STOLT-NIELSEN LIMITED

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the Three and Nine Months Ended August 31, 2017

STOLT-NIELSEN LIMITED

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STOLT-NIELSEN LIMITED

CONDENSED CONSOLIDATED INTERIM INCOME STATEMENT

(UNAUDITED)

	Notes	Three months ended		Nine months ended	
		August 31, 2017	August 31, 2016	August 31, 2017	August 31, 2016
		(in thousands, except per share data)			
Operating Revenue	4	**$ 513,750**	$ 474,069	**$ 1,490,248**	$ 1,416,910
Operating Expenses		**(342,569)**	(316,008)	**(990,182)**	(933,426)
Gross Margin		**171,181**	158,061	**500,066**	483,484
Depreciation and amortization		**(66,828)**	(58,071)	**(195,924)**	(176,022)
Gross Profit		**104,353**	99,990	**304,142**	307,462
Share of profit of joint ventures and associates		**4,657**	8,605	**13,034**	28,082
Administrative and general expenses		**(54,579)**	(52,709)	**(160,336)**	(153,557)
Gain (loss) on disposal of assets, net	6	**1,241**	(1,999)	**(1,426)**	73
Other operating income		**492**	375	**1,487**	1,001
Other operating expense		**(161)**	(1,627)	**(850)**	(3,358)
Operating Profit		**56,003**	52,635	**156,051**	179,703
Non-Operating Income (Expense):					
Finance expense		**(33,045)**	(25,269)	**(98,677)**	(78,821)
Finance income		**795**	635	**2,965**	1,827
Foreign currency exchange loss, net		**(2,408)**	(1,422)	**(2,927)**	(2,691)
Other non-operating income, net		**112**	165	**717**	2,255
Profit before Income Tax		**21,457**	26,744	**58,129**	102,273
Income tax		**(3,110)**	(4,624)	**(8,868)**	(11,808)
Net Profit		**$ 18,347**	$ 22,120	**$ 49,261**	$ 90,465
***Attributable to*:**					
Equity holders of SNL		**18,490**	22,173	**49,249**	90,327
Non-controlling interests		**(143)**	(53)	**12**	138
		$ 18,347	$ 22,120	**$ 49,261**	$ 90,465
Earnings per Share:					
Net profit attributable to SNL shareholders					
Basic		**$ 0.30**	$ 0.40	**$ 0.80**	$ 1.64
Diluted		**$ 0.30**	$ 0.40	**$ 0.80**	$ 1.64

See notes to the condensed consolidated interim financial statements.

STOLT-NIELSEN LIMITED

CONDENSED CONSOLIDATED INTERIM STATEMENT OF

OTHER COMPREHENSIVE INCOME

(UNAUDITED)

	Three months ended		Nine months ended	
	August 31, 2017	**August 31, 2016**	**August 31, 2017**	**August 31, 2016**
		(in thousands)		
Net profit for the period	**$ 18,347**	$ 22,120	**$ 49,261**	$ 90,465
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of post-employment benefit obligations	**—**	—	**(1,960)**	(14,125)
Deferred tax adjustment on post-employment benefit obligations	**—**	—	**1,500**	5,240
Items that may be reclassified subsequently to profit or loss:				
Net loss on cash flow hedges	**(53,937)**	(111,271)	**(60,530)**	(136,935)
Reclassification of cash flow hedges to income statement	**50,082**	111,370	**54,036**	146,825
Net (loss) income on cash flow hedges held by joint ventures and associates	**(936)**	1,041	**850**	5,061
Deferred tax adjustment on cash flow hedges	**343**	—	**343**	—
Exchange differences arising on translation of foreign operations	**21,035**	4,374	**45,043**	18,249
Deferred tax on translation of foreign operations	**43**	(500)	**(303)**	(1,187)
Exchange differences arising on translation of joint ventures and associates	**7,692**	3,106	**18,557**	5,080
Change in value of available-for-sale financial assets	**(3,704)**	7,478	**(6,337)**	(14,216)
Net income recognised as other comprehensive income	**20,618**	15,598	**51,199**	13,992
Total comprehensive income	**$ 38,965**	$ 37,718	**$ 100,460**	$ 104,457
Attributable to:				
Equity holders of SNL	**$ 39,108**	$ 37,771	**$ 100,448**	$ 104,319
Non-controlling interests	**(143)**	(53)	**12**	138
	$ 38,965	$ 37,718	**$ 100,460**	$ 104,457

See notes to the condensed consolidated interim financial statements.

