



Stolt-Nielsen Limited

Fourth-Quarter 2016
Results Presentation

January 31, 2017

Forward-Looking Statements

Included in this presentation are various “forward-looking statements”, including statements regarding the intent, opinion, belief or current expectations of the Company or its management with respect to, among other things, (i) goals and strategies, (ii) plans for new development, (iii) marketing plans, the Company’s target market, (iv) evaluation of the Company’s markets, competition and competitive positions, and (v) trends which may be expressed or implied by financial or other information or statements contained herein. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other facts that may cause the actual results, performance and outcomes to be materially different for any future results, performance or outcomes expressed or implied by such forward-looking statements. These factors include in particular, but not limited to, the matters described in the section “Principal Risks” (p46 et seq.) in the most recent annual report available at www.stolt-nielsen.com.



Company Representatives

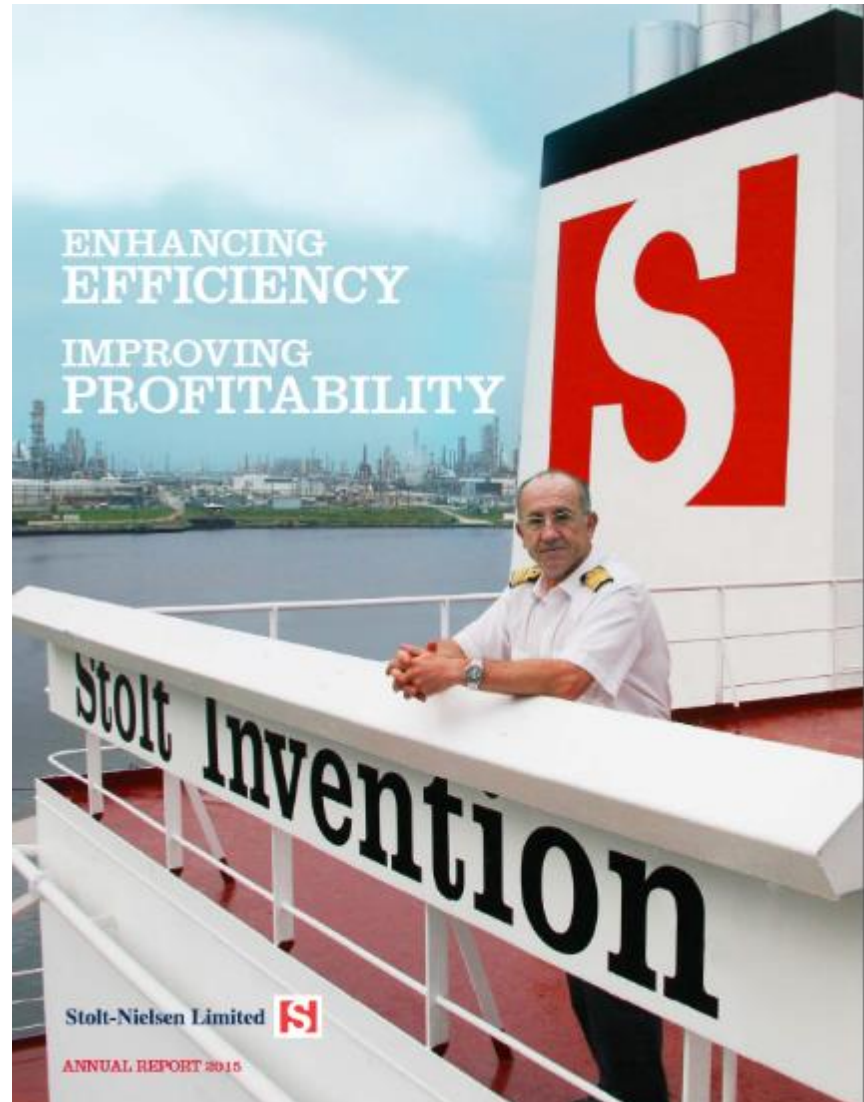
- Niels G. Stolt-Nielsen
CEO
Stolt-Nielsen Limited

- Jan Chr. Engelhardtzen
CFO
Stolt-Nielsen Limited



Agenda

- SNL 4Q16 Highlights
 - Stolt Tankers
 - Stolthaven Terminals
 - Stolt Tank Containers
 - Stolt Sea Farm
 - Stolt-Nielsen Gas
- Financials
- Q&A



Fourth-Quarter 2016 Highlights

Operating

- Stolt Tankers operating profit of \$30.4M, down from \$31.4M, as the chemical tanker market continued to soften; the Jo Tankers acquisition closed on Nov.23.16
- Stolthaven Terminals operating profit of \$14.0M, down from \$14.8M; results declined mainly due to lower equity income from joint ventures and a number of one-time cost items, partially offset by lower A&G tied to cost-reduction initiatives
- Stolt Tank Containers operating profit of \$15.1M, up from \$10.7M in the prior quarter, reflecting a combination of higher profit margins due to lower ocean freight and repositioning costs, and lower A&G from cost-reduction initiatives
- Stolt Sea Farm's operating profit before the FV adjustment of inventories was \$2.1M, up from \$1.9M, as average prices for turbot and sole improved in the quarter; the FV adjustment had a positive impact of \$0.6M, same as the prior quarter
- Corporate and Other operating loss of \$10.0M, compared with a loss of \$6.7M, partly due to \$2.2M of transaction cost related to the JoT acquisition and an increase of \$2.7M in provision towards doubtful accounts in Stolt Bitumen Service

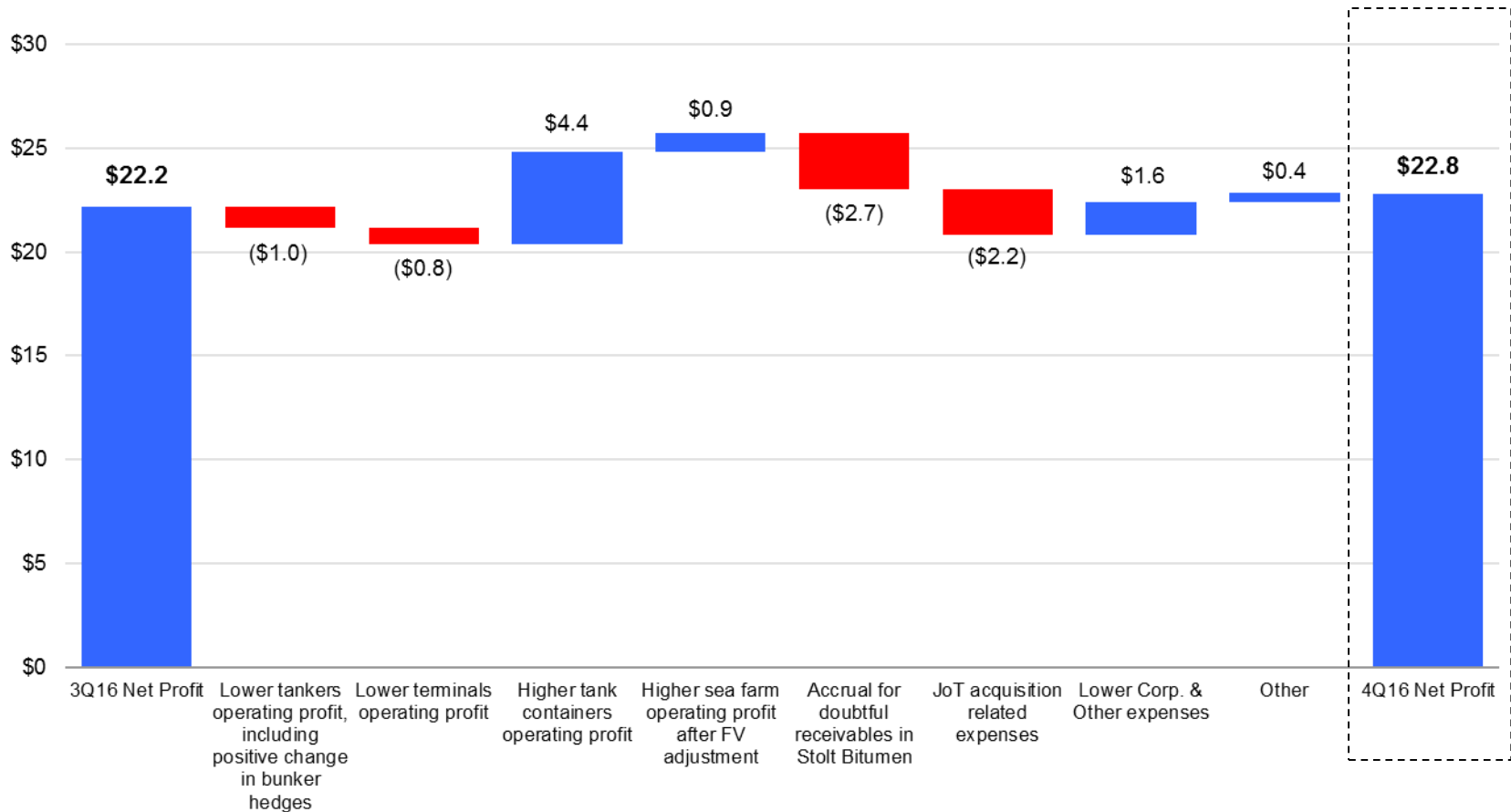
Financial

(Unaudited)	Quarter			Full Year	
	<u>4Q16</u>	<u>3Q16</u>	<u>4Q15</u>	<u>2016</u>	<u>2015</u>
Revenue	\$463.0	\$474.1	\$494.6	\$1,879.9	\$1,983.7
Operating Profit	52.1	52.6	43.6	231.8	246.2
Net Profit (attributable to SNL equity holders)	22.8	22.2	21.4	113.1	132.7
EPS Diluted	0.41	0.40	0.38	2.05	2.36
Weighted average number of shares outstanding diluted	55.6	54.9	55.7	55.2	56.1



SNL: 3Q16 to 4Q16 Net Profit Variance

Figures in USD Millions



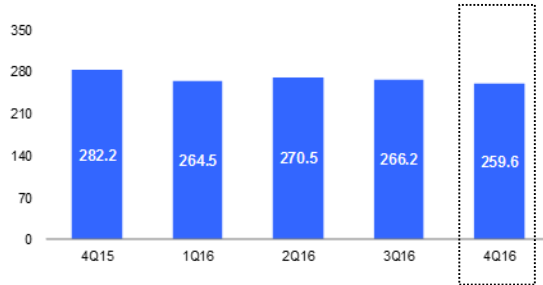
Note: Net Profit attributable to equity holders of SNL



