

Milan, 11 June 2015

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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 speakers**

Giuseppe Bono Chief Executive Officer (CEO)	<ul> <li>CEO of FINCANTIERI (since 2002)</li> <li>Chairman of VARD (since 2013)</li> <li>40 years of experience in industrial &amp; multinational companies (restructuring &amp; IPO of Finmeccanica, restructuring of Agusta Westland)</li> </ul>
Giuseppe Dado Chief Financial Officer	<ul> <li>Chief Financial Officer of FINCANTIERI (since 2014)</li> <li>Former Vice President Group Treasury and Corporate Finance of FINCANTIERI (2008 - 2014)</li> <li>Former Permasteelisa, Ernst &amp; Young and Electrolux</li> </ul>



Luca Passa

Vice President Investor Relations

- Vice President Investor Relations of FINCANTIERI (since 2014)
- Former Morgan Stanley, Lehman Brothers and Cantor Fitzgerald



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Section 1

Introduction



## Fincantieri at a glance



Note: all figures reported at 31 December 2014, except for backlog and soft backlog which are referred to Q1 2015 (at 31 March 2015) (1) By revenues, excluding naval contractors in the captive military segment. Based on Fincantieri estimates of shipbuilders' revenues in 2014 (1) By revenues, exclusing more connectors in the capacity management of the second sec

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	Equipment / Life Cycle Management
Main products / Services	• All cruise ships (from contemporary to luxury)	<ul> <li>All surface vessels (also stealth)</li> <li>Support &amp; Special vessels</li> <li>Submarines</li> </ul>	<ul> <li>High tech ferries</li> <li>Large mega-yachts</li> <li>Ship repair &amp; conversion services</li> </ul>	<ul> <li>Offshore Support Vessels (AHTSs, PSVs, OSCVs)</li> <li>Specialized vessels</li> <li>Drillships</li> </ul>	<ul> <li>Marine systems, components &amp; turnkey solutions</li> <li>After sales services</li> </ul>
Positioning	• #1 worldwide (~50% market share <sup>(1)</sup> )	<ul> <li>Leader:</li> <li>#1 in Italy<sup>(2)</sup></li> <li>Key supplier for US Navy &amp; Coast Guard<sup>(3)</sup></li> <li>Worldwide exporter (India, UAE, other)</li> </ul>	<ul> <li>Leader in:</li> <li>High tech ferries</li> <li>Large mega-yachts</li> <li>Repair &amp; conversion</li> </ul>	• Leading player in high-end OSVs <sup>(4)</sup> (~20% market share <sup>(5)</sup> )	<ul> <li>Leading player worldwide</li> </ul>
2014 Revenues (% on total) <sup>(6)</sup>	€1,439 MM <i>(32%)</i>	€1,059 MM (24%)	€206 MM (5%)	€1,580 MM <i>(35%)</i>	€192 MM (4%)
Q1 2015 Backlog		€6,982 MM		€1,790 MM	€284 MM

By oceangoing cruise ships > 10,000 gross tons ordered in the 2004 – 2014 period. Source: Fincantieri analysis based on IHS Lloyd's Fairplay – Shippax data (2014) and Company press releases
 For all the large ships and excluding minesweepers and small ships below 45 m in length (2014)
 For medium size ships, e.g. patrol vessels and corvettes

(4) Anchor Handling Tug Supply Vessels with BHP (Brake Horse Power) greater than 20,000, Platform Supply Vessels with DWT (Dead Weight Tonnes) greater than 4,500, Offshore Subsea Construction Vessels (OSCV). Source: Offshore Supply Vessels Fleet statistics provided by RS Platou Offshore Research (2014)
 (5) Regarding OSCV's based on n° of ships in orderbook at 31 December 2014
 (6) Breakdown calculated based on revenues gross of consolidation effects

# Track record, top clients and technological leadership



(1) At 31 March 2015

(2) Including US subsidiaries pre Fincantieri acquisition, excluding 171 RB-M delivered since 2002, of which 28 in 2014. Additional 3 RB-M delivered in Q1 2015