STOLT-NIELSEN LIMITED

CONDENSED CONSOLIDATED INTERIM BALANCE SHEET

(UNAUDITED)

	Notes	August 31, 2017	November 30, 2016
		(in thousands)	
ASSETS			
Current Assets:			
Cash and cash equivalents		$ **85,952**	$ 92,784
Marketable securities		–	11,399
Restricted cash		**101**	87
Receivables		**236,835**	201,634
Inventories		**8,271**	5,940
Biological assets		**41,980**	44,027
Prepaid expenses		**59,276**	52,987
Derivative financial instruments	9	**5,624**	5,670
Income tax receivable		**7,814**	1,759
Assets held for sale		–	1,559
Other current assets		**40,953**	49,085
Total Current Assets		**486,806**	466,931
Property, plant and equipment	6	**3,384,720**	3,195,556
Investments in and advances to joint ventures and associates	7	**575,597**	536,654
Investments in equity instruments		**50,511**	56,848
Deferred tax assets		**15,019**	14,653
Intangible assets and goodwill	6	**52,031**	47,739
Employee benefit assets		**4,574**	3,796
Deposit for newbuildings	6	**29,182**	80,200
Derivative financial instruments	9	**7,890**	1,426
Other assets		**16,732**	17,415
Total Non-Current Assets		**4,136,256**	3,954,287
Total Assets		$ **4,623,062**	$ 4,421,218
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current Liabilities:			
Short-term bank loans	8	$ –	$ 8,100
Current maturities of long-term debt and finance leases	8	**342,260**	548,874
Accounts payable		**82,111**	71,732
Accrued voyage expenses		**52,624**	53,199
Accrued expenses		**189,717**	188,128
Provisions		**2,877**	2,292
Income tax payable		**9,745**	8,130
Dividend payable	5	–	27,550
Derivative financial instruments	9	**55,257**	18,001
Other current liabilities		**33,655**	26,703
Total Current Liabilities		**768,246**	952,709
Long-term debt and finance leases	8	**2,174,648**	1,796,251
Deferred tax liabilities		**68,396**	60,964
Employee benefit liabilities		**52,840**	49,634
Derivative financial instruments	9	**93,318**	167,639
Long-term provisions		**2,569**	3,575
Other liabilities		**7,208**	6,858
Total Non-Current Liabilities		**2,398,979**	2,084,921
Total Liabilities		**3,167,225**	3,037,630
Shareholder's Equity			
Founder's shares		**16**	16
Common shares		**64,134**	64,134
Paid-in surplus		**150,108**	150,108
Retained earnings		**1,487,868**	1,466,551
Other components of equity		**(197,643)**	(249,302)
		1,504,483	1,431,507
Less – Treasury shares	5	**(51,486)**	(51,486)
Equity Attributable to Equity Holders of SNL		**1,452,997**	1,380,021
Non-controlling interests		**2,840**	3,567
Total Shareholders' Equity		**1,455,837**	1,383,588
Total Liabilities and Shareholders' Equity		$ **4,623,062**	$ 4,421,218

See notes to the condensed consolidated interim financial statements.

