Stolt-Nielsen

Stolt-Nielsen Limited

Annual Report 2023

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Forward-looking Statements

Included in this publication 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 markets, (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 are not limited to, the matters described in the Principal Risks section on pages 32 to 35.

Our sustainability report uses qualitative descriptions and quantitative metrics to describe our policies, programs, practices, performance and to set targets. Note that many of the standards and metrics used in preparing this report continue to evolve and are based on management assumptions believed to be reasonable at the time of preparation, but should not be considered guarantees. All forward-looking statements are based on management's knowledge and reasonable expectations at the time of publication, and we assume no duty to update these statements as of any future date.

Outlooks, projections, estimates, goals, descriptions of business and other statements of future events or conditions that are forward-looking statements. Actual future results could differ materially due to several factors. For a full list of these please visit: www.stolt-nielsen.com/sustainability/sustainability-reports/

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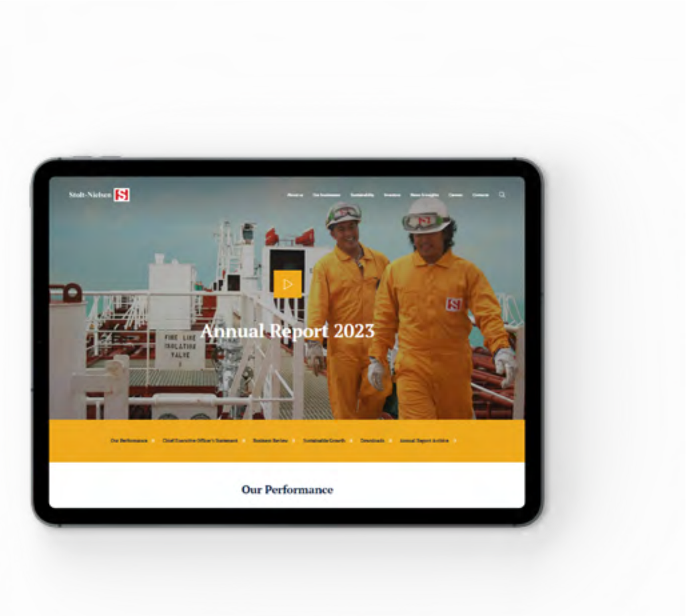
Focused on delivering long-term sustainable growth

Stolt-Nielsen is a long-term investor and manager of businesses, creating value from opportunities in liquid logistics and land-based aquaculture.

The Company has world-leading businesses in its markets and invests in opportunities aligned to these.



Online Annual Report

For a more interactive experience please visit:
stolt-nielsen.com/annual-report-2023/

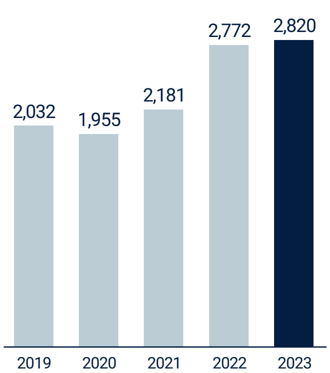
Financial Highlights

Our performance

(In US $ millions, except per share data)	**2023**	2022	2021
Operating revenue	**2,820.2**	2,771.8	2,181.1
Operating profit	**419.6**	447.5	233.7
Net profit	**296.7**	280.9	78.8
Net profit per share:			
Basic	**$5.54**	$5.25	$1.47
Diluted	**$5.54**	$5.25	$1.47
Weighted average number of Common Shares and Common Share equivalents outstanding:			
Basic	**53.5**	53.5	53.5
Diluted	**53.5**	53.5	53.5

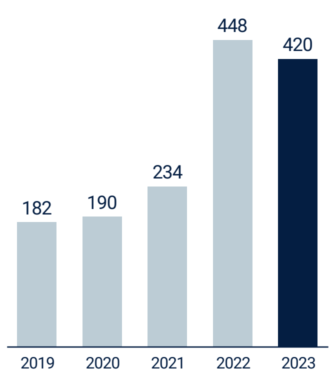
Operating revenue

US $2,820m



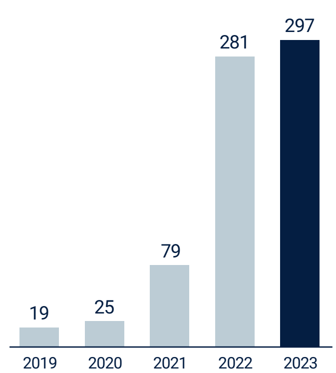
Operating profit

US $420m

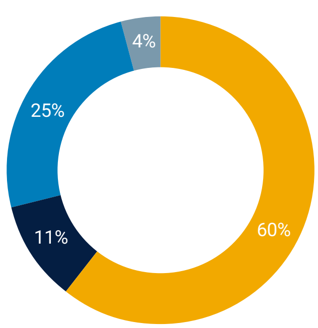


Net profit

US $297m

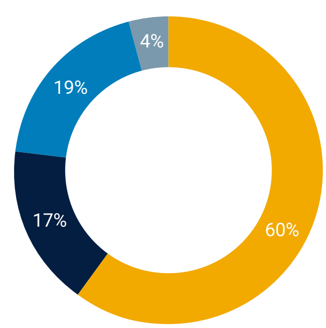


Operating revenue by business
(US $ millions)



Stolt Tankers	1,710
Stolthaven Terminals	300
Stolt Tank Containers	700
Stolt Sea Farm	111

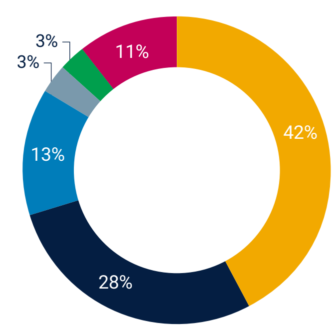
Operating profit by business[1]
(US $ millions)



Stolt Tankers	371
Stolthaven Terminals	105
Stolt Tank Containers	117
Stolt Sea Farm	24

1. Excludes Stolt-Nielsen Gas, Corporate and Other loss of $42.9 million and $155.0 million one-off item in Stolt Tank Containers, related to *MSC Flaminia* legal claim.

Total assets by business
(US $ millions)



Stolt Tankers	2,118
Stolthaven Terminals	1,388
Stolt Tank Containers	666
Stolt Sea Farm	154
Stolt-Nielsen Gas	134
Corporate and Other	524

At a Glance[1]

Stolt Tankers[2]

Stolt Tankers operates the world's largest fleet of parcel tankers, providing safe, reliable and high-quality global transportation services for bulk-liquid chemicals, edible oils, acids and clean petroleum products.

78 deep-sea chemical tankers

84 coastal and inland tankers

3m total deadweight tonnes

See pages 12-13 for more details

Stolthaven Terminals

Stolthaven Terminals' global terminal network provides safe, high-quality storage and distribution services for chemicals, clean petroleum products, gas, vegetable oils, biofuels and oleochemicals in key markets and hubs worldwide.

5m m^3 of storage capacity[3]

10 wholly owned terminals

4 joint-venture terminals

See pages 14-15 for more details

Stolt Tank Containers

Stolt Tank Containers is a leading provider of logistics and transportation services for door-to-door shipments of bulk-liquid chemicals and food-grade products.

50,900 tank containers

142,500 shipments

21 depots[3]

See pages 16-17 for more details

Stolt Sea Farm

Stolt Sea Farm is one of the world's most advanced high-tech aquaculture companies, and the premier provider of high-quality turbot and sole in an environmentally sound manner.

14 land-based farms

6,800 tonnes turbot production capacity

1,700 tonnes sole production capacity

See pages 18-19 for more details

Equity Investments

Creates value from investment opportunities in bulk-liquid logistics, distribution, LNG and land-based aquaculture. Stolt-Nielsen holds the following investments:

47.2% Avenir LNG

2.5% Golar LNG

13.6% Odfjell SE

8.3% The Kingfish Company

8.7% Ganesh Benzoplast

See page 20 for more details

1. As at the date of this report.
2. Includes joint ventures and managed ships.
3. Includes joint ventures.

Chairman's Statement

The year produced another strong performance for the Company, with solid results from our four main divisions. Our 2023 net profit was $296.7 million, compared with $280.9 million in 2022. Net profit for 2023 includes a loss provision of $155.0 million (net profit impact of $115.0 million) in the second quarter related to the *MSC Flaminia* incident in 2012 and subsequent legal claim. Our strong financial performance meant we were able to maintain our dividend at a good level, standing by our commitment to provide increasing returns to shareholders.

The Board approved an interim dividend of $1.00 per Common Share to shareholders of record as of November 23, 2023, which was paid out on December 7, 2023. On February 22, 2024, the Board recommended a final dividend of $1.50 per Common Share, subject to shareholder approval at the company's Annual General Meeting on April 18, 2024. These increased dividend payments reflect our strengthening cash flow and confidence in our future performance.

Welcome to our new Chief Executive Officer

It was with mixed emotions, that after 23 years as Chief Executive Officer (CEO) of Stolt-Nielsen (SNL) I stepped down from my role on September 1, 2023, and became Chairman of the Board. I enjoyed my time as CEO tremendously. It really has been quite a ride, and there are many memories that I will always treasure. Yet I felt it was the right time for a fresh pair of hands to take the Company forward. The Board and I believe that we have found the right person to do that in our newly appointed CEO, Udo Lange.

Stolt-Nielsen has a successful and resilient foundation to build upon, and in the past year we have delivered an impressive set of underlying results. I am delighted to welcome Udo as our new CEO, who joined SNL in September 2023. He brings a wealth of experience from the logistics industry, combined with a strong focus on strategy and execution to deliver profitable growth. I highly value his passion for people development, digital transformation expertise, commercial insights and talent for building relationships and partnerships.

I am extremely pleased that during his first few months, Udo has taken a measured approach to leading our company. The Board and I are pleased that he has settled in so quickly, already injecting energy and innovative thinking into SNL while respecting the company's 65-year heritage and culture. We have been impressed with the progress he and his leadership team have made to drive a more performance-oriented culture in just a few months.

We are transforming our business at a time when global markets are changing faster than ever before. The accelerating pace of decarbonisation activities and regulation is one example. The EU has adopted a climate law enshrining new climate targets of at least a 55% reduction in greenhouse gas (GHG) emissions by 2030 compared to 1990 levels. And in the US, the Inflation Reduction Act is offering $369 billion in subsidies to tackle the climate crisis. Geopolitical tensions seem to be increasing, with the war in Ukraine continuing to affect energy and food prices globally and growing unrest in the Middle East changing trade flows.

We will always follow the markets and the needs of our customers. Our strong relationships together with the quality, reliability and flexibility of our services and products mean I am confident that SNL will continue to grow over the coming years.

I would like to take this opportunity to thank our people across the company who are at the heart of our success. Their hard work and dedication is reflected in our outstanding financial performance this year. It is because of their tireless work that Stolt-Nielsen remains a company with a bright future, enabling our customers to better serve their customers and seamlessly manage their own supply chains.

Shareholder value

We have a strong foundation in place to support our investment case, underpinned by strong synergies between our logistic businesses and a robust strategy for growth in our seafood division.

We understand how important it is to maximise shareholder value in the liquid logistics businesses and I am sure that we have the right strategy to do so, both in the short and long term. We are continuing to work on driving profitable growth, delivering cost efficiencies, reviewing our portfolio and investing our resources in those areas most likely to have the largest impact.

Board responsibilities

I believe the role of the Board is twofold: to oversee the management of the company and ensure that we have the right leadership in place to execute the strategy and to deliver sustainable returns to our shareholders. We can see the effectiveness of this approach in the way we navigated various challenges this year, including the smooth transition to a new CEO, the delays in the Suez and Panama canals, the continuing cost-of-living crisis and inflationary pressures.

> "It's a great privilege to be Chairman of Stolt-Nielsen, a company with leading positions in all its markets, and incredibly talented people. Over the past six months, the Board has enjoyed working with Udo and his leadership team as they have injected pace and innovative thinking into the Company's strategy."

During 2023, the Board held four scheduled meetings (two in Bermuda, one in Oslo and one virtually) and one ad-hoc meeting. The Audit Committee held eight scheduled meetings (two in Bermuda, one in Oslo and five virtually). Members of the Board and Audit Committee also attended several additional meetings throughout the year, as required by business needs. This year, I became a member of both the Audit and Compensation Committees.

The Directors strive to expand our knowledge of the business and receive quarterly safety data and weekly updates, which provide insight into market trends and each business' performance and position. To provide effective guidance, and support management with decision-making and act in the company's best interests, Directors must have an in-depth, up-to-date understanding of the way Stolt-Nielsen operates its businesses. To that end, Directors regularly meet senior management teams and take part in strategic and operational reviews.

A sustainable business

The Board is committed to sustainable operations. This includes designing, communicating and measuring progress towards improving safety, protecting the environment, ensuring employee wellbeing and implementing effective quality management systems. Stolt-Nielsen is a signatory of the UN Global Compact (UNGC). We have several ambitions for reducing our environmental impact in line with the UN Sustainable Development Goals (SDGs), particularly Climate Action, Life Below Water and Responsible Consumption and Production. In 2023, Stolt-Nielsen continued to enhance its environmental efforts, achieving recognition from external ratings agencies including EcoVadis.

Read more about our 2023 environmental progress on pages 46 to 53 of this report. View the Board's sustainability pledge at: stolt-nielsen.com/sustainability/our-commitment/

People and culture

The Board monitors issues related to Stolt-Nielsen's culture, ensuring that we protect our 65-year heritage while our company develops to reflect the modern world. We are proud of our reputation for upholding the highest ethical standards in everything we do, which makes us a company that people want to work for and do business with. SNL's Code of Business Conduct and approach to health and safety are outlined on pages 57, 58 and 40 to 45 of this report and can also be viewed at stolt-nielsen.com.

To ensure we continue to have robust policies and practices in place, we will undertake a deeper review of our Code of Business Conduct in 2024. This exercise will ensure that everyone in our company continues to understand what they must do to act ethically and in compliance with the relevant laws, regulations and company policies.

We also have an online platform known as 'Speak Up', which anyone internal or external can use to report concerns confidentially (and, where local law permits, anonymously) without fear of retaliation, victimisation, discrimination or disadvantage. These reports are taken seriously and investigated thoroughly by the Head of Internal Audit with oversight from the Audit Committee.

A clear path to the future

Navigating change is never easy, but Stolt-Nielsen is a resilient company built on market-leading service and products, talented people and great integrity. While we are operating in a challenging global environment, our markets continue to be favourable and our team is executing the Company's strategy at an extremely high level. These fundamentals along with a renewed strategic focus, led by Udo and his team, give me great confidence that we have an exciting, prosperous future ahead of us. This future is firmly focused on investing in the areas where we have the greatest strength and competitive advantage to support our customers and ensure the security of the global supply chain for the benefit of wider society. The Board and I look forward to supporting Udo and his team in pursuing this future to keep creating value for our shareholders and wider stakeholders.

Niels G. Stolt-Nielsen
Chairman
Stolt-Nielsen Limited
March 14, 2024

Chief Executive Officer's Review

2023 delivered another strong set of operating results, which reflect the strength of the company and our diverse portfolio of businesses. The market has continued to work in our favour, yet we believe our solid performance comes down to our growth strategy and the sustained efforts of our people to deliver operational excellence.

This exceptional performance is testament to the hard work and commitment of every employee at Stolt-Nielsen and I would like to thank everyone for their dedication and ongoing passion to keep innovating. It is this amazing team that consistently delivers a high-quality, reliable customer experience centred on flexibility. I'd also like to thank our loyal customers. Without their trust in us to safely handle their business, we would not be able to achieve the results that we have seen.

Our performance

Our 2023 net profit was $296.7 million, compared with $280.9 million in 2022. This includes an incremental loss provision of $155.0 million (net profit impact of $115.0 million) in the second quarter related to the *MSC Flaminia* incident in 2012. Stolt-Nielsen's cash flow from operations increased from $619.8 million in 2022 to $721.4 million[1] in 2023. Earnings per share were $5.54 in 2023, compared with $5.25 in 2022. Net debt reduced from $2,038.2 million in 2022 to $1,761.3 million[1] at the end of 2023, bringing debt to tangible net worth down to 1.00 compared to 1.08 a year ago. Shareholders' equity was $1,906.1 million at year end, compared with $1,721.7 million a year ago.

Stolt Tankers' (ST) operating revenue ended the year at $1,709.8 million, up from $1,497.1 million in 2022. Operating profit also increased to $371.1 million from $205.1 million as the positive momentum in the chemical tanker market that we saw in the second half of 2022 continued throughout 2023. A low newbuilding orderbook for chemical tankers combined with stable chemical demand drove continued tightness in the segment. As a result, Stolt Tankers generated a record financial performance underpinned by higher contract freight rate renewals. In November, Stolt Tankers reached an agreement with Wuhu Shipyard in China to build six 38,000 deadweight tonne stainless steel parcel tankers. These sustainable ships will not only help Stolt Tankers in its ambition to reduce its carbon intensity by 50% (relative to the 2008 baseline) by 2030, they will also help reduce customers' Scope 3 emissions.

For 2023, results at Stolthaven Terminals (SHVN) improved slightly in line with expectations. Full-year operating revenue increased to $299.8 million from $276.2 million in 2022. Operating profit was $105.0 million, up from $89.2 million. We also saw an EBITDA margin improvement, due to our programme to replace lower-margin business with longer-term opportunities at higher rates.

At Stolt Tank Containers (STC), operating revenue decreased to $699.5 million from $894.6 million in 2022, with operating profit of $117.2 million, prior to the *MSC Flaminia* provision of $155.0 million, down from $172.7 million. After an unprecedented two years' strong performance for STC, the markets returned to more normalised levels. This was particularly noticeable during the second half of the year. Transportation rates broadly stabilised across most regions and by the end of 2023 we saw a similar impact on demurrage revenues. Our team continued to focus on increasing shipments to compensate for some of the margin lost this year. During the past three years our team has worked on making our digital platform scalable and cost efficient, meaning that the majority of our business can now be conducted digitally. In 2023, we focused on volumes and grew shipments by 10.0%. Our focus on sustainability continued and we have introduced emissions estimates to our online booking system to help our customers manage the carbon footprint of transporting their products with us.

Stolt Sea Farm (SSF) sold a record 6,814 tonnes of turbot in 2023, a 2.5% increase compared to 2022 and sole sales volumes reached a record high of 1,728 tonnes, a 15.4% increase. Steady demand throughout the year for sole allowed for solid price increases. Full-year operating revenue increased to $110.8 million, compared with $102.7 million in 2022. Operating profit was $24.3 million, up from $19.5 million the previous year, as 2023 benefited from a gain on the fair-value evaluation of biomass of $3.9 million compared with a fair-value loss of $1.0 million in 2022. Underlying operating results improved steadily throughout the year.

Stolt-Nielsen holds several minority shareholder investments in companies that align with our expertise. At the date of this report, we held the following positions: 47.2% in Avenir LNG,

1. Excludes cash inflow during the year of $133.0 million relating to *MSC Flaminia* insurance proceeds.

> "I am impressed with the strength of our businesses and the leading positions we enjoy in our markets. We are relentlessly focused on our robust strategy and its execution. I look forward to building on this positive energy as we drive the company forward."

8.7% in Ganesh Benzoplast, 2.5% in Golar LNG, 8.3% in The Kingfish Company and 13.6% in Odfjell SE. These investments have a total value of $225.4 million.

To help the investment community understand the true value of our company, we plan to provide full year guidance for 2024 and have committed to hosting a capital markets day.

Outlook

For our liquid logistic businesses, we expect to see a modest increase in demand for our services as global industrial production picks up. The American Chemistry Council forecasts global chemical production volumes will grow 2.9% as the destocking cycle is largely expected to come to an end. In 2024, we expect to see growth across all regions including a return to growth in Europe, North America and Latin America supported by continued growth in Asia. We will continue to work collaboratively with customers across all three divisions, offering solutions that enhance efficiencies in the liquid logistics supply chain.

We believe Stolt Tankers will continue to operate in an attractive market for the foreseeable future as chemical tanker deliveries remain low and shipyards have limited capacity to build new ships. In addition, swing tonnage in our segment remains low as these ships are currently more profitably employed in their primary trade. In February 2024, together with our joint venture partner NYK Line, we signed an agreement with Nantong Xiangyu Shipyard in China to build six 38,000 deadweight tonne stainless steel chemical tankers for delivery between 2027 and 2029. The ships are designed to maximise fuel efficiency using a wide range of energy savings devices and shore power connection. They can also be retrofitted for methanol propulsion, supporting Stolt Tankers' commitment to the energy transition. This order also reflects our strategy to maintain the scale of our core 38,000 deadweight tonne fleet by adding newbuildings not otherwise available in the second-hand market in a capital efficient way.

Volumes and margins in our Stolt Tank Containers business have returned to pre-Covid levels as bottlenecks within the supply chain have eased. For 2024 we are seeing more tanks in the market, but our global platform, double-digit growth and fleet size gives us a competitive advantage as we can leverage our longstanding relationships with freight carriers and position our tanks where customers need them.

High utilisation is expected to continue across the terminals industry during 2024 as safe, reliable storage space continues to be in high demand. We also expect to continue to benefit from the energy transition that is driving higher margins and will continue our programme of replacing lower margin business with longer-term opportunities at higher rates.

At Stolt Sea Farm our team is highly motivated to drive sales and increase volumes sold into 2024. With strong production growth across all our farms, we are also focused on expanding our sales channels and geographical reach to support sales growth and price improvements. Our overall market share in premium fish is relatively small, and this offers huge opportunities for the business to grow both in Europe and further afield.

We will continue to put our strong balance sheet and cash flow generation to work to deliver sustainable shareholder returns. This was reflected in 2023 with our newbuildings order for Stolt Tankers, the addition of 4,000 tanks to the Stolt Tank Containers fleet as well as expansion projects at our terminals in the US and at our sole farm in Cervo, Spain. We are also preparing for the energy transition, making sure that we are ready to support the evolving needs of our customers.

We cannot deliver on our strategy unless we operate safely, therefore protecting people and the planet will remain our priority. The move to a more sustainable future brings many opportunities. And with a positive outlook ahead, the future is very bright for Stolt-Nielsen as we progress into our next chapter.

Udo Lange
Chief Executive Officer
Stolt-Nielsen Limited
March 14, 2024

Business Model

What we do

Provide growing long-term cash flow to shareholders.

Who we are

We are a long-term manager and investor of businesses, creating value from opportunities in bulk-liquid logistics, distribution and land-based aquaculture.

Our business model ensures we create value for our stakeholders through innovation, quality, customer excellence and safety for both people and the environment.

Our business model is underpinned by our commitment to our Code of Business Conduct, operating safely and growing sustainably.

Our business portfolio

- Stolt Tankers
- Stolthaven Terminals
- Stolt Tank Containers
- Stolt Sea Farm
- Equity Investments

How we do it

1 Diverse portfolio

Market-leading global liquid logistics businesses, innovative land-based aquaculture and related investments.

2 Industry expertise

Operates in industries where Stolt-Nielsen can leverage its knowledge and experience. Facilitates the sharing of industry insights to deliver superior growth and strong cash flow.

3 Corporate structure

Cost-efficient financial, strategic and other centralised services. Strong balance sheet and diversified cash flow provide flexibility to deliver returns through organic growth, M&A and strategic partnerships.

How we create value

Expert knowledge

A deep understanding of logistics, distribution and aquaculture.

Innovation and technology

Invented the modern parcel tanker, develops pioneering land-based aquaculture and actively invests in R&D and new technologies. Our culture champions digitalisation, collaboration and continuous improvement.

Quality and reliability

Safe and reliable operations for employees and external stakeholders while delivering services valued by customers.

Financial strength

A strong balance sheet and focus on cash-flow generation supports our mission and helps maximise investment opportunities.

Long-Term Value Generation

Our strategic portfolio...

Market-leading positions

- Businesses with leading global positions and attractive demand fundamentals
- Economies of scale to drive lower costs and offer operational flexibility to our customers

Serving significant end-markets

- Our logistics businesses store and transport essential feedstocks for the consumer goods, agriculture and chemical/energy industries
- Land-based aquaculture addresses the rapidly growing demand for sustainable seafood

Diversified portfolio of businesses

- Best-in-class customer service, from singular logistics to integrated product offerings
- Multiple businesses provide flexibility to navigate industry and macro cycles

Stolt Tankers
#1[1]

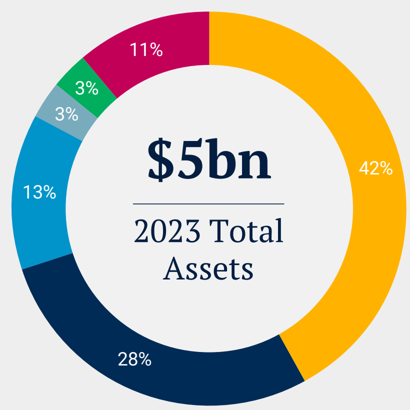
Stolthaven Terminals
#6[2]

Global chemical supply chain costs[5]
$380bn

Stolt Tank Containers
#1[3]

Stolt Sea Farm
#1[4]

European fish and seafood market value[6]
$111bn



- **42% Stolt Tankers**
- **28% Stolthaven Terminals**
- **13% Stolt Tank Containers**
- **3% Stolt Sea Farm**
- **3% Stolt-Nielsen Gas**
- **11% Corporate and Other**

1. Stainless steel ships >19k DWT (CKB Fleet List, July 2023).
2. Independent global storage terminals that can hold both chemicals and CPP (TankTerminals.com).
3. Global tank operators' fleet (ITCO Global Tank Container Fleet Survey 2023).
4. European farmed and wild catch volumes for turbot and sole (FAO 2023).
5. Assuming 8-10% of global chemical sales (CEFIC 2023 and EPCA 2004).
6. European fish and seafood sales 2023 (Statista).

...and financial strength

Strong cash-flow generation

- Efficient asset utilisation and focus on cost control contribute to strong cash-flow generation

Disciplined approach to capital allocation

- Leveraging industrial expertise to ensure disciplined capital allocation and prudent risk management
- Focus on providing consistent competitive cash returns to shareholders

$580.2m[1,2]

2023 Free Cash Flow

30.7%[3]

2023 EBITDA Margin (%)

2.5×[2,3]

2023 Net Debt-to-EBITDA

$1.1bn

Dividends paid since 2005

1. Cash generated from operations less cash used for investing activities.
2. 2023 free cash flow and net debt to EBITDA excludes cash receipts relating to $133.0 million *MSC Flaminia* insurance proceeds.
3. EBITDA excludes $155.0 million *MSC Flaminia* legal provision.

Business Review

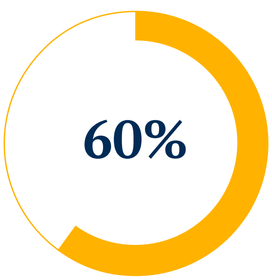
Stolt Tankers

Performance

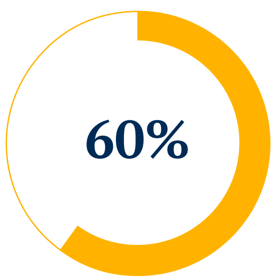
(US $ millions)	2023	2022	2021
Operating revenue	**1,710**	1,497	1,166
Operating profit	**371**	205	69

Percentage of group total

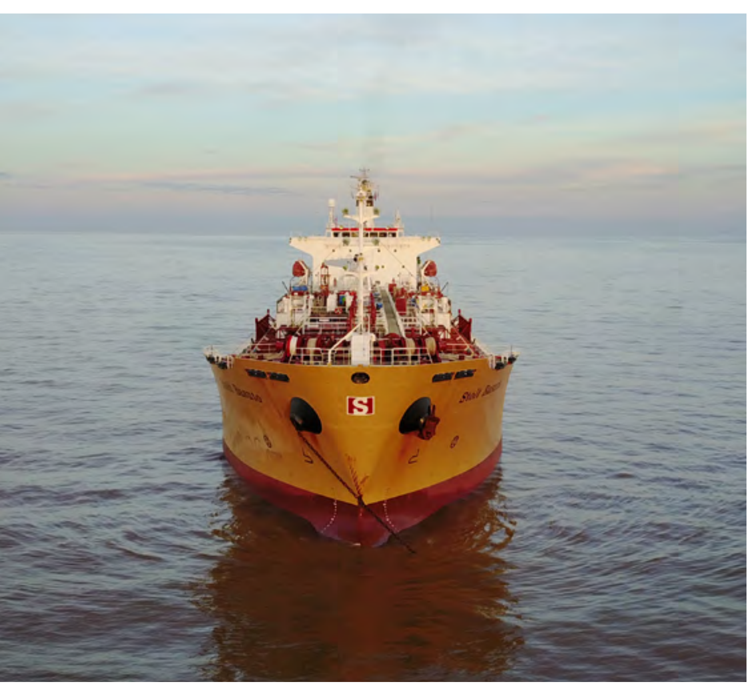
of total operating revenue



of total operating profit[1]



1. Excluding Stolt-Nielsen Gas, Corporate and Other loss of $42.9 million and *MSC Flaminia* legal provision of $155.0 million.



Markets

- Stolt Tankers provides safe, reliable, high-quality and flexible transportation services to the world's leading manufacturers and consumers of chemicals, edible oils, acids and other bulk liquids.
- We have the world's largest fleet of parcel tankers and are the only company in our market that has both deep-sea and regional capabilities. Our global deep-sea fleet and integrated regional capabilities in Europe, Asia Pacific, the Caribbean, the US and Latin America provide supply chain efficiencies and added value for our customers.

Strategy

Stolt Tankers' strategy is focused on creating the world's most efficient bulk liquid shipping platform and providing efficient and sustainable services to our customers. Through our best-in-class platform, our ambition is to achieve a sustainable return on capital employed (ROCE) through the cycle, which will enable us to increase our market share longer term.

Working collaboratively with customers and our sister divisions, Stolthaven Terminals (SHVN) and Stolt Tank Containers (STC), we offer solutions that enhance efficiencies in the bulk-liquid supply chain.

2023 in review

2023 was marked by record high profits for Stolt Tankers. The conflict in Ukraine continued to affect the global supply chain across all products that we carry, keeping swing tonnage out of the chemical trades. Stolt Tankers was well positioned for this increase in demand. Our fleet size enabled us to further increase efficiencies and renew contracts on much-improved rates and terms.

The firm market, together with our ongoing focus on managing costs resulted in an operating profit of $371.1 million compared to $205.1 million in 2022. Operating expenses were closely managed as part of our ongoing commercial optimisation and cost-reduction initiatives.

2023 was also an active year for investing in our assets. In March 2023, we acquired two modern 15,000 deadweight tonne parcel tankers for our inter-Caribbean pool. Together with our customer BASF, in May we successfully launched the *Stolt Ludwigshafen***,** setting a new standard for low-water capable barges on the River Rhine. We also added six 26,000 deadweight tonne chemical newbuildings to our fleet through long-term time charter and pooling agreements with CMB in

> "This year's results and progress in our business transformation give me confidence that we are on the right path to achieve sustainable growth."

June. In November, with our partners NYK and ENEOS Ocean, we launched the Stolt NYK Asia Pacific Services (SNAPS) tanker pool. These additional ships solidified our leading market position and enabled us to fully benefit from the strong market fundamentals.

The other target we set for ourselves in 2023 was a newbuilding order to give us a more standardised, interchangeable and efficient fleet. In December, we reached an agreement with the Wuhu Shipyard to build six 38,000 deadweight tonne stainless steel parcel tankers for delivery from 2027 onwards.

Safety remains our top priority – we cannot run our business successfully without doing everything we can to protect our people and our planet. We continue to focus on reducing our lost-time incident frequency (LTIF), and our 2023 performance of 0.45 is in line with the shipping industry average. Read more on page 42.

We have expanded our successful *Slashed Zero* programme to include sustainability alongside its core focus on safety. As a result, we hold an EcoVadis gold certification. An industry and customer recognised standard in ESG. The strong market required our ships to increase speed and consume more fuel, and ships being rerouted away from the Panama and Suez canals increased sailing times, therefore our Scope 1 emissions increased. However, our Annual Efficiency Ratio (AER) decreased to 10.73, compared with 10.91 in 2022. Read more on page 48.

None of our 2023 successes could have been achieved without the dedication and professionalism of our team. I am immensely thankful to them for everything they do for our customers and stakeholders. Their relentless focus on continuous improvement (CI) means that we are all working towards doing everything 'just a little' better, each day. These efforts involve living our *Winning Culture* and continuous learning to become the most efficient and effective platform in the bulk-liquid shipping industry – one that enables suppliers and customers to work with our teams across the globe to optimise the supply chain. Our continuous improvement programme is unique to our business, not only have we introduced Lean Six Sigma principles to our office-based teams, our CI@sea programme also brings Lean Six Sigma to our ships. As a result of all these continued efforts, employee engagement is at a record high, increasing to 87%, putting us in the top tier across all companies.

Outlook

This year's results and progress in our business transformation give me confidence that we are on the right path to achieve sustainable growth. We will continue our focus on value pricing, digital transformation, streamlining systems, innovating sustainably and further integrating with customers' operations. By working closely with customers, we will be able to create a world-class digital supply chain through the Stolt Tankers ship-to-customer platform. We are looking into new opportunities to collaborate with SHVN and STC, which we believe will have a positive impact on our performance in 2024. We are also exploring ways to enhance our daily service delivery, as defined in our value proposition to our customers.

We are optimistic that we will enjoy similarly strong market fundamentals in 2024. The effects of the war in Ukraine on energy markets are expected to linger. Disruptions in the Panama Canal and Red Sea are stretching tanker supply. The adjacent MR product tanker market is still healthy and is keeping swing tonnage out of the chemical tanker segment. Most importantly, the orderbook for chemical tankers remains within range of all-time lows. As a result of these factors, the supply and demand outlook for 2024 is favourable. While we are encouraged by our expectations for a healthy market backdrop in the coming months, we are simultaneously increasing our focus on optimising our cost structure and operating efficiencies to be more effective at serving our customers and delivering value to our shareholders.

We will also push forward with our ambitions to be kinder to the planet by reducing our CO_2 footprint and improving life below water. Finally, in everything we do, we will work to remain an employer of choice by providing a fun, safe, diverse, and inclusive workplace for all our employees.

