sup>(1)</sup> at € 26.6 bln covering ~6 years of work if compared to 2016 revenues:
  - Backlog at € 20.8 bln (103 ships) up from € 18.2 bln in FY 2016 thanks to the conversion of soft backlog into firm orders
  - Soft backlog<sup>(2)</sup> at € 5.8 bln, at same high levels as in FY 2016 thanks to new commercial opportunities
- Extraordinary commercial success with the signing, in the first months of the year, of orders and agreements for a total of 19
   cruise ships (including options) to be built at the Italian shipyards, Vard shipyards and through the joint venture in China:
  - MoA for 2 cruise ships for Carnival brands Princess Cruises and Holland America Line;
  - Order for 4 cruise ships (with options for additional 2) for Norwegian Cruise Line brand;
  - First binding agreements with CSSC and Carnival for the construction in China of 2 ships (with options for additional 4);
  - LOI signed by Vard for an expedition cruise vessel;
  - MoA, signed in April, for 2 cruise ships (with option for additional 2) for Viking Ocean Cruises
- Sound operating performance with the delivery of three cruise ships from three different shipyards during the first months of the year ("Viking Sky", "Majestic Princess" and "Silver Muse")
- Significant progress in the acquisition of STX France with the signing of the Heads of Terms with the France State in April: the
  agreement is a key step for the finalization of the final agreements among future shareholders and also includes the guidelines of the
  business plan prepared by Fincantieri for STX France. Fincantieri is working with the Court of Seoul in order to finalize the acquisition of
  STX France as soon as possible



# Q1 2017 main orders

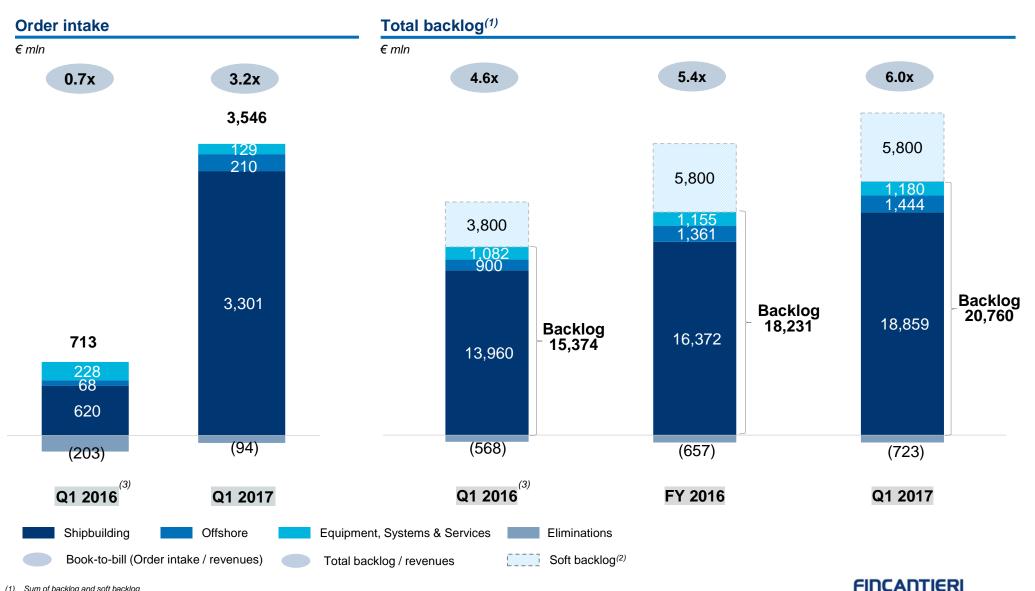
	Vessel		Client	Delivery
Shipbuilding		4 cruise ships	Norwegian Cruise Line	2022-2025
Offshore		1 krill fishing vessel	Aker BioMarine	2018

