

Financial review



“Our focus is on protecting the balance sheet, preserving capital to invest for the future and growing long-term shareholder returns.”

Jens F. Grüner-Hegge,
Chief Financial Officer

Results of operations

Below is a summary of SNL's consolidated financial data for November 30, 2025 and 2024:

(in US \$ thousands)	For the years ended November 30,	
	2025	2024
Operating revenue	2,769,001	2,890,625
Operating expenses	(1,746,370)	(1,851,010)
Depreciation and amortisation	(340,448)	(298,757)
Gross profit	682,183	740,858
<i>Gross margin</i>	24.6%	25.6%
Share of profit of joint ventures and associates	43,511	62,758
Administrative and general expenses	(300,794)	(274,087)
Gain on disposal of assets, net	520	7,485
Other operating income	2,331	2,821
Other operating expenses	(1,247)	(1,305)
Operating profit	426,504	538,530
<i>Operating margin</i>	15.4%	18.6%
Non-operating (expenses) income:		
Finance expenses – finance leases	(19,412)	(14,177)
Finance expenses – debt and other	(121,345)	(112,001)
Finance income	7,280	16,258
Gain on step-up acquisitions of Avenir and Hassel Shipping 4 A.S.	75,190	–
Foreign currency exchange gain (loss), net	6,210	(4,045)
Other non-operating income, net	15,478	16,550
Profit before income tax	389,905	441,115
Income tax expense	(39,749)	(46,356)
Net profit	350,156	394,759
(in US \$ thousands)		
Net profit excluding one-time items	274,966	400,759
One-time items:		
Impairment of investment in and advances to Higas	–	(6,000)
Gain on step-up acquisitions of Avenir and Hassel Shipping 4 A.S.	75,190	–
Net profit	350,156	394,759

Consolidated income statement

Net profit of SNL was \$350.2 million for 2025, compared with \$394.8 million in 2024. Excluding the one-time items described in the table on the previous page, net profit was \$275.0 million, \$125.8 million lower than in 2024.

The most significant factors affecting SNL's performance in 2025 were:

- Stolt Tankers reported an operating profit of \$249.2 million, a decrease of \$140.9 million compared to the prior year's operating profit of \$390.1 million. Deep-sea results weakened, primarily driven by a weaker market and the negative impact of the geopolitical environment.
- Stolthaven Terminals reported an operating profit of \$107.8 million compared to \$110.4 million, mainly due to the many fast-changing complexities in global supply chains, resulting in modest revenue growth. This was coupled with higher administrative and general expenses to support the Stolthaven Terminal's growth strategy, offsetting a marginally higher gross profit.
- Stolt Tank Containers reported an operating profit of \$47.2 million, down from \$59.0 million in 2024. The lower operating profit was mainly due to reduced margins given the weaker market conditions versus 2024 as the global supply chain remained in flux with the ongoing tariff discussions and uncertain geopolitical environment. The impact was partly offset by increased demurrage and ancillary revenue, while administrative costs were up with the acquisition-related costs for the purchase of Suttons International Holdings Limited (Suttons) in November 2025.
- Stolt Sea Farm reported an operating profit of \$48.1 million, compared with \$29.2 million in 2024. Excluding the fair value on the biological assets in both years, operating profit increased by \$5.7 million or 18.9%, with higher average sales prices in turbot and sole and higher sales volumes of sole, partially offset by lower volumes in turbot.

- Stolt-Nielsen Gas reported an operating profit of \$4.4 million in 2025 versus an operating loss of \$20.5 million in 2024. The improvement is due to profits generated by Avenir LNG Limited (Avenir) and a reduction in the share of losses at Higas Holdings Limited (Higas).
- Corporate and Other's operating loss was \$30.2 million, compared to the prior year's loss of \$29.6 million. Corporate and Other's operating loss in both years primarily comprised profit sharing expenses, non-allocated insurance claims and director and investor expenses.

Operating revenue

Operating revenue was \$2,769.0 million in 2025, which was 4.2% lower than in 2024, mainly due to lower deep-sea revenues at Stolt Tankers.

Stolt Tankers' revenue decreased by \$203.9 million, mainly driven by deep-sea revenue decrease of \$180.3 million. Macroeconomic uncertainties and geopolitical disruption contributed to a 18.4% reduction in spot freight rates as well as a decrease in bunker surcharge and demurrage revenues. COA rates were up 3.4% while volume was flat. Regional revenue also decreased by \$23.6 million due to the weaker market conditions.

Stolthaven Terminals' revenue increased by \$4.3 million compared to 2024, an increase of 1.4%. This increase was primarily due to higher storage revenue at the majority of the terminals as a result of rate escalations, coupled with increased utilisation, partly offset by lower ancillary revenue due to a reduction in throughput reflecting the impact of tariffs and the geopolitical uncertainties.

Stolt Tank Containers' revenue decreased by \$3.3 million, or 0.5%, in 2025 largely due to freight rates resulting from a weak market. This was partially offset by higher demurrage and ancillary revenues driven by supply chain delays, as well as revenue generated from Suttons, subsequent to its November 2025 acquisition.

Stolt Sea Farm's operating revenue was \$139.0 million in 2025, increasing by \$12.2 million, or 9.6%, which was a result

of increased turbot and sole sales prices, partially offset by lower volumes.

Stolt-Nielsen Gas' operating revenue was \$67.7 million subsequent to SNL's purchase of Avenir's remaining shares and resulting consolidation in 2025. Revenue was generated from the time charter of four ships and bunkering of LNG for one ship during 2025.

Gross profit

SNL's gross profit decreased by \$58.7 million or 7.9%. The decrease is due to the lower tanker results.

Stolt Tankers' gross profit decreased by \$96.5 million in 2025, to \$341.0 million. The deep-sea gross profit decreased by \$85.2 million as a result of a reduction in deep-sea revenue, partially offset by lower deep-sea time-charter expenses and bunker costs. The regional fleets decreased by \$11.3 million as a result of negative market conditions across the portfolio of regional services, partially offset by the improvement in the Caribbean coastal fleet.

