

June, 2017

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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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Section 1<br>Introduction



## Fincantieri at a glance

 negotiation, none of which yet reflected in the order backlog
$\square$ Corporate/BU headquarters
Shipyard
Joint Venture - Ophipyard Juoint Ven - Representative / Sales office

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## Business units, products and positioning

|  | End markets | Main products | Positioning | Revenues 2016 ${ }^{(4)}$ | Backlog(5) |
| :---: | :---: | :---: | :---: | :---: | :---: |
| Shipbuilding |  | - All cruise ships (from contemporary to luxury) | - \#1 worldwide ( $\sim 45 \%$ market share ${ }^{(1)}$ ) | € $\mathbf{2 , 0 7 8} \mathbf{~ m i n}$ (44.2\% on total) | € $18,859 \mathrm{mln}$ (60 ships) |
|  | Naval | - All surface vessels (also stealth) <br> - Support \& Special vessels <br> - Submarines | - Leader: <br> - \#1 in Italy ${ }^{(2)}$ <br> - Key supplier for US Navy \& Coast Guard ${ }^{(3)}$ <br> - Key supplier for Qatar Emiri Naval Forces | € 1,156 min (24.6\% on total) |  |
|  |  | - High tech ferries <br> - Large mega-yachts | - Leading player: <br> - High tech ferries <br> - Large mega-yachts | $€ 12 \mathrm{mln}$ <br> (0.3\% on total) |  |
| Offishore |  | - OSV - Offshore wind <br> - Drilling $\cdot$ OPV <br> units $\cdot$ Expedition <br> - Fisheries/ cruise <br> aquaculture •Special vessels | - Leading player in high-end OSVs | $€ 960$ mln <br> (20.4\% on total) | $€ 1,444 \mathrm{mln}$ <br> (43 ships) |



- Marine systems, components \& - Leading player worldwide


## Track record, clients and technological leadership

|  |  | (1)Track record |  | (2)Clients | (3)Technological leadership |
| :---: | :---: | :---: | :---: | :---: | :---: |
| Shipbuilding |  | Ship deliveries $\begin{aligned} & \text { - } 1990-2001 \boxed{23} \\ & \cdot 2002-2016 \boxed{52} \end{aligned}$ | Twofold increase in activity |  | - Carnival Vista: "ECO Notation" by Lloyd's Register for exceeding environmental standards <br> - Royal Princess: $1^{\text {st }}$ cruise ship fully compliant with new regulations <br> - Costa Luminosa \& Costa Pacifica: Guinness World Record for joint-christening of 2 ships |
|  |  | Ship deliveries $\begin{aligned} & \cdot 1 9 9 0 - 2 0 0 1 \longdiv { 5 1 ^ { ( 1 ) } } \\ & \cdot 2002-2016 \boxed{58^{(1)}} \end{aligned}$ | - Steady, low risk business |  | - LCS Freedom: world's fastest steel frigate <br> - Aircraft Carrier Cavour: world's most powerful non-nuclear propulsion system <br> - More than 20 prototypes developed over the last fifteen years |
| Offshore |  | Ship deliveries $\begin{aligned} & \text { • 1990-2001 } 72^{(2)} \\ & \cdot 2002-2016292^{(2)} \end{aligned}$ | - Acquired VARD in 2013 |  | - Normand Maximus: largest offshore vessel ever built in Norway <br> - Skandi Africa: "Ship of the Year 2015" ${ }^{(4)}$ <br> - AMC Connector. world's largest cable layer ${ }^{(5)}$ <br> - Far Samson: most powerful offshore vessel ${ }^{(6)}$ |
| Equipment Systems \& Services |  | Strong revenue growth to € 495 mln in 2016 | Start-up <br> in 2005 |  | - Innovative and technologically advanced products in terms of performances, lifecycle cost reduction and environmental safety <br> - Full product lifecycle management with unique capacity to support vessels' maintenance, repair and overhaul all over the world |

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

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## Section 2

Q1 2017 results


- 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 ${ }^{(1)}$ at $€ \mathbf{2 6 . 6}$ bln covering ~6 years of work if compared to 2016 revenues:
- Backlog at $€ \mathbf{2 0 . 8}$ bln (103 ships) up from $€ 18.2$ bln in FY 2016 thanks to the conversion of soft backlog into firm orders
- Soft backlog ${ }^{(2)}$ 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



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 | 解 | OSCV "Skandi Buzios" | Techdof | Vard Søviknes |
|  |  | OSCV "Far Superior" | Farstad | Vard Vung Tau |

## Order intake and backlog - by segment

Order intake


## Backlog deployment



## - Additional 5 unit scheduled after 2021

## - 22 vessels

- Deliveries up to 2025, stretching to 2027 in case of confirmation of the option for 2 ships for Norwegian Cruise Line


## Offshore



- Additional 10 units scheduled after 2021
- 38 vessels
- Deliveries up to 2026
\# ships deliveries



## 43 vessels

- 20 module carrier vessels scheduled for delivery in 2017-2018 and 6 expedition cruise vessels in 2018-2019


