



#### 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.

Fincantieri does not undertake to provide any additional information or to remedy any omissions in or from this Presentation. Fincantieri does not intend, and does not assume any obligation, to update industry information or forward-looking statements set forth in this Presentation. This presentation does not constitute a recommendation regarding the securities of the Company.

## 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.



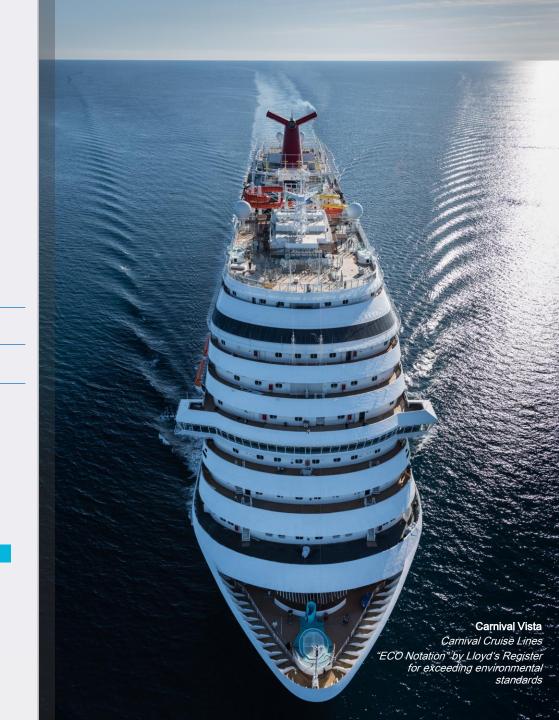
## **FINCANTIERI**

### **Table of Contents**

Section 1 Introduction

Section 2 9M 2017 results and outlook

**Section 3** Appendix - Historical financial performance



# **FINCANTIERI**

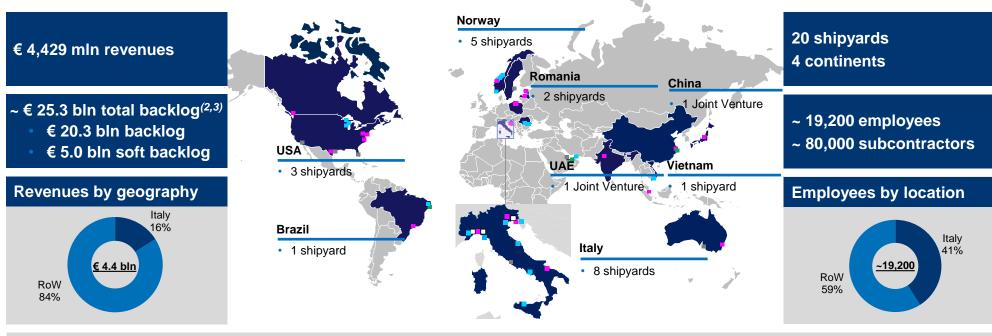
Section 1

# 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 9M 2017(at September 30, 2017) (1) By revenues, excluding naval contractors in the captive military segment. Based on Fincantieri estimates of shipbuilders' revenues in 2015 (2) At September 30, 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

<sup>□</sup> 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> )	€ 2,078 mln (44.2% on total)		
	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 mln (24.6% on total)	€ 18,572 mln (56 ships)	
	• High tech ferries • Large mega-yachts		<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>OPV</li> <li>Expedition</li> <li>cruise</li> <li>aquaculture</li> <li>Special vessels</li> </ul>	Leading player in     high-end OSVs	€ 960 mln (20.4% on total)	€ 1,300 mln (41 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>	Leading player worldwide	€ <b>495 mln</b> (10.5% on total)	€ 1,227 mln	

<sup>(1)</sup> By oceangoing cruise ships > 10,000 gross tons ordered in the 2004 – june 2017 period (including VARD). Source: Fincantieri analysis based on IHS Lloyd's Fairplay – Shippax data and Company press releases (2) For all the large ships and excluding minesweepers and small ships below 45 m in length (3) For medium size ships, e.g. patrol vessels and corvettes

<sup>(4)</sup> Breakdown calculated based on revenues gross of consolidation effects (5) At September 30, 2017