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

	Attributable to Equity Holders of SNL										
	Common Shares	**Founder's Shares**	**Paid-in Surplus**	**Treasury Shares**	**Retained Earnings**	**Foreign Currency (a)**	**Hedging (a)**	**Fair Value (a)**	**Total**	**Non-Controlling Interests**	**Shareholders' Equity Total**
	(in thousands, except for share data)										
Balance, November 30, 2015	**$ 64,134**	**$ 16**	**$ 314,754**	**$ (214,416)**	**$ 1,416,395**	**$ (158,854)**	**$ (56,311)**	**$ (40,239)**	**$ 1,325,479**	**$ 3,757**	**$ 1,329,236**
Comprehensive income (loss)											
Net profit	—	—	—	—	90,327	—	—	—	90,327	138	90,465
Other comprehensive income (loss)											
Translation adjustments, net	—	—	—	—	—	22,142	—	—	22,142	—	22,142
Remeasurement of post-employment benefit obligations, net of tax	—	—	—	—	(8,885)	—	—	—	(8,885)	—	(8,885)
Net income on cash flow hedges	—	—	—	—	—	—	14,951	—	14,951	—	14,951
Fair value adjustment equity investments	—	—	—	—	—	—	—	(14,216)	(14,216)	—	(14,216)
Total other comprehensive (loss) income	—	—	—	—	(8,885)	22,142	14,951	(14,216)	13,992	—	13,992
Total comprehensive income (loss)	**—**	**—**	**—**	**—**	**81,442**	**22,142**	**14,951**	**(14,216)**	**104,319**	**138**	**104,457**
Transactions with shareholders											
Purchase of 167,000 Treasury shares	—	—	—	(1,716)	—	—	—	—	(1,716)	—	(1,716)
Dividends	—	—	—	—	—	—	—	—	—	(283)	(283)
Cash dividend paid - $0.50 per Common shares	—	—	—	—	(27,473)	—	—	—	(27,473)	—	(27,473)
Total transactions with shareholders	**—**	**—**	**—**	(1,716)	(27,473)	**—**	**—**	**—**	(29,189)	(283)	(29,472)
Balance, August 31, 2016	**$ 64,134**	**$ 16**	**$ 314,754**	**$ (216,132)**	**$ 1,470,364**	**$ (136,712)**	**$ (41,360)**	**$ (54,455)**	**$ 1,400,609**	**$ 3,612**	**$ 1,404,221**
Balance, November 30, 2016	**$ 64,134**	**$ 16**	**$ 150,108**	**$ (51,486)**	**$ 1,466,551**	**$ (172,788)**	**$ (29,978)**	**$ (46,536)**	**$ 1,380,021**	**$ 3,567**	**$ 1,383,588**
Comprehensive income (loss)											
Net profit	—	—	—	—	49,249	—	—	—	49,249	12	49,261
Other comprehensive income (loss)											
Translation adjustments, net	—	—	—	—	—	63,297	—	—	63,297	—	63,297
Net loss on cash flow hedges	—	—	—	—	—	—	(5,301)	—	(5,301)	—	(5,301)
Remeasurement of post-employment benefit obligations, net of tax	—	—	—	—	(460)	—	—	—	(460)	—	(460)
Fair value adjustment equity investments	—	—	—	—	—	—	—	(6,337)	(6,337)	—	(6,337)
Total other comprehensive income (loss)	—	—	—	—	(460)	63,297	(5,301)	(6,337)	51,199	—	51,199
Total comprehensive income (loss)	—	—	—	—	**48,789**	**63,297**	**(5,301)**	**(6,337)**	**100,448**	**12**	**100,460**
Transactions with shareholders											
Cash dividend paid - $0.50 per Common Shares	—	—	—	—	(27,472)	—	—	—	(27,472)	—	(27,472)
Acquisition of 20% of Shanghai Stolt Kingman	—	—	—	—	—	—	—	—	—	(739)	(739)
Total transactions with shareholders	**—**	**—**	**—**	**—**	(27,472)	**—**	**—**	**—**	(27,472)	(739)	(28,211)
Balance, August 31, 2017	**$ 64,134**	**$ 16**	**$ 150,108**	**$ (51,486)**	**$ 1,487,868**	**$ (109,491)**	**$ (35,279)**	**$ (52,873)**	**$ 1,452,997**	**$ 2,840**	**$ 1,455,837**

(a) Other components of equity on the balance sheet of $198.4 million and $232.5 million at August 31, 2017 and 2016, respectively, are composed of Foreign currency, Hedging and Fair value.

See notes to the condensed consolidated interim financial statements.

STOLT-NIELSEN LIMITED

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS

(UNAUDITED)

	Notes	For the nine months ended August 31, 2017	For the nine months ended August 31, 2016
Cash generated from operations	3	**$ 361,696**	$ 335,711
Interest paid		**(90,565)**	(79,503)
Debt issuance costs		**(3,012)**	(3,272)
Interest received		**1,611**	863
Income taxes paid		**(5,694)**	(5,489)
Net cash generated by operating activities		**264,036**	248,310
Cash flows from investing activities:			
Capital expenditures	6	**(281,623)**	(195,418)
Purchase of intangible assets	6	**(1,872)**	(1,032)
Cash from sale of marketable securities		**11,507**	—
Deposit for newbuildings	6	**(14,592)**	(36,475)
Proceeds from sale of ships and other assets		**8,793**	24,975
Final payment on business acquisition		**(21,009)**	—
Investment in joint ventures and associates		—	(5,754)
Acquisition of non-controlling interest		**(1,311)**	—
(Advances to) repayments of advances to joint ventures and associates, net		**(14,648)**	8,216
Other, net		**2,446**	(194)
Net cash used in investing activities		**(312,309)**	(205,682)
Cash flows from financing activities:			
Decrease in short-term bank loans, net	8	**(8,100)**	45,000
Proceeds from issuance of long-term debt	8	**615,052**	463,226
Repayment of long-term debt	8	**(506,391)**	(496,898)
Finance lease payments		**(74)**	(72)
Purchase of treasury shares		–	(1,715)
Dividends paid	5	**(55,022)**	(55,095)
Net cash provided by financing activities		**45,465**	(45,554)
Effect of exchange rate changes on cash		**(4,024)**	436
Net decrease in cash and cash equivalents		**(6,832)**	(2,490)
Cash and cash equivalents at beginning of the period		**92,784**	77,545
Cash and cash equivalents at end of the period		**$ 85,952**	$ 75,055