Stolt Tankers

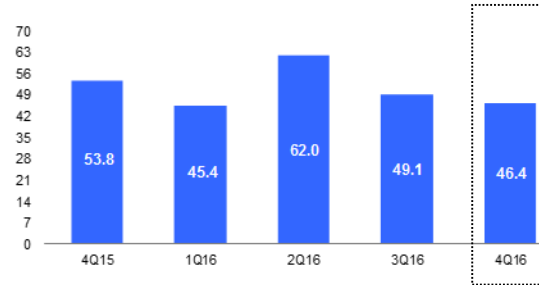
\$US Millions

REVENUE



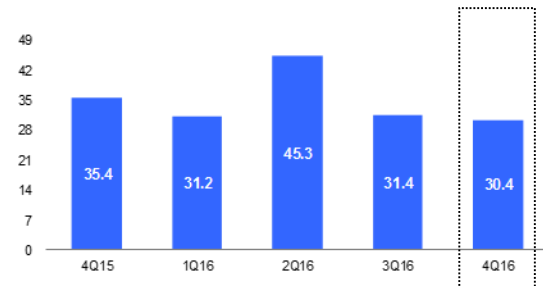
\$US Millions

GROSS PROFIT



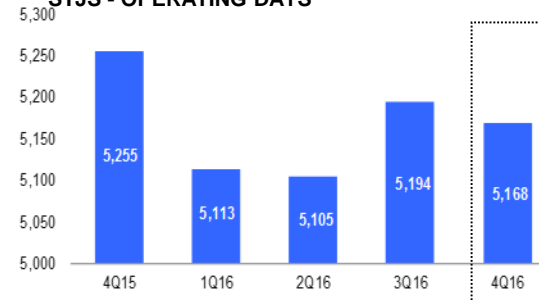
\$US Millions

OPERATING PROFIT/(LOSS)



Days

STJS - OPERATING DAYS



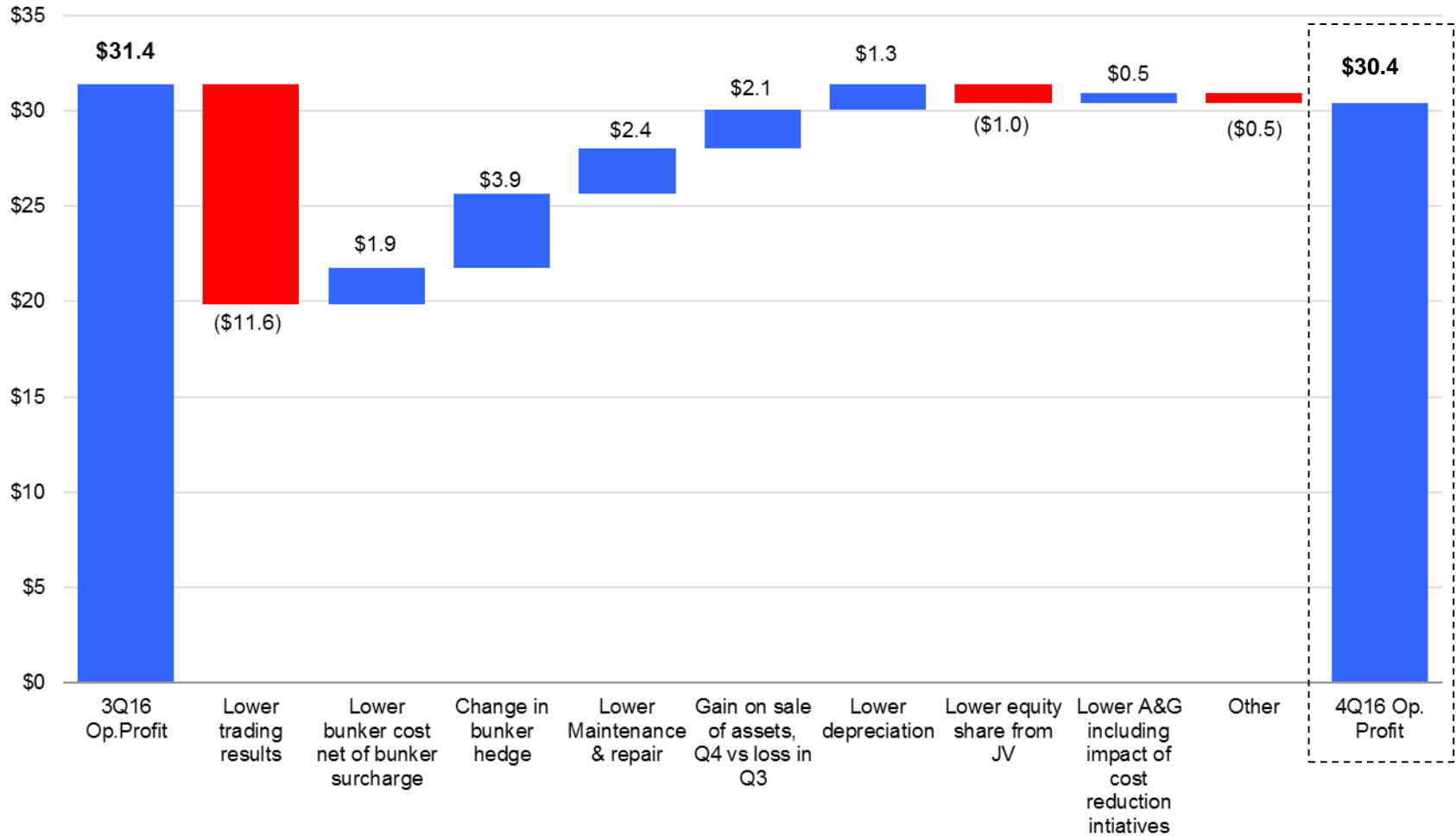
Stolt Sincerity after launching

- Operating revenue decreased by 2.5% from previous quarter, mainly due to reduction in deep-sea volume and freight rates as the market continued to soften
- Average deep-sea COA rates invoiced increased by 1.6% due to cargo and trade mix; spot rates saw a large drop by 21.1% compared with the prior quarter; 13% was due to weakening in the spot markets and 8% was due to intra-regional short-haul positioning fixtures demanding low spot rates
- Deep-sea COA renewals during the quarter were on average down by 4.1%



Stolt Tankers: 3Q16 to 4Q16 Operating Profit Variance

Figures in USD Millions



Stolt Tankers: Bunker Costs

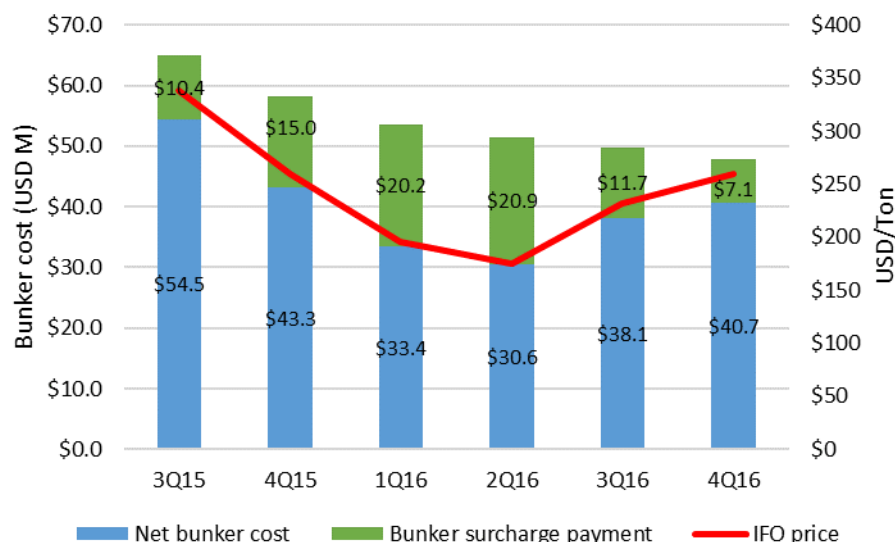
- Bunker cost net of bunker surcharge, but excluding bunker hedges, decreased by \$1.9M from 3Q16
- Average price of IFO consumed increased to \$260/ton from \$232/ton in 3Q16
- Average price of IFO purchased increased to \$273/ton from \$245/ton in 3Q16
- COA bunker surcharge clauses covered on average approximately 74% of total volume in 4Q16

Figures in USD Million

Bunker Hedge:

Qtr	Realised gain/(loss)	Unrealised gain/(loss)
1Q16	(0.35)	(1.73)
2Q16	0.45	6.08
3Q16	1.02	(1.47)
4Q16	1.29	2.16
FY 2016	2.40	5.04

- In 2017, bunker swaps cover 72,000mt and bunker call options cover 15,000mt for a combined hedge of about 40% of the spot exposure