(3) Including VARD and predecessor companies

(5) Parent company of Oceania Cruises and Regent Seven Seas Cruise. Acquired by Norwegian Cruise Line Holdings in September 2014 (6) In terms of bollard pull at the date of construction (423 tons) (7) In terms of loading capacity (2011)

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.9.9. FILLE OSCYME IIIII ----111 AMC Connector AMC Connector / Ezra World's largest cable layer

Section 2

**Financial performance** 

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

€ MM	FY 2013 <sup>(2)</sup>	FY 2014	Q1 2014	Q1 2015
Order intake	4,998	5,639	1,707	85
Backlog	8,068	9,814	8,809	8,992
Revenues	3,811	4,399	923	1,110
EBITDA	298	297	66	59
As a % of revenues	7.8%	6.8%	7.1%	5.3%
EBIT	209	198	42	33
As a % of revenues	5.5%	4.5%	4.5%	2.9%
Net income before extr. and non recurring items <sup>(3)</sup>	137	87	16	(21)
Attributable to owners of the parent	109	99	11	-
Net income	85	55	10	(27)
Attributable to owners of the parent	57	67	5	(6)
Net financial position Net cash/ (Net debt)	(155)	44	(417)	81
Net working capital <sup>(4)</sup>	(67)	69	194	10
Of which construction loans	(563)	(847)	(701)	(859)
Free Cash Flow	(519)	(124)	(260)	25
Employees	20,389	21,689	20,686	21,905

(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 financial)

(2) 2013 figures consolidate VARD starting from 23 January 2013

(3) Excluding extraordinary and Non Recurring Items net of tax effect.

(4) 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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## Order intake and backlog



• Soft backlog = value of existing contract options and letters of intent as well as contracts under negotiation for the Italian Navy's fleet renewal program, none of which yet reflected in the order backlog

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



## **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 (excluding 3 RB-M for US Coast Guard, already delivered in Q1 2015)
 (3) Including 2 cruise ships already delivered in Q1 2015 (Britannia for P&O Cruises and Viking Star for Viking Ocean Cruises)
 (4) Including 5 vessels already delivered in Q1 2015

### **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 Earl DA is a Non-GAAY - mancial weasaine. The Company demines Earl DA is plone(toss) for the pendo benote (i) incluine takes, (in state or profil/(loss) from equity investments, (iii) income/expense from investments, (iv) finance income, (iv) depreciation and amortisation, (ivi) extraordinary wages guarantee fund – Cassa Integrazione Guadagni Straordinaria, (ivii) accruals to provision for corporate restructuring, (iv) extraordinary mages guarantee fund – Cassa Integrazione Guadagni Straordinaria, (ivii) accruals to provision for corporate restructuring, (iv) excrusits to provision for asbestos claims, (iv) often on recurring tiems. EBITDA foreakdow are referred only to operating segments

(3) VARD is consolidated starting from 23 January 2013; as a consequence figures for the year ended on 31 December 2012 are not comparable to those of 2013 and 2014 (4) 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 (€ 53 MM released in 2013 and € 35 MM in 2014)

### **Financial performance**



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



### Capex



#### • 2014 and 2015 Capex mainly related to:

- Property, plant and equipment completition of the Vard Promar shipyard in Brazil and technological upgrading of Italian facilities to improve production efficiency as well as safety and environmental conditions
- Intangible assets development of higher technologies for cruise business and upgrading of 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



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

#### 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



#### 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 (2) Issuer FINCANTIERI S.p.A., Value € 300 MM, Annual coupon 3.75%, due November 2018



# **Key financial ratios**



#### **Debt ratios**



(1) Ratios calculated (i) on average balance sheet items for the years 2014 (ii) end period balance sheet items for 2013 to reduce the consolidation effect occurred in the period (iii) based on economic parameters related to 12-months trailing for Q1 2015 and Q1 2014 (from 1 April 2014 to 31 March 2015 and from 1 April 2013 to 31 March 2014)





Q&A

# Appendix Q1 2015 results by segment



# Shipbuilding

### Highlights

€ MM	Q1 2014	Q1 2015
Order intake	1,004	45
Backlog	5,935	6,982
Revenues	571	754
EBITDA	36	46
% on revenues	6.3%	6.1%
Capex	13	20
Ships delivered	2	<b>2</b> <sup>(1)</sup>

