

UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the Three Months and Year Ended November 30, 2021

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STOLT-NIELSEN LIMITED UNAUDITED CONDENSED CONSOLIDATED INCOME STATEMENT

			Three Mo	nths l	Ended		Year	End	ed
	Notes		ovember 30, 2021		lovember 30, 2020	Ī	November 30, 2021		November 30, 2020
			(i	in tho	ousands, except f	for p	er share amount	s)	
Operating revenue Operating expenses	4	\$	593,055 (379,103)	\$	480,595 (310,415)	\$	2,181,082 (1,459,706)	\$	1,955,136 (1,308,904)
			213,952		170,180		721,376		646,232
Depreciation and amortisation Impairment of assets	4		(73,114) (10,000)		(71,707) (12,394)		(295,459) (10,000)		(292,262) (12,394)
Gross Profit			130,838		86,079	_	415,917		341,576
Share of profit of joint ventures and associates Administrative and general expenses	4		8,910 (57,063)		8,866 (48,928)		39,470 (220,464)		32,437 (187,679)
Loss on disposal of assets, net	6		(6,219)		(287)		(3,010)		(794)
Reversal of impairment on joint venture loan Other operating income					3,557 417		2,218		3,557 1,640
Other operating expense Operating Profit			(45) 76,963		(566) 49,138	_	(436)	_	(810) 189,927
operating Front			70,202		17,130		200,000		100,027
Non-Operating Income (Expense) Finance income			709		382		2,375		3,695
Finance expense on lease liabilities			(2,646)		(2,456)		(11,072)		(9,478)
Finance expense on debt and other Foreign currency exchange loss, net			(28,427) (2,033)		(30,079) (165)		(116,212) (2,673)		(129,884) (5,258)
Other non-operating expense, net			(2,033) $(1,334)$		(312)		(2,902)		(3,238) $(1,525)$
Profit from Continuing Operations before			(=,===)	_	(0.12)	_	(=)= ==)	-	(=,===)
Income Tax			43,232		16,508		103,211		47,477
Income tax expense			(8,212)	_	(860)	_	(24,405)	_	(8,321)
Profit from Continuing Operations Loss from Discontinued Operations	12		35,020		15,648		78,806		39,156
attributable to SNL Shareholders	12		<u> </u>		(2,206)	_	<u> </u>	_	(13,788)
Net Profit		\$	35,020	\$	13,442	\$_	78,806	\$_	25,368
Attributable to:									
Equity holders of SNL Non-controlling interests		\$	35,020	\$	13,442	\$	78,806	\$	26,295
Non-controlling interests		\$	35,020	\$	13,442	\$	78,806	\$	(927) 25,368
Earnings per Share: Profit from Continuing Operations attributable to SNL shareholders									
Basic		\$	0.65	\$	0.25	\$_	1.47	\$_	0.64
Diluted		\$	0.65	\$	0.25	\$_	1.47	\$_	0.64
Net Profit attributable to SNL shareholders		Ф	0.45	ф	0.22	Φ.	4 4=	.	0.42
Basic Diluted		\$ \$	0.65 0.65	\$ \$	0.22	\$_ \$	1.47 1.47	\$_ \$	0.43
Diluteu		φ	0.05	Φ	0.22	Ψ	1.4/	Φ_	0.43

STOLT-NIELSEN LIMITED UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

		Three Mo	nths E	Ended	Year Ended						
	November 30 2021		No	ovember 30, 2020	No	vember 30, 2021	N	ovember 30, 2020			
				(in tho	usands	s)					
Net profit	\$	35,020	\$	13,442	\$	78,806	\$	25,368			
Items that will not be reclassified subsequently to profit or loss:											
Actuarial gain on pension schemes		933		15,794		15,542		10,841			
Actuarial gain on pension scheme of joint venture		1,489		379		1,489		379			
Deferred tax adjustment on defined benefit and other											
post-employment benefit obligations		309		(2,477)		(2,709)		(859)			
Items that may be reclassified subsequently to profit or loss:											
Net (loss) gain on cash flow hedges		(6,406)		(8,155)		4,587		7,986			
Reclassification of cash flow hedges to income statement		13,291		11,738		15,085		(21,824)			
Net gain (loss) on cash flow hedges held by joint											
ventures and associates		1,379		(1,188)		3,834		(3,877)			
Deferred tax adjustment on cash flow hedges		(219)		(7)		(689)		623			
Exchange differences arising on translation of foreign		` /		. ,		, ,					
operations		(21,333)		3,140		(18,899)		23,407			
Deferred tax on translation of foreign operations		234		(78)		119		545			
Exchange differences arising on translation of joint				()							
ventures and associates		(5,679)		11,531		(11,354)		20,642			
Change in value of investments in equity instruments		1,414		(2,913)		8,681		(9,133)			
Net (loss) profit recognised as other comprehensive	_		-	(2,510)		5,002		(>,120)			
income		(14,588)		27,764		15,686		28,730			
					_	•	_				
Total comprehensive income	\$	20,432	\$	41,206	\$ <u></u>	94,492	\$	54,098			
Attributable to:											
Equity holders of SNL	\$	20,432	\$	41,206	\$	94,492	\$	55,025			
Non-controlling interests		_		_		_		(927)			
-	\$	20,432	\$	41,206	\$	94,492	\$	54,098			

STOLT-NIELSEN LIMITED UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEET

	Notes	ovember 30, 2021	N	November 30, 2020		
	110000			usands)		
ASSETS						
Current Assets						
Cash and cash equivalents		\$	123,868	\$	187,767	
Restricted cash			6,096		109	
Receivables	_		285,749		220,264	
Insurance claim receivables	6		58,598			
Inventories			6,986		7,741	
Biological assets			50,344		30,129	
Prepaid expenses	1.1		76,645		63,128	
Derivative financial instruments	11		589		157	
Income tax receivable			987 54.351		5,811	
Other current assets		_	54,351		41,542	
Total Current Assets			664,213	_	556,648	
Property, plant and equipment	6		2,856,137		3,020,060	
Right-of-use assets	6		203,048		189,405	
Investments in and advances to joint ventures and associates	8		611,906		585,984	
Investments in equity instruments	11		37,873		26,305	
Deferred tax assets	6		9,238		13,506	
Intangible assets and goodwill	Ü		38,967 25,370		40,836 17,867	
Employee benefit assets Derivative financial instruments	11				,	
Insurance claim receivables	10		6,868 162,887		9,242 191,706	
Other non-current assets	10		19,702		13,306	
Total Non-Current Assets		_	3,971,996	_	4,108,217	
Total Assets		\$	4,636,209	\$	4,664,865	
		Φ	4,030,209	Φ	4,004,603	
LIABILITIES AND SHAREHOLDERS' EQUITY						
Current Liabilities	0	Φ	40.000	¢		
Short-term bank loans	9 9	\$	40,000	\$	255 905	
Current maturities of long-term debt Current lease liabilities	9		490,502 43,473		255,805 35,640	
Accounts payable			114,607		92,030	
Accrued voyage expenses			51,328		48,601	
Accrued expenses			197,904		165,301	
Provisions			2,968		9,376	
Income tax payable			12,534		8,844	
Dividend payable	5		26,829		13,448	
Derivative financial instruments	11		10,239		61,814	
Other current liabilities			37,543		30,992	
Total Current Liabilities			1,027,927	-	721,851	
Long-term debt	9		1,695,142		2,053,336	
Long-term lease liabilities			166,977		157,875	
Deferred tax liabilities			68,025		55,867	
Employee benefit obligations			31,720		39,365	
Derivative financial instruments	11		7,938		21,044	
Long-term provisions	10		164,126		192,948	
Other non-current liabilities			1,425		3,932	
Total Non-Current Liabilities			2,135,353		2,524,367	
Total Liabilities			3,163,280		3,246,218	
Shareholders' Equity						
Founder's shares	5		14		16	
Common shares	5		58,524		64,134	
Paid-in surplus			195,466		314,454	
Retained earnings			1,584,978		1,532,060	
Other components of equity			(255,002)	_	(256,366)	
			1,583,980		1,654,298	
Less – Treasury shares	5		(111,051)	_	(235,651)	
Total Shareholders' Equity			1,472,929	. —	1,418,647	
Total Liabilities and Shareholders' Equity		\$	4,636,209	\$	4,664,865	

