## 3 <br> ODFJELL

## 2013 FOURTH QUARTER REPORT



## Fourth Quarter Report 2013 <br> Odfjell SE - Consolidated

## Highlights 4Q 2013

- Time-charter results down 5\% compared with last quarter.
- EBITDA of USD 18 million, compared with USD 17 million in the fourth quarter of 2012.
- Impairment of net USD 76 million recognised related to Odfjell Terminals (Rotterdam) OTR
- The terminal construction project at Charleston has been completed in December, thereby making the initial 80,000 cbm available for service.

Key figures

| (USD mill. unaudited) | 4Q13 | 3Q13 | FY2013 | 4Q12 | FY2012 |
| :--- | ---: | ---: | ---: | ---: | ---: |
| Revenue | $\mathbf{2 8 4}$ | 296 | $\mathbf{1 , 1 6 5}$ | 296 | 1,212 |
| Gross result | $\mathbf{5 0}$ | 64 | $\mathbf{2 4 2}$ | 52 | 222 |
| EBITDA | $\mathbf{1 8}$ | 37 | $\mathbf{1 1 7}$ | 17 | 93 |
| EBIT | $\mathbf{( 9 9 )}$ | 23 | $\mathbf{( 7 5 )}$ | $(23)$ | $(43)$ |
| Net finance | $\mathbf{( 1 1 )}$ | $(13)$ | $\mathbf{( 4 0 )}$ | $(19)$ | $(68)$ |
| Tax | $\mathbf{9}$ | $(0)$ | $\mathbf{7}$ | 3 | 0 |
| Net result (loss) | $\mathbf{( 1 0 2 )}$ | 9 | $\mathbf{( 1 0 8 )}$ | $\mathbf{( 4 0 )}$ | $(111)$ |

## Business segments

## Chemical Tankers

Activities slowed somewhat during the fourth quarter, and combined with significant delays, scheduling constraints and ensuing cancellations, the result for the quarter trailed the previous quarter. Although volumes and rates out of the US and Europe firmed and remained strong, a decline in exports out of Asia and the Middle East has put increased pressure on rates. Storms and heavy weather caused delays as well as increased fuel consumption. Whilst the third quarter 2013 average Odfix closed at 120, the fourth quarter came in at 114. This was lower than expected, with December in particular disappointing.

West of the Suez there are buoyant activities in basically all markets, with volumes and rates holding firm. Contracts of Affreightment (COA) nominations are healthy, and most COAs are being renewed at higher rates. The average rate per tonne shipped was higher than the previous quarter; however, volume shipped was lower, due to delays and scheduled off-hires. Bunker prices proved somewhat softer. The average price of bunkers purchased during the quarter was approximately USD 623 per tonne, and thus almost equal to previous quarter.

| Chemical Tankers (USD mill) | 4Q13 | 3Q13 | FY2013 | 4Q12 | FY2012 |
| :--- | ---: | ---: | ---: | ---: | ---: |
| Revenue | $\mathbf{2 5 8}$ | 262 | $\mathbf{1 , 0 2 8}$ | 258 | 1,066 |
| Gross Result | $\mathbf{4 2}$ | 52 | $\mathbf{1 9 3}$ | 35 | 158 |
| EBITDA | $\mathbf{1 9}$ | 30 | $\mathbf{9 8}$ | 12 | 65 |
| EBIT | $\mathbf{( 6 )}$ | 7 | $\mathbf{3}$ | $(19)$ | $(35)$ |
| Net bunker per tonne (USD) | $\mathbf{5 5 3}$ | 565 | $\mathbf{5 5 6}$ | 556 | 542 |

ODFJELL

| Indices | $\mathbf{3 1 . 1 2 . 1 3}$ | $\mathbf{3 0 . 0 9 . 1 3}$ | $\mathbf{3 1 . 1 2 . 1 2}$ |
| :--- | ---: | ---: | ---: | ---: |
| Odfix $(1990=100)^{1}$ | $\mathbf{1 1 4}$ | 120 | 110 |
| Opex $(2002=100)^{2}$ | $\mathbf{1 6 7}$ | 168 | 173 |

${ }^{1}$ The Odfix index is a weighted time-charter earnings index for a selection of vessels.
${ }^{2}$ The Opex index includes owned and bareboat chartered vessels.

## LPG/Ethylene

Ethylene export volumes east of Suez were reduced due to production issues in Al Jubail and Ruwais. In Asia, ethylene export from Taiwan to Southeast Asia was the most active trade route, and Odfjell secured several consecutive voyages. Otherwise, a large number of open vessels east of Suez pressed freight rates downwards. West of Suez, however, ethylene shipping had a strong quarter. This was primarily due to increased exports from Houston, which resulted in full utilisation of production capacity with cargoes moving to South America, Europe and South East Asia.

Fourth quarter results were weaker than expected, with total revenues for the fourth quarter at USD 2 million, and an EBITDA at negative USD 1 million.

## Fleet changes

Since the start of the fourth quarter the Company has added three time-charter vessels with stainless steel tanks to its fleet. A total of ten time-charter vessels were added in 2013, all but two with stainless steel tanks. In December 2013 we acquired the Bow Santos, a 20,000 dwt vessel with 22 stainless steel tanks built in 2004. Prior to the acquisition, the Bow Santos was on a long-term bare-boat charter to Odfjell.

Effective 1 January 2014, Odfjell and Euroceanica have agreed to dissolve the pool of stainless steel tankers trading in the Baltic, Northwest Europe and the Mediterranean. We will continue trading our vessels in this area under our former name "Odfjell Europe AS". Both parties will retain their original contracts and customer base, and customer service will not be affected. The discontinuation of the pool will have a very limited direct impact on the Odfjell Group's financial statements.