Lucas Vos
President
Stolt Tankers

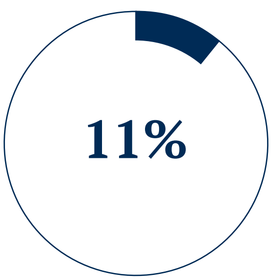
Stolthaven Terminals

Performance

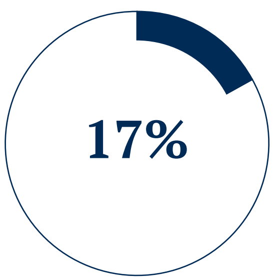
(US $ millions)	2023	2022	2021
Operating revenue	**300**	276	244
Operating profit	**105**	89	62

Percentage of group total

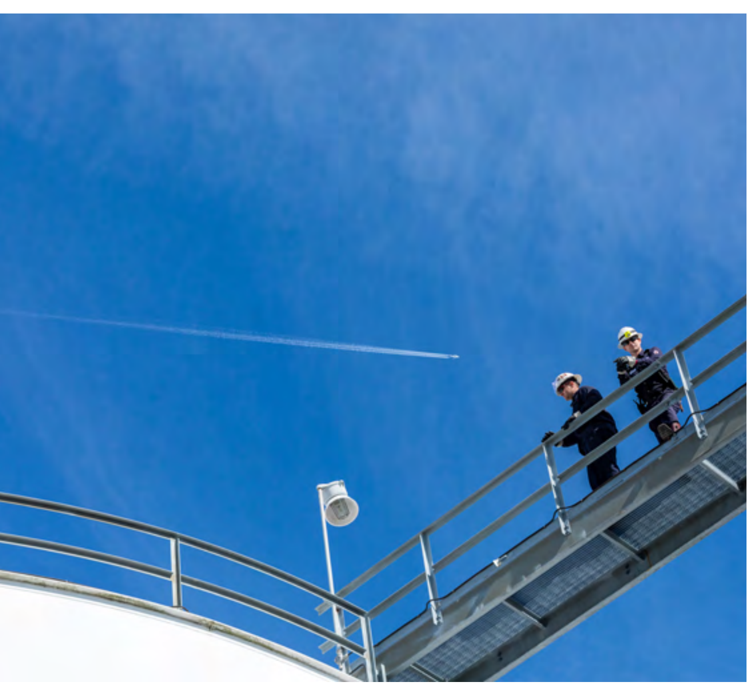
of total operating revenue



of total operating profit[1]



1. Excluding Stolt-Nielsen Gas, Corporate and Other loss of $42.9 million and *MSC Flaminia* legal provision of $155.0 million.



Markets

- We provide safe storage and handling for a variety of speciality bulk liquids, such as chemicals, clean petroleum products, liquefied petroleum gases, biofuels, vegetable oils, alternative fuels and feedstocks.
- We have five million m^3 of storage capacity across 10 wholly owned terminals and four joint-venture terminals. This gives customers access to key international shipping and transportation hubs close to their operations.

Strategy

Our mission is to be the most respected global storage provider. We focus on continuous improvement to deliver safe, high-quality, sustainable storage and handling solutions that help our customers maximise value from their supply chains. By collaborating with Stolt Tankers and Stolt Tank Containers, we provide integrated, end-to-end solutions that deliver further efficiencies to our business and customers.

2023 in review

Stolthaven Terminals' results improved slightly for 2023, reflecting the continued demand for safe, high-quality storage worldwide and the ability of our people to adapt and continue to deliver great services to our customers. Operating profit for 2023 was $105.0 million compared to $89.2 million in 2022. Operating revenue increased 8.5% to $299.8 million, compared to $276.2 million in 2022. Utilisation remained high during the year, softening slightly to 96.7% from 97.4% in 2022, as we began a programme to replace lower-margin business with longer-term opportunities at higher rates.

With our global network of 14 terminals, during 2023 we were well positioned to provide flexible and reliable services to customers facing a range of supply chain disruptions, including the ongoing war in Ukraine, drought-related restrictions in the Panama Canal and hostilities affecting ships transiting the Red Sea.

As a result, throughout 2023, Stolthaven Terminals experienced continued strong utilisation and a small improvement in throughput volumes. During the first half of 2023, tightness in the global storage market, for chemicals and speciality liquids including biofuel feedstocks, allowed for higher storage rates and rate increases for contract renewals.

Throughout the year, we remained focused on our strategy of improving profitability through customer centricity, digitalisation, efficiency, safety and sustainability. It was an important year in terms of growth and capacity expansion,

> "Throughout the year, we remained focused on our long-term strategy of improving profitability through customer centricity, digitalisation, efficiency, safety and sustainability."

all intended to deliver ever-better global supply chain and storage solutions to customers and improved returns to shareholders. We invested in several projects to modernise our assets, continued expansions in Malaysia and New Zealand, gained approval for expansion at both our terminals in the US, and partnered on projects to explore the potential for biofuels, energy storage, and ammonia. We also began construction of our new joint-venture terminal in Taiwan, which will be fully operational in 2024.

Our inventory automation programme and intelligent assets strategy helped us to further embed digitalisation across our terminals, allowing for real-time data exchange between our systems and improving safety for our people and efficiency for our customers. We continued to develop our next-generation *Connected Worker* project, which will move in-field terminal operations and communications online. We also completed the deployment of our Ultimo enterprise asset management system to all our wholly owned sites. Ultimo is helping us standardise equipment maintenance processes to enhance safety and operational efficiency.

Safety remained our priority and our performance continued in a positive direction. Overall, Lost Time Injury Frequency (LTIF) remained stable and Total Recordable Case Frequency (TRCF) fell during the year to 0.82 (2022: 1.05). Read more about our 2023 safety performance on page 43.

We have enhanced our global customer centricity programme, receiving several awards from customers in recognition of our safety performance, service excellence and culture. Stolthaven Houston, US, received a Safety Excellence Award from the International Liquid Terminals Association (ILTA) for the second year in a row and our Singapore facility received Dow Chemicals' 4STAR Logistics Best Service Provider Award for safety, sustainability, social responsibility and customer service for the third consecutive year.

We continued to make progress on our sustainability ambitions. Stolthaven Terminals maintained its EcoVadis silver rating for all wholly owned terminals, improving our score by three points and ranking in the top 3% for sustainability performance in the warehousing and storage industry and in the top 5% for sustainable procurement. Read more about our 2023 environmental initiatives on page 50.

We are actively involved in wider initiatives to explore solutions related to the transition to greener energy alternatives including a partnership in Brazil to look at the potential of ammonia projects in the region. We are also working with XL Batteries on the development of a flow battery with industrial-scale electricity storage capability to power our terminal operations, support the decarbonisation of the port and shipping sectors and provide shore power for ships.

Our strong performance in 2023 was possible because of the people behind it. We are a diverse global team, and the combination of our different experiences and perspectives along with our shared passion creates our success. We are committed to fostering a positive and supportive work environment and encouraging diversity, equity and inclusion. I am pleased to report that the results of our employee engagement survey improved with a sustainable engagement score of 89%.

Outlook

Global supply chains will continue to be affected by regional conflicts and geopolitical and macroeconomic challenges in 2024. The storage and distribution industry will remain critical in terms of enabling trade flows and will play an increasingly important role in facilitating the energy transition.

Stolthaven Terminals will continue to pursue our market-driven strategy which is centred around providing agile and reliable services for our customers. Innovation and collaboration will be increasingly important, whether that is harnessing new digital technologies to drive our own safety and sustainability performance and operational efficiency, or working with other industry leaders to deliver increasingly integrated liquid logistics solutions. We will continue to expand our portfolio of value-adding services and strengthen our network with new strategically located facilities so we remain able to respond to customers' needs.

We are continuously building on our knowledge and expertise in the safe storage of a wide range of 'new' fuels as well as serving our customers in the vital chemicals sector. A collaborative, cross-industry approach will be crucial to investigate and put into effect the transition to greener fuel alternatives. We will continue to explore and implement solutions for improving our energy footprint and supporting our customers to reduce their Scope 3 emissions.

Guy Bessant
President
Stolthaven Terminals

Stolt Tank Containers

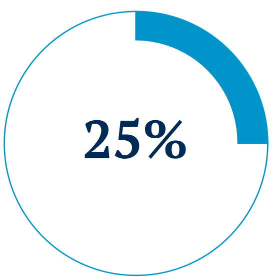
Performance

(US $ millions)	2023	2022	2021
Operating revenue	700	895	662
Operating profit[1]	117	173	82

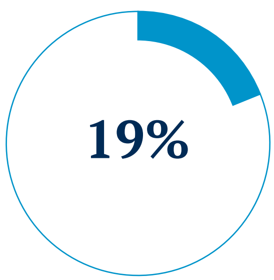
1. Excludes *MSC Flaminia* legal provision of $155.0 million.

Percentage of group total

of total operating revenue



of total operating profit[2]



2. Excluding Stolt-Nielsen Gas, Corporate and Other loss of $42.9 million and *MSC Flaminia* legal provision of $155.0 million.

Markets

- We are a leading provider of logistics and transportation services for door-to-door shipments of bulk-liquids.
- Our fleet totals 50,900 tank containers, the largest in the industry. Our 21 full-service depots and refurbishing facilities give us direct control over tank handling, cleaning and maintenance. This ensures our fleet and cargo handling operations consistently meet the highest standards for quality, reliability, safety and environmental protection.

Strategy

Stolt Tank Containers (STC) helps customers minimise costs and increase efficiency across their supply chains. Our strategy focuses on improving customer centricity; maintaining the best fleet, depot and vendor networks; and attracting and retaining the best talent.

We are also contributing to a sustainable future by actively reducing the environmental footprint of our own operations and by helping our customers embrace more sustainable modes of transport. We are also investing in sustainable solutions at our depots including wastewater treatment and water recycling facilities.

2023 in review

In the two years since I took the reins of STC, we have been operating in a tough environment, yet the team has pulled together to deliver strong results. I would like to say a huge thank you to all our people for their energy and hard work during this particularly volatile year. They have focused on implementing the first phase of our strategy, achieving far more than I could have predicted. And our people find working with us rewarding too. Our happy and engaged workforce was reflected in another great year for our Employee Engagement Survey results (score of 89%).

I am proud of the fact that we stayed committed to our strategy of growing the company and closed the year with a positive result. We reached an impressive online booking milestone during the year which means the majority of our business can now be conducted digitally. We also grew our key accounts, optimised procurement, streamlined our depot operations and continued to enhance our customer focus. Strengthening our partnerships with key customers has laid the foundations to improve our services further. We are moving to a more sustainable future, prioritising reducing our carbon footprint at depots where we have implemented green energy, designed and implemented solutions to make tank

> "I am proud of the fact that we stayed committed to our strategy of growing the company and closed the year with a positive result."

cleaning less energy-intensive, and placed emphasis on circularity.

STC's full year operating loss was $37.8 million, compared with $172.7 million profit in 2022. This includes a loss provision of $155.0 million (net profit impact of $115.0 million) related to the *MSC Flaminia* incident in 2012. Transportation revenue decreased 25.5% to $699.5 million having increased 30.8% in the prior year. Transportation revenue was down as rates decreased, although this was slightly offset by an increase in overall volumes. Demurrage revenue decreased in 2023 versus 2022 as supply chain bottlenecks eased and tanks on demurrage declined in the second half of the year. Operating costs were down by 25% as ocean and inland freight costs were also lower during the year. Following the historical highs of the past few years, freight carrier rates have returned to pre-Covid levels.

The container and logistics market remained competitive in 2023. Softer market demand increased competition and put pressure on margins, so we worked on increasing our volumes. To support this, we added 3,900 tanks to our fleet, which increased in size to 50,900 (8.4%). Our team kept our competitive edge by providing best-in-class digital tools and service to our customers. Our focus moving forward is to optimise the way we manage costs and improve efficiencies.

In 2023, we placed even more emphasis on safety and safety culture at all levels of the organisation, both in terms of caring for each other and our customers. We established new baselines for our safety performance to include all contractors and their workable hours. During the the year our safety performance progressed, we recorded two lost time incidents (LTIs), an improvement on last year. Read more on page 44.

We produced 13% lower Scope 1 and 33% lower Scope 2 emissions at our own depots compared to last year, demonstrating our steadfast commitment to moving towards a sustainable future. We installed solar panel systems in depots, switched to green electricity or less carbon-intensive heating for cleaning and heating, and gained efficiencies in tank cleaning. We also introduced emissions estimates to our online booking system to help our customers manage the carbon footprint of transporting their products with us. Through our sustainability focus, I am extremely proud that in January 2024, we achieved our first gold rating from EcoVadis. You can read more about our environmental performance on pages 51 and 52.

Outlook

A softer market in 2024 is expected to influence our revenue and earnings. But we will benefit from ongoing growth and investments in digital infrastructure. We are starting to run higher volumes with more efficiency due to our scalable platform and expect this trend to continue.

No one can predict how long the situation in the Red Sea will last, and our team will continue to work closely with our customers to minimise the impact on their supply chains. Although transit times for certain trade lanes are significantly longer as ships are sailing around the Cape of Good Hope, freight services are now more predictable which helps with planning and inventory management.

Although the short-term outlook is challenging, all that we have achieved in 2023 has laid the foundations for us to deliver another successful year in 2024 with results returning to pre-Covid levels. Working as one team, we can achieve even more for customers and make sure our offering is sustainable in the longer term. We will also look to build on our existing synergies with the company's other liquid logistics businesses to serve customers better. Safety remains our priority and we will continue our efforts to ensure that all employees, in our offices and depots, are always safe and the products that we carry are handled safely.

Hans Augusteijn
President
Stolt Tank Containers

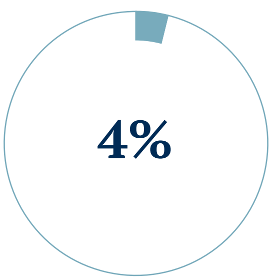
Stolt Sea Farm

Performance

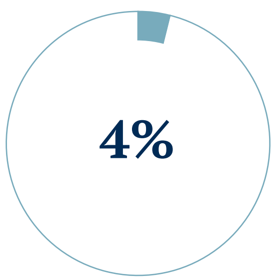
(US $ millions)	2023	2022	2021
Operating revenue	**111**	103	108
Operating profit	**24**	20	24

Percentage of group total

of total operating revenue



of total operating profit[1]



1. Excluding Stolt-Nielsen Gas, Corporate and Other loss of $42.9 million and *MSC Flaminia* legal provision of $155.0 million.

Markets

- Our seafood products feature on restaurant, hotel and foodservice menus as well as on supermarket shelves in more than 30 countries.
- Our annual production capacity totals 6,800 tonnes of turbot and 1,700 tonnes of sole.

Strategy

Stolt Sea Farm is a pioneer in land-based aquaculture, and our purpose is to ensure future generations continue to enjoy wonderful seafood. The business focuses on sustainable growth and building partnerships with customers and communities, while adhering to animal welfare and environmental protection standards.

We are known for our innovation and pioneering technologies, including highly specialised, custom-designed facilities at our 14 farms and two hatcheries. Thanks to more than 50 years of research and development, we are the only aquaculture company that can consistently produce the highest-quality turbot and sole in commercial volumes. Seafood is widely accepted to be one of the most sustainable sources of animal protein, and we pay rigorous attention to ensuring we develop increasingly sustainable production methods.

2023 in review

SSF delivered a strong performance in 2023, from maintaining firm prices and increasing production volumes for both turbot and sole, to delivering significant safety improvements and continuing to build relationships with our local communities.

All this was achieved despite facing several challenges and external pressures. The increased cost of living impacted consumer demand, unseasonally high temperatures affected production volume, and securing and maintaining operations during an earthquake in Iceland were challenges that our people navigated with great skill, agility and commitment. I would like to thank all our employees for their dedication to providing consistently great service and high-quality seafood to our customers in this ever-changing operating environment.

Operating profit was $24.3 million in 2023, compared to $19.5 million in 2022, as we benefited from a gain on the fair-value evaluation of biomass of $3.9 million in 2023, compared with a fair-value loss of $1.0 million in 2022. In 2023, we sold a record 6,814 tonnes of turbot, a 2.5% increase compared to 2022. Sole sales volumes also reached a record high of 1,728 tonnes, a 15.4% increase from the previous year. This allowed us to continue expanding our market reach

> "Stolt Sea Farm delivered a strong performance in 2023, from maintaining firm prices and increasing production volumes for both turbot and sole, to delivering significant safety improvements."

and, with consumer demand being favourable for high-value species, we were able to increase sole prices by 18%. Turbot prices decreased by 3.8%.

Sales of our fresh range of value-added products (VAP) grew 9% year-on-year, reflecting growth in consumer demand for convenience, versatility and consistent supply. Our frozen turbot VAP range, launched in 2022, also went from strength to strength, with sales increasing by 21%. We continued our expansion into new markets, including Asia and the US, with turbot volumes sold to these geographies increasing by 3% and sole volumes by 34%.

As part of our growth strategy, we progressed the expansion of our sole broodstock facility to near-completion and began work to expand our sole hatchery in Galicia, Spain. This is already the world's largest flatfish hatchery, and the upgrade will support our plans to double production capacity in the next three years, ensuring SSF is on track to reach our overall annual production target of 23,000 tonnes of turbot and sole by 2035.

We also refreshed our Prodemar™ brand for fresh turbot and sole and continued to diversify our product range as part of our strategic ambition to move to a more customer-facing market position. During the year, we welcomed a significant number of new customers and expanded sales of our Prodemar™ products, especially our sole and frozen ranges, in the Asia and US markets.

Our digitalisation and automation programme also gathered pace. We partnered with Telefónica Tech to develop new digital tools and adopt artificial intelligence to help us to integrate, streamline and automate our operations and use data-led insights to strengthen and build customer relationships and forecasting capabilities. This will help us to better anticipate customer needs and reduce waste.

SSF has long been a pioneer when it comes to sustainability in aquaculture. This year, we established a dedicated fish welfare team to drive our progress and ensure ongoing compliance in this area. One of our sustainability ambitions is to reduce fish products in our ongrowing feed (relative to 2020 levels) by 2030: 65% reduction for sole and 50% reduction for turbot. As part of our ongoing work to achieve this, we continued to work with feed manufacturers and conducted our own research into new formulas and diets with lower fishmeal and fish oil content, thus preserving scarce natural resources. I was extremely proud that SSF was named Company of the Year by the Official College of Biologists in Galicia in recognition of our commitment to sustainable production processes, animal welfare, and supporting the work and expertise of biologists in the region.

I am also proud of the progress we made in our safety performance. The average number of occupational safety incidents per worker fell to 4.3 in 2023 (2022: 5.3), well below the aquaculture industry average of 5.1. Read more on page 45.

Just as importantly, we continued to engage with the local communities in which we operate, which are home to most of our employees. We did this by sponsoring and attending community events to support the local fishing industry, raise environmental awareness and educate our local communities about sustainable aquaculture.

Outlook

The Christmas 2023 season was the best ever for SSF, with record revenues achieved for both turbot and sole. In 2024, we expect to see continued growth in demand for our products, particularly our VAP offering. We are in a strong position to capitalise on this demand due to our market-leading production capacity and quality, pioneering farming techniques, digital innovations, and strong customer relationships. These strengths will also help SSF mitigate the effects of ongoing inflation including the higher costs of energy and feed.

Our transformation programme will continue as we progress our expansion plans for our recirculation aquaculture systems (RAS) and hatchery facilities in Europe and develop our data capabilities. To help meet our production targets and diversification plans, we will expand our research and development facilities and scope, which will also help ensure we maintain our steadfast commitment to fish welfare and the sustainability of our operations.

Jordi Trias
President
Stolt Sea Farm

Equity Investments

Cultivating value through diverse investments

Stolt-Nielsen invests in areas that align with our strategy and core competencies. We actively seek investment opportunities in bulk-liquid logistics, distribution, liquefied natural gas (LNG), land-based aquaculture and sustainable technologies. We also identify technology ventures with the potential to improve our operational efficiency, enhance our sustainability, and ultimately deliver superior returns for our shareholders.

Stolt-Nielsen Gas

Stolt-Nielsen Gas is our investment arm dedicated to investments within LNG. As of November 30, 2023 Stolt-Nielsen Gas held a 47.2% stake in Avenir LNG and a 2.5% stake in Golar LNG. We actively managed the portfolio by monetising our investment in Cool Company Limited for $11.5 million. This strategic move generated a $2.3 million gain on sale, which has been transferred from the fair-value reserve to retained earnings.

Avenir LNG: leading the charge in small-scale LNG

In 2023, Avenir LNG (Avenir) solidified its position as a pioneer in the small-scale LNG space. Its fleet of five modern, small-scale LNG tankers is equipped with bunkering capabilities, making it an innovative player in an evolving market. Avenir currently has one ship providing strategic bunkering operations in the Baltics and supplying the HIGAS terminal in Sardinia, Italy. The remaining four tankers are secured under long-term contracts, providing stable revenue and cash flows. Looking ahead, Avenir remains committed to its strategy to deliver clean, reliable energy to underserved markets, building on its reputation in both bunkering and supply. During December 2023, Avenir began a cost reduction programme focused on operational excellence and developing a leaner, more commercially orientated organisation and platform for growth.

Stolt Ventures

Stolt Ventures is Stolt-Nielsen's investment vehicle focused on identifying and investing in sustainable technologies with the potential to contribute to productivity and sustainability improvements within our core operations. As the energy transition gathers pace, we seek to be an active investor in new technologies that will boost our efficiency while reducing our environmental impact. Stolt Ventures made three investments during 2023. Firstly, GIT, a provider of graphene-based sustainable marine coating solutions with superior antifouling and high-performance properties. Secondly, Signol, a behaviour-focused software provider connecting operational users to the direct impact of their actions, motivating them to reduce fuel expenses and save CO_2. Finally, WaveBL, a blockchain-based platform enabling instant, reliable and secure exchange of trade-related documents including bills of lading.

Other investments

As of the date of this report, Stolt-Nielsen also holds shares in Odfjell SE (13.6%), The Kingfish Company NV (8.3%) and Ganesh Benzoplast Limited (8.7%).

In July 2023, we participated in a $35 million equivalent unsecured convertible loan for The Kingfish Company NV. The proceeds will be used to strengthen liquidity and help finance the expansion of production capacity at its facility in Zeeland, the Netherlands. The Kingfish Company NV, listed on Euronext Growth, Oslo, is a market leader in land-based recirculation aquaculture system (RAS) farming of yellowtail. The company provides an interesting opportunity to support and participate in the development of this highly attractive species using RAS technology.

During the year Odfjell SE, a chemical tanker and storage terminal operator listed on the Oslo Stock Exchange, distributed dividends on the back of strong financial results. Ganesh Benzoplast is based in India and listed on the Mumbai Stock Exchange. It provides and operates chemical logistics and storage facilities.

Financial Review

22 Financial Review

Financial Review

Jens F. Grüner-Hegge
Chief Financial Officer

Results of operations

Below is a summary of SNL's consolidated financial data for November 30, 2023, and 2022:

(in thousands)	For the years ended November 30, 2023	2022
Operating Revenue	**$ 2,820,218**	$ 2,771,843
Operating expenses	**(1,745,793)**	(1,851,608)
Legal claims provision	**(155,000)**	–
Depreciation and amortisation	**(292,321)**	(282,123)
Gross Profit	**627,104**	638,112
Gross margin	**22.2%**	23.0%
Share of profit of joint ventures and associates	**62,265**	53,963
Administrative and general expenses	**(273,412)**	(249,022)
Gain on disposal of assets, net	**3,606**	5,562
Other operating income	**3,406**	4,132
Other operating expense	**(3,322)**	(5,215)
Operating Profit	**419,647**	447,532
Operating margin	**14.9%**	16.1%
Non-operating income (expense):		
Finance expense – finance leases	**(11,389)**	(10,451)
Finance expense – debt and other	**(108,967)**	(112,188)
Loss on early extinguishment of debt	**–**	(11,149)
Finance income	**7,742**	3,979
Foreign currency exchange loss, net	**(5,289)**	(9,151)
Other non-operating income, net	**7,690**	347
Profit before income tax	**309,434**	308,919
Income tax expense	**(12,783)**	(28,064)
Net Profit	**$ 296,651**	$ 280,855

(in thousands)	For the years ended November 30, 2023	2022
Net profit excluding one-time items	**$ 411,651**	$ 292,004
One-time items:		
Legal claims provision, net of tax expense	**(115,000)**	–
Loss on early extinguishment of debt	**–**	(11,149)
Net Profit	**$ 296,651**	$ 280,855

Consolidated income statement

Net profit of SNL was $296.7 million for 2023, compared with $280.9 million in 2022. Excluding the one-time items described in the table, net profit was $411.7 million for 2023, compared with $292.0 million in 2022, or a $119.7 million improvement. The most significant factors affecting SNL's performance in 2023 were:

- Stolt Tankers reported an operating profit of $371.1 million, an increase of $166.0 million compared to the prior year's operating profit of $205.1 million. Deep-sea and regional fleets results improved, primarily driven by favourable freight rates and higher volume.
- Stolthaven Terminals reported an operating profit of $105.0 million compared to $89.2 million as a result of rate escalations on new and existing businesses and an increase in ancillary services.
- Stolt Tank Containers (STC) reported an operating loss of $37.8 million, primarily due to the *MSC Flaminia* provision of $155.0 million. Excluding this, operating profit would have been $117.2 million, down from $172.7 million in 2022, a decrease of $55.5 million. The lower operating profit was primarily due to the reduction in transportation rates with the reductions in ocean and inland freight costs as the worldwide supply chain congestion eased with the increase in ocean carrier capacity.
- Stolt Sea Farm reported an operating profit of $24.3 million, compared with an operating profit of $19.5 million in 2022. Excluding the fair value on the biological assets in both years, operating profit decreased by $0.1 million, with lower average sales price for turbot partially offset by higher sales prices in sole and an increase in volumes in both species.
- Stolt-Nielsen Gas reported an operating loss of $10.4 million in 2023 versus a loss of $3.0 million in 2022. The losses in both years were mainly the result of SNL's share of losses at Avenir LNG Limited (Avenir).
- Corporate and Other operating loss was $32.5 million, compared to the prior year loss of $36.0 million. Corporate and Other operating loss primarily comprises profit sharing, director and investor expenses and dividends of certain equity instruments.

Management's Discussion of Operating Performance

This section discusses Stolt-Nielsen Limited's (SNL) operating results and financial condition for the years ended November 30, 2023, and 2022. This discussion consists of:

- Results of Operations
- Business Segment Information
- Liquidity and Capital Resources
- Critical Accounting Estimates
- Principal Risks
- Treasury Shares
- Going Concern and
- Subsequent Events

Operating revenue

Operating revenue was $2,820.2 million in 2023, which was 1.7% higher than in 2022, mainly owing to higher deep-sea freight revenue at Stolt Tankers.

Stolt Tankers' revenue increased by $212.7 million, mainly due to $218.7 million higher deep-sea freight revenue from an increase of average freight rates by 17.6% and 2.9% higher volumes. Freight revenue was partially offset by a decrease in deep-sea bunker surcharge revenue of $61.6 million. The lower bunker surcharge revenue was caused by a 20% decrease in bunker prices from last year.

Stolthaven Terminals' revenue increased by $23.6 million compared to 2022, an increase of 8.6%. This increase was primarily due to higher operating revenue at all terminals as a result of rate escalations and an increase in ancillary services.

Stolt Tank Containers' revenue decreased by $195.1 million, or 21.8%, in 2023 largely due to transportation rates returning to normalised levels as ocean freight costs declined. Also impacting revenue was a decrease in demurrage and ancillary revenues of $19.6 million. This was offset by 10.0% higher shipment levels between the years as space on container ships opened up in 2023.

Stolt Sea Farm's operating revenue was $110.8 million in 2023, increasing by $8.1 million, or 7.9%, which was a result of sole sales prices increasing by 18.0% and sales volumes by 15.4%.

Gross profit

SNL's gross profit increased by $166.0 million or 1.7%, excluding the $155.0 *MSC Flaminia* provision in Stolt Tank Container. The increase is due to improved rates in Stolt Tankers.

Stolt Tankers' gross profit increased by $162.9 million in 2023, to $423.7 million, as the increase in revenues and lower bunker costs were significant enough to cover higher variable time charter hire expenses ($62.5 million) and port charges ($20.3 million).

Gross profit for Stolthaven Terminals was $128.6 million in 2023, compared with $107.9 million in 2022, an increase of $20.7 million. Gross profit increased from the impact of higher operating revenue in 2023 while operating expenses remained stable.

Stolt Tank Containers saw a decrease in gross profit of $50.3 million, excluding the *MSC Flaminia* provision of $155.0 million. This decrease is the result of supply chains normalising, bringing margins, demurrage and ancillary revenues down to normalised levels.

Stolt Sea Farm's gross profit increased by $6.6 million to $34.9 million from $28.3 million in 2022. Excluding the fair value of biological assets, gross profit increased $1.7 million in 2023 as a result of the higher average sales prices from sole together with higher volumes sold from its own farm-raised turbot and sole. Partially offsetting the higher sales were higher labour, feed and energy costs due to inflationary pressures.

Share of profit of joint ventures and associates

SNL's share of the profits from non-consolidated joint ventures and associates in 2023 was $62.3 million, up from $54.0 million in 2022.

Stolt Tankers' share of profit from joint ventures increased by $14.2 million to $44.2 million notably owing to the two deep-sea joint ventures, NYK Stolt Tankers S.A. and Hassel Shipping 4 AS, from the improved deep-sea markets.

Stolt-Nielsen Gas' share of losses in Avenir was $9.9 million in 2023 compared to $2.6 million in 2022. This is the result of the challenging LNG market.

Administrative and general expenses

Administrative and general expenses were $273.4 million in 2023, up from $249.0 million in 2022, an increase of $24.4 million. This was largely due to normal inflationary salary increases and higher profit sharing and long-term incentive plan costs as a result of the improvement in results.

Gain on disposal of assets, net

SNL recorded a net gain on disposal of assets of $3.6 million in 2023 compared with a gain of $5.6 million in 2022. In 2023, the gain included amounts related to the sale of the *Stolt Guillemot*. In 2022, the gain included amounts related to the sale of the *Stolt Shearwater* and the recycling of the *Stolt Groenland*.

Other operating income and other operating expense

Other operating income was $3.4 million in 2023, compared with $4.1 million in 2022.

Other operating expense was $3.3 million in 2023, compared with $5.2 million in 2022.

Finance expense

Finance expense was $120.4 million in 2023, down from $122.6 million in 2022. Interest on debt decreased by $3.2 million, owing to lower outstanding debt balances. Interest on leases was $11.4 million, compared with $10.5 million in 2022.

Loss on early extinguishment of debt

In 2022, SNL recorded an accelerated recognition of deferred financing costs and fees of $11.1 million related to the early repayment of the loan with Export-Import Bank of China and Standard Chartered Bank. The debt was refinanced as part of a sustainability-linked agreement of which $180.9 million was drawn down to fully repay the above loan.

Finance income

Finance income was $7.7 million in 2023, up by $3.8 million compared with 2022.

Foreign currency exchange loss

In 2023, SNL had a foreign currency exchange loss of $5.3 million, compared with a $9.2 million loss in 2022. The 2023 loss was mainly due to the strengthening of the US dollar against the BRL, NOK and ARS as well as higher realised and unrealised foreign exchange hedging losses.

Other non-operating income, net

Non-operating income was $7.7 million in 2023 compared with a non-operating income of $0.3 million in 2022.

Income tax expense

Income tax expense was $12.8 million in 2023, compared to $28.1 million in 2022. The decrease in income tax expense was the result of the legal claims provision in Stolt Tank Containers, partially offset by increased profits in other business segments.

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 which are not reportable as separate business segments.

	For the years ended November 30,	
(in thousands)	**2023**	2022
Operating revenue:		
Stolt Tankers	**$ 1,709,839**	$ 1,497,108
Stolthaven Terminals	**299,815**	276,177
Stolt Tank Containers	**699,504**	894,647
Stolt Sea Farm	**110,831**	102,688
Corporate and Other	**229**	1,223
Total	**$ 2,820,218**	$ 2,771,843
Operating profit:		
Stolt Tankers	**$ 371,076**	$ 205,124
Stolthaven Terminals	**104,968**	89,208
Stolt Tank Containers	**(37,831)**	172,728
Stolt Sea Farm	**24,336**	19,544
Stolt-Nielsen Gas	**(10,396)**	(3,028)
Corporate and Other	**(32,506)**	(36,044)
Total	**$ 419,647**	$ 447,532

Stolt Tankers

Operating revenue

Operating revenue increased by $212.7 million in 2023 versus 2022, with deep-sea revenue increasing by $182.9 million and regional revenues increasing by $29.8 million.

Deep-sea revenue increased from a combination of higher freight and demurrage revenue partially offset by lower bunker surcharge revenue. Deep-sea freight revenue increased by $218.7 million as average freight rates increased by 17.6% between the periods, mainly driven by a 26.3% increase in the rates on COA business, which contributed approximately 51% of total deep-sea freight revenue. Volume also increased by 2.9%. Bunker surcharge revenue decreased by $61.6 million due to 18.8% lower bunker prices and more spot contracts. Demurrage revenue increased by $20.6 million mainly due to increased rates and improved terms.

Regional fleet revenue increased by $29.8 million mainly driven by a $13.8 million increase on the Caribbean coastal fleet influenced by improved spot rates and more operating days and $11.8 million from the new Stolt NYK Asia Pacific Services Inc. (SNAPS) Pool which commenced in October.

The time-charter equivalent revenue (revenue less trading expenses) per operating day for the deep-sea fleet for 2023 was $29,621 versus $22,804 in 2022, an increase of 29.9%.

As of November 30, 2023, Stolt Tankers owned and/or operated 162 ships and barges, representing 3.00 million deadweight tons (dwt), compared to 165 ships and barges and 3.05 million dwt at the end of 2022.

	Number of ships	Millions of dwt	% of STJS net earnings for the year ended November 30, 2023
Stolt Tankers Joint Service (STJS):			
Stolt Tankers Limited (55 owned ships)	58	1.91	71%
NYK Stolt Tankers S.A.	9	0.27	11%
Hassel Shipping 4 AS	8	0.26	11%
Tufton Investment[1]	1	0.03	6%
CMB Tech Netherlands	2	0.05	1%
Total Stolt Tankers Joint Service	78	2.52	100%
Ships in wholly-owned regional services (26 owned ships)	62	0.28	
Ships in joint venture regional services (20 owned by joint ventures)	22	0.19	
Total	162	3.00	

1. Tufton Investments, which previously had seven ships in the STJS, began exiting in the fourth quarter of 2023.

Operating profit

Operating profit increased by $166.0 million, to $371.1 million in 2023 from $205.1 million in 2022. This was a result of the $212.7 million increase in revenues discussed above and $14.2 million increase in share of profit in joint ventures and associates partially offset by increases in operating expenses.

Operating expenses increased by $49.8 million as a result of more variable time charter hire expenses ($62.5 million) and higher port charges ($20.3 million), partially offset by lower bunker expenses ($44.5 million). Variable time charter hire expenses increased due to stronger results of the STJS. The average price of very low sulphur fuel (VLSF) and intermediate fuel oil (IFO) consumed in 2023 was $591 per tonne, down 18.8% from $728 per tonne in 2022. Ship management costs were $10.4 million or 4.8% higher than prior year mainly due to increased costs for manning and maintenance and repairs.

Stolt Tankers' share of profit from joint ventures increased by $14.2 million to $44.2 million where all joint ventures improved their results, most notably NYK Stolt Tankers S.A. and Hassel Shipping 4 AS from the improved deep-sea markets and SNAPS from a strong regional performance.

Stolthaven Terminals

Operating revenue

Stolthaven Terminals' revenue increased by $23.6 million to $299.8 million in 2023 from $276.2 million in 2022. Average storage rates increased by 9.5% which more than offset the effect of a decrease in the average utilisation rate to 96.7% in 2023 from 97.4%. Ancillary revenue, such as nitrogen and rail revenue, also increased by $4.6 million.

Total available average capacity at the wholly owned terminals decreased to 1,723,720 cubic metres in 2023 from 1,724,619 cubic metres in 2022. This decrease in capacity was a result of recalibration of capacity in Dagenham, UK, where the impact was only partly offset by commissioning one new tank in New Zealand. Product handled increased slightly to 14.2 million tonnes in 2023 from 14.1 million tonnes in 2022.

Operating profit

Operating profit increased by $15.8 million to $105.0 million in 2023 from $89.2 million in 2022. The revenue increase of $23.6 million in 2023, discussed above, was partly offset by higher expenses.