# Q1 2017 main deliveries

	Vessel		Client	Shipyard
Shipbuilding		Cruise ship "Viking Sky"	Viking Ocean Cruises	Ancona
		Cruise ship "Majestic Princess"	Princess Cruises (Carnival Corporation)	Monfalcone
Offshore		OSCV "Skandi Buzios"	Techdof	Vard Søviknes
		OSCV "Far Superior"	Farstad	Vard Vung Tau



### Order intake and backlog – by segment

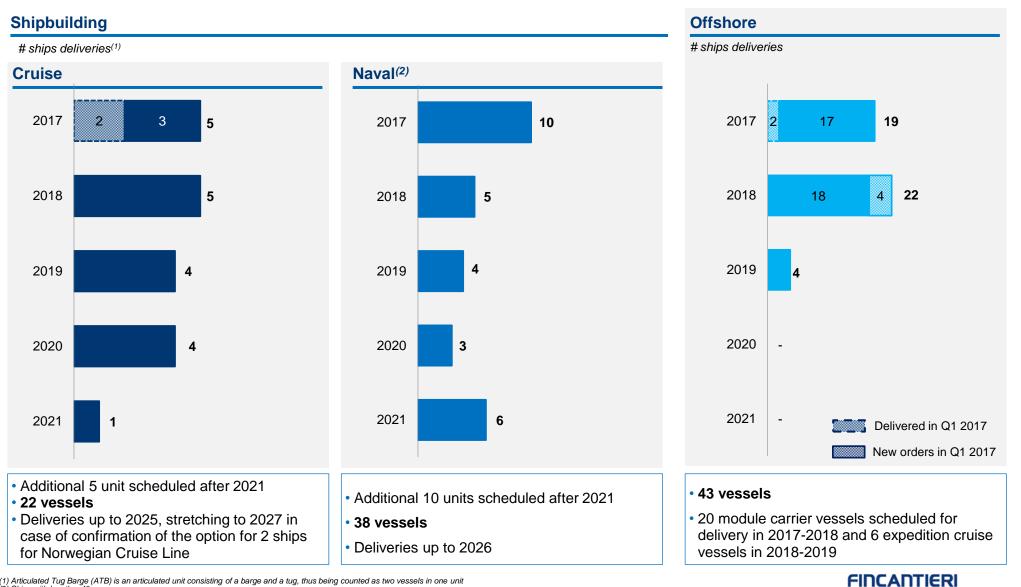


- Sum of backlog and soft backlog (1)
- (2) Soft backlog represents the value of existing contract options and letters of intent as well as contracts in advanced negotiation, none of which yet reflected in the order backlog

For comparison purposes, Q1 2016 figures are restated following the redefinition of operating segments. Following the operational reorganization carried out in November 2016, the repair & conversion services, cabins & (3) public areas business, as well as integrated systems business, all previously included in the Shipbuilding segment, have been relocated to the Equipment, Systems & Services segment starting from FY 2016 results.

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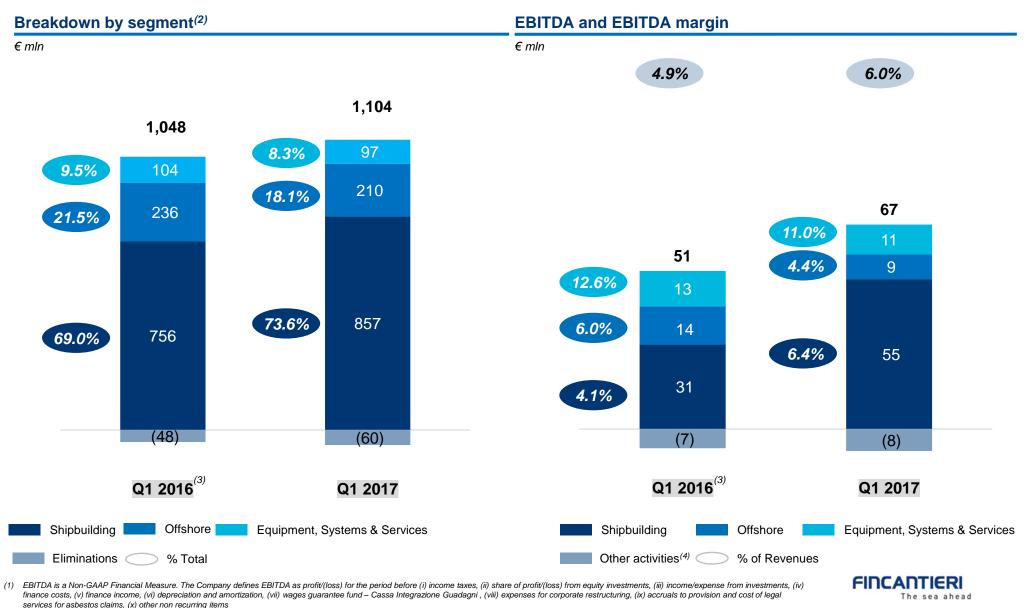
# **Backlog deployment**