In December 2013 we sold the 1999-built Bow Mate, a 6,000 dwt vessel that was engaged in the inter-Asia regional trade. The sale gave a loss of USD 5.4 million.

The first two of the four 46,000 dwt coated chemical tankers on order at the Hyundai Mipo Yard in Korea will be delivered in late February and mid-March. The two remaining vessels are on schedule to be delivered in early May and late July 2014 respectively.

| Fleet additions (last 12 months) | DWT | Built | Tanks | Transaction |  |
| :--- | :--- | :--- | :--- | :--- | :--- |
| January 2014 | Celsius Mumbai | 19,993 | 2005 | Stainless | 1.5 years TC |
| December 2013 | RT Star | 26,199 | 2011 | Stainless | 3 years TC |
| December 2013 | Celsius Miami | 19,991 | 2005 | Stainless | 1.5 years TC |
| November 2013 | Celsius Manhatten | 19807 | 2006 | Stainless | 1.5 years TC |
| November 2013 | Bow Condor | 16,121 | 2000 | Stainless | Purchase, J/V |
| October 2013 | Bow Eagle | 24,700 | 1988 | stainless | 1 year TC |

ODFJELL

| August 2013 | Southern Koala | 21,290 | 2010 | Stainless | 2 years TC |
| :--- | :--- | :---: | :--- | :--- | :--- |
| August 2013 | Golden Top | 12,705 | 2004 | Stainless | 2.5 years TC |
| July 2013 | Celsius Mayfair | 20,000 | 2007 | Stainless | 2 year TC |
| June 2013 | Bow Pioneer | 75,000 | 2013 | Coated | New delivery |
| May 2013 | Bow Engineer | 30,086 | 2006 | Stainless | Purchase |
| March 2013 | UACC Messila | 45,352 | 2012 | Coated | 1 year TC |
| March 2013 | Bow Nangang | 9,000 | 2013 | Stainless | New delivery |
| March 2013 | Chembulk Sydney | 14,271 | 2005 | Stainless | 1-2 year TC |
| January 2013 | Chembulk Wellington | 14,312 | 2004 | Stainless | 1-2 years TC |
|  |  |  |  |  |  |
| Fleet disposals, owned (last 12 months) | DWT | Built | Tanks | Transaction |  |
| December 2013 | Bow Mate | 6,008 | 1999 | Stainless | Sale |
| October 2013 | Bow Eagle | 24,700 | 1988 | Stainless | Sale |
| May 2013 | Bow Cheetah | 40,257 | 1988 | Coated | Recycling |
| January 2013 | Bow Leopard | 39,512 | 1988 | Coated | Recycling |

## Tank Terminals

Odfjell's shareholding in our tank terminals business contributed an EBITDA of negative USD 0.6 million in the fourth quarter.

With the exception of OTR, terminal results were mainly in line with our expectations. In Houston the higher throughput was sustained throughout the fourth quarter. Activities in Asia were on budget, but occupancy went down in Korea as considerable new capacity has been brought on-stream in Ulsan.

The terminal construction project at Charleston has been completed in December, thereby making the initial 80,000 cbm available for service. Our terminal project in Tianjin is progressing and construction is planned to be completed by Q4 2014. The expansion project at our terminal in Houston to add $30,000 \mathrm{cbm}$ of stainless steel tanks is in construction and expected to be completed by end of Q2 2014, reaching then a total terminal capacity of $362,000 \mathrm{cbm}$.

OTR’s fourth-quarter EBITDA came in negative USD 9.1 million, slightly lower compared with the third quarter. The EBITDA included USD 1.9 million in non-recurring items related to legal fees and fines.

In order to reflect the current and planned activities at the terminal, in line with commitments to the Rotterdam municipality, OTR has started the process of renewal of its environmental operating permit. The new permit will replace a number of existing licenses and cover the new regulatory requirements and the future activities of the terminal. In order to more effectively implement the improvements at the terminal, we have decided to slow down the pace at which new capacity is brought on stream. Planned maintenance inspections will temporarily reduce the commercial available capacity at end of December 2013. Occupancy by end of December was $72 \%$ of the commercially available capacity of $730,000 \mathrm{cbm}$, reflecting also a softer storage market in Europe.

OTR reported substantial losses in 2013 due to reduced capacity and ongoing challenges at the terminal over the last 18 months. While the long-term plans are being developed,
substantial efforts will be made to improve the profitability of the terminal through bringing back further tank capacity in service and by adjusting the cost structure to the expected activity levels for the coming years. This first phase will focus on stabilising the current position, both operationally and financially.

In parallel OTR continues to develop its long-term business plan. This second phase plan will reflect the new regulatory environment and addresses long-term business opportunities provided by the terminal's strategic location, including a series of projects which are currently under evaluation. In view hereof, including expected reduced available capacity and throughput level at OTR in the coming years, we have recognised an impairment of USD 76 million (net of tax income of USD 5 million) in the fourth quarter in respect of certain assets, including customer relations and goodwill.