### Track record, clients and technological leadership



<sup>(1)</sup> 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





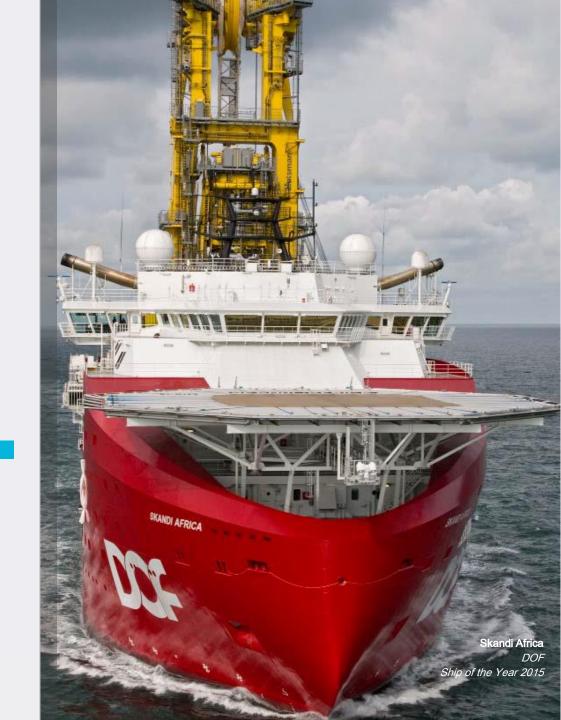
<sup>(3)</sup> Parent company of several brands: Carnival Cruise Lines, Costa Crociere, Cunard, Holland America Line, P&O Cruises, Princess Cruise Lines and Seabourn Cruise Lines

<sup>(4)</sup> 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)

# **FINCANTIERI**

Section 2

9M 2017 results



### 9M 2017 Key Messages

- 9M 2017 results in line with Business Plan 2016-2020 targets: revenues up 10.7% vs 9M 2016 and EBITDA margin at 6.5% vs 5.7% 9M 2016
- Total backlog<sup>(1)</sup> at € 25.3 bln covering ~6 years of work if compared to 2016 revenues:
  - Backlog at € 20.3 bln (97 ships) up from € 19.0 bln in 9M 2016 thanks to the conversion of soft backlog into firm orders
  - Soft backlog<sup>(2)</sup> at € 5.0 bln (€ 2.8 bln in 9M 2016)
- Further commercial developments in cruise business with the conversion into order of a MoA for one cruise ship for the Princess

  Cruise brand, an order with Silversea for one cruise ship, a MoA with Carnival for one cruise ship for the luxury brand Cunard, for a total of

  14 cruise ships (including options) acquired in 2017, in addition to a contract for the lengthening of the Silver Spirit ship
- Good operating performance confirmed with the delivery of nine units in the Shipbuilding segment:
  - Four cruise ships: "Viking Sky", "Majestic Princess", "Silver Muse" and "Viking Sun"
  - Three naval vessels: FREMM "Rizzo", submarine "Romeo Romei" for Italian Navy and the LCS 9 for US Navy
  - Two ATB units (Articulated Tug and Barge) for the transport of goods in the chemical/petroleum sector
- The cooperation agreement reached between the Italian and French governments will lead to the creation of a global leader in civil and military shipbuilding



<sup>(2)</sup> Soft backlog which 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



### 9M 2017 main orders

	Vessel		Client	Delivery
		4 cruise ships	Norwegian Cruise Line	2022-2025
Shipbuilding		1 cruise ship	Holland America Line (Carnival Corporation)	2021
Simpounding		1 cruise ship (sixth "Royal Princess" class vessel)	Princess Cruises (Carnival Corporation)	2022
	*	1 cruise ship	Silversea Cruises	2020
Offshore	and the second s	1 krill fishing vessel	Aker BioMarine	2018
		1 live fish transportation vessel	Fjordlaks Aqua	2018
		1 research expedition vessel	Rosellinis Four-10 (wholly-owned by the industrialist Kjell Inge Røkke)	2020
		1 expedition cruise vessel	Coral Expeditions	2019