STOLT-NIELSEN LIMITED UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

					Attributable	to Equity H	olders of SNI					
	Commo		Founder's Shares	Paid-in Surplus	Treasury Shares	Retained Earnings	Foreign Currency	Hedging	Fair Value	Total	Non- Controlling Interests	Shareholders' Equity Total
D. I. V. I. 20 2010	A (4)		h 16	A 140.000	A (51.005)		sands, except f			1 255 520 (b 025	h 125000
Balance, November 30, 2019	\$ 64,1	134 \$	\$ 16	\$ 149,808	\$ (71,005)	\$ 1,507,520	\$ (177,217) \$	(24,468) \$	(73,050) \$	1,375,738	\$ 927	\$ 1,376,665
Comprehensive income (loss)												
Net profit (loss)		_	_	_	_	26,295	_	_	_	26,295	(927)	25,368
Other comprehensive income (loss)							44.504			44.504		44.504
Translation adjustments, net		_	_	_	_	_	44,594	_	_	44,594	_	44,594
Remeasurement of post-employment benefit obligations, net of tax		_	_	_	_	10,361	_	_	_	10,361	_	10,361
Fair value adjustment on equity investments		_	_	_	_	_	_	_	(9,133)	(9,133)	_	(9,133)
Net loss on cash flow hedges and reclassifications to income statement, net of taxes								(17,002)		(17,002)		(17,002)
,		_						(17,092)		(17,092)		(17,092)
Total other comprehensive loss (income)		_				10,361	44,594	(17,092)	(9,133)	28,730		28,730
Total comprehensive income(loss)		_				36,656	44,594	(17,092)	(9,133)	55,025	(927)	54,098
Transactions with shareholders												
Cash dividends - \$0.25 per Common Share		_	_	_	_	(13,381)	_	_	_	(13,381)	_	(13,381)
Cash dividends - \$0.005 per Founder's Share		_	_	_	_	(67)	_	_	_	(67)	_	(67)
Forgiveness of subsidiary's loan by non-controlling interest		_	_	_	_	1,332	_	_	_	1,332	_	1,332
Transfer of treasury shares		_	_	164,646	(164,646)	_	_	_	_	_	_	_
Total transactions with shareholders		_		164,646	(164,646)	(12,116)				(12,116)		(12,116)
Balance, November 30, 2020	\$ 64,1	134	\$ 16	\$ 314,454	\$(235,651)	\$1,532,060	\$ (132,623) \$	(41,560)	(82,183) \$	1,418,647	ş <u> </u>	\$ 1,418,647
Comprehensive income (loss)												
Net profit		_	_	_	_	78,806	_	_	_	78,806	_	78,806
Other comprehensive income (loss)												
Translation adjustments, net		_	_	_	_	_	(30,134)	_	_	(30,134)	_	(30,134)
Remeasurement of post-employment benefit obligations, net of tax		_	_	_	_	14,322	_	_	_	14,322	_	14,322
Fair value adjustment on equity investments		_	_	_	_	_	_	_	8,681	8,681	_	8,681
Net gain on cash flow hedges and reclassifications												
to income statement, net of taxes		_						22,817		22,817		22,817
Total other comprehensive income (loss)		_				14,322	(30,134)	22,817	8,681	15,686		15,686
Total comprehensive income (loss)		_				93,128	(30,134)	22,817	8,681	94,492		94,492
Transactions with shareholders												
Cash dividends - \$0.75 per Common Share		_	_	_	_	(40,143)	_	_	_	(40,143)	_	(40,143)
Cash dividends - \$0.005 per Founder's Share		_	_	_	_	(67)		_	_	(67)	_	(67)
Cancellation of shares	(5,0	510)	(2)	(118,988) 124,600							
Total transactions with shareholders	(5,0	510)	(2)	(118,988) 124,600	(40,210)				(40,210)		(40,210)
Balance, November 30, 2021	\$ 58,5	524 \$	\$ <u>14</u>	\$ 195,466	\$ <u>(111,051</u>)	\$ 1,584,978	\$ <u>(162,757</u>) \$	(18,743) \$	(73,502) \$	1,472,929	<u> </u>	\$ 1,472,929

STOLT-NIELSEN LIMITED UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	For the Year En			
	Notes	_	November 30, 2021	November 30, 2020
		-	(in tho	usands)
Cash generated from continuing operations	3	\$	448,416	\$ 493,275
Interest paid			(120,807)	(130,465)
Debt issuance costs			(3,379)	(3,220)
Interest received			2,400	1,991
Income taxes paid		_	(2,803)	(5,212)
Net cash generated by operating activities – Continuing				
operations			323,827	356,369
Net cash used for operating activities – Discontinued operations		-	_	(3,589)
Cash flows from investing activities				
Capital expenditures	6		(185,486)	(140,748)
Purchase of intangible assets	6		(4,688)	(4,752)
Proceeds from sale of assets			29,741	14,567
Investment in joint venture and associate			(21,173)	(15,000)
Purchase of shares in Golar LNG, Ltd			(3,000)	_
Repayment of advances to joint ventures and associates, net			4,570	4,907
Other, net		_	(565)	(584)
Net cash used in investing activities – Continuing operations		_	(180,601)	(141,610)
Net cash provided by investing activities – Discontinued				
operations		-		3,456
Cash flows from financing activities				
Increase in short-term bank loans	9		40,000	_
Proceeds from issuance of long-term debt	9		141,950	288,530
Repayment of long-term debt	9		(312,827)	(396,016)
Principal payments on leases			(43,432)	(39,754)
Dividends paid	5	_	(26,829)	(13,465)
Net cash used in financing activities		_	(201,138)	(160,705)
Net (decrease) increase in cash and cash equivalents			(57,912)	53,921
Effect of exchange rate changes on cash			(5,987)	(2,305)
Cash and cash equivalents at beginning of the period		_	187,767	136,151
Cash and cash equivalents at the end of the period		\$	123,868	\$ <u>187,767</u>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of Preparation

The unaudited condensed consolidated financial statements of Stolt-Nielsen Limited (the "Company" or "SNL"), a Bermuda-registered company, and its subsidiaries (collectively, the "Group") are prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as adopted by the European Union and in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting. The unaudited condensed consolidated financial statements should be reviewed in conjunction with the audited Consolidated Financial Statements for the year ended November 30, 2020, to fully understand the current financial position of the Group.