Operating expenses increased by $1.6 million and administrative and general expenses by $3.5 million from 2022. These increases were driven by normal inflationary personnel costs, higher regulatory costs and movements in environmental provisions.

Share of profit of Stolthaven Terminals' joint ventures and associates increased by $0.8 million. The increase was due to additional capacity, high utilisation and improved rates at our Asian joint venture terminals.

Stolt Tank Containers

Operating revenue

Stolt Tank Containers' revenue decreased to $699.5 million in 2023 from $894.6 million in 2022, a decrease of $195.1 million or 21.8%. This was primarily due to the impact of decreased freight rates as the supply chain congestion eased and ocean freight costs decreased. Also reducing revenue was a decrease in demurrage and ancillary revenues totalling $19.6 million which was a result of the previous bottlenecks in the supply chain being cleared.

In 2023, STC handled 142,522 tank container shipments, compared to 129,574 shipments in 2022, which represents a 10.0% increase in volumes due mainly to the easing of supply chain congestion. Average monthly utilisation was 63.9% in 2023, down from 69.0% in 2022, due to shorter length of moves. STC's fleet increased by 8.4% to 50,928 tank containers at the end of 2023 compared to 46,994 tank containers at the end of 2022.

Operating profit

Stolt Tank Containers operating profit decreased by $55.6 million, excluding the $155.0 million *MSC Flaminia* provision. Ocean freight and other move-related costs decreased by $151.1 partially offsetting the $195.1 million revenue decline. Depreciation expense was also $6.3 million higher due to the acquisition of additional tank containers during the year.

Stolt Sea Farm

Operating revenue

Stolt Sea Farm's revenue increased by $8.1 million, or 7.9%, to $110.8 million in 2023 from $102.7 million in 2022 due to increasing sole sales prices and higher sales volumes for both species. Turbot sales volume increased by 2.5% while prices decreased by 3.8% between the periods. Sole volumes increased by 15.4% and prices increased by 18.0%.

Operating profit

Stolt Sea Farm reported an operating profit including fair value gain (loss) on biological assets of $24.3 million in 2023 compared to an operating profit of $19.5 million in 2022, a year-on-year increase of $4.8 million. Excluding the fair value gain on biological assets of $3.9 million in 2023 and loss of $1.0 million in 2022, the decrease in operating profit between the two periods was $0.1 million. The revenue increase was offset by higher operating expenses due to increased sole volume sold and higher labour, feed, administrative and general expenses and energy costs due to inflationary pressures.

The increase in the fair market value on the biological assets was the result of higher turbot and sole sale prices in November 2023 due to limited availability and high demand.

Stolt-Nielsen Gas

Stolt-Nielsen Gas is an investment arm of SNL focusing on the LNG segment with holdings in Avenir and Golar LNG Limited (Golar). Avenir's results are reported as a joint venture, while changes in the share price of the Golar investments are reported as Other Comprehensive Income. Stolt-Nielsen Gas reported an operating loss of $10.4 million in 2023 versus a loss of $3.0 million in 2022. The underlying losses in both years were mainly attributable to SNL's share of Avenir.

Corporate and Other

Corporate and Other operating loss was $32.5 million, compared with the prior year loss of $36.0 million. The reduction of the loss between years was due to dividends received in certain equity instruments held by SNL.

Liquidity and capital resources

(in thousands)	For the years ended November 30, 2023	2022
Summary Cash Flows		
Net cash provided by operating activities:		
Net profit	**$ 296,651**	$ 280,855
Depreciation and amortisation	**292,321**	282,123
Share of profit of joint ventures and associates	**(62,265)**	(53,963)
Finance expense, net of income	**112,614**	129,809
Income tax expense	**12,783**	28,064
Fair value (gain) loss on biological assets	**(3,914)**	974
Other adjustments to reconcile net profit to net cash from operating activities	**(5,899)**	(3,151)
Changes in working capital assets and liabilities	**157,901**	59,101
Dividends from joint ventures and associates	**43,832**	41,060
Insurance proceeds related to *MSC Flaminia* lawsuit	**133,000**	–
Other, net	**(2,681)**	(3,447)
Cash generated from operations	**974,343**	761,425
Net interest paid, including debt issuance costs	**(106,265)**	(124,943)
Income taxes paid	**(13,682)**	(16,673)
Net cash generated from operating activities	**$ 854,396**	$ 619,809
Cash flows from investing activities:		
Capital expenditures	**(259,438)**	(199,429)
Purchase of intangible assets	**(8,538)**	(3,959)
Investment in joint venture and associate	**(18,175)**	(14,314)
Proceeds from sales of assets	**6,333**	7,934
Sale (purchase) of shares in equity instruments	**11,798**	(37,291)
Repayment of advances to joint ventures and associates, net	**14,595**	1,700
Other	**(7,727)**	420
Net cash used in investing activities	**$ (261,152)**	$ (244,939)
Net cash used for financing activities:		
Decrease in short-term bank loans	**–**	(40,000)
Repayment of long-term debt	**(461,745)**	(684,741)
Proceeds from issuance of long-term debt	**333,840**	484,533
Principal payments on leases	**(54,495)**	(51,210)
Dividends paid	**(120,495)**	(53,591)
Net cash used in financing activities	**$ (302,895)**	$ (345,009)
Effect of exchange rate changes on cash	**4,025**	(1,588)
Net increase in cash and cash equivalents	**$ 294,374**	$ 28,273

Net cash provided by operating activities

In 2023, SNL generated cash from operating activities of $854.4 million, compared with $619.8 million in 2022. This increase was due to $133.0 million received from insurance underwriters related to the *MSC Flaminia* provision as well as to the improved performance in tankers and improved net working capital inflows.

Net cash used in investing activities

Net cash used in investing activities was $261.2 million in 2023, compared with $244.9 million in 2022. The most significant uses of cash for investing during 2023 were:

i. capital expenditures of $259.4 million, $60.0 million higher than in 2022.

ii. purchase of computer software of $8.5 million.

iii. investment of $18.2 million in joint ventures, NYK Stolt Tankers S.A, Stolthaven Revivegen Kaohsiung Co., Ltd. (Taiwan) and Ceyhan Terminal Himzetleri Anonim Sirketu (Turkey).

Offsetting the uses of cash were repayments of advances from joint ventures of $14.6 million and proceeds from the sale of ships and other assets for $6.3 million and disposal of shares in Cool Company Limited for $11.8 million.

Cash capital expenditures by business are summarised below:

	For the years ended November 30	
(in thousands)	**2023**	2022
Stolt Tankers	**$ 102,920**	$ 94,885
Stolthaven Terminals	**71,967**	69,015
Stolt Tank Containers	**64,972**	27,968
Stolt Sea Farm	**17,449**	5,471
Corporate and Other	**2,130**	2,090
Total	**$ 259,438**	$ 199,429

Cash spent during the year ended November 30, 2023 primarily reflected:

i. $72.6 million on tanker projects, including amounts related to the purchase of two second-hand ships.

ii. $30.3 million on drydocking of ships.

iii. $72.0 million on terminals expansion and maintenance projects.

iv. $65.0 million on the purchase of tank containers and construction at depots.

v. $17.4 million on Stolt Sea Farm capital expenditures.

Net cash used in financing activities

Net cash outflow from financing activities totalled $302.7 million in 2023, compared with $345.0 million in 2022.

The significant cash sources from 2023 financing activities were $333.8 million of debt issuances, compared with $484.5 million in 2022. The 2023 debt issuances mainly comprised:

i. $112.4 million on a placement of senior unsecured five-year NOK bonds, maturing in September 2028.

ii. $208.4 million refinancing of the Stolthaven Singapore facility with a term loan. The agreement is with DBS Bank Ltd., ING Bank N.V., KfW IPEX-Bank GmbH and Oversea-Chinese Banking Corporation Limited.

iii. $14.3 million from the financing of *Stolt Ludwigshafen*, a newbuilding chemical tanker/barge. The agreement is with KfW IPEX-Bank GmbH.

The principal uses of cash for financing activities in 2023 were:

i. $461.7 million in repayment of long-term debt, compared with $684.8 million in 2022.

ii. $54.5 million of principal payments on lease liabilities, compared with $51.2 million in 2022.

iii. $120.5 million in dividend payments, compared with $53.6 million in 2022.

Indebtedness

SNL's total consolidated debt, excluding debt issuance costs, was $2,091.7 million as of November 30, 2023 and $2,207.8 million as of November 30, 2022, as set out in the table below.

(in thousands)	2023	2022
Long-term debt (including current portion)	**$ 1,853,465**	$ 1,984,221
Long-term lease liabilities (including current maturities)	**238,207**	223,584
Total debt on Consolidated Financial Statements	**2,091,672**	2,207,805
Available unused facilities:		
Committed revolving credit line	**294,588**	320,950
Uncommitted short-term bank lines of credit	**84,000**	25,000
Total unused facilities	**378,588**	345,950
Total debt and unused facilities	**$ 2,470,260**	$ 2,553,755

Long-term debt in the table above excludes debt issuance costs of $16.9 million and $17.4 million as of November 30, 2023 and 2022, respectively.

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. SNL had access to $84.0 million of such facilities, which were unused during the year ended November 30, 2023.

During 2022 and 2023, SNL also had two committed revolving credit lines, totalling $294.6 million. These were a sustainability-linked revolving credit facility (RCF) secured by 19 ships for $194.6 million and a $100.0 million credit line with DNB (UK) Limited secured by SNL's investment in Advario Stolthaven Antwerp, NV (Secured RCF facility).

Both the Secured RCF facility and the RCF were unused during the year ended November 30, 2023.

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 Stolt Sea Farm as well as $193.9 million unsecured bond financing denominated in NOK ($180.5 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 $1,836.6 million and $1,966.8 million as of November 30, 2023 and 2022, respectively, as set out below:

(in thousands)	2023	2022
Long-term debt	**$ 1,836,601**	$ 1,966,779
Less: Current maturities	**(255,109)**	(288,958)
	$ 1,581,492	$ 1,677,821

Long-term lease liabilities

IFRS 16, Leases (IFRS 16), requires all but immaterial or short-term leases to be recorded on the balance sheet. As of November 30, 2023, 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. Cash and cash equivalents include $133.0 million received from insurance underwriters to be used to partially settle the *MSC Flaminia* provision in 2024.

(in thousands)	2023	2022
(Increase) decrease in cash and cash equivalents for the year	$ **(294,374)**	$ (28,273)
Cash inflow from increase in debt	**333,840**	484,533
Cash outflow from repayments of debt	**(461,745)**	(724,781)
Cash outflow from finance leases	**(54,495)**	(51,210)
Change in net debt resulting from cash flows	**(476,774)**	(319,731)
Lease liabilities capitalised, net of retirements	**67,938**	70,137
Currency movements	**(2,463)**	(31,728)
Debt issuance costs and other movements	**1,370**	7,318
Movement in net debt in the year	**(409,929)**	(274,004)
Opening net debt	**2,038,222**	2,312,226
Closing net debt	$ **1,628,293**	$ 2,038,222

During 2023, 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 $6.3 million in 2023, compared to $7.9 million in 2022.

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 intangible assets, non-controlling interests and other components of equity). During the year ended November 30, 2023, debt and lease liabilities decreased by $115.6 million. Tangible net worth increased by $175.6 million from November 30, 2022. This was primarily due to net profit of $296.7 million partially offset by declared dividends of $120.5 million. The debt to tangible net worth ratio was 1.00 at November 30, 2023, an improvement from 1.16 at November 30, 2022. This is below the 2.25 threshold included as a debt covenant in most of SNL's debt agreements.

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 table 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 $4.7 million at November 30, 2023, compared with $3.4 million at November 30, 2022.

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, 2023, SNL's other purchase obligations were not material. The following summarises SNL's significant contractual obligations as of November 30, 2023, including those reported on the Company's consolidated balance sheet and others that are not:

(in thousands)	Total	Less than 1 yr	2-3 yrs.	4-5 yrs.	More than 5 yrs.
Contractual cash obligations:					
Long-term debt[1]	$ 1,853,465	$ 258,889	$ 669,539	$ 529,957	$ 395,080
Long-term fixed rate debt interest payments	274,332	68,822	117,714	66,563	21,233
Long-term variable rate debt interest payments[2]	94,344	24,582	37,152	22,098	10,512
Lease principal payments	238,207	55,456	68,490	31,978	82,283
Lease interest payments	105,933	10,958	14,857	9,733	70,385
Operating leases	4,696	3,801	726	169	–
Committed capital expenditures	41,505	41,505	–	–	–
Derivative financial liabilities[2]	21,643	11,732	5,427	3,489	995
Pension and post-retirement benefit obligations[3]	1,944	1,944	–	–	–
Total contractual cash obligations:	$ 2,636,069	$ 477,689	$ 913,905	$ 663,987	$ 580,488

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, 2023. 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.

Financial risk management

SNL is exposed to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on SNL's financial performance. This is covered in more detail in the annual financial statements.

Critical accounting estimates and judgements

In the preparation of SNL's Financial Statements, there are a number of areas where assumptions have been made about the future, management judgements and estimates. Such areas could experience significantly different outcomes should these assumptions, judgements and estimates differ from actual results.

The key areas where estimates and judgements make significant differences are:

- Voyage revenue and costs
- Depreciation and residual values
- Review of impairment triggers
- Investments in joint ventures and associates
- Claims provisions
- Right-of-use assets and lease liabilities

To obtain a better understanding of SNL's detailed accounting policies in these areas, please see Note 2 to the Financial Statements.

Principal risks

Each business segment considers strategic, operational and financial risks and identifies actions to mitigate those risks. These risk profiles are updated at least annually. The principal risks and uncertainties for the next financial year are discussed below.

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 51% of Stolt Tankers' STJS revenue in 2023 was derived from COA. Approximately all of these COA had provisions to pass through fluctuations in fuel prices to customers. As a result, the expected cover from 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 COA or through financial instruments.

Ships are required to use marine fuels with a sulphur content of no more than 0.50% against the previous limit of 3.50%. Stolt Tankers is taking a multifaceted approach to low-sulphur fuel. Thirteen vessels have been fitted with wet hybrid scrubbers in order to reduce sulphur emission, of which three are still to be certified. The rest of the Stolt Tankers fleet has switched to marine gas oil or alternative fuels, depending on availability, usability and cost efficiency.

The vast majority of the COA now include adapted bunker surcharge clauses to cover the higher fuel prices.

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.

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 specialty liquids that are the majority of the products that 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 the clean petroleum products tanker markets and availability of capacity at shipyards.

Stolt Tankers mitigates these risks by actively managing the mix of business between COA 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. 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. Fluctuations 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 as well as maintaining a balance of owned and leased tanks. Fleet size can easily be managed by the on-hire and off-hire of leased tanks.

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, low water levels or other severe weather events could result in asset loss, injuries, lost earnings, longer transit times, 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. To counteract future climate changes, there have been increasingly stringent regulations, such as the requirement to use low sulphur fuels, and violations can lead to significant fines and penalties. Future regulations could result in making SNL assets prematurely obsolete, increase expenses or require costly investments. For example, the EU Emissions Trading System started in 2024 for shipping and requires the purchase of EU allowances equivalent to its carbon emissions. Beginning January 1, 2024, SNL has begun to acquire EU allowances derivatives to offset 40% of carbon emissions used. This cost will drive an increase in the Company's operating expenses and could impact the profitability and cash flow of the Company unless offset by higher revenue. In order to mitigate the cost increase, SNL has included wording in its COAs that either would allow for the recovery of these costs from its customers, or in the absence of such, would allow cancellation of the contracts if no amicable solution is found for the recovery of the added cost. In addition, SNL continues in its efforts to reduce bunker consumption and thereby reduce the anticipated cost of the EU Emissions Trading System regulation. SNL is using its expertise and strong industry relationships to investigate and explore new technologies to enable the move towards a low-carbon future.

Safety risk

Stolt Tankers, Stolthaven and Stolt Tank Containers are engaged in the worldwide transportation, storage and distribution of bulk liquid chemicals, edible oils, acids and other specialty chemicals, some of which are hazardous if not handled correctly. 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 employees regularly review and test emergency response 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 ships, terminals, depots, farms and offices.

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 or 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 the original ship specifications
- Shortages of, or delays in, the receipt of necessary equipment or construction materials, such as steel

If the delivery of a ship is materially delayed or final cost increases, 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 or down payments 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.

Political and geopolitical risk

SNL has international operations, and its 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.

SNL is also exposed to geopolitical risks where territorial and other disputes between countries could lead to the outbreak of war or the existence of international hostilities 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. Moreover, SNL operates in a sector of the economy that is likely to be adversely affected by the impact of political instability, terrorist or other attacks and war or international hostilities, for example, the invasion of Ukraine by Russia and the ship attacks in the Red Sea.

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For an effective and competitive global chemical shipping business, managing geopolitical risk is a strategic imperative. Cross-border expansion to facilitate corporate growth 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.

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.

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 $3.9 million in operating profit, compared with a $1.0 million loss in 2022. 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.

Currency risk

Most of the revenue earned by Stolt Tankers and Stolt Tank Containers is denominated in US dollars, whilst a significant portion of the divisions' operating expenses is incurred in other currencies, primarily the euro, the Singapore dollar, Japanese yen, Philippines peso and the 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.

On average in 2023, the US dollar has weakened by approximately 4.6% 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.

Cyber risk

Our ongoing commitment to digitising our business processes and our digital transformation, coupled with our growing reliance on information technology (IT) systems for our operations, means we rely on secure, cost-effective, and robust IT services.

Our IT and cyber risk profile is influenced by several factors. These include the ever-increasing threat to cyber security, characterised by high volumes of attacks and sophisticated cyber actors that threaten to intentionally harm our systems. These cyber actors target organisations by making bank account changes, intercepting invoice payments and carrying out identity fraud to extract money. Ransomware attacks on corporations are also on the rise. These have the potential to cause breaches and disruptions of our critical IT services.

Our cyber security programme is based on proactively identifying risks and risk assessments. We have integrated cyber security capabilities into our IT systems, which are further safeguarded by various technologies and controls for protection, detection and response. Our processes include identification and assessment capabilities aligned with industry best practices to measure and improve our cyber security capabilities. In addition, out external IT service providers are assessed and selected on their cyber security maturity through formal supplier assurance reports and contractual clauses.

We actively monitor identified threats so that we can assess the potential risk and have processes in place so that we can respond effectively to resolve and investigate any security incidents. Additional risk control measures are also in place to facilitate recovery in the event of cyber risks. These include business continuity management and disaster recovery plans that are regularly reviewed and updated.

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 on-board our ships or at one of our terminals could impact 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 wide-spread and long-lasting disease of the coronavirus type.

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.

Treasury shares

At November 30, 2023 and 2022, SNL held 5,000,000 Treasury Shares. See Note 30 in the Financial Statements.

Going concern

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

Subsequent events

See Note 33 in the Consolidated Financial Statements for significant events occurring after November 30, 2023.

Udo Lange
Chief Executive Officer Stolt-Nielsen Limited

Jens F. Grüner-Hegge
Chief Financial Officer Stolt-Nielsen Limited
March 14, 2024

Sustainability

37 Sustainable Growth
40 Health and Safety
46 Environment
54 People

Sustainable Growth

Acting sustainably in everything we do

Our operations span the globe – with 7,000 people in more than 30 countries, we support our customers in many ways. As a global leader in the transportation and storage of products that touch every aspect of modern life and a producer of sustainable seafood, we take our role as an essential part of a sustainable global supply chain seriously. This includes managing the impact that our operations have on the environment, our colleagues and wider society. Sustainability and safety are, therefore, the foundations of our strategy and are integral to everything we do. This year our commitment to sustainability was recognised through a gold EcoVadis rating for Stolt Tankers and silver rating for Stolthaven Terminals. In January 2024, we were pleased that Stolt Tank Containers also received a gold rating.

Supporting the UN Sustainable Development Goals

As a signatory of the UN Global Compact, Stolt-Nielsen is working to reduce its environmental impact in line with the following UN Sustainable Development Goals (SDGs): Responsible Consumption and Production, Climate Action and Life Below Water.

We believe that partnerships are central to reaching our sustainability ambitions. By working together with our customers, suppliers, investors, employees, industry groups and communities we can make the greatest contribution to safeguarding our shared future.

You can find a full list of our memberships and trade associations at: stolt-nielsen.com/sustainability

12 RESPONSIBLE CONSUMPTION AND PRODUCTION | 13 CLIMATE ACTION | 14 LIFE BELOW WATER | SILVER 2023 ecovadis Sustainability Rating | GOLD 2023 ecovadis Sustainability Rating | GOLD | Top 5% ecovadis Sustainability Rating JAN 2024

Committed to strong governance

Our focus on building a sustainable business is driven by the commitment of our Board of Directors. Each member has pledged their full commitment in areas ranging from health and safety to emissions reduction, water conservation and employee wellbeing. We also have longstanding safety, quality, environmental and compliance management systems in place to ensure sustainability is embedded throughout our culture, operations and approach to risk management.

Read more

For more information on our sustainability policies and progress, please visit: stolt-nielsen.com/sustainability

Working towards the Corporate Sustainability Reporting Directive

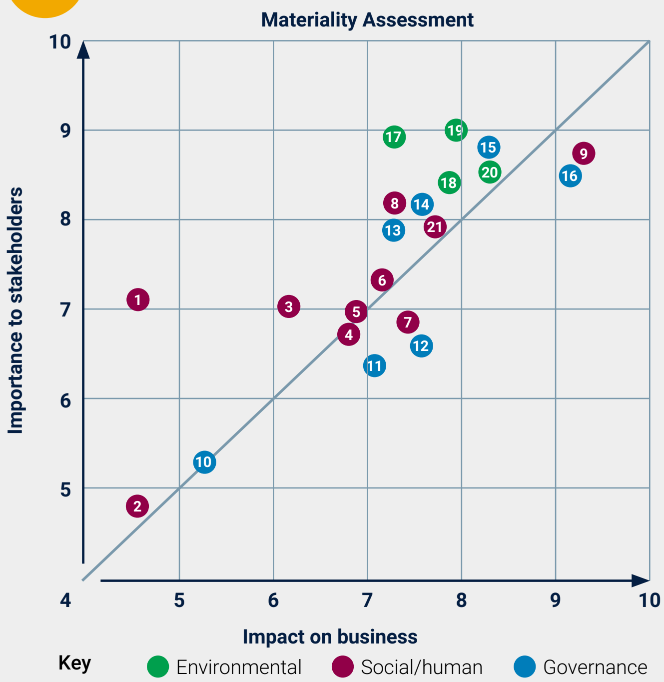
This year, we began our journey to ensure that we meet the upcoming EU regulatory requirements of the Corporate Sustainability Reporting Directive (CSRD). In partnership with an independent third party, we completed an initial double materiality assessment involving internal stakeholders to identify the material impacts, risks and opportunities for Stolt-Nielsen. This will ensure that our sustainability strategy and ambitions are focused both on our biggest impacts and those areas of most importance to our stakeholders.

During 2024, we will validate our materiality assessment with external stakeholders. We also plan to review our current sustainability ambitions to align them more closely with our material topics, relevant industry ESG standards, legislation requirements and industry peers.

Material Topics 2023

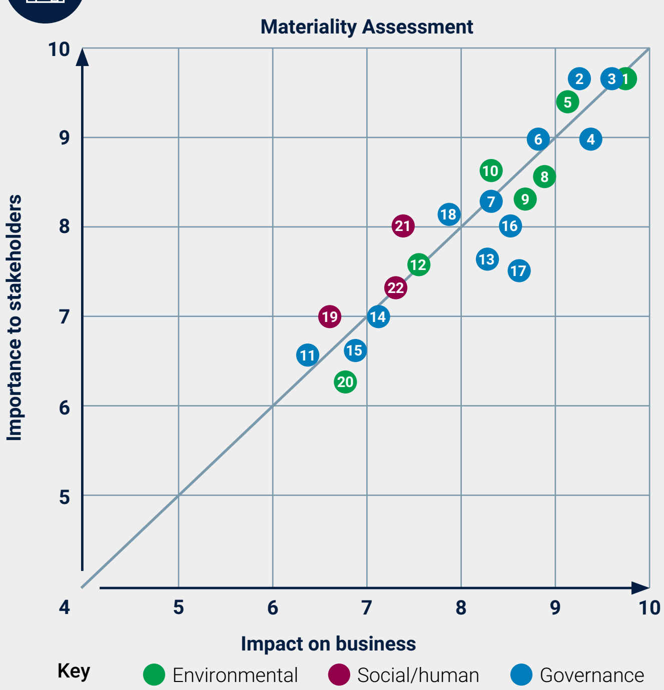
For this annual report, we are continuing to report our progress against separate materiality assessments for each of our businesses. These were completed during 2022. Stolt Tankers', Stolthaven Terminals' and Stolt Tank Containers' material topics were rated one to ten, with one being not at all important and ten being very important. At Stolt Sea Farm each topic was ranked from 1 to 16 in order of perceived importance. These results are used to drive relevant goal setting in conjunction with the Sustainable Development Goals (SDGs). Our reporting at Stolt Tankers was prepared with reference to the Sustainability Accounting Standards Board (SASB) topics for marine transportation and at Stolt Tank Containers we reference topics from the SASB air freight and logistics standard.

Stolt Tankers



Material Topics	Topic Number
Global health crisis	1
Community engagement	2
Human rights	3
Diversity, inclusion and gender equality	4
Labour conditions	5
Maritime security	6
Talent development	7
Child labour, forced labour	8
Health and safety	9
Lobbying	10
Responsible procurement	11
Cyber security	12
Reporting and transparency	13
Business ethics, integrity and competitive behaviour	14
Anti-bribery, anti-corruption	15
Legal, regulatory and compliance	16
Waste	17
Lifecycle planning	18
Ocean impact	19
Emissions to air	20
Innovation and collaboration	21

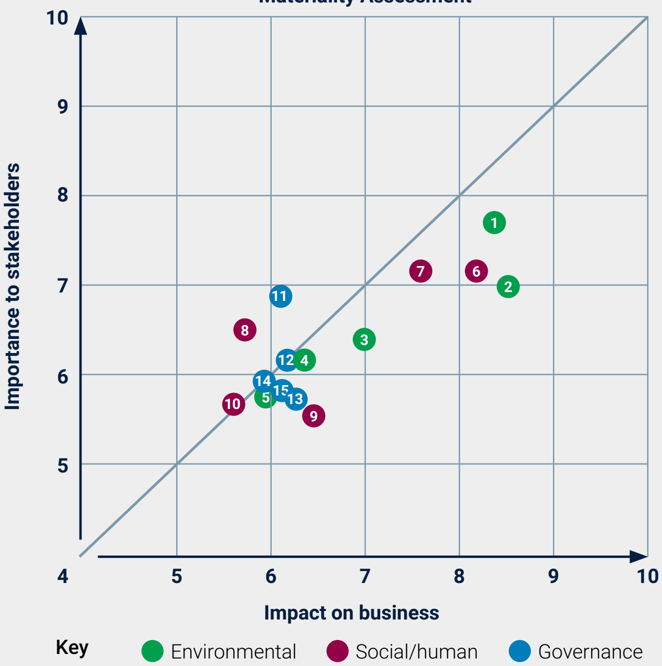
Stolthaven Terminals



Material Topics	Topic Number
Air quality: VOC and other air emissions	1
Process safety	2
Health and safety	3
Business ethics and compliance	4
Water and soil pollution	5
Business strategy and financial performance	6
Digital and technology	7
Waste management	8
Climate change risk	9
CO_2 emissions and energy use	10
Customer experience	11
Water use	12
Innovation	13
Application of best practices	14
Training and development	15
Cyber security	16
Taxation	17
Recruitment and retention	18
Community impact and engagement	19
Biodiversity	20
Diversity and inclusion	21
Human rights	22

Stolt Tank Containers

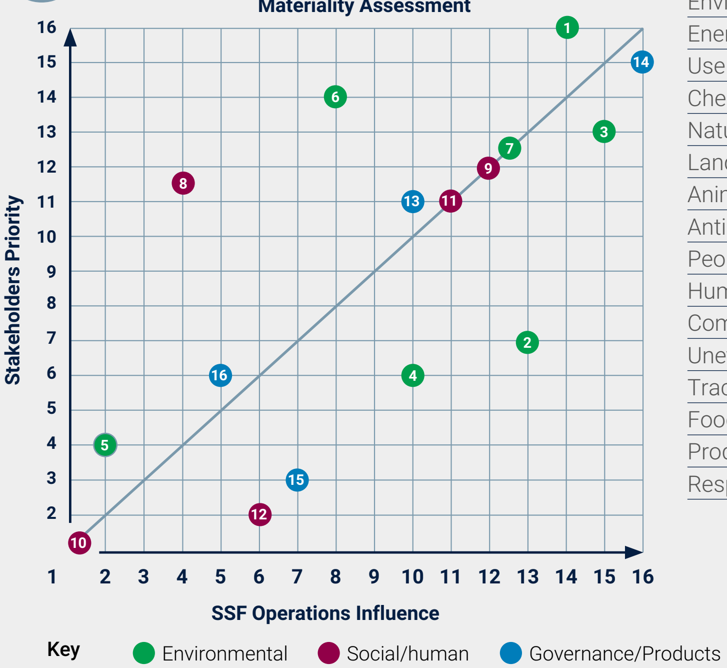
Materiality Assessment



Material Topics	Topic Number
Employee safety and employee stop-work rule	1
Chemical leak/fire in transit or explosion at a depot	2
Depots: wastewater release/other waste containment loss	3
Reduction in GHG footprint (primarily through Scope 3 reduction)	4
Waste: management of five Rs: refuse, reduce, reuse, repurpose, recycle	5
Employee wellbeing and work-life balance	6
Working conditions for employees in offices and depots	7
Human rights, child labour and modern slavery	8
Employee rewards and recognition	9
Talent development, training and career planning	10
Compliance with local regulations for operation of all depots	11
Viable business continuity plan	12
Cyber security, data security and privacy laws	13
Develop and deliver solid ESG strategies and results	14
Accurate and transparent reporting of financials and metrics	15

Stolt Sea Farm

Materiality Assessment



Material Topics	Topic Number
Environmental impacts	1
Energy use and efficiency	2
Use of natural and limited resources	3
Chemicals of concern	4
Nature and biodiversity	5
Land use and landscape impact	6
Animal welfare	7
Antibiotics use and resistance	8
People practices in the workplace	9
Human rights	10
Community impacts	11
Unethical practices	12
Traceability to origin	13
Food safety and consumer health	14
Product innovation and development	15
Responsible marketing and labelling	16

Health and Safety

Our ability to grow sustainably and deliver the high-quality, flexible products and services that our customers expect depends upon the safety of our operations. Our safety culture is driven from the top, where our management teams empower employees to act if they feel that any working conditions are unsafe. The Board of Directors ensures that robust governance is in place and sufficient resources are available to assure that processes, specialist training and reporting systems are readily available to help improve safety performance. The Board receives quarterly safety performance reports to regularly monitor safety performance.

Indicator	Stolt Tankers[1]	Stolthaven Terminals	Stolt Tank Containers
Total Recordable Case Frequency (TRCF)	0.70[2] ↑ (2022: 0.68[2])	0.82[3] ↓ (2022: 1.05[3,5])	1.24[3,4] ↓ (2022: 2.40[3,6])
Lost Time Injury Frequency (LTIF)	0.45[2] ↑ (2022: 0.38[2])	0.48[3] ↑ (2022: 0.42[3,5])	0.31[3,4] ↓ (2022: 0.80[3,6])
Serious Incidents	5 ↑ (2022: 1)	0 ↓ (2022: 3[7])	1 ↔ (2022: 1[7])

Indicator	Stolt Sea Farm
Average number of occupational safety incidents per 100 workers	4.3 ↓ (2022: 5.3)
Average number of occupational safety incidents per 100 workers in the aquaculture industry	5.1 ↓ (2022: 5.4)
Serious Incidents	0 ↔ (2022: 0)

Performance key

↑ Increase from prior year ↓ Decrease from prior year ↔ No change from prior year

1. Excludes barging.
2. Per 1,000,000 hours' exposure.
3. Per 200,000 hours' exposure.
4. New baseline established to include all contractors and their workable hours.
5. Restated due to inclusion of all incidents at our terminals involving contractors.
6. Restated in line with new baseline to include all contractors and their workable hours.
7. Stolthaven Terminals and Stolt Tank Containers both reported the same serious incident for 2022. This was a single event caused by a leak at a plant next to our terminal and depot in Moerdijk, the Netherlands. The incident directly affected five of our employees.

Keeping people safe

Everyone at Stolt-Nielsen has a role to play in keeping themselves and each other safe. Ensuring our people work safely and return home well to their families is our number one priority. The processes and policies we have in place are one part of our approach, and we are also improving our insights and the tools we provide our people so that they can contribute to our safety culture every day.

At a group level, we ensure that we are:

- Meeting or exceeding the latest industry standards
- Measuring the number of incidents and near misses
- Monitoring and reporting in line with established procedures and compliance requirements
- Tracking and delivering training as scheduled

At the same time, our culture emphasises personal responsibility to mitigate risks, protect colleagues and drive continuous improvement across all processes and operations. As part of our focus on simplification, we continued embedding the new digital tools we introduced in 2022. These are streamlining existing processes and enabling a more data-led approach.

Each of our businesses has robust governance and training programmes tailored to its specific risks. Our three logistics businesses continued to work together to share their expertise. During monthly meetings they discuss lessons learned and best practices that can help everyone improve their safety performance. During these sessions 11 key areas including policies and standards, emergency management and business continuity were identified where we can collaborate to strengthen our performance.

Our safety performance

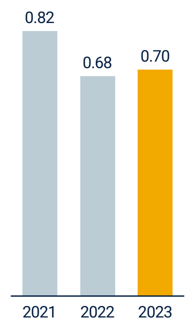
During the year, Total Recordable Case Frequency (TRCF) fell at Stolthaven Terminals while Stolt Tankers' already low TRCF was stable. Lost Time Injury Frequency (LTIF) slightly increased at both Stolt Tankers and Stolthaven Terminals. Stolt Tank Containers established new safety baselines during the year to include all contractors and their related working hours. There were six serious incidents recorded during the year (2022: 5). Serious incidents are defined as those having a 'high severity' according to the company's incident severity matrix. The last fatality of an employee or contractor was in 2018.

Safety in our hands

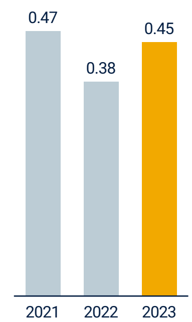
Our *Stop Work Authority* programme has been in place since 2014. It empowers everyone at Stolt-Nielsen to intervene and halt any work that appears unsafe. Onshore and seafaring staff receive training on using this authority. They also receive a handy card (available in 18 languages) reminding them of the processes for acting and raising concerns.

Stolt Tankers

Total Recordable Case Frequency (TRCF)[1]



Lost Time Injury Frequency (LTIF)[1]



1. Per 1,000,000 hours' exposure.

Safety performance

During the first 11 months of 2023 both TRCF and LTIF fell at Stolt Tankers. Regrettably, we saw a rise in finger injuries during the year which meant we ended the year with slight increases in both TRCF and LTIF. We plan to mitigate this increase with a series of focused campaigns. Following a collision of one of our ships with a smaller fishing boat, we redoubled our efforts in safe navigation. We launched a programme to retrain the crew of all our ships to help them to identify potential risks and to improve behaviour in navigational safety. In 2023 78% (2022: 82%) of our ships, excluding those in joint ventures, were accident-free and 87% (2022: 85%) were injury-free.