Orders acquired in Q3

## 9M 2017 main deliveries (1/2)

		Deliveries in Q3	
Vessel		Client	Delivery
	Cruise ship "Viking Sky"	Viking Ocean Cruises	Ancona
	Cruise ship "Majestic Princess"	Princess Cruises (Carnival Corporation)	Monfalcone
	Cruise ship "Silver Muse"	Silversea Cruises	Sestri Ponente
	FREMM "Rizzo"	Italian Navy	Muggiano
	Submarine "Romeo Romei"	Italian Navy	Muggiano
	Cruise ship "Viking Sun"	Viking Ocean Cruises	Ancona
2	Littoral Combat Ship "Little Rock" (LCS 9)	US Navy	Marinette
	Vessel	Cruise ship "Viking Sky"  Cruise ship "Majestic Princess"  Cruise ship "Silver Muse"  FREMM "Rizzo"  Submarine "Romeo Romei"  Cruise ship "Viking Sun"  Littoral Combat Ship "Little Rock"	Cruise ship "Viking Sky"  Cruise ship "Majestic Princess"  Princess Cruises (Carnival Corporation)  Cruise ship "Silver Muse"  Silversea Cruises  FREMM "Rizzo"  Italian Navy  Submarine "Romeo Romei"  Italian Navy  Cruise ship "Viking Sun"  Viking Ocean Cruises

## 9M 2017 main deliveries (2/2)

	Vessel		Client	Delivery
	DO: THE	OSCV "Skandi Buzios"	Techdof	Vard Søviknes
	F	OSCV "Far Superior"	Farstad	Vard Vung Tau
Offshore	DOF	OSCV "Skandi Vinland"	DOF	Vard Langsten
	Section of the sectio	2 Module Carrier Vessels	Topaz Energy and Marine	Vard Vung Tau
		2 Module Carrier Vessels	Kazmortransflot	Vard Braila

Deliveries in Q3

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

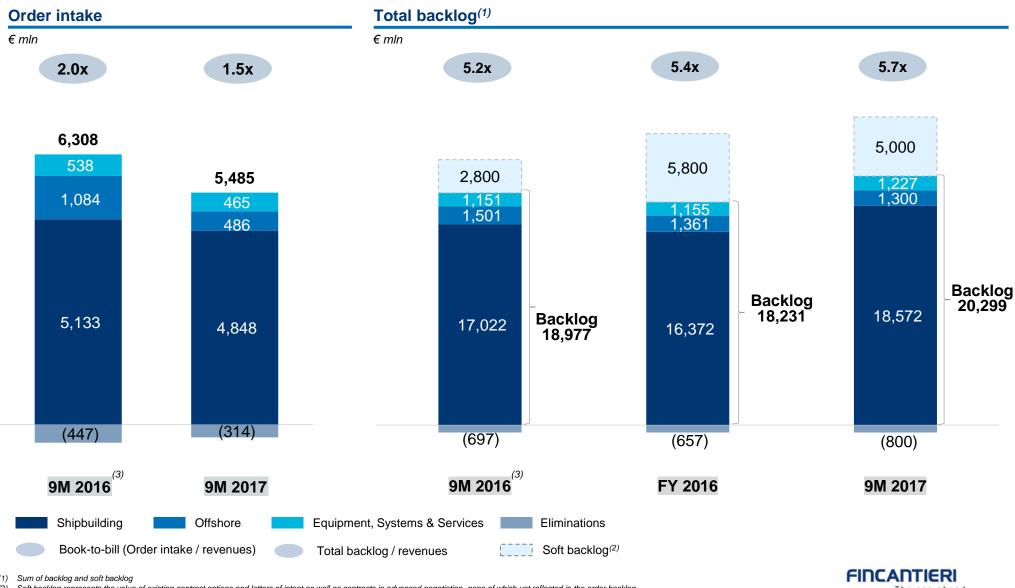
€ mIn	FY 2014	FY 2015	FY 2016	9M 2016	9M 2017
Order intake	5,639	10,087	6,505	6,308	5,485
Total backlog	14,814	18,721	24,031	21,777	25,299
Of which backlog	9,814	15,721	18,231	18,977	20,299
Of which soft backlog	5,000	3,000	5,800	2,800	5,000
Revenues	4,399	4,183	4,429	3,230	3,575
EBITDA	297	(26)	267	185	233
As a % of revenues	6.8%	-0.6%	6.0%	5.7%	6.5%
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	1,577	1,723
Net working capital <sup>(3)</sup>	69	251	265	322	71
Of which construction loans	(847)	(1,103)	(678)	(833)	(868)
Equity	1,530	1,266	1,241	1,274	1,293
Net financial position Net cash/ (Net debt)	44	(438)	(615)	(625)	(501)
Employees	21,689	20,019	19,181	-	-