Gross profit for Stolthaven Terminals was \$135.0 million in 2025, compared with \$133.4 million in 2024, an increase of \$1.6 million. Gross profit increased due to the impact of higher operating revenue in 2025, although it was partly offset by higher personnel and maintenance costs.

STC saw an increase in gross profit of \$0.8 million. While shipment volumes were flat and margins declined slightly, this was offset by the higher demurrage revenue and inclusion of Suttons' gross profit in November, following the acquisition.

SSF's gross profit increased by \$21.9 million to \$63.7 million from \$41.8 million in 2024. Excluding the fair value of biological assets, gross profit increased \$8.6 million in 2025 as a result of the higher average sales prices from turbot and sole together with higher volumes of sole sold.

Stolt-Nielsen Gas reported a gross profit of \$15.6 million in 2025, following the acquisition of an additional 53.0% shareholding of Avenir, resulting in its consolidation in 2025. Avenir showed an improvement in operating margins throughout the year due to an increase in the LNG bunkering ship's margins.

Financial review *continued*

Share of profit of joint ventures and associates

SNL's share of the profits from non-consolidated joint ventures and associates in 2025 was \$43.5 million, down from \$62.8 million in 2024.

Stolt Tankers' share of profit from joint ventures decreased by \$32.7 million to \$17.8 million mainly due to the purchase of the remaining 50% of the Hassel Shipping 4 A.S. joint venture (HS4) and subsequent consolidation in January 2025 as well as lower results in the other joint ventures due to a softening of the deep-sea and regional markets.

Stolt-Nielsen Gas' share of losses in Avenir and Higas was \$6.2 million in 2025, compared to \$19.0 million in 2024. This was the result of the consolidation of Avenir in early 2025 and subsequent improvement of performance and reduced losses in Higas.

Administrative and general expenses

Administrative and general expenses were \$300.8 million in 2025, up from \$274.1 million in 2024, an increase of \$26.7 million. The number of employees increased and professional fees and information services costs were higher to support the Group's growth strategies. In addition, personnel costs increased as a result of normal inflationary salary increases. This was partially offset by lower profit-sharing expenses due to lower earnings.

Gain on disposal of assets, net

SNL recorded a net gain on disposal of assets of \$0.5 million in 2025, compared with a gain of \$7.5 million in 2024. In 2024, the gain included related to the sale of the *Stolt Facto*, *Stolt Sisto* and *Stolt Cormorant*.

Other operating income and other operating expenses

Other operating income was \$2.3 million in 2025, compared with \$2.8 million in 2024. Other operating expenses were \$1.2 million in 2025, compared with \$1.3 million in 2024.

Finance expenses

Finance expenses were \$140.8 million in 2025, up from \$126.2 million in 2024. Interest on debt increased by \$9.3 million, owing to higher SNL debt balances and the write-off of \$1.8 million of debt issuance costs. Interest on leases was \$19.4 million, compared with \$14.2 million in 2024 as a result of additional ships and tank containers leased in the current year.

Finance income

Finance income was \$7.3 million in 2025, down by \$9.0 million compared with 2024 as a result of lower cash balances between the two years.

Gain on step-up acquisitions of Avenir and Hassel Shipping 4 A.S.

As a result of SNL obtaining control over Avenir and HS4, SNL's previously held interests were remeasured to fair value, resulting in a gain of \$32.5 million on the Avenir acquisition and \$42.6 million for HS4.

Foreign currency exchange gain (loss), net

In 2025, SNL had a foreign currency exchange gain of \$6.2 million, compared with a \$4.0 million loss in 2024. The 2025 gain was mainly due to the effect of the weakening of the US dollar against the GBP and NOK on intercompany loans, as well as realised and unrealised foreign exchange hedging gains.

Other non-operating income, net

Other non-operating income was \$15.5 million in 2025, compared with \$16.6 million in 2024 due to lower dividend income from equity instruments.

Income tax expense

Income tax expense was \$39.7 million in 2025, compared to \$46.4 million in 2024. The income tax expense was higher in 2024 owing to the reversal of a prior year tax benefit relating to the legal claims provision.

Business segment information

This section summarises the operating performance for each of SNL's principal business segments. The Corporate and Other category includes corporate-related expenses and all other operations that are not reportable as separate business segments.

(in US \$ thousands)	For the years ended November 30,	
	2025	2024
Operating revenue		
Stolt Tankers	1,598,999	1,802,914
Stolthaven Terminals	312,354	308,048
Stolt Tank Containers	648,806	652,121
Stolt Sea Farm	138,988	126,789
Stolt-Nielsen Gas	67,699	–
Corporate and Other	2,155	753
Total	2,769,001	2,890,625
Operating profit (loss)		
Stolt Tankers	249,184	390,082
Stolthaven Terminals	107,815	110,354
Stolt Tank Containers	47,190	58,988
Stolt Sea Farm	48,135	29,179
Stolt-Nielsen Gas	4,394	(20,492)
Corporate and Other	(30,214)	(29,581)
Total	426,504	538,530

Stolt Tankers

Operating revenue

Operating revenue decreased by \$203.9 million in 2025 versus 2024, with deep-sea revenue decreasing by \$180.3 million and regional revenues decreasing by \$23.6 million.

Deep-sea revenue decreased from a combination of lower freight, demurrage and bunker surcharge revenue. Deep-sea freight revenue decreased approximately \$119.3 million mainly due to a weaker market driven by low trader activity and negative impact from trade wars, geopolitical tensions and uncertainty from specific US regulatory risks. This led to an 18.4% reduction in the average spot freight rate. Revenue generated through spot contracts contributed approximately 51% of total deep-sea freight revenue. The prior year also included \$13.6 million additional revenue from re-routing around the Panama Canal, which was partially closed during the first half of 2024. Bunker surcharge revenue decreased by \$11.6 million in 2025 due to lower bunker prices and demurrage revenue decreased by \$11.8 million mainly due to the above market conditions. This was partly offset by a 3.4% increase in COA rates while volume was flat.