Going Concern

Notwithstanding the Group having net current liabilities, Management is of the opinion that the Group's cash flows from operations plus projected new financing will continue to provide the cash necessary to fully repay the USD bond of \$175.0 million due in September 2022 and balloon payments on two tank container financings of \$138.2 million in May and November 2022 and satisfy the Group's working capital requirements and capital expenditures commitments, as well as make scheduled debt repayments, remain in compliance with the Group's financial covenants and satisfy the Group's other financial commitments for the twelve months from the date of this report. Management is finalizing a new \$415.0 million senior secured credit facility secured by 19 of the Group's chemical tankers which is expected to close by mid-February 2022. This senior secured facility will replace the current committed revolving credit facility maturing in October 2022 and \$191.0 million of floating-rate term loans, all secured by certain of the Group's ships.

The Covid-19 pandemic has resulted in significant disruptions in global economic activities, causing the operations of the Group, its customers, suppliers and other stakeholders to be impacted. The Group has attempted to maintain normal operations within the guidelines of governmental requirements and while keeping the safety of its employees in mind.

The Group has considered Covid-19's impact on the Group's liquidity in connection with the use of a going concern basis of presentation in the preparation of the financial statements. While the scale and duration, as well as the impact, of Covid-19 remain uncertain, having considered various downside scenarios, Management is of the opinion that the Company's cash flows from operations, projected financing and available credit facilities will continue to provide the cash necessary to satisfy the Company's working capital requirements, scheduled debt repayments and committed capital expenditures for the next twelve months. Therefore, the Group continues to adopt the going concern basis in preparing the Consolidated Financial Statements.

2. Significant Accounting Policies

The accounting policies applied are consistent with those described in the Consolidated Financial Statements for the year ended November 30, 2020. No new IFRS became effective in the year ended November 30, 2021 which had a material effect on the Group.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

3. Reconciliation of Net Profit to Cash Generated from Continuing Operations

	For the Year Ended				
	N	ovember 30, 2021	No	ovember 30, 2020	
		(in tho	usand	s)	
Net profit	\$	78,806	\$	25,368	
Loss from discontinued operations				13,788	
Profit from continuing operations		78,806		39,156	
Adjustments to reconcile net profit to net cash from operating activities:					
Depreciation of property, plant and equipment		290,498		288,782	
Amortisation of intangible assets		4,961		3,480	
Impairment of property, plant and equipment		10,000		12,394	
Reversal of impairment on joint venture loan		_		(3,557)	
Finance expense, net		124,909		135,667	
Net periodic benefit expense of defined benefit pension plans		2,284		98	
Income tax expense		24,405		8,321	
Share of profit of joint ventures and associates		(39,470)		(32,437)	
Fair value adjustment on biological assets		(17,379)		4,985	
Foreign currency related loss		2,673		5,258	
Unrealised bunker hedge gain		(251)		(314)	
Loss on disposal of assets, net		3,010		794	
Changes in assets and liabilities, net of effect of acquisitions and					
divestitures:					
Increase in receivables		(81,937)		(100)	
Decrease in inventories		1,309		890	
(Increase) decrease in biological assets		(4,660)		630	
(Increase) decrease in prepaid expenses and other current assets		(37,548)		265	
Increase in accounts payable and other current liabilities		62,611		14,618	
Contributions to defined benefit pension plans		(1,819)		(1,812)	
Dividends from joint ventures and associates		22,869		15,440	
Other, net	_	3,145		717	
Cash generated from continuing operations	\$_	448,416	\$	493,275	

4. Business Segment Information

The segment information is provided on the same basis as stated in the Consolidated Financial Statements for the year ended November 30, 2020.

The following tables show the summarised financial information, in US thousands of dollars, for each reportable segment:

STOLT-NIELSEN LIMITED NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

	_	Tankers	Terminals	0	Tank Containers	_	Stolt Sea Farm	N	Stolt- lielsen Gas		Corporate and Other	Total
For the three months ended November 30, 2	2021											
Operating revenue	\$	307,835 \$	62,092	\$	191,478	\$	31,119	\$	_	\$	531 \$	593,055
Depreciation, amortisation and impairment		(42,928)	(25,535)		(11,140)		(1,864)		_		(1,647)	(83,114)
Share of profit of joint ventures												
and associates		2,766	7,016		194		_		(1,066)		_	8,910
Operating profit (loss)		19,161	8,423		36,379		11,293		1,786		(79)	76,963
Finance expense (a)		(15,022)	(9,432)		(3,343)		(976)		(1,320)		(980)	(31,073)
Finance income		51	121		147		_		_		390	709
Profit (loss) before income tax		5,053	(628)		31,265		9,887		480		(2,825)	43,232
Income tax expense		(656)	(2,991)		(1,802)		(2,466)		_		(297)	(8,212)
Net profit	_	4,397	(3,619)		29,463	_	7,421		480	•	(3,122)	35,020
Capital expenditures (b)		9,977	11,128		4,504		1,387		_		2,072	29,068
For the year ended November 30, 2021												
Operating revenue	\$	1,165,617 \$	243,592	\$	662,443	\$	108,568	\$	_	\$	862 \$	2,181,082
Depreciation, amortisation and impairment		(175,364)	(72,392)		(43,667)		(7,268)		_		(6,768)	(305,459)
Share of profit of joint ventures												
and associates		9,066	29,885		467		_		52		_	39,470
Operating profit (loss)		68,817	62,259		81,597		24,440		2,096		(5,514)	233,695
Finance expense (a)		(62,146)	(38,617)		(14,810)		(3,299)		(5,280)		(3,132)	(127,284)
Finance income		231	325		529		_		_		1,290	2,375
Profit (loss) before income tax		7,350	24,167		63,803		20,027		(3,295)		(8,841)	103,211
Income tax expense		(1,518)	(9,641)		(5,778)		(6,212)		_		(1,256)	(24,405)
Net profit (loss)		5,832	14,526		58,025		13,815		(3,295)		(10,097)	78,806
Capital expenditures (b)		122,933	42,566		13,511		6,878		_		3,519	189,407
As of November 30, 2021												
Investments in and advances to												
joint ventures and associates		233,184	273,913		25,312		_		79,497		_	611,906
Segment assets		2,247,553	1,308,142		590,411		143,800		113,690		232,613	4,636,209

⁽a) Interest is allocated to the business segments based on the average interest rate of the Group times a percentage of each segment's net asset base.

⁽b) Capital expenditures include additions to property, plant and equipment, ship deposits and intangible assets other than goodwill. Capital expenditures do not include capitalised right-of-use assets.