<sup>(1)</sup> 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)



<sup>(2)</sup> 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 – by segment





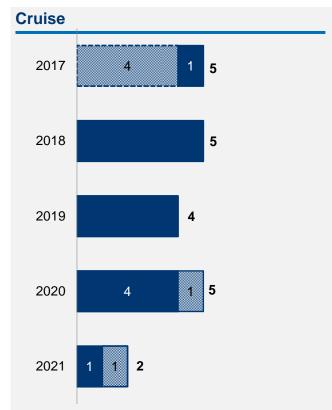
Soft backlog represents the value of existing contract options and letters of intent as well as contracts in advanced negotiation, none of which yet reflected in the order backlog

<sup>(3)</sup> For comparison purposes, 9M 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.

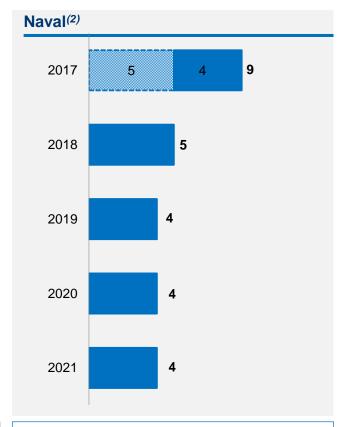
### **Backlog deployment**

#### **Shipbuilding**

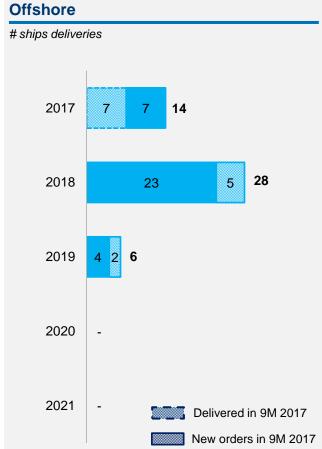
# ships deliveries(1)



- Additional 6 units scheduled after 2021
- 23 vessels
- Deliveries up to 2025, stretching to 2027 in case of confirmation of the option for 2 ships for Norwegian Cruise Line



- Additional 12 units scheduled after 2021
- 33 vessels
- Deliveries up to 2026

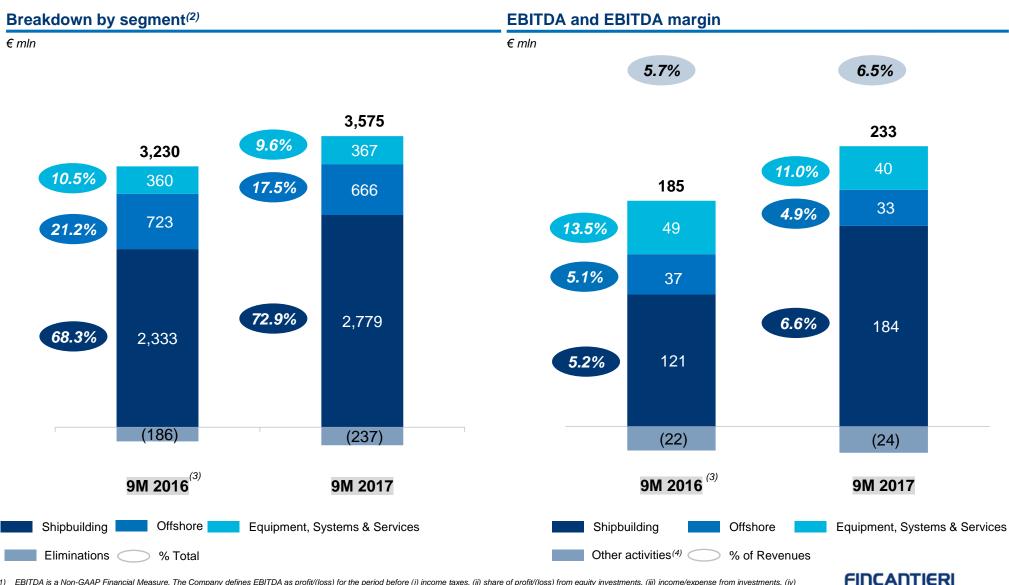


- 41 vessels
- 7 expedition cruise vessels in backlog

(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



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



<sup>(1)</sup> 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) wages guarantee fund - Cassa Integrazione Guadagni, (viii) expenses for corporate restructuring, (ix) accruals to provision and cost of legal services for asbestos claims, (x) other non recurring items