The weaker market conditions also resulted in lower regional fleet revenue, which decreased by \$23.6 million. Only the Caribbean coastal fleet showed an \$11.7 million increase largely due to more operating days.

The time charter equivalent (revenue less trading expenses) per operating day for the deep-sea fleet for 2025 was \$25,788 versus \$31,574 in 2024, a decrease of 18.3%.

As of November 30, 2025, Stolt Tankers owned and/or operated 167 ships and barges, representing 3.15 million deadweight tonnes (dwt), compared to 162 ships and barges and 3.05 million dwt at the end of 2024.

	Number of ships	Millions of dwt	% of STJS net earnings for the year ended November 30, 2025
Stolt Tankers Joint Service (STJS)			
Stolt Tankers Limited (61 owned ships)	71	2.27	85%
NYK Stolt Tankers S.A.	9	0.27	11%
New Energy Ocean Corporation	1	0.03	1%
SFL Corporation	1	0.03	1%
CMB Tech Netherlands	2	0.06	2%
Total STJS	84	2.66	100%
Ships in wholly owned regional services (28 owned ships)	46	0.20	
Ships in joint venture regional services (22 owned by joint ventures and associates and 11 owned by the Group)	37	0.29	
Total	167	3.15	

Operating profit

Stolt Tankers' operating profit decreased by \$140.9 million, to \$249.2 million in 2025 from \$390.1 million in 2024. This was mainly the result of the \$203.9 million decrease in revenues discussed above and a \$32.7 million decrease in share of profit from joint ventures and associates, partially offset by the \$132.5 million decrease in operating expenses.

Stolt Tankers' share of profit from joint ventures decreased by \$32.7 million to \$17.8 million, mainly due to the purchase of the remaining 50% of HS4 in the first quarter, which resulted in a reduction of \$18.7 million, while results of the remaining joint ventures decreased due to the softening of the market in the deep-sea and regional fleets.

Of the total operating expense reduction, deep-sea time charter expenses to STJS partners and bunker expenses decreased by \$109.0 million and \$36.9 million, respectively. This was partially offset by an increase in port charges, ship owning expenses and depreciation.

Of the total reduction in time charter expenses to the STJS partners of \$109.0 million, \$91.6 million was due to the Group's purchase of the remaining 50% of HS4. The remaining decrease was the result of the softening in the deep-sea and regional market results.

Bunker expenses for deep sea were \$36.9 million lower as a result of lower bunker prices. The average price of very low sulphur fuel (VLSF) and intermediate fuel oil (IFO) consumed in 2025 was \$513 per tonne, down 13.5% from \$593 per tonne in 2024.

Deep-sea port charges increased by \$15.4 million mainly due to the gradual re-opening of Panama Canal in 2024 and a general inflationary increase in port costs.

Ship management costs were \$19.6 million or 8.3% higher than prior year mainly due to the purchase of the remaining 50% of HS4.

Depreciation was higher due to the consolidation of HS4 and the effect of additional long-term leases of ships into the deep-sea fleet.

Stolthaven Terminals

Operating revenue

Stolthaven Terminals' revenue increased by \$4.3 million to \$312.4 million in 2025, from \$308.0 million in 2024. Storage rental revenue increased by 2.8% as a result of higher average rental rates and an increase in the average utilisation rate to 91.7% in 2025, up from 90.8%. Ancillary revenue such as utilities, rail and truck revenue decreased by \$1.4 million due to a reduction in throughput.

Total available average capacity at the wholly owned terminals increased to 1,753,323 cubic metres in 2025 from 1,747,547 cubic metres in 2024. This increase in capacity was a result of expansions in Houston, US and New Zealand.

Products handled decreased to 13.5 million metric tonnes in 2025 from 14.4 million metric tonnes in 2024.

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Operating profit

Operating profit decreased by \$2.6 million to \$107.8 million in 2025, from \$110.4 million in 2024. The revenue growth of \$4.4 million in 2025 discussed above, coupled with improved results from joint ventures was offset by higher expenses.

Stolthaven Terminals' share of profit of joint ventures and associates increased by \$1.2 million, due to a focus on margin improvement and increased average leased capacity, partly offset by the negative impact on currency translation.

Operating expenses increased by \$1.5 million and administrative and general expenses by \$6.1 million from 2024. These increases were driven by normal inflationary personnel costs and increased headcount to support Stolthaven Terminals' growth strategy and ongoing expansion projects, as well as higher maintenance costs.

Stolt Tank Containers

Operating revenue

Stolt Tank Containers's revenue decreased to \$648.8 million in 2025 from \$652.1 million in 2024, a decrease of \$3.3 million or 0.5%. This was primarily due to the lower transportation rates as a result of market uncertainty and macroeconomic and geopolitical developments over the year. This reduction was partially offset by higher demurrage and ancillary revenues driven by ongoing market uncertainty and supply chain delays. Operating revenue for Suttons is also included for November 2025.

In 2025, Stolt Tank Containers's handled 155,161 tank container shipments, compared to 154,721 shipments in 2024, which represents a 0.3% increase in volumes. This includes Suttons shipments from acquisition date. Average monthly utilisation was 63.6% in 2025, slightly lower than in 2024. Stolt Tank Containers's fleet increased by 26.0% to 64,790 tank containers at the end of 2025, compared to 51,407 tank containers at the end of 2024. The increase is primarily due to the acquisition of Suttons.

Operating profit

Stolt Tank Containers's operating profit decreased by \$11.8 million. The decline in operating profit was driven by lower revenue discussed above, an increase in depreciation of \$1.6 million and an increase in administrative and general expenses of \$10.6 million. This was partially offset by a reduction in freight and other operating costs of \$5.7 million, reflecting lower ocean freight rates in 2025. Depreciation expenses increased by \$1.6 million reflecting further investment in both owned and leased tanks. Administrative and general expenses increased as a result of normal inflationary personnel costs as well as increased headcount and business technology costs to support STC's growth strategy. Acquisition-related costs from the acquisition of Suttons were \$2.8 million. The above results include the Suttons activities from acquisition date on November 4, 2025.