A strong safety culture, underpinned by robust processes

Slashed Zero has been the foundation of our safety programmes since its launch in 2018 and each year we explore ways to enhance it. During 2023, we focused on two areas of employee wellbeing: mental health and respect in the workplace. We also expanded our *Slashed Zero* programme to include care for our planet as well as for people – effectively turning *Slashed Zero* green! We are using the lessons learned through our behavioural change programmes on personal safety to reduce our impact on the planet. This was the logical next step in achieving our sustainability ambitions.

Stolt Tankers holds an annual Team of the Year competition to increase health and safety awareness and raise standards. Our fleet is judged on criteria that cover safety, port state and customer inspections, audit results, off-hire, claims and cost efficiency. In 2023, *Stolt Sagaland* was named Team of the Year. Learn more about the competition at stolt-nielsen.com/our-businesses/stolt-tankers/team-of-the-year/

Enhanced health and safety training

We continue to train our crew using *360 Movies*. This online platform allows people to learn at their own pace, in their preferred style, with content tailored to individual roles and working environments. The real-time training scenarios also allow for immediate feedback, so staff can make corrections as they learn. We also launched a new training programme, designed to upskill our superintendents in two critical areas: salvage handling and behaviour-based safety.

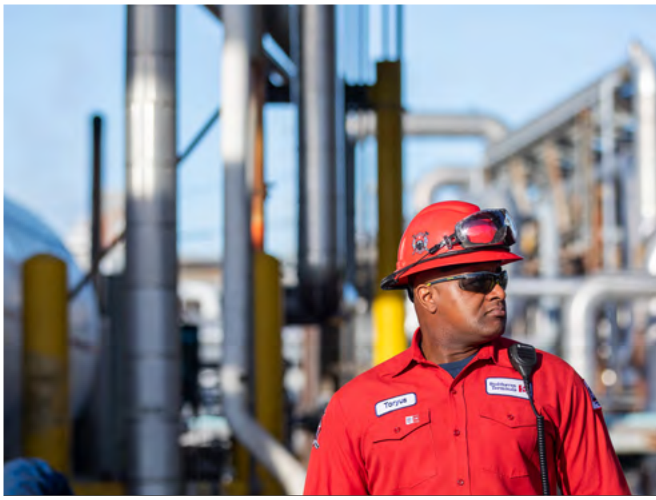
During 2022, our people told us that one key reason for accidents was perceived commercial pressure. To counteract this, in 2023 we challenged our seafarers to rethink how they reacted to, and handled, this pressure. We produced a movie together with some of our ships and commercial team, which allowed them to work together to create solutions to some of the everyday challenges they face. The process of co-writing the movie script allowed our team to be more open and transparent about these pressures and their causes. In the coming year we plan to hold two seminars for managers on successfully managing commercial pressures.

When we took a closer look at the type of injuries suffered by our people, many were minor injuries to hands and fingers. To combat this, we designed a new campaign to reduce these, highlighting the correct safety measures to have in place when completing work that poses a risk of this type of injury.

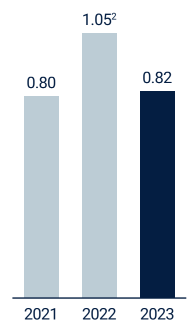
Awards

This year, 60 of our ships that called at US ports received Jones F Devlin Awards for safety from the Chamber of Shipping of America.

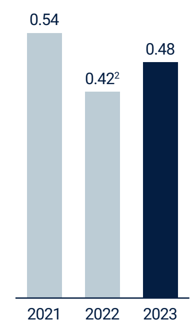
Stolthaven Terminals



Total Recordable Case Frequency (TRCF)[1]



Lost Time Injury Frequency (LTIF)[1]



1. Per 200,000 hours' exposure.
2. Restated due to inclusion of all incidents at our terminals involving contractors.

Positive trends continue

During 2023, Lost Time Injury Frequency (LTIF) increased slightly and Total Recordable Case Frequency (TRCF) fell. Our team focused on training, raising awareness and improving safety management processes. During the year, several sites achieved new records for the number of days without lost time injuries (LTI) and, at Houston, US, we marked six years without a single LTI. There were no serious incidents during the year.

Recording and recognition make a positive difference

Stolthaven Terminals manages safety events via *ecoPortal*, a digital safety management system. Trends can be identified and acted on quickly – driving a key element of our continuous efforts to achieve safety excellence. We share lessons learned with all terminals to increase awareness. Because it provides a global overview, *ecoPortal* helps us focus on areas that require more training. During 2024 we will explore how we can expand our use of *ecoPortal* to other safety management processes. In 2023, we also continued to develop our global safety and operations standards. New standards for truck operations, drumming operations and change management were developed and communicated across the business.

We are a signatory of the Tank Storage Association (TSA) Charter, which ensures we maintain our leadership in major hazard best practices. We focus on making safety everyone's responsibility. Our annual employee engagement survey on safety attitudes helps us design initiatives that improve employee welfare, communication and participation. We introduced *'Bonusly'* in Houston and New Orleans, US, which rewards employees for demonstrating safety-positive behaviours. Employees earn points that can be exchanged for rewards ranging from gift cards to meals out.

Reducing risk through technology

We continued to develop *Connected Worker*, our programme to digitalise processes, expanding its trial to our terminals in Santos, Brazil and Singapore. We plan to roll it out further during 2024. Our focus on automation and technology helps to reduce the risk of injury to employees as they do not have to work as close to operations and safety barriers are automated.

Inclusive safety training

From e-learnings and classroom lessons to on-the-job training, we focus on everyone understanding the importance of working safely. We launched a new behaviour-based safety campaign consisting of various training materials that could be tailored by individual terminals to address their local challenges. We also held regular cross-terminal training sessions in the US so that teams based in Houston and New Orleans could share their experiences and together develop solutions. In 2023, each terminal held a safety day for staff and vendors. Dedicating a specific day to safety across the whole organisation helps focus everyone's minds on safety.

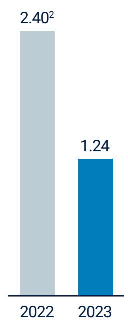
These popular events combine interactive experiences, contests and opportunities for everyone to learn more about safety processes and technologies and provide site managers with insights into overcoming common barriers to workplace safety. They are also a chance to recognise those who go the extra mile to make our workplaces safe. The global event is bolstered by local tailored events. At Dagenham, UK, a specialist police team trained our people on 'Action Counters Terrorism' and in Moerdijk, the Netherlands, we hosted a multi-day emergency response exercise to aid the local emergency services in their training efforts.

Rewarding safety excellence

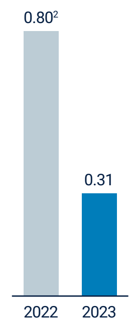
Our team in Houston, US, received a Safety Excellence Award from the International Liquid Terminals Association (ILTA) for the second year in a row. Santos, Brazil, received the Dow GOL Award 2023, and Singapore was awarded the Dow S4TAR Logistics Best Service Provider for terminals for the third successive year. We maintained our silver EcoVadis rating, increasing our overall score. This was mainly driven by improvements in labour and human rights.

Stolt Tank Containers

Total Recordable Case Frequency (TRCF)[1]



Lost Time Injury Frequency (LTIF)[1]



1. Per 200,000 hours' exposure.
2. Restated in line with new baseline to include all contractors and their workable hours.

Improving performance

Stolt Tank Containers calculated a new baseline for TRCF and LTIF at its depots this year to include all contractors and their workable hours. TRCF was 1.24 and LTIF was 0.31, with 21 of our depots reporting zero lost time incidents (LTI). We achieved a milestone at our Zhangjiagang depot, achieving 2,500 days without a LTI. Our depots in Kaohsiung, Taiwan and Zhangjiagang and Tianjin, China have not recorded a single LTI since 2014.

For 2023 our safety approach focused on accurately assessing the risks related to safety and acting accordingly. We introduced a set of new process safety indicators including recording the validity of valid/recent safety data sheets, inhibitor effectiveness information, and incidents where tanks have been incorrectly loaded. We update the STC leadership team on safety matters weekly so that actions to mitigate risks can be quickly agreed and to closely monitor our progress. We plan to expand our key performance indicators during 2024 as well as continuing to develop our behaviour-based safety culture.

Behaviour-based safety culture

Following feedback from our annual employee engagement survey, we increased communication across the organisation on safety issues. This included more regular global town halls from leadership, and management briefings that feature safety topics. Both received positive feedback. These efforts improved collaboration across our global team and inspired people to develop local action plans for identifying and mitigating near misses. In 2023, we also created a clearer management structure for our owned and joint venture depots and started the process to renew our global safety standards. In 2024, we will further strengthen our global safety awareness programme and safety management system with a focus on process safety and safe working conditions.

Health and safety training for all

STC continued to use its global safety management system to plan and monitor training, with 100% of staff completing their statutory and STC-required sessions on inhibited cargo handling during the year.

All depot employees received monthly training in topics such as the safe handling of dangerous goods, working at heights, working in confined spaces and reducing risk during operations. We also introduced new training modules on the safe handling of inhibited products and sustainability. We updated and standardised onboarding for new employees, aligning this with the International Maritime Dangerous Goods (IMDG) guidelines. Dangerous goods awareness and training on the safe handling of inhibited products is now mandatory for all new employees.

This year, we continued the pilot of our behaviour-based safety programme at our depot in Moerdijk, the Netherlands. All operational staff received mentoring to identify improvement areas, set individual safety goals and monitor progress. We plan to roll this out further during 2024.

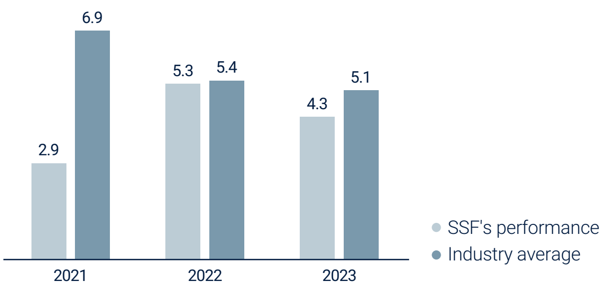
Going for gold

During the year we retained our certifications for ISO 9001 quality and ISO 22000 food safety for our global offices and our ISO 9001 quality, ISO 14001 environment and ISO 45001 occupational safety and health administration certifications for our operations in Shanghai, China. We also received two new certifications: ISO 45001 occupational safety and health administration for our depot in Singapore and ISO 9001 quality for our offices in China.

We are delighted to report that in January 2024, we received a gold EcoVadis rating, increasing our score to 74 and placing us in the top 5% of companies within our industry. We improved our scores by 10 points in every category. Of note was the 20-point increase in our labour and human rights score, which includes elements of health and safety.

Stolt Sea Farm

Average number of occupational safety incidents per 100 workers



Safety performance

Stolt Sea Farm's operations are significantly different from our logistics businesses, so we use different safety benchmarks. We measure safety performance using the index for incidents in the fisheries and aquaculture sector from Spain's Ministry of Labour and Social Economy. This calculates the average number of occupational safety incidents per 100 workers. We were pleased to see a significant reduction in recorded incidents to 4.3 in 2023 (2022: 5.3), well below the aquaculture industry average of 5.1 (2022: 5.4).

At the beginning of each year, we conduct external audits of at least three farms to assess changes to our health and safety risks. During 2023, we audited four farms, including the completion of a tailored safety audit for our fish processing plant. This helps us to mitigate any risks and helps to ensure safer working conditions for our employees.

To reduce our accident rate further, at our site with the highest rate of incidents we have implemented a health and safety improvement plan (ENTRASS). Early indications are very positive, and we have seen a 50% reduction in accidents since implementing it nine months ago. This is notable as both employee numbers and total hours worked have increased since 2022. The ENTRASS plan was developed in collaboration with frontline workers who suggested 29 improvement actions, all of which have been implemented. We also invited a physiotherapist to assess workers at our fish processing plant and make recommendations for promoting healthy working practices when working in this area of our farm.

Improving culture and processes

Throughout 2023, we continued to meet regularly with employee representatives to discuss health and safety matters, review accidents and audit results, and agree improvement actions. These meetings also give employees an opportunity to contribute ideas for ways to drive continuous improvement.

Our health and safety team plays a key role in developing new facilities and designing and commissioning new equipment. This ensures we work safely and comply with legal requirements. We started a project at three of our facilities to improve safety during the use, maintenance, cleaning and repair of our more complicated equipment and plan to roll this out across all facilities by 2025. Work to improve safety conditions in the safe handling of products used to clean and sanitise our facilities continued. New employees are provided with free health screenings, and these are offered annually. We also installed 18 new fume hoods across all our R&D facilities.

We updated our emergency plans during the year and conducted emergency training sessions on how to respond to incidents such as a fire or chemical spill and how to administer first aid. These classroom training sessions were supported by onsite emergency drills.

Security staff at our facilities often work independently, so we provide each of them with a personal security device that connects directly to the local emergency services. The devices can also detect falls or if an employee is immobilised due to fainting or an accident.

Focused training for employees

All new employees receive training in occupational health and safety, occupational hazards, hazard identification and accident prevention, and we improved our onboarding process during the year to ensure that relevant safety training takes place within days of new employees joining us.

We also updated our practical and theoretical training programme for those employees responsible for operating our forklift trucks, overhead cranes and people-lifting platforms.

Environment

Stolt-Nielsen is committed to minimising the impact our operations have on the environment. We also understand that our customers, business partners, employees and the communities in which we operate expect us to demonstrate our commitment to protecting our planet.

We have several environmental ambitions across our operations, and we have defined these in line with our three priority UN Sustainable Development Goals (SDGs) – Climate Action, Life Below Water and Responsible Consumption and Production. Together, they guide our efforts and progress towards achieving our environmental ambitions.

Indicator	Stolt Tankers	Stolthaven Terminals[1]	Stolt Tank Containers[2,3]
GHG Emissions Scope 1	4.9% ↑ 2023: 1,607,205 MT 2022: 1,531,884 MT[4]	21.0% ↓ 2023: 30,541 MT 2022: 38,649 MT	12.9% ↓ 2023: 7,018 MT 2022: 8,054 MT
GHG Emissions Scope 2	3.6% ↑ 2023: 242,326 MT 2022: 233,892 MT	22.0% ↓ 2023: 10,321 MT 2022: 13,228 MT	32.7% ↓ 2023: 1,446 MT 2022: 2,150 MT
GHG Emissions Scope 3	3.2% ↑ 2023: 25,822 MT[5] 2022: 25,011 MT[5]	–	13.2% ↑ 2023: 312,180 MT[6] 2022: 275,708 MT[6]
GHG Emission Intensity (AER)[7]	1.7% ↓ 2023: 10.73 2022: 10.91	–	–
Sulphur Oxide Emissions	7.4% ↑ 2023: 2,078 MT 2022: 1,934 MT	–	16.7% ↑ 2023: 1,370 MT[6] 2022: 1,174 MT[6]
Nitrogen Oxide Emissions	3.6% ↑ 2023: 46,244 MT 2022: 44,647 MT	–	15.1% ↑ 2023: 4,408 MT[6] 2022: 3,830 MT[6]

Performance key

↑ Increase from prior year
↓ Decrease from prior year

1. Includes wholly owned terminals only.
2. Includes wholly owned depots only.
3. Data is calculated using EcoTansIT data measurement tools, which follow the international accepted GLEC framework, ISO 14083 & EN16258 emission calculation standards.
4. Including Scope 1 GHG emissions from Stolt Tankers' ships that are part of E&S Tankers' fleet,. The total number of ships included in the calculation increased from 103 ships in 2022 to 108 ships in 2023.
5. Includes emissions as defined in categories 3, 4, 6, 7 and 9 of the GHG Protocol.
6. Includes emissions from transporting tank containers by sea, road, river and rail covering Scope 3 category 9 of downstream transportation and distribution as defined by the GHG Protocol.
7. Stolt Tankers uses the Annual Efficiency Ratio (AER) to measure the intensity of its carbon emissions. This measures carbon emissions relative to a ship's capacity and distance travelled.

Global goals, local impact

Stolt-Nielsen has developed strong governance frameworks, processes and standards that align with several UN SDGs and support our ambition to reduce the impact of our operations on the environment. We continually review our approach based on changing regulations and actively engage with regulatory bodies and industry experts to incorporate evolving best practices. Each of our logistics businesses measures progress towards their sustainability ambitions using the Greenhouse Gas Protocol, which sets global standardised frameworks to measure and manage GHG emissions.

In 2023, we continued to focus on establishing baselines and improving the collection of our environmental data to expand our benchmarking and reporting capabilities – for example, to meet the upcoming European Union reporting requirements for Scope 3 emissions and the Corporate Sustainability Reporting Directive (CSRD).

Our support for the wider communities in which we operate includes several environmental projects and initiatives. You can read more about these projects on page 58.

Emergency preparation and training

To ensure our teams are fully equipped and prepared to manage potential incidents that may harm the environment, we regularly test and update business contingency and emergency response plans for all our sites and across our fleet.

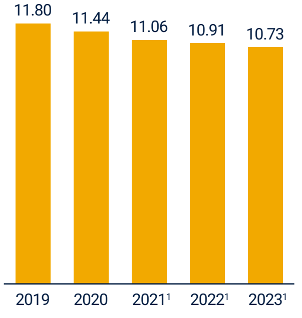
For land-based facilities located in areas that are vulnerable to extreme weather events such as flooding or hurricanes, we have developed contingency plans to minimise the impact on our facilities and ensure that operations can return to normal quickly and safely. We regularly test these plans, including conducting drills in partnership with customers, local emergency response teams, and local authorities. These drills allow our teams to share lessons learned across different locations, refine their plans, and develop strong working relationships with stakeholders.

In addition, our facilities and ships use robust management systems to report all incidents that have the potential to impact the environment. We classify a spill as significant if it involves a release of materials that poses a major health and safety risk to people or damages the environment. There were no significant spills in 2023.

Stolt Tankers

Annual Efficiency Ratio (AER)

Gram CO_2 emitted per deadweight tonne of capacity and distance travelled



1. Includes Stolt Tankers' ships that are part of the E&S Tankers fleet.

Sustainability ambitions

Reduce carbon intensity by 50% (relative to 2008 levels) by 2030

Have the equivalent of one carbon-neutral ship by 2030

Run a carbon-neutral business by 2050

For 2023, two of the UN's Sustainable Development Goals (SDGs) remained central to Stolt Tankers' sustainability programmes: Climate Action and Life Below Water. These are the areas where we can have the greatest impact. Stolt Tankers has also joined the Science Based Targets initiative (SBTi), confirming our commitment to develop science-based targets to help achieve net zero in the maritime sector.

Stolt Tankers has a dedicated sustainability team that ensures environmental considerations are integrated into business processes and that we actively contribute to industry discussions and sustainability regulations and innovations. We have specific working groups for several regulations – including the CSRD, the Energy Efficiency Index for Existing Ships (EEXI), the Carbon Intensity Index (CII), and Europe's Fit for 55 package. These groups ensure that we are taking the right steps for our fleet to be compliant with all relevant environmental regulations.

Stolt Tankers' efforts received positive recognition during the year. We hold a gold EcoVadis rating, which places us in the 95th percentile. We also improved our Carbon Disclosure Project (CDP) rating, receiving a B-. Fourteen of our ships were awarded the CSA Certificate of Environmental Achievement and 42 of our ships that called at US ports during the past three years became eligible for the US Coast Guard's QUALSHIP 21 certification, with three ships receiving additional E-Zero recognition for meeting specific environmental compliance standards. Ninety-six of our ships also received environmental excellence awards from the Chamber of Shipping of America.

Within Stolt-Nielsen, Stolt Tankers' operations emit by far the largest amount of greenhouse gases. We are focused on achieving our ambition to reduce our emissions by 50% by 2030 (relative to 2008 levels). The key indicator used for measuring our progress is the Annual Efficiency Ratio (AER), in 2008 our baseline AER was 15.68. The AER calculates carbon intensity across the fleet in line with International Maritime Organization (IMO) and shipping industry reporting. The strong tanker market required our ships to increase speed and consume more fuel, and ships being rerouted away from the Panama and Suez canals increased sailing times, therefore, our Scope 1 emissions for 2023 increased by 4.92%. However, AER decreased to 10.73, compared with 10.91 in 2022. 100% of our fleet's voyages were verified by the world's leading maritime classification society, DNV, via their online *Veracity* platform.

Innovation drives emissions reduction

In addition to our established processes for measuring Scope 1 and Scope 2 emissions across the fleet and Scope 2 emissions for our four largest offices in Houston, the US, Singapore, Rotterdam, the Netherlands and Manila, the Philippines. We expanded our capabilities for measuring carbon emissions using the Sea Cargo Charter framework to help customers better understand the sustainability of their supply chains.

We continued our efforts to reduce Scope 1 emissions through the deployment of innovative energy-efficient technologies, sustainable fuels and optimising voyages. For example, during 2023 we used more than 8,500 tonnes of waste-based biodiesel on ships traveling between Europe and the US, lowering CO_2 emissions on these voyages by 25,500 tonnes.

We also became the first chemical tanker operator to apply a graphene-based marine coating to our propellers and hulls to reduce marine growth on our ships, improve propulsion and fuel efficiency and reduce ship-related noise disturbance for marine wildlife. Twenty-five of our ships have now received the propeller coating, and the hull of one ship has been coated, with plans to coat 24 more propellers during 2024. In Houston, US, three barges were used to offload cargo while ships were at anchor, reducing the average duration ships stay in port by three days and fuel consumption, including the barges, in port by an average 1.7%.

In November 2023, we reached an agreement with Wuhu Shipyard to build six 38,000 deadweight tonne stainless steel parcel tankers. These are designed to maximise fuel efficiency using modern engine design, hull form optimisation, a wide range of energy savings devices, and shore power connection, with the additional benefit that they can also be converted for future methanol propulsion.

This year we were also awarded the International Energy Management System Standard ISO 50001 which is designed to improve quality and environmental management. This globally recognised certification is a voluntary standard that is awarded when a company shows that it has an effective energy management system in place. It is aimed at businesses who have committed to making better use of energy-intensive assets by improving their energy performance. This isn't restricted to reducing fuel consumption – it's about using energy in the most efficient way so that we use less resources to achieve the same result.

Protecting marine biodiversity

We understand our responsibility to protect the biodiversity of the wider marine ecosystem and Stolt Tankers complies with Ballast Water Convention D-2 requirements, which dictate the maximum levels of viable organisms allowed to be discharged into the ocean.

In 2023, we installed a microplastics filter on the *Stolt Sagaland* to remove microplastics present in the ballast water, leaving water returned to the ocean cleaner than when it was extracted. The filter collects particles between 800 micron (mesh size) and five millimetres, and we are looking to expand the trial in 2024. We also plan to include similar installations on our engine cooling water systems. We continued to work with Stolthaven Terminals in Houston, US, treating wastewater shoreside. 11,046 m^3 of tank wash water was voluntarily directed to our onsite wastewater treatment plant, rather than being disposed of at sea, and initial layby tank cleaning saved 413 tonnes of fuel (compared with 11,899m^3 and 246 tonnes in 2022).

In 2023, Stolt Tankers and its partners NYK Line, Tufton, and Farvatn Capital donated a total of $100,000 to two non-profit organisations. Coastruction designs, produces and installs 3D-printed artificial ocean reefs to support the regeneration of damaged reef systems, and One Tree Planted focuses on reforestation, carbon absorption and environmental impact projects. We also established the Jacob Stolt-Nielsen Mangrove Forest, dedicated to the memory of our founder, in Guimaras, the Philippines. Our local team has planted 12,000 mangrove saplings, which act as a natural barrier against coastal erosion, storms and tsunamis and are effective at removing CO_2 from the atmosphere.

Waste management

All waste from ships – including hazardous waste – is disposed of in line with the International Convention for the Prevention of Pollution from Ships (MARPOL). During 2023, waste to landfill from Stolt Tankers' shipping operations was 4,367m^3 (2022: 5,968m^3), and we are working on eliminating single-use plastic water bottles onboard by improving potable water facilities on our ships.

Stolt Tankers and its preferred recycling yards operate in accordance with the IMO 2009 Hong Kong Convention for the Safe and Environmentally Sound Recycling of Ships. Stolt Tankers has a Director on the ITOPF Board, an organisation that specialises in preparedness for, and response to, accidental marine spills. We are also a founding member of the Ship Recycling Transparency Initiative: shiprecyclingtransparency.org, an online platform reporting ship recycling practices against a set of predefined criteria.

When our ships arrive for recycling, they hold an inventory of hazardous materials, and an accredited auditor verifies that each ship has been properly prepared before issuing a Certificate Ready to Recycle. Weekly reports track the entire recycling process, including all required environmental permits and waste management. No ships were sold for recycling in 2023.

To learn more about sustainability at Stolt Tankers, please visit: stolt-nielsen.com/our-businesses/stolt-tankers/sustainability

Stolthaven Terminals

Sustainability ambition

Primary activities, including the storage and handling of products, to be carbon neutral by 2040

Stolthaven Terminals is committed to reducing our environmental footprint across all our operations and creating a sustainable organisation with the ambition to make our primary activities carbon neutral by 2040. During 2023, we completed a gap analysis as part of our preparation to seek full validation of the GHG Protocol in 2024. Our global sustainability team includes at least one lead responsible for driving and measuring initiatives at each of our wholly owned terminals.

During 2023, we expanded our wastewater treatment operations in the US, and our Singapore terminal repurposed a decommissioned ISO tank to collect and store rainwater for use onsite. Six of our terminals purchase their electricity from renewable sources. Stolthaven Terminals maintained our EcoVadis silver rating for our wholly owned terminals, improving our score by three points and ranking in the top 3% for sustainability performance in the warehousing and storage industry. Our terminal in Dagenham, UK received International Sustainability and Carbon Certification (ISCC) and CAT-3 certification, confirming it safely and sustainably stores and handles products containing animal by-products, which are a source of biofuel. The same certifications were obtained by our site in Moerdijk, the Netherlands, in 2022.

Investing in emissions reduction

Stolthaven Terminals' carbon emissions are relatively low, but we continued our ongoing reduction initiatives in line with our commitment to the Climate Action SDG, and our decarbonisation strategy, which is focused on supporting the energy transition, investments in new technology and supporting our terminals to develop their own decarbonisation journeys. We continued our programme to install energy-efficient LED lighting across all sites. Our terminal in New Orleans, US redesigned a steam trap fitting to heat railcars more efficiently, which has reduced the steam used per railcar by approximately 75%. This in turn reduces the fuel consumption of boilers, lowering emissions. At our terminal in Santos, Brazil the installation of an economiser in the boiler has increased the thermal efficiency of its steam generation system and is expected to reduce the annual consumption of fuel by approximately 3% annually.

Some products stored at our terminals can emit vapours, and we use several techniques to prevent these from entering the atmosphere, including vapour recovery systems, scrubbers, flares, internal floating roofs and nitrogen blankets. Our new tank designs feature higher design pressure, which further reduces emissions as more vapour is retained in the tank. During 2023, we completed the conversion of two flares at our Houston, US, terminal into vapour combustor units to reduce volatile organic compound (VOC) emissions.

At our terminal in New Orleans, US, the pressure/vacuum relief valves and nitrogen regulators on 52 of 91 tanks were removed, recalibrated, and recertified or replaced, and a thermal oxidising unit is now being used for octane gas freeing, exceeding the regulatory requirements to reduce VOCs and flammability.

In addition to driving our own transition to greener energy, Stolthaven Terminals is working with customers and the wider storage industry to explore sustainable alternative energies. In 2023, we joined the Ammonia Energy Association (AEA), a global non-profit industry association that promotes the responsible use of ammonia as part of a sustainable energy economy. We also signed a joint Memorandum of Understanding in Australia to explore the commercial feasibility of establishing a green methanol bunkering hub at the Port of Melbourne.

Caring for the local environment

All our terminals support their local communities and carefully manage the impact of operations on their local environments. Employees at our Singapore terminal spent a day collecting litter and debris that had washed up on the shoreline, bagging 120 kg of rubbish. In New Orleans, US, employees joined a coastal restoration event, gathering more than 12 tonnes of used oyster shells for a reef reconstruction project to help preserve the local coastline.

To learn more about sustainability at Stolthaven Terminals please visit: stolt-nielsen.com/our-businesses/stolthaven-terminals/sustainability

Stolt Tank Containers

Sustainability ambitions

50% renewable energy consumption at wholly owned depots by 2030

40% reduction in our transportation partners' carbon footprint (relative to 2008 levels) by 2030

Stolt Tank Containers is committed to reducing greenhouse gas emissions across our operations. This includes testing and implementing new systems and more sustainable fuels and modes of transport and working with customers and external stakeholders on specific projects to help reduce emissions. In 2023, our sustainability team progressed its *Moving towards a Sustainable Future* programme, which focuses on three of the UN Sustainable Development Goals: Climate Action, Clean Water and Sanitation, and Responsible Consumption and Production.

In addition to the GHG Protocol, we use the Global Logistics Emissions Council (GLEC) framework, the EN16258 European standard for calculating and declaring energy consumption and GHG emissions and the ISO 14083 framework for quantifying and reporting our emissions.

The transport of products for our customers is by far the largest contributor to our emissions. Stolt Tank Containers measures the intensity of its Scope 3 emissions in terms of CO_2e grams per tonne km (CO_2e g/tkm). These are the emissions generated by the combustion of fuel used to power vehicles during transportation. In 2023, although overall Scope 3 emissions increased, emission intensity fell slightly from 9.1 CO_2e/tkm in 2022 to 9.0 CO_2e/tkm as customers moved to more sustainable transport options, while the overall number of shipments increased.

Our focus on supporting customers to reduce their Scope 3 emissions while transporting products continued. Using real-time calculations from EcoTansIT, we launched an option on our online 'MySTC' booking platform that gives customers the ability to choose the mode of transport based on several criteria including potential emissions.

We continued to improve our measuring and reporting capabilities for energy, waste management, and Scope 1 and 2 emissions at our wholly owned depots (using BearingPoint's Emissions Calculator). Our emissions dashboard helps us to identify areas where we can further reduce our impact on the environment.

We are the only tank container operator that is a member of the Clean Cargo Working Group, which is dedicated to reducing the environmental impact of global goods transportation and promoting responsible shipping. As such we have used the Smart Freight Centre guidelines to develop and include sustainability requirements in our ocean freight and trucking tenders.

We constantly improve our maintenance and repair processes to ensure tank containers can be used safely and sustainably over many years. Unlike flexibags, which are discarded after each shipment, the average lifespan of our tank containers is around 20 years and at the end of their lifecycle we recycle more than 90% of the materials. In comparison, on average, each flexibag adds the equivalent of 7,500 single-use plastic carrier bags to landfill.

Creating a more sustainable future

For 2023 our primary focus for targeted Scope 1 and 2 emission-reduction initiatives was on incorporating greener fuel sources at our wholly owned depots. Switching to biofuel and renewable energy led to a 12.7% decrease in Scope 1 emissions. Adding solar panels and renewable energy sources saw a 32.8% reduction in Scope 2 emissions. In January 2023, our depot in Kaohsiung, Taiwan became the first to install solar panels, followed by our depot in Mumbai, India in May 2023. This reduced average monthly emissions by 87.0% in Kaohsiung and 49.3% in Mumbai.

At our depots in Moerdijk, the Netherlands, and Houston, US, we successfully recycled 44% of our wastewater. We also installed a heat exchange system that uses the heat that is produced for heating potable water to simultaneously heat wastewater for cleaning operations. This helps reduce emissions related to burning gas for heating. The water-recycling trial in Moerdijk is expected to reduce the intake of mains water at the depot by around 21,000m^3 per year and decrease the discharge of wastewater into the public sewer by around 70% per year. By cleaning and reusing manlid gaskets we reduced the amount of plastic sent to landfill and helped ensure compliance with forthcoming perfluorooctane sulfonate (PFOS) legislation.

In 2023, Stolt-Nielsen's new Supplier Code of Conduct was introduced as a minimum requirement for our procurement contracts. You can view the code here: stolt-nielsen.com/investors/suppliers-code-of-conduct/

A year of achievements

In 2023, all employees received training on sustainability and STC's ambitions and related initiatives to ensure that everyone understands them and can continue to contribute to them by fostering a sustainable culture.

To support improvements in the sustainability of our industry, we shared our sustainability efforts with the International Tank Container Organisation (ITCO). ITCO supports technological and business development to aid quality, health, safety, environment, and corporate responsibility improvements in the tank container industry. We are also a member of the European Chemical Transport Association (ECTA), which aims to improve standards in efficiency, safety and quality and reduce the environmental and social impact of the transport and logistics of chemical goods in Europe.

STC achieved an EcoVadis gold rating for 2023, placing usin the top 5% of companies in the supply chain industry for overall sustainability performance. We retained our ISO 14001 Environmental Management Systems certificate for our logistics company in Shanghai, China. We also received a local energy-saving award from our local energy supplier for reducing our winter energy usage by 25% in our office in France.

To learn more about sustainability at Stolt Tank Containers please visit: stolttankcontainers.com/sustainability

Stolt Sea Farm

Sustainability ambitions

Zero waste to landfill by 2030, focusing on recycling and energy recovery

Reduction of fish products in our ongrowing feed (relative to 2019 levels) by 2030: 65% reduction for sole and 50% reduction for turbot

At Stolt Sea Farm (SSF) sustainability is fundamental to our strategy and operations. Our business strategy is underpinned by a commitment to taking special care of the environment and the communities in which we operate. We have identified five UN Sustainable Development Goals (SDGs) to which we can contribute most: Climate Action, Life Below Water, Responsible Consumption and Production, Good Health and Wellbeing, and Sustainable Cities and Communities.

In 2023, to support our ongoing efforts to achieve zero waste to landfill by 2030, we established a baseline for measuring environmental performance for our operations in Iceland. This follows those we established for Norway in 2022 and France, Spain and Portugal in 2021.

This year, we renewed Global GAP certifications for all operations and renewed our internationally recognised standard ISO 9001 for Quality Management Systems and ISO 14001 Environmental Management Systems certifications for France, Spain, Portugal and Norway. We also renewed our International Featured Standards and Specific Self-inspection Systems food safety certifications at our processing plant in Lira, Spain.

Low-carbon food production

Our commitment to the Climate Action SDG drives us in our efforts to minimise emissions as much as possible across our operations and supply chain. Seafood has one of the lowest carbon footprints of all animal-based protein sources, but we are not complacent and continually seek areas to make further reductions. In 2023, we installed solar panels at our sole farm in Tocha, Portugal. This follows previous installations of panels at our farms in Cervo and Quilmas, Spain. 100% of electricity used in our Iceland operations is also certified renewable.

SSF currently measures total energy and fuel consumption, and we closely monitor and manage the use of these resources, as energy forms a large part of our operational costs. During 2023 energy consumption at SSF's operations was 56,363 MWh, and energy consumption per kilogramme of fish produced was 6.95 kWh.

Fish welfare and responsible farming

SSF is committed to responsible farming and transparency as part of our wider commitment to the Responsible Consumption and Production SDG. We closely manage and monitor fish welfare, submitting our production processes to rigorous external and internal controls. This year, we set up a dedicated fish welfare team to drive our progress and ensure continued compliance in this area.