(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

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### **Revenues and EBITDA**<sup>(1)</sup> – by segment



Breakdown calculated on total revenues before eliminations (2)

(3) For comparison purposes, Q1 2016 figures are restated following the redefinition of operating segments. Following the operational reorganization carried out in November 2016, the repair & conversion services, cabins & public areas business, as well as integrated systems business, all previously included in the Shipbuilding segment, have been relocated to the Equipment, Systems & Services segment starting from FY 2016 results. (4) Other costs

# Net working capital and net debt<sup>(1)</sup>

#### Breakdown by main components

€ mln	FY 2016	Q1 2017
Inventories and advances to suppliers		
Work in progress net of advances from customers	590	604
	604	1,108
<ul><li>Trade receivables</li><li>Other current assets and liabilities</li></ul>	1,123	573
Construction loans	<u>59</u> (678)	92 (744)
Trade payables	(1,307)	(1,376)
Provisions for risks & charges	(126)	(120)

Net working capital	265	137
Net debt	615	540

(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

#### Comments

- Net working capital and net debt dynamics related to the increase of the production volumes in cruise and the cash-in of the final installments for the 2 cruise ships delivered during the quarter
- Construction loans at € 744 mln of which € 594 mln related to VARD and € 150 mln related to Fincantieri
- Most of the Group's debt is related to the financing of current assets associated with cruise ships construction and therefore consistent with net working capital changes