STOLT-NIELSEN LIMITED NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

	Tankers	Terminals	Tank Containers	Stolt Sea Farm	Stolt- Nielsen Gas	Corporate and Other (a)	Total
For the three months ended November 30, 2	2020			-			-
Operating revenue	\$ 272,202	\$ 57,328	\$ 130,566	\$ 19,745	\$ —	\$ 754 \$	480,595
Depreciation, amortisation and impairment	(44,506)	(27,252)	(9,767)	(1,647)	_	(929)	(84,101)
Share of profit (loss) of joint ventures and associates	3,477	7,034	459	_	(2,104)	_	8,866
Operating profit (loss)	31,888	7,956	13,926	1,247	(2,384)	(3,495)	49,138
Finance expense (b)	(17,769)	(10,135)	(3,865)	(971)	(1,307)	1,512	(32,535)
Finance income	78	81	126	_	_	97	382
Profit (loss) from continuing operations before income tax	13,081	(1,992)	10,661	449	(3,675)	(2,016)	16,508
Income tax (expense) benefit	(236)	982	(909)	750	_	(1,447)	(860)
Net profit (loss) from continuing operations	12,845	(1,010)	9,752	1,199	(3,675)	(3,463)	15,648
Net profit (loss)	12,845	(1,010)	9,752	(1,007)	(3,675)	(3,463)	13,442
Capital expenditures (c)	5,120	13,501	2,181	1,137	_	366	22,305
For the year ended November 30, 2020							
Operating revenue	\$ 1,113,095	\$ 238,527 \$	520,631 \$	79,747 \$	_ 5	3,136 \$	1,955,136
Depreciation, amortisation and impairment	(179,222)	(70,949)	(39,064)	(7,734)	_	(7,687)	(304,656)
Share of profit (loss) of joint ventures and associates	10,851	26,054	(1,403)	_	(3,065)	_	32,437
Operating profit (loss)	84,643	68,794	51,188	(8,350)	(4,015)	(2,333)	189,927
Finance expense (b)	(71,246)	(40,420)	(15,411)	(3,600)	(5,225)	(3,460)	(139,362)
Finance income	595	606	478	_	_	2,016	3,695
Profit (loss) from continuing operations before income tax	11,710	29,458	34,737	(13,230)	(9,408)	(5,790)	47,477
Income tax (expense) benefit	(1,904)	(6,510)	1,221	2,401	_	(3,529)	(8,321)
Net profit (loss) from continuing operations	9,806	22,948	35,958	(10,829)	(9,408)	(9,319)	39,156
Net profit	9,806	22,948	35,958	(24,617)	(9,408)	(9,319)	25,368
Capital expenditures (c)	61,906	56,364	7,485	1,914	_	4,452	132,121
Balance Sheet at November 30, 2020							
Investments in and advances to							
joint ventures and associates	224,090	276,669	25,906	_	59,319	_	585,984
Segment assets	2,288,717	1,347,752	534,389	123,508	80,536	289,963	4,664,865

⁽a) Corporate and Other include Stolt Bitumen Services.

⁽b) Interest is allocated to the business segments based on the average interest rate of the Group times a percentage of each segment's net asset base.

⁽c) Capital expenditures include additions to property, plant and equipment, ship deposits and intangible assets other than goodwill. Capital expenditures do not include capitalised right-of-use assets.

STOLT-NIELSEN LIMITED NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The following table sets out the key elements of the sources of revenue:

For the three months ended November 30, 2021	Tan	kers	Terminals	_(Tank Containers	_	Stolt Sea Farm	_	Other	_	Total
Revenue recognised over time:											
Freight revenue	\$ 26	51,791		\$	145,867	\$	-	\$	_	\$	407,658
Storage and throughput revenue			42,112	_		_		_		_	42,112
		51,791	42,112	_	145,867	_		_		_	449,770
Revenue recognised at a point in time:		12 044			45.611						01.655
Demurrage and ancillary revenue Turbot and sole	4	16,044	_		45,611		31,119		_		91,655 31,119
Rail revenue		_	5,003		_		31,117		_		5,003
Utility revenue		_	6,205		_		_		_		6,205
Dock, product handling and other revenue		_	8,772		_		_		531		9,303
71		16,044	19,980		45,611	_	31,119	_	531	_	143,285
	\$ 30	7,835	\$ 62,092	\$	191,478	\$	31,119	\$	531	\$	593,055
For the year ended November 30, 2021											
Revenue recognised over time:											
Freight revenue	\$ 1,01	14,550	\$ -	\$	519,786	\$	_	\$	-	\$	1,534,336
Storage and throughput revenue			162,446	_		_		_		_	162,446
	1,01	4,550	162,446	_	519,786	_		_		_	1,696,782
Revenue recognised at a point in time: Demurrage and ancillary revenue	15	1,067	_		142,657		_		_		293,724
Turbot and sole	1.	-	_		-		108,568		_		108,568
Rail revenue		_	19,583		_		-		_		19,583
Utility revenue		_	24,578		_		_		_		24,578
Dock, product handling and other revenue			36,985			_			862	_	37,847
	15	1,067	81,146	_	142,657	_	108,568	_	862	_	484,300
	\$ 1,16	5,617	\$ 243,592	\$	662,443	\$	108,568	\$	862	\$	2,181,082
					m 1		Gr. N				
For the three months ended November 30, 2020	Tank	xers	Terminals	_(Tank Containers	_	Stolt Sea Farm	_	Other	_	Total
Revenue recognised over time:					Containers			-	Other	_ \$	
Revenue recognised over time: Freight revenue		kers 45,085	Terminals \$ - 39,005	\$		\$		\$	Other	\$	Total 346,202 39,005
Revenue recognised over time:	\$ 24		\$ -		Containers	\$		\$	Other -	\$	346,202
Revenue recognised over time: Freight revenue Storage and throughput revenue Revenue recognised at a point in time:	\$ 24	45,085 - 15,085	\$ - 39,005		101,117 	\$		\$ 	_ 	\$	346,202 39,005 385,207
Revenue recognised over time: Freight revenue Storage and throughput revenue Revenue recognised at a point in time: Demurrage and ancillary revenue	\$ 24	15,085	\$		101,117	\$	Sea Farm	\$ 	_ 	\$ 	346,202 39,005 385,207 56,566
Revenue recognised over time: Freight revenue Storage and throughput revenue Revenue recognised at a point in time: Demurrage and ancillary revenue Turbot and sole	\$ 24	45,085 - 15,085	\$ - 39,005 39,005		101,117 	\$		\$	- - - -	\$	346,202 39,005 385,207 56,566 19,745
Revenue recognised over time: Freight revenue Storage and throughput revenue Revenue recognised at a point in time: Demurrage and ancillary revenue Turbot and sole Rail revenue	\$ 24	45,085 - 15,085	\$		101,117 	\$	Sea Farm	\$ 	_ 	\$ 	346,202 39,005 385,207 56,566 19,745 4,470
Revenue recognised over time: Freight revenue Storage and throughput revenue Revenue recognised at a point in time: Demurrage and ancillary revenue Turbot and sole	\$ 24	45,085 - 15,085	\$ - 39,005 39,005		101,117 	\$	Sea Farm	\$ 	- - - - - -	\$ 	346,202 39,005 385,207 56,566 19,745
Revenue recognised over time: Freight revenue Storage and throughput revenue Revenue recognised at a point in time: Demurrage and ancillary revenue Turbot and sole Rail revenue Utility revenue	\$ 24 24 2	15,085 	\$		101,117 	\$	Sea Farm	\$ 	- - - - - - 754 754	\$ 	346,202 39,005 385,207 56,566 19,745 4,470 5,710 8,897 95,388
Revenue recognised over time: Freight revenue Storage and throughput revenue Revenue recognised at a point in time: Demurrage and ancillary revenue Turbot and sole Rail revenue Utility revenue	\$ 24 24 2	15,085 - 15,085 27,117 - -	\$		101,117 	\$ \$	Sea Farm	\$ \$	- - - - - - - 754	\$ \$	346,202 39,005 385,207 56,566 19,745 4,470 5,710 8,897
Revenue recognised over time: Freight revenue Storage and throughput revenue Revenue recognised at a point in time: Demurrage and ancillary revenue Turbot and sole Rail revenue Utility revenue Dock, product handling and other revenue For the year ended November 30, 2020	\$ 24 24 2	15,085 	\$		101,117 	\$ \$	Sea Farm	\$ \$	- - - - - - 754 754	\$ \$	346,202 39,005 385,207 56,566 19,745 4,470 5,710 8,897 95,388
Revenue recognised over time: Freight revenue Storage and throughput revenue Revenue recognised at a point in time: Demurrage and ancillary revenue Turbot and sole Rail revenue Utility revenue Dock, product handling and other revenue For the year ended November 30, 2020 Revenue recognised over time:	\$ 24 24 2 \$ 27	15,085 15,085 27,117 - - - - - - - - - - - - -	\$	\$ \$	101,117 	\$ <u></u>	Sea Farm	\$ <u></u>	- - - - - - 754 754	\$ <u></u>	346,202 39,005 385,207 56,566 19,745 4,470 5,710 8,897 95,388 480,595
Revenue recognised over time: Freight revenue Storage and throughput revenue Revenue recognised at a point in time: Demurrage and ancillary revenue Turbot and sole Rail revenue Utility revenue Dock, product handling and other revenue For the year ended November 30, 2020 Revenue recognised over time: Freight revenue	\$ 24 24 2 \$ 27	15,085 	\$ - 39,005 39,005 - 4,470 5,710 8,143 18,323 \$ 57,328		101,117 	\$ \$\$	Sea Farm	\$ \$ 	- - - - - - 754 754	\$ \$ 	346,202 39,005 385,207 56,566 19,745 4,470 5,710 8,897 95,388 480,595
Revenue recognised over time: Freight revenue Storage and throughput revenue Revenue recognised at a point in time: Demurrage and ancillary revenue Turbot and sole Rail revenue Utility revenue Dock, product handling and other revenue For the year ended November 30, 2020 Revenue recognised over time:	\$ 24 24 2 \$ 27 \$ 1,00	15,085 15,085 27,117 - - - - - - - - - - - - -	\$	\$ \$	101,117 	\$ <u></u>	Sea Farm	\$ <u></u>	- - - - - - 754 754	\$ <u></u>	346,202 39,005 385,207 56,566 19,745 4,470 5,710 8,897 95,388 480,595
Revenue recognised over time: Freight revenue Storage and throughput revenue Revenue recognised at a point in time: Demurrage and ancillary revenue Turbot and sole Rail revenue Utility revenue Dock, product handling and other revenue For the year ended November 30, 2020 Revenue recognised over time: Freight revenue Storage and throughput revenue	\$ 24 24 2 \$ 27 \$ 1,00	15,085 15,085 27,117 - - - - - - - - - - - - -	\$	\$ \$	101,117 	\$ <u></u>	Sea Farm	\$ <u></u>	754 754	\$ <u></u>	346,202 39,005 385,207 56,566 19,745 4,470 5,710 8,897 95,388 480,595
Revenue recognised over time: Freight revenue Storage and throughput revenue Revenue recognised at a point in time: Demurrage and ancillary revenue Turbot and sole Rail revenue Utility revenue Dock, product handling and other revenue For the year ended November 30, 2020 Revenue recognised over time: Freight revenue Storage and throughput revenue Revenue recognised at a point in time:	\$ 24 24 22 \$ 27 \$ 1,00	15,085 15,085 27,117 - - - - - - - - - - - - -	\$	\$ \$	101,117 	\$ <u></u>	Sea Farm	\$ <u></u>	754 754	\$ <u></u>	346,202 39,005 385,207 56,566 19,745 4,470 5,710 8,897 95,388 480,595
Revenue recognised over time: Freight revenue Storage and throughput revenue Revenue recognised at a point in time: Demurrage and ancillary revenue Turbot and sole Rail revenue Utility revenue Dock, product handling and other revenue For the year ended November 30, 2020 Revenue recognised over time: Freight revenue Storage and throughput revenue Revenue recognised at a point in time: Demurrage and ancillary revenue Turbot and sole	\$ 24 24 22 \$ 27 \$ 1,00	15,085 15,085 27,117 - - - - - - - - - - - - -	\$	\$ \$	101,117 	\$ <u></u>	Sea Farm	\$ <u></u>	754 754	\$ <u></u>	346,202 39,005 385,207 56,566 19,745 4,470 5,710 8,897 95,388 480,595
Revenue recognised over time: Freight revenue Storage and throughput revenue Revenue recognised at a point in time: Demurrage and ancillary revenue Turbot and sole Rail revenue Utility revenue Dock, product handling and other revenue For the year ended November 30, 2020 Revenue recognised over time: Freight revenue Storage and throughput revenue Revenue recognised at a point in time: Demurrage and ancillary revenue Turbot and sole Rail revenue	\$ 24 24 22 \$ 27 \$ 1,00	15,085 15,085 27,117 - - - - - - - - - - - - -	\$	\$ \$	101,117 	\$ <u></u>	Sea Farm	\$ <u></u>	754 754	\$ <u></u>	346,202 39,005 385,207 56,566 19,745 4,470 5,710 8,897 95,388 480,595 1,406,482 161,384 1,567,866 227,244 79,747 20,263
Revenue recognised over time: Freight revenue Storage and throughput revenue Revenue recognised at a point in time: Demurrage and ancillary revenue Turbot and sole Rail revenue Utility revenue Dock, product handling and other revenue For the year ended November 30, 2020 Revenue recognised over time: Freight revenue Storage and throughput revenue Revenue recognised at a point in time: Demurrage and ancillary revenue Turbot and sole Rail revenue Utility revenue	\$ 24 24 22 \$ 27 \$ 1,00	15,085 15,085 27,117 	\$	\$ \$	101,117 	\$ <u></u>	Sea Farm	\$ <u></u>	754 754 754	\$ <u></u>	346,202 39,005 385,207 56,566 19,745 4,470 5,710 8,897 95,388 480,595 1,406,482 161,384 1,567,866 227,244 79,747 20,263 22,407
Revenue recognised over time: Freight revenue Storage and throughput revenue Revenue recognised at a point in time: Demurrage and ancillary revenue Turbot and sole Rail revenue Utility revenue Dock, product handling and other revenue For the year ended November 30, 2020 Revenue recognised over time: Freight revenue Storage and throughput revenue Revenue recognised at a point in time: Demurrage and ancillary revenue Turbot and sole Rail revenue	\$ 24 24 2 \$ 27 \$ 1,00 1,00	15,085 15,085 27,117 	\$	\$ \$	101,117 101,117 29,449 29,449 130,566 397,229 123,402	\$ <u></u>	Sea Farm	\$ <u></u>	- - - - - - - - - - - - - - - - - - -	\$ <u></u>	346,202 39,005 385,207 56,566 19,745 4,470 5,710 8,897 95,388 480,595 1,406,482 161,384 1,567,866 227,244 79,747 20,263 22,407 37,609
Revenue recognised over time: Freight revenue Storage and throughput revenue Revenue recognised at a point in time: Demurrage and ancillary revenue Turbot and sole Rail revenue Utility revenue Dock, product handling and other revenue For the year ended November 30, 2020 Revenue recognised over time: Freight revenue Storage and throughput revenue Revenue recognised at a point in time: Demurrage and ancillary revenue Turbot and sole Rail revenue Utility revenue	\$ 24 24 22 \$ 27 \$ 1,00 10	15,085 15,085 27,117 	\$	\$ \$	101,117 	\$ <u></u>	Sea Farm	\$ <u></u>	754 754 754	\$ <u></u>	346,202 39,005 385,207 56,566 19,745 4,470 5,710 8,897 95,388 480,595 1,406,482 161,384 1,567,866 227,244 79,747 20,263 22,407