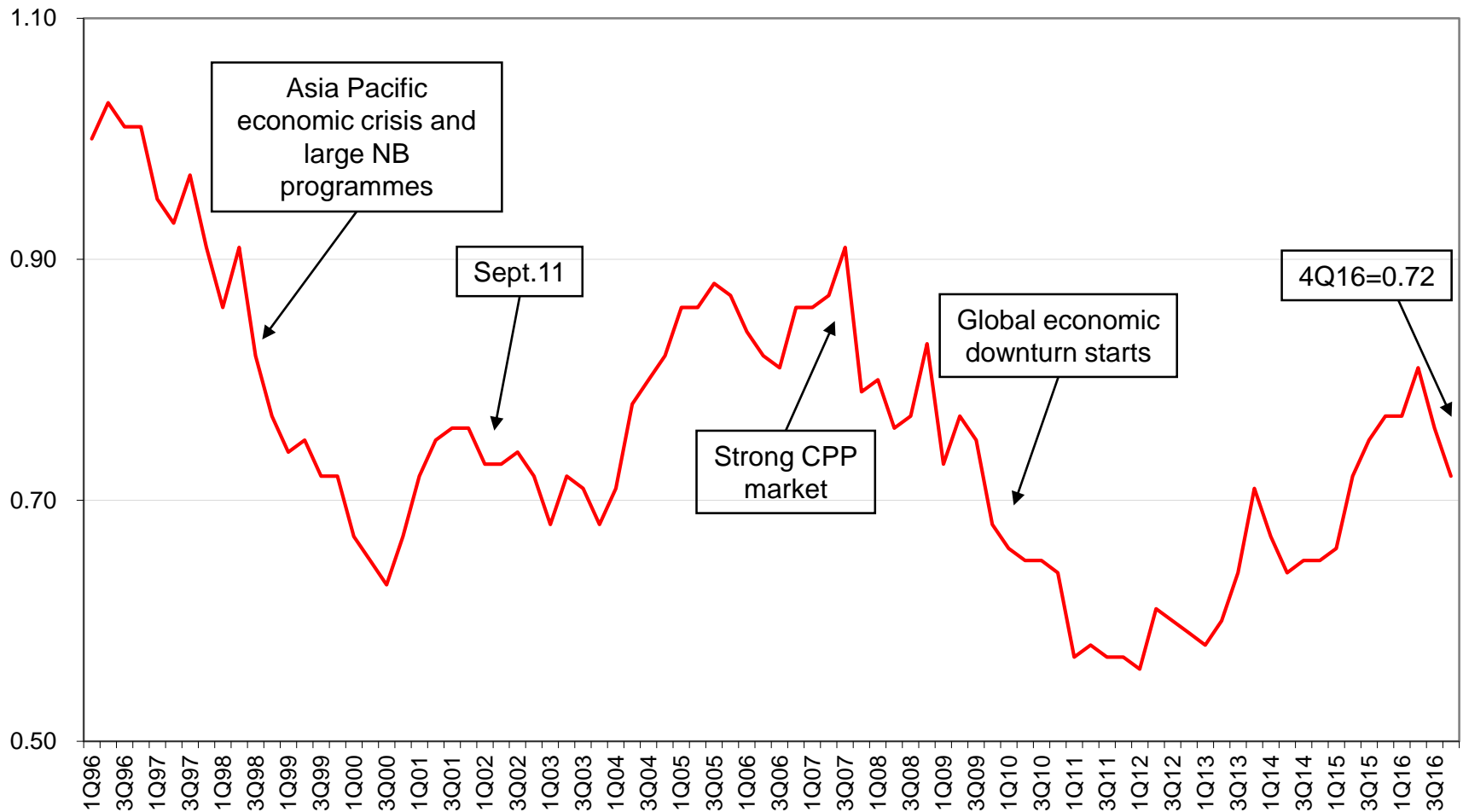


Source: Stolt-Nielsen

Note: Excludes bunker hedge results



Stolt Tankers Joint Service Sailed-in T/C Index



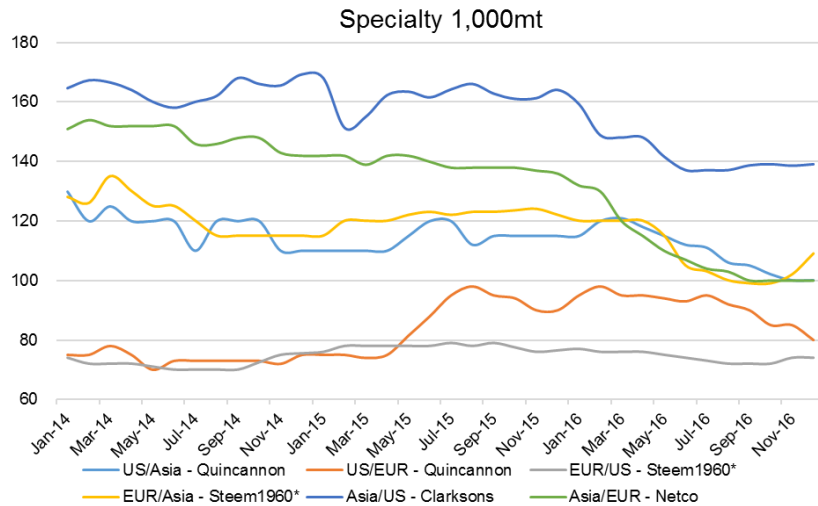
Index as published through 2013, based on SIR STJS member-ships + net result outside T/C ships, base is 1Q96 + adjusting for inflation based on U.S. Consumer Price Index (CPI)

Source: Stolt-Nielsen and the Bureau of Labor Statistics (U.S. CPI)

Note: Excludes Jo Tankers

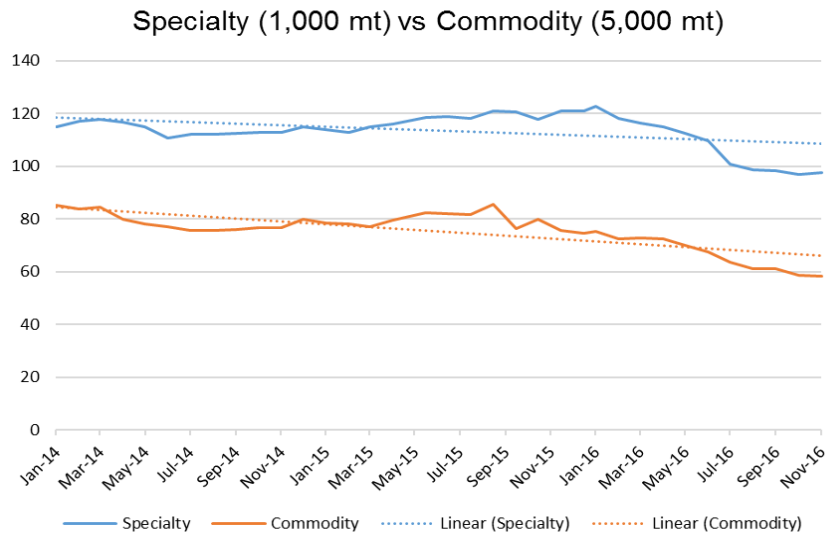


Deep Sea Market Spot Rate Development

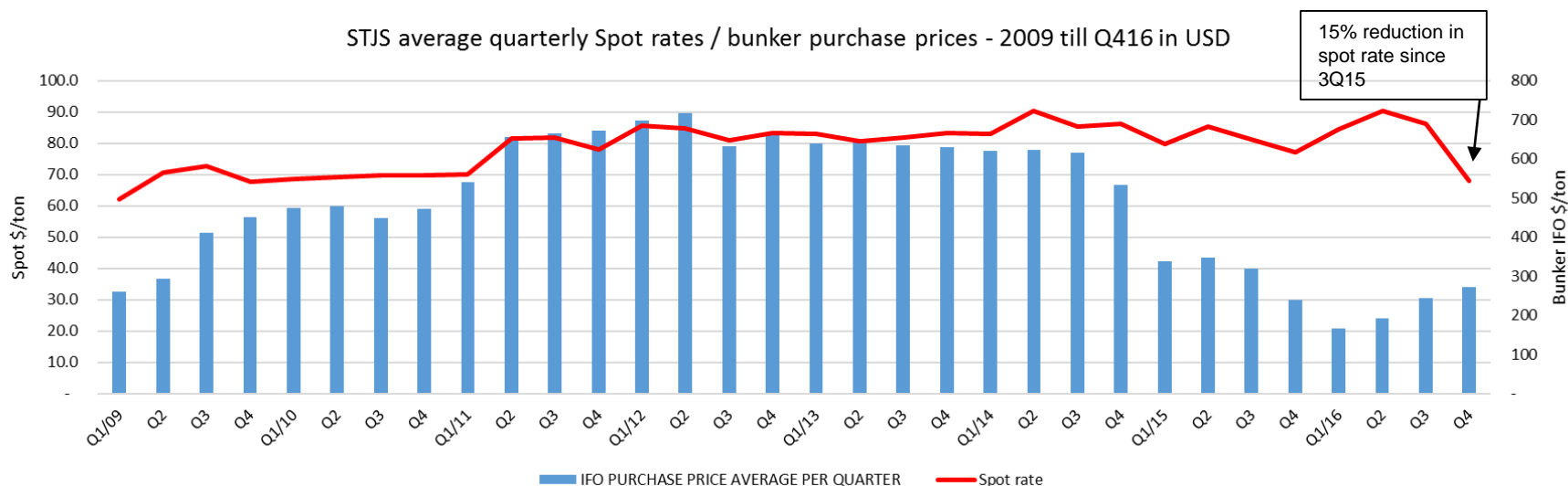


*Inge Steensland AS Shipbrokers has from 1st of January become Steem1960 Steensland Shipbrokers AS

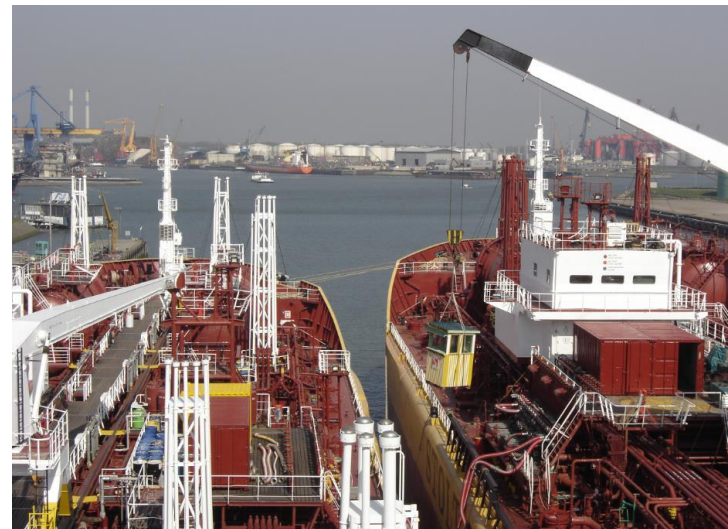
- Since the late 2015/early 2016 peak, spot specialty freight rates dropped about 19% while commodity rates decreased about 32%
- The weak MR market induced CPP swing tonnage to shift to the commodity chemical segment; the supply increase first impacted commodity spot rates, and later specialty rates
- The MR market has recovered from Q4 lows but MR spot earnings remain lower than chemical earnings; swing tonnage remains in chemicals
- Spot freight rates appear to have bottomed out but the significant chemical orderbook and an uncertain MR market present challenges for a recovery in 2017
- With few ships ordered recently, and additional chemical production plants coming on line in the US and Middle East, we expect demand to catch up with supply in a 2018 recovery