| Tank Terminals (USD mill) | 4Q13 | 3Q13 | FY2013 | 4Q12 | FY2012 |
| :--- | ---: | ---: | ---: | ---: | ---: |
| Revenue | $\mathbf{2 5}$ | 33 | $\mathbf{1 2 9}$ | 34 | 145 |
| Gross result | $\mathbf{8}$ | 13 | $\mathbf{5 3}$ | 16 | 63 |
| EBITDA | $\mathbf{( 0 )}$ | 7 | $\mathbf{2 2}$ | 5 | 27 |
| EBIT | $\mathbf{( 9 1 )}$ | 17 | $\mathbf{( 7 2 )}$ | $\mathbf{( 5 )}$ | $\mathbf{( 8 )}$ |


| EBITDA by geographical segment (USD mill.) $^{1}$ | 4Q13 | 3Q13 | FY2013 | 4Q12 | FY2012 |
| :--- | ---: | ---: | ---: | ---: | ---: |
| Europe | $\mathbf{( 8 )}$ | $(8)$ | $\mathbf{( 3 3 )}$ | $(11)$ | $(32)$ |
| North America | $\mathbf{3}$ | 4 | $\mathbf{1 4}$ | 3 | 14 |
| Asia | $\mathbf{3}$ | 6 | $\mathbf{2 3}$ | 6 | 27 |
| Middle East | $\mathbf{2}$ | 4 | $\mathbf{1 8}$ | 6 | 18 |
| Total | $\mathbf{0}$ | 7 | $\mathbf{2 2}$ | 5 | 27 |

${ }^{1}$ Revenues and the profit from the terminals included in the Lindsay Goldberg transaction in 2013 are recognised according to the new ownership percentages from 1 September.

## Finance

Two of the four vessels under construction in Korea are being financed through a long-term sale/lease-back arrangement, which will be effective on delivery of the vessels. The two remaining vessels are being financed through export credit financing in combination with a commercial tranche. Since the start of the fourth quarter the Company has agreed new loan facilities and refinanced maturing loans resulting in around USD 90 million in new liquidity. An Odfjell bond that matured in December was repaid with USD 62.5 million.

We are assessing various sources of finance for the order of four 17,000 cbm LGP/Ethylene vessels (with up to four options), and are also evaluating potential sources of financing to fund further growth of our LPG/ethylene activities, including partnerships with industrial or financial stakeholders.

ODFJELL

| Key figures (USD mill.) | $\mathbf{4 Q 1 3}$ | $\mathbf{3 Q 1 3}$ | $\mathbf{4 Q 1 2}$ |
| :--- | ---: | ---: | ---: |
| Cash and available-for-sale investments | $\mathbf{1 6 2}$ | 213 | $\mathbf{1 7 5}$ |
| Interest bearing debt | $\mathbf{1 , 3 5 0}$ | 1,326 | 1,221 |
| Net interest bearing debt | $\mathbf{1 , 1 8 8}$ | 1,113 | 1,046 |
| Available drawing facilities | $\mathbf{0}$ | 102 | 94 |
| Total equity | $\mathbf{7 5 9}$ | 829 | 914 |
| Equity ratio | $\mathbf{3 2 . 2 \%}$ | $33.8 \%$ | $36.9 \%$ |

## Shareholder information

By end of December, Odfjell A and B shares were trading at NOK 41.00 and NOK 39.50 respectively, against NOK 40.10 and NOK 39.00 respectively at the close of the previous quarter. In the same period the Oslo Stock Exchange Benchmark Index gained 7\% and the Transportation Index gained 15\%.

As of 31 December 2013 Odfjell had a market capitalisation of around NOK 3,905 million, which is equivalent to around USD 643 million.

## Prospects

The US posted its strongest GDP growth for the last three years on the back of acceleration in private sector demand led by stronger consumer spending and a pickup in exports.

The European economy has continued its gradual improvement, with Germany and the UK leading the way. Confidence is also slowly returning to the Mediterranean countries, reflected by an investor appetite for sovereign debt not seen in years. China's economic growth is decelerating, with growth of still healthy $7.7 \%$ in the fourth quarter.

The fundamentals within the LPG/Ethylene segment continue to improve, and we expect stronger earnings in 2014.

US shale gas and tight oil is breathing new life into the US chemical industry, with both cheap feedstock and energy fuelling a significant competitive edge. We expect this to have a positive impact in all our segments in the medium to long term, by boosting the number of cargoes on the market, sailing distances and demand for storage.

Based on the above we expect a slow but steady increase in demand for Odfjell's services. Orders for chemical tankers are picking up, but the order book within the core chemical segment still remains moderate, although cash rich private equity is also entering this space.

We expect the first quarter of 2014 to be similar to or slightly better than the fourth quarter for the company's chemical tankers. With regard to terminals, with the exception of OTR, we expect continued stable results.

## ODFJELL GROUP

| STATEMENT OF COMPREHENSIVE INCOME | 1Q13 | 2Q13 | 3Q13 | 4Q13 | 4Q12 ${ }^{\text {3) }}$ | FY 2013 | FY 2012 ${ }^{\text {3) }}$ |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| (USD mill) |  |  |  |  |  |  |  |
| Gross revenue | 291 | 294 | 296 | 284 | 296 | 1165 | 1212 |
| Net income from associates and joint ventures | 0 | 0 | 0 | 0 | 0 | 1 | 1 |
| Voyage expenses | (122) | (116) | (127) | (127) | (130) | (491) | (532) |
| Time-charter expenses | (44) | (39) | (37) | (45) | (43) | (165) | (173) |
| Operating expenses | (68) | (69) | (68) | (63) | (72) | (268) | (285) |
| Gross result | 58 | 70 | 64 | 50 | 52 | 242 | 222 |
| General and administrative expenses | (32) | (34) | (28) | (32) | (35) | (125) | (129) |
| Operating result before depreciation, amortisation and capital gain (loss) on non-current assets (EBITDA) | 27 | 36 | 37 | 18 | 17 | 117 | 93 |
| Depreciation | (31) | (31) | (33) | (31) | (34) | (126) | (132) |
| Impairment | - | - |  | (81) |  | (81) | - |
| Capital gain (loss) on non-current assets | (1) | 3 | 19 | (5) | (7) | 16 | (4) |
| Operating result (EBIT) | (6) | 8 | 23 | (99) | (23) | (75) | (43) |
| Interest income | 1 | 1 | 2 | 1 | 1 | 5 | 3 |
| Interest expenses | (13) | (12) | (14) | (12) | (14) | (51) | (53) |
| Other financial items | 4 | 1 | (5) | (2) | (5) | (1) | (16) |
| Currency gains (losses) | 2 | (0) | 4 | 2 | (1) | 7 | (3) |
| Net financial items | (6) | (10) | (13) | (11) | (19) | (40) | (68) |
| Result before taxes | (11) | (2) | 10 | (110) | (43) | (114) | (111) |
| Taxes | (2) | (0) | (0) | 9 | 3 | 7 | 0 |
| Net result | (13) | (2) | 9 | (102) | (40) | (108) | (111) |