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

5. Shareholders' Equity and Dividends

The Group's authorised share capital consists of 65,000,000 Common shares, par value of \$1 per share, and 16,250,000 Founder's shares, par value of \$0.001 per share.

	Founder's Shares par value \$0.001 per share	Common Shares par value \$1 per share
Balance at November 30, 2021:		
Shares Issued	14,630,949	58,523,796
Less Treasury Shares	(1,250,000)	(5,000,000)
Shares Outstanding	13,380,949	53,523,796

On October 6, 2021, the Group cancelled 5,610,000 Common shares and 1,402,500 Founder's shares, previously held as Treasury shares, leaving 5,000,000 Common shares and 1,250,000 Founder's shares as Treasury shares. The Group's authorised share capital is unchanged with the cancelled shares being available for re-issue.

Treasury Shares

The Board has authorised the purchase of up to \$30.0 million worth of the Company's Common shares, of which the Company has utilised \$21.3 million up to the date of this report, leaving \$8.7 million available for future purchases.

Dividends

On November 3, 2021, the Group's Board of Directors declared an interim dividend of \$0.50 per Common share and \$0.005 per Founder's share to shareholders of record as of November 10, 2021. The total amount of the dividend was \$26.8 million, which was classified as an interim dividend and paid on December 2, 2021.

On February 11, 2021, the Group's Board of Directors recommended a final dividend for 2020 of \$0.25 per Common share payable on May 5, 2021 to shareholders of record as of April 22, 2021. The dividend was approved at the Group's Annual General Meeting of Shareholders held on April 15, 2021 in Bermuda. The total amount of the dividend was \$13.4 million and paid on May 5, 2021.

On November 19, 2020, the Group's Board of Directors declared an interim dividend of \$0.25 per Common share and \$0.005 per Founder's share to shareholders of record as of November 26, 2020. The total amount of the dividend was \$13.4 million, which was classified as an interim dividend and paid on December 10, 2020.

6. Property, Plant and Equipment, Right-of-Use Assets and Intangible Assets

During the three months ended November 30, 2021, the Group spent \$27.0 million on property, plant and equipment. Cash spent during the quarter primarily reflected (a) \$6.9 million on tankers capital expenditures, (b) \$3.2 million on drydocking of ships, (c) \$10.9 million on terminal capital expenditures, including \$0.1 million of capitalised interest, (d) \$5.0 million on construction at STC depots and acquisition of tank containers and (e) \$1.4 million on Stolt Sea Farm capital expenditures.

During the year ended November 30, 2021, the Group spent \$185.5 million on property, plant and equipment. Cash spent during the year primarily reflected (a) \$103.1 million on tankers capital expenditures, (b) \$18.2 million on drydocking of ships, (c) \$43.7 million on terminal capital expenditures, including \$0.5 million of capitalised interest, (d) \$13.7 million on construction at STC depots and acquisition of tank containers and (e) \$7.7 million on Stolt Sea Farm capital expenditures. Tankers' capital expenditures included amounts related to the purchase of three second-hand ships from Chemical Transportation Group ("CTG") and a deposit for a barge newbuilding.

During the three months and year ended November 30, 2021, \$13.3 million and \$62.7 million, respectively, of right-of-use assets have been capitalised, net of retirements.

During the year ended November 30, 2021, the Group spent \$4.7 million on intangible assets, mainly on computer software. Revaluation for foreign exchange differences on goodwill and other intangibles was a loss of \$1.5 million in the same period.

During the fourth quarter of 2021, Management determined that the repairs of the *Stolt Groenland*, which had an explosion onboard in 2019, would not be viable. As a result, the Group entered into a settlement agreement

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with its hull and machinery insurers subsequent to year end. This resulted in a loss of \$13.0 million, net of insurance proceeds, which has been included in Loss on disposal of assets. A receivable from the insurers is included in Insurance claim receivables. The portion of the term loan which was secured by the *Stolt Groenland* has been reclassed as Current portion of long-term debt of \$30.5 million at November 30, 2021 and repaid subsequent to year end.

7. Impairment of Property, Plant and Equipment

In the fourth quarter of 2021, the Group reviewed each of its business segments for possible triggers for impairment. The only business segment that met the impairment trigger was the Australia Terminal business, due its further deterioration of expected future results from the prior year projections. As such, an impairment analysis was performed on it, using projected future cash flows based on value in use ("VIU"). The recoverable amount was based on a discounted cash flow basis using approved projections in the five-year plan and with a risk adjusted weighted average cost of capital. As a result of the impairment work, the property, plant and equipment for the Australia Terminal business segment was impaired by \$10.0 million.

8. Investment in Joint Ventures

In the year ended November 30, 2021, the Group acquired an additional \$21.0 million of shares in Avenir LNG. None of these shares were acquired in the three months ended November 30, 2021.

On January 1, 2021, Stolt-Nielsen Inter European Service BV ("SNIES") contributed \$0.2 million and entered into a partnership with John T. Essberger Group for the operation of their combined parcel tanker fleets trading within Europe. SNIES has 28.3% interest in the new company which, under the name E&S Tankers, trades certain of the Group's parcel tankers ranging in size from 4,450 to 5,900 under variable time charter agreements.