STJS Spot Rate and the Impact on our Earnings

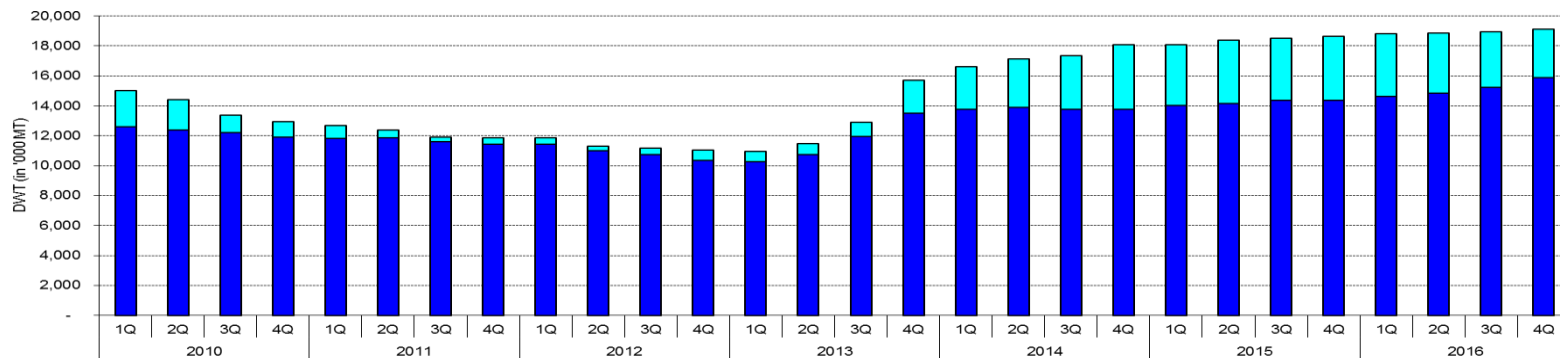
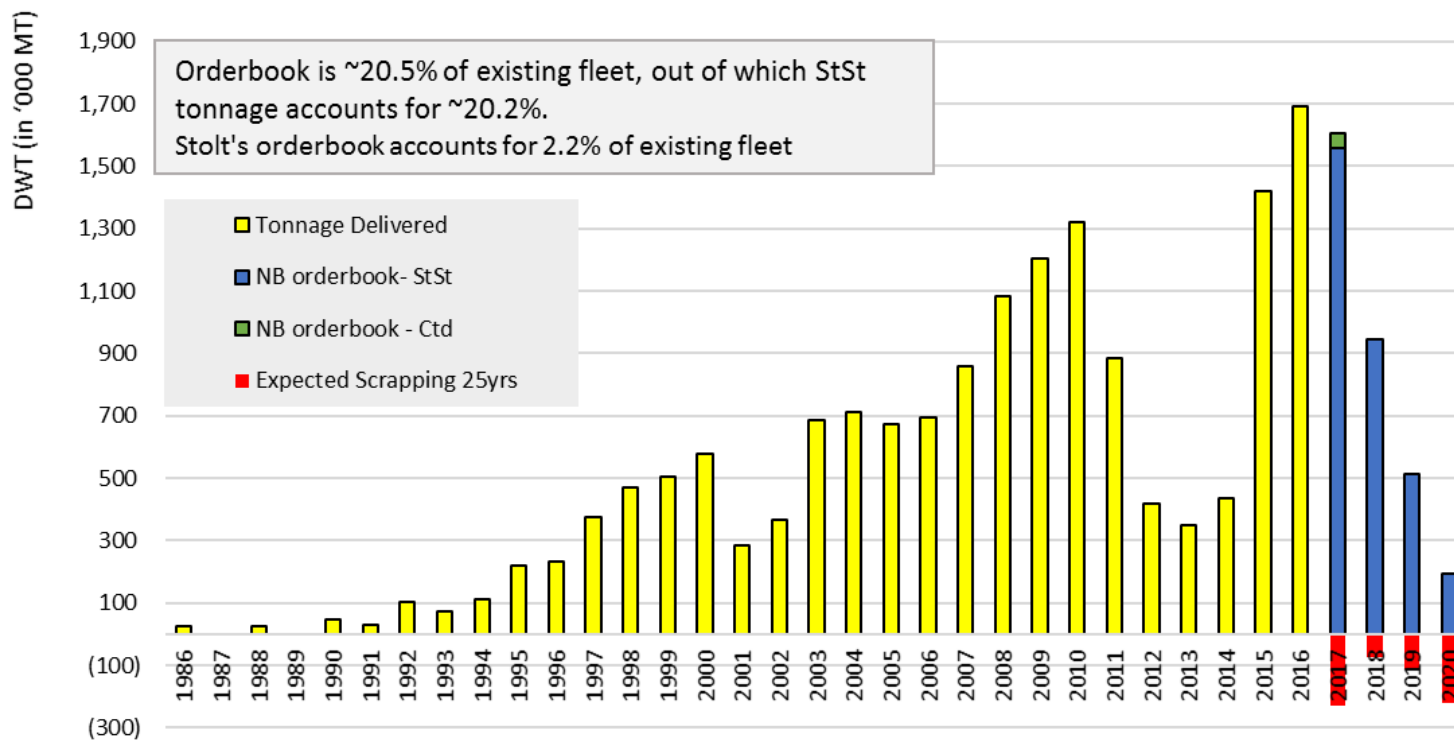


- Our 76% COA coverage protects us from the impact of short term swings in spot rates
- Low spot ratio allows us to be more selective on spot cargoes; 4Q16 was impacted by short-haul repositioning fixtures at low spot rates
- Spot market weakness does impact COA rate negotiations but the change in COA rates is typically less than the change in spot rates



Ship to ship cargo transfer

Chemical Tanker Fleet and Orderbook – 4Q16



Source: Stolt-Nielsen and Drewry, as of January 1, 2017



New Building Delivery Schedule



Stolt Integrity (Third in a series of six newbuilds from China)

Name	Expected Delivery
<i>Stolt Pride</i>	Delivered July 22, 2016
<i>Stolt Sincerity</i>	Delivered Dec 02, 2016
<i>Stolt Integrity</i>	1Q17
<i>Hull 1710A</i>	2Q17
<i>Hull 1711A</i>	2Q17
<i>Hull 1712A</i>	3Q17

Name (JV Ships)	Expected Delivery
<i>Apal</i>	Delivered June 30, 2016
<i>Alm</i>	Delivered Oct 24, 2016
<i>Hull 303</i>	1Q17
<i>Hull 304</i>	2Q17
<i>Hull 305</i>	3Q17
<i>Hull 306</i>	3Q17
<i>Hull 307</i>	1Q18
<i>Hull 308</i>	1Q18

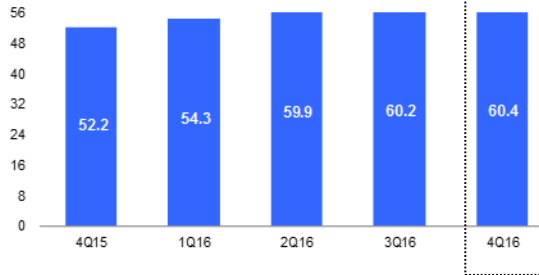
Jo Tankers Update on Integration

- Closing of the transaction took place on November 23rd, 2016
- The transaction encompasses most of the JOT organisation, including four offices, 13 chemical tankers (Stolt Tankers already had six of JOT's large ships on time charter), 50% of a joint venture that will own eight Chinese newbuildings (two already delivered), and additional management services
- Synergies of approximately \$8M per year expected from savings on A&G through reduced headcount and office closures, IT, insurance, purchasing and operational efficiencies
- The integration process is progressing well:
 - Change of vessel legal ownership structure, flag and name change is ongoing; expected completion Q2 2017
 - Refinancing of JOT debt progressing in line with flag and ownership change
 - Commercial/operational integration is complete
 - Technical and crewing management will transition over to Stolt Tankers during 2017

Stolthaven Terminals

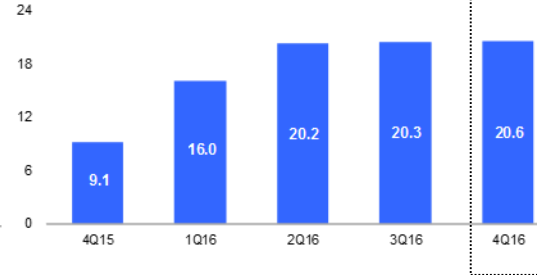
\$US Millions

REVENUE



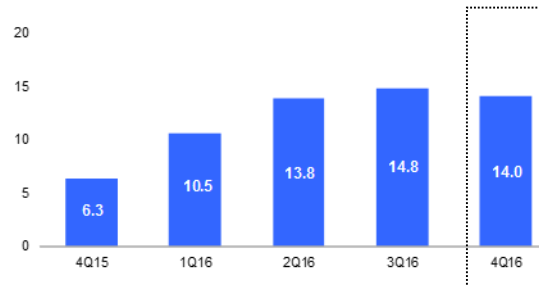
\$US Millions

GROSS PROFIT



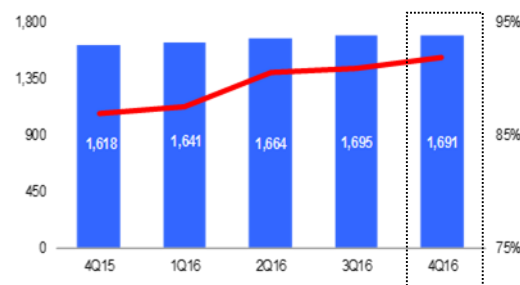
\$US Millions

OPERATING PROFIT^{a)}



Thousand cubic metres - (owned terminals)