See notes to the condensed consolidated interim financial statements.

1. Basis of Preparation

The condensed consolidated interim financial statements of Stolt-Nielsen Limited (the "Company" or "SNL"), a Bermuda-registered company, and its subsidiaries (collectively, the "Group") have been prepared using accounting policies consistent with International Financial Reporting Standards as adopted by the European Union ("IFRS") and in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting. The condensed consolidated interim financial statements should be reviewed in conjunction with the final audited Consolidated Financial Statements for the year ended November 30, 2016, to fully understand the current financial position of the Group.

2. Significant Accounting Policies

The accounting policies applied are consistent with those described in Note 2 of the Consolidated Financial Statements for the year ended November 30, 2016, with the exception of income taxes which for the purpose of interim financial statements are calculated based on the expected effective tax rate for the full year.

3. Reconciliation of Net Profit to Cash Generated from Operations

	For the Nine Months Ended	
	August 31, 2017	**August 31, 2016**
	(in thousands)	
Net profit	**$ 49,261**	$ 90,465
Adjustments to reconcile net profit to net cash from operating activities:		
Depreciation of property, plant and equipment	**193,527**	173,653
Amortisation of intangible assets	**2,397**	2,369
Finance expense and income	**95,712**	76,994
Net periodic benefit costs of defined benefit pension plans	**1,866**	2,382
Income tax expenses	**8,868**	11,808
Share of profit of joint ventures and associates	**(13,034)**	(28,082)
Fair value adjustment on biological assets	**4,756**	(7,004)
Foreign currency related loss	**2,927**	2,691
Unrealized bunker hedge gain	**(238)**	(2,877)
Loss (gain) on disposal of assets, net	**1,426**	(73)
Changes in assets and liabilities, net of effect of acquisitions and divestitures:		
(Increase) decrease in receivables	**(32,524)**	91
Increase in inventories	**(2,223)**	(312)
Decrease in biological assets	**561**	1,458
Decrease in prepaid expenses and other current assets	**2,631**	10,977
Increase (decrease) in accounts payable and other current liabilities	**37,810**	(15,909)
Contributions to defined benefit pension plans	**(1,596)**	(1,649)
Dividends from joint ventures and associates	**9,195**	19,714
Other, net	**374**	(985)
Cash generated from operations	**$ 361,696**	$ 335,711

4. Business and Geographic Segment Information

The segment information is provided on the same basis as stated in the consolidated financial statements for the year ended November 30, 2016.

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

	Tankers	Terminals	Tank Containers	Stolt Sea Farm	Corporate and Other (a)	Total
For the three months ended August 31, 2017						
Operating revenue	$ 299,689	$ 60,958	$ 132,615	$ 18,481	$ 2,007	$ 513,750
Depreciation and amortisation including drydocking	(43,156)	(14,012)	(6,570)	(1,697)	(1,393)	(66,828)
Share of profit of joint ventures and associates	1,366	5,695	385	–	(2,789)	4,657
Operating profit (loss)	34,440	16,019	14,801	(2,505)	(6,752)	56,003
Capital expenditures (b)	47,751	14,381	2,473	1,230	7,974	73,809
For the nine months ended August 31, 2017						
Operating revenue	875,662	181,385	375,857	49,408	7,936	1,490,248
Depreciation, amortisation and impairment, including drydocking	(126,899)	(40,556)	(19,924)	(4,280)	(4,265)	(195,924)
Share of profit of joint ventures and associates	4,954	15,206	872	–	(7,998)	13,034
Operating profit (loss)	90,543	48,751	37,488	(1,369)	(19,362)	156,051
Capital expenditures (b)	220,621	56,872	8,041	2,410	10,151	298,095
As of August 31, 2017						
Investments in and advances to joint ventures and associates	276,927	242,188	22,980	—	33,502	575,597
Segment assets	2,460,082	1,285,700	534,920	130,888	211,472	4,623,062