During the fourth quarter of 2021, the Group sold a property in Becancour, Canada owned by the joint venture, Stolt LNGaz Holdings Ltd. ("LNGaz") for a gain of \$3.2 million. The Group consolidated LNGaz due to it having management control over the business.

9. Short and Long-Term Debt

	Cashflows For the Year Ended					
	November 30, 2021			ovember 30, 2020		
		(in thou	ısands)			
Increase in short-term bank loans	\$	40,000	\$	_		
Proceeds from issuance of long-term debt		141,950		288,530		
Repayment of long-term debt		(312,827)		(396,016)		

Short-term bank loans consist of debt obligations to banks under uncommitted lines of credit and bank overdraft facilities. In addition, at November 30, 2021, the \$20.0 million outstanding obligation under the committed line of credit has been included as a short-term bank loan as the expiration of the line of credit is less than 12 months. As of November 30, 2021, the Group had available undrawn committed credit lines of \$309.9 million.

Long-term debt consists of debt collateralised by mortgages on the Group's ships, tank containers and terminals, as well as \$457.3 million unsecured bond financing at November 30, 2021.

On December 3, 2020, the Group entered into a \$65.0 million fixed-rate term loan facility using Stolthaven Dagenham and Stolthaven Moerdijk as collateral. The facility agreement is with KFW IPEX-BANK GMBH for six years. There are eight equal payments of 6.25% of the total commitment beginning in 2023 with a final balloon obligation of \$32.5 million.

On December 31, 2020, the Group signed a two-year revolving credit facility secured by the shares in the Group's joint venture, Oiltanking Stolthaven Antwerp NV, for \$100.0 million, which became available on March 19, 2021. The facility agreement is with DNB and Swedbank.

During March 2021, the Group closed a \$77.0 million floating-rate facility with CMB Financial Leasing Ltd. including the three newly acquired CTG ships. There are quarterly repayments for each ship over ten years whereby the Group has an option to purchase the ships by paying \$12.8 million for each ship. As the option to

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repurchase was virtually certain to be exercised by the Group at the date of the borrowing, the transaction has been treated as collateralised debt.

The Group remains in compliance with all financial covenants and believes that it will be able to satisfy working capital, capital expenditures and debt requirements for at least the next 12 months from January 27, 2022. See further discussion in Note 1 above.

10. Long-term Insurance Claims Receivables and Provisions

At November 30, 2021, substantially all of the Long-term insurance claims receivables and Long-term provisions relate to the civil action as a result of the fire on the *MSC Flaminia*.

All of the Group's insurance policies are subject to coverage limits, exclusions and deductible levels. While the Group believes that the estimated accrued claims reserves are adequate, the ultimate losses can differ.

11. Fair Value Measurements for Financial Assets and Liabilities

The following estimated fair value amounts have been determined by the Group, using appropriate market information and valuation methodologies. Considerable judgement is required to develop these estimates of fair value, thus the estimates provided herein are not necessarily indicative of the amounts that could be realised in a current market exchange:

	_	November 30, 2021			_	November 30, 2020		
		Carrying Amount	_	Fair Value		Carrying Amount	_	Fair Value
				(in tho	usa	nds)		
Financial Assets (Amortised Cost):								
Cash and cash equivalents	\$	123,868	\$	123,868	\$	187,767	\$	187,767
Restricted cash		6,096		6,096		109		109
Receivables		344,347		344,347		220,264		220,264
Other current assets		54,351		54,351		41,542		41,542
Long-term receivable from joint ventures		34,725		34,725		39,324		39,324
Financial Assets (Fair Value):								
Investments in equity instruments		37,873		37,873		26,305		26,305
Financial Liabilities (Amortised Cost):								
Accounts payables (excluding withholding and value-added tax)		102,704		102,704		85,469		85,469
Accrued expenses		249,232		249,232		213,902		213,902
Dividend payable		26,829		26,829		13,448		13,448
Short-term bank loans and long-term debt including current maturities (excluding debt								
issuance costs)		2,249,803		2,386,211		2,337,198		2,518,852
Lease liabilities		210,450		210,450		193,515		193,515
Derivative Financial Instruments (Fair Value):								
Assets								
Foreign exchange forward contracts		6		6		157		157
Cross-currency interest rate swaps		7,451	_	7,451	_	9,242	_	9,242
	\$_	7,457	\$	7,457	\$	9,399	\$	9,399
Liabilities								
Bunker swaps		_		_		251		251
Foreign exchange forward contracts		2,649		2,649		_		_
Interest rate swaps		14,556		14,556		28,820		28,820
Cross-currency interest rate swaps		972	_	972	_	53,787	_	53,787
	\$_	18,177	\$	18,177	\$	82,858	\$	82,858

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The carrying amount of cash and cash equivalents, restricted cash, receivables, other current assets, accounts payable (excluding withholding and value-added tax payables), accrued expenses, short-term bank loans and dividend payable are a reasonable estimate of their fair value, due to their short maturity. Long-term leases are exempt from disclosure of fair value measurements so fair value equals book value. Long-term debt in the table above excludes debt issuance costs of \$24.2 million and \$28.1 million, as of November 30, 2021 and 2020, respectively. The estimated value of the senior unsecured bond issues is based on traded values, while the value of the remaining long-term debt is based on interest rates as of November 30, 2021 and 2020, respectively, using the discounted cash flow methodology. The fair values of the Group's foreign exchange and bunker contracts are based on their estimated market values as of November 30, 2021 and 2020, respectively. Market value of interest rate and cross-currency interest rate swaps was estimated based on the amount the Group would receive or pay to terminate its agreements as of November 30, 2021 and 2020, respectively.

Derivatives

The Group had derivative assets of \$7.5 million and \$9.4 million as of November 30, 2021 and 2020, respectively, and derivative liabilities of \$18.2 million and \$82.9 million as of November 30, 2021 and 2020, respectively. All the Group's derivative activities are financial instruments entered for hedging the Group's committed exposures or firm commitments with major financial credit institutions, fuel suppliers, shipbuilders and ship-repair yards. The fair values of the Group's foreign exchange contracts and cross-currency interest rate swaps are based on their estimated market values as of November 30, 2021 and 2020, respectively. Derivative financial instruments are measured using inputs other than quoted values. There were no changes in the valuation techniques since November 30, 2020.

During 2020, the Group had purchased swap contracts on 36,000 tons of bunker fuel for delivery from January 2020 through December 2020 with initial expiration dates ranging from three to 12 months forward. The bunker contracts were marked-to-market through the Income Statement. No bunker hedge gains or losses were recorded for the three months ended November 30, 2021. At November 30, 2021, there were no bunker fuel swap contracts outstanding.