## OTHER COMPREHENSIVE INCOME

Net other comprehensive income to be reclassified to profit or loss in subsequent periods:
Cash flow hedges changes in fair value
Cash flow hedges transferred to profit and loss statement

| $(2)$ | $(1)$ | 8 |
| :---: | :---: | :---: |
| $(2)$ | $(0)$ | $(3)$ |
| $(0)$ | $(0)$ | 0 |
| $(4)$ | 3 | $(10)$ |

Exchange rate differences on translating foreign operations
(10

|  |  |  |  |  |  |
| :--- | ---: | ---: | ---: | ---: | ---: |
| STATEMENT OF FINANCIAL POSITION | $\mathbf{1 Q 1 3}$ | $\mathbf{2 Q 1 3}$ | $\mathbf{3 Q 1 3}$ | FY2013 | FY2012 |
| (USD mill) |  |  |  |  |  |
| Intangible assets | 107 | 107 | 107 | 44 | 110 |
| Ships | 1198 | 1272 | 1256 | 1256 | 1190 |
| Newbuilding contracts | 88 | 40 | 46 | 69 | 103 |
| Tank terminals | 441 | 454 | 482 | 492 | 448 |
| Other non-current assets | 76 | 75 | 77 | 85 | 70 |
| Investments in associates | 22 | 22 | 22 | 23 | 23 |
| Non-current receivables | 65 | 74 | 48 | 33 | 49 |
| Total non-current assets | $\mathbf{1 9 9 6}$ | $\mathbf{2 0 4 4}$ | $\mathbf{2 0 3 8}$ | $\mathbf{2 0 0 2}$ | $\mathbf{1 9 9 3}$ |
|  |  |  |  |  |  |
| Current receivables | 168 | 162 | 165 | 155 | 139 |
| Bunkers and other inventories | 19 | 25 | 31 | 37 | 37 |
| Derivative financial instruments | 6 | 1 | 3 | 4 | 7 |
| Available-for-sale investments | 15 | 9 | 10 | 10 | 17 |
| Cash and cash equivalents | 118 | 226 | 203 | 152 | 153 |
| Total current assets | $\mathbf{3 2 5}$ | $\mathbf{4 2 3}$ | $\mathbf{4 1 2}$ | $\mathbf{3 5 7}$ | $\mathbf{3 5 8}$ |
| Assets held for sale | 223 | 173 | - | - | 224 |
| Total assets | $\mathbf{2 5 4 3}$ | $\mathbf{2 6 4 1}$ | $\mathbf{2 4 5 1}$ | $\mathbf{2 3 6 0}$ | $\mathbf{2 5 6 9}$ |
|  |  |  |  |  |  |
| Paid in equity | 199 | 199 | 199 | 199 | 83 |
| Other equity | 626 | 633 | 630 | 560 | 825 |
| Non-controlling interests | 7 | - | - | - | 7 |
| Total equity | $\mathbf{8 3 2}$ | $\mathbf{8 3 2}$ | $\mathbf{8 2 9}$ | $\mathbf{7 5 9}$ | $\mathbf{9 1 4}$ |
|  |  |  |  |  |  |
| Non-current liabilities | 127 | 123 | 118 | 65 | 130 |
| Derivatives financial instruments | 15 | 15 | 17 | 17 | 16 |
| Non-current interest bearing debt | 1041 | 1095 | 1128 | 1216 | 995 |
| Total non-current liabilities | $\mathbf{1 1 8 3}$ | $\mathbf{1 2 3 3}$ | $\mathbf{1 2 6 2}$ | $\mathbf{1 2 9 8}$ | $\mathbf{1 1 4 1}$ |
| Current portion of interest bearing debt |  |  |  |  |  |
| Derivative financial instruments | 243 | 244 | 198 | 134 | 226 |
| Current liabilities | 20 | 13 | 12 | 9 | 24 |
| Total current liabilities | 137 | 149 | 150 | $\mathbf{1 5 9}$ | 136 |
| Liabilities held for sale | $\mathbf{4 0 0}$ | $\mathbf{4 0 6}$ | $\mathbf{3 6 0}$ | $\mathbf{3 0 2}$ | $\mathbf{3 8 6}$ |
| Total equity and liabilities | 129 | 171 | - | - | 129 |