AVERAGE CAPACITY - UTILISATION



Stolthaven Singapore Gas sphere and Bulk chemical tanks

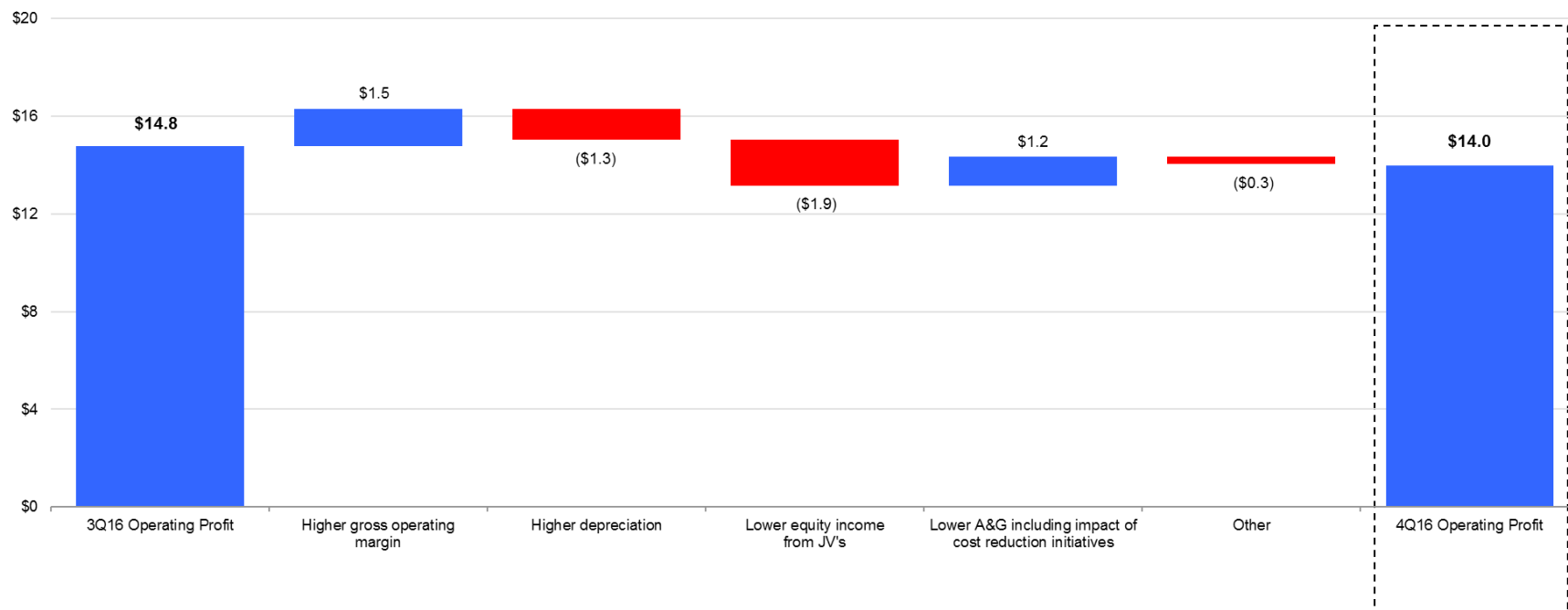
- Revenue remained stable in 4Q16 compared to the previous quarter despite a slight reduction in capacity, due to a small increase in utilisation from 90.8% to 91.8% and a marginal improvement in utility and other revenue
- The reduction in capacity followed the cancellation of a contract in Houston and related write-off the tanks, and a planned closure of a small terminal in New Zealand
- Cost savings initiatives are slowly starting to have an impact (cost per cubic metre)

a) 4Q15 excludes \$3.7M charges from one-off events



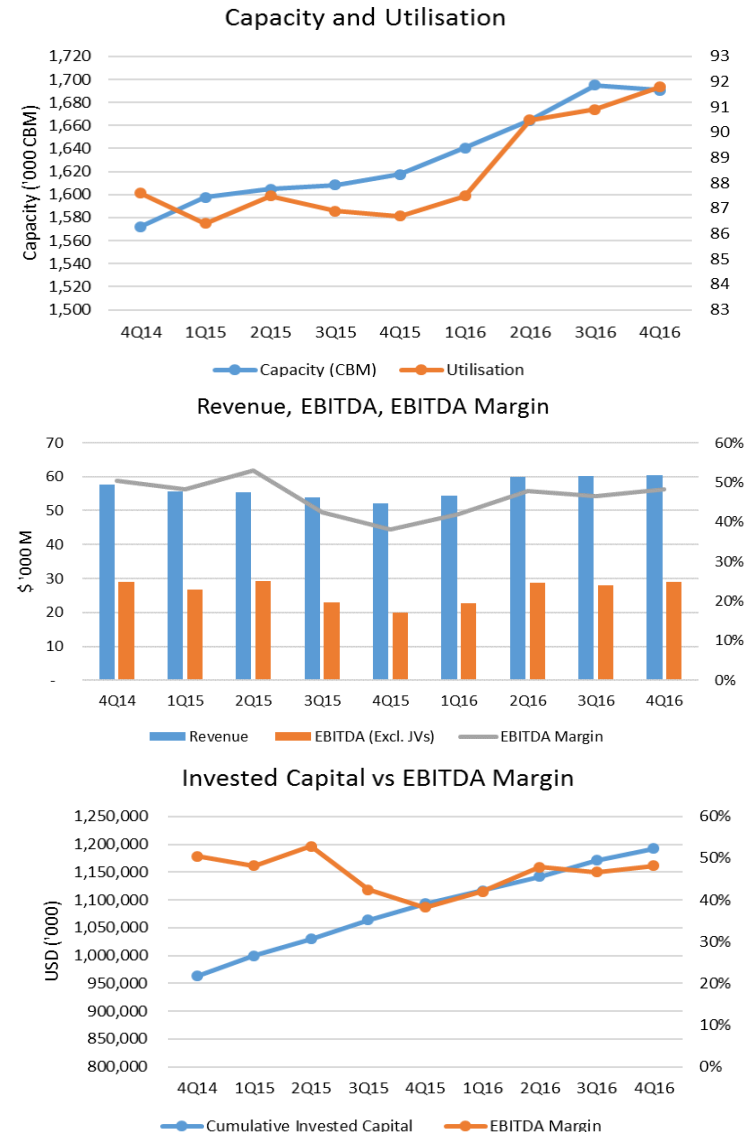
Terminals: 3Q16 to 4Q16 Operating Profit Variance

Figures in USD Millions



Stolthaven Owned Terminals

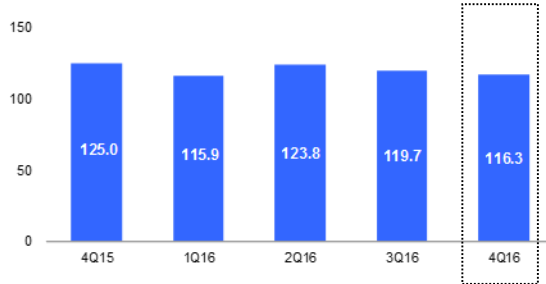
- Average leased capacity for the consolidated terminals has increased, with the biggest improvement at New Orleans
- Stolthaven Houston continues its business optimisation programme; pursuing long term contracts to lock in revenue
- Focus on the ship-to-shore interface to reduce ships' time spent in ports with continued progress in Houston basis waiting time and tonnes per hour (year-on-year)
- Focus on completing ongoing expansion projects and make these commercially available, with further opportunities available
- Customer contract reviews ongoing to assure commercial terms are aligned with market
- The full impact of all the actions is expected from late 2017 onwards



Stolt Tank Containers

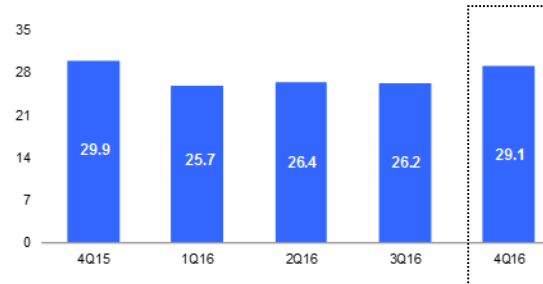
\$US Millions

REVENUE



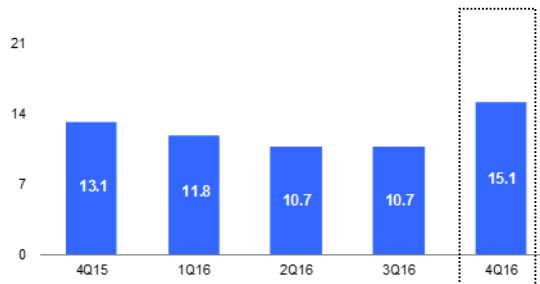
\$US Millions

GROSS PROFIT

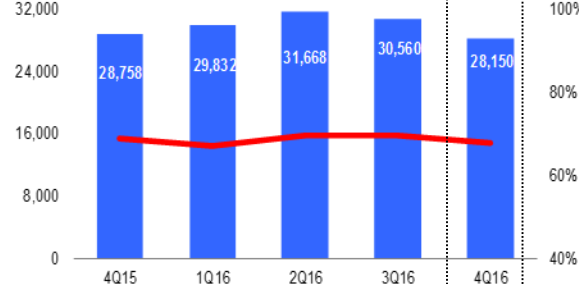


\$US Millions

OPERATING PROFIT



SHIPMENTS - UTILISATION

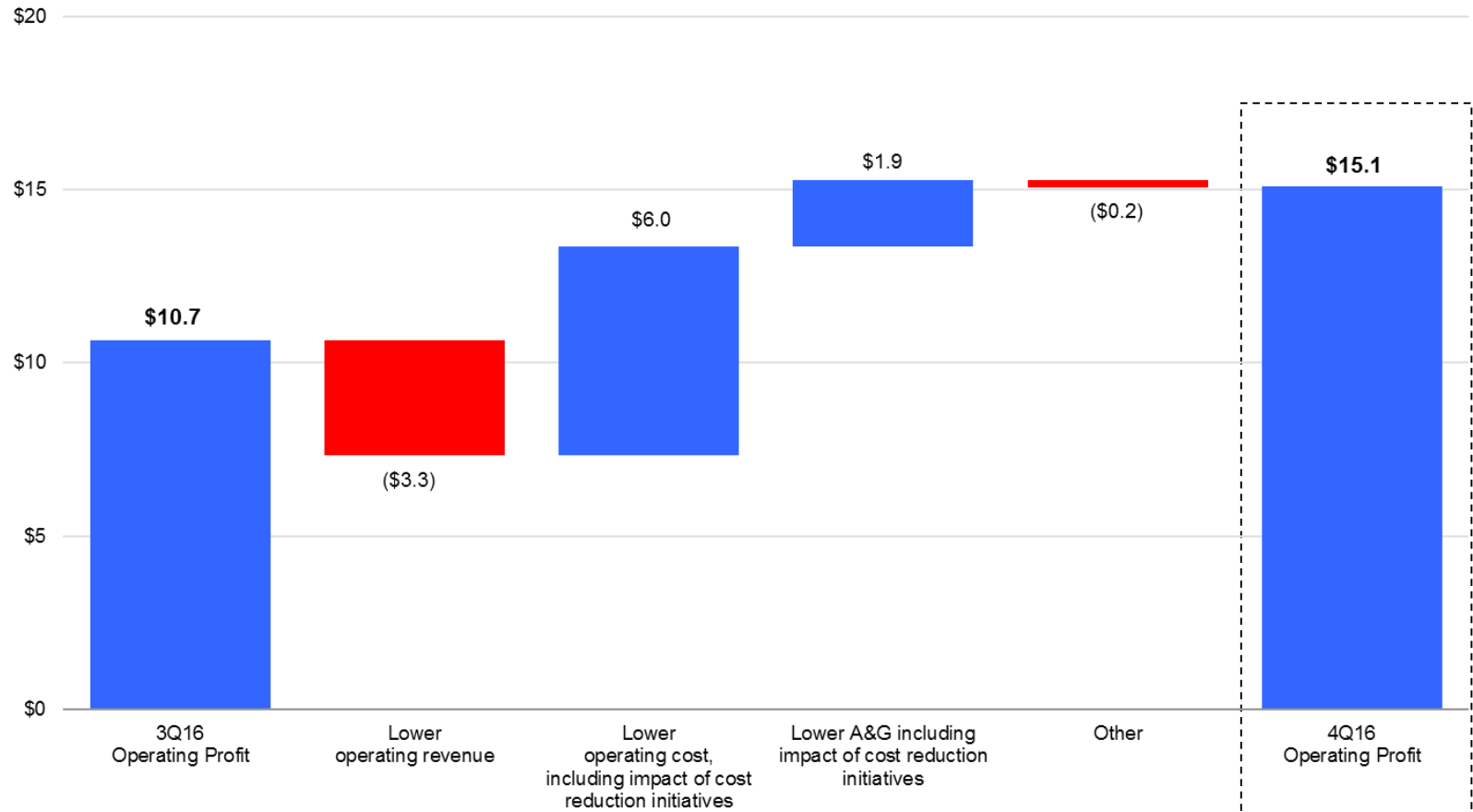


- Revenue down 2.8% due to fewer shipments and lower utilization, offset by higher demurrage revenue
- Gross profit increased by 11.0% from previous quarter, mainly due to improved shipment margins driven by lower freight costs and repositioning costs
- Administrative and general costs down due to adjustments related to pension and post-retirement medical plans