# Outlook

2017

2017 results expected to be in line with the Business Plan •

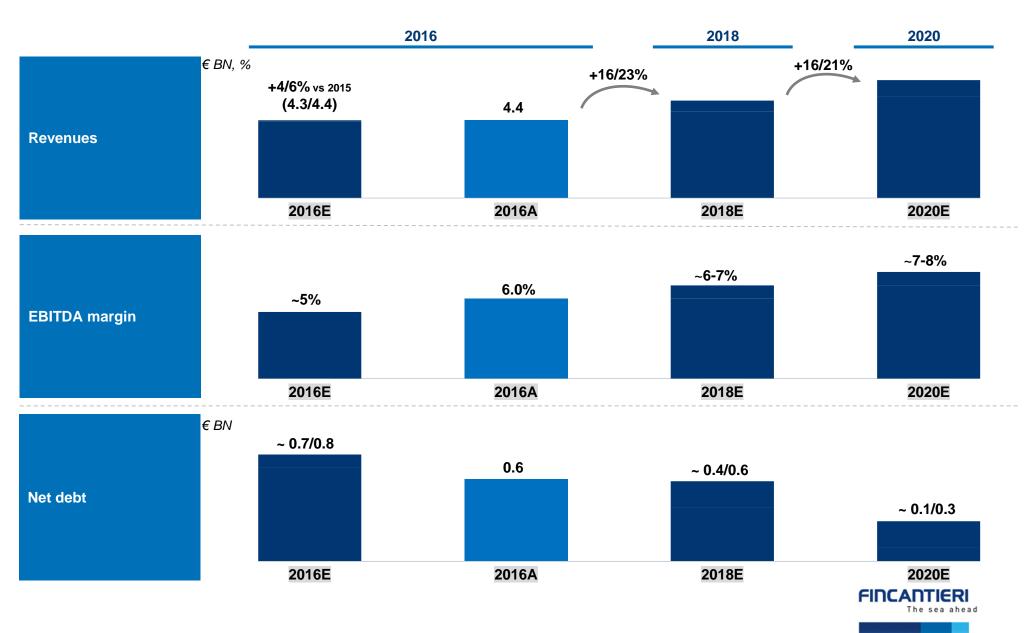
#### Shipbuilding

- Further volume growth and margin improvement thanks to ٠
  - the start of construction works for cruise sister ships acquired after crisis at higher prices
  - full swing production of the Italian Navy's fleet renewal program and of design activities related to the Qatari order
- Continuing effort to increase profitability thanks also to production synergies with VARD • Guidance Offshore
  - Expected growth of volumes related to the diversification strategy implemented by Vard ٠
  - Oil&Gas sector crisis persists, with possible impacts on backlog •

#### **Equipment, Systems & Services**

- Deployment of the significant backlog related to the Italian Navy's fleet renewal program •
- Continuous focus on the insourcing of high value added activities, in order to strengthen the focus on core ٠ products and further develop after sales activities