	Tankers	Terminals	Tank Containers	Stolt Sea Farm	Corporate and Other (a)	Total
For the three months ended August 31, 2016						
Operating revenue	$ 266,249	$ 60,181	$ 119,651	$ 16,971	$ 11,017	$ 474,069
Depreciation, amortisation and impairment, including drydocking	(34,687)	(14,443)	(6,032)	(1,534)	(1,375)	(58,071)
Share of profit of joint ventures and associates	3,486	5,459	493	–	(833)	8,605
Operating profit (loss)	31,419	14,774	10,665	2,493	(6,716)	52,635
Capital expenditures (b)	67,136	24,840	8,519	1,264	936	102,695
For the nine months ended August 31, 2016						
Operating revenue	801,290	174,361	359,397	49,483	32,379	1,416,910
Depreciation, amortisation and impairment, including drydocking	(108,002)	(41,871)	(17,768)	(4,185)	(4,196)	(176,022)
Share of profit of joint ventures and associates	10,904	15,293	1,184	–	701	28,082
Operating profit (loss)	107,951	39,031	33,089	11,409	(11,777)	179,703
Capital expenditures (b)	114,313	75,543	23,305	3,164	8,047	224,372
As of November 30, 2016						
Investments in and advances to joint ventures and associates	259,664	213,024	15,850	–	48,116	536,654
Segment assets	2,329,564	1,186,351	529,306	122,989	253,008	4,421,218

(a) Corporate and Others include Stolt-Nielsen Gas and Stolt Bitumen.

(b) Capital expenditures include additions to property, plant and equipment, ship deposits and intangible assets other than goodwill including additions resulting from acquisitions through business combinations.

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.

As of August 31, 2017, and November 30, 2016, there were 64,133,796 Common shares and 16,033,449 Founder's shares issued, of which 61,944,855 Common shares and 15,486,214 Founder's shares were outstanding.

Treasury Shares

The Group did not issue Treasury shares for the nine months ended August 31, 2017 and 2016 respectively, since there were no employee share options exercised.

Dividends

On February 08, 2017, the Group's Board of Directors recommended a final dividend for 2016 of $0.50 per Common Share, payable to shareholders of record as of April 27, 2017. The dividend, which was subject to shareholder approval, was approved at the Company's Annual General Meeting of shareholders on April 20, 2017 in Bermuda. The total gross amount of the dividend was $27.5 million and paid on May 11, 2017.

On December 8, 2016, the Group paid interim dividends for a gross amount of $27.5 million. The Group's Board of Directors had declared the dividend of $0.50 per Common share and $0.005 per Founder's share on November 11, 2016 for Shareholders of record as of November 23, 2016.

6. Property, Plant and Equipment and Intangible Assets

During the three months ended August 31, 2017, the Group spent $65.5 million on property, plant and equipment. Cash spent during the quarter primarily reflected (a) $38.2 million for newbuildings and for the *Stolt Sisto* (b)$8.0 million on terminal capital expenditures, (b) $2.9 million on the acquisition of tank containers and construction at depots and (c) $4.8 million on drydocking of ships. Interest of $0.4 million was capitalised on the new construction of terminals and tanker newbuildings.

During the nine months ended August 31, 2017, the Group spent $281.6 million on property, plant and equipment. Cash spent during the period primarily reflected (a) $149.8 million for the final payments for the newbuildings, *Stolt Sincerity*, *Stolt Integrit*y and *Stolt Tenacity* (b) $58.6 million on terminal capital expenditures, (c) $7.8 million on the acquisition of tank containers and construction at depots and (d) $20.1 million on drydocking of ships. Interest of $4.2 million was capitalised on the new construction of terminals and on tanker newbuildings.

For the nine months ended August 31, 2017, the Group paid an additional $14.6 million for newbuilding deposits.

On December 22, 2016, the Group took delivery of *Stolt Sincerity*, on February 24, 2017, the *Stolt Integrity* and on May 26, 2017, the *Stolt Tenacity*, the second, third and fourth of five 38,000 dwt fully stainless steel newbuildings from Hudong-Zhonghua Shipbuilding (Group) Co., Ltd ("Hudong"). in China. Upon the ships' deliveries, $65.7 million of previous deposits was transferred to property, plant and equipment.