| STATEMENT OF CHANGES IN EQUITY (USD mill) | Paid in equity | Exchange rate differences |  | Available for sale reserve | Pension remeasure -ment | Retained equity | Total other equity | Non- $\begin{array}{r}\text { controlling } \\ \text { interests }\end{array}$ | Total equity |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Equity as at 1.1.2012 ${ }^{3)}$ | 80 | 13 | (23) | (1) | - | 903 | 892 | 6 | 979 |
| Comprehensive income | - | 11 | 11 | 1 | (10) | (111) | (98) | 0 | (98) |
| Share sale | 3 | - | - | - | - | 30 | 30 | - | 33 |
| Equity as at 31.12.2012 | 83 | 24 | (12) | 0 | (10) | 822 | 825 | 6 | 914 |
| Equity as at 1.1.2013 | 83 | 24 | (12) | 0 | (10) | 822 | 825 | 6 | 914 |
| Comprehensive income | - | (14) | (1) | (0) | 27 | (108) | (96) | - | (96) |
| Other adjustments |  |  | 12 | - |  | (23) | (12) | - | (12) |
| Share repurchases | (3) | - | - | - | - | (39) | (39) | - | (42) |
| Demerger | 119 |  |  |  |  | (119) | (119) | - | - |
| Disposal minority | - | - | - | - | - | - | - | (6) | (6) |
| Equity as at 31.12.2013 | 199 | 10 | (1) | 0 | 17 | 533 | 560 | - | 759 |

ODFJELL

| PROFITABILITY | 1Q13 | 2Q13 | 3Q13 | 4Q13 | 4Q12 ${ }^{\text {3 }}$ | FY2013 | FY2012 ${ }^{\text {3) }}$ |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Earnings per share (USD) - basic/diluted | (0.16) | (0.03) | 0.12 | (1.29) | (0.46) | (1.36) | (1.37) |
| Return on total assets ${ }^{1)}$ | 0.1\% | 2.3\% | 3.00\% | (29.1\%) | (6.5\%) | (2.3\%) | (2.3\%) |
| Return on equity ${ }^{1)}$ | (5.5\%) | (2.1\%) | (2.4\%) | (49.3\%) | (14.7\%) | (12.9\%) | (11.3\%) |
| Return on capital employed ${ }^{1)}$ | (0.9\%) | 1.2\% | 1.7\% | (19.7\%) | (3.7\%) | (3.5\%) | (2.0\%) |
| FINANCIAL RATIOS |  |  |  |  |  |  |  |
| Average number of shares (mill.) ${ }^{2)}$ | 82.0 | 80.2 | 78.6 | 78.6 | 86.7 | 79.4 | 80.6 |
| Basic/diluted equity per share (USD) | 10.5 | 10.6 | 10.5 | 9.67 | 11.9 | 9.67 | 11.9 |
| Share price per A-share (USD) | 5.0 | 4.5 | 6.7 | 6.7 | 4.3 | 6.7 | 4.3 |
| Debt repayment capability (Years) | 14.8 | 10.6 | 15.5 | 19.3 | 1053 | 14.1 | 46 |
| Current ratio | 1.0 | 1.0 | 1.1 | 1.2 | 1.1 | 1.2 | 1.1 |
| Equity ratio | 32.7\% | 31.5\% | 33.8\% | 32.2\% | 35.6\% | 32.2\% | 35.6\% |
| USD/NOK rate at period end | 5.83 | 6.03 | 6.0 | 6.08 | 5.59 | 6.08 | 5.59 |


| CASH FLOW STATEMENT <br> (USD mill) |  |  |
| :--- | :---: | :---: |
|  | FY2013 | FY2012 |
| CASH FLOW FROM OPERATING ACTIVITIES |  |  |
| Profit before income taxes | $(114)$ | $(111)$ |
| Taxes paid in the period | $(29)$ | 1 |
| Depreciation and impairment | 207 | 132 |
| Capital (gain) loss on non-current assets | $(15)$ | 4 |
| Inventory (increase) decrease | 0 | $(1)$ |
| Trade debtors (increase) decrease | $(11)$ | 12 |
| Trade creditors increase (decrease) | 45 | $(5)$ |
| Difference in pension cost and pension premium paid | $(3)$ | 4 |
| Effect of exchange differences | $(7)$ | 3 |
| Other current accruals | $\mathbf{( 1 4 )}$ | $(8)$ |
| Net cash flow from operating activities | $\mathbf{5 8}$ | $\mathbf{3 1}$ |
|  |  |  |
| CASH FLOW FROM INVESTING ACTIVITIES | 22 | 45 |
| Sale of non-current assets | $(284)$ | $(212)$ |
| Investment in non-current assets | 0 | $(21)$ |
| Investments in shares and in other companies | 92 | - |
| External investments in terminal companies | 7 | 9 |
| Available-for-sale investments | 17 | 12 |
| Changes in non-current receivables | $\mathbf{1 4 5 )}$ | $\mathbf{( 1 6 8 )}$ |
| Net cash flow from investing activities |  |  |


|  | FY2013 | FY2012 |
| :--- | :---: | :---: |
| CASH FLOW FROM FINANCING ACTIVITIES |  |  |
| New interest bearing debt | 474 | 439 |
| Payment of interest bearing debt | $(345)$ | $(361)$ |
| Treasury shares transaction | $(42)$ | 33 |
| Net cash flow from financing activities | $\mathbf{8 7}$ | $\mathbf{1 1 1}$ |
|  | $(0)$ | $(0)$ |
| Effect on cash balances from currency exchange rate | $\mathbf{( 1 )}$ | $\mathbf{( 2 7 )}$ |
| fluctuations |  |  |
| Net change in cash and cash equivalents | 153 | 180 |
| Opening cash and cash equivalents | $\mathbf{1 5 2}$ | $\mathbf{1 5 3}$ |

1) Return ratios are based on annualised results, except for non-recurring items that are included in the relevant period.
2) On 1 October 2012 Odfjell SE entered into a Total Return Swap (TRS) agreement with DNB Markets. The TRS comprised 5,891,166 A-shares and 2,322,482 B-shares with pre agreed strike prices. The TRS was terminated 5 February 2013.
3) See note 7 .