### Short and medium term financial targets



16

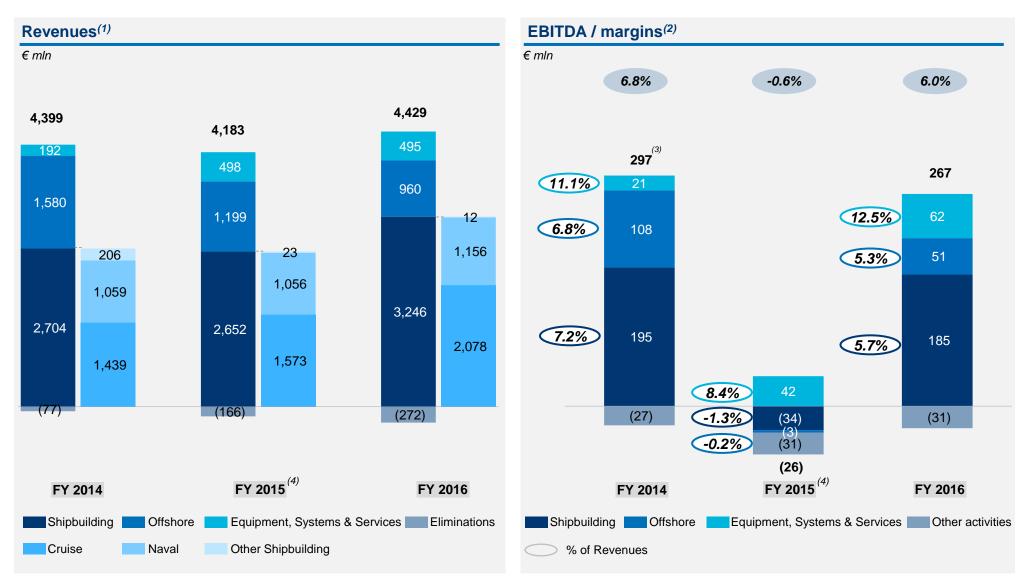
# FINCANTIERI

Section 3

# Appendix Historical financial performance



### **Financial performance**



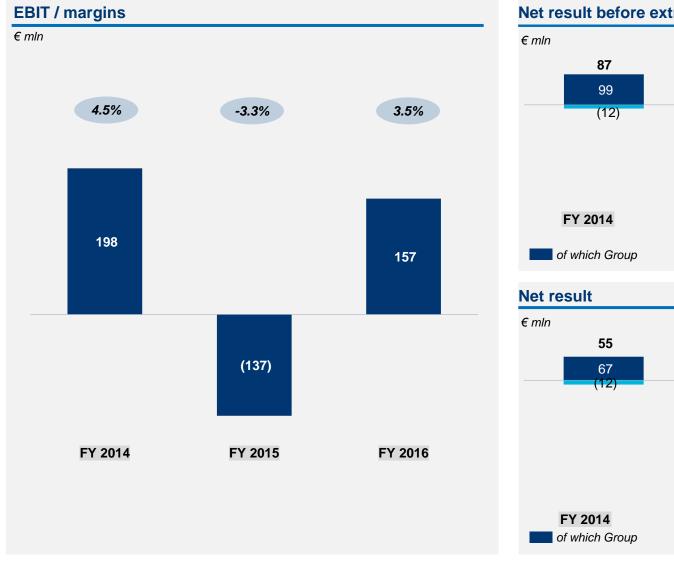
 Breakdown calculated gross of consolidation effects
 EBITDA is a Non-GAAP Financial Measure. The Company defines EBITDA as profit/(loss) for the period before (i) income taxes, (ii) share of Ebit Dra is a non-expression weasure. The Company defines Ebit Dra as plotin(Coss) non interpendo berore (1) income (asses), (n) share on profit)(Toss) from equity investments, (iii) income/express from investments, (iv) finance costs, (v) finance income, (vi) depreciation and amortization, (vii) extraordinary wages guarantee fund – Cassa Integrazione Guadegni Straordinaria, (viii) expresses for corporate restructuring and other non-recurring personnel costs, (iv) accruats to provision and cost of legal services for asbestos clamis, (x) other non recurring items. EBITDA breakdown are referred only to operating segments

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

On toorstocking to contracts in brack (ESO limit in 2014) (4) For comparison purposes, 2015 figures are restated following the redefinition of operating segments. Following the operational reorganization carried out in November 2016, the repair & conversion services, cabins & public areas business, as well as integrated systems business, all previously included in the Shipbuilding segment, have been relocated to the Equipment, Systems & Services segment starting from FY 2016 results.

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### **Financial performance**



Net result before extraordinary and non recurring items<sup>(1)</sup>

(141)

(111)

(252)

FY 2015

(175)

(114)

(289)

FY 2015

of which minority interests

of which minority interests

(1) Extraordinary and non recurring costs net of tax effect amounted to € 32 mln in 2014, € 37 mln in 2015, € 46 mln in FY 2016

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FY 2016

60

66

(6)

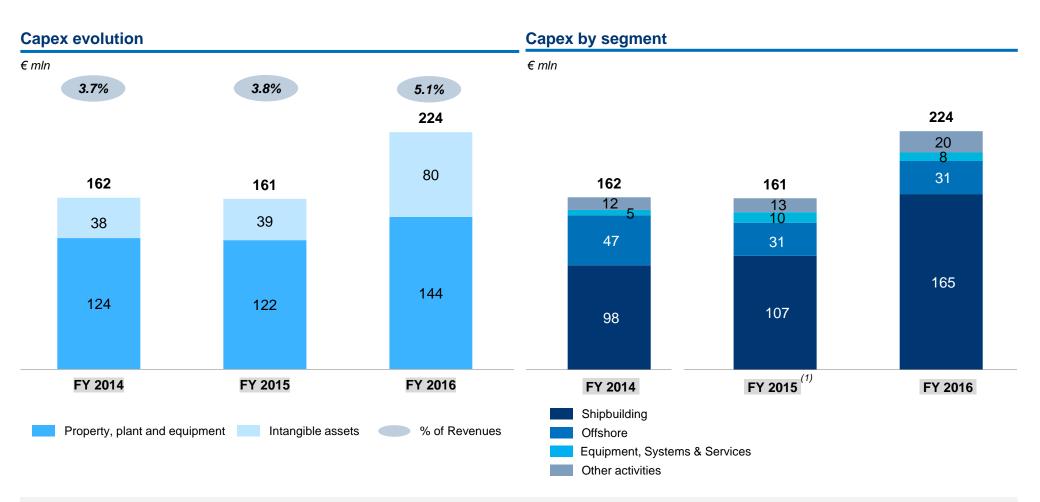
FY 2016

14

25

(11)