For the nine months ended August 31, 2017 depreciation expense was $195.9 million.

In April 2017, a final payment of $21.0 million was made to J.O. Invest related to the November 23, 2016 acquisition of Jo Chemical Tankers A.S. and subsidiaries ("JoT"). Goodwill from the acquisition was $5.2 million.

Gain on sale of assets during the quarter was $1.2 million, of which $0.9 million related to the sale of *Stolt Kite* in early August 2017.

During the nine months ended August 31, 2017, the Group spent $1.9 million on intangible assets, mainly on computer software. Revaluation for foreign exchange differences for goodwill and other intangibles amounted to a gain of $3.8 million in the same period.

7. Investment in Joint Ventures and Associates

Gulf Stolt Tankers DMCCO ("GST"), a joint-venture with Gulf Navigation Holdings PJSC, has a non-recourse bank loan outstanding of $33.0 million. The loan is secured by the remaining two ships in the joint-venture. This loan originally matured and fell due for repayment on May 31, 2016. However, GST extended the due date of the loan by entering into an extension agreement with the banks on June 1, 2016. Following ongoing discussions with the banks, the extension agreement has been extended numerous times to allow GST to pursue alternatives for repaying the loan, while continuing to make interest and principal payments. On June 12, 2017, GST signed a Reservation of Rights and Forbearance Agreement with the banks, in which it undertook to sell its four ships to the shareholders, Stolt-Nielsen Indian Ocean and Middle East Service Ltd and Gulf Navigation Holdings PJSC. Subsequently, on June 21, 2017, GST concluded the sale of the first two of the four ships, *Stolt Sisto* and *Stolt Gulf Mishref,* to Stolt-Nielsen Indian Ocean and Middle East Service Ltd and Gulf Navigation Holdings PJSC, respectively. The sale was done at current book value of the ships on the transaction date, and the consideration was settled partly in cash sufficient to pay off the mortgage on each ship and partly in form of a promissory note payable by each shareholder to GST. It is expected that the last two ships will be sold to the shareholders, or nominees, within October 2017, at which time the final amount outstanding under the bank facility will be repaid. Until such repayment is completed, the joint venture is considered to be in breach of its banking covenants. As the financing is non-recourse to Stolt-Nielsen limited, this breach has no bearing on the Group's covenant compliance.

8. Short and Long-Term Debt

Short-term debt consists of debt obligations to banks under uncommitted lines of credit and bank overdraft facilities. Where the Group has the discretion to rollover its obligations for a period of more than 12 months and there is no expectation of settlement within 12 months, the debt is presented as long-term. This is the case at August 31, 2017 and November 30, 2016 for the revolving credit facility.

As of August 31, 2017, the Group had available committed short-term credit lines of $255.0 million. Long-term debt consists of debt collateralized by mortgages on the Group's ships, tank containers, terminals and investments, as well as $602.7 million unsecured bond financing at August 31, 2017.

	Cashflows For the Nine Months Ended	
	August 31, 2017	**August 31, 2016**
	(in thousands)	
Bank loan (repayments) additions, net	$ (8,100)	$ 45,000
Proceeds from issuance of long-term debt	615,052	463,226
Repayment of long-term debt	(506,391)	(496,898)

In the nine months ended August 31, 2017, the Group drew down $164.2 million from the $200.0 million term loan facility closed in November 2016 in connection with the acquisition of JoT. The proceeds were used to extinguish $160.3 million of long-term debt assumed with the JoT acquisition.

With the delivery of the three newbuildings from China in the first nine months of 2017, the Group drew down $169.4 million on its second, third and fourth tranches under the $291.8 million term loan with Export and Import Bank of China and Standard Chartered Bank.

In the nine months ended August 31, 2017, the Stolthaven Singapore terminal $126.9 million loan facility was successfully refinanced by a seven-year SGD 280.0 million ($202.4 million) secured amortising term loan facility with a syndicated group of banks consisting of United Overseas Bank Limited, DBS Bank Ltd, Oversea-Chinese Banking Corporation Limited, and Australia and New Zealand Banking Group Limited. The remaining balance was swapped into USD.

The Group had increased the drawn balance on its revolving credit facility to $400.0 million for the nine months ended August 31, 2017 compared to $340.0 as at November 30, 2016. The Group repaid $30.0 million on the SEB share collateral revolving facility and had $20.0 million outstanding for the month ended August 31, 2017 compared to $50.0 million as at November 30,2016.