Stolt Sea Farm

Operating revenue

Stolt Sea Farm's revenue increased by \$12.2 million, or 9.6%, to \$139.0 million in 2025 from \$126.8 million in 2024, due to higher sales prices in turbot and sole and higher sales volumes in sole, partially offset by lower volumes in turbot.

Operating profit

Stolt Sea Farm reported an operating profit including fair value gain (loss) on biological assets of \$48.1 million in 2025, compared to an operating profit of \$29.2 million in 2024, a year-on-year increase of \$19.0 million. Excluding the fair value gain on biological assets of \$12.6 million in 2025 and loss of \$0.7 million in 2024, the increase in operating profit between the two periods was \$5.7 million. The operating profit increase is a result of the higher revenue discussed above, partially offset by offsetting higher operating and processing expenses due to the increase in volume and inflationary pressures as well as higher depreciation expenses.

The increase in the fair market value on the biological assets was the result of higher turbot sale prices at the end of November 2025 due to strong demand during the year and higher biomass at the end of the year.

Stolt-Nielsen Gas

Stolt-Nielsen Gas is an investment arm of SNL focusing on the LNG segment with holdings in Avenir, Higas and Golar LNG Limited (Golar). At November 30, 2025, the results of Avenir were consolidated following the acquisition of an additional 53.0% shareholding in 2025. Higas was reported as a joint venture, and changes in the share price of the Golar investments were reported as other comprehensive income. Stolt-Nielsen Gas reported an operating profit of \$4.4 million in 2025 versus a loss of \$20.5 million in 2024. The underlying profit in 2025 was attributable to the improved performance in Avenir and dividend income from the Golar investments, partially offset by a share of losses contributed by Higas losses. In 2024, losses were mainly attributable to SNL's share of Avenir and Higas, which included a \$6.0 million impairment of the investment in and advances to Higas. See Note 33 to the Financial Statements for discussion on the acquisition of the remaining 53.0% share of Avenir.

Corporate and Other

Corporate and Other's operating loss was \$30.2 million, compared with the prior year loss of \$29.6 million.

Financial review *continued*

Liquidity and capital resources

(in US \$ thousands)	For the years ended November 30		(in US \$ thousands)	For the years ended November 30	
	2025	2024		2025	2024
Summary cash flows					
Net cash provided by operating activities:			Cash flows from financing activities:		
Net profit	350,156	394,759	Increase in loans payable to banks	65,000	–
Depreciation and amortisation	340,448	298,757	Proceeds from issuance of long-term debt	524,453	518,326
Share of profit of joint ventures and associates	(43,511)	(62,758)	Repayment of long-term debt	(602,016)	(519,643)
Finance expense, net of income	133,477	109,984	Principal payments on leases	(70,496)	(64,130)
Income tax expense	39,749	46,356	Purchase of Avenir LNG Ltd's non-controlling interest	(7,485)	–
Fair value (gain) loss on biological assets	(12,607)	699	Purchase of treasury shares	(8,933)	–
Gain on step-up acquisition of Avenir LNG Ltd and Hassel Shipping 4 A.S.	(75,190)	–	Dividends paid	(134,032)	(133,876)
Other adjustments to reconcile net profit to net cash from operating activities	2,019	(6,695)	Net cash used in financing activities	(233,509)	(199,323)
Changes in working capital assets and liabilities	(3,620)	784	Effect of exchange rate changes on cash	(3,355)	(2,937)
Dividends from joint ventures and associates	33,352	53,808	Net decrease in cash and cash equivalents	(190,181)	(111,777)
Payment of the MSC <i>Flaminia</i> provision	–	(290,000)			
Other, net	(4,211)	(1,815)			
Cash generated from operations	760,062	543,879			
Net interest paid, including debt issuance costs	(133,194)	(110,526)			
Income taxes paid	(51,832)	(21,740)			
Net cash generated from operating activities	575,036	411,613			
Cash flows from investing activities:					
Capital expenditures	(236,693)	(229,537)			
Purchase of intangible assets	(4,467)	(6,593)			
Acquisition of Avenir LNG Ltd	(64,055)	–			
Acquisition of Hassel Shipping 4 A.S.	(90,487)	–			
Acquisition of Suttons International Holdings Ltd	(75,225)	–			
Deposits on newbuildings	(39,248)	(41,328)			
Proceeds from sales of assets	37,244	64,745			
Investment in joint ventures and associates	(6,600)	(14,520)			
Repayment of advances to joint ventures	1,754	6,061			
Advances to advances to joint ventures, net	(22,014)	(65,169)			
Purchase of Stolt Ventures investments	(12,860)	–			
Purchase of Golar convertible notes	(12,000)	–			
Purchase of shares in equity instruments	(3,718)	(35,600)			
Other	16	811			
Net cash used in investing activities	(528,353)	(321,130)			

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Net cash provided by operating activities

In 2025, SNL generated cash from operating activities of \$575.0 million, compared with \$411.6 million in 2024. This increase was mostly due to a \$290.0 million payment related to the *MSC Flaminia* claim in 2024, partially offset by lower net profit and joint venture dividends as well as higher tax and interest payments in 2025.

Net cash used in investing activities

Net cash used in investing activities was \$528.4 million in 2025, compared with \$321.1 million in 2024. The most significant uses of cash for investing during 2025 were:

- i. Capital expenditures of \$236.7 million, \$7.2 million higher than in 2024.
- ii. Deposits of \$39.2 million on six 38,000 dwt stainless steel parcel tankers and two 20,000 dwt LNG tankers.
- iii. Purchase of computer software of \$4.5 million.
- iv. Purchase of shares in Avenir, HS4 and Suttons of \$229.8 million.
- v. Purchase of equity shares in The Kingfish Company NV and various Stolt Venture investments for \$16.6 million.
- vi. Purchase of convertible bonds in Golar LNG for \$12.0 million.
- vii. Investment of \$6.6 million in the joint venture, Ceyhan Terminal Himzetleri Anonim Sirketu (Türkiye).
- viii. Net advances to joint ventures of \$20.3 million.

