# FINCANTIERI FUTURE ON BOARD Investor Presentation

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FINCANTIERI

# Agenda

- 1. Fincantieri Group
- 2. 9M 2024 financial highlights and FY 2024 guidance
- 3. Business and markets overview
- 4. The Underwater opportunity for Fincantieri
- 5. Concluding remarks

Shipyards

Norway

Romania

USA

# A leading global Group with widespread international presence

 Leading player in Shipbuilding with a strong competitive positioning thanks to technology, innovation and best-in-class execution

 Growth led by organic diversification, global production capacity and wide client base

Vietnam

Brazil

€ 40.1 bn total backlog<sup>2</sup>

€ 7.7 bn revenues and other income<sup>1</sup>



18 shipyards in 3 continents



+22,000 employees 52% in Italy



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FY23 revenues

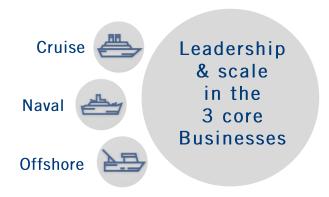
# Europe's largest shipbuilder with a vision to provide a comprehensive service proposition for the life-cycle of green and digital ships

# Shipbuilding Cruise Defence Offshore > 40% global market share Sole supplier to the Italian Navy Prime mover in Offshore Wind SOVs Diversified client base and Main partner for the US Navy > 30% market share for complete segment coverage Partner of choice of leading orderbook for > 120 deliveries from 1990 to navies worldwide CSOVs and SOVs<sup>1</sup> 2023 ■ > 140 deliveries from 1990 to Historical leadership in O&G 2023 OSVs<sup>2</sup> DIGITAL ENABLING TECHNOLOGIES Digital integration to turn into a Digital Design Authority with artificial intelligence and data analytics competences MARINE SYSTEMS AND COMPONENTS Leader in the green transition toward net zero emissions thanks to a consolidated know-how and a continuous R&D

# Infrastructure

Infrastructure capabilities in sectors adjacent to shipbuilding

# Fincantieri has unique competitive strengths to meet customer needs



- Scale and cross-fertilization of competencies enabling the digital and zeroemissions ship
- Cruise: > 40% market share serving all leading cruise players globally
- Naval: strategic partner of the Italian Navy and US Navy, referenced leadership in frigates, established exporter
- Underwater: leading role as technological aggregator in the underwater domain
- Offshore & Specialized Vessels: leadership through VARD for vessels supporting the growth of the renewable energy industry



- End-to-end design authority to deliver the digital and green ship
- Complete ship outfitting including new propulsion systems and automation and data management platforms
- 360° offering: "cradle to grave", "stern to bow" and "onboard-ashore"

Global production to address geopolitical macrotrends

18 Shipyards in 3 continents



- Capability to address geopolitical demand with a global know-how & local capabilities
- Global production network in 3 continents leveraging on end-to-end supply chain
- Meeting client needs to manage complexity, technical support and cost efficiencies

# Consistent track record in exceeding targets thanks to ongoing operational, financial and strategic transformation

# Strategic transformation initiatives



Innovation, digitalization, and energy transition solutions with benefits on margin



Focusing on a new 5-year Strategic Plan with challenging KPIs and targets



Solid commercial pipeline upholding a significant backlog and strong order intake, despite challenging macro-economic headwinds



Benefiting from fast-growing wind offshore market, reaching Vard breakeven already in 2023



Back to profitability in the Infrastructure business



Consistent deleveraging path coupled with a solid and sustainable financing structure

# 2023 strong guidance beat

	Business Plan 2023	FY 2023
Revenues	~ € 7.6 bn	€ 7.7 bn
EBITDA margin	~ 5.0 %	5.2 % (+20bps)
NFP/EBITDA	7.0-7.5x	5.7x <b>J</b>

# 2024 on track to exceed Business Plan

	Business Plan 2024	FY 2024 Guidance
Revenues	~ € 8 bn	> € 8 bn
EBITDA margin	~ 6 %	~ 6 %
NFP/EBITDA	6.0-7.0x	4.5-5.0x <sup>1</sup>

Fincantieri Group

# Business Plan revenues at c. € 10 bn in 2027, not including the strategic M&A initiatives' contribution

		ACTUAL		REVISED	BUSINES	SS PLAN
	FY 2019 <sup>1</sup>	FY 2022	FY 2023	FY 2024	FY 2025	FY 2027
Revenues (€)	5.8 bn	7.4 bn	7.7 bn	> 8.0 bn ①	~ 8.8 bn	~ 9.8 bn
EBITDA margin	5.5%	3.0%2	5.2%	~ 6.0% 🗸	~ 7.0%	~ 8.0%
NFP/EBITDA	5.5x	11.5x <sup>2</sup>	5.7x	4.5-5.0x <sup>3</sup> <b>⊕⊕</b>	4.5-5.5x	2.5-3.5x

Contribution of Remazel and UAS to the Group (not included in the Plan)<sup>4</sup>

Revenues Remazel (€)	0.11 bn	0.12 bn	0.14 bn
Revenues UAS (€)	0.19 bn	0.24 bn	0.28 bn
EBITDA % Remazel	~ 15.0%	~ 13.0%	~ 13.0%
EBITDA % UAS	~ 22.0%	~ 21.0%	~ 21.0%