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 October 9, 2017.

9. Fair Value Measurements for Financial Assets and Liabilities

All financial assets and financial liabilities, other than derivatives, are initially recognised at the fair value of consideration paid or received, net of transaction costs as appropriate, and subsequently carried at fair value or amortised cost, as indicated in the tables below. Derivatives are initially recognised at fair value on the date the contract is entered into and are subsequently remeasured at their fair value.

The Group measures fair values using the fair value hierarchy which reflects the significance of inputs used in making the measurements:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1).
- Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

The Group's investment in Golar LNG Limited and its marketable securities are measured using quoted prices in an active market (Level 1), while derivative financial instruments are measured using inputs other than quoted values (Level 2). There have been no changes in the fair value methodology since November 30, 2016.

Fair value of financial instruments

The following estimated fair value amounts of financial instruments 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:

	August 31, 2017		November 30, 2016	
	Carrying Amount	**Fair Value**	**Carrying Amount**	**Fair Value**
Financial Assets (Amortised Cost):				
Cash and cash equivalents	$ 85,952	$ 85,952	$ 92,784	$ 92,784
Restricted cash	101	101	87	87
Receivables	236,835	236,835	201,634	201,634
Other current assets	40,953	40,953	49,085	49,085
Financial Assets (Fair Value):				
Marketable securities	–	–	11,399	11,399
Equity instruments	50,511	50,511	56,848	56,848
Financial Liabilities (Amortised Cost):				
Accounts payables (excluding withholding and value added tax)	77,829	77,829	66,236	66,236
Accrued expenses	242,890	242,890	241,327	241,327
Dividend payable	–	–	27,550	27,550
Short term bank loans	–	–	8,100	8,100
Long-term debt and finance leases including current maturities (excluding debt issuance costs)	2,549,966	2,633,042	2,381,293	2,480,148
Derivative Financial Instruments (Fair Value):				
Assets				
Bunker swaps	5,988	5,988	5,040	5,040
Bunker call options	510	510	1,220	1,220
Foreign currency exchange contracts	12	12	489	489
Cross-currency interest rate swaps	7,004	7,004	347	347
	$ 13,514	**$ 13,514**	**$ 7,096**	**$ 7,096**
Liabilities				
Foreign exchange forward contracts liabilities	(13)	(13)	(338)	$ (338)
Interest rate swap	(16,034)	(16,034)	(6,524)	(6,524)
Cross-currency interest rate swap liabilities	(132,528)	(132,528)	(178,778)	(178,778)
	$ (148,575)	**$ (148,575)**	**$ (185,640)**	**$ (185,640)**

The carrying amount of cash and cash equivalents, receivables, other current assets, accounts payable (excluding withholding and value added tax payables), accrued expenses and dividend payable are a reasonable estimate of their fair value, due to the short maturity thereof. The estimated value of the Group's financial assets and marketable securities is based on traded value. The estimated value of its senior unsecured bond issues is based on traded values, while the value on the remaining long-term debt is based on interest rates as of August 31, 2017 and November 30, 2016, 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 August 31, 2017 and November 30, 2016, 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 August 31, 2017 and November 30, 2016.

Long-term debt in the table above excludes debt issuance costs of $33.1 million and $36.2 million, respectively, and future finance charges on finance leases of approximately $0.1 million as of August 31, 2017 and November 30, 2016.

Derivatives

The Group has derivative assets of $13.5 million and $7.1 million as of August 31, 2017 and November 30, 2016, respectively and derivative liabilities of $148.6 million and $185.6 million as of August 31, 2017 and November 30, 2016, respectively. All the Group's derivative activities are financial instruments entered with major financial institutions for hedging the Group's committed exposures or firm commitments with major financial credit institutions, 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 August 31, 2017 and November 30, 2016, respectively. There were no changes in the valuation techniques during the period.

The Group has purchased forward contracts on 92,000 tons of bunkers fuel for delivery in 2016 and 111,000 tons for delivery in 2017 and 2018 and 48,000 tons for delivery in 2019 with initial expiration dates ranging from three to 24 months forward. The bunker contracts were marked-to-market through the Income Statement and a realised and unrealised gain of $5.1 million was recorded for the nine months ended August 31, 2017.