Offsetting the uses of cash were proceeds from the sale of ships and other assets of \$37.2 million.

Cash capital expenditures by business are summarised below:

(in US \$ thousands)	2025	2024
Stolt Tankers	64,147	75,365
Stolthaven Terminals	124,467	89,260
Stolt Tank Containers	24,569	39,845
Stolt Sea Farm	18,674	14,455
Stolt-Nielsen Gas	4,000	–
Corporate and Other	836	10,612
Total	236,693	229,537

Cash spent during the year ended November 30, 2025 primarily reflected:

- i. \$48.9 million on tanker projects.
- ii. \$15.3 million on drydocking of ships.
- iii. \$124.5 million on terminal expansion and maintenance projects.
- iv. \$24.6 million on the purchase of tank containers and construction at depots.
- v. \$18.7 million on Stolt Sea Farm capital expenditures.

Net cash used in financing activities

Net cash outflow from financing activities totalled \$233.5 million in 2025, compared with \$199.3 million in 2024.

The significant cash sources from 2025 financing activities were \$589.5 million of debt issuances, compared with \$518.3 million in 2024. The 2025 debt issuances and drawdowns of short-term bank loans mainly comprised:

- i. \$140.5 million cash received on three tranches of debt from the refinancing of debt assumed in the HS4 acquisition.
- ii. \$90.0 million from refinancing its debt facility with Danish Ship Financing.
- iii. \$150.0 million on a new five-year bond issue.
- iv. \$80.0 million drawdown on a committed revolver.

- v. \$49.0 million sale-leaseback using *Avenir Achievement* as collateral.
- vi. \$15.0 million drawdown on the \$35.0 million revolver facility using *Avenir Aspiration* as collateral.
- vii. \$65.0 million of bank loans were drawn in 2025.

The principal uses of cash for financing activities in 2025 were:

- i. \$602.0 million in repayments of long-term debt, compared with \$519.6 million in 2024.
- ii. \$70.5 million of principal payments on lease liabilities, compared with \$64.1 million in 2024.
- iii. \$134.0 million in dividend payments, compared with \$133.9 million in 2024.

Indebtedness

SNL's total consolidated debt, excluding debt issuance costs, was \$2,619.3 million as of November 30, 2025, and \$2,204.5 million as of November 30, 2024, as set out in the table below.

(in US \$ thousands)	2025	2024
Short-term bank loans	65,000	–
Long-term debt (including current portion)	2,152,070	1,860,497
Long-term lease liabilities (including current maturities)	402,188	344,011
Total debt on Consolidated Financial Statements	2,619,258	2,204,508
Available unused facilities:		
Committed revolving credit line	332,000	418,227
Total debt and unused facilities	2,951,258	2,622,735

Long-term debt in the table above excludes debt issuance costs of \$17.7 million as of both November 30, 2025 and 2024.

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Short-term debt

Short-term debt consists of debt obligations to banks under uncommitted lines of credit and bank overdraft facilities that can be withdrawn by the banks on short notice. At November 30, 2025, \$65.0 million was outstanding.

During 2025, SNL also had three committed revolving credit lines, totalling \$412.0 million. These were a sustainability-linked revolving credit facility secured by 17 ships for \$142.0 million, a \$120.0 million credit line with DNB (UK) Limited and Swedbank AB secured by SNL's investment in Advorio Stolthaven Antwerp, NV (Secured RCF facility) and a \$150.0 million revolving credit facility with Danske Bank A/S, Nordea Bank Abp, DNB (UK) Ltd, Swedbank AB and Skandinaviska Enskilda Banken AB secured by Stolt Sea Farm SA shares. At November 30, 2025, \$80.0 million was outstanding on the Secured RCF facility, leaving a total of \$332.0 million undrawn.

Long-term debt

Long-term debt consists of debt collateralised by mortgages on SNL's ships, tank containers and terminals and unsecured bank loans at SSF, as well as \$299.4 million unsecured bond financing denominated in NOK (\$292.9 million after considering the effect of the cross-currency interest rate swaps). It does not include the off-balance-sheet arrangements discussed below. SNL's long-term debt (including debt issuance costs) was \$2,134.4 million and \$1,842.8 million as of November 30, 2025 and 2024, respectively, as set out below:

	As of November 30,	
(in US \$ thousands)	2025	2024
Long-term debt	2,134,422	1,842,772
Less: Current maturities	(292,295)	(195,645)
	1,842,127	1,647,127

Long-term lease liabilities

IFRS 16, Leases, requires all but immaterial or short-term leases to be recorded on the balance sheet. As of November 30, 2025, SNL had long-term lease liabilities for ships, terminal facilities and machinery, tank containers, barges, land, permits, computer and office equipment and offices. Certain of the leases contain clauses requiring payments in excess of the base amounts to cover operating expenses related to the leased assets. Such payments are expensed in the period of payment.

Reconciliation of net cash flows to movement in net debt

SNL had the following changes in net debt, which is defined as short-term loans, long-term debt and lease liabilities, less cash and cash equivalents.

(in US \$ thousands)	2025	2024
Decrease in cash and cash equivalents for the year	190,181	111,777
Cash inflow from increase in debt	589,453	518,326
Cash outflow from repayments of debt	(602,016)	(519,643)
Cash outflow from finance leases	(70,496)	(64,130)
Change in net debt resulting from cash flows	107,122	46,330
Debt acquired in business combinations	351,420	–
Lease liabilities acquired in business combinations	14,912	–
Lease liabilities capitalised, net of retirements	108,081	171,660
Currency movements	21,104	5,537
Debt issuance costs and other movements	2,369	225
Movement in net debt in the year	605,008	223,752
Opening net debt	1,852,045	1,628,293
Closing net debt	2,457,053	1,852,045

During 2025, SNL met its liquidity needs through a combination of cash generated from operations, borrowings from commercial banks and other financial institutions and proceeds from the sale of assets.