- Higher margins leading to net profit from 2025 and significant deleveraging up to 2.5-3.5x NFP/EBITDA in 2027
- · Cruise revenues expected at ~ €4 bn in 2027, with further growth primarily driven by Defence and Offshore
- 2023-2027 Business Plan underlying the guidance provided to the financial community refers to Fincantieri stand-alone and does not incorporate the effects of the acquisitions of Remazel and UAS or the related share capital increase and further recapitalizations of the Issuer

<sup>1.</sup> FY 2019 figures are exposed for the sole purpose of a pre-COVID performance benchmark

As the result of a one-off strategic project review

<sup>3.</sup> Improved from previous 2024 guidance of 6.0-7.0x (Business Plan 2023-2027), further revised in FY23 between 5.5-6.5x, in 1H24 between 4.5-5-5x, in 9M24 between 4.5-5.0x

# 9M 2024 financial highlights

# 9M 2024

Revenues

€ 5,583 mln

+3.7% vs 9M 2023 with an acceleration expected in Q4 2024, in line with FY Guidance

**EBITDA** 

€ 328 mln

+19.0% vs 9M 2023

**EBITDA** margin

5.9%

+80 bps vs 9M 2023

Net financial position

€ 2.44 bn

Excluding effect of rights issue (€ 2,059 mln including rights issue)

# 9M 2024 key commercial highlights

# 9M 2024

Order intake

€ 8.5 bn

More than double 9M 2023
Book-to-bill 1.5x

**Backlog** 

€ 26.4 bn

+14.3% vs FY 2023

Total backlog

€ 40.1 bn

**5.2x** FY 2023 revenues

# Solid and sustainable capital structure

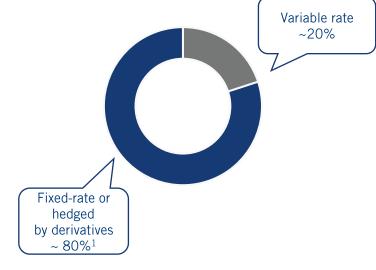


ESMA net financial position

Capital increase effect

# Group's interest-bearing debt<sup>1</sup> structure

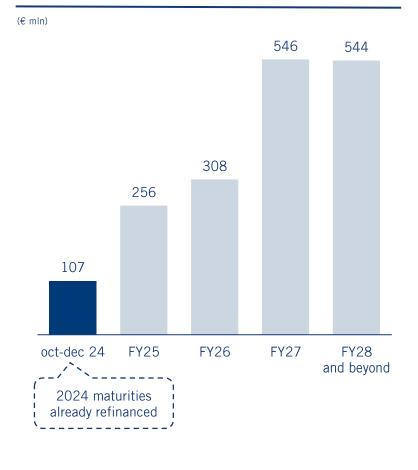
- No significant MLT bank debt maturities until 2027
- No financial covenants



~ **4.3%** Average interest rate in the Business Plan horizon 2023-27 (from 3.5% FY23 to 4.8% FY27)



# MLT bank debt maturity profile



<sup>1.</sup> Group Net financial position has been aligned with ESMA guidelines and it includes (i) construction loans, (ii) non-current financial liabilities on hedging instruments and (iii) liabilities for fair-value options investments that were previously excluded, furthermore, it excludes non-current financial receivables

<sup>2.</sup> As of September 30, 2024

9M 2024 financial highlights and FY 2024 guidance

# Strong commercial pipeline driving order intake

Cruise

LNG-powered mega-cruise ships



- Three new mega-cruise ships for the Carnival Cruise Line brand
- The value of the agreement is subject to financing finalization and other typical terms and conditions to be completed later this year
- Deliveries are expected in 2029, 2031 and 2033
- The order is for a new class of LNG-powered vessels, the largest ships ever built by an Italian shipyard (over 3,000 guest cabins, 8,000 passengers at full capacity)

Major commercial agreements, further extending top line visibility

Naval

FREMM EVO frigates



- Two new FREMM EVO frigates¹ assigned to Orizzonte Sistemi Navali and OCCAR (Organization Conjointe de Coopération en matière d'Armement) for the Italian Navy for a total value of ca. € 1.5 billion
- The first unit will be delivered in 2029 and the second one in 2030
- These units will ensure high operational performance, the latest anti-drone capabilities and the capacity for operational management of unmanned systems above the surface, on the sea and below the surface, in line with UW strategy

Overseeing and developing the best defence naval skills

Offshore

OECV



- Second hybrid-powered Ocean Energy Construction Vessel and option for two sister vessels for Island Offshore designed and built by VARD
- These new units will be based on the VARD 3 25 design and the delivery is expected in Q1 2027
- The vessels will include hybrid propulsion and heat Recovery Systems, and two LARS (Launch and Recovery Systems) for ROV (Remotely Operated Vehicles) operations, making more versatile cable laying and trenching activities

Supporting new building demand in the sector

# Extensive order book with visibility up to 2032 and beyond

Backlog

Total backlog<sup>1</sup> of € 40.1 bn, equal to 5.2x FY 2023 revenues<sup>2</sup> Soft backlog at € 13.7 bn, further supporting the commercial pipeline



12 units delivered (6 Offshore, 3 Cruise and 3 Naval), 95 ships in backlog and 24 ships in soft backlog

<sup>1.</sup> Total backlog is the sum of backlog and soft backlog

<sup>2.</sup> Backlog coverage calculated as total backlog / previous year revenues

# Overview of the Cruise business line

Fincantieri offers a comprehensive portfolio of cruise ships...