10. Commitments and Contingencies

As of August 31, 2017, and November 30, 2016, the Group had total capital expenditure purchase commitments outstanding of approximately $188.8 million and $246.6 million, respectively. At August 31, 2017, the total purchase commitments consisted of one newbuilding contract for tankers, two 7,500 cbm LNG newbuilding carriers, new and existing terminal expansion projects and other smaller projects. Of the total August 31, 2017 purchase commitments, $113.3 million is expected to be paid over the next 12 months, $61.1 million of that amount has financing in place. The remaining $52.2 million will be paid out of existing liquidity.

Newbuilding Contract

The above newbuilding contract for the 7,500 cbm LNG carriers was announced on May 24, 2017. These ships will be built by Keppel Singmarine with expected delivery in 2019. The first newbuilding deposit of $7.2 million was paid in June 2017, and the total cost for both ships is approximately $80.0 million, including site team costs and capitalised interest. The Group has options to purchase three additional similar ships.

Environmental

Environmental disclosures are described in Note 26 of the Consolidated Financial Statements for the year ended November 30, 2016. There have been no significant changes that have occurred since that time.

Joint Venture and Associate Purchase Commitments

The Group's joint ventures and associates had an additional $136.8 million of purchase commitments, which are non-recourse to the Group at August 31, 2017. These commitments primarily relate to $126.1 million for four parcel tankers at three joint ventures and $10.1 million for terminal capital projects. In addition to the two newbuildings for Hassel Shipping 4 discussed below, NYK-Stolt Tankers will take delivery of one C-38 from Hudong in the first quarter of 2018, and NYK Stolt Shipholding will take delivery of one J-12 from Usuki Shipyard Company Limited in Japan in the fourth quarter of 2017.

As a part of the acquisition of JoT, the Group acquired a 50% interest in Hassel Shipping 4 which had previously ordered eight newbuildings from New Times Shipbuilding Co. Ltd. Two newbuildings were delivered prior to acquisition. In the nine months ended August 31, 2017 the joint venture has taken delivery of four ships: *Stolt Lerk* was delivered on February 22, 2017; *Stolt Lind* was delivered on March 15, 2017; *Stolt Calluna* was delivered on June 16, 2017 and *Stolt Ebony* on July 11, 2017. Two remaining ships ordered by Hassel Shipping 4 are expected to be delivered in the fourth quarter of 2017 and the first quarter of 2018, respectively.

11. 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 is probable and can be estimated, provisions would be recorded for those legal cases. Disclosure of legal proceedings has been described in Note 27 of the consolidated financial statements for the year ended November 30, 2016. There have been no significant changes to any ongoing legal proceedings since that time and the Group believes that none of the ongoing legal proceedings will have a material adverse effect on its business or financial condition.

To the extent that they are not covered by insurance, the Group expects to incur legal costs until these matters are resolved.

General

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

12. 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. Stolt Tank Containers shipment volumes may be negatively affected by the seasonality inherent in their key customers' businesses. Stolt Tanker's 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.

13. Related Party Transactions

The Group continues to transact with related parties as in prior years. Since the year end, there were no new types of related party transactions nor new related parties identified.

14. Subsequent Events

At the end of August 2017, Hurricane Harvey and Irma affected our operations in the United States of America. An assessment of the impact is being performed and most of the impact on our operations will be reflected in the fourth quarter of 2017. The impact is not expected to be material.

On September 8, 2017, the Group announced placement of senior unsecured bonds in the Nordic bond market with a total amount of $175.0 million in a new 5-year bond issue carrying a fixed coupon of 6.375%. The placement was oversubscribed. The settlement date for the bonds was September 21, 2017 and the maturity date will be September 21, 2022. An application will be made for listing the bonds on the Oslo Stock Exchange as soon as possible. Net proceeds from the bond issue will be used for refinancing of outstanding bonds and general corporate purposes.

On September 29, Stolt-Nielsen Gas invested $5.6 million in Higas Srl, increasing its ownership to 66.25%. Higas was formed to develop shore-based storage, regasification and distribution in the port of Oristana, Sardinia to supply local industry with LNG.

STOLT-NIELSEN LIMITED
RESPONSIBILITY STATEMENT

We confirm, to the best of our knowledge, that the condensed set of financial statements for the period December 1, 2016 to August 31, 2017 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 assets, liabilities, 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
October 9, 2017

Signed for and on behalf of the Board of Directors

N.G. Stolt-Nielsen

Niels G. Stolt-Nielsen
Chief Executive Officer

Jan Chr. Engelhardtsen
Chief Financial Officer