## Revenues and EBITDA ${ }^{(1)}$ - by segment

Breakdown by segment ${ }^{(2)}$
 EBITDA and EBITDA margin
$4.9 \% \quad 6.0 \%$
1,104


|  |  | 67 |
| :---: | :---: | :---: |
|  | 51 | $11.0 \%$ |
| $12.6 \%$ | 13 |  |
| $6.0 \%$ | 14 | 9 |
|  |  |  |
| $4.1 \%$ | $6.4 \%$ | 55 |
|  |  |  |
|  |  |  |

Q1 2017

## Net working capital and net debt ${ }^{(1)}$

## Breakdown by main components



| Net working capital | 265 | 137 |
| :---: | :---: | :---: |
| Net debt | 615 | 540 |

## 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

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


## Shipbuilding

- Further volume growth and margin improvement thanks to
- 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


## Offshore

- Expected growth of volumes related to the diversification strategy implemented by Vard
- 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 products and further develop after sales activities


## Short and medium term financial targets



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## Section 3

Appendix
Historical financial performance


Financial performance

Revenues ${ }^{(1)}$


EBITDA / margins ${ }^{(2)}$
$€ m / n$
$6.8 \%$

$-0.6 \%$

## 6.0\%

267



 breakdown are referred only to operatiting segments
(3) Including the release of orders risk fund referred to the provisions accrued at VARD business combination for expected losses
 4) For comparison purposes, 2015 figures are restated following the redefinition of operating segments. Following the operation
reorganization carried out in November 2016, the repair \& conversion services, cabins \& public areas business, as well as reorganization carried out in November 2016, the repair \& conversion services, cabins \& pubicic areas business, as well as
integrated systems business, all previously included in the Shipbuiding segment, have been relocated to the Equipment,
Systems \& Services segment statting from FY 2016 results.

Financial performance


Net result before extraordinary and non recurring items ${ }^{(1)}$
$€ m / n$

| 87 |  | 60 |
| :---: | :---: | :---: |
| 99 |  | 66 |
| (12) | (141) | (6) |
|  | (111) |  |
|  | (252) |  |
| FY 2014 | FY 2015 | FY 2016 |
| of which Group | of which |  |
| Net result |  |  |
| $€ m / n$ |  |  |
| 55 |  |  |
| 67 |  | 14 |
| (12) |  | $\begin{gathered} 25 \\ (11) \end{gathered}$ |
|  | (175) |  |
|  | (114) |  |
|  | (289) |  |
| FY 2014 | FY 2015 | FY 2016 |
| of which Group | of which |  |

## 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


## Net working capital ${ }^{(1)}$

## Breakdown by main components



## Net financial position ${ }^{(1)}$

## Breakdown by main components

| $€ \mathrm{mln}$ - Net cash / (Net debt) |  |  |  |
| :---: | :---: | :---: | :---: |
|  | FY 2014 | FY 2015 | FY 2016 |
| Non-current financial receivables |  |  |  |
|  | 90 |  |  |
|  | 82 |  |  |
| Current financial receivables |  |  |  |
| Cash \& cash equivalents 552 |  | 113 |  |
|  |  | 53 | $\begin{array}{r} 115 \\ 33 \end{array}$ |
|  |  | 260 | 220 |
| Short term financial liabilities | (80) |  | (453) |
|  |  | (263) |  |
| Long term financial liabilities | (600) |  |  |
|  |  | (601) | (530) |
|  |  |  |  |
| Net financial position | 44 | (438) | (615) |
| 1) Net tinancial position does not account for construction loans as they are not general purpose loans and can be a source of financing only in connection with ship contracts |  |  | FInCAח |

## Working capital dynamics

Indicative payment terms

Main phases of the shipbuilding process ${ }^{(1)}$


Impact on net working capital

- Increases during construction
- Impact on net debt

- Neutral profile



## Offshore ${ }^{(3)}$



- $20 \%$ during construction

- Increases during construction
- VARD generally uses construction loans (guaranteed by the ship as collateral)


## Overview of financial performance indicators ${ }^{(1)}$

| $€ \mathrm{mln}$ | 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 ${ }^{(2)}$ | 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 ${ }^{(3)}$ | 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 | - | - |

## Profit \& Loss and Cash flow statement

| Profit \& Loss statement ( $€$ min) | 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 ${ }^{(1)}$ | (25) | (7) | (25) |
| EBITDA | 297 | (26) | 267 |
| Depreciation, amortization and impairment | (99) | (111) | (110) |
| EBIT | 198 | (137) | 157 |
| Finance income / (expense) ${ }^{(2)}$ | (66) | (135) | (66) |
| Income / (expense) from investments | 6 | (3) | (10) |
| Income taxes ${ }^{(3)}$ | (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 ${ }^{(4)}$ | (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 (€ min) | 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 |

## Net result before extraordinary and non recurring items ${ }^{(1)}$

| Net result before extraordinary and non recurring items ( $€$ m/n) | FY 2014 | FY 2015 | FY 2016 |
| :---: | :---: | :---: | :---: |
| A Net result before extraordinary and non recurring items ${ }^{(1)}$ | 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 + 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 (€ min) | 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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|  |  |  | 27 |