# Capex



#### • 2015 and 2016 Capex mainly related to:

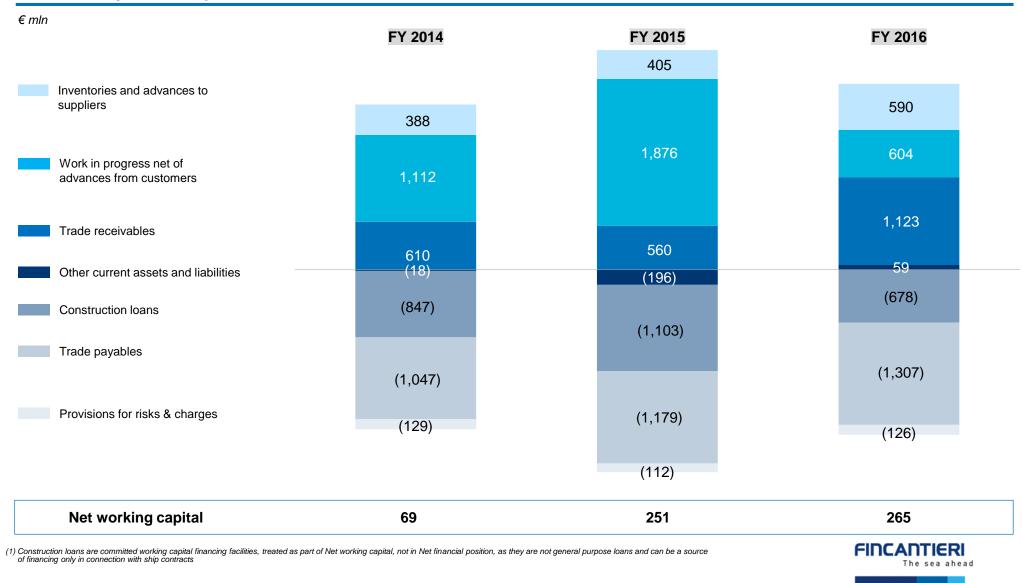
- Property, plant and equipment aimed at supporting the development of production volumes and improving safety conditions and compliance with environmental regulations within the production sites
- Intangible assets mainly related to the development of new technologies for cruise business and IT systems

(1) For comparison purposes, 2015 figures are restated following the redefinition of operating segments. Following the operational reorganization carried out in November 2016, the repair & conversion services, cabins & public areas business, as well as integrated systems business, all previously included in the Shipbuilding segment, have been relocated to the Equipment, Systems & Services segment starting from FY 2016 results.