Several of our farms are located on conservation areas or in natural reserves, demonstrating the rigorous attention we pay to ensuring our business operations are environmentally sound. Our Lira farm in Spain sources water from the Os Miñarzos marine reserve, which is used in our turbot farm before being returned to the ocean.

In 2023, we continued to support local fishing associations to develop a shared understanding of how we must use the same resources responsibly and support each other's activities. We also sponsored the annual Catraia community event in Tocha, Portugal – where one of our farms is located – which aims to increase environmental awareness, and a healthy lifestyle.

Our wide-ranging efforts were recognised by the Official College of Biologists in Galicia, Spain (COBGA), which named us Company of the Year for our investment in biological research and development and our commitment to sustainable production processes and animal welfare.

To learn more about sustainability at Stolt Sea Farm please visit: stoltseafarm.com/sustainability

People

Our people drive the success of our company and deliver Stolt-Nielsen's world-leading services and products across our four divisions. Every one of our employees – which number almost 7,000 – plays an important role in helping us achieve our purpose, lead in our markets, realise new opportunities and perform at our best, every day.

Indicator	Group	Stolt Tankers	Stolthaven Terminals	Stolt Tank Containers	Stolt Sea Farm	Corporate
Number of People Employed	6,849 (2022: 6,775[1])	4,688 (2022: 4,647)	538 (2022: 540)	742 (2022: 739)	467 (2022: 443[1])	414 (2022: 406)
Voluntary Employee Turnover	4.1% ↓ (2022: 5.6%)	2.2% ↓ (2022: 2.9%)	9.5% ↓ (2022: 14.4%)	10.3% ↓ (2022: 11.5%)	1.0% ↔ (2022: 1.0%)	12.1% ↓ (2022: 19.8%)
Sustainable Engagement Score	86% ↓ (2022: 87%)	87%[2] ↑ (2022: 84%[2])	89% ↑ (2022: 87%)	89% ↑ (2022: 88%)	77% (2022: N/A)	90% ↑ (2022: 88%)
Employees by Gender[3]	66.3% ↓ Male (2022: 67.9%)	67.1% ↓ Male (2022: 67.9%)	85.9% ↓ Male (2022: 86.8%)	62.7% ↓ Male (2022: 64.0%)	70.0% ↓ Male (2022: 75.5%)	42.0% ↔ Male (2022: 42.2%)
	33.7% ↑ Female (2022: 32.1%)	32.9% ↑ Female (2022: 32.1%)	14.1% ↑ Female (2022: 13.2%)	37.3% ↑ Female (2022: 36.0%)	30.0% ↑ Female (2022: 24.5%)	58.0% ↔ Female (2022: 57.8%)
Speak Up Reports[4]	30 ↓ (2022: 41)	6 ↔ (2022: 6)	9 ↓ (2022: 11)	5 ↓ (2022: 7)	0 ↔ (2022: 0)	7 ↓ (2022: 16)

Performance key

↑ Increase from prior year ↓ Decrease from prior year ↔ No change from prior year

1. Restated to reflect a small correction to the Stolt Sea Farm data.
2. Excluding seafarers.
3. Excluding seafarers. Shipping is a very male-dominated industry with limited female entrants. 0.6% of our seafarer population are female.
4. Function/division not specified for three Speak Up reports in 2023 and one in 2022.

A great place to work and grow

We pride ourselves on being a great place to work. Our ambition is to be an employer of choice in our industries, with competitive benefits and fair remuneration and a supportive and respectful culture.

Stolt-Nielsen (SNL) compensates employees through salaries and incentive plans comprising cash rewards and benefits. In February 2023, our profit-sharing and performance incentive plans made payments of $32.2 million.

Ongoing employee engagement is central to our success. In 2023, we completed our global annual employee engagement survey to measure engagement levels across our organisation. This gives us important insights into how our employees are feeling and what issues are important to them. This year, we were pleased to see that the sustainable engagement score for our three logistics businesses and corporate functions increased. Colleagues at Stolt Sea Farm completed the survey for the first time, resulting in a lower score which is a trend often seen for organisations during the initial year. The overall engagement score for the company was steady at 86% (2022: 87%). Our voluntary turnover remains lower than comparable industry average benchmarks at 4.1% (2022: 5.6%).

To help strengthen relationships with managers and ensure people feel their successes are recognised, we aim to make performance conversations positive and collaborative experiences with 360-degree feedback. In 2023, 100% of those eligible received a performance review.

After a successful trial period and positive feedback from employees, in October 2023 our work-from-home policy became permanent, giving office-based employees the opportunity to work from home two days a week.

Supporting our people through change

In September 2023, our new Chief Executive Officer, Udo Lange, joined the company and we helped our people manage this change via a planned programme of communications and in-person introductions. This included virtual and in-person town halls and Q&A sessions; a dedicated intranet page for CEO updates; a four-week Big Listen campaign to gain employees' insights on the company's approach to managing people, customers and strategic objectives; and meet-and-greets hosted by Udo with employees in the UK, the Netherlands, Spain, Singapore, the Philippines, South Korea, China, and the US.

Developing our people and our future leaders

Attracting top talent is becoming increasingly competitive and in 2023, our people strategy focused on positioning Stolt-Nielsen as an employer of choice in our industries.

In 2023, we launched a leadership academy with training to support and develop current and future leaders to manage people effectively and empower them to deliver the Company's strategic objectives. And we continued to digitalise our processes, including updating our online employee portal to provide all employees with a more user-friendly platform from which to access learning tools and resources to help them work more efficiently and reach their full potential. We believe that our direct line managers have an essential role to play in delivering quality and excellence to our customers. To ensure line managers can keep their teams up-to-date on the company's progress, we launched a company-wide, weekly Managers' Briefing that provides useful information and learning opportunities.

We also conducted our annual talent review which reviews the skills and performance of employees to ensure our talent is aligned with our business strategy.

The Stolt Way

The Stolt Way reflects the principles we have been committed to since the company began.

These four values shape the way we do business and how we interact with each other and our customers. They are underpinned by our steadfast commitment to safety, and to working sustainably in everything we do.

By living our values, we can achieve our safety and sustainability ambitions and create a culture in which people feel valued, empowered and committed to go further, for themselves and our company.

Commit to go further
We always look to do better and achieve more

Collaborate for success
Working together we are stronger

Act pragmatically
We are clear and straightforward in everything we do

Create solutions
We find new ideas and make them work

Supporting seafarer welfare

We offer seafarers a range of support to promote wellbeing and improve recruitment and retention. Support includes:

- Medical insurance for all immediate family members
- Onboard exercise equipment
- Daily, free-of-charge internet access for all seafarers
- Career counselling, guidance and management, emphasising continuous employment to ensure high levels of expertise and to develop outstanding cadets for life-long careers
- Cutting-edge training programmes covering safety and operational requirements, as well as mental health
- Dedicated helpline for accessing professional mental health support, anonymously if desired
- Onboard social events
- Empowerment of ship management teams, which helps to drive pride of ownership

A diverse team and inclusive culture

We understand that fostering diversity and an inclusive culture is essential for creating a positive workplace and growing a successful business. Our people represent more than 50 nationalities, and we are proud of the diverse skills and perspectives they bring to our operations. We remain committed to fostering a respectful and safe environment that celebrates differences. We do this by:

- Encouraging people to share their ideas and experiences
- Listening to and respecting the views of others
- Supporting actions that help to make a difference
- Understanding our own unconscious biases
- Continuing to recruit and promote talent – wherever we find it
- Providing training that promotes mutual respect and an inclusive culture

Employee gender by seniority[1]	Male	Female
Executive management team	91.7%	8.3%
Senior managers	79.1%	20.9%
Middle managers/Senior professionals	72.1%	27.9%
Supervisors/Professionals	39.1%	60.9%
Blue collar	87.9%	12.1%
Grand total	**66.3%**	**33.7%**

1. Excluding seafarers. Shipping is a very male-dominated industry with limited female entrants. 0.6% of our seafarer population is female.

Equal opportunities

During the year, we updated our global hiring and employment policy to include a clearer statement on our commitment to providing equal opportunities. Stolt-Nielsen recruits, trains and develops people who are best suited to the requirements of each role, regardless of gender, ethnic origin, age, religion or belief, marriage or civil partnership, nationality, national origin, pregnancy or parenthood, sexual orientation, gender identity or disability.

Our commitment to ethics and compliance

Stolt-Nielsen's reputation as a company that people want to work for and do business with is underpinned by our commitment to upholding the highest ethical standards in everything we do.

Our Code of Business Conduct provides a global framework that defines our behaviour and ensures our business objectives are achieved in an ethical, honest and legal manner. It applies to everyone who works with and for us – from Directors and officers to staff, contractors and consultants – and is displayed at all our sites in local languages.

The Code requires everyone to act ethically, with integrity and in accordance with relevant laws, regulations and company policies. It also sets standards for maintaining professional relationships and avoiding conflicts of interest, bribery and corruption. Anyone who breaches the Code is subject to disciplinary action, up to and including employment termination.

Each year, the Code is reviewed by the Board of Directors, through its Audit Committee, to ensure it remains relevant and up to date with the needs of our business and wider society. We require all office-based staff to reconfirm compliance with the Code on an annual basis, and those with access to our online learning platform must complete an online training module to maintain their awareness and understanding of anti-bribery and corruption measures. For 2023, 100% of those required to do so successfully completed the module.

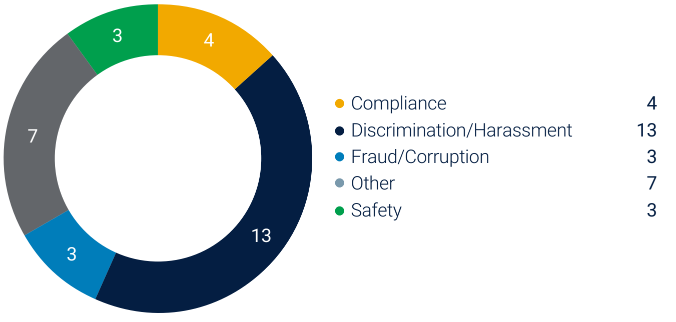
You can find our Code of Business Conduct online at: stolt-nielsen.com/investors/code-of-business-conduct

We also introduced our Suppliers' Code of Conduct in 2023. The business conduct principles and rules set out in this code are intended to ensure that all suppliers performing services on behalf of the company conduct their business and achieve their targets in an ethical, honest and legal manner.

You can find our Suppliers' Code of Conduct online at: stolt-nielsen.com/investors/suppliers-code-of-conduct/

So that we continue to have robust policies and practices in place, during 2024 we will undertake a deeper review of our Code of Business Conduct, to ensure everyone continues to understand what they must do to act ethically and in compliance with the relevant laws, regulations and company policies.

Speak Up reports by type



Encouraging people to 'speak up'

We promote a culture where employees feel comfortable raising concerns about unethical behaviour and potential, suspected or actual breaches of the Code without fear of retaliation, victimisation, discrimination or disadvantage.

We encourage people to raise concerns with their local manager, HR or legal representatives, or via our online 'Speak Up' platform. This platform allows anyone, internal or external, to report confidentially (anonymous or otherwise) directly to the Chairman of the Audit Committee and our Head of Internal Audit. All reports are taken seriously and investigated thoroughly.

In 2023, 30 Speak Up reports (2022: 41) were received. All three speak ups relating to allegations of fraud/corruption have been investigated and found to be unsubstantiated. The reports themselves are also included as part of our ongoing internal audit fraud risk assessment.

Concerns can be reported online here: report.whistleb.com/en/stolt-nielsen

Protecting human rights

Our commitment to human rights extends across every level of our businesses and our supply chains. Many of the countries in which we operate have a high risk of human rights, environmental or business ethics abuses, and we closely monitor these areas.

As a signatory to the UN Global Compact (UNGC), we are committed to continuing to align our business approach with all its principles and to ensuring that these are firmly embedded within our businesses. We also support the principles set out in the UN Universal Declaration of Human Rights, the UN Guiding Principles on Business and Human Rights and the International Labour Organization Core Conventions. Stolt Tankers is a member of IMPA ACT and supports its Code of Conduct relating to labour and human rights. Stolthaven Terminals' and Stolt Tank Containers' sustainability policies also include commitments to upholding internationally proclaimed human rights and to preventing child labour.

For ship recycling, Stolt Tankers only selects yards that operate in accordance with the International Maritime Organization's (IMO) 2009 Hong Kong Convention for the Safe and Environmentally Sound Recycling of Ships (HKC). The HKC was fully ratified in 2023 and will come into full force on June 26, 2025. During the recycling of a vessel, Stolt Tankers rigorously enforces health and safety protocols to protect workers. The entire process is monitored from start to finish by an onsite surveyor who ensures workers' rights and conditions are protected and all compliance standards are upheld. Stolt Tankers also randomly validates the status, permits, salary (where allowed, in line with local privacy regulations) and insurance for five workers each month to mitigate against human rights breaches.

In 2023, we received no human rights or child labour grievance reports against Stolt-Nielsen. You can find our Modern Slavery and Human Trafficking Statement 2023 at: stolt-nielsen.com/sustainability/modern-slavery-and-human-trafficking-statement-2023

Compliance and ethical conduct at sea

Our commitment to the welfare of seafarers and ethical conduct at sea is supported by our compliance with mandated standards from several international agreements, conventions and processes. This includes the Maritime Labour Convention (MLC) Seafarers' Bill of Rights; the International Convention on Standards of Training, Certification and Watchkeeping for Seafarers (STCW); the International Convention for the Safety of Life at Sea (SOLAS); and the International Convention for the Prevention of Pollution from Ships (MARPOL). And all Stolt Tankers' ships operate with valid International Transport Workers' Federation (ITF) union agreements on collective bargaining for all seafarers onboard.

Our compliance with these conventions is vetted and verified in several ways: by port state control and flag state inspections; during routine onboard inspections as part of the Oil Companies International Marine Forum/Chemical Distribution Institute (OCIMF/CDI) tanker management and self-assessment process; and through periodic International Safety Management (ISM) audits, which are carried out on behalf of flag states by DNV, the world's largest ship classification society. We also document MLC compliance within our ship management system.

In 2023, Stolt Tankers was pleased to reinforce its commitment to ensuring compliance at sea by joining the Maritime Anti-Corruption Network (MACN), which is working to create a maritime industry free of corruption and foster a culture of integrity.

Caring for people and the planet

Our support for the wider communities in which we operate goes beyond the financial to include active involvement in local programmes and fundraising initiatives that support our stakeholders. We contribute both as an employer and as a purchaser of goods and services from local businesses. We hire locally and train people for rewarding careers. And our teams organise and engage in projects related to the environment, education and social and economic development.

In 2023, Stolt Tankers and its partners NYK Line, Tufton, and Farvatn Capital donated a total of $100,000 to two non-profit organisations. Coastruction designs, produces and installs 3D-printed artificial ocean reefs to support the regeneration of damaged reef systems, and One Tree Planted focuses on reforestation, carbon absorption and environmental impact projects. Members of our Manila team also spent time volunteering for the International Institute for Rural Reconstruction (IIRR). The Philippines is home for many of our seafarers and during 2023 the Stolt Tankers team in Manila, received a local award for Best Environmental Sustainability Project in recognition of its extensive work to rejuvenate local mangrove forests, which are highly effective at absorbing carbon from the atmosphere. During the year 119 of our employees including management helped to plant mangroves in five provinces. We also established the Jacob Stolt-Nielsen Mangrove Forest in Guimaras, dedicated to the memory of our founder. Our local team has planted 12,000 mangrove saplings in total, which act as a natural barrier against coastal erosion, storms and tsunamis and are effective at removing CO_2 from the atmosphere.

Employees at Stolthaven Terminals' site in New Orleans, US, participated in a coastal restoration event to gather more than 12 tonnes of used oyster shells for a reef reconstruction project to preserve the local coastline. The team in Houston, US planted more than 500 native grasses and flowering plants to help restore approximately one acre of coastal wetland prairie. And in Santos, Brazil, Stolthaven Terminals employees donated Christmas packages of clothing and toys to disadvantaged children via local charity, Grupo de Apoio à Inclusão Social e Profissional.

Stolt Tank Containers donated several decommissioned tanks to the earthquake recovery efforts in Turkey to transport and store freshwater in affected areas and the team in Mumbai, India donated and delivered school supplies to students at the local village school near the depot. And for the fifth consecutive year, Stolt Sea Farm sponsored a marine-education programme for students in Galicia, Spain. The business was also named Company of the Year by the Official College of Biologists in Galicia in recognition of its commitment to sustainable production processes, animal welfare, and supporting the work and expertise of biologists in the region. We also sponsored the annual Catraia community event in Tocha, Portugal which aims to increase environmental awareness, and a healthy lifestyle. You can find more stories about our community activities in the news section of stolt-nielsen.com

Corporate Governance

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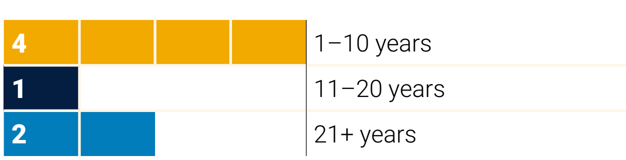
Board of Directors

■ Committee Chair
A Audit Committee
C Compensation Committee

Tenure



1. Niels G. Stolt-Nielsen

Director and Chairman of the Board
Mr Niels G. Stolt-Nielsen became Chairman of the Board in September 2023, and is a member of the Audit and Compensation Committees. He has been a Director of Stolt-Nielsen Limited since 1996.

Experience

Mr Stolt-Nielsen joined Stolt Tankers in 1990 in Greenwich, Connecticut, US. In 1994 he relocated to China to open and head Stolt-Nielsen Limited's representative office in Shanghai. He was the President of Stolt Sea Farm from 1996 until 2000 when he became Chief Executive Officer of Stolt-Nielsen Limited, serving in this role until 2023. From September 2002 until March 2003, he also served as Interim Chief Executive Officer of Stolt Offshore S.A. Mr Stolt-Nielsen graduated from Hofstra University in 1990 with a BS degree in Business and Finance. He is a Norwegian citizen.

Other appointments

Mr Stolt-Nielsen is the Chairman of the Board of Avenir LNG and a Director of Golar LNG Ltd.

2. Samuel Cooperman

Independent Director
Mr Samuel Cooperman is an independent Board member. He served as Chairman of the Board of Directors from 2016 to September 2023. He has been a Director of Stolt-Nielsen Limited since 2008 and Chairman of the Audit Committee since 2009. He became the Chairman of the Compensation Committee in 2022.

Experience

Mr Cooperman joined Stolt-Nielsen in 1974 and held a number of senior management positions, including Chairman and Chief Executive Officer of Stolt-Nielsen Transportation Group, before retiring from the Company in 2003. Mr Cooperman was a member of the Executive Committee of the International Chamber of Shipping until May 2010, and also served as Vice-Chairman for two years. He holds BS and MS degrees in Electrical Engineering from Columbia University and from the Graduate School at the University of Pennsylvania, respectively, and an MBA from Temple University. Mr Cooperman is a US citizen.

Other appointments

Mr Cooperman is the Chief Executive Officer of Cooperman Weiss Consulting LLC.

3. Janet Ashdown

Independent Director
Ms Janet Ashdown is an independent Board member and was appointed as a Director of Stolt-Nielsen Limited in April 2021. She is a member of the Audit and Compensation Committees.

Experience

Ms Ashdown is a highly experienced Independent Director and has served on the boards of four FTSE 250 companies.

She joined BP plc in 1980 and led several large businesses as a senior executive during her 30 years with the company. In her last role with BP, Ms Ashdown was responsible for a £20bn network of fuel outlets across the UK. With experience of managing complex supply chain operations, Ms Ashdown also has a deep understanding of industrial distribution businesses and a strong interest in the energy transition, hydrogen and carbon capture, and the broader ESG agenda. Ms Ashdown holds a BSc in Engineering from Swansea University, UK and is a British citizen.

Other appointments

Ms Ashdown is Non-Executive Director and Chair of the Corporate Sustainability Committee and Remuneration Committee at RHI Magnesita N.V, Non-Executive Director and Chair of the Remuneration Committee at Victrex plc, and Senior Independent Director and Chair of the Sustainability and Governance Committee Nuclear Decommissioning Authority at the Department for Energy Security and Net Zero, UK.

4. Jan Chr. Engelhardtsen

Independent Director
Mr Jan Chr. Engelhardtsen is an independent Board member, having been appointed to the Board of Directors in March 2018. He is also a member of the Audit Committee.

Experience

Mr Engelhardtsen served as Chief Financial Officer of Stolt-Nielsen Limited for 26 years. He held several key positions during his career with the company, including President of Stolt Tank Containers, which saw him play an important role in our entry into this sector and in setting the foundation for what is a very successful business today.
Mr Engelhardtsen also served as President of Stolthaven Terminals, Chief Financial Officer of Stolt Offshore S.A., and President and General Manager of Stolt-Nielsen Singapore Pte. Mr. Engelhardtsen holds an MBA from the Sloan School of Management at the Massachusetts Institute of Technology, as well as undergraduate degrees in Business Administration and Finance. He has dual citizenship of Norway and the US.

Other appointments

Mr Engelhardtsen is a Director of New York Cruise Lines, Inc.

5. Rolf Habben Jansen

Independent Director
Mr Rolf Habben Jansen is an independent Board member and has served as a Director of Stolt-Nielsen Limited since December 2015.

Experience

Mr Habben Jansen began his career at Royal Nedlloyd before joining Danzas, the Swiss logistics firm, which merged with DHL in 1999. He was Head of Global Customer Solutions at DHL from 2006 until joining Damco as Chief Executive Officer in 2009, leaving in 2014 to join Hapag-Lloyd. He is a Dutch citizen and graduated from Rotterdam's Erasmus University in 1991 with a degree in Economics.

Other appointments

Mr Habben Jansen is Chief Executive Officer of Hapag-Lloyd AG and Co-Chairman of the World Shipping Council.

6. Jacob B. Stolt-Nielsen

Director
Mr Jacob B. Stolt-Nielsen has served as a Director of Stolt-Nielsen Limited since 1995.

Experience

Mr Stolt-Nielsen joined the company in 1987 and served in various positions in Oslo, Singapore, Greenwich, Connecticut, Houston, Texas and London. He was President of Stolthaven Terminals from 1992 until 2000, when he founded and served as Chief Executive Officer of SeaSupplier Ltd. Mr Stolt-Nielsen was Executive Vice President of Stolt-Nielsen Limited from 2003 to 2005 and in 2012 founded Norterminal AS. He is also a founder of Hydrogen Source AS and Narvik Batteri AS.
Mr Stolt-Nielsen graduated from Babson College in 1987 with a BS degree in Finance and Entrepreneurial studies.
He is a Norwegian citizen.

Other appointments

Mr Stolt-Nielsen is Chief Executive Officer of Norterminal AS and is a board member of Stolt-Nielsen Holdings AS, SN Terminal AS, Hydrogen Source AS, New York Cruise Lines, Inc and Narvik Batteri AS.

7. Tor Olav Trøim

Independent Director
Mr Tor Olav Trøim is an independent Board member and has served as a Director of Stolt-Nielsen Limited since April 2016.

Experience

Mr Trøim was an equity portfolio manager with Storebrand ASA and Chief Executive Officer for the Norwegian Oil Company DNO AS until 1995. He was employed by Seatankers Management Co. from 1995 to 2014. During this period he was also, at various times, Chief Executive Officer of a number of related public companies, including Frontline Limited, Golar LNG Ltd, Ship Finance Ltd. and Seadrill Ltd. He has served as a Director on the boards of Frontline, Marine Harvest ASA, Golden Ocean Group Limited, Seadrill Ltd, Archer Limited and Aktiv Kapital ASA, among others. In 2014, Mr Trøim established Magni Partners UK, which focuses on research and consultancy in the energy industry. He graduated as M.Sc. Naval Architect from the University of Trondheim, Norway in 1985 and is a Norwegian citizen.

Other appointments

Mr Trøim is Chairman of Golar LNG Ltd and Borr Drilling Ltd, Director at Vaalerenga Fotball AS and owner of Magni Sport and Magni Partners UK, where he is also Managing Partner.

Corporate Governance Report

Relevant Legislation and Codes of Practice for Corporate Governance

Stolt-Nielsen Limited's ('SNL' or the 'Company') Corporate Governance addresses the division of roles between SNL's shareholders, Board of Directors, and executive management.

SNL is a company incorporated in Bermuda with Norway as its home state in the European Economic Area. The Companies Act 1981 of Bermuda (the 'Bermuda Companies Act') governs the incorporation, organisation and executive management of SNL. As a company listed on Oslo Børs, SNL is also subject to certain obligations set out in Euronext Rule Book I and Oslo Børs Rulebook II and, in addition, certain provisions of the Norwegian Securities Trading Act and other relevant Norwegian rules and regulations, including certain provisions of the Norwegian Securities Trading Regulations.

According to the Oslo Børs Rulebook II, the Norwegian Code of Practice for Corporate Governance (the 'Norwegian Code of Practice') also applies to the Company as no such code has been implemented in Bermuda. Adherence to the Norwegian Code of Practice is based on a 'comply or explain' principle, whereby companies are expected to either comply with its principles and recommendations, or explain the deviation and what alternative solutions it has selected.

Pursuant to the Norwegian Accounting Act and the Oslo Børs Rulebook II, the Company has summarised any expansions or deviations in the SNL Bye-Laws from the provisions of Chapter 5 of the Norwegian Public Limited Liability Companies Act (dealing with General Meetings of Shareholders). This summary, together with the Company's Bye-Laws, are available at www.stolt-nielsen.com/en/investors/governance/. The Norwegian Code of Practice is available at www.nues.no/English.

1. Implementation and Reporting on Corporate Governance

SNL has a Code of Business Conduct which applies to all directors, officers, employees, contractors and consultants of the Group. The Code of Business Conduct is reviewed annually by the Audit Committee and approved by the Board of Directors. The Company's overarching business conduct guidelines, including ethical and social responsibility guidance, are set out in its Code of Business Conduct and, where appropriate, more specific policies have been developed to provide more detailed guidance.

The reasons for the deviations from the principles and recommendations of the Norwegian Code of Practice and the solutions the Company has selected are explained throughout this Corporate Governance Report.

2. Business

In compliance with the Bermuda Companies Act and common practice for Bermuda companies, SNL's Memorandum of Association describes its objectives and purposes as 'unrestricted'.

The Board of Directors sets, evaluates, and regularly reviews the Group's objectives, overall strategy and principal risks, taking into account sustainability, including how matters relating to the environment, social issues, the working environment, equality and non-discrimination are integrated into the value creation. This is further described in the Business Review and Sustainability sections of this annual report.

Deviation from the Norwegian Code of Practice: the Company's objects are unrestricted under the SNL Bye-Laws, which is customary for a Bermuda company, but publicly disclosed in a manner that enables SNL's shareholders to anticipate its activities.

3. Equity and Dividends

The Board of Directors is of the opinion that the Company currently has a suitable capital structure to meet its objectives, strategy and risk profile. The authorised share capital of SNL is US$65,016,250, divided into 65,000,000 Common Shares, each with a par value of US$1.00, and 16,250,000 Founder's Shares, each with a par value of US$0.001. As of November 30, 2023, 58,523,796 Common Shares and 14,630,949 Founder's Shares were issued, and 53,523,796 Common Shares and 13,380,949 Founder's Shares were outstanding. In accordance with provisions of the SNL Bye-Laws, the authorised share capital of SNL may only be increased, reduced or otherwise altered by resolution of the shareholders. The Board of Directors, subject to any shareholder resolution to the contrary, has the power to issue any unissued shares of the Company within the limits of the authorised capital.

In accordance with the provisions of the SNL Bye-Laws and the Bermuda Companies Act, the Company may purchase its own shares for cancellation or acquire such shares as treasury shares on such terms as the Board of Directors shall think fit. Historically, the Annual General Meeting of Shareholders of SNL has authorised the Company, or any wholly owned subsidiary, to purchase Common Shares of the Company from time to time in the open market, subject to certain conditions and in conformity with applicable laws and standards. The Board of Directors has resolved to continue share purchases, if any, on the terms approved at the Annual General Meeting.

The Board of Directors has established a dividend policy that is available on the SNL website (stolt-nielsen.com/investors/dividends/). Under Bermuda law, a company's Board of Directors may not declare or pay dividends if there are reasonable grounds for believing that the company is, or would after the payment, be unable to pay its liabilities as they become due or that the realisable value of its assets would thereby be less than its liabilities.

Deviation from the Norwegian Code of Practice: none.

4. Equal Treatment of Shareholders

SNL has two classes of shares, Common Shares and Founder's Shares, which carry rights as set forth in the SNL Bye-Laws. Subject to such rights, the Company treats shareholders within each class equally, in accordance with the Norwegian Code of Practice and the Norwegian Securities Trading Act. Only the Common Shares are listed on Oslo Børs. You can find the list of our major shareholders at stolt-nielsen.com/investors/shareholder-information/, and the SNL Bye-Laws at stolt-nielsen.com/investors/governance/.

Any transactions SNL carries out in its own shares are carried out either through Oslo Børs or at prevailing stock exchange prices if carried out in any other way.

Deviation from the Norwegian Code of Practice: none.

5. Shares and Negotiability

Only the SNL Common Shares are listed on Oslo Børs. The SNL Bye-Laws limit individual shareholdings of the Company's shares to 20% of the issued and outstanding shares (unless such ownership shall have been approved in advance by the Board of Directors), single US person shareholdings to 9.9% and shareholders of any single country in aggregate to 49.9%. However, these restrictions do not apply to any person who was a shareholder of Stolt-Nielsen S.A. (which amalgamated with the Company on 18 November 2010) as of 31 August 1987 or any Affiliate or Associate (as such terms are defined in the SNL Bye-laws) of such person, except in certain circumstances as outlined in Bye-law 74 of the SNL Bye-laws, which are available at stolt-nielsen.com/investors/governance/.

According to the SNL Bye-Laws, the Board of Directors is authorised to further restrict, reduce or prevent the ownership of shares if it appears to the Board of Directors that such ownership may threaten SNL with adverse consequences, including but not limited to adverse tax consequences, hostile takeover attempts or adverse governmental sanctions. The Board of Directors has to date not made use of its authority and will not use its authority unless the transfer will have sufficient adverse consequences for the Company and in no event if the exercise of such rights may cause disturbances in the market or would be in conflict with mandatory laws or regulations. Please also refer to Section 14. below for an explanation of the Board's approach to takeovers.

Deviation from the Norwegian Code of Practice: a summary of provisions of Chapter 5 of the Norwegian Public Limited Liability Companies Act where the SNL Bye-Laws expand or deviate from the provisions of such Act can also be found on the Company's website at stolt-nielsen.com/investors/governance/.

6. General Meetings

The Board of Directors or the Chairman are responsible for calling both Annual and Special General Meetings of Shareholders. At any General Meeting, two or more persons present in person throughout the meeting and representing in person or by proxy issued voting shares in the Company shall form a quorum for the transaction of business, except for those matters under the Bermuda Companies Act for which a specified super majority vote is required, in which case a quorum representing one-third of the issued and outstanding shares entitled to vote is required.

The Company is obligated to hold an Annual General Meeting every year at such time and place as the Board of Directors or Chairman shall designate.

A shareholder or group of shareholders representing at least one-tenth of the outstanding voting shares may request a Special General Meeting in writing indicating the agenda thereof. The Board of Directors will be obligated to convene the meeting forthwith.

Notices for both Annual and Special General Meetings shall be sent by mail (or by such other method pursuant to the SNL Bye-laws) to all holders entitled to attend and vote no later than 21 days before the date set for the General Meeting. Notices shall provide sufficiently detailed, comprehensive, and specific information on all matters to be considered at the General Meeting, voting instructions and the opportunity to vote by proxy. Matters at the General Meetings are restricted to those set forth in the agenda.

The foregoing provisions relating to the holding of, and conduct at, General Meetings are set forth in the SNL Bye-Laws, as well as in relevant provisions of the Bermuda Companies Act.

SNL is under the majority control of Fiducia Ltd, a company owned by a trust established for the benefit of the Stolt-Nielsen family. As of November 30, 2023, Fiducia Ltd. controls 64.82% of the outstanding shares of SNL entitled to vote generally on matters brought to a vote of the shareholders of SNL. When the shares held by trusts established for the benefit of members of the Stolt-Nielsen family together with shares held by individual members of the Stolt-Nielsen family are taken into account, the combined shareholdings total 66.28% of the outstanding shares of SNL entitled to vote generally on matters brought to a vote of the shareholders of SNL.

Deviation from the Norwegian Code of Practice: General Meetings are typically held by shareholders granting proxies, with voting instructions being given to such proxies ahead of the General Meeting. As such, the Chairman or the full Board of Directors may, but do not always, attend General Meetings.

7. Nomination Committee

Neither Bermuda law nor the SNL Bye-Laws require that a nomination committee be established. Consequently, SNL has not established a nomination committee. Members of the Board of Directors identify and evaluate proposed candidates for nomination to the Board of Directors based on merit. Individuals are selected for nomination to the Board of Directors because of their business or professional experience, and their array of talents and perspectives, to promote a culture that generates the diversity of thought, approach and ideas needed to further the Company's strategic objectives.

The Board of Directors regularly reviews its composition, to ensure that it can attend to the common interests of all shareholders and meet the Company's need for expertise, capability, diversity and independence. The Board of Directors also monitors that its members have sufficient capacity to carry out their duties. Directors' external commitments are described earlier in this Corporate Governance Report.

Deviation from the Norwegian Code of Practice: the Company does not have a Nomination Committee, but the Board of Directors has put processes in place to review its performance and composition on an ongoing basis, as described above.

8. Board of Directors: Composition and Independence

The business affairs of SNL are managed under the direction of the Board of Directors. The Board of Directors may delegate authority to the Chairman, specified committees of the Board of Directors, or to SNL's executive management. SNL does not have a corporate assembly as this is not required under Bermuda law.

As provided in the SNL Bye-Laws, the Board of Directors shall be composed of at least three and not more than nine Directors. The Board of Directors believes that the optimal size for the Board of Directors should be six to eight Directors. The Board of Directors' size is flexible depending on the circumstances and the qualifications of proposed candidates.

Directors are elected at the Annual General Meeting. Directors shall hold office for such term as decided by the General Meeting, or in the absence of such determination, until the next Annual General Meeting or until their successors are elected or appointed or their office is otherwise vacated. Directors may be removed only for cause by a vote at a Special General Meeting held for that purpose. In the event of a vacancy on the Board of Directors, the remaining members of the Board of Directors may fill such vacancy and appoint a member to act until the next General Meeting at which the Directors are re-elected. The foregoing provisions relating to the election, removal and replacement of Directors are set forth in the SNL Bye-Laws.

Five of the current seven SNL Directors, Samuel Cooperman, Janet Ashdown, Rolf Habben Jansen, Tor Olav Trøim and Jan Chr. Engelhardtsen, are considered to be independent from the Company's major shareholders, the executive management, and the Company's main business associates according to the Norwegian Code of Practice. In the view of the Board of Directors, the composition of the Board of Directors and Board Committees ensures continuity and experience and is suitable to represent the interests of the minority shareholders.

The Chairman of the Board of Directors is elected by the Annual General Meeting.

Information on the members of the Board of Directors can be found earlier in this Corporate Governance Report, and an up-to-date composition of the Board of Directors is maintained and available on the Company's website at stolt-nielsen.com/about-us/leadership-team.

Deviation from the Norwegian Code of Practice: none.