STC: 3Q16 to 4Q16 Operating Profit Variance

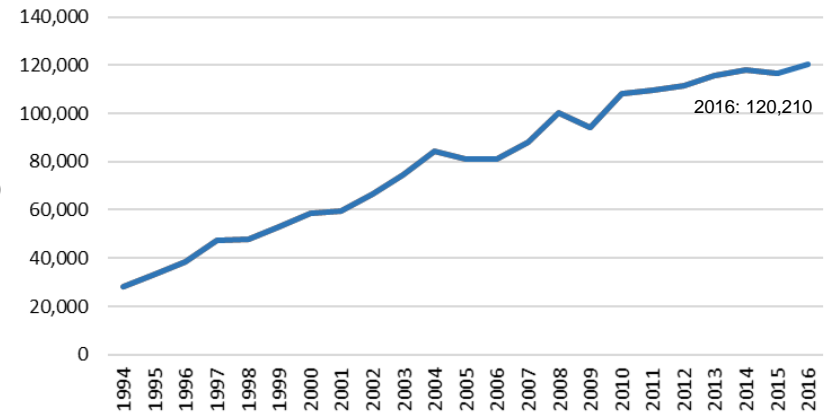
Figures in USD Millions



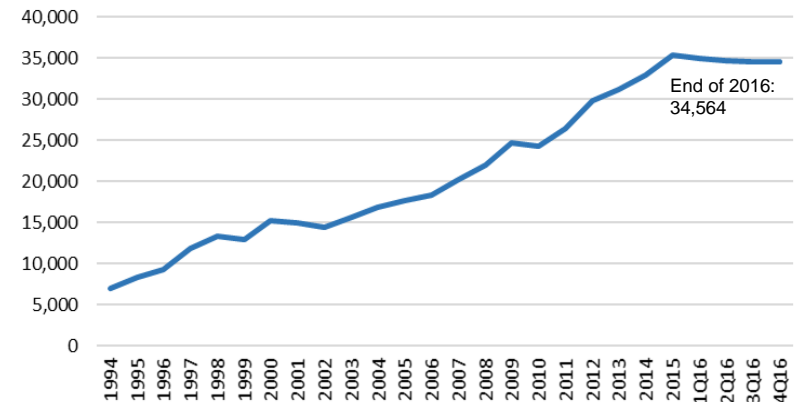
Stolt Tank Containers Market Situation

- Seasonally weak demand drove shipments down; market was reasonably balanced during the quarter with food grade shipments remaining strong
- We continue to remain aggressive on pricing to improve utilisation and increase turns per tank
- Focus is on systems development and implementation of global platforms to reduce expense, increase scale, the efficiency of operations and effectiveness of sales
- We will continue to develop our depot network in strategic locations in order to support global operations
- Focus on leasing tanks to meet future demand
- Margin deterioration has slowed and may have bottomed out

Shipments



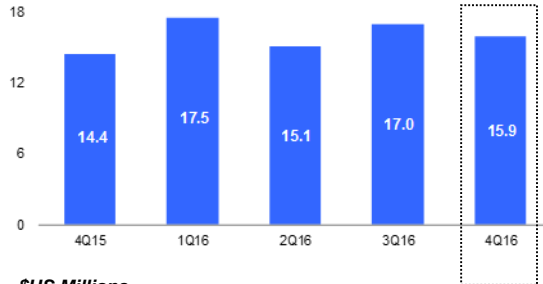
Fleet



Stolt Sea Farm

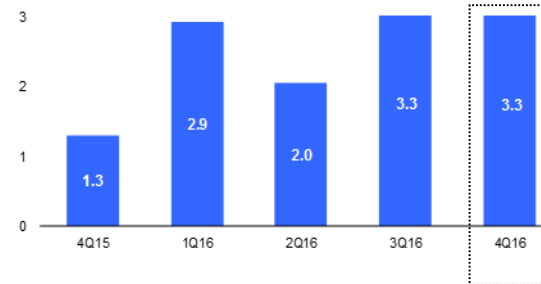
\$US Millions

REVENUE



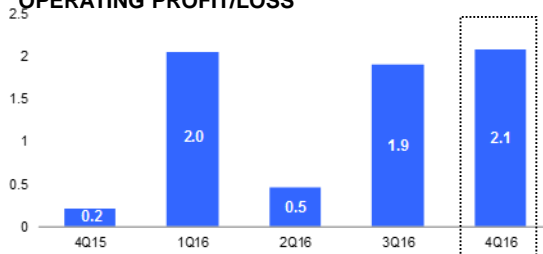
\$US Millions

GROSS PROFIT (before IFRS adjustment)



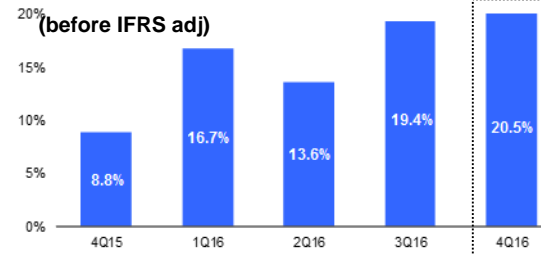
\$US Millions

OPERATING PROFIT/LOSS^{a)}



%

GROSS OPERATING PROFIT MARGIN (before IFRS adj)



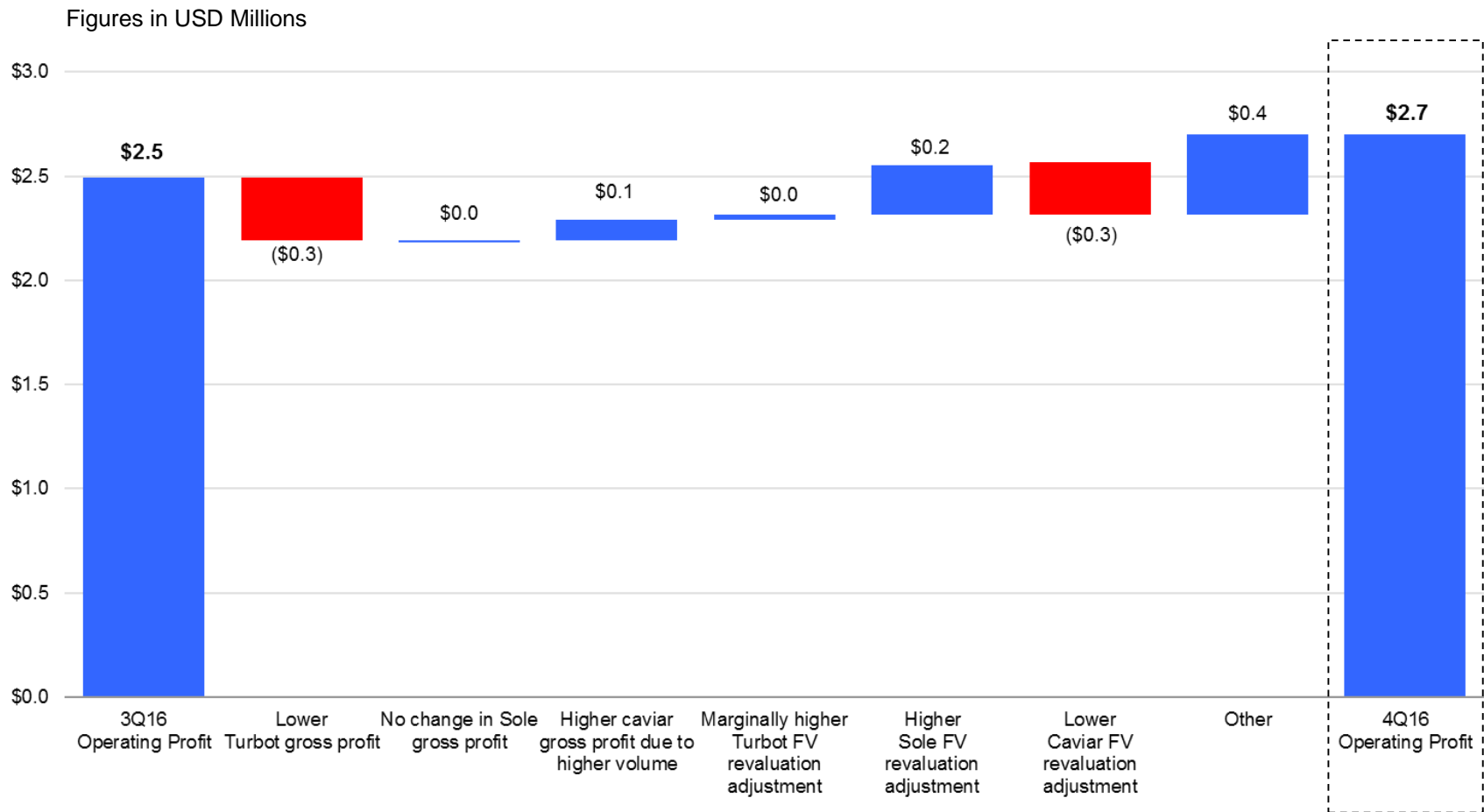
a) Excludes the accounting for inventories at fair value