## Notes to the consolidated financial statements

## Note 1 - Accounting principles

Odfjell SE is ultimate parent company of the Odfjell Group. Odfjell SE is a public listed company traded on the Oslo Stock Exchange. The company’s address is Conrad Mohrsv. 29, Bergen, Norway.

## Basis of preparation

The interim consolidated financial statements for Odfjell Group have been prepared in accordance with International Accounting Standard IAS 34 "Interim Financial Reporting". The interim financial statements are unaudited.

## Significant accounting principles

The accounting principles used in the preparation of these financial statements are consistent with those used in the annual financial statements for the year ended 31 December 2012. These consolidated condensed financial statements should be read in conjunction with the 2012 annual financial statements, which include a full description of the Group's accounting principles.

IASB has issued some standards or Interpretation, which are effective from 1 January 2014 or later:
IFRS 9 Financial Instruments
IFRS 10 Consolidated Financial Statements
IFRS 11 Joint Arrangement
IFRS 12 Disclosure of Involvements with Other Entities
IAS 27 Separate Financial Statement (revised)
IAS 28 Investments in Associates and Joint Ventures (revised)
It is expected that changes in IFRS 11 will have material effect in how Odfjell presents it joint arrangement. Net result will not be changed, while total assets will be reduced and equity ratio will increase. Odfjell has presented figures based on equity method in a separate note, see note 10. All other changes are expected to have no or only immaterial effect on the financial statement.

## Note 2 - Segment information

| (USD mill) | $1 \mathrm{Q13}$ | 2Q13 | 3Q13 | 4Q13 | 4Q12 | FY2013 | FY2012 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Chemical Tankers | 253 | 255 | 262 | 258 | 258 | 1028 | 1066 |
| LPG/Ethylene | 4 | 3 | 2 | 2 | 5 | 11 | 6 |
| Tank Terminals | 35 | 36 | 33 | 25 | 34 | 129 | 145 |
| Gross revenue from internal customers | (1) | (1) | (2) | (1) | (1) | (3) | (5) |
| Total gross revenue | 291 | 294 | 296 | 284 | 296 | 1165 | 1212 |
| Chemical Tankers | 18 | 30 | 30 | 19 | 12 | 98 | 65 |
| LPG/Ethylene | (0) | (1) | (1) | (1) | 2 | (3) | 1 |
| Tank Terminals | 9 | 7 | 7 | (0) | 5 | 22 | 27 |
| Total operating result before depreciation, amortisation and capital gain (loss) on non-current assets (EBITDA) | 27 | 36 | 37 | 18 | 17 | 117 | 93 |
| Chemical Tankers | (4) | 6 | 7 | (6) | (19) | 3 | (35) |
| LPG/Ethylene | (1) | (2) | (2) | (2) | 1 | (6) | (0) |
| Tank Terminals | (1) | 3 | 17 | (91) | (5) | (72) | (8) |
| Total operating result (EBIT) | (6) | 8 | 23 | (99) | (23) | (75) | (43) |
| Chemical Tankers | (14) | (11) | (0) | (21) | (40) | (46) | (97) |
| LPG/Ethylene | (2) | (2) | (2) | (2) | 0 | (8) | (1) |
| Tank Terminals | 3 | 10 | 12 | (78) | 0 | (53) | (13) |
| Total net result | (13) | (2) | 9 | (102) | (40) | (108) | (111) |
| Chemical Tankers | 1630 | 1661 | 1615 | 1625 | 1634 | 1625 | 1634 |
| LPG/Ethylene | 59 | 57 | 65 | 50 | 102 | 50 | 102 |
| Tank Terminals | 632 | 750 | 771 | 685 | 609 | 685 | 609 |
| Assets held for sale | 223 | 173 | - | - | 224 | - | 224 |
| Total assets | 2543 | 2641 | 2451 | 2360 | 2569 | 2360 | 2569 |

Note 3 - Net interest bearing liabilities

|  |  |  |
| :--- | ---: | ---: |
| (USD mill) | FY2013 | FY2012 |
| Loans from financial institutions - floating interest rate | 748 | 602 |
| Financial leases | 183 | 191 |
| Bonds | 294 | 211 |
| Current portion interest bearing debt (incl. bonds) | 134 | 226 |
| Transaction costs | $(9)$ | $(9)$ |
| Subtotal interest bearing debt | $\mathbf{1 3 5 0}$ | $\mathbf{1 2 2 1}$ |
| Held for sale | - | 105 |
| Total interest bearing debt | $\mathbf{1 3 5 0}$ | $\mathbf{1 3 2 5}$ |
| Cash and cash equivalent | $(152)$ | $(153)$ |
| Available for sale investments | $(10)$ | $(17)$ |
| Interest bearing liabilities | $\mathbf{1 1 8 8}$ | $\mathbf{1 1 5 6}$ |
| Held for sale | - | $(17)$ |
| Net interest bearing liabilities | $\mathbf{1 1 8 8}$ | $\mathbf{1 1 3 8}$ |


|  |  |  |
| :--- | :---: | :---: |
| (USD mill) | FY2013 | FY2012 |
| New interest bearing debt | 474 | 439 |
| Payment of interest bearing debt | $(345)$ | $(361)$ |

Note 4 - Transactions with related parties
In the normal course of the conduct of its business, the Group enters into a number of transactions with related parties. Odfjell considers these arrangements to be on reasonable market terms.