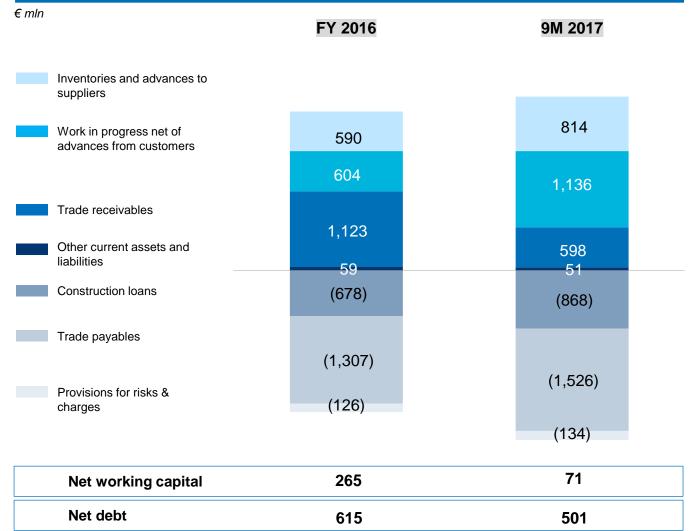
(4) Other costs

Breakdown calculated on total revenues before eliminations

For comparison purposes, 9M 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.

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

#### **Breakdown by main components**



Comments

- Net working capital and net debt dynamics related to the production volumes in cruise and the cash-in of the final installments for the cruise ships delivered during the period
- Construction loans at € 868 mln of which € 615 mln related to VARD and € 253 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



<sup>(1)</sup> 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

### **Outlook**

#### **Shipbuilding**

- Further increase of revenues in the last quarter of 2017
  - Delivery of a prototype for MSC, the largest ship ever built in Italy
  - Italian Navy's fleet renewal program fully operational
  - Full swing of design activities related to the Qatari order

#### **Offshore**

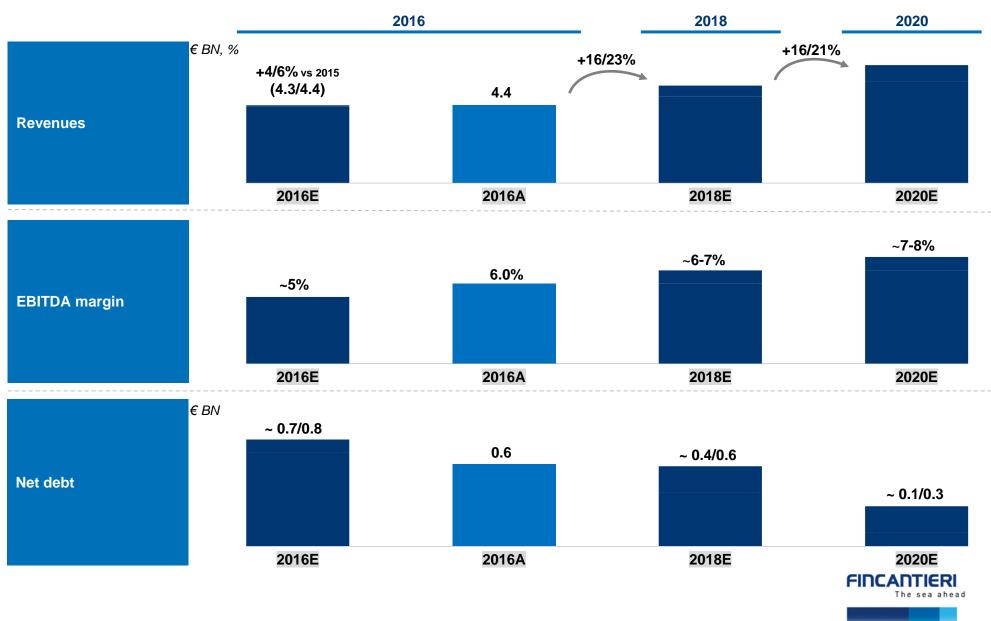
#### 2017 Guidance

- Crisis persisting in the Oil&Gas sector, although the first signs of a recovery in E&P investments
- VARD continues to implement the diversification actions already begun, as well as focusing on the products with greatest potential in its reference markets