Significant increase in design and production volumes to be managed (5 deliveries of cruise units in 2016 of which 4 prototypes), also through strengthening of the subcontractor network in Italy jeopardized during the period of crisis

Margins continue to be affected by prices related to cruise orders acquired during crisis and currently under construction, as well as by still partial production capacity utilization in Italy

Reduced production volumes in naval, with activities related to the Italian Navy's fleet renewal program expected to start only in the second part of the year

#### Comments

- <u>Orders</u>: weak order intake at € 45 MM, mainly related to ship repairs
  - Agreement with Carnival for 5 nextgeneration cruise ships, included in soft backlog
- <u>Revenues</u>: at € 754 MM, up 32% from Q1 2014, thanks to higher volumes in cruise and positive exchange rate effects in US shipyards more than compensating the reduced contribution of Naval in Italy
- <u>EBITDA</u>: increase in absolute values to €
   46 MM, with margin at 6.1% slightly reduced vs. Q1 2014 due to the increase in cruise volumes and still affected by prices related to cruise orders acquired during crisis and partial production capacity utilization in Italy
- <u>Capex</u>: at € 20 MM



## Offshore

### Highlights

€ MM	Q1 2014	Q1 2015
Order intake	662	30
Backlog	2,616	1,790
Revenues	322	330
EBITDA	32	16
% on revenues	9.8%	4.8%
Capex	9	7
Ships delivered	4	5

Declining orderbook and increased counterparty risk due the current market environment, while prospects for new orders weak in the short to medium term

Fierce competition for a limited number of projects currently under development in the market

Challenging transition from still high workload and delivery of large complex projects to a situation of lower yard utilization in Europe

Brazil still a critical focus area, with pending delivery of remaining vessels from Niterói, and continuing need for development and improvement in Vard Promar

Organizational changes made to strengthen management follow-up of critical areas

Vard expects the EBITDA margin for FY 2015 to be broadly in line with FY 2014

#### Comments

- <u>Orders</u>: weak order intake at € 30 MM, due to a persistently challenging market environment
- <u>Revenues</u>: at € 330 MM up 2% vs. Q1
   2014 despite the negative effect of NOK/EUR exchange rate; Q1 2014
   includes PPA<sup>(1)</sup> fund release for € 7 MM
- <u>EBITDA</u>: at € 16 MM, with margin at 4.8%, down from 9.8% in Q1 2014 driven by weak operating performance at some of the VARD shipyards, particularly in Brazil
  - At Niterói yard cost overruns incurred for one of the 4 ships under construction
  - At Promar yard performance is affected by cost overruns related to completion phase of first LPG carriers while an acceptable level of efficiency has been reached in the early production stages
- <u>Capex:</u> at € 7 MM



## **Equipment, Systems and Services**

#### Highlights

€MM	Q1 2014	Q1 2015
Order intake	79	25
Backlog	315	284
Revenues	37	41
EBITDA	4	4
% on revenues	9.5%	10.3%
Capex	2	1

Further growth both in terms of order intake, driven by new orders for systems and services related to the Italian Navy's fleet renewal program, and in terms of revenues, confirming the expected volumes growth

Expected confirmation of positive margin trend with focus going forward on further enhancement of product portfolio and development of new technologies

#### Comments

- <u>Orders</u>: order intake at € 25 MM taking backlog at € 284 MM
- <u>Revenues</u>: up to € 41 MM, mainly due to the increase of volumes in after sale services for naval vessels in line with the growth prospects for this business
- <u>EBITDA</u>: at € 4 MM with margin at 10.3%, in line with Q1 2014 in terms of absolute value and increasing in terms of margins due to better product mix
- <u>Capex</u>: at € 1 MM