9. The Work of the Board of Directors

Board Meetings

The Board of Directors, acting as a collegiate body, has the ultimate responsibility for the management of the Company. The Board of Directors holds at least four regularly scheduled meetings a year, as well as ad-hoc meetings when required. Meeting schedules are approved annually by all members of the Board of Directors. The Board of Directors may appoint a Board Secretary who does not need to be a member of the Board of Directors.

Decisions of the Board of Directors shall be taken by a majority of the votes cast by the Directors present and represented at such meeting provided a quorum is present. A majority of the Directors then in office shall constitute a quorum. The Board of Directors may also act by unanimous written consent.

The Audit Committee has established processes to monitor all transactions which may give rise to conflict or potential conflict of interest. Members of the Board of Directors and executive management must notify the Audit Committee and Board of Directors if they have any material direct or indirect interest in any proposed transaction to be entered into by SNL. Following such notification, and unless disqualified by the Chair of the relevant Audit Committee or Board of Directors meeting, a Director may vote in respect of any such matter and may be counted in the quorum for such meeting.

Board Meetings – Executive Sessions

Executive management is available to discuss matters of concern to the Board of Directors, and the Board of Directors has regular access to executive management. The basic duties and responsibilities of the Directors include attending Board of Directors' meetings, preparing for meetings by advance review of any meeting materials and actively participating in the Board of Directors' discussions. Directors are also expected to make themselves available outside scheduled meetings for advice and consultation.

The Board of Directors ensures that SNL has effective internal controls in accordance with the regulations that apply to its activities, including SNL's corporate values and ethical guidelines.

Board Committees

The Board of Directors has established an Audit Committee and a Compensation Committee. The Board of Directors periodically reviews the size, structure and function of the Board Committees. The Audit Committee and Compensation Committee have written terms of reference, which are reviewed and reassessed by the relevant Committee and approved by the Board of Directors on an annual basis.

The Audit Committee is composed of not less than two members, a majority of whom should normally qualify as independent pursuant to all applicable regulatory requirements.

The Audit Committee has overall responsibility for overseeing the accounting and financial reporting processes of the Company, the audits of the Company's Financial Statements, and the work of the Company's external auditor and Internal Audit department. The Audit Committee also recommends the external auditor's appointment, compensation and retention. Under Bermuda law the appointment of the external auditor has to be made by shareholders in a General Meeting, but the approval of the external auditor's compensation may be delegated by the shareholders to the Board of Directors.

The Compensation Committee is composed of not less than two members, at least one of whom should normally qualify as independent pursuant to all applicable regulatory requirements.

The Compensation Committee is responsible for compensation strategy, overall salary reviews and awards under its compensation programmes. It reviews and approves all aspects of senior executive management compensation, including performance incentive and equity-based compensation plans.

Each Committee has a Chair who reports on the activities of such Committee at each meeting of the full Board of Directors.

The members of the Committees are set out earlier in this Corporate Governance Report, and an up-to-date list is also maintained on the Company's website at stolt-nielsen.com/about-us/leadership-team.

Agreements with Related Parties

The Board of Directors reviews, at least annually, the financial and other relationships between each Director and SNL. Through the Audit Committee, the Board of Directors has adopted guidelines and procedures to ensure that, should any transaction involving related parties be considered, such transaction be appropriately reviewed for potential conflict of interest situations, with the aim of preventing value from being transferred to related parties. Any such transactions would require approval from the Audit Committee or Board of Directors and be disclosed in the Notes to the Financial Statements of this annual report.

Deviation from the Norwegian Code of Practice: none.

10. Risk Management and Internal Control

The Board of Directors is ultimately responsible for SNL's system of internal control, which covers financial, operational and compliance controls as well as risk management processes. SNL's system of internal control is designed to manage rather than eliminate the risk of failure to achieve business objectives and provide reasonable assurance that SNL is operating legally, ethically and within approved financial and operational policies and procedures with sufficient safeguards against material financial misstatements or loss of assets.

The main elements of the Company's system of internal control over financial reporting include the Code of Business Conduct and other corporate governance and compliance policies, global accounting policies and procedures, financial reporting risk assessments, annual budgets, authorisation limits, periodic reporting and evaluation of budgeted versus actual results. The different layers of control allow for a greater probability that errors in the financial reporting are identified early and corrected.

SNL's business heads conduct an annual review of SNL's most significant areas of exposure to risk, which are detailed in the Directors' Report of this Annual Report. The Internal Audit department provides assurance that the Company has appropriate internal control, risk management and related corporate governance systems in place throughout the organisation, performs regular independent audit reviews of these systems to assure adherence and recommend improvements, and reports to the Audit Committee accordingly.

The Board of Directors, through the Audit Committee, oversees the monitoring of compliance with the system of internal control over financial reporting. At its quarterly meeting the Audit Committee reviews and discusses results of internal audits performed by the Internal Audit department. This also includes matters of an ethical nature. All employees, customers, suppliers and other parties have direct access to the Audit Committee, through the Company's whistleblowing system, to report any potential illegal or unethical matters. This confidential system can be accessed on the Company's website at report.whistleb.com/en/stolt-nielsen/.

Deviation from the Norwegian Code of Practice: none.

11. Remuneration of the Board of Directors

The Board of Directors reviews the Directors' compensation periodically. The review includes a comparison of the Company's compensation practices against the practices of comparable US and European companies. The remuneration of the Board of Directors reflects its responsibility, expertise, time commitment and the complexity of SNL's activities. The remuneration is not linked to the performance of the Company.

Members of the Board of Directors and/or companies with which they are associated shall not in principle take on specific assignments for SNL in addition to their appointment as a member of the Board of Directors. If they do nonetheless take on such assignments this shall be disclosed to and receive prior approval from the full Board of Directors. The remuneration for such additional duties shall be approved by the Board of Directors.

The remuneration awarded to the Board of Directors for their service as Directors is disclosed in aggregate in this Annual Report. Any remuneration in addition to normal directors' fees is specifically identified.

Deviations from the Norwegian Code of Practice: none.

12. Salary and Other Remuneration for Executive Management

The Compensation Committee of SNL is responsible for compensation strategy, overall salary reviews and awards under its compensation programmes. It reviews and approves all aspects of executive management compensation, including performance incentive compensation plans to ensure that such plans are linked to long-term value creation for the shareholders or the Company's earnings performance over time.

The Company has in place an annual and a long-term incentive plan aimed at tying executive management's compensation with the performance of the Company. All performance related compensation is capped at a maximum percentage of the salary of the executive management.

Deviation from the Norwegian Code of Practice: Bermuda law does not require guidelines for the remuneration of executive personnel to be communicated to the Annual General Meeting, but the Compensation Committee carefully evaluates executive management's salary and other remuneration based on the key principles described above.

13. Information and Communications

All information distributed to SNL shareholders is published on SNL's website. SNL promptly submits all press releases to Oslo Børs, and disseminates such press releases through an approved news wire service that provides simultaneous and broad distribution.

Copies of audited Financial Statements of SNL are distributed to shareholders prior to the Annual General Meeting and filed with Oslo Børs in accordance with its requirements. SNL publishes each year the dates for major events such as its Annual General Meeting, publication of interim reports, public presentations and dividend payment date if appropriate. These dates are available on SNL's website at stolt-nielsen.com/investors/financial-calendar/.

After each quarterly earnings release, SNL holds a conference call to discuss the results and respond to investor and analyst questions. The conference call is open to all those who wish to participate. Twice per year, executive management endeavours to hold the results conference call in front of a live audience. All conference calls have a telephone dial-in and are webcast with playback options available.

Deviation from the Norwegian Code of Practice: none.

14. Takeovers

The Board of Directors will publicly disclose any serious offer for SNL, or a substantial portion of the assets of SNL, and will to the extent applicable follow the Norwegian Securities Trading Act and the recommendation in the Norwegian Code of Practice, and act in the best interests of the Company, if any serious offer is received.

In most of SNL's financing agreements the Company has certain change of control provisions that would trigger a default in the event of a takeover, unless waivers were obtained from lenders.

Fiducia Ltd. currently has an ownership interest in the Company which may deter a third party from attempting to take control of SNL.

Deviation from the Norwegian Code of Practice: none.

15. Independent Auditor

The Audit Committee is responsible for the oversight of the work of the Company's Independent Auditor, and for recommending the Independent Auditor's appointment. The Audit Committee has established guidelines in respect of the use of the Independent Auditor by the Company's executive management for services other than the audit, which should be approved in advance. The Audit Committee shall receive annual written confirmation from the Independent Auditor that such firm continues to satisfy all applicable requirements for independence. In addition, the Independent Auditor shall provide the Audit Committee with a summary of all services in addition to audit work that has been undertaken for the Company. The Independent Auditor shall submit the main features of the plan for the audit of SNL to the Audit Committee annually.

The Independent Auditor shall participate in meetings of the Audit Committee that deal with the annual Financial Statements and half-year results. At these meetings, the Independent Auditor shall comment on any material changes in the Company's accounting principles and material management estimates and judgements, and report all matters on which there have been disagreements between the firm and the executive management of the Company, if any.

The Independent Auditor shall at least once a year present to the Audit Committee commentary on any significant internal control findings arising during the audit.

The Audit Committee shall hold a meeting with the Independent Auditor at least once a year at which no member of the executive management is present.

Deviation from the Norwegian Code of Practice: none.

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Consolidated Income Statement

(in thousands, except per share data)	Notes	2023	2022
		For the years ended November 30,	
Operating Revenue	3, 4	**$ 2,820,218**	$ 2,771,843
Operating Expenses	5	**(1,745,793)**	(1,851,608)
Legal claims provision	26	**(155,000)**	–
		919,425	920,235
Depreciation and amortisation	14, 15, 16	**(292,321)**	(282,123)
Gross Profit		**627,104**	638,112
Share of profit of joint ventures and associates	17	**62,265**	53,963
Administrative and general expenses	5	**(273,412)**	(249,022)
Gain on disposal of assets, net	7	**3,606**	5,562
Other operating income		**3,406**	4,132
Other operating expense		**(3,322)**	(5,215)
Operating Profit		**419,647**	447,532
Non-Operating (Expense) Income			
Finance expense on lease liabilities	8	**(11,389)**	(10,451)
Finance expense on debt	8	**(108,967)**	(112,188)
Loss on early extinguishment of debt	8	**–**	(11,149)
Finance income	8	**7,742**	3,979
Foreign currency exchange loss, net		**(5,289)**	(9,151)
Other non-operating income, net		**7,690**	347
Profit before income tax		**309,434**	308,919
Income tax expense	9	**(12,783)**	(28,064)
Net Profit		**$ 296,651**	$ 280,855
Earnings per share:			
Basic	31	**$ 5.54**	$ 5.25
Diluted	31	**$ 5.54**	$ 5.25

Notes 1 to 33 are an integral part of these Consolidated Financial Statements.

Consolidated Statement of Comprehensive Income

(in thousands)	Notes	For the years ended November 30, 2023	2022
Net profit		**$ 296,651**	$ 280,855
Items that will not be reclassified subsequently to profit or loss:			
Actuarial gain on pension schemes	25	**1,357**	3,235
Actuarial gain on pension scheme of joint venture	17	**524**	1,476
Deferred tax adjustment on defined benefit and other post-employment benefit obligations	9	**(343)**	(2,993)
Items that may be reclassified subsequently to profit or loss:			
Net (loss) income on cash flow hedges		**(28,142)**	10,194
Reclassification of cash flow hedges to income statement		**10,707**	25,818
Net gain on cash flow hedges held by joint ventures	17	**1,068**	8,743
Deferred tax adjustment on cash flow hedges	9	**1,169**	(1,127)
Exchange differences arising on translation of foreign operations		**19,518**	(32,833)
Deferred tax on translation of foreign operations	9	**–**	(885)
Exchange differences arising on translation of joint ventures and associates	17	**3,939**	(31,292)
Change in value of investment in equity instruments	18	**(1,595)**	67,929
Net profit recognised as other comprehensive income		**8,202**	48,265
Total comprehensive income		**$ 304,853**	$ 329,120

Notes 1 to 33 are an integral part of these Consolidated Financial Statements.

Consolidated Balance Sheet

(in thousands)	Notes	As of November 30, 2023	2022
ASSETS			
Current Assets:			
Cash and cash equivalents	10	**$ 446,515**	$ 152,141
Receivables, net	11	**341,319**	353,730
Inventories, net	12	**8,390**	10,182
Biological assets	13	**54,812**	46,181
Prepaid expenses		**108,727**	94,993
Derivative financial instruments	22	**6,096**	8,545
Income tax receivable		**2,029**	5,026
Other current assets		**47,082**	37,585
Total Current Assets		**1,014,970**	708,383
Property, plant and equipment	14	**2,840,502**	2,797,929
Right-of-use assets	15	**228,271**	216,438
Investments in and advances to joint ventures and associates	17	**650,163**	622,944
Investment in equity and debt instruments	18	**132,864**	143,144
Deferred tax assets	9	**19,144**	5,488
Intangible assets and goodwill	16	**40,283**	35,879
Employee benefit assets	25	**21,292**	20,602
Derivative financial instruments	22	**4,788**	6,590
Insurance claims receivable	19	**14,927**	156,231
Other non-current assets		**16,519**	15,282
Total Non-Current Assets		**3,968,753**	4,020,527
Total Assets		**$ 4,983,723**	$ 4,728,910
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current Liabilities:			
Current maturities of long-term debt	24	**$ 255,109**	$ 288,958
Current lease liabilities	15	**55,456**	49,017
Accounts payable	20	**114,695**	104,875
Accrued voyage expenses and unearned revenue		**76,814**	69,247
Dividend payable	30	**53,591**	53,591
Accrued expenses		**235,044**	251,064
Provisions	26	**302,184**	4,743
Income tax payable		**16,901**	16,934
Derivative financial instruments	22	**11,940**	2,171
Other current liabilities		**55,569**	49,407
Total Current Liabilities		**1,177,303**	890,007
Long-term debt	24	**1,581,492**	1,677,821
Long-term lease liabilities	15	**182,751**	174,567
Deferred tax liabilities	9	**90,516**	80,232
Employee benefit liabilities	25	**19,937**	20,342
Derivative financial instruments	22	**7,656**	5,851
Long-term provisions	26	**17,194**	157,167
Other non-current liabilities		**820**	1,227
Total Non-Current Liabilities		**1,900,366**	2,117,207
Total Liabilities		**3,077,669**	3,007,214
Shareholders' Equity	30		
Founder's Shares		**14**	14
Common Shares		**58,524**	58,524
Paid-in surplus		**195,466**	195,466
Retained earnings		**1,967,219**	1,787,198
Other components of equity		**(204,118)**	(208,455)
		2,017,105	1,832,747
Less – Treasury shares		**(111,051)**	(111,051)
Total Shareholders' Equity		**1,906,054**	1,721,696
Total Liabilities and Shareholders' Equity		**$ 4,983,723**	$ 4,728,910

Notes 1 to 33 are an integral part of these Consolidated Financial Statements.

Consolidated Statement of Changes in Shareholders' Equity

(in thousands)	Common Shares	Founder's Shares	Paid-in surplus	Treasury shares	Retained earnings	Foreign currency (a)	Hedging (a)	Fair value (a)	Attributable to equity holders of SNL
Balance, December 1, 2021	**$ 58,524**	**$ 14**	**$ 195,466**	**$ (111,051)**	**$ 1,584,978**	**$ (162,757)**	**$ (18,743)**	**$ (73,502)**	**$ 1,472,929**
Comprehensive income (loss)									
Net profit	–	–	–	–	280,855	–	–	–	280,855
Other comprehensive income (loss)									
Translation adjustments, net	–	–	–	–	–	(65,010)	–	–	(65,010)
Remeasurement of post-employment benefit obligations, net of tax	–	–	–	–	1,718	–	–	–	1,718
Fair value adjustment on equity investments	–	–	–	–	–	–	–	67,929	67,929
Net gain on cash flow hedges and reclassifications to income statement, net of taxes	–	–	–	–	–	–	43,628	–	43,628
Total other comprehensive income (loss)	–	–	–	–	1,718	(65,010)	43,628	67,929	48,265
Total comprehensive income (loss)	–	–	–	–	**282,573**	**(65,010)**	**43,628**	**67,929**	**329,120**
Transactions with shareholders									
Cash dividends paid – $1.50 per Common Share (b)	–	–	–	–	(80,286)	–	–	–	(80,286)
Cash dividends paid – $0.005 per Founder's Share (b)	–	–	–	–	(67)	–	–	–	(67)
Total transactions with shareholders	**–**	**–**	**–**	**–**	**(80,353)**	**–**	**–**	**–**	**(80,353)**
Balance, November 30, 2022	**$ 58,524**	**$ 14**	**$ 195,466**	**$ (111,051)**	**$ 1,787,198**	**$ (227,767)**	**$ 24,885**	**$ (5,573)**	**$ 1,721,696**
Comprehensive income (loss)									
Net profit	–	–	–	–	296,651	–	–	–	296,651
Other comprehensive income (loss)									
Transfer related to disposal of equity investment	–	–	–	–	2,327	–	–	(2,327)	–
Translation adjustments, net	–	–	–	–	–	23,457	–	–	23,457
Remeasurement of post-employment benefit obligations, net of tax	–	–	–	–	1,538	–	–	–	1,538
Fair value adjustment on equity investments	–	–	–	–	–	–	–	(1,595)	(1,595)
Net loss on cash flow hedges and reclassifications to income statement, net of taxes	–	–	–	–	–	–	(15,198)	–	(15,198)
Total other comprehensive income (loss)	–	–	–	–	3,865	23,457	(15,198)	(3,922)	8,202
Total comprehensive income (loss)	**–**	**–**	**–**	**–**	**300,516**	**23,457**	**(15,198)**	**(3,922)**	**304,853**
Transactions with shareholders									
Cash dividends paid – $2.25 per Common Share (c)	–	–	–	–	(120,428)	–	–	–	(120,428)
Cash dividends paid – $0.005 per Founder's Share (c)	–	–	–	–	(67)	–	–	–	(67)
Total transactions with shareholders	**–**	**–**	**–**	**–**	**(120,495)**	**–**	**–**	**–**	**(120,495)**
Balance, November 30, 2023	**$ 58,524**	**$ 14**	**$ 195,466**	**$ (111,051)**	**$ 1,967,219**	**$ (204,310)**	**$ 9,687**	**$ (9,495)**	**$ 1,906,054**

a. Other components of equity on the balance sheet of $204.1 million and $208.5 million at November 30, 2023 and 2022, respectively, are composed of foreign currency, hedging and fair value.

b. The $80.3 million is the 2021 final and 2022 interim dividends for Common Shares and $0.1 million for Founder's Shares.

c. The $120.4 million is the 2022 final and 2023 interim dividends for Common Shares and $0.1 million for Founder's Shares.

Notes 1 to 33 are an integral part of these Consolidated Financial Statements.

Consolidated Statement of Cash Flows

(in thousands)	Notes	For the years ended November 30, 2023	2022
Cash generated from operations	32	**$ 974,343**	$ 761,425
Interest paid		**(109,567)**	(120,515)
Debt issuance costs		**(4,440)**	(8,477)
Interest received		**7,742**	4,049
Income taxes paid		**(13,682)**	(16,673)
Net cash generated from operating activities		**854,396**	619,809
Cash flows from investing activities			
Capital expenditures	14	**(259,438)**	(199,429)
Purchase of intangible assets	16	**(8,538)**	(3,959)
Investments in joint ventures and associates	17	**(18,175)**	(14,314)
Proceeds from sales of assets	14	**6,333**	7,934
Repayment of advances to joint ventures	17	**17,994**	1,700
Advances to joint ventures		**(3,399)**	–
Purchase of shares in equity instruments	18	**–**	(38,081)
Sale of shares in equity instruments	18	**11,798**	790
Other, net		**(7,727)**	420
Net cash used in investing activities		**(261,152)**	(244,939)
Cash flows from financing activities			
Decrease in short-term bank loans	23	**–**	(40,000)
Proceeds from issuance of long-term debt	24	**333,840**	484,533
Repayment of long-term debt	24	**(461,745)**	(684,741)
Principal payments on leases	15	**(54,495)**	(51,210)
Dividends paid	30	**(120,495)**	(53,591)
Net cash used in financing activities		**(302,895)**	(345,009)
Net increase in cash and cash equivalents		**290,349**	29,861
Effect of exchange rate changes on cash and cash equivalents		**4,025**	(1,588)
Cash and cash equivalents at beginning of year		**152,141**	123,868
Cash and cash equivalents at end of year		**$ 446,515**	$ 152,141

Notes 1 to 33 are an integral part of these Consolidated Financial Statements.

Notes to the Financial Statements

1. General Information

Stolt-Nielsen Limited (the "Company" or "SNL") and its subsidiaries (collectively, the "Group"), through its divisions, Stolt Tankers, Stolthaven Terminals and Stolt Tank Containers ("STC"), is engaged in the worldwide transportation, storage and distribution of bulk liquid chemicals, edible oils, acids, and other specialty liquids. The Group is also engaged in the seafood business, which is carried out through Stolt Sea Farm ("SSF"), which produces, processes and markets turbot and sole. Furthermore, the Group holds investments across the bulk-liquid logistics and distribution field with its 8.3% investment in Odfjell SE and 9.4% investment in Ganesh Benzoplast Limited ("GBL"), liquefied natural gas ("LNG") through its 47.2% holding of Avenir LNG Limited and its 2.5% holding of Golar LNG Limited and land-based aquaculture through its 8.3% investment in The Kingfish Company NV ("Kingfish").

The Company is a limited liability holding company incorporated in Bermuda on June 11, 2010. The Company is listed on the Oslo Stock Exchange under the ticker symbol SNI and the registered address is Clarendon House, 2 Church Street, Hamilton, HM 11, Bermuda, with the registration number EC 44330.

2. Summary of Significant Accounting Policies

Basis of preparation

The Consolidated Financial Statements of the Group have been prepared using accounting policies consistent with International Financial Reporting Standards as adopted by the European Union ("IFRS") and interpretations issued by the IFRS Interpretations Committee. Accounting policies have been applied on a consistent basis with the prior year, except when new accounting policies have been adopted.

The Consolidated Financial Statements are prepared and published according to the provisions of Bermuda company law.

The presentation currency used in these Consolidated Financial Statements is the US dollar. The functional currency of the Company is the US dollar.

Going concern

As part of the going concern valuation, Management considered the following large expenditures that are expected to occur from December 1, 2023 to March 31, 2025:

- Repayments of long-term debt of $561.5 million through the period which includes a $81.5 million bond repayment in February 2024 and a $236.3 million balloon repayment on the Stolthaven Houston terminal private placement debt ("Houston debt") in March 2025,
- Capital expenditure commitments of approximately $82.8 million including newbuilding deposits of $41.3 million along with expected normal capital expenditures,
- Contributions to NYK Stolt Tankers S.A. of approximately $41.3 million for the Group's share of newbuilding deposits as discussed in Note 33,
- Payment of approximately $300.0 million related to the 2012 incident on board the *MSC Flaminia* ("*MSC Flaminia* Provision") as discussed in Note 26 and 29 and
- Routine working capital requirements.

These future expenditures are mitigated by the following:

- At November 30, 2023, the Group had cash and cash equivalents of $446.5 million. This includes $133.0 million of insurance proceeds received in the fourth quarter of 2023 to be used as partial settlement of the *MSC Flaminia* legal claim.
- The Group also has an undrawn committed revolving credit facility for $194.6 million with an expiration date in 2028 and a $100.0 million undrawn committed revolving credit facility expiring in December 2024.
- The Group finalised a three-year revolver credit facility for $150.0 million using Sea Farm shares as collateral ("SSF Debt") on February 28, 2024. See Note 33, Subsequent Events, for further information.
- The ability of the Group to meet future expenditure requirements is dependent on the timing and quantum of cash flows from operations. The Group has prepared a detailed cash flow forecast for 2024 and 2025 which shows continued robust cash from operations. Cash flow forecasts are revised and reviewed by Management monthly and reviewed by the Board of Directors quarterly.
- The Group plans to refinance the Houston Debt when it comes due and there is currently nothing to indicate that this financing could not be obtained.
- The Group has access to alternative forms of capital such as sale of equity instruments or other assets and the ability to reduce dividends.
- The Group has performed stress testing by considering various downside scenarios. With the above mitigating factors included, liquidity remains positive without the Houston Debt refinancing.

In the opinion of Management the Group has adequate resources to continue in operational existence for the foreseeable future and to comply with all debt covenants. If for any reason the Group is unable to continue as a going concern, then this could have an impact on the Group's ability to realise assets at their recognised values, in particular goodwill and other intangible assets, and to extinguish liabilities in the normal course of business at the amounts stated in the Consolidated Financial Statements.

Basis of measurement

The Consolidated Financial Statements are prepared on the historical cost basis except for derivative financial instruments, financial instruments measured at fair value through other comprehensive income, defined benefit plan assets and biological assets, all of which are stated at their fair value.

Basis of consolidation

Subsidiaries

Subsidiaries are entities controlled by the Group. Control exists where a parent entity is either exposed to, or has rights to, variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary. A parent entity has power over the subsidiary when it has existing rights to direct the relevant activities of the subsidiary. The relevant activities are those that significantly affect the subsidiary's returns. The ability to approve the operating and capital budget of a subsidiary, and the ability to appoint key management personnel, are decisions that demonstrate that the Group has existing rights to direct the relevant activities of a subsidiary. In assessing control, potential voting rights that are currently exercisable or convertible are taken into account.

The Financial Statements of subsidiaries are included in the Consolidated Financial Statements from the date that control begins until the date that control ceases. Where necessary, adjustments are made to the Financial Statements of subsidiaries to bring the accounting policies used in line with those used by the Group. All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Foreign currency

(i) Foreign currency transactions

Separate Financial Statements of the subsidiaries and equity method investees of the Group are presented in the functional currency of the primary economic environment in which they operate.

Transactions in foreign currencies are translated at the foreign exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the foreign exchange rate prevailing at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are not retranslated, while non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated at foreign exchange rates prevailing at the dates the fair values were determined.

Foreign exchange differences arising on translation are recognised in the income statement, except for those differences arising from hedging and monetary balances with foreign operations where settlement is not planned and unlikely to occur, which are recorded in other comprehensive income. Differences related to hedging of operating expenses are recorded in operating expenses.

(ii) Foreign operations

For the purpose of presenting Consolidated Financial Statements, the assets and liabilities of the Group's foreign operations, including goodwill and fair value adjustments arising on consolidation, are translated at foreign exchange rates prevailing at the balance sheet date. The operating revenue and expenses of foreign operations are translated at an average rate for the period where this rate approximates the foreign exchange rates at the dates of the transactions. The differences are recorded in other comprehensive income.

Other significant accounting policies

Accounting policies for individual balance sheet and income statement accounts are included in the respective footnotes.

New standards that are not yet effective

There are no standards that are not yet effective that are expected to have a material effect on the Group's financial statements.

Accounting policies that became effective during the year

There are no new accounting policies that have become effective during the year that have had a material effect on the Group's financial statements.

Critical accounting judgements and key sources of estimation uncertainty

In connection with the preparation of the Consolidated Financial Statements, management has made assumptions and estimates about future events, and applied judgements that affect the reported amounts of assets, liabilities, operating revenue, expenses and the related disclosures. The assumptions, estimates and judgements are based on historical experience, current trends and other factors that management believes to be relevant at the time the Consolidated Financial Statements are prepared. Actual results may differ from these estimates. On a regular basis, management reviews the accounting policies, assumptions, estimates and judgements to ensure that the Consolidated Financial Statements are presented fairly and in accordance with IFRS and Bermuda company law, applied on a consistent basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the change affects both as per IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors.

Critical accounting estimates and judgements are those that have a significant risk of having a material impact on the Consolidated Financial Statements. Management believes the following areas are the significant judgements and estimates used in the preparation of the Consolidated Financial Statements:

Critical accounting judgement or estimation	Sources of accounting judgement or estimation uncertainty	Effect if actual results differ from assumptions
Voyage revenue and costs		
The Group generates a majority of its operating revenue through its tanker segment from the transportation of liquids by sea and inland waterways under contracts of affreightment or through contracts on the spot market. Tankers recognise the majority of its operating revenue over time on a prorated basis based on the time cargo is loaded to its estimated dispatch. When calculating the voyage revenue and costs, this recognition is first based on 'budgeted voyage legs' that are reviewed and updated annually. After the voyage legs have begun, they are updated for actual results and the latest updated estimates.	In applying the percentage of completion method, the revenue and expenses for voyages still in progress at the end of the reporting period are estimated and prorated over the period of the service provided for each active contract. For each voyage leg, estimates are made of revenues and related costs based on available actual information, current market parameters such as fuel cost and customer contract portfolios, and relevant historical data, such as port costs. Revenue and cost estimates are updated continually throughout the voyage to account for changes in voyage patterns, to include the most up-to-date data and to finalise revenues and expenses.	The accrued voyage and prepaid voyage expense accounts are used to adjust revenues billed and vendor invoices received to the appropriate amounts to be recognised based on the percentage of completion method of accounting. Management does not believe there would be a material change if the percentage of completion method was based on full voyages or other criteria, rather than using voyage legs. However, if actual results are not consistent with estimates or assumptions, revenues or costs may be over or understated. At November 30, 2023 and 2022, the accrued voyage expense account was \$76.8 million and \$69.2 million, respectively, of which \$47.1 million and \$41.7 million related to contract liabilities for unearned revenues. Prepaid expenses included \$29.1 million and \$21.6 million of prepaid invoices for voyages in progress applicable to periods subsequent to November 30, 2023 and 2022, respectively.

Critical accounting judgements and key sources of estimation uncertainty continued

Critical accounting judgement or estimation	Sources of accounting judgement or estimation uncertainty	Effect if actual results differ from assumptions
Depreciation and residual values		
Ships, barges, tank containers and terminals are depreciated on a straight-line basis over their estimated useful lives, after reducing for the estimated residual value. Estimated useful lives are based on past experience, expected future performance and management's estimate of the period over which the asset will provide economic benefit. For ships and barges, residual values are estimated based on the steel price, the estimated light displacement tonnage of the fleet and current trends in the price of recycling of ships. For the majority of the fleet, the steel price used is the average steel price for the last three years. For ships expected to be recycled in the next three years, the steel price at the previous year-end date is used. The evaluation of residual values and estimated useful lives for tank containers is based on the steel price of different grades of steel. In the case of terminals, the lives of terminals can range up to 40 years and the prices of steel and construction costs can vary across different terminals. If there is a material change in the estimated life of the terminal or price of steel, then the estimates are revised. Both estimated useful lives and the residual values are evaluated annually, and the effect of any change is considered as a revision of accounting estimates, and the effect is reflected in the future depreciation charge.	In order to achieve component accounting, the Group uses the weighted average useful economic life of the asset. In the case of ships, estimated useful lives of the components of the ships range from an estimated 25 to 30 years. However, actual lives of the components of ships or barges may be different depending on many factors such as quality of maintenance and repair and the type of product carried by the ships or barges which may result in a shorter or longer life. Future useful lives could be reduced based on customer preferences, new technological advances, governmental and industry regulations and the effects of climate changes. In the case of tank containers, the estimated useful life ranges between 10 and 20 years, depending on the supplier and the quality of steel used. Residual values are difficult to estimate given the long lives of ships, barges and tank containers, the uncertainty as to future economic conditions and the price of steel, which is considered as the main determinant of the residual price.	If the estimated economic useful life has to be reduced in future periods, an impairment loss or additional depreciation expense could result. A decrease in the useful life of the ship, barge, terminal or tank container or fall in the residual value would have the effect of increasing the annual depreciation charge and potentially resulting in an impairment loss. If the residual value is overestimated, this would reduce the annual depreciation and overstate the value of the assets. See Note 14 for further details.

Critical accounting judgements and key sources of estimation uncertainty continued

Critical accounting judgement or estimation	Sources of accounting judgement or estimation uncertainty	Effect if actual results differ from assumptions
Review of impairment triggers		
Under IAS 36, Impairment of Assets, external and internal sources of information are to be reviewed for potential triggers of asset impairment for each Cash Generating Unit ("CGU") in the business segments. External triggers include: • Observable indications of declining value of the CGU beyond normal use. • Adverse changes in the CGU's technological, market, economic or legal environment. • Increase in market interest rates which would affect the discount rate used in calculating the asset's value in use. • Carrying value of the net assets of the entity which was more than its market capitalisation. Internal triggers include: • Evidence of obsolescence or physical damage of the CGU's assets. • Significant adverse changes which have changed or will change how the CGU's assets are used. • Indications, through review of internal reports, that the economic performance of a CGU's assets are or will be worse than expected. • Other specific risks within each CGU. At November 30, 2023, the book equity of the Group was more than its market capitalisation. However, the market capitalisation has increased from the prior year. While the discount rate has increased from prior years, no unrecorded impairment was noted in the prior year, the expected cash flows have not deteriorated materially nor had any other external or internal trigger been noted. Therefore, no further testing was required for any of the CGUs.	There is significant judgement required to determine whether an external or internal trigger has been met. Uncertainties related to impairment triggers include: • Effect of future technological advances on the value of our assets. • Determination of the future effects of climate change on asset values. • Effect of current and expected future changes to the political environments in which the CGUs operate. • Changes in rules and regulations (for example, taxes on carbon usage). • Effect of market capitalisation, which has increased from the prior year but which is still less than the net assets of the entity. • Evaluation of factors related to the discount rate.	If the judgement applied in determining whether there was an impairment trigger was incorrect or the fact pattern on which it was based changes, this could result in an impairment test being required and, possibly, an impairment being reflected in the Consolidated Financial Statements.

Critical accounting judgements and key sources of estimation uncertainty continued

Critical accounting judgement	Sources of accounting judgement or estimation uncertainty	Effect if actual results differ from assumptions
Investments in joint ventures and associates		
The Consolidated Financial Statements include the Group's results and all other entities in which the Group has control, except where control over the operations is limited by significant participating interests held by another investor. The Group has $650.2 million in investments in and advances to joint ventures and associates. Determination of whether an entity is an investment in a joint venture or associate is based on certain relevant activities such as the ability to approve the operating and capital budgets of an entity and the ability to appoint key management personnel.	There are a number of areas where significant judgement is exercised to establish whether an entity needs to be consolidated or reported under the equity method of accounting. To establish whether an entity is a consolidated subsidiary, a joint venture or an associate, key areas of judgement include: • Qualitative analysis of an entity including review of, among other factors, its capital structure, contractual terms, key decisions requiring unanimous approval, related party relationships and the design of the entity. • Rights of partners regarding significant business decisions, including disposals and acquisitions of assets. • Board and management representation and ability to appoint key management personnel. • Potential voting rights. • Ability to make financing decisions. • Approval of operating and capital budgets and contractual rights of other shareholders. The exercise of judgement in these areas determines whether a particular entity is consolidated as a subsidiary or accounted for under the equity method.	If the judgement applied in determining the accounting treatment of an entity is incorrect or the fact pattern on which it is based changes, such entities may need to be consolidated or accounted for as an investment at cost. For example, it is possible that an investment is accounted for as a joint venture or associate using the equity method despite having an ownership interest exceeding 50%, where the investor does not exercise direct or indirect control over the investee. To the extent that the Group is deemed to control these entities, the entities would have to be consolidated. This would affect the balance sheet, income statement, statement of cash flows and debt covenants. See Note 17 for further details.