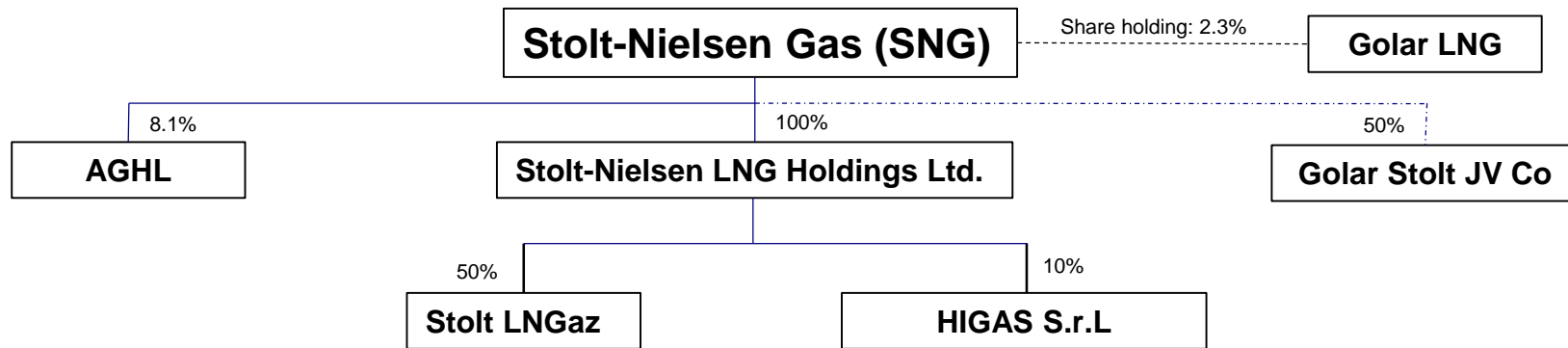
Stolt Sea Farm, Hafnir, Iceland

- Prices for Turbot continued to improve during the quarter
- Average sole price was flat in 4Q16 compared to 3Q16 but volume down marginally by 2%; fish growth still not at target level at Iceland farm
- Caviar volume increased during the quarter, but price was down reflecting sales of cheaper grades of caviar
- FV adjustment of inventory at a gain of \$0.6M, flat result compared 3Q16

SSF: 3Q16 to 4Q16 Operating Profit Variance



Stolt-Nielsen Gas



LNG Strategy:



Financials



Gong Xi Fa Cai

Net Profit

Figures in USD Millions

	Quarter			Full Year	
	<u>4Q16</u>	<u>3Q16</u>	<u>4Q15</u>	<u>2016</u>	<u>2015</u>
Operating Profit (before one offs)	\$55.0	\$57.7	\$56.2	\$248.3	\$246.7
Tanker accelerated depreciation	(1.9)	(3.1)	(4.1)	(15.6)	(4.1)
Terminals accelerated depreciation, claims	(1.5)	-	(3.7)	(1.5)	(9.1)
Loss on sale of assets	(0.2)	(2.0)	(1.9)	(0.1)	(4.2)
Restructuring expenses	-	-	(1.7)	-	(4.1)
US pension plan & post retirement medical	5.6	-	-	5.6	19.8
Impairment of Bitumen accounts receivable	(2.7)	-	-	(2.7)	-
JOT acquisition costs	(2.2)	-	-	(2.2)	-
Gains on AGHL Transactions	-	-	-	-	3.0
Other	-	-	(1.2)	-	(1.8)
Operating Profit (as reported)	\$52.1	\$52.6	\$43.6	\$231.8	\$246.2
Net Interest Expense	(26.6)	(24.6)	(26.1)	(103.6)	(101.2)
FX Gain/(loss), net	1.1	(1.4)	1.1	(1.6)	0.4
Income Tax	(3.9)	(4.6)	1.8	(15.7)	(14.1)
Other	0.0	0.2	0.8	2.3	1.9
Net Profit	\$22.8	\$22.1	\$21.1	\$113.2	\$133.1
EBITDA	\$110.2	\$112.4	\$114.1	\$461.3	\$459.1

a) EBITDA before fair value of biological assets, insurance reimbursements and other one-time, non-cash items



Balance Sheet

Figures in USD Millions

	Period ended
	<u>Nov.30.16</u>
Cash and cash equivalents	\$93
Marketable securities	\$11
Receivables	202
Other current assets	161
Total current assets	467
Property, Plant and Equipment, deposits	3,196
Investment in and advances to JV and associates	537
Other non-current assets	221
Total non-current assets	3,954
Total assets	\$4,421
ST bank loans	8
Current mat. of LT debt and fin. leases	549
Accounts payable and ac. expenses	313
Other current liabilities	83
Total current liabilities	953
LT debt and finance leases	1,796
Other non-current liabilities	289
Total non-current liabilities	2,085
Total liabilities	\$3,038
Shareholders equity	\$1,384
Total liabilities and SH equity	\$4,421

Figures in USD Millions (Except ratios)

At the end of:

	<u>November 2016</u>
Debt	\$2,353
Tangible Net Worth (TNW)	\$1,582
Debt:TNW	1.49:1
EBITDA / Interest expense	4.08:1
Cash	\$93
Unused committed available credit lines	\$310

- 61.1% fixed / 38.9% variable interest rate at November 30, 2016
- Average interest rate of 4.3% at November 30, 2016
- 1Q17 net interest expense expected to be approximately \$30M



JOT Purchase Price Allocation

Equity price calculation	\$ Million	Consolidated Balance Sheet	\$ Million
Gross purchase price	575	Cash & marketable securities	45
Closing debt	(190)	Vessel in service	380
SNL's share of JV debt	(33)	Investment in JV	48
Cash & marketable securities & other	44	Net working capital & Other	7
Closing remaining NB capex	(100)	Total Operating Assets acquired	<u>480</u>
		Less: Debt	(190)
Price for equity	<u>296</u>	Net assets acquired	<u>290</u>
Price paid on closing	<u>275</u>	Goodwill	6
Remaining payment	<u><u>21</u></u>	Price for equity	<u><u>296</u></u>

- The Acquisition was funded with \$125M bank financings and \$150M drawdowns on the company's revolving credit facility on November 23rd, 2016; in addition the Joint Venture has separate limited recourse financing in place for the eight newbuildings
- EBITDA estimation from JOT in 2017, including the JV basis the equity method, is \$62M, rising to \$94M by 2019 once all the newbuildings have been delivered; basis the proportional consolidation method, the EBITDA would be \$78M for 2017, rising to \$134M in 2019



Cash Flow

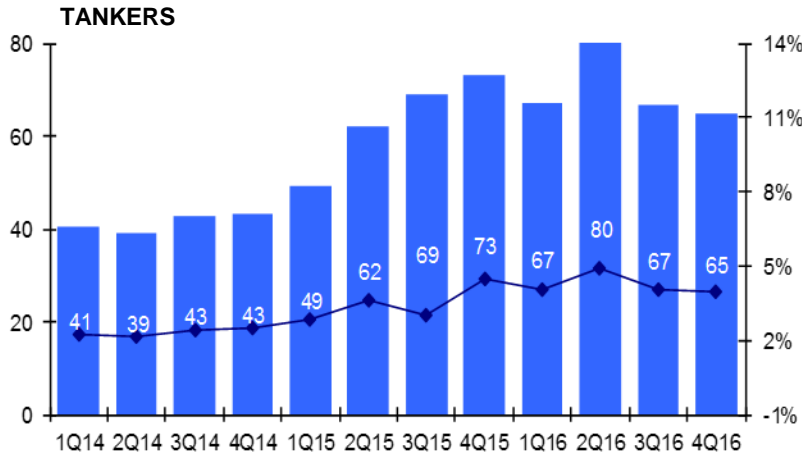
Figures in USD Millions

	Quarter		Twelve months
	<u>4Q16</u>	<u>3Q16</u>	<u>2016</u>
Net income	\$23	\$22	\$113
Depreciation, amortisation and non-cash items	44	55	187
Changes in working capital	4	6	(3)
Other receipts, net	0	7	22
Net cash generated by operating activities	\$71	\$90	\$319
Capital expenditures and intangible assets	(95)	(101)	(291)
Amounts from advances to affiliates	(0)	4	8
Sale of assets	7	8	32
Newbuilding deposits	0	(7)	(35)
Business acquisition	(275)	0	(275)
JOT Cash on hand less advance	25	0	25
Investments and advances to JV and associates	(6)	(6)	(12)
Other	(3)	(1)	(5)
Net cash used in investing activities	(\$347)	(\$104)	(\$553)
Increase in short-term bank loans & revolver	303	45	348
Proceeds from issuance of long term debt	139	243	602
Purchase of treasury shares	0	0	(2)
Repayment of long-term debt	(148)	(352)	(645)
Dividend and other	0	0	(55)
Net cash provided by (used in) financing activities	\$294	(\$64)	\$248
Total Cash Flow	\$18	(\$77)	\$14
Cash and cash equivalents at beginning of period	\$75	\$152	\$78
Cash and cash equivalents at end of period	\$93	\$75	\$93