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

- Further increase of revenues in the last quarter of 2017
- Deployment of the significant backlog related to the Italian Navy's fleet renewal program and to the Qatari order
- Commercial and organizational actions will be implemented to ensure stronger foothold and development of the after sales business in the cruise ship segment and in the most important geographical areas

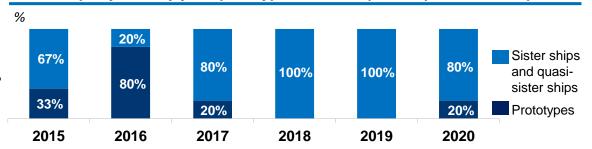
### **Short and medium term financial targets**



### Shipbuilding: quantifying main drivers of growth and increasing profitability

#### Cruise ships by delivery year: prototypes, sister ships and quasi-sister ships

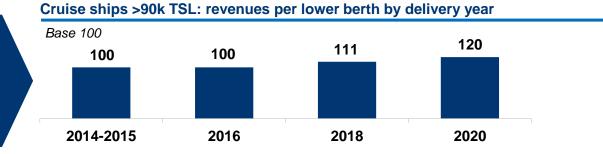
Cruise: mix prototypes/ sister ships and quasi-sister ships



 Fewer prototypes to be delivered from 2017: lower execution risks, better margins

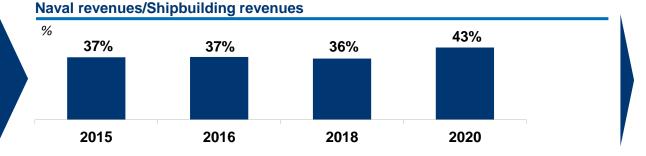


trends



 Positive trend due to progressive kick-in of ships acquired after the crisis

#### Naval revenues/ Shipbuilding revenues



 Increase towards the end of Business Plan horizon thanks to the Italian Navy program and development of opportunities abroad



# **FINCANTIERI**

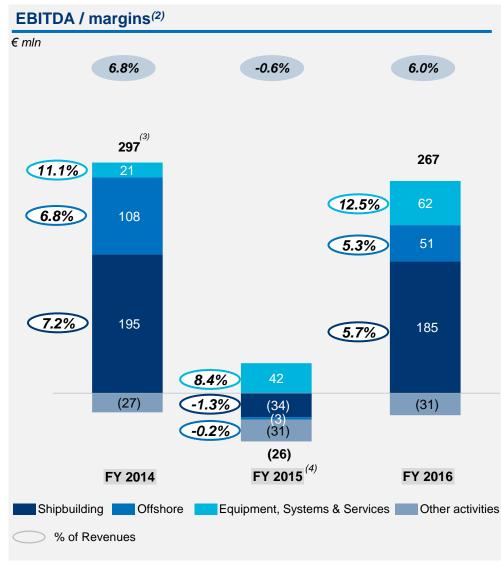
Section 3

Appendix Historical financial performance



### Financial performance





on construction contracts in Brazil (€ 35 mln in 2014)

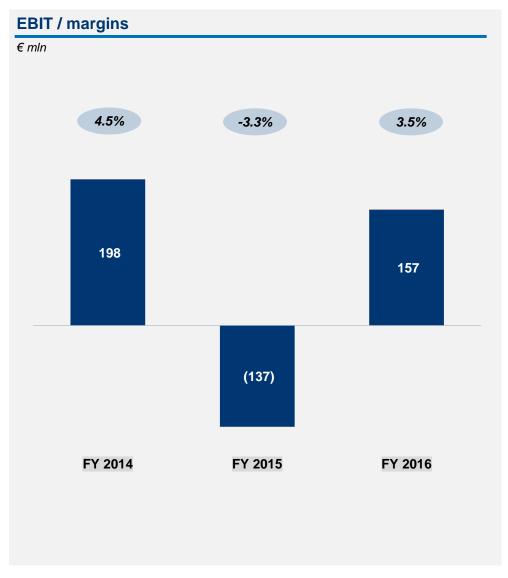
(4) For comparison purposes, 2015 figures are estated following the redefinition of operating segments. Following the operational reorganization carried out in November 2016, the repair & conversion services, cabins & public areas business, as well as integrated systems business, all previously included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