## Note 5 - Non-current assets

| (USD mill) | FY2013 | FY2012 |
| :--- | ---: | ---: |
| Net carrying amount beginning (incl. held for sale) | 1999 | 1964 |
| Investments in non-current assets | 284 | 213 |
| Sale of non-current assets | $(231)$ | $(46)$ |
| Depreciation and impairment | $(139)$ | $(127)$ |
| Exchange differences | $(9)$ | $(4)$ |
| Assets held for sale | - | $(188)$ |
| Net carrying amount end | $\mathbf{1 9 0 3}$ | $\mathbf{1 8 1 1}$ |

Note 6 - Intangible assets

| (USD mill) | FY2013 | FY2012 |
| :--- | :---: | :---: |
| Net carrying amount beginning (incl. held for sale) | 113 | 115 |
| Depreciation and impairment | $(68)$ | $(4)$ |
| Exchange differences | 2 | 2 |
| Assets held for sale | - | $(3)$ |
| Disposal assets held for sale | $(3)$ | - |
| Net carrying amount end | $\mathbf{4 4}$ | $\mathbf{1 1 0}$ |

## Note 7 - Implementation of IAS 19 in 2012 figures

According to IAS 19 Employee Benefits, which came into effect per 1 January 2013, the corridor mechanism has been removed and unrecognised net actuarial gain and losses are recognised in other comprehensive income. Changes have been applied for retrospectively in accordance with IAS 8 Accounting Policies.

As a result of the changes the following adjustments have been made to the financial statements (USD 1000 ):
As of 1 January 2012:
Decrease in pension assets: USD 2800
Increase in pension liabilities: USD 20623
Decrease in opening other equity: USD 23423
As of 31 December 2012:
Decrease in pension assets: USD 1637
Increase in pension liabilities: USD 31995
Decrease in other equity: USD 33632
Net cost recognised in other comprehensive income: USD 10210

## Note 8 - Fair value and financial instruments

The group classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurement. The measurement used by Odfjell is either level 1 or 2 , where level 1 is quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity an access at the measurement date, and level 2 are inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. For some non-derivative financial assets and liabilities we consider carrying amount to be the best estimate of fair value due to short maturity date and valid terms, i.e. current receivables and payables.

During fourth quarter of 2013 there have been no transfers between levels of the fair value hierarchy. The group accounts for transfers between levels of the fair value hierarchy from the date of the event or change in circumstances that caused the transfer.

Assets and liabilities which are measured at fair value in the Consolidated Balance Sheet and their level of the fair value hierarchy were as follows:

|  | 4Q13 <br> Level 1 | 4Q13 <br> Level 2 | 4Q12 <br> Level 1 | 4Q12 <br> Level 2 |
| :--- | :---: | ---: | ---: | ---: |
| Recurring fair value measurement <br> Financial assets at fair value through profit or loss: <br> $\quad$ Derivatives instruments - non hedging <br> Derivatives instruments - hedging | - |  |  |  |
| Financial liabilities at fair value through profit or loss: <br> $\quad$ Derivatives instruments - non hedging <br> $\quad$ Derivatives instruments - hedging | - | 0 | - | 0 |
| Available-for-sale-investments |  |  |  |  |

## Note 9 - Held for sale

Odfjell announced 18 June that the transaction with Lindsay Goldberg to expand the joint venture with Lindsay Goldberg to include substantially all of the Odfjell's tank terminals business globally had been closed. As part of the transaction, Lindsay Goldberg has acquired a 49\% interest in Odfjell Terminals AS ("OTAS"), the holding company for Odfjell's tank terminals activities. In exchange for a $49 \%$ share in OTAS, Lindsay Goldberg made a cash investment in OTAS, by way of a capital increase of USD 219.2 million. OTAS is now owned $51 \%$ by Odfjell and $49 \%$ by Lindsay Goldberg. Odfjell realized a book gain of USD 24.5 million related to the transaction.

Assets and liabilities classified as held for sale (USD 1 000):

| Assets | 4Q13 | 3Q13 | 2Q13 | 1Q13 | $\begin{array}{r} \text { FY } \\ 2012 \end{array}$ |
| :---: | :---: | :---: | :---: | :---: | :---: |
| Intangible assets | - | - | 2187 | 2785 | 2837 |
| Tank terminals | - | - | 145488 | 181996 | 184356 |
| Other non-current assets | - | - | 6862 | 8558 | 8694 |
| Non-current receivables | - | - | 3085 | 3854 | 3746 |
| Total non-current assets | - | - | 157623 | 197193 | 199632 |
| Current receivables | - | - | 4593 | 6480 | 6281 |
| Bunkers and other inventories | - | - | 411 | 494 | 492 |
| Cash and cash equivalents | - | - | 10536 | 18344 | 17335 |
| Total current assets | - | - | 15540 | 25317 | 24109 |
| Total assets held for sale | - | - | 173163 | 222510 | 223741 |
| Liabilities |  |  |  |  |  |
| Non-current liabilities | - | - | 6183 | 7039 | 6887 |
| Derivatives financial instruments | - | - | 2583 | 5060 | 4381 |
| Non-current interest bearing debt | - | - | 72544 | 93219 | 94072 |


| Total non-current liabilities | - | - | 81310 | 105318 | 105340 |
| :---: | :---: | :---: | :---: | :---: | :---: |
| Current portion of interest bearing debt | - | - | 5882 | 9079 | 10543 |
| Current liabilities | - | - | 83432 | 14589 | 13018 |
| Total current liabilities | - | - | 89314 | 23668 | 23561 |
| Total liabilities held for sale | - | - | 170624 | 128986 | 128900 |