Critical accounting judgements and key sources of estimation uncertainty continued

Critical accounting judgement or estimation	Sources of accounting judgement or estimation uncertainty	Effect if actual results differ from assumptions
Claims Provisions		
The Group is exposed to substantial risks that are inherent in the industries the Company's businesses operate in and which may result in third-party claims and increased expenses. These may include marine disasters, such as collisions and other problems involving the Group's ships, as well as injuries, death, third-party property damage, explosions and other similar circumstances or events. For reported claims and incidents, the Group has established provisions for expected future losses and legal expenses on third-party claims. At November 30, 2023, Short-term and Long-term provisions for claims were \$319.4 million, which primarily relates to the *MSC Flaminia* Provision.	The provisions for claims are based on the following key judgements and estimations: • Historical trends and patterns of loss payments. • Replacement costs and inflation. • Results of litigation. • Economic location and public attitudes. • Relevant law and interpretation of case law. • Applicable insurance company estimates.	Amounts ultimately paid for losses and legal costs can vary significantly from the level of reserves originally set. If the judgement applied is incorrect or changes over time, this could result in future losses in the Consolidated Financial Statements. See Note 26 for further details.

Critical accounting judgements and key sources of estimation uncertainty continued

Critical accounting judgement or estimation	Sources of accounting judgement or estimation uncertainty	Effect if actual results differ from assumptions
Right-of-use assets and Lease liabilities		
Key judgements in applying IFRS 16, Leases ("IFRS 16") include whether to include extension options on leases, the discount rate to use to calculate the initial right-of-use asset and lease liability and determining the portion of lease payments representing non-lease services.	In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option. Extension options are only included in the lease term if the lease is reasonably certain to be extended and does not require the lessor to agree on new terms. The discount rate used to calculate the lease liability is the rate implicit in the lease, if it can be readily determined, or the lessee's incremental borrowing rate if not. As the rates implicit in the leases are not known, management uses the Group's incremental borrowing rate for all leases. The incremental borrowing rate is determined based on a series of inputs including: the risk free rate based on government bond rates; a country-specific risk adjustment; a credit risk adjustment; and an entity-specific adjustment where the entity risk profile is different to that of the Group. For time charters of a ship, the time charter payment must be split between the lease of a specific ship and the cost for crew, maintenance and other operating expenses. The Group has based the non-lease component on the cost to perform the same work for ships of similar classes as the ship under contract.	If the discount rate were to decrease by 1%, the right-of-use asset and lease liability would increase by $14.3 million. See Note 15 for further details.

3. Business and Geographic Segment Information

The Group has five reportable segments: Tankers, Terminals, Tank Containers, Stolt Sea Farm and Stolt-Nielsen Gas. The nature of these segments is described in Note 1. Reportable segments are defined as components of an enterprise for which separate financial information is available that is evaluated regularly by the chief operating decision makers in deciding how to allocate resources and in assessing performance. The Company's Executive Management team has been identified as the chief operating decision makers as they direct the allocation of resources to operating segments based on the net profit (loss) of each respective segment.

The Corporate and Other category includes corporate-related items, such as profit sharing and long-term incentive expenses for the Group, and the results of other insignificant operations not reportable under other segments.

The basis of measurement and accounting policies of the reportable segments are the same as those described in Note 2 and in the footnotes that support the financial statements. Inter-segment sales and transfers are not significant and have been eliminated and not included in the following table. Indirect costs and assets have been apportioned between the segments of the Group on the basis of corresponding direct costs and assets.

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

For the year ended and as of November 30, 2023	Tankers	Terminals	Tank Containers	Stolt Sea Farm	Stolt-Nielsen Gas	Corporate and Other	Total
Operating revenue	$ 1,709,839	$ 299,815	$ 699,504	$ 110,831	$ —	$ 229	$ 2,820,218
MSC Flaminia provision	—	—	(155,000)	—	—	—	(155,000)
Depreciation and amortisation	(160,410)	(64,101)	(53,571)	(8,592)	—	(5,647)	(292,321)
Share of profit (loss) of joint ventures and associates	44,214	25,922	1,989	—	(9,860)	—	62,265
Operating profit (loss)	371,076	104,968	(37,831)	24,352	(10,396)	(32,522)	419,647
Finance expense (a)	(60,900)	(40,664)	(15,886)	(3,830)	(6,058)	6,982	(120,356)
Finance income	393	261	530	—	—	6,558	7,742
Profit (loss) before income tax	309,216	64,445	(56,489)	20,054	(15,085)	(12,707)	309,434
Income tax (expense) benefit	(3,816)	(14,432)	18,089	(5,065)	—	(7,559)	(12,783)
Net profit (loss)	305,400	50,013	(38,400)	14,989	(15,085)	(20,266)	296,651
Balance Sheet							
Capital expenditures (b)	102,283	76,320	68,154	17,573	—	5,772	270,102
Investments in and advances to joint ventures and associates	237,940	308,268	27,853	—	76,102	—	650,163
Intangible assets and goodwill	10,489	1,584	18,730	317	—	9,163	40,283
Segment assets	2,117,714	1,387,962	666,447	153,711	133,889	524,000	4,983,723

a. Interest is allocated to the business segments based on the average interest rate of the Group times a percentage of each segment's net asset base.
b. Capital expenditures include additions to property, plant and equipment, net of grant receipts, drydocking, ship deposits and intangible assets other than goodwill. Capital expenditures do not include capitalised right-of-use assets.

For the year ended and as of November 30, 2022	Tankers	Terminals	Tank Containers	Stolt Sea Farm	Stolt-Nielsen Gas	Corporate and Other	Total
Operating revenue	$ 1,497,108	$ 276,177	$ 894,647	$ 102,688	$ –	$ 1,223	$ 2,771,843
Depreciation and amortisation	(158,399)	(62,784)	(47,290)	(7,813)	–	(5,837)	(282,123)
Share of profit (loss) of joint ventures and associates	30,001	25,111	1,470	–	(2,619)	–	53,963
Operating profit (loss)	205,124	89,208	172,728	19,544	(3,028)	(36,044)	447,532
Finance expense (a)	(55,305)	(36,957)	(14,144)	(3,501)	(5,638)	(18,243)	(133,788)
Finance income	432	313	668	–	–	2,566	3,979
Profit (loss) before income tax	149,562	51,896	156,681	15,875	(8,635)	(56,460)	308,919
Income tax expense	(3,311)	(6,731)	(12,500)	(4,872)	–	(650)	(28,064)
Net profit (loss)	146,251	45,165	144,181	11,003	(8,635)	(57,110)	280,855
Balance Sheet							
Capital expenditures (b)	99,384	68,377	28,830	5,356	–	5,906	207,853
Investments in and advances to joint ventures and associates	234,137	281,141	25,865	–	81,801	–	622,944
Intangible assets and goodwill	6,223	1,882	15,879	240	–	11,655	35,879
Segment assets	2,114,816	1,328,731	624,689	130,247	160,944	369,483	4,728,910

a. Interest is allocated to the business segments based on the average interest rate of the Group times a percentage of each segment's net asset base. It also includes the Loss on early extinguishment of debt.
b. Capital expenditures include additions to property, plant and equipment, net of grant receipts, drydocking, ship deposits and intangible assets other than goodwill. Capital expenditures do not include capitalised right-of-use assets.

The following table sets out operating revenue by country for the reportable segments. Tankers, Terminals and Tank Containers' operating revenue is allocated on the basis of the country in which the cargo is loaded. SSF operating revenue is allocated on the basis of the country in which the sale is generated.

(in thousands)	For the years ended November 30, 2023	2022
Operating Revenue:		
Tankers:		
US	**$ 533,074**	$ 484,429
South America	**94,878**	37,398
The Netherlands	**116,445**	101,264
Belgium	**66,484**	72,356
Other Europe	**92,750**	82,902
South Korea	**63,001**	54,449
Malaysia	**87,340**	73,543
Indonesia	**142,238**	72,896
China	**101,708**	96,852
Other Asia	**71,394**	105,389
Saudi Arabia	**112,654**	82,839
Qatar	**56,025**	39,091
Other Middle East	**91,406**	113,532
Africa	**67,224**	77,602
Other	**13,218**	2,566
	$ 1,709,839	$ 1,497,108
Terminals:		
US	**$ 176,631**	$ 164,742
Singapore	**42,263**	40,109
Australia and New Zealand	**19,612**	16,480
Brazil	**25,449**	22,743
United Kingdom	**21,314**	19,640
The Netherlands	**14,546**	12,463
	$ 299,815	$ 276,177
Tank Containers:		
US	**$ 135,233**	$ 144,087
South America	**39,891**	48,575
France	**54,044**	75,194
The Netherlands	**43,186**	54,697
Italy	**24,168**	30,489
Germany	**16,250**	24,233
Other Europe	**35,212**	50,001
Singapore	**81,602**	117,189
Japan	**24,521**	39,701
China	**114,302**	161,799
India	**27,043**	40,950
Other Asia	**39,497**	60,870
Middle East	**22,623**	25,735
Other	**41,932**	21,127
	$ 699,504	$ 894,647
Stolt Sea Farm:		
US	**$ 7,097**	$ 6,199
Spain	**40,420**	38,368
France	**16,798**	15,808
Italy	**17,398**	16,364
Germany	**5,943**	4,519
Other Europe	**22,789**	21,106
Other	**386**	324
	$ 110,831	$ 102,688

There were no customers of Tankers, Terminals, Tank Containers or SSF segments that accounted for more than 10% of the consolidated operating revenue for the years ended November 30, 2023 and 2022.

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

For the year ended November 30, 2023 (in thousands)	Tankers	Terminals	Tank Containers	Stolt Sea Farm	Other	Total
Operating revenue recognised over time:						
Freight revenue	$ 1,473,908	$ –	$ 506,264	$ –	$ –	$ 1,980,172
Storage and throughput revenue	–	202,310	–	–	–	202,310
	1,473,908	202,310	506,264	–	–	2,182,482
Operating revenue recognised at a point in time:						
Demurrage, bunker surcharge and ancillary revenue	235,931	–	193,240	–	–	429,171
Turbot and sole	–	–	–	110,831	–	110,831
Railcar revenue	–	22,480	–	–	–	22,480
Utility revenue	–	30,840	–	–	–	30,840
Dock, product handling and other revenue	–	44,185	–	–	229	44,414
	235,931	97,505	193,240	110,831	229	637,736
	$ 1,709,839	**$ 299,815**	**$ 699,504**	**$ 110,831**	**$ 229**	**$ 2,820,218**

For the year ended November 30, 2022 (in thousands)	Tankers	Terminals	Tank Containers	Stolt Sea Farm	Other	Total
Operating revenue recognised over time:						
Freight revenue	$ 1,226,124	$ –	$ 679,787	$ –	$ –	$ 1,905,911
Storage and throughput revenue	–	183,205	–	–	–	183,205
	1,226,124	183,205	679,787	–	–	2,089,116
Operating revenue recognised at a point in time:						
Demurrage, bunker surcharge and ancillary revenue	270,984	–	214,860	–	–	485,844
Turbot and sole	–	–	–	102,688	–	102,688
Railcar revenue	–	24,595	–	–	–	24,595
Utility revenue	–	29,037	–	–	–	29,037
Dock, product handling and other revenue	–	39,340	–	–	1,223	40,563
	270,984	92,972	214,860	102,688	1,223	682,727
	$ 1,497,108	**$ 276,177**	**$ 894,647**	**$ 102,688**	**$ 1,223**	**$ 2,771,843**

The following table sets out non-current assets excluding long-term deferred income tax assets and long-term pension assets by country for the reportable segments. Non-current assets include property, plant and equipment, right-of-use assets, intangible assets, investments in and advances to joint ventures and associates, investment in equity and debt instruments and certain other non-current assets.

Non-current assets by country are only reportable for the Terminals and Stolt Sea Farm operations. Stolt Tankers, Stolt Tank Containers and Stolt-Nielsen Gas operations operate on a worldwide basis and are not restricted to specific locations. Accordingly, it is not possible to allocate the assets of these operations to specific countries. The total net book value of non-current assets for Tankers amounted to $1,812.4 million and $1,845.5 million at November 30, 2023 and 2022, respectively. For Stolt Tank Containers, the total net book value of non-current assets amounted to $482.9 million and $424.3 million at November 30, 2023 and 2022, respectively. For Stolt-Nielsen Gas, the net book value of non-current assets amounted to $123.3 million and $153.5 million for the years ended November 30, 2023 and 2022, respectively.

(in thousands)	As of November 30, 2023	2022
Non-current Assets:		
Terminals:		
US	**$ 440,126**	$ 442,955
The Netherlands	**54,772**	56,149
Singapore	**196,458**	205,192
Australia and New Zealand	**145,747**	145,057
United Kingdom	**118,727**	89,512
Brazil	**49,892**	43,719
South Korea	**123,738**	117,423
Belgium	**115,879**	107,311
China	**35,707**	37,199
Taiwan	**24,309**	12,787
Other	**9,834**	7,921
	$ 1,315,189	$ 1,265,225
Stolt Sea Farm:		
Spain	**$ 48,847**	$ 38,008
Norway	**812**	861
Portugal	**12,924**	9,211
Iceland	**9,581**	10,236
France	**1,263**	1,377
	$ 73,427	$ 59,693

The Group has no material operating revenue or non-current assets in Bermuda, its country of domicile.

4. Operating Revenue

Accounting policy

Operating revenue is recognised when performance obligations are met, which transfer the control of goods or provide services to the customer, at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, net of discounts and sales taxes.

Costs to obtain a contract are immediately expensed when the related revenue is expected to be recognised within one year.

(i) Tankers

Operating revenue is recognised upon delivery of services in accordance with the terms and conditions of the contract of affreightment or spot contract and such services are performed over time. For voyages in progress at the end of a period, the uncertainty and the dependence on estimates are greater than for finalised voyages. The Group recognises a percentage of the estimated revenue for the voyage equal to the percentage of the estimated duration of the voyage completed at the balance sheet date. Demurrage and other revenues are uncertain elements of revenue and are recognised when incurred and generally invoiced at the end of the month.

The Group operates the Stolt Tankers Joint Service (the "Joint Service"), an arrangement in which the Group acts as the principal for the delivery of services and provides the coordinated marketing, operation and administration of deep-sea intercontinental parcel tankers owned or chartered by the Group. As the Group acts as the principal in the arrangement, all revenue relating to the Joint Service is recognised on a gross basis in the income statement. Certain ships that are not owned by the Group are time chartered by the Group from participants in the Joint Service. The time charter expense is calculated based upon the combined operating revenue of the ships which participate in the Joint Service less combined voyage expenses, overhead costs, and commissions to outside brokers and upon each ship's cargo capacity, its number of operating days during the period, and its assigned earnings factor.

(ii) Terminals

Tank storage rentals, including minimum guaranteed throughputs, are recognised over the contractual period during which the services are rendered. These charges are mostly due at the beginning of the month to which such charges relate. Operating revenue from additional throughput fees, ancillary fees, and railcar storage, loading, switching and other fees based on actual usage are recognised at the point in time when those services are delivered.

(iii) Tank Containers

Transportation revenue is recognised upon delivery of services in accordance with the agreement with customers and is recognised over time using a measure of progress. For tank container movements in progress at the end of a period, the uncertainty and the dependence on estimates are greater than for finalised movements. The Group recognises a percentage of the estimated revenue for the movement using the percentage of effort ('input method') required at origin and destination. Demurrage and other revenues are uncertain elements of revenue and are recognised when incurred and generally invoiced at the end of the month.

(iv) SSF

Operating revenue is recognised when performance obligations are satisfied by transferring control of a good or service to the customer. Where the terms of sale are free on board, operating revenue is recognised on dispatch of products to the customer. Operating revenue is recognised on delivery where the terms of sale include costs, insurance, freight and destination duty paid. The amount recorded as revenue includes all amounts recognised according to the terms of sale, including shipping and handling costs billed to customers, and after deductions for claims or returns of goods, rebates and allowances against the price of goods.

An analysis of the Group's operating revenue for the year (excluding finance income – see Note 8), is as follows:

	For the years ended November 30,	
(in thousands)	**2023**	2022
Operating revenue from the rendering of services	**$ 2,709,387**	$ 2,669,155
Operating revenue from the sale of goods	**110,831**	102,688
	$ 2,820,218	$ 2,771,843

Operating revenue generated by the Joint Service in Tankers under contracts of affreightment was approximately 51% and 55% of the Joint Service's total revenue for the years ended November 30, 2023 and 2022, respectively. All other revenue generated is from spot contracts.

Payment terms generally do not have a financing element. Variable consideration is limited to that related to variable costs which are contractually passed on to the customer and uncertain revenues such as demurrage.

5. Operating Expenses

Accounting policy

(i) Tankers

Tankers operating expenses include costs directly associated with the operation and maintenance of the parcel tankers and barges. These types of costs include time charter costs, the service element of leases, bunker fuel costs, port costs, manning costs (for example, ship personnel and benefits), sublet costs, repair and maintenance of tankers, commission expenses, barging and trans-shipment costs, canal transit costs, insurance premiums and other ship-owning expenses (for example, agency fees, provisions, ship supplies, cleaning, cargo survey costs and foreign exchange hedging costs).

(ii) Terminals

Operating expenses of Terminals consist of costs directly associated with the operation and maintenance of the terminals. These types of costs include labour and employee benefit costs, utilities, rail car hire expenses, real estate taxes for sites, maintenance and repair costs, regulatory expenses, disposal costs, storage costs and other operating expenses (for example, insurance, survey costs, cleaning, line haul, rail costs and tank car hire costs).

(iii) Tank Containers

Operating expenses of Tank Containers consist of costs directly associated with the operation and maintenance of the tank containers. These types of costs include ocean and inland freight charges, short-term tank rental expenses, cleaning and survey costs, additional costs (services purchased and charged through to customers), maintenance and repair costs, storage costs, insurance premiums and other operating expenses (for example, depot expenses, agency fees and refurbishing costs).

(iv) SSF

SSF operating expenses include production cost of goods sold ('PCOGS'), which are costs incurred for the production of juvenile fish and the subsequent growing of juvenile fish into adult fish ready for market. These PCOGS include costs to produce eggs for fertilisation, onsite labour/personnel costs, feed costs, energy costs, contract grower fees, repair and maintenance costs, oxygen costs and veterinary fees. Other costs included within operating expenses are costs of fish purchased from third parties, freight costs to customers, all primary and secondary processing and packaging costs, distribution and handling costs, storage, import duties, inventory write downs, mortality losses and fair value movements.

Operating expenses comprised the following:

(in thousands)	For the years ended November 30, 2023	2022
Bunker fuel costs	**$ 334,802**	$ 379,310
Charter and lease expenses	**303,084**	234,435
Ocean and inland freight charges	**250,153**	405,687
Operating employees' benefit expenses	**212,555**	199,896
Port charges	**179,546**	159,540
Maintenance and repairs	**69,678**	59,611
Cleaning costs	**45,409**	42,004
Tank container ancillary billable costs	**46,950**	56,297
Repositioning of tank containers	**38,486**	34,015
Ship supplies and provisions	**33,858**	31,666
Storage and other tank container move-related costs	**29,246**	27,714
Facilities and utilities	**33,069**	32,360
Expenses related to biological assets	**38,245**	23,831
Commissions	**35,339**	28,111
Insurance	**24,384**	32,950
Service element of leases	**19,891**	19,529
Voyage costs	**12,172**	16,851
Barging and trans-shipments	**5,423**	12,014
Owning costs	**7,700**	9,687
Packing expenses	**6,376**	7,937
Regulatory costs	**7,769**	4,385
Rail expenses	**6,106**	6,269
Sublet expenses	**5,487**	8,778
Purchase of biological assets	**1,768**	7,264
Biological assets market valuation adjustment	**(3,914)**	974
Other expenses	**2,211**	10,493
Total operating expenses	**$ 1,745,793**	$ 1,851,608
Legal claims provision (see Note 26)	**$ 155,000**	$ –

An analysis of administrative and general expenses is as follows:

(in thousands)	For the years ended November 30, 2023	2022
Administrative and general employees' benefit expenses	**$ 213,641**	$ 197,232
Information systems	**16,869**	14,958
Professional fees	**12,281**	9,918
Travel and entertainment expenses	**7,620**	5,567
Office expenses	**7,314**	5,726
Legal fees	**2,455**	3,282
Management fee to joint venture	**2,613**	1,928
Investor relations and publicity	**2,433**	1,441
Communication expenses	**1,101**	961
Office lease expenses	**1,305**	1,191
Board fees and expenses	**1,803**	908
Bank non-interest fees	**1,602**	1,768
Other	**2,375**	4,142
Total administrative and general expenses	**$ 273,412**	$ 249,022

An analysis of employee benefit expenses included in operating expenses and administrative and general expenses is as follows:

	For the years ended November 30,			
(in thousands, except employee data)		2023		2022
Salaries	$	**282,808**	$	269,383
Profit sharing and long-term incentive programmes		**38,845**		34,921
Social security expenses		**23,568**		20,694
Pension expenses for defined contribution plans (Note 25)		**20,990**		20,451
Temporary and contract employees		**14,739**		10,420
Travel of seafarers and relocation		**13,804**		14,999
Medical and life insurance		**12,155**		11,280
Training		**7,733**		5,652
Expatriate expenses		**1,401**		1,212
Pension expenses for defined benefit plans and post-retirement benefit plan (Note 25)		**906**		1,120
Other benefits		**9,247**		6,996
Total employee benefit expenses	$	**426,196**	$	397,128
Average number of employees:				
Tankers*		**4,632**		4,652
Tank Containers		**823**		805
Terminals		**627**		607
Stolt Sea Farm		**522**		494
Other		**78**		65
Total average number of employees		**6,682**		6,623

* Including seafarers working on joint venture or third-party ships.

6. Auditors' Remuneration

The analysis of auditors' remuneration is as follows:

	For the years ended November 30,			
(in thousands)		2023		2022
Fees payable to the Group auditors and associates for the audit of the Consolidated Financial Statements and subsidiary statutory audits	$	**3,006**	$	2,832
Fees payable to the Group auditors and associates for other services as detailed below		**296**		286
Total fees	$	**3,302**	$	3,118
Tax services	$	**27**	$	43
Half-year reviews		**120**		100
Other		**149**		143
Total non-audit fees	$	**296**	$	286

The audit and non-audit fees relate to PricewaterhouseCoopers LLP and its associate firms.

7. Gain on Disposal of Assets, net

Gain (loss) on disposal of assets, net, comprised the following:

	For the years ended November 30,	
(in thousands)	**2023**	2022
Gain on sale of ships	**$ 2,994**	$ 4,549
Gain on sale of tank containers	**923**	1,329
Gain on sale of fixed asset investments	**–**	704
Loss on sale of other assets	**(311)**	(1,020)
	$ 3,606	$ 5,562

During 2023, gain on sale of ships includes $3.0 million on the sale of *Stolt Guillemot*.

During 2022, gain on sale of ships includes $2.9 million on the recycling of *Stolt Groenland* and $1.6 million on the sale of *Stolt Shearwater*.

8. Finance Expenses and Income

Accounting policy

(i) Finance expenses

Finance expenses are recognised in the income statement as they accrue, using the effective interest method.

For finance leases, lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

(ii) Finance income

Finance income is recognised in the income statement as it accrues, using the effective interest method.

	For the years ended November 30,	
(in thousands)	**2023**	2022
Finance expense on debt		
Interest on loans	**$ 107,856**	$ 101,831
Amortisation of debt issuance costs	**5,287**	7,585
Realised gain on interest rate swaps (Note 22)	**(6,434)**	(532)
Commitment fees	**2,577**	3,749
Other interest expense	**1,211**	406
Total interest expense	**110,497**	113,039
Less interest capitalised to property, plant and equipment	**(1,530)**	(851)
	$ 108,967	$ 112,188
Loss on early extinguishment of debt		
Debt issuance costs and fees on early extinguishment of the Export-Import Bank of China ("CEXIM") and Standard Chartered Bank debt	**$ –**	$ 11,149
Finance expense on lease liabilities		
Interest on lease liabilities	**$ 11,389**	$ 10,451
Finance income		
Interest from joint ventures	**$ 872**	$ 1,911
Interest on bank deposits	**6,412**	1,869
Other	**458**	199
	$ 7,742	$ 3,979

The average interest rates used to capitalise interest to property, plant and equipment were 5.5% and 5.1% for 2023 and 2022, respectively.

9. Income Tax

Accounting policy

Income tax represents the sum of current tax and deferred tax. Income tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case the tax treatment follows the accounting treatment for the underlying item.

Current tax is the sum of tax payable in respect of the taxable profit for the current year and any adjustment to tax payable in respect of previous years. Taxable income differs from profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

The Group operates in many territories with complex and varied tax systems. Management exercises judgement in relation to the level of provision required in respect of uncertain tax positions. For positions not agreed with tax authorities where different interpretations of legislation could lead to a range of outcomes, judgements are made for each position considering particular circumstances and advice obtained.

Deferred tax is the tax expected to be payable or recoverable on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used in the calculation of taxable income. The following temporary differences are not provided for: the initial recognition of goodwill for which no tax deduction is available; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination; and differences relating to investments in subsidiaries and joint ventures if it is probable that the temporary difference will not reverse in the foreseeable future and the Group can control the reversal. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and recognised only to the extent that it is probable that sufficient future taxable income will be available to allow the asset to be utilised based on Board-approved budgets and up-to-date expectations of future trading. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off and where the balances relate to the same taxation authority. Current tax assets are set off against current tax liabilities when they relate to income taxes levied by the same taxation authority. The Group intends to settle its current tax assets and liabilities on a net basis. The Company is incorporated in Bermuda, which is a non-taxable jurisdiction for the years ended November 30, 2023 and 2022.

The following tables present the components of the income tax expense for the years ended November 30, 2023 and 2022:

	For the years ended November 30,	
(in thousands)	**2023**	2022
Current income tax expense	**$ 21,152**	$ 15,683
Adjustments in respect of prior years	**(4,815)**	734
	16,337	16,417
Deferred income tax (benefit) expense	**(2,287)**	10,883
Adjustments in respect of prior years	**(1,267)**	764
	(3,554)	11,647
Total income tax expense	**$ 12,783**	$ 28,064

The following reconciles the actual income tax expense to income taxes computed at the Bermuda statutory tax rate of nil:

(in thousands)	For the years ended November 30, 2023	2022
Profit before income tax expense	**$ 309,434**	$ 308,919
Tax at the Bermuda statutory tax rate	**–**	–
Differences between the Bermuda and other tax rates	**130,673**	101,816
Non-taxable income and disallowed expenses	**(112,975)**	(80,778)
Provision for uncertain tax positions, net of releases	**10,877**	2,712
Changes in the recognition of tax losses	**(553)**	2,006
Adjustments in respect of prior years	**(3,559)**	1,498
Other differences, net	**(11,680)**	810
Total income tax expense	**$ 12,783**	$ 28,064

The non-taxable income arises because substantially all of the Group's international tanker operations are carried out in subsidiaries incorporated in the Netherlands, which imposes income tax on a fixed profit calculated by reference to the deadweight tonnage of the ships in the fleet rather than on the operating profits of the business. The Group incurred tonnage tax in the Netherlands of $0.6 million and $0.5 million for the years ended November 30, 2023 and 2022, respectively, which is included in Other operating expense.

The following are the major deferred tax (liabilities) assets recognised and the movement thereon:

(in thousands)	Accelerated tax depreciation	Retirement benefit obligations	Tax losses	Derivatives	Other	Total
Balance, December 1, 2021	**$ (89,226)**	**$ 5,909**	**$ 26,283**	**$ 582**	**$ (2,335)**	**$ (58,787)**
(Charge) credit to income statement	(127)	55	(11,914)	–	339	(11,647)
Charge to Other comprehensive income	–	(2,993)	–	(1,128)	(884)	(5,005)
Exchange differences	808	(119)	(342)	–	348	695
Balance, November 30, 2022	**$ (88,545)**	**$ 2,852**	**$ 14,027**	**$ (546)**	**$ (2,532)**	**$ (74,744)**
(Charge) credit to income statement	(1,625)	(368)	3,220	–	2,327	3,554
Credit (charge) to Other comprehensive income	–	(343)	–	1,169	–	826
Reallocations	2,384	(3,278)	–	–	492	(402)
Exchange differences	(465)	–	(9)	(3)	(129)	(606)
Balance, November 30, 2023	**$ (88,251)**	**$ (1,137)**	**$ 17,238**	**$ 620**	**$ 158**	**$ (71,372)**

Certain deferred tax assets and liabilities have been offset when there is a legally enforceable right to set off. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

	As of November 30,	
(in thousands)	**2023**	2022
Deferred tax liabilities	**$ (90,516)**	$ (80,232)
Deferred tax assets	**19,144**	5,488
	$ (71,372)	$ (74,744)

The following is an analysis of the deferred taxes as of November 30, 2023 that are expected to be recovered or settled less than and more than twelve months after November 30, 2023:

(in thousands)	Less than 12 Months	More than 12 Months	Total
Deferred tax liabilities	$ (1,719)	$ (88,797)	$ (90,516)
Deferred tax assets	266	18,878	19,144
	$ (1,453)	**$ (69,919)**	**$ (71,372)**

As of November 30, 2023, the Group has recognised deferred tax assets on unused national corporate tax losses of $115.9 million (2022: $62.4 million) and unused regional tax losses of $54.3 million (2022: $30.2 million) available for offset against future profits. A deferred tax asset of $18.6 million at November 30, 2023 (2022: $24.0 million) has not been recognised in respect of losses carried forward at the balance sheet date of $69.3 million (2022: $25.8 million). These losses have arisen in Group companies where profits are not forecast for the foreseeable future.

Deferred income tax liabilities of $14.6 million at November 30, 2023 (2022: $12.3 million) have not been recognised for the withholding tax and other taxes that would be payable on the undistributed earnings of certain subsidiaries. Such amounts are considered permanently reinvested, which means that the deferred income tax liabilities will not be realised in the foreseeable future. Undistributed earnings totalled $3.9 billion at November 30, 2023 (2022: $4.0 billion).

The Group's income tax provisions are made in line with Group accounting policy. However, amounts asserted by tax authorities could be greater or less than the amounts accrued and reflected in the Group's consolidated balance sheet. Accordingly, provisions have been made to reflect uncertainties in tax positions. Provisions made for uncertain tax positions may be revised in future periods as underlying matters are resolved or as they develop.

During 2021, the Organisation for Economic Co-operation and Development published a framework for the introduction of a global minimum effective tax rate of 15%, applicable to large multinational groups ('Pillar II'). During 2023, several of the territories in which the Group operates, including the Netherlands and the United Kingdom, introduced the legislation giving effect to this framework. The Group continues to review legislation and further developments in this area to understand any potential impacts. Based on current legislation, we expect this framework to apply to the Group with effect from December 1, 2024. On May 23, 2023, the IASB issued International Tax Reform – Pillar II Model Rules – Amendments to IAS12 to clarify the application of IAS12 Income Taxes. This included a mandatory temporary exception to the accounting for deferred income taxes arising from the implementation of the Pillar II rules (including Qualifying Domestic Minimum Top-Up Tax) which the Group is applying.

On December 8, 2023, Bermuda introduced the Corporate Income Tax Act 2023 which effectively levies a corporate income tax of 15% on Bermuda businesses that are part of Multinational Enterprise Groups with annual revenue in excess of €750 million. This will apply to the Group from December 1, 2025 and we are currently assessing the impact this will have on the Group, which will be reported on during 2024.

10. Cash and Cash Equivalents

Accounting policy

Cash and cash equivalents comprise cash balances and short-term time deposits with an original duration of less than three months, which are subject to an insignificant risk of changes in value.

	As of November 30,	
(in thousands)	2023	2022
Cash deposit	$ **176,780**	$ 71,040
Short-term time deposits	**269,735**	81,101
Cash and cash equivalents	$ **446,515**	$ 152,141

Cash and cash equivalents comprise cash and short-term time deposits held by the Group.

11. Receivables, Net

Accounting policy

Trade and other receivables are recognised initially at transaction price and are subsequently stated at amortised cost, less allowances for expected credit losses. The Group measures the loss allowance for trade receivables at an amount equal to the lifetime expected credit losses. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to its recognised amount is recognised as an impairment loss or a reversal of an impairment loss in the income statement. Trade and other receivables are written off (either partially or in full) when there is no reasonable expectation of recovery.

Contract assets represent the right to receive consideration for goods or services transferred to the customer. If the Group partially satisfies its performance obligations by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional on further performance obligations being satisfied.

A trade receivable represents the Group's right to an amount of consideration where all performance obligations have been satisfied. Accrued revenue are trade receivables which have not yet been invoiced to customers.

Expected credit losses on trade receivables are calculated by using the provision matrix approach. The provision matrix is determined based on historical observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates.

Provision for expected credit losses is made when the Group does not expect to collect all amounts due. Changes in estimation basis or in economic conditions could lead to a change in the level of provision recorded and, consequently, on the charge or credit to profit or loss.

Impairment on receivables is measured as lifetime expected credit losses.

	As of November 30,	
(in thousands)	2023	2022
Customer trade receivables	$ **319,826**	$ 347,457
Contract assets	**14,124**	15,433
Receivable from Deltech Corporation ("Deltech") (see Note 19)	**13,000**	–
Accrued revenue	**7,831**	7,556
Insurance receivable	**1,241**	–
Interest	**536**	1,464
Other	**6,039**	3,438
	362,597	375,348
Allowance for impairment on customer trade and accrued receivables	**(21,278)**	(21,618)
Receivables, net	$ **341,319**	$ 353,730

Decrease in customer trade receivables is due to lower prices at STC. See Note 21 for an analysis of the credit risk of receivables.

Contract assets

A contract asset has been recorded for STC's transportation revenue which has been earned but not yet invoiced. Contract assets are typically invoiced within a month of any accrual.

(in thousands)	2023 <1 year	2023 >1 year	2022 <1 year	2022 >1 year
Balance, December 1	$ 15,433	$ –	$ 15,068	$ –
Transfer to trade receivables	(507,573)	–	(679,422)	–
Revenue recognised (current year performance obligations)	506,264	–	679,787	–
Balance, November 30	$ 14,124	$ –	$ 15,433	$ –

12. Inventories, Net

Accounting policy

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on the first-in, first-out principle and includes expenditures incurred in acquiring the inventories and bringing them to their existing location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

The cost of items transferred from biological assets to inventory is the fair value less costs to sell at the date of harvest.

Inventories as of November 30, 2023 and 2022 consisted of the following:

November 30, 2023 (in thousands)	Terminals	SSF	Other	Total
Raw materials	$ –	$ 261	$ 107	$ 368
Consumables	576	–	1,768	2,344
Finished goods	–	5,678	–	5,678
	$ 576	$ 5,939	$ 1,875	$ 8,390

November 30, 2022 (in thousands)	Terminals	SSF	Other	Total
Raw materials	$ –	$ 292	$ 93	$ 385
Consumables	518	–	1,906	2,424
Finished goods	–	7,373	–	7,373
	$ 518	$ 7,665	$ 1,999	$ 10,182

The cost of inventory included in operating expenses in 2023 and 2022 was $59.3 million and $50.2 million for Stolt Sea Farm, $7.9 million and $7.8 million for Stolt Tank Containers and nil and $0.1 million for Stolthaven Terminals, respectively. No inventory was written down in the years ended November 30, 2023 and 2022. Bunkers of $43.9 million and $45.1 million were included in prepaid expenses at November 30, 2023 and 2022, respectively.