# **Products**

# Luxury / Niche



Cruise ships designed for exclusive cruises

# Upper Premium

Cruise ships dedicated to upscale destination-oriented cruises

### Premium



Dedicated to a wide range of cruise routes with higher onboard standards

### Contemporary



Largest cruise ships for mainstream cruises

# Target market / positioning

 Global leader in cruise market, most diversified client portfolio

# Shipyards<sup>1</sup>

Monfalcone
Marghera
Sestri Ponente
Ancona

Tulcea Braila

Romania

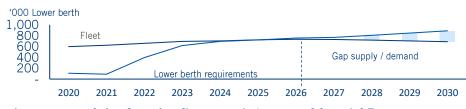
...and is supported by a market recovery exceeding expectations in 2023 and an anticipated further growth by 2030 (+ 5.4% yearly passenger growth rate)

# Cruise passengers



■ Substantial rebounding in cruise activities: yearly passenger growth rate of c. 5.4% until 2030, reaching c. 39.5 mln passengers by 2027 and c.46 mln by 2030²

# Evolution of the lower berth supply and demand<sup>3</sup>



- Average age of tier-1 cruise fleet stands between 11 and 15 years
- Gap between supply and demand of vessels expected starting from 2026, with a revamp of new orders and negotiations from 2024 already observed, affecting both the luxury and mainstream market

# Focus on Business Plan

Improve earnings quality

Focus on sustainability

Enhance cash flow visibility through order stocking

Steadying working capital

Revenues stabilisation at approx. € 4 bn

. Fincantieri analysis

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In addition to the shippyards dedicated to cruise shipbuilding activities, Fincantieri also uses other production sites for support activities related to cruise shipbuilding (e.g. Castellammare di Stabia, Palermo)

<sup>2.</sup> Cruise Lines International Association, 2024

# Overview of the Defence business line

Fincantieri manufactures high-end naval solutions for Tier 1 customers...

# Global client portfolio

# Italian Navy

■ Fincantieri is the strategic partner of the Italian Navy with more than 50 deliveries since 1990

...Supporting the Italian and US

Navy fleet renewal and expansion

 Given the current geopolitical scenario and Italy's strategic role of the Mediterranean Sea, whereby it is a key member of NATO, potential demand from the Italian Navy is expected to grow in the next few years

# **United States**

 The Constellation frigates program for the US Navy is expected to continue

# Middle-East & Asia

 Contracts awarded in Indonesia, Saudi Arabia, UAE and Qatar

# Shipyards

Italy

Riva Trigoso Muggiano United States

Marinette Green Bay Sturgeon Bay<sup>2</sup>

# Products



Multi-mission vessels with anti-surface and anti-submarine warfare



Vessels for coastal defence, sea patrol, search and rescue



AIP<sup>1</sup> unit for surveillance and open sea operations



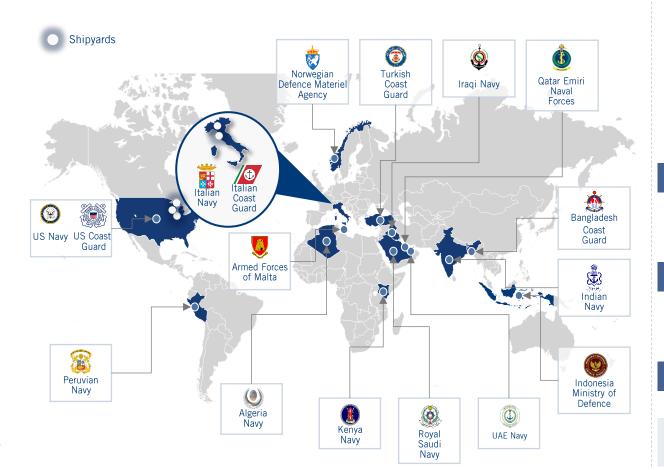
Littoral missions, sea patrol, search and rescue, anti-pollution and fishery control



Other ships defence in multi threats environments



Air operations, air power projection and dual use operations for disaster relief



- 1. Air independent propulsion
- 2. Focused on the construction of offshore support and other specialized ships

# Growth in naval spending globally

Defence and Naval budgets increased in 2023 and expected to grow in the following years

Increasing Defence Budgets Defence spending expected to reach \$ 2.45 trillion in 2024 (+0.6% vs 2023) and \$ 2.59 trillion¹ in 2027. The Italian Government recently submitted the 2025 draft budget law to the Parliament, which included the highest annual increase in Defence spending of € 2 billion (7% YoY), according to an analysis made by MIL€X, to more than € 31 billion

More than 6%
Allocated to navy procurement

In 2024 approximately 6.3% (over \$ 150 bn) of Defence Budget is expected to be allocated to navy procurement, expected to grow until 2027 reaching over \$ 170 bn (6.6% of total budget)<sup>1</sup>

Ongoing geopolitical tensions

Ongoing geopolitical tensions may require further investments for the protection of the maritime domain in Middle-East and South-East Asia

EU Defence Framework Increased scrutiny on potential creation on EU Defence Framework, by member states, overcoming the fragmentation of European Defence Industry

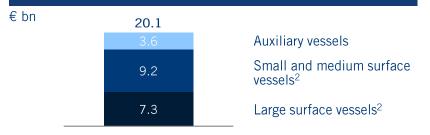
Growing importance of underwater domain

Growing importance of the underwater domain to ensure security of subsea infrastructure