Generally, Stolt Tankers was able to operate with a minimum of working capital by tight credit terms to customers, keeping accounts receivable to a minimum, and by obtaining standard credit terms of 30 to 90 days from most suppliers.

For Stolthaven Terminals and Stolt Tank Containers, a normal business operating cycle prevails with balanced credit terms. For Stolt Sea Farm, the production cycle for various farmed fish species is several months to years, requiring a normal level of working capital to finance inventory.

Ships, terminals, tank containers and investments in equity instruments can be an important source of liquidity, as these assets can be used to secure debt or can be sold and, if needed, leased back. SNL realised proceeds from the sale of ships and other assets of \$37.2 million in 2025, compared to \$64.7 million in 2024.

SNL's objectives when managing capital are to safeguard its ability to continue as a going concern, in order to provide returns for shareholders and benefits for other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital. SNL monitors capital on the basis of the ratio of debt to tangible net worth (shareholders' equity less goodwill and intangible assets, non-controlling interests and other components of equity). During the year ended November 30, 2025, debt and lease liabilities increased by \$414.8 million. Tangible net worth increased by \$173.4 million from November 30, 2024. This was primarily due to net profit of \$350.2 million partially offset by declared dividends of \$120.2 million. The debt to tangible net worth ratio was 1.04 at November 30, 2025, compared with 0.94 at November 30, 2024. This is below the covenant in of SNL's debt agreements in which such a debt covenant is included.

Off-balance-sheet arrangements

In addition to the obligations recorded on SNL's consolidated balance sheets, certain commitments that will result in future cash outlays are not recorded on the Company's consolidated balance sheets. In addition to long-term debt interest payments, these off-balance-sheet arrangements consist of immaterial or short-term leases, committed capital expenditures and the retained and contingent interests discussed in the significant contractual obligations section below.

Leases

In accordance with IFRS 16, all leases other than those that are immaterial or less than one year are capitalised. Future commitments for short-term or immaterial leases were \$3.0 million at November 30, 2025, compared with \$4.3 million at November 30, 2024.

Significant contractual obligations

SNL has various contractual obligations, some of which are required to be recorded as liabilities in the Consolidated Financial Statements. SNL's operating leases, committed capital expenditures, long-term debt and lease liability interest payments, and other executory contracts are not required to be recognised as liabilities on the Company's consolidated balance sheets. As of November 30, 2025, SNL's other purchase obligations were not material to the Group. The following summarises SNL's significant contractual obligations as at November 30, 2025, including those reported on the Company's consolidated balance sheet and others that are not:

(in US \$ thousands)	Total	Less than 1 year	2-3 years	4-5 years	More than 5 years
Contractual cash obligations:					
Short-term bank loans	65,000	65,000	–	–	–
Long-term debt ¹	2,152,070	296,550	652,276	564,356	638,888
Long-term fixed-rate debt interest payments	449,393	101,013	167,962	107,075	73,343
Long-term variable-rate debt interest payments ²	58,286	9,077	14,425	11,201	23,583
Lease principal payments	402,188	75,032	105,225	62,792	159,139
Lease interest payments	143,077	20,426	29,249	19,878	73,524
Operating leases	2,982	1,898	776	308	–
Committed capital expenditures	563,308	215,122	348,186	–	–
Other purchase commitments	12,900	12,900	–	–	–
Derivative financial liabilities ²	18,730	4,701	7,045	6,984	–
Pension and post-retirement benefit obligations ³	1,753	1,753	–	–	–
Total contractual cash obligations:	3,869,687	803,472	1,325,144	772,594	968,477

1. Excludes debt-issuance cost.

2. Long-term variable-rate debt interest payments and derivative financial liabilities are based on the rates in effect at November 30, 2025. Derivative financial liabilities are based on undiscounted cash flows.

3. Pension and post-retirement benefits contributions – SNL includes these amounts based on current estimates of contributions to the pension plans that may be required. The Company has not disclosed possible payments beyond the next 12 months owing to the significant difficulty in forecasting these amounts with any accuracy.

Principal risks

SNL develops its principal risks using a bottom-up process involving all business segments and corporate functions at least annually. Each business segment and corporate function considers strategic, operational and financial risks and identifies actions to manage and mitigate those risks. The principal risks and uncertainties for the next financial year are discussed below.

Safety risk

Stolt Tankers, Stolthaven Terminals and Stolt Tank Containers are engaged in the worldwide transportation, storage and distribution of bulk liquid chemicals, edible oils, acids and other speciality chemicals, some of which are hazardous if not handled correctly. If a major safety risk materialises, such as a collision or explosion, which has occurred in the past, this could result in injuries, loss of life, environmental harm, disruption of business activities, loss or suspension of permits or loss of licence to operate. Accordingly, this could have a material adverse effect on SNL's earnings, cash flows, financial condition and reputation. SNL's assets and procedures are designed to avoid contaminations, spills, leaks, fires and explosions, with safety equipment installed to minimise the impact of such incidents. SNL has put policies and procedures in place to ensure safe transport, operations and equipment care. SNL has also tailored training programmes for emergency response plans and employees regularly review and test such plans through safety drills, partnering with local incident response services and regulatory agencies. Drills involve the safe evacuation of the workforce, visitors and all other parties from the Company's ships, terminals, depots, farms and offices.

Political and geopolitical risk

For an effective and competitive global liquid logistics business, managing political and geopolitical risks is a strategic imperative as cross-border expansion is a significant contributor to growth. In some cases, cargoes are located in – or destined for – troubled or developing markets where

considerable cultural, infrastructure, security or technology challenges must be met. At the same time, economic and population growth, especially in Asia, is creating new demand for petroleum and chemical products. Sufficient supply must be in place with supporting infrastructure and distribution to meet demand in these high-growth markets.