13. Biological Assets

Accounting policy

Biological assets primarily comprised turbot and sole, which include fish with and without an active market for sale ('mature' and 'juvenile' fish), which are farmed by the Group.

Turbot is considered 'mature' when it weighs more than 300 grams, while juvenile turbot weighs less than 300 grams. Sole is considered mature at 200 grams. All mature turbot and sole are held at fair value less costs to sell and costs related to packaging. Gains and losses from changes in fair value are recognised in the income statement. Fair value is determined on the basis of quoted prices in the principal market for the fish, where such information is available. The fair value adjustment on biological assets has no cash impact and does not affect the result of operations before unrealised fair value adjustments.

Juvenile turbot and sole are carried at cost less provision for impairment, as management does not believe that reliable fair values exist. This approach is used to measure juvenile turbot and sole for the following reasons:

- *There is no active market for juvenile turbot or sole.*
- *A non-active market price based on discounted cash flows requires a number of variables and assumptions which historically cannot be reliably determined. Key variables and assumptions for turbot and sole include mortality rate, time to maturity, rate of growth and market price at the point of harvest. Given the specific circumstances for juvenile assets, any assumptions are subjective.*
- *The extent of these uncertainties also results in difficulty in determining the appropriate discount rate.*

A fair value adjustment is made at the point when previously juvenile turbot and sole is considered to mature. These fair value adjustments are recognised in the income statement.

After harvest, the produce from harvest is treated as inventory and the fair value at the point of harvest is treated as the cost of the inventory.

Biological assets in the balance sheet

	As of November 30,	
(in thousands)	2023	2022
Turbot and sole	**$ 54,812**	$ 46,181

Biological assets are the work in process: live turbot and sole that are in the process of growing to marketable size. The biological assets are transferred to inventory after being harvested. See Note 12.

Reconciliation of changes in book value of turbot and sole

(in thousands)	2023	2022
Balance at December 1,	**$ 46,181**	$ 50,344
Increases owing to production and purchases	**63,435**	52,424
Gain (loss) from change in fair value	**3,914**	(974)
Effect of changes in foreign currency rates	**1,857**	(4,397)
Decreases owing to mortalities	**(1,136)**	(894)
Transfer to inventory	**(59,439)**	(50,322)
Balance at November 30,	**$ 54,812**	$ 46,181

The cost of inventory sold which has been included in operating expenses was $59.3 million and $50.2 million for the years ended November 30, 2023 and 2022, respectively.

Fair value adjustments on biological assets in the income statement

(in thousands)	For the years ended November 30, 2023	2022
Total fair value adjustment of turbot and sole recognised in operating expenses	**$ 3,914**	$ (974)

Value of biological assets at fair value

(in thousands)	As of November 30, 2023	2022
Total turbot and sole held at fair value included in the balance sheet	**$ 50,751**	$ 43,048

Volumes of biomass

(in tonnes)	For the years ended and as of November 30, 2023	2022
Volume of biomass harvested during the year (live weight)	**8,250**	7,556
Volume of biomass in the water at year end (live weight)	**4,310**	4,446

Value of juvenile biological assets at cost

(in thousands)	As of November 30, 2023	2022
Total turbot and sole held at cost included in the balance sheet	**$ 4,061**	$ 3,133

The income statement impact relating to the change in carrying value when juvenile assets have reached maturity is immaterial for the years ended November 30, 2023 and 2022.

The Group is exposed to risks arising from fluctuations in the price of turbot and sole and monitors the effect of price changes on profitability.

14. Property, Plant and Equipment

Accounting policy

(i) Recognition and measurement

Property, plant and equipment is stated at cost less accumulated depreciation and any recognised impairment loss.

Cost includes expenditures that are directly attributable to the acquisition of the asset. Borrowing costs directly attributable to the construction of significant assets are added to the cost of such assets until they are ready for their intended use. The cost of ships includes the contract price, pre-delivery costs incurred during the construction of newbuildings, borrowing costs and any material expenses incurred upon acquisition such as improvements and delivery expenses to prepare the ships for their initial voyage.

(ii) Depreciation

Depreciation is charged to the income statement on a straight-line basis over the estimated useful life of each component of an item of property, plant and equipment. Land and assets under construction are not depreciated. Property, plant and equipment is depreciated to a residual value which reflects management's estimate of scrap value or otherwise recoverable value at the end of the estimated useful life of the asset. Residual values and economic lives are reviewed annually.

(iii) Subsequent costs – drydocking costs

Upon acquisition of a ship, the estimated cost of each component of drydocking is deducted from the initial cost of the ship and separately capitalised and depreciated over its estimated life. Ships drydock every five years thereafter. After a ship is 15 years old, a shipping society classification intermediate survey is performed between the second and third year of the five-year drydocking period. The Group capitalises a substantial portion of the costs incurred during drydocking, including the survey costs, and depreciates those costs on a straight-line basis from the time of completion of a drydocking or intermediate survey based on the estimated life of each component of the drydocking. The residual value of the drydocking components is zero. The Group expenses costs related to routine repairs and maintenance incurred during drydocking that do not improve or extend the useful lives of the ships. If the drydock results in an extension of the life of a ship, then the estimated useful life of the ship is changed accordingly.

(iv) Impairment of tangible and intangible assets with finite useful lives

Tangible assets and intangible assets with finite lives are tested for impairment if there are indications of impairment. The carrying amounts of the Group's tangible and finite-lived intangible assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated to determine the extent of any impairment loss. Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Ship newbuildings and other assets under construction are tested for impairment when there is an indication of impairment.

The Group measures the recoverable amount of assets by comparing their carrying amount with the higher of their fair value less costs of disposal ("FVLCD") or value in use ("VIU").

FVLCD is determined as the amount that would be obtained from the sale of the asset in an orderly transaction between market participants. FVLCD is generally determined as the present value of the estimated future cash flows expected to arise from the continued use of the asset, including any expansion projects, and its eventual disposal, using assumptions that an independent market participant may take into account. These cash flows are discounted at an appropriate rate to arrive at a net present value of the asset.

VIU is determined as the present value of the estimated future cash flows expected to arise from the continued use of the asset in its present form and its eventual disposal. VIU is determined by applying assumptions specific to the Group's continued use and cannot take into account future development. These assumptions are different from those used in calculating fair value and consequently the value in use calculation is likely to give a different result to a fair value calculation.

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in the income statement.

An impairment loss, other than for goodwill, is reversed when there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount.

(v) Estimated useful lives

The estimated useful lives are as follows:

	Average Years
Buildings	15 to 50
Ships and barges	
Ships	25 to 30
Barges	25 to 38
Tank containers	10 to 20
Plant and equipment:	
Terminal tanks and structures	10 to 40
Terminal other support equipment and other assets	10 to 30
SSF transportation equipment	4 to 5
SSF operating equipment and other assets	5 to 15
Other assets	3 to 20
Leasehold improvements	5 to 10

Average years exclude immaterial assets.

(vi) Disposals

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the income statement.

The below table shows owned property, plant and equipment.

Cost (In thousands)	Land	Buildings	Ships and Barges	Tank Containers	Plant and Equipment	Leasehold Improvements	Construction In Progress	Total
Balance at December 1, 2021	**$ 58,687**	**$ 141,976**	**$ 3,142,921**	**$ 475,957**	**$ 1,524,773**	**$ 8,871**	**$ 67,448**	**$ 5,420,633**
Additions	136	7,462	54,288	19,389	8,682	1,994	110,869	202,820
Grant receipts	–	(89)	–	–	(347)	–	–	(436)
Disposals and retirements	–	(20)	(13,153)	(4,427)	(13,986)	(1,004)	–	(32,590)
Net foreign exchange differences	(3,404)	(9,156)	(5,697)	(810)	(27,967)	(215)	(1,563)	(48,812)
Transfers	–	1,066	30,950	–	51,573	–	(83,589)	–
Reclasses and other	–	(5)	–	–	(148)	(92)	60	(185)
Balance at November 30, 2022	**$ 55,419**	**$ 141,234**	**$ 3,209,309**	**$ 490,109**	**$ 1,542,580**	**$ 9,554**	**$ 93,225**	**$ 5,541,430**
Additions	4,314	2,340	91,838	60,574	6,052	934	96,235	262,287
Grant receipts	–	(153)	–	–	(1,312)	–	–	(1,465)
Disposals and retirements	–	(1,360)	(33,584)	(8,414)	(6,814)	(71)	(253)	(50,496)
Net foreign exchange differences	1,386	2,488	3,298	(39)	15,181	78	1,908	24,300
Transfers	3,588	788	27,885	–	46,405	22	(78,688)	–
Reclasses and other	–	(4)	(3)	–	(21)	26	182	180
Balance at November 30, 2023	**$ 64,707**	**$ 145,333**	**$ 3,298,743**	**$ 542,230**	**$ 1,602,071**	**$ 10,543**	**$ 112,609**	**$ 5,776,236**

Accumulated depreciation and impairment (in thousands)	Land	Buildings	Ships and Barges	Tank Containers	Plant and Equipment	Leasehold Improvements	Construction In Progress	Total
Balance at December 1, 2021	**$ –**	**$ 55,602**	**$ 1,613,240**	**$ 241,154**	**$ 648,347**	**$ 6,153**	**$ –**	**$ 2,564,496**
Depreciation expense	–	4,735	135,595	18,321	66,463	693	–	225,807
Disposals and retirements	–	(19)	(11,073)	(3,055)	(13,855)	(994)	–	(28,996)
Net foreign exchange differences	–	(3,329)	(3,081)	(534)	(10,900)	(149)	–	(17,993)
Reclasses and other	–	363	366	–	(495)	(47)	–	187
Balance at November 30, 2022	**$ –**	**$ 57,352**	**$ 1,735,047**	**$ 255,886**	**$ 689,560**	**$ 5,656**	**$ –**	**$ 2,743,501**
Depreciation expense	–	5,332	135,957	19,429	68,486	853	–	230,057
Disposals and retirements	–	(1,342)	(32,468)	(6,605)	(6,263)	(70)	–	(46,748)
Net foreign exchange differences	–	681	1,681	(16)	7,363	31	–	9,740
Reclasses and other	–	34	2	(2)	(865)	15	–	(816)
Balance at November 30, 2023	**$ –**	**$ 62,057**	**$ 1,840,219**	**$ 268,692**	**$ 758,281**	**$ 6,485**	**$ –**	**$ 2,935,734**
Net book value:								
At November 30, 2022	**$ 55,419**	**$ 83,882**	**$ 1,474,262**	**$ 234,223**	**$ 853,020**	**$ 3,898**	**$ 93,225**	**$ 2,797,929**
At November 30, 2023	**$ 64,707**	**$ 83,276**	**$ 1,458,524**	**$ 273,538**	**$ 843,790**	**$ 4,058**	**$ 112,609**	**$ 2,840,502**

During the year ended November 30, 2023, the Group had additions of property, plant and equipment of $262.3 million. Additions, excluding accruals during the year, were $259.4 million and primarily reflected i) $72.4 million on tankers capital expenditures including $50.2 million on two second-hand ships, ii) $72.0 million on terminal capital expenditures, iii) $30.3 million on drydocking of ships, iv) $65.0 million on the purchase of tank containers and construction at depots, and v) $17.4 million on Stolt Sea Farm capital expenditures. Interest of $1.0 million was capitalised on terminals projects.

During the year ended November 30, 2022, the Group had additions of property, plant and equipment of $202.8 million. Additions, excluding accruals during the year, were $199.4 million and primarily reflected i) $76.3 million on tankers capital expenditures, ii) $69.0 million on terminal capital expenditures, iii) $18.6 million on drydocking of ships, iv) $28.0 million on the purchase of tank containers and construction at depots, and v) $5.5 million on Stolt Sea Farm capital expenditures. Interest of $0.9 million was capitalised on the new construction of terminals and tankers. Tankers capital expenditures include the purchase of two second-hand ships from "K" Line Logistics Ltd. and a deposit of $5.7 million for a barge newbuilding.

Proceeds of $6.3 million and $7.9 million were received from the sale of ships, sale of land and retirement of tank containers and other assets during the year ended November 30, 2023 and 2022, respectively.

Certain property, plant and equipment assets have been pledged as security on loans. See Note 23 for additional details.

Plant and equipment principally includes assets of the Terminal and Stolt Sea Farm businesses.

Impairment of non-current assets

See Note 2 for further discussion of impairment.

15. Right-of-use Assets and Lease Liabilities

Accounting policy

(i) Right-of-use assets

Right-of-use assets are measured initially at cost based on the associated lease liability, adjusted for any payments made before inception, initial direct costs and an estimate of the dismantling, removal and restoration costs required in the terms of the lease.

Subsequent to initial recognition, the Group depreciates the right-of-use assets over the term of the lease or, if shorter, the leased asset's remaining economic life.

(ii) Lease liabilities

In respect of leases of low-value items and those that are less than 12 months at the inception of the lease, the Group recognises an expense on a straight-line basis over the life of the lease. For all other leases, the Group recognises a right-of-use asset and corresponding liability at the date the leased asset is made available to the Group.

Lease liabilities are measured at the present value of the future lease payments, excluding any payments relating to non-lease components. Future lease payments include options to the extent that it is reasonably certain that such payments will be made. The payments are discounted at the rate implicit in the lease or, where that cannot be measured, at an incremental borrowing rate.

Lease liabilities are remeasured when there is a change in future lease payments arising from a change in an index or rate or if the Group changes its assessment of whether it will exercise an extension or termination option. When a lease liability is remeasured in this way, a corresponding adjustment is made to the carrying value of the right-of-use asset, or is recorded to profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Time charter contracts include the lease of a specific ship and a non-lease component for crew, maintenance and other operating expenses. When measuring lease liabilities, the non-lease component has been separated from the lease component based on internal sources of ships of similar classes as the ship under contract. The non-lease element is recorded in Operating expenses as the Service component of leases.

Subsequent to initial recognition, the Group records an interest charge in respect of the lease liability.

(iii) Lease expenses

Short-term leases (defined as less than one year) and low value leases are expensed in the income statement.

(iv) Variable lease consideration

The Group operates the Joint Service, delivering freight services to customers in which external ships participate. The lease payments to external parties are entirely variable and therefore not included when calculating the lease liability. The variable lease payment, less a management fee, is included in the income statement as Charter and lease expense.

Right-of-use Assets

The below table shows right-of-use assets, held under lease agreements.

Cost (in thousands)	Land	Buildings	Ships and Barges	Tank Containers	Plant and Equipment	Total
Balance at December 1, 2021	**$ 74,449**	**$ 18,930**	**$ 88,178**	**$ 91,691**	**$ 6,732**	**$ 279,980**
New leases and other increases	18,536	4,606	21,651	53,738	3,809	102,340
Retirements and other decreases	(4,378)	(1,855)	(2,775)	(48,831)	(706)	(58,545)
Net foreign exchange differences	(1,889)	(1,667)	(1,786)	(489)	(238)	(6,069)
Balance at November 30, 2022	**$ 86,718**	**$ 20,014**	**$ 105,268**	**$ 96,109**	**$ 9,597**	**$ 317,706**
New leases and other increases	4,036	5,428	19,283	39,983	1,526	70,256
Retirements and other decreases	(987)	(5,027)	(10,932)	(14,123)	(1,145)	(32,214)
Net foreign exchange differences	(199)	408	1,098	(27)	255	1,535
Balance at November 30, 2023	**$ 89,568**	**$ 20,823**	**$ 114,717**	**$ 121,942**	**$ 10,233**	**$ 357,283**

Accumulated depreciation (in thousands)	Land	Buildings	Ships and Barges	Tank Containers	Plant and Equipment	Total
Balance at December 1, 2021	**$ 5,420**	**$ 7,205**	**$ 29,382**	**$ 32,318**	**$ 2,607**	**$ 76,932**
Depreciation expense	3,032	4,031	20,609	22,619	1,270	51,561
Retirements and other decreases	(547)	(1,684)	(2,775)	(19,061)	(615)	(24,682)
Net foreign exchange differences	(152)	(502)	(2,031)	(255)	(51)	(2,991)
Reclasses and other	(6)	21	–	–	433	448
Balance at November 30, 2022	**$ 7,747**	**$ 9,071**	**$ 45,185**	**$ 35,621**	**$ 3,644**	**$ 101,268**
Depreciation expense	3,281	4,118	22,245	26,877	1,265	57,786
Retirements and other decreases	(181)	(4,366)	(10,432)	(14,887)	(849)	(30,715)
Net foreign exchange differences	96	201	231	(26)	66	568
Reclasses and other	(161)	(343)	–	101	508	105
Balance at November 30, 2023	**$ 10,782**	**$ 8,681**	**$ 57,229**	**$ 47,686**	**$ 4,634**	**$ 129,012**
Net book value:						
At November 30, 2022	**$ 78,971**	**$ 10,943**	**$ 60,083**	**$ 60,488**	**$ 5,953**	**$ 216,438**
At November 30, 2023	**$ 78,786**	**$ 12,142**	**$ 57,488**	**$ 74,256**	**$ 5,599**	**$ 228,271**

During 2023 and 2022, the Group entered into leases for land, offices, ships, barges, tank containers and terminal and sea farm equipment. At November 30, 2023, the Group has leases expiring from 2024 to 2070.

Lease Liabilities

(in thousands)	As of November 30, 2023	2022
Contractual undiscounted cash flows:		
Less than:		
1 year	**$ 66,440**	$ 58,823
2 years	**50,304**	47,664
3 years	**33,017**	33,474
4 years	**25,079**	19,431
5 years	**16,632**	14,403
Thereafter	**152,668**	154,415
Total undiscounted cash flows	**344,140**	328,210
Total lease liabilities (discounted based on the Group's incremental borrowing rate)	**238,207**	223,584
Less current maturities	**(55,456)**	(49,017)
Non-current	**$ 182,751**	$ 174,567

See Note 8, Finance expenses and income, for interest expense from lease liabilities.

Operating Leases

Minimum future lease commitments, under agreements which expire at various dates through 2028, are as follows:

(in thousands)	2023	2022
Less than:		
1 year	**$ 3,801**	$ 2,214
2 years	**443**	570
3 years	**283**	397
4 years	**139**	173
5 years	**30**	48
	$ 4,696	$ 3,402

The commitments for the year ended November 30, 2023 related to leases which are short-term (less than one year) or low-value (less than $5,000) and consist of tank containers, ships, barges, offices, automobiles and equipment leases.

Rental and charter hire expenses under operating lease agreements for the years ended November 30, 2023 and 2022 were $35.3 million and $37.0 million, respectively. There was no sub-lease income in either year.

Variable lease consideration related to charter hire expenses to participants in the Joint service was included in Charter and lease expenses. It was $264.1 million and $194.6 million, respectively, for the years ended November 30, 2023 and 2022.

There were no non-cancellable sub-leases during the years ended November 30, 2023 and 2022.

16. Intangible Assets and Goodwill

Accounting policy

Goodwill represents amounts arising on the acquisition of subsidiaries, associates and joint ventures. Goodwill arising on acquisition represents the difference between the cost of the acquisition and the fair value of the net identifiable assets acquired. Identifiable intangible assets are those that can be sold separately, or which arise from legal rights regardless of whether those rights are separable.

Goodwill is initially recognised at cost and is subsequently measured at cost less any accumulated impairment losses. Goodwill is allocated to cash-generating units and is not amortised but is tested annually for impairment, or more frequently when there is an indication that the CGU is impaired. With respect to associates and joint ventures, the carrying amount of goodwill is included in the carrying amount of the investment in the associate or joint venture.

Goodwill is tested for impairment on an annual basis for each CGU to which the goodwill is allocated. When goodwill is monitored at the level of a group of CGUs, it is tested for impairment at that level. The Group's unimpaired goodwill relates to the Tankers and Tank Container segments.

In the case of bargain purchases, the excess of net assets acquired over the fair value of the consideration paid arising on an acquisition is recognised in other operating income in the income statement in the period in which the acquisition is completed.

Other intangible assets with finite lives that are acquired by the Group are stated at cost less accumulated amortisation and impairment losses. Amortisation of customer contracts is charged to operating revenue over the life of the contracts based on the underlying cash flows. Other finite-lived intangibles are charged to the income statement under operating expenses over the estimated useful lives of the intangible assets on a straight-line basis. The trademark intangible was amortised over a 10-year life while the customer relations and contract intangibles were amortised from two to 14 years and computer software is amortised over an average life of three to 10 years.

See Note 14 for the accounting policy for the impairment of intangible assets with finite lives.

Intangible assets are shown below:

(in thousands)	Goodwill	Trademark	Customer Relations/ Contracts	Computer Software	Other	Total
Cost:						
Balance, December 1, 2021	**$ 33,727**	**$ 1,478**	**$ 7,645**	**$ 63,450**	**$ 874**	**$ 107,174**
Additions	–	–	–	3,824	27	3,851
Disposals and retirements	–	–	–	(8,798)	(101)	(8,899)
Net foreign exchange differences	(1,181)	(121)	(534)	(3,673)	(77)	(5,586)
Reclasses	–	–	–	14	30	44
Balance, November 30, 2022	**$ 32,546**	**$ 1,357**	**$ 7,111**	**$ 54,817**	**$ 753**	**$ 96,584**
Additions	–	–	–	7,892	135	8,027
Disposals and retirements	–	–	–	(851)	–	(851)
Net foreign exchange differences	755	–	–	1,375	383	2,513
Balance, November 30, 2023	**$ 33,301**	**$ 1,357**	**$ 7,111**	**$ 63,233**	**$ 1,271**	**$ 106,273**
Accumulated amortisation:						
Balance, December 1, 2021	**$ 12,394**	**$ 1,478**	**$ 7,551**	**$ 46,134**	**$ 650**	**$ 68,207**
Amortisation charge for the year	–	–	94	4,564	97	4,755
Disposals and retirements	–	–	–	(8,798)	(101)	(8,899)
Net foreign exchange differences	–	(121)	(534)	(2,549)	(56)	(3,260)
Reclasses and other	–	–	–	(64)	(34)	(98)
Balance, November 30, 2022	**$ 12,394**	**$ 1,357**	**$ 7,111**	**$ 39,287**	**$ 556**	**$ 60,705**
Amortisation charge for the year	–	–	–	4,367	111	4,478
Disposals and retirements	–	–	–	(851)	–	(851)
Net foreign exchange differences	–	–	–	1,275	371	1,646
Reclasses and other	–	–	–	(1)	13	12
Balance, November 30, 2023	**$ 12,394**	**$ 1,357**	**$ 7,111**	**$ 44,077**	**$ 1,051**	**$ 65,990**
Net book value:						
At November 30, 2022	**$ 20,152**	**$ –**	**$ –**	**$ 15,530**	**$ 197**	**$ 35,879**
At November 30, 2023	**$ 20,907**	**$ –**	**$ –**	**$ 19,156**	**$ 220**	**$ 40,283**

Other than goodwill, all intangible assets were subject to amortisation as of November 30, 2023 and 2022.

During the year ended November 30, 2023, the Group spent $8.5 million on intangible assets, mainly on the acquisitions of computer software.

At November 30, 2023, goodwill primarily consisted of $5.4 million for goodwill on a prior year acquisition of the Tankers segment and $15.5 million related to a prior year business combination in the Tank Containers segment.

The Tankers and Tank Containers segments' goodwill has been tested for impairment as of November 30, 2023 and 2022. To calculate the recoverable amount, the FVLCD was calculated. For Tankers, goodwill was allocated to the deep-sea fleet CGU while for Tank Containers, goodwill was allocated to the Tank Container fleet CGU. In both cases, these were the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets. FVLCD was based on a discounted cash flow basis using the approved projections in the five-year plan.

Based on management judgement and past experience, the following assumptions were used in the calculation of FVLCD:

- Pre-tax discount rate of 8.1% based on the weighted average cost of capital for the risks specific to the Tankers and Tank Containers businesses.
- Future growth rates based on trends in industrial production. The growth rate used in perpetuity beyond the projection period is 2%.
- For Tankers, assumptions for the sailed-in rates per operating day (a profit measure of operating revenue less variable voyage expenses including bunker costs, on existing and future contracts and the spot market) during the project period from 2024 to 2028 for the deep-sea fleet (adjusted for capacity changes) is an average decrease of 2.1%.
- For STC, future escalation of price and cost increases obtained from shipping and transportation carriers and extent of capital expenditures from Tank Containers approved capital expenditure projections and competition.

No impairment was noted.

Revaluation for foreign exchange differences for goodwill and other intangibles amounted to a gain of $0.9 million in the same period.

The trademark intangible was amortised over a 10-year life and is now fully amortised while the customer relations and contracts intangibles were being amortised from two to 14 years and are now fully amortised. Computer software is being amortised over an average life of three to 10 years.

17. Investments in and Advances to Joint Ventures and Associates

Accounting policy

(i) Associates

Associates are those entities over which the Group is able to exercise significant influence but does not control or jointly control the entities' financial and operating policies. Significant influence is exercised generally through direct or indirect ownership of 20% to 50% of the voting rights. Such investments in associates are recorded in the Consolidated Financial Statements using the equity method and are initially recognised at cost. The Consolidated Financial Statements include the Group's share of the total comprehensive income of associates based on the equity method of accounting, from the date that significant influence begins until the date that significant influence ceases.

Investments in associates are carried in the balance sheet at cost as adjusted by post-acquisition changes in the Group's share of net assets of the associate, less any impairment in the value of individual investments. Where necessary, adjustments are made to the Financial Statements of associates to bring the accounting policies used into line with those used by the Group.

When the Group's share of losses exceeds its interest in an associate, the Group's carrying amount is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of an associate.

(ii) Joint Ventures

Joint ventures are those entities over whose activities the Group has joint control, established by contractual agreement. Joint control requires unanimous consent of the parties sharing control in the decision-making on relevant activities. The Consolidated Financial Statements include the Group's share of the total comprehensive income of joint ventures based on the equity method of accounting, from the date that joint control begins until the date that joint control ceases. Where necessary, adjustments are made to the Financial Statements of joint ventures to bring the accounting policies used into line with those used by the Group.

Material investments are those that the Group considers to be strategic to its operations and whose investment balances are material.

Investments in and advances to joint ventures and associates, which are all accounted for using the equity method of accounting, consisted of the following:

(in thousands)	Location[1]	2023 % Shares	2023 % Voting Rights	As of November 30, 2023	As of November 30, 2022
Joint Ventures:					
Tankers' material joint ventures:					
NYK Stolt Tankers S.A.	Panama	50	50	**$ 54,969**	$ 50,717
Stolt NYK Asia Pacific Services Inc.	Singapore	50	50	**2,689**	30,376
NYK Stolt Shipholding Inc.	Singapore	50	50	**66,576**	41,428
Shanghai SC-Stolt Shipping Ltd	China	49	50	**38,707**	36,852
Hassel Shipping 4 AS	Norway	50	50	**66,500**	67,191
Tankers' non-material joint ventures:					
SIA LAPA, Ltd	Latvia	70	50	**2,418**	1,628
Shanghai New Xing Yang Marine Services Co. Ltd	China	40	40	**–**	6
				231,859	228,198
Terminals' material joint ventures:					
Advario Stolthaven Antwerp, NV	Belgium	50	50	**115,879**	105,811
Jeong-IL Stolthaven Ulsan Co. Ltd	South Korea	50	50	**123,738**	117,423
Tianjin Lingang Stolthaven Terminal Co.	China	65	50	**24,564**	25,281
Tianjin Lingang Stolthaven Jetty Company	China	40	50	**11,144**	11,918
Terminals' non-material joint ventures:					
Stolthaven Revivegen Kaohsiung Co., Ltd	Taiwan	49	50	**24,309**	12,787
Stolthaven (Westport) Sdn. Bhd.	Malaysia	49	50	**6,715**	6,537
				306,349	279,757
Tank Containers' non-material joint ventures:					
Hyop Woon Stolt Transportation Services Co. Ltd	South Korea	50	50	**3,808**	3,690
Kanoo Tank Services Ltd.	Saudi Arabia	60	60	**16,883**	16,242
Vado Tank Cleaning SRL	Italy	50	50	**1,549**	1,251
Laem Chabang Tank Service Co. Ltd.	Thailand	49	49	**1,653**	1,415
FSTS CO., Ltd	Thailand	49	49	**1,144**	967
Joint Tank Services FZCO	United Arab Emirates	40	40	**1,229**	667
				26,266	24,232
Stolt-Nielsen Gas' material joint venture:					
Avenir LNG Limited	Bermuda	47	47	**76,102**	81,801
Subtotal				**640,576**	613,988
Non-material associates:					
Brovig SS II Indre Selskap	Norway	50	50	**5,917**	5,775
Essberger & Stolt Tankers GMbH & Co KG	Germany	28	28	**164**	164
N.C. Stolt Transportation Services Co. Ltd	Japan	50	50	**1,159**	1,208
Norterminal A.S.	Norway	25	25	**674**	757
N.C. Stolt Chuyko Transportation Services Co. Ltd	Japan	35	35	**428**	425
Other				**1,245**	627
Subtotal				**9,587**	8,956
				$ 650,163	$ 622,944

1. Represents the country of incorporation which is the principal place of business, except for NYK Stolt Tankers S.A., Stolt NYK Asia Pacific Services Inc., NYK Stolt Shipholding Inc., Hassel Shipping 4 AS, Essberger & Stolt Tankers GMbH & Co KG, Brovig SS II Indre Selskap and Avenir LNG Limited which operate on a worldwide or regional basis.

(in thousands)	Joint Ventures	Associates	Total
Balance, December 1, 2021	**$ 603,509**	**$ 8,397**	**$ 611,906**
Share of profit of joint ventures and associates	53,279	684	53,963
Dividends	(40,808)	(252)	(41,060)
Net foreign exchange differences	(30,807)	(485)	(31,292)
Net gain on cash flow hedges held by joint ventures	8,743	–	8,743
Repayment of advances to joint ventures, net	(1,700)	–	(1,700)
Reclass from short-term advances to joint ventures, net	7,101	–	7,101
Net actuarial gain on pension schemes held by joint venture	1,476	–	1,476
Investment in joint venture and associate	13,687	627	14,314
Other	(492)	(15)	(507)
Balance, November 30, 2022	**$ 613,988**	**$ 8,956**	**$ 622,944**
Share of profit of joint ventures and associates	61,693	572	62,265
Dividends	(64,467)	(365)	(64,832)
Net foreign exchange differences	4,131	(192)	3,939
Net gain on cash flow hedges held by joint ventures	1,068	–	1,068
Repayment of advances to joint ventures, net	(14,595)	–	(14,595)
Net actuarial gain on pension schemes held by joint venture	524	–	524
Investment in joint venture and associate	38,557	618	39,175
Other	(323)	(2)	(325)
Balance, November 30, 2023	**$ 640,576**	**$ 9,587**	**$ 650,163**

Summarised financial information of material joint ventures

The below table provides summarised financial information of the Group's material joint ventures, representing 100% of the respective amounts included in the individual joint ventures' Financial Statements as of and for the years ended November 30, 2023 and 2022. The figures have been amended to reflect modifications for differences in accounting policy.

	NYK Stolt Tankers S.A.		Stolt NYK Asia Pacific Services Inc.		NYK Stolt Shipholding Inc.		Shanghai SC-Stolt Shipping Ltd		Hassel Shipping 4 AS	
(in thousands)	**2023**	2022	**2023**	2022	**2023**	2022	**2023**	2022	**2023**	2022
Selected Balance Sheet Information										
Cash and cash equivalents	**$ 14,582**	$ 15,982	**$ 1,806**	$ 7,825	**$ 2,877**	$ 16,276	**$ 25,781**	$ 24,497	**$ 14,249**	$ 20,375
Current assets, other than cash	**19,050**	18,873	**4,253**	15,583	**12,312**	750	**7,355**	7,518	**25,725**	29,757
Current assets	**33,632**	34,855	**6,059**	23,408	**15,189**	17,026	**33,136**	32,015	**39,974**	50,132
Non-current assets	**217,721**	223,721	**–**	42,000	**162,636**	173,042	**49,956**	47,916	**284,566**	291,911
Total Assets	**251,353**	258,576	**6,059**	65,408	**177,825**	190,068	**83,092**	79,931	**324,540**	342,043
Financial liabilities, other than accounts payable	**13,405**	13,124	**–**	–	**5,410**	9,382	**–**	–	**14,384**	14,384
Other current liabilities	**5,411**	6,464	**680**	4,655	**–**	139	**4,098**	6,160	**–**	2,217
Current liabilities	**18,816**	19,588	**680**	4,655	**5,410**	9,521	**4,098**	6,160	**14,384**	16,601
Financial liabilities	**122,599**	168,309	**–**	–	**39,264**	97,692	**–**	–	**184,613**	198,997
Total non-current liabilities	**122,599**	168,309	**–**	–	**39,264**	97,692	**–**	–	**184,613**	198,997
Net Assets	**$ 109,938**	$ 70,679	**$ 5,379**	$ 60,753	**$ 133,151**	$ 82,855	**$ 78,994**	$ 73,771	**$ 125,543**	$ 126,445
Selected Income Statement Information										
Operating revenue	**$ 95,961**	$ 72,169	**$ 103,875**	$100,566	**$ 52,825**	$ 41,250	**$ 41,949**	$ 49,169	**$ 100,709**	$ 81,588
Depreciation and amortisation	**15,506**	15,173	**–**	–	**12,536**	12,733	**4,392**	4,652	**13,628**	13,649
Finance income	**–**	–	**1,807**	854	**271**	143	**–**	–	**1,176**	112
Finance expense	**9,821**	6,478	**–**	–	**2,347**	2,382	**–**	–	**12,444**	10,754
Profit (loss) before taxes	**28,468**	16,921	**6,626**	12,790	**8,384**	(723)	**7,081**	9,597	**37,709**	20,168
Income tax expense	**–**	–	**–**	–	**–**	–	**1,930**	2,310	**–**	–
Net profit (loss)	**28,468**	16,921	**6,626**	12,790	**8,384**	(723)	**5,151**	7,287	**37,709**	20,168
Other comprehensive income (loss)	**791**	6,716	**–**	–	**(87)**	2,310	**(623)**	(8,453)	**1,389**	8,459
Total comprehensive income (loss)	**$ 29,259**	$ 23,637	**$ 6,626**	$ 12,790	**$ 8,297**	$ 1,587	**$ 4,528**	$ (1,166)	**$ 39,098**	$ 28,627
Dividends received by Group	**$ –**	$ –	**$ 31,000**	$ –	**$ –**	$ –	**$ –**	$ 2,528	**$ 20,000**	$ 28,500

Long-term financial liabilities for NYK Stolt Tankers S.A. included shareholder loans of nil and $31.6 million for the years ended November 30, 2023 and 2022, respectively. Of the financial liabilities included in NYK Stolt Shipholding Inc., nil and $42.0 million related to notes payable to Stolt NYK Asia Pacific Services Inc. for both the years ended November 30, 2023 and 2022, respectively.

(in thousands)	Advario Stolthaven Antwerp, NV 2023	Advario Stolthaven Antwerp, NV 2022	Jeong-IL Stolthaven Ulsan Co. Ltd 2023	Jeong-IL Stolthaven Ulsan Co. Ltd 2022	Tianjin Lingang Stolthaven Terminal Co. 2023	Tianjin Lingang Stolthaven Terminal Co. 2022	Tianjin Lingang Stolthaven Jetty Company 2023	Tianjin Lingang Stolthaven Jetty Company 2022
Selected Balance Sheet Information								