# Fincantieri will be able to consolidate its leading position in Naval and Defence

- Fincantieri consolidated and recognised expertise in frigates, corvettes and submarines:
  - Italian FREMM, US Navy Constellation-class and Qatari Ministry of Defence
- Fincantieri's competitive edge enhanced by:
  - Local production capability
- Shortening and utilizing local supply chains
- Adapting to new geopolitical paradigm and customer requirements
- Track record acting as prime contractor, integrating mission capabilities
- Add-on operation and maintenance contracts agreed with customers, following delivery of ship

# 2023-2027 accessible programs for € 20 bn



Source: Global Defence Budget, Janes, October 22, 2024 (inflation-adjusted real terms data)
 Large surface vessels: destroyers, frigates: medium and small surface vessels: patrollers, corvettes

# Overview of Offshore and Specialized Vessels business line

Market leader in the construction of SOVs / CSOVs and diversification in cable layers, OPVs, robotics and energy construction segments Innovation capability with dual-fuel, hybrid and service operation vessels

# Products<sup>4</sup>

# Growing opportunity driven by increasing demand for offshore wind

# Energy



CSOV/SOV: offshore wind commissioning/support vessels

Cable/pipe-laying Vessels: high-precision cable/pipe positioning, underwater heavy-duty ploughs

OECV: tailored to support a wide range of subsea operations, including IMR, infrastructure construction and installation

AHTS: anchoring and moving drilling and offshore production

PSV: transport vessels serving offshore rigs and platforms

Robotic Vessels: multi-purpose units allowing for onshore remote control, light crewed or uncrewed operations

# Defence and other



**OPV:** offshore patrol vessels for naval and security operations in all weather and sea conditions

Customized vessels: including research vessels and icebreakers designed for ferry systems, navies and cruise lines

Fishery: high-tech and environmentally friendly vessels for fishery and aquaculture

- Offshore Wind Demand: total installed capacity expected to rise from 73.7 GW to 258.3 by 2030 and to 566.6 GW by 2040 worldwide<sup>1</sup>
- Orderbook: as of September 30, 2024, the fleet of SOVs and CSOVs consists of 51 units, worldwide order backlog amounts to 60 units, excluding vessels from Chinese owners, with Fincantieri accounting for approximately 1/3 of the market<sup>2</sup>
- Multipurpose Supply Vessels: demand for multi-purpose vessels suitable for working on both wind and oil & gas projects. Fincantieri successfully signed orders for 3 vessels out of **13**3
- Sustainability: governmental support to green transition, simplification of authorization process for new wind park, inflation slowdown suggest accelerating investments from 2028, doubling the average GW installed per year
- Technological Progress: reflecting demand to manage costs and secure emissions targets, VARD's offering includes systems using alternative fuels and automation
- Shipyards: Norway (Brattvaag, Søviknes, Langsten), Brazil (Promar), Vietnam (Vũng Tàu) and Romania (Tulcea, Brăila)















































- POP database 3Q 2024, 4COffshore
- 4COffshore Service Vessels Database as at End September 2024; Fincantieri analysis
- - AHTS = Anchor Handling Tug Supply; PSV = Platform Supply Vessels; OECV = Ocean Energy Construction Vessels; SOV = Service Operation Vessel; CSOV = Commissioning Service Operation Vessel; IMR= Inspection, Maintenance and Repair VARD's client is Windward Offshore, a joint venture consortium currently under establishment and led by ASSC's offshore arm SeaRenergy Group in Germany

# Underwater is a complex ecosystem with multiple technologies involved, with non-conventional UW representing a relevant share

# Market trends driving ...



Underwater communication and energy infrastructures are essential but poorly protected from external threats



Growing geopolitical tension, with the Mediterranean and Red Sea increasingly under threat as the crossroads of three continents



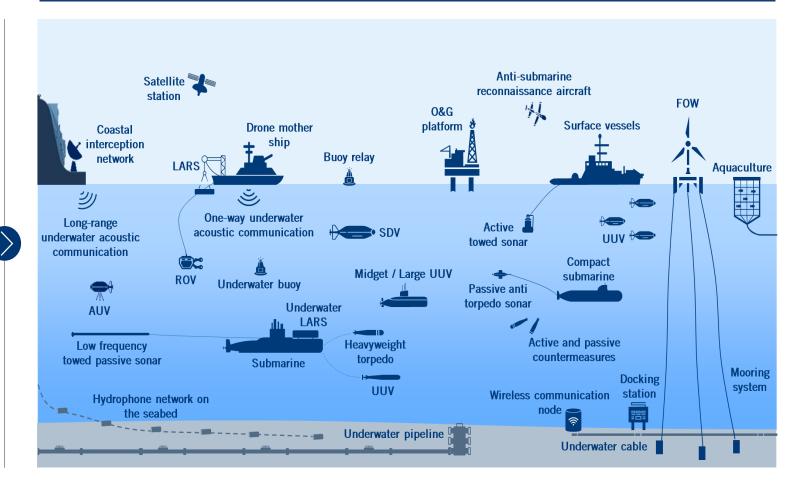
Technological innovation is a key factor in developing products and systems adapted to the inherent complexities of the underwater domain