Investments in equity instruments

The Group's investments in Golar LNG Limited ("Golar") and Ganesh Benzoplast Limited ("GBL") are measured using quoted prices in an active market. A summary of changes in value of Investments in Equity Instruments designated as Fair Value Through Other Comprehensive Income ("FVTOCI") is summarised below:

		G	olar		GI	BL	Total		
(in thousands)	No	ovember 30, 2021	N	Jovember 30, 2020	November 30, 2021	November 30, 2020	November 30, 2021	November 30, 2020	
Number of equity shares		2,673		2,330	6,111	6,111			
Percentage of shareholding		2.5%		2.3%	9.8%	9.8%			
Share price at end of period	\$	11.80	\$	9.10	1.04 S	0.835			
Gain (loss) on FVTOCI		7,337		(9,133)	1,344	- 5	8,681	\$ (9,133)	
Cumulative (loss) gain on FVTOCI		(74,846)		(82,183)	1,344	_	(73,502)	(82,183)	
Value of investment	\$	31,537	\$	21,202	6,336	5,103	37,873	\$ 26,305	

During the year ended November 30, 2020, the Group's joint venture in India, Stolt Rail Logistics Systems Ltd, was sold to the joint venture partner, GBL, in exchange for shares in GBL. The transaction valued the GBL shares at 62 Indian Rupees each (\$0.835). GBL is listed on the Bombay Stock Exchange.

On December 7, 2020, the Group acquired 342,857 shares of Golar LNG Limited shares at \$8.75 per share.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

12. Discontinued Operations

In October 2020, the Group sold Sterling Caviar ("Caviar") which was a separate cash generating unit which produced and marketed caviar and sturgeon in California. As such, Caviar has been treated as a discontinued operation on the income statement for the year ended November 30, 2020.

	M	For the Three Ionths Ended ovember 30, 2020	For the Year Ended November 30, 2020	
		(in tho	ousands)	
Revenue	\$	894	\$ 4,156	
Operating expenses		(2,033)	(5,967)	
Depreciation, amortisation and impairment		_	(894)	
Gross loss		(1,139)	(2,705)	
Administrative and general expenses		(508)	(1,861)	
Other operating expense		(5)	(13)	
Operating loss		(1,652)	(4,579)	
Finance and other expenses		(108)	(99)	
Results from operating activities		(1,760)	(4,678)	
Loss recognised on measurement of fair value less cost to sell Caviar		(446)	(9,110)	
Loss from Discontinued Operations	\$	(2,206)	\$ (13,788)	
Earnings per share:				
Loss from discontinued operations attributable to SNL shareholders				
Basic	\$	(0.03)	\$ (0.21)	
Diluted	\$	(0.03)	\$ (0.21)	
The loss recognised on measurement of fair value less cost to sell was base	d on the	following:		
			(in thousands)	
Accounts receivable		\$	326	
Inventory Biological assets			2,147 8,620	
Prepaid expenses			84	
Plant, property and equipment			3,899	
		_	15,076	
Accounts payable			306	
Accrued expenses			2,160	
			2,466	
Carrying value of assets disposed Proceeds			12,610 3,500	
Loss on disposal		\$	(9,110)	
2000 on disposal		Ψ	(2,110)	

Net cash provided by investing activities for discontinued operations relates to the proceeds on sale less expenses of \$3.5 million less \$45 thousand of capital expenditures.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

13. Commitments and Contingencies

As of November 30, 2021 and 2020, the Group had total capital expenditure purchase commitments outstanding of approximately \$75.7 million and \$167.4 million, respectively. At November 30, 2021, \$10.5 million of the total is related to installments on a barge newbuilding. In addition, the Group has committed to other tankers projects of \$1.9 million, terminal projects of \$38.0 million and tank container projects of \$24.3 million. Of the total purchase commitments at November 30, 2021, \$66.0 million are expected to be paid over the next 12 months.

Purchase Commitments of Joint Ventures and Associates

The Group's joint ventures and associates had \$138.4 million of total capital expenditure purchase commitments on November 30, 2021. This amount included commitments for Avenir LNG of \$99.3 million which includes one 7,500 cbm LNG newbuilding and two 20,000 cbm LNG newbuildings. The Group, Golar LNG Limited and Höegh LNG Holdings Ltd (collectively, the "Founding Shareholders") have granted a guarantee with joint and several liability for two 20,000 cbm LNG newbuildings for \$69.8 million. A deed of indemnity has been entered into by the Founding Shareholders, which limits the Group's recourse to \$34.9 million. The remaining \$29.5 million of Avenir LNG commitments is without recourse to the Group. Further joint venture commitments include \$39.1 million for the terminal joint ventures, which are without recourse to the Group.

Of the total purchase commitments at November 30, 2021 for joint ventures and associates, \$136.2 million is expected to be paid over the next 12 months. The commitments will either be paid out of the existing liquidity of those joint ventures or through external financing, which is in the process of being raised.

Environmental

Environmental disclosures are described in Note 27 of the Consolidated Financial Statements for the year ended November 30, 2020. There have been no significant changes that have occurred since that date.

14. Legal Proceedings

The Group is party to various legal proceedings arising in the ordinary course of business and in cases where it believes the likelihood of losses are probable and can be estimated, provisions would be recorded for those legal cases. Disclosure of legal proceedings has been described in Note 29 of the Consolidated Financial Statements for the year ended November 30, 2020. There have been no significant changes to any ongoing legal proceedings since that time, except as discussed below. The Group believes that the ongoing legal proceedings are unlikely to have a material adverse effect on its business or financial condition.

In regards to the Stolt Tank Containers B.V. civil action as a result of a July 2012 fire on the MSC Flaminia, there have been no significant changes other than the move of the final phase of the trial (Phase 3) to assess the quantum of recoverable damages to the fourth quarter of 2022, rather than 2021.

On the *Stolt Commitment* claims, significant progress was made in 2021 to resolve the majority of the outstanding claims arising out of this casualty. Certain claims are expected to be resolved in early 2022 while certain other claims may require further time to resolve, perhaps beyond 2022.

General

The ultimate outcome of governmental and third-party legal proceedings is inherently difficult to predict. The Group's operations are affected by international and domestic environmental protection laws and regulations. Compliance with such laws and regulations may entail considerable expense, including ship modifications and changes in operating procedures.

15. Seasonality

Sales of seafood are generally stronger in the first quarter of the year as this coincides with increased sales over the Christmas and New Year holidays as well as during the third quarter during the summer season. Stolt Tank Containers shipment volumes may be negatively affected in the first and third quarters by the seasonality inherent in their key customers' businesses. Stolt Tankers' results can be negatively affected in the winter months in the Northern Hemisphere, because of weather conditions such as fog, ice and winter storms that cause port delays, congestion and waiting time. There is no significant seasonality in any of the other businesses.

STOLT-NIELSEN LIMITED RESPONSIBILITY STATEMENT

We confirm, to the best of our knowledge, that the condensed set of financial statements for the period from December 1, 2020 to November 30, 2021 has been prepared in accordance with IAS 34 as adopted by the European Union and gives a true and fair view of the Group's financial position and profit or loss and cash flows as a whole.

The maintenance and integrity of the Stolt-Nielsen Limited website is the responsibility of the Directors; the work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the website.

Legislation in Bermuda governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

London January 27, 2022

Signed for and on behalf of the Board of Directors

Niels G. Stolt-Nielsen Chief Executive Officer

Jens F. Grüner-Hegge Chief Financial Officer