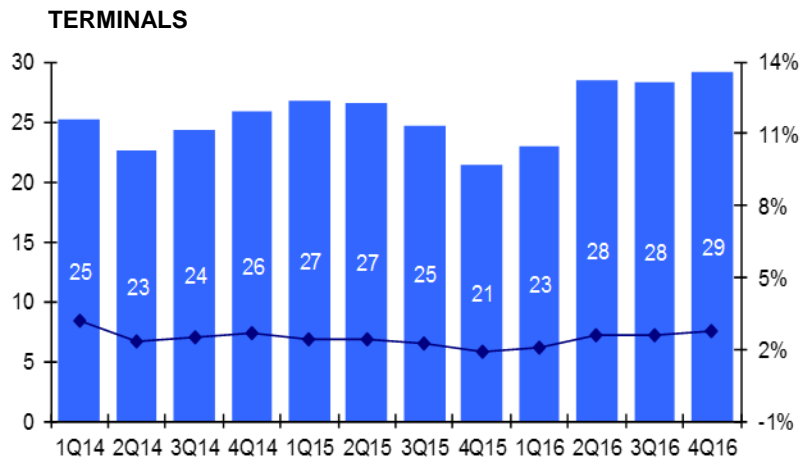


EBITDA

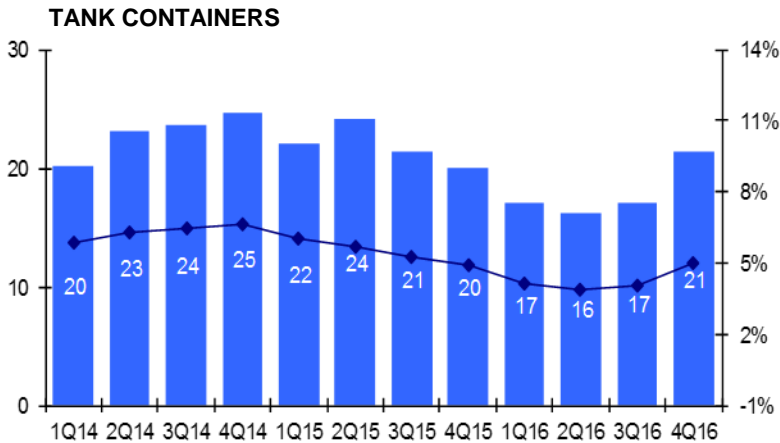
\$US Millions



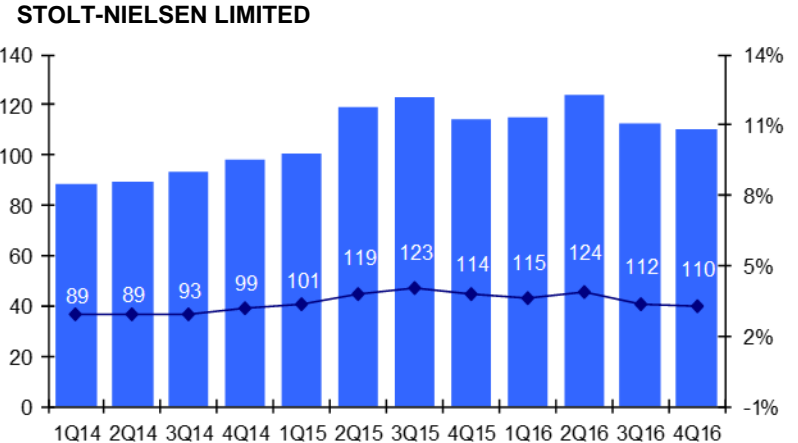
\$US Millions



\$US Millions



\$US Millions



EBITDA

Quarterly EBITDA as a % to NAB

EBITDA before fair value of biological assets, insurance reimbursements and other one-time, non-cash items



Administrative and General Expenses

Figures in USD Millions

	Quarter			Full Year		Updated Quarterly Guidance
	<u>4Q16</u>	<u>3Q16</u>	<u>4Q15</u>	<u>2016</u>	<u>2015</u>	
Stolt Tankers	\$18.5	\$19.3	\$20.6	\$77.2	\$82.8	\$24.0
Stolthaven Terminals	9.9	11.1	10.8	42.8	42.7	11.0
Stolt Tank Containers	14.2	16.0	15.7	61.0	59.8	16.5
Stolt Sea Farm	1.2	1.3	1.0	5.0	4.2	1.0
<u>SNL Corporate</u>						
Restructuring	-	-	1.7	0.0	4.1	-
SNL Corporate and Other	0.8	0.5	1.2	0.9	1.7	0.5
US pension curtailment	-	-	-	0.0	(19.8)	-
Cost relating to JOT acquisition	2.2	-	-	2.2	-	-
Profit Sharing / LTIP	3.1	4.5	6.0	14.4	15.2	3.5
Total	\$49.9	\$52.7	\$57.0	\$203.5	\$190.7	\$56.5



Depreciation and Amortisation

Figures in USD Millions

	Quarter			Full Year		Updated Quarterly Guidance
	<u>4Q16</u>	<u>3Q16</u>	<u>4Q15</u>	<u>2016</u>	<u>2015</u>	
Stolt Tankers	\$33.4	\$34.7	\$36.6	\$141.4	\$131.1	\$44.0
Stolthaven Terminals ^{a)}	15.7	14.4	16.0	57.6	58.0	14.5
Stolt Tank Containers	6.2	6.0	6.0	24.0	22.4	7.1
Stolt Sea Farm	1.4	1.5	1.2	5.6	5.0	1.5
SNL Corporate	1.4	1.4	1.4	5.6	5.5	1.5
Total	\$58.0	\$58.0	\$61.2	\$234.1	\$222.0	\$68.6

a) Includes impairment of goodwill 4Q15



Share of Profit of JVs and Taxes

Figures in USD Millions

Share of Profit of JVs

	Quarter			Full Year		Updated Quarterly Guidance
	<u>4Q16</u>	<u>3Q16</u>	<u>4Q15</u>	<u>2016</u>	<u>2015</u>	
Stolt Tankers	\$2.5	\$3.5	2.9	\$13.4	13.3	\$3.0
Stolthaven Terminals	3.6	5.5	4.5	18.9	24.5	5.0
Tank Containers	0.3	0.5	0.1	1.5	0.7	0.3
Corporate and Other	(0.9)	(0.8)	2.6	(0.2)	11.4	(1.8)
	\$5.5	\$8.6	\$10.1	\$33.6	\$49.9	\$6.5

Taxes

	Quarter			Full Year	
	<u>4Q16</u>	<u>3Q16</u>	<u>4Q15</u>	<u>2016</u>	<u>2015</u>
Tankers, Terminals and T. Containers	3.5	\$2.8	\$0.5	\$9.2	(\$8.8)
Stolt Sea Farm	0.6	(0.8)	0.5	3.7	(0.9)
SNL Corporate	(0.2)	(1.0)	0.8	2.8	(4.4)
Total Taxes	\$3.9	\$4.6	\$1.8	\$15.7	(\$14.1)



Capital Expenditures Programme

Figures in USD Millions

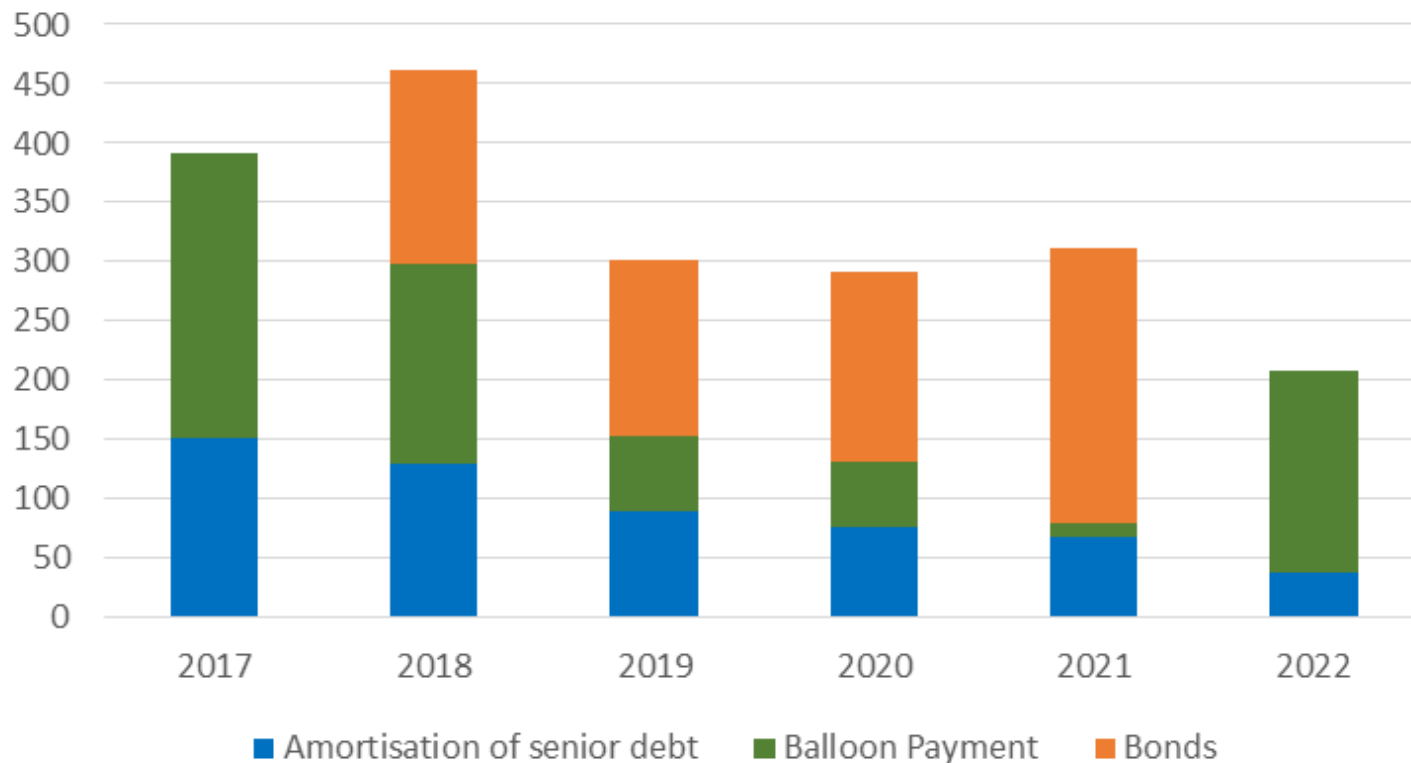
	Actual	Projections				Projected Total
	<u>4Q16</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>	
Stolt Tankers	\$68	\$245	\$16	\$16	\$11	\$288
Jo Tankers	275	21	-	-	-	21
Stolthaven Terminals	22	112	46	32	28	218
Stolt Tank Containers	4	20	3	-	-	23
Stolt Sea Farm	1	6	17	10	4	38
Stolt Bitumen Services	-	-	-	-	-	-
SNL Other	-	4	-	-	-	4
Total	\$370	\$408	\$82	\$58	\$43	\$591

- Capital Expenditures Programme includes business acquisitions, newbuilding deposits and does not include capitalised interest
- Capital Expenditures Programme is under review with the aim to cancel or delay projects



Debt Maturity Profile

Figures in USD Millions



Notes:

1. \$390M drawdown under revolver as at December 5th, 2016
2. Includes the financing arranged in relation with Jo Tankers acquisition

Key Takeaways

- 2016 net profit of \$113.2M
- Major acquisition of Jo Tankers completed; focus on realising synergies and improving operations for the benefit of our stakeholders
- Solid performance in tankers; fundamentals in terminals remain solid; weaker tank container results in a highly competitive market
- EPS of \$2.05 for 2016; P/E ratio of 7.7; P/NAV of 0.7; sum-of-the-parts not reflected in share price
- Current dividend yield of 6% basis \$1 per share and a share price of NOK 132.50
- Good relationship with lenders and investors, which helps us raise competitive funding; the group has sufficient liquidity and the capex is mostly funded
- Diversified portfolio of businesses makes us well positioned to weather a potential downturn in the tanker markets

Note: Share price as of January 23, 2017 (NOK 132.50 per share) and NOK/USD exchange rate of 8.35
Market capitalisation based on total outstanding shares as at December 31, 2016





For more information please visit our website:
www.stolt-nielsen.com