SNL's business, financial condition and results of operations may be adversely affected by changing economic, political and government conditions in the countries and regions where SNL's ships and tank containers are employed and terminals are located. Territorial and other disputes between countries could lead to the outbreak of war or international hostilities, such as the ongoing war in the Middle East, that could damage the world economy, adversely affect the availability of, and demand for, petroleum and chemical products and adversely affect SNL's ability to operate ships, terminals or tank containers.

Geopolitical disputes discussed above as well as the rise of nationalism and protectionism, which has led to tariffs and sanctions, can result in a disruption of trade patterns, alter sourcing patterns and create uncertainty in global supply chains. This can lead to imbalances between capacity and demand, resulting in sharp swings in rates.

To address these risks, SNL monitors global developments and, as appropriate, collaborates with lobby organisations, local authorities, industry bodies and specialist advisers to reduce business disruptions. Business continuity plans, diversified trade routes and flexible fleet deployment further strengthen SNL's ability to respond to disruptions.

Climate change risk

SNL may incur substantial costs as a result of changes in weather patterns due to climate change. Increases in the frequency, severity or duration of severe weather events such as hurricanes, typhoons or other extreme weather events could result in asset loss, injuries, lost earnings, difficulty in obtaining insurance and higher costs. Changes in sea water temperature can adversely impact growth rates of fish, harm the fish and lead to losses of fish.

In addition, SNL operates in industries that are increasingly affected by environmental regulations and climate-related developments. Growing global awareness and regulatory pressure to reduce greenhouse gas emissions, improve energy efficiency, and protect biodiversity present both operational and financial challenges. Failure to comply with evolving environmental standards could result in significant fines, reputational damage and restrictions on the ability to operate.

Future regulations may make SNL assets prematurely obsolete, increase expenses or require costly investments. For example, the EU Emissions Trading System (ETS) started in 2024 for shipping and requires the purchase of EU allowances equivalent to its carbon emissions, which has driven an increase in operating expenses. SNL has included wording in its contracts of affreightment (COAs) that allow for the recovery of these costs from its customers. SNL is using its expertise and strong industry relationships to investigate and explore new technologies to enable the move towards a low-carbon future.

Tanker and tank container industry risk

The tanker industry is cyclical and volatile, which may lead to reductions and/or volatility in freight rates, volumes and ship values. Fluctuations in the rates that Stolt Tankers can charge result from changes in the supply and demand for ship capacity and changes in the supply and demand for the products carried, particularly the bulk liquids, chemicals, edible oils, acids and other speciality liquids that comprise the majority of the products the Company transports. Factors influencing demand include supply for products shipped, economic growth, environmental development and the distances that products are moved by sea. Factors influencing supply include the number of new ships and recycling of old ships, changes in regulations, the strength of clean petroleum products tanker markets and availability of capacity at shipyards.

Stolt Tankers mitigates these risks by actively managing the mix of business between COAs and spot and utilises various tools to increase fleet flexibility and decrease risk. Contract business tends to be less volatile in terms of both rates and volumes than spot business.

Financial review *continued*

Management endeavours to increase the contract percentage and lengthen contract duration during periods of uncertainty or when management determines that market conditions are likely to deteriorate. In general, Stolt Tankers maintains a relatively high percentage of contract business. Stolt Tankers also actively manages its charter periods to allow a certain number of ships to be redelivered on short notice. Within the owned fleet, Stolt Tankers endeavours to maintain a balanced age profile. Through this technique, fleet size can be managed by early retirement of older ships when demand is soft and life extension of ships during periods of higher demand.

The tank container industry is also cyclical and volatile, which may lead to reductions and/or volatility in freight rates and shipment volumes. Reduction in the rates that Stolt Tank Containers can charge its customers result from new competition attempting to aggressively grow market share, combined with an oversupply of tank containers in the market. Stolt Tank Containers mitigates this risk by actively managing customer relationships and pricing. In 2025, SNL further strengthened its operational stability by acquiring Suttons. This is expected to increase its offering to customers outside of standard isotanks that service the general chemical industry by adding gas tank containers and European short-sea and specialised contract capabilities. Fleet size can easily be managed by the on-hire and off-hire of leased tanks.

Cyber risk

There is a risk that an external third party could gain unauthorised access to SNL's information technology systems for the purpose of financial gain, industrial espionage, sabotage or terrorism.

SNL has virus, spam and malware protection, an isolated environment for its business applications, firewalls and other network and data centre protection and an identity management system. As with all companies, these security measures are still vulnerable to third-party security breaches, employee error, malfeasance, faulty password management or other irregularities. For example, third parties may attempt to fraudulently induce employees or customers to disclose user

names, passwords or other sensitive information, which may in turn be used to access SNL's information technology systems.

SNL devotes significant resources to network security, data encryption and other security measures to protect its systems and data, but these security measures cannot provide absolute security. To the extent SNL might experience a breach of its systems and be unable to protect sensitive data or physical assets, such a breach could negatively impact SNL's financial position.

Newbuilding risk

SNL spends substantial sums during the construction of parcel tanker newbuildings without earning revenue and without assurance that ships will be completed on time or at all. The risks with respect to newbuildings arise because SNL is typically required to pay substantial amounts as progress payments during construction of a newbuilding but does not derive any revenue from the ship until after its delivery. SNL's receipt of newbuildings could be delayed temporarily or indefinitely because of:

- Quality of engineering problems.
- Work stoppages or other labour disturbances at the shipyard.
- Bankruptcy or another financial crisis of the shipbuilder.
- A backlog of orders at the shipyard.
- SNL requests for changes to original ship specifications.
- Shortages of, or delays in the receipt of, necessary equipment or construction materials, such as steel, as a result of tariffs or other events.
- A company involved with the newbuilding is being sanctioned by a nation state.