## Note 10 - Figures presented based on equity method

Changes in IFRS 11 will have material effect in how Odfjell presents it joint arrangement. Odfjell has decided to wait until January $1^{\text {st }} 2014$ to implement equity method. Below is figures presented based on equity method.

| STATEMENT OF INCOME (EQUITY METHOD) | 1Q13 | 2Q13 | 3Q13 | 4Q13 | FY2013 | FY2012 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| (USD mill) |  |  |  |  |  |  |
| Gross revenue | 256 | 256 | 258 | 256 | 1027 | 1066 |
| Net income from associates and joint ventures | (4) | (1) | 30 | (77) | (52) | (10) |
| Voyage expenses | (121) | (115) | (127) | (126) | (489) | (530) |
| Time-charter expenses | (43) | (39) | (37) | (44) | (164) | (173) |
| Operating expenses | (48) | (48) | (47) | (46) | (189) | (202) |
| Gross result | 40 | 53 | 79 | (37) | 134 | 150 |
| General and administrative expenses | (25) | (27) | (18) | (23) | (93) | (99) |
| Operating result before depreciation, amortisation and capital gain (loss) on non-current assets (EBITDA) | 14 | 26 | 61 | (60) | 41 | 50 |
| Depreciation | (22) | (23) | (23) | (20) | (89) | (98) |
| Capital gain (loss) on non-current assets | (1) | 3 | (5) | (5) | (9) | (6) |
| Operating result (EBIT) | (9) | 6 | 32 | (86) | (57) | (54) |
| Interest income | 0 | (0) | 1 | (1) | 0 | 2 |
| Interest expenses | (9) | (7) | (8) | (10) | (34) | (40) |
| Other financial items | 4 | 1 | (4) | (1) | 1 | (14) |
| Currency gains (losses) | 3 | (2) | (11) | (5) | (14) | (2) |
| Net financial items | (1) | (8) | (21) | (16) | (46) | (54) |
| Result before taxes | (10) | (2) | 11 | (102) | (103) | (108) |
| Taxes | (3) | (0) | (2) | 1 | (5) | (3) |
| Net result | (13) | (2) | 9 | (102) | (108) | (111) |


| STATEMENT OF FINANCIAL POSITION (EQUITY METHOD) | 1Q13 | 2Q13 | 3Q13 | FY2013 | FY2012 |
| :---: | :---: | :---: | :---: | :---: | :---: |
| (USD mill) |  |  |  |  |  |
| Ships | 1192 | 1267 | 1256 | 1255 | 1185 |
| Newbuilding contracts | 88 | 40 | 40 | 64 | 103 |
| Tank terminals | - | - | - | - | - |
| Other non-current assets | 56 | 55 | 55 | 55 | 57 |
| Investments in associates and joint ventures | 314 | 337 | 454 | 375 | 332 |
| Loan to associates and joint ventures | 30 | 65 | - | - | 29 |
| Non-current receivables | 59 | 68 | 42 | 30 | 44 |
| Total non-current assets | 1739 | 1833 | 1847 | 1780 | 1750 |
| Current receivables | 129 | 125 | 124 | 126 | 107 |
| Bunkers and other inventories | 17 | 25 | 30 | 35 | 36 |
| Derivative financial instruments | 6 | 1 | 3 | 4 | 7 |
| Available-for-sale investments | 14 | 9 | 9 | 10 | 17 |
| Cash and cash equivalents | 83 | 202 | 108 | 84 | 122 |
| Total current assets | 249 | 362 | 275 | 260 | 288 |
| Net assets held for sale | 94 | 3 | - | - | 95 |
| Total assets | 2084 | 2197 | 2122 | 2040 | 2133 |
| Paid in equity | 199 | 199 | 199 | 199 | 80 |
| Other equity | 626 | 633 | 630 | 560 | 824 |
| Non-controlling interests | 7 | - | - | - | 7 |
| Total equity | 832 | 832 | 829 | 759 | 914 |
| Non-current liabilities | 43 | 48 | 53 | 28 | 49 |
| Derivatives financial instruments | 10 | 12 | 14 | 14 | 11 |
| Non-current interest bearing debt | 888 | 957 | 952 | 1000 | 860 |
| Total non-current liabilities | 941 | 1017 | 1018 | 1043 | 920 |
| Current portion of interest bearing debt | 202 | 205 | 159 | 124 | 183 |
| Derivative financial instruments | 20 | 13 | 12 | 9 | 24 |
| Current liabilities | 90 | 130 | 104 | 105 | 92 |
| Total current liabilities | 312 | 348 | 275 | 237 | 299 |
| Total equity and liabilities | 2084 | 2197 | 2122 | 2040 | 2133 |

Under the equity method the Group's share of net result in associates and joint ventures for the year is included in net result. The Group's interests in joint ventures and associates are carried on the balance sheet at an amount that reflects its share of the net assets of the company. The carrying value of investment in a joint venture or associate will never be negative, unless the Group has incurred or guaranteed obligations in respect of the company. Goodwill is included in the carrying amount of the investment and is not amortized.

| 1Q13 | 2Q13 | 3Q13 | 4Q13 | FY2012 |
| ---: | ---: | ---: | ---: | ---: |
| $39.9 \%$ | $37.8 \%$ | $39.1 \%$ | $37.2 \%$ | $42.9 \%$ |

FLEET \& TERMINAL OVERVIEW as per 7 February 2014



## 3 <br> ODFJELL

## ODFJELL SE

Conrads Mohrs veg 29, P.O. Box 6101 Postterminalen 5892 Bergen, Norway
Tel: +475527 0000
Fax: +4755284741
E-mail: ir@odfjell.com
Org. no: 930192503
www.odfjell.com