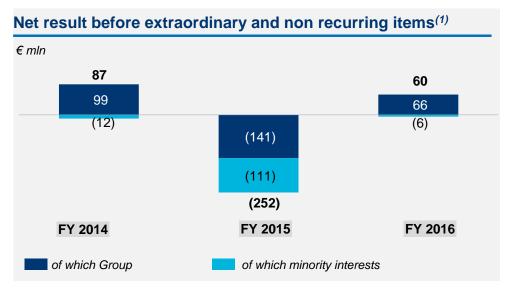


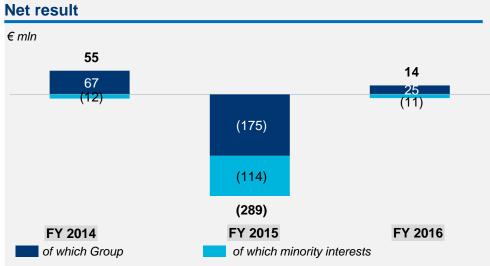
<sup>(1)</sup> Breakdown calculated gross of consolidation effects
(2) EBITDA is a Non-GAAP Financial Measure. The Company defines EBITDA as profit/(loss) for the period before (i) income taxes, (ii) share of Ebit Dark a non-park-rimaniam invesaule: The Company learness Ebit Dark as provinces; not the period before (r) income tasks, (n) share or profit/floss) from equity, investments, (iii) lincome/expense from investments, (iv) finance costs, (v) finance income, (vi) depreciation and amortization, (vii) extraordinary wages guarantee fund – Cassa integrazione Guadente, (arraordinaria, (viii) expenses for corporate restricts, other non-particular personnel costs, (iv) accruals to provision and cost of legal services for asbestos from sky other non-peculing interest. EBITDA breakdown are referred only to operating segments

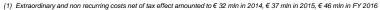
<sup>(3)</sup> Including the release of orders risk fund referred to the provisions accrued at VARD business combination for expected losses