Addressing a large market opportunity growing significantly in the coming years

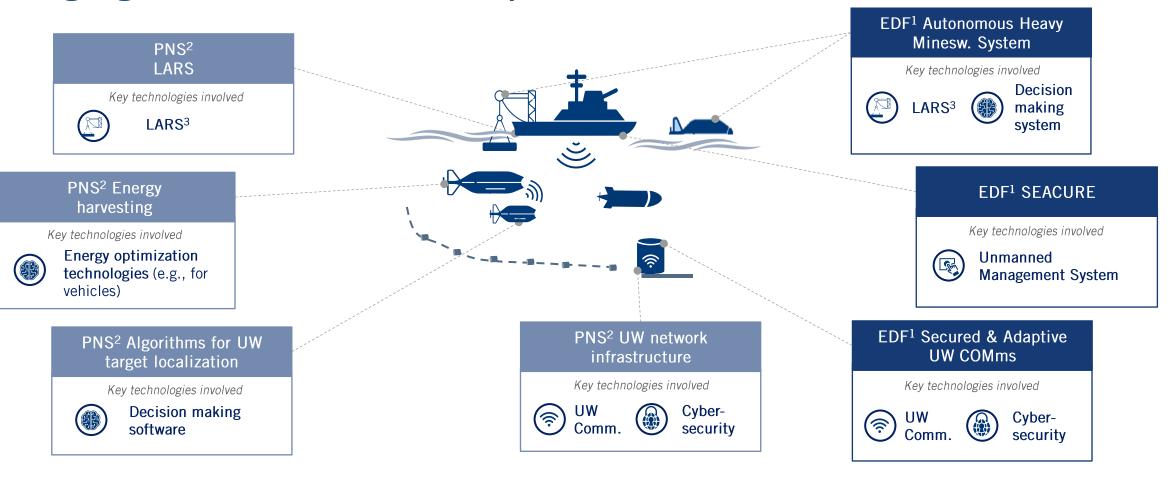
> € 100 bn

(Market size 2024-28)

...a broad spectrum of technologies to master future subsea environment

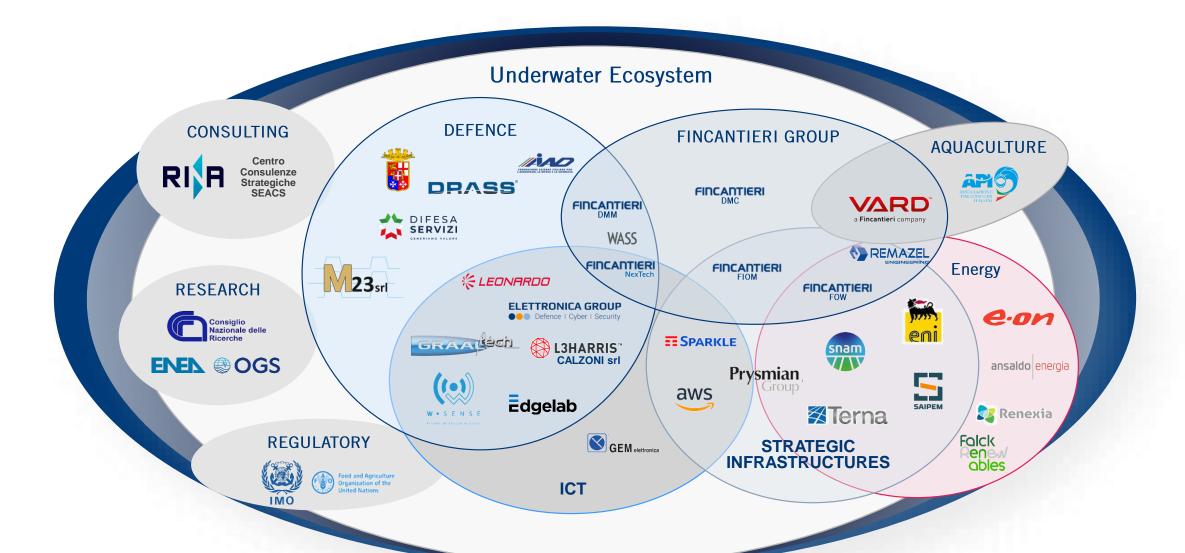


# Fincantieri is further developing its underwater key technologies also leveraging on national and European tenders



- EDF: European Defence Fund
- 2. PNS: Polo Nazionale della Subacquea i.e. National Underwater Hub
- 3. LARS: Launch And Recovery Systems

# Italian underwater stakeholders



# Strong growth opportunities in the subsea domain through acquisition of Remazel and UAS



# Underwater Armament Systems business



Global leader in the design and supply of highly customized and complex topside equipment operating in the deep-water offshore

Leonardo S.p.A.'s "Underwater Armament Systems" (UAS) business<sup>1</sup>, leader in the development and construction of underwater defence systems, in particular torpedoes, ASW<sup>2</sup> countermeasures and sonar, service and support



Strategic rationale

Strengthening the Group's positioning in offshore, subsea operations and offshore marine energy technologies, enhancing its role as major national and international player in the marine and subsea energy system

Strengthening the leadership role as technological aggregator in the underwater and naval defence sectors, expanding the underwater offering with highly complementary product portfolio, consolidating the Italian Navy relationship and widening further the international reach



**Status** 

Acquisition completed on February 15, 2024

Acquisition completed on January 14, 2025

# Partnership strategy in the underwater dimension



Third new generation submarine for the Italian Navy for the U212 Near Future Submarine program, led by OCCAR (May, 31)

January - June

Polo Nazionale della dimensione Subacquea» (PNdS) for the submarine dimension (Dec, 12)

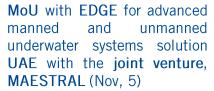
MoU with Wsense to start collaboration in the Underwater Internet of Things (UIoT) (Dec, 21)

December



(MoU)

Tested the platform Multi Mission MUS Toolkit, for the deployment of autonomous underwater vehicles (Sep, 25)



Signed by POWER4FUTURE a framework supply agreement with FIB for the supply of battery modules (Nov, 15)