If the delivery of a ship is materially delayed, this could adversely affect the business and its results of operations, cash flow and financial condition. SNL manages these risks by agreeing to industry-standard provisions dealing with compensation for delays and rights to terminate the newbuilding contract. Any progress payments or downpayments made by the Company under the newbuilding contracts are secured by refund guarantees issued by

commercial banks or government institutions to cover the repayment obligation by the shipyards in case of a yard default.

Project development risks

Stolthaven Terminals is working on various projects at its wholly owned and joint venture terminals. The development of terminal operations and jetties involves significant upfront investment in infrastructure, and there are risks inherent in such developments, including political, regulatory, currency exchange, liquidity, financial, contractual and structural risks. The occurrence of one or more of these risk factors could delay the project and result in increased project costs.

Different countries carry varying degrees of risk depending on social, cultural, political and financial development and stability. Efforts are made to mitigate these risks by employing local country and regional representatives to act as liaisons with local authorities and to devise appropriate mitigating actions.

Bunker fuel and freight costs

Bunker fuel constitutes one of the major operating costs of the tanker fleet and price changes can have a material impact on SNL's results. Although efforts are made to reduce the impact of price changes by passing bunker fuel costs through to customers or through the Company's bunker hedging programme, a significant portion is incurred solely by the Company. Approximately half of STJS's revenue in 2025 was derived from COAs. Approximately all of these COAs had provisions to pass through fluctuations in fuel prices to customers. As a result, the expected cover from a COA equals approximately half of the total deep-sea bunker price exposure.

The profitability of spot revenue was directly impacted by changes in fuel prices, subject to the Company's hedging programme. In addition, the bunker surcharge clauses can result in the Company providing customers with rebates in periods of lower bunker prices. SNL's policy is to hedge a minimum of 50% of expected bunker purchases within the next 12 months, through either bunker surcharge clauses included in a COA or through financial instruments.

Financial review *continued*

Ships are required to use marine fuels with a sulphur content of no more than 0.50%. Nearly all of the Stolt Tankers sea going fleet has switched to very low sulphur fuel oil or alternative fuels, depending on availability, usability and cost efficiency.

For Stolt Tank Containers, the impact of increased freight costs due to changes in capacity on container ships in select markets, additional surcharges and fluctuations in fuel prices can result in downward pressure on margins. Cost increases are passed on to customers when possible. Given quoted rate validity periods to customers, there is a negative impact on margins in periods of rising freight costs until rates can be increased.

Disease outbreaks and pandemic risks

SNL's operations are global in nature and rely on a significant number of operational staff and third-party suppliers to run smoothly. As has been evidenced by the Covid-19 pandemic, disease outbreaks can put significant restrictions on the movement of people and their ability to get to their place of work as well as restrictions on the operations of our assets.

If the movement of people and transport operations are restricted, this could limit SNL's ability to meet commitments to customers and could impact financial results. Likewise, any outbreak onboard our ships or at one of our terminals could impact the operations of individual assets. The severity of the impact of such disruptions would depend on the spread and duration of the disease. To the extent possible, business continuity plans have been updated and implemented to mitigate any negative impact on the businesses from a widespread and long-lasting disease of the coronavirus type.

Currency risk

Most of the revenue earned by Stolt Tankers and Stolt Tank Containers is denominated in US dollars, while a significant portion of the divisions' operating expenses is incurred in other currencies, primarily the euro, Singapore dollar, Japanese yen, Philippines peso and British pound. When there is a mismatch between revenue and expense currencies, any depreciation of the revenue currency relative to the expense currency will decrease profit margins. SNL also faces translation risk when subsidiaries have a non-US dollar functional currency, which can result in volatility in equity.

On average in 2025, the US dollar weakened by approximately 3.1% against the euro, causing a decrease in profit margins. SNL's foreign currency hedging policy is to hedge between 50% and 80% of the Company's expected foreign currency operating exposures over the next 12 months.

Financing risk

SNL's businesses are capital-intensive and, to the extent the Company does not generate sufficient cash from operations, the Company may need to raise additional funds through public or private debt to fund capital expenditures and to refinance maturing debt instruments. Adequate sources of capital may not be available when needed or may not be available at favourable terms. The Company's ability to obtain financing is dependent on various factors, such as financial market conditions for unsecured debt and financial institutions' appetite for secured ship, tank container or terminal financing.

SNL has a diversified debt structure and has access to a wide range of funding sources from banks, leasing companies and the Nordic bond market. The Company also maintains significant availability under its committed credit facilities, as well as cash on hand, to mitigate the risk of short-term interruptions to the financial markets.

Stolt Sea Farm biological asset inventory price risk

All mature turbot and sole are held at fair value less costs of sale and costs related to harvest. A fair value adjustment

is also made at the point when previously juvenile turbot and sole are considered to become mature, which typically occurs when the fish reach a specified weight. Fair value is determined on the basis of market prices, and gains and losses from changes in fair value are recognised in the income statement.

The fair value of these assets fluctuates significantly based upon the season, competition, market conditions and existing supply. The fair value adjustment recognised in the current year was a gain of \$12.6 million in operating profit, compared with a \$0.7 million loss in 2024. Fair value adjustments have a direct impact on SNL's income statement and there is a risk that the fair value adjustment recognised in a year could negatively impact SNL's income statement and result in fair value fluctuations throughout the year due to seasonal pricing or volume for which SNL is not able to mitigate.

Treasury shares

During 2025, SNL acquired 403,000 shares for \$8.9 million. At November 30, 2025 and 2024, SNL held 5,403,000 and 5,000,000 treasury shares, respectively. See Note 30 to the Financial Statements.

Going concern

The annual Consolidated Financial Statements have been prepared under the going concern assumption.

Subsequent events

See Note 34 to the Consolidated Financial Statements for significant events occurring after November 30, 2025.



Jens F. Grüner-Hegge
Chief Financial Officer
Stolt-Nielsen Limited
March 17, 2025



Udo Lange
Chief Executive Officer
Stolt-Nielsen Limited