# **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 (€ MM)	FY 2013 <sup>(1)</sup>	FY 2014	Q1 2014	Q1 2015
Revenues	3,811	4,399	923	1,110
Materials, services and other costs	(2,745)	(3,234)	(656)	(818)
Personnel costs	(752)	(843)	(197)	(237)
Provisions and impairment losses	(16)	(25)	(4)	4
EBITDA	298	297	66	59
Depreciation and amortization	(89)	(99)	(24)	(26)
EBIT	209	198	42	33
Finance income / (expense)	(55) <sup>(4)</sup>	(66) <sup>(4)</sup>	(17) <sup>(4)</sup>	(42) <sup>(4)</sup>
Income / (expense) from investments	2	6	-	-
Income taxes <sup>(2)</sup>	(19)	(51)	(9)	(12)
Net Income before extraordinary and non recurring items	137	87	16	(21)
Attributable to owners of the parent	109	99	11	-
Extraordinary and non recurring items <sup>(3)</sup>	(80)	(44)	(8)	(8)
Tax effect on extraordinary and non recurring items	28	12	2	2
Profit / (loss) for the year	85	55	10	(27)
Attributable to owners of the parent	57	67	5	(6)
Cash flow statement (€ MM)	FY 2013	FY 2014	Q1 2014	Q1 2015
Beginning cash balance	692	385	385	552
Cash flow from operating activities	(95)	33	(231)	54
Cash flow from investing activities	(424)	(157)	(29)	(29)
Free cash flow	(519)	(124)	(260)	25
Cash flow from financing activities	255	303	155	56
Net cash flow for the period	(264)	179	(105)	81
Exchange rate differences on beginning cash balance	(43)	(12)	2	10
Ending cash balance	385	552	282	643

(1) 2013 figures consolidate VARD starting from 23 January 2013
 (2) Excluding tax effect on extraordinary and non recurring items
 (3) Extraordinary and non recurring items gross of tax effect
 (4) Includes interest expense on VARD construction loans for € 24 MM in 2013 and €26 MM in 2014

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

Net income before extraordinary and non recurring items (€ MM)	FY 2013 <sup>(2)</sup>	FY 2014	Q1 2014	Q1 2015
A Net profit/(loss) for the year	85	55	10	(27)
B Extraordinary and non recurring items gross of tax effect	80	44	8	8
– Of which extraordinary wages	15	10	4	1
– Of which restructuring costs	11	9	1	1
– Of which asbestos claims	24	21	3	5
– Of which other non recurring items	22 <sup>(3)</sup>	<b>4</b> <sup>(5)</sup>	-	1
– Of which non recurring financial costs / (income)	8(4)	-	-	-
C Tax effect on extraordinary and non recurring items	(28)	(12)	(2)	(2)
<b>A</b> + <b>B</b> + <b>C</b> Net income before extraordinary and non recurring items <sup><math>(1)</math></sup>	137	87	16	(21)
Of which Group	109	99	11	-

- 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
- Asbestos claims provisions or costs for asbestos related to claims by employees
- Other non recurring items mainly write-downs; in 2013 VARD acquisition costs and in 2014 IPO related costs
- Non recurring financial costs mainly financial expenses related in 2013 to VARD acquisition



### **Balance sheet**

Balance sheet (€ MM)	FY 2013	FY 2014	Q1 2015
Intangible assets	539	508	533
Property, plant and equipment	897	959	970
Equity investments	70	60	63
Other non current assets and liabilities	(14)	(48)	(42)
Employee indemnity benefit	(60)	(62)	(61)
Net fixed capital	1,432	1,417	1,463
Inventories	400	388	439
Construction contracts net of advances from customers	757	1,112	1,217
Construction loans	(563)	(847)	(859)
Trade receivables	344	610	539
Trade payables	(911)	(1,047)	(1,022)
Provisions for other risks and charges	(151)	(129)	(118)
Other current assets and liabilities	57	(18)	(186)
Net working capital	(67)	69	10
Net invested capital	1,365	1,486	1,473
Group equity	968	1,310	1,328
Minority interests	242	220	226
Equity	1,210	1,530	1,554
Cash & cash equivalents	(385)	(552)	(643)
Current financial receivables	(52)	(82)	(62)
Non-current financial receivables	(41)	(90)	(92)
Short term financial liabilities	70	80	103
Long term financial liabilities	563	600	613
Net debt / (Net cash)	155	(44)	(81)
Source of financing	1,365	1,486	1,473