**EDGE** 

September - November

2023

July - November



MoU with C.A.B.I. Cattaneo, for underwater vehicles and their integration with larger vessels (Aug, 3)



MoU with Leonardo for the protection of critical underwater infrastructure (Oct, 27)



2024



MoU with Saipem for cooperation in subsea robotics for surveillance and control of critical underwater infrastructure (Mar, 19)

January - August



Fourth U212 Near Future Submarine (Jun, 28)







MoU with Sparkle for the protection and surveillance of submarine cables (Dec. 17)

# CONCLUDING REMARKS

# Fincantieri represents a uniquely positioned investment story with strong top line and profitability growth over the plan period

- Global leader in shipbuilding with highly differentiated technology and vertical integration in-house to drive future outperformance
  - 2 Leveraging attractive long-term growth across all its business lines

# **FINCANTIERI**

3 Higher quality of earnings and focus on cruise efficiency initiatives

Key investment highlights

- Clear strategic initiatives to deliver growth, improved margin and deleveraging through different product mix between cruise, defence and off-shore
- Potential upsides of new underwater business, not included in the current business plan
- Experienced management team committed to delivering business plan targets



# Appendix

# Business Plan revenues at c. €10 bn in 2027, focusing on opportunities driven by market macro-Trends

# Current Business Outlook underpins potential to accelerate growth

### **Growth Initiatives**



# Cruise market rebound after Covid-crisis

Cruise market rebound, with passengers estimated at around 39.5 mln in 20271



### Defence market in a new global context

Expenditure on naval assets is projected to grow in line with overall defence spending, supported by the increasing role of the underwater domain



### Wind power sector driving Offshore

Growth in offshore wind sector offers strong potential for specialized vessels



### Strong push for ESG and decarbonization

Challenging emissions reduction targets: neutrality by 2050<sup>2</sup> and 40% reduction of average CO<sub>2</sub> intensity per ton/mile by 2030 vs 2008<sup>3</sup>



# Strategic role of the underwater segment

Growing underwater economy driven by a challenging geopolitical environment and an increasing requirement of advanced technologies



FY2023 Revenue € 7.7 bn

+€2.1 bn

# Focus on margin / profitability

FY2023 EBITDA margin 5.2%

FY2027 EBITDA margin ~ 8.0%

FY2027 Revenue

~ € 9.8 bn

+300 bps improvement

# **Significant** deleveraging

FY2023 NFP/EBITDA 5.7x

FY2027 NFP/EBITDA 2.5 - 3.5x

NFP/EBITDA halved

### Focus on profitability and Deleveraging



Focus on core Business



## Life-cycle management

Review product portfolio. Development of digital maximise efficiency and applications and data platforms transitioning from push further on modernisation of capex to opex offering. design/production reducing total cost of capabilities ownership for its clients



## System integration

Strengthen Fincantieri positioning as system integrator across all business segments



## Financial discipline

Optimization of procurement strategy and spending governance

# Industrial sustainability

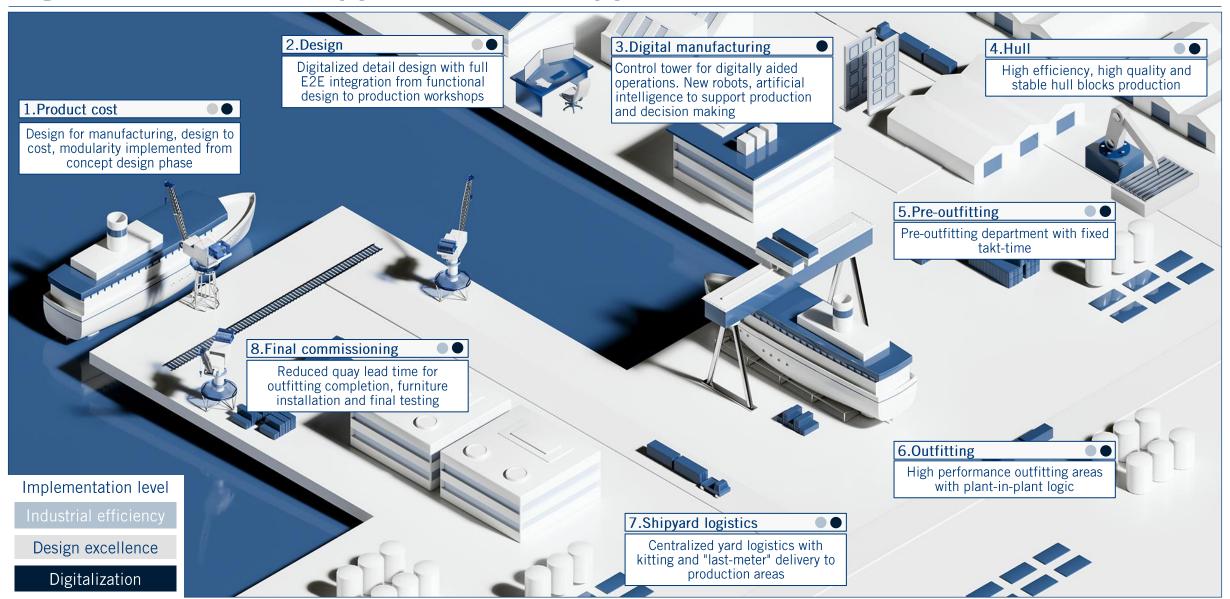
First net zero vessel by 2035 and leadership in ÉSG