### Financial performance



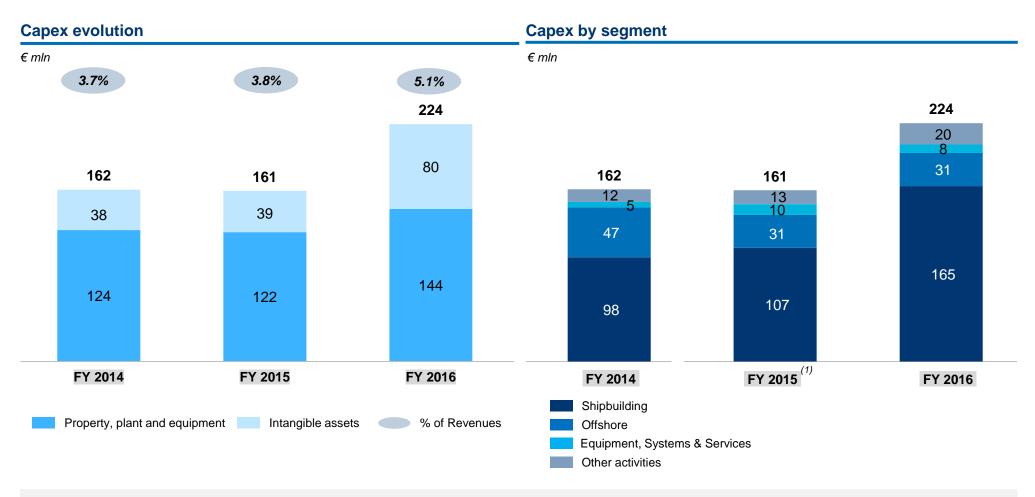








### Capex



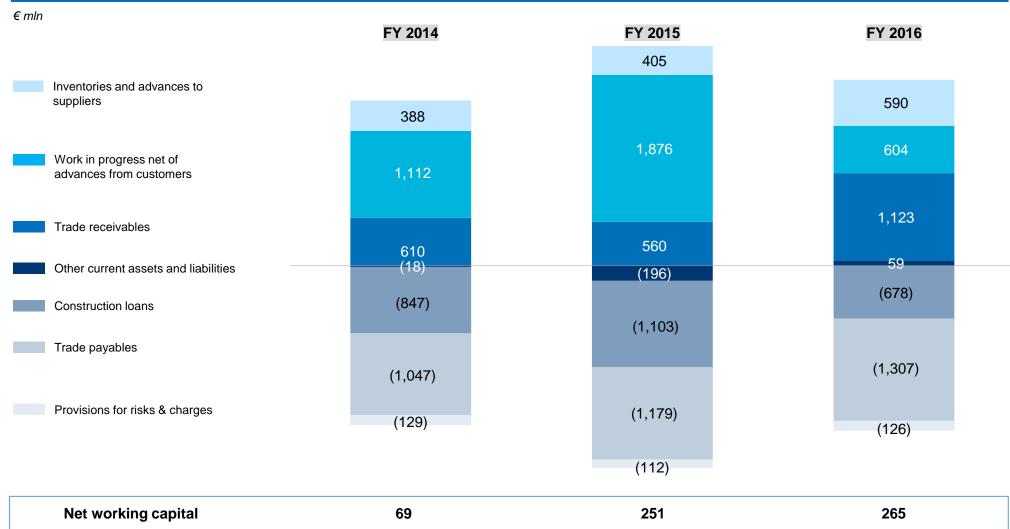
#### · 2015 and 2016 Capex mainly related to:

- 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**<sup>(1)</sup>

#### Breakdown by main components

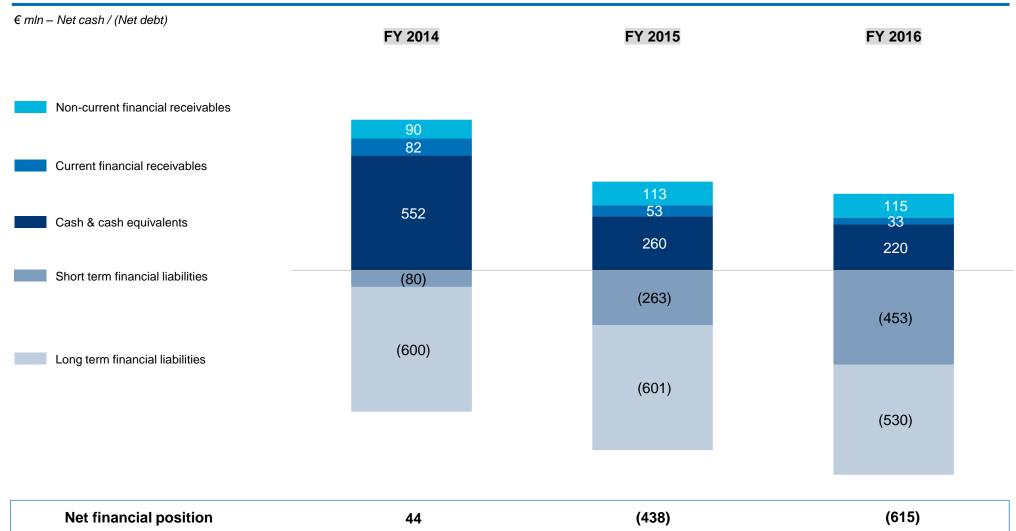


<sup>(1)</sup> Construction loans are committed working capital financing facilities, treated as part of Net working capital, not in Net financial position, as they are not general purpose loans and can be a source of financing only in connection with ship contracts



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

#### Breakdown by main components



(1) Net financial 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



### Working capital dynamics

#### Indicative payment terms

#### Main phases of the shipbuilding process<sup>(1)</sup> Signing A First Cut B Launch C Delivery D Outfitting and Design / Project Hull Assembly and **Pre-Outfitting** Sea Trials

Impact on net working capital

#### Cruise



- 20% during construction
- 80% on delivery

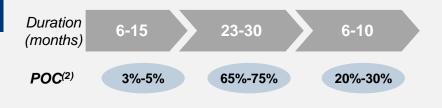


- Increases during construction
- Impact on net debt

#### Naval<sup>(3)</sup>



According to % of completion



Neutral profile

#### Offshore(3)



- 20% during construction
- 80% on delivery



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



<sup>(1)</sup> 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

### **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

<sup>(1)</sup> 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.



<sup>(2)</sup> Includes interest expense on construction loans for € 26 in FY 2014, € 36 mln in FY 2015 and €34 mln in FY 2016

<sup>(3)</sup> Excluding tax effect on extraordinary and non recurring items

<sup>(4)</sup> Extraordinary and non recurring items gross of tax effect

### 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)
<ul> <li>Of which restructuring costs</li> </ul>	(9)	(17)	(12)
Of which asbestos claims	(21)	(30)	(27)
<ul> <li>Of which other non recurring items</li> </ul>	(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