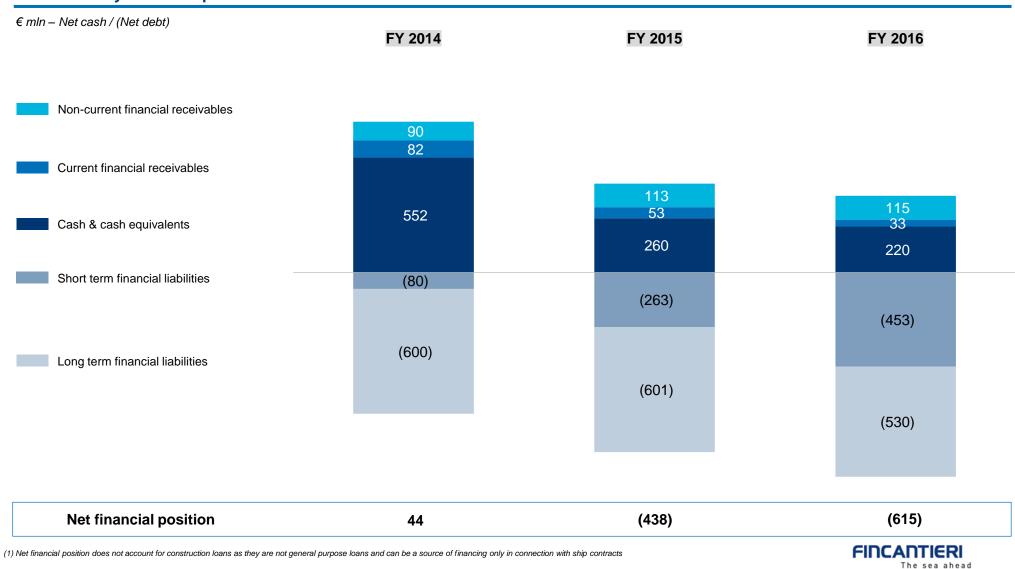
## Net working capital<sup>(1)</sup>

#### Breakdown by main components

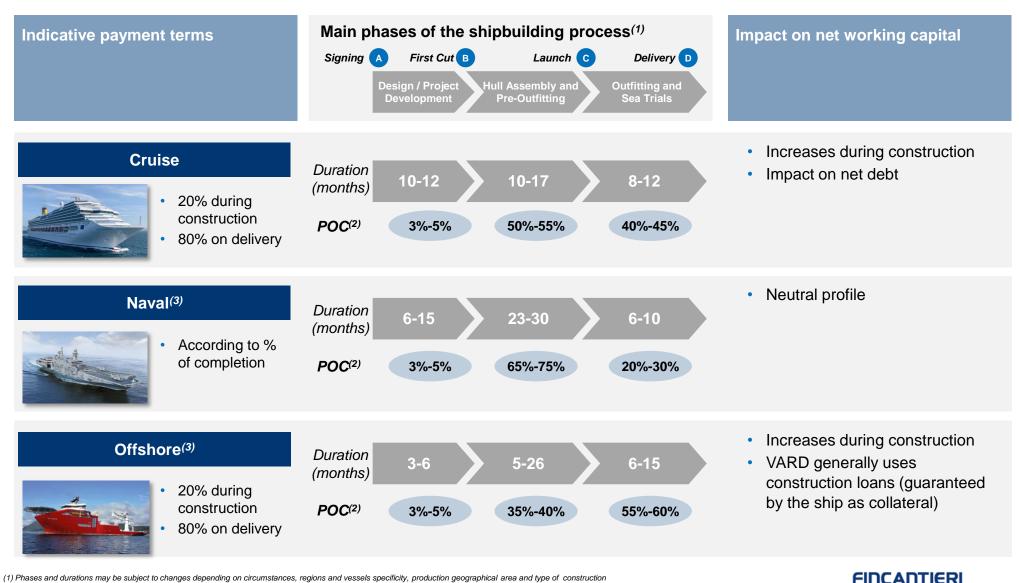


# Net financial position<sup>(1)</sup>

#### Breakdown by main components



# 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 fridates and support vessels

# **Overview of financial performance indicators**<sup>(1)</sup>

€ mln	FY 2014	FY 2015	FY 2016	Q1 2016	Q1 2017
Order intake	5,639	10,087	6,505	713	3,546
Total backlog	14,814	18,721	24,031	19,174	26,560
Of which backlog	9,814	15,721	18,231	15,374	20,760
Of which soft backlog	5,000	3,000	5,800	3,800	5,800
Revenues	4,399	4,183	4,429	1,048	1,104
EBITDA	297	(26)	267	51	67
As a % of revenues	6.8%	-0.6%	6.0%	4.9%	6.0%
EBIT	198	(137)	157	-	-
As a % of revenues	4.5%	-3.3%	3.5%	-	-
Net result before extr. and non recurring items <sup>(2)</sup>	87	(252)	60	-	-
Attributable to owners of the parent	99	(141)	66	-	-
Net result for the period	55	(289)	14	-	-
Attributable to owners of the parent	67	(175)	25	-	-
Net fixed assets	1,417	1,453	1,590	1,480	1,613
Net working capital <sup>(3)</sup>	69	251	265	154	137
Of which construction loans	(847)	(1,103)	(678)	(1,098)	(744)
Equity	1,530	1,266	1,241	1,271	1,211
Net financial position Net cash/ (Net debt)	44	(438)	(615)	(363)	(540)
Employees	21,689	20,019	19,181	-	-