Cruise revenues expected at record levels of c. € 4 bn in 2027, with the remaining growth driven primarily by Defence and **Offshore** 

- Cruise Lines International Association, 2024
- CLIA Cruise Industry August 2023, Environmental Technologies and Practices

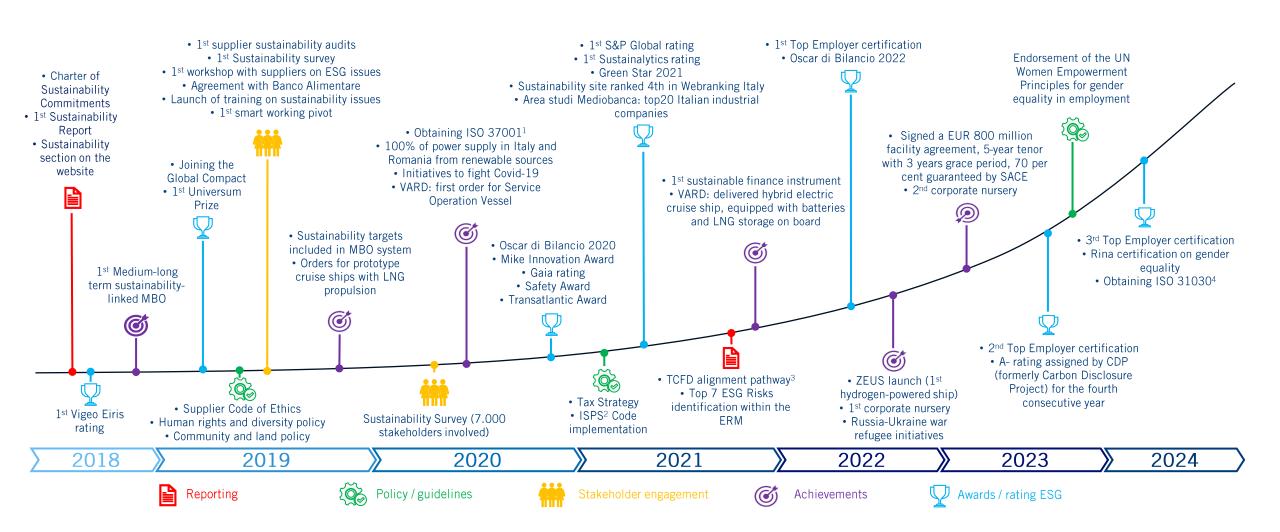
3. Cruise Only

# Digitalization of shipyards: the shipyard of the future



Appendix

# Fincantieri's sustainability journey

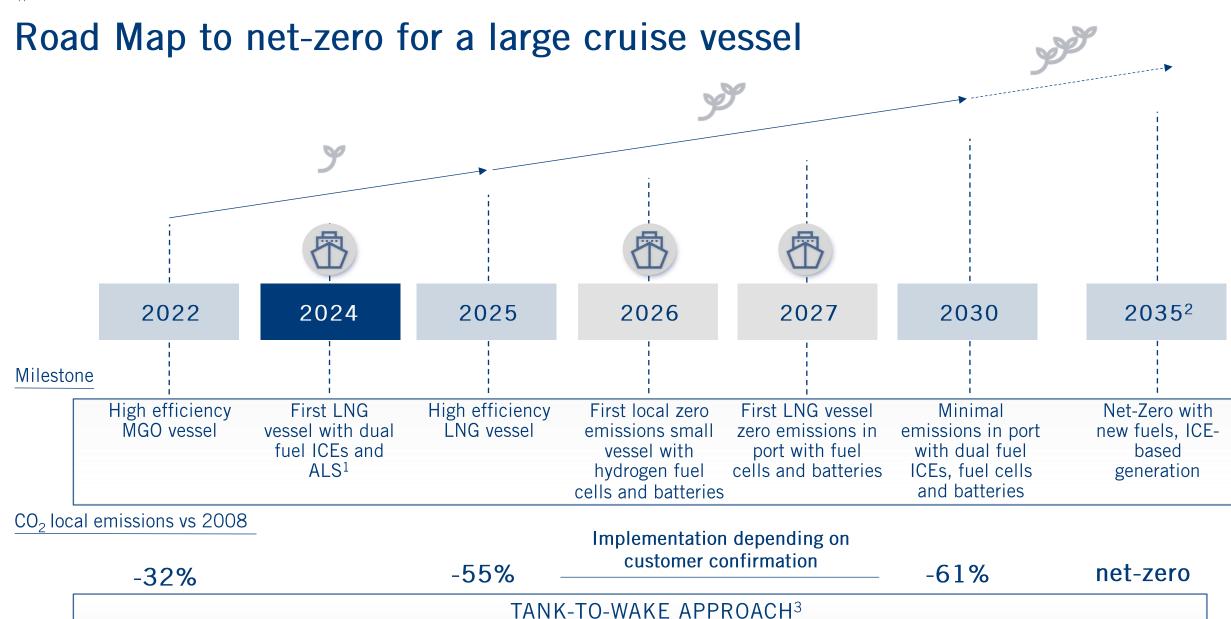


<sup>1.</sup> Certification that helps prevent, detect, and manage situations of corruption by the organization, its staff, and its business partners

<sup>2.</sup> International Ship and Port Facility Security, a set of standards to improve the security of ships and port facilities

Task Force on Climate-related Financial Disclosures, formed in 2015 to develop a framework for companies on financial reporting of climate change-related risks

<sup>4.</sup> Certification which provides organizations with the guidance needed to manage and participate in organizational travel for Fincantieri S.p.A.



Emissions reduction based on «selected standard profile»: 63% in navigation, 37% in harbor and vs baseline of Fincantieri reference

<sup>1.</sup> ICE: Internal Combustion Engine; ALS: Air Lubrication System

<sup>2.</sup> The target achievement by 2035 is subject to technological, regulatory, and infrastructure availability

<sup>3.</sup> Tank-to-Wake approach: it takes into account the emissions resulting from burning or using a fuel once it is already in the tank

# Recent energy transition roadmap milestones

# IPCEI Hy2Tech – Wave 2 the Future Project





Dual Fuel (Methanol)



~150 GRT







Fuel Cell (Solid Oxide)



~60 GRT





Fuel Cell (Proton Exchange Membrane)



~60 GRT

Alternative Fuels (H2, NH3, etc.)





Dual Fuel (Liquified Natural Gas)



200+ GRT









30

# Sustainability driving new product offering and orders







Cruise

6 orders acquired

 2 new next-generation cruise ships for Regent Seven Seas and 4 for Oceania **Cruises:** significant contribution to decarbonization goals

3 deliveries, among which:

- Sun Princess for Carnival Cruises: first LNG cruise ship built by Fincantieri (Q1 2024)
- Explora II for MSC: "Comfort Noise and Vibration" and "Dolphin" and "Dolphin" notations by RINA (Q3 2024)



5 orders acquired, among which:

• Fourth U212 NFS for the Italian Navy: Lithium Energy Storage System (replacing traditional lead-acid system currently in use)

3 deliveries, among which:

1 LNG vessel for Crowley Maritime Corp.: LNG carbon-based fuel (Q2 2024)



Offshore and **Specialized** vessels

11 orders acquired

- 2 CSOV for Windward Offshore: hybrid battery system and prepared for future operation on green methanol
- 2 CSOV for Dong Fang Offshore: efficient machinery and propulsion
- 1 CSOV for Cyan Renewables: highly fuel-efficient solutions, consolidating the path toward **zero-emission** operations
- 1 CSOV for Navigare Capital Partners: advanced battery solutions
- 1 CSOV for REM Offshore: diesel-electric and battery hybrid propulsion
- 2 OECV for Island Offshore: including 1.7 MWh Energy Storage System for hybrid propulsion and a Heat Recovery System for energy efficiency
- 1 ECV for Wind Energy Construction: new vessel category with capacities to support further expansion of renewables market
- 1 Factory Trawler for Havbryn: energy storage and hybrid diesel-electric propulsion systems

# 6 deliveries

- 1 Marine Robotic for Ocean Infinity Group Limited (Q1 2024): designed to use green ammonia as fuel
- 1 Fishery for DFFU: most efficient technology for minimum environmental footprint (Q1 2024)
- 1 CSOV for Norwind Offshore: SeaQ Green Pilot providing full overview of energy consumption statistics (Q1 2024)
- 1 SOV for REM Wind Offshore: diesel-electric and battery hybrid propulsion system (Q2 2024)
- 1 OPV for Norwegian Coast Guard: environmentally oriented solutions (Q3 2024)
- 1 SOV for Norwind Offshore: Power Management System (PMS) and Energy Management System (EMS) to control and monitor systems and overview emissions (Q3 2024)

- Notation awarded to Explora II for its low noise and vibration levels
- Notation awarded to Explora II for its minimized noise impact in ecologically sensitive marine areas

Appendix FINCANTIERI

# UAS business' compelling product offering and financial profile strongly complement Fincantieri's underwater strategy

# **Business Description**

Whitehead Alenia Sistemi Subacquei S.p.A. ("WASS") is a company specialized in the development and construction of underwater defence systems, in particular torpedoes and sonar. In 2016 the company was absorbed into Leonardo, becoming a business line denominated "Underwater Armaments Systems" ("UAS business"):

- Key product offering includes torpedoes, ASW¹ Countermeasures, sonars, service & support
- Specialized in the construction of underwater defence systems
- Global leader in high-tech lightweight and heavyweight torpedoes
- Renowned underwater player with several Navies as customers
- Located in 2 sites in Italy, Livorno and Pozzuoli, and employs ~ 445 people

# Livorno Torpedoes ASW¹ systems Sonar Pozzuoli Sonar torpedoes heads

# 2023 Financial highlights<sup>2</sup>

€ **456 mln**Backlog

€ 165 mIn Revenues

€ 35.1 mIn EBITDA 21.2% EBITDA margin

# **Strategic Considerations**

Total max enterprise value of € 415 mln³, with closing expected by the beginning of 2025, funded by 2024 capital increase, successfully completed in July

Strengthen exposure to the growing defence market, in the highly attractive underwater segment

Reinforce the Italian Navy relationship, while penetrating new foreign markets by leveraging UAS business' international reach

Integrate best-in-class torpedoes and countermeasures on Fincantieri surface ships and submarines, benefiting from a highly complementary underwater product portfolio

Consolidate key capabilities in the underwater ecosystem, particularly related to electroacoustic and electronic control systems

Support for the development of a complete suite of non-conventional underwater systems and solutions, both for defence and civil markets and applications

Anti-Submarine warfare

Source: Target's management data (reference year: 2023A

The value of the acquisition is equal to \$300 mln as fixed enterprise value, subject to usual price adjustment mechanisms, in addition to a maximum of \$115 mln as a variable component based on certain growth assumptions linked to the performance of the UAS business line in 2024, for 32