(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

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### **Profit & Loss and Cash flow statement**

Profit & Loss statement (€ mln)	FY 2014	FY 2015	FY 2016
Revenues	4,399	4,183	4,429
Materials, services and other costs	(3,234)	(3,337)	(3,291)
Personnel costs	(843)	(865)	(846)
Provisions <sup>(1)</sup>	(25)	(7)	(25)
EBITDA	297	(26)	267
Depreciation, amortization and impairment	(99)	(111)	(110)
EBIT	198	(137)	157
Finance income / (expense) <sup>(2)</sup>	(66)	(135)	(66)
Income / (expense) from investments	6	(3)	(10)
Income taxes <sup>(3)</sup>	(51)	23	(21)
Net result before extraordinary and non recurring items	87	(252)	60
Attributable to owners of the parent	99	(141)	66
Extraordinary and non recurring items <sup>(4)</sup>	(44)	(50)	(59)
Tax effect on extraordinary and non recurring items	12	13	13
Net result for the period	55	(289)	14
Attributable to owners of the parent	67	(175)	25
Cash flow statement (€ mln)	FY 2014	FY 2015	FY 2016
Beginning cash balance	385	552	260
Cash flow from operating activities	33	(287)	73
Cash flow from investing activities	(157)	(172)	(237)
Free cash flow	(124)	(459)	(164)
Cash flow from financing activities	303	167	115
Net cash flow for the period	179	(292)	(49)
Exchange rate differences on beginning cash balance	(12)	-	9
Ending cash balance	552	260	220

(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. Includes interest expense on construction loans for € 26 in FY 2014, € 36 mln in FY 2015 and €34 mln in FY 2016

(2)

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

(4) Extraordinary and non recurring items gross of tax effect

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# Net result before extraordinary and non recurring items<sup>(1)</sup>

Net result before extraordinary and non recurring items (€ mln)	FY 2014	FY 2015	FY 2016
A Net result before extraordinary and non recurring items <sup>(1)</sup>	87	(252)	60
Attributable to owners of the parent	99	(141)	66
B Extraordinary and non recurring items gross of tax effect	(44)	(50)	(59)
– Of which extraordinary wages	(10)	(3)	(1)
– Of which restructuring costs	(9)	(17)	(12)
– Of which asbestos claims	(21)	(30)	(27)
– Of which other non recurring items	(4)	-	(19)
Tax effect on extraordinary and non recurring items	12	13	13
C Net result for the period	55	(289)	14
A + B + C Attributable to owners of the parent	67	(175)	25

• Extraordinary wages - costs related to CIG (Cassa Integrazione Guadagni) 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; in 2016 related to a provision for an ongoing litigation with a Mega Yacht owner

### **Balance sheet**

Balance sheet (€ mln)	FY 2014	FY 2015	FY 2016
Intangible assets	508	518	595
Property, plant and equipment	959	974	1,064
Investments	60	62	58
Other non-current assets and liabilities	(48)	(44)	(69)
Employee benefits	(62)	(57)	(58)
Net fixed assets	1,417	1,453	1,590
Inventories and advances	388	405	590
Construction contracts and advances from customers	1,112	1,876	604
Construction loans	(847)	(1,103)	(678)
Trade receivables	610	560	1,123
Trade payables	(1,047)	(1,179)	(1,307)
Provisions for risks and charges	(129)	(112)	(126)
Other current assets and liabilities	(18)	(196)	59
Net working capital	69	251	265
Assets held for sale including related liabilities	-	-	1
Net invested capital	1,486	1,704	1,856
Equity attributable to Group	1,310	1,137	1,086
Non-controlling interests in equity	220	129	155
Equity	1,530	1,266	1,241
Cash and cash equivalents	(552)	(260)	(220)
Current financial receivables	(82)	(53)	(33)
Non-current financial receivables	(90)	(113)	(115)
Short term financial liabilities	80	263	453
Long term financial liabilities	600	601	530
Net debt / (Net cash)	(44)	438	615
Sources of financing	1,486	1,704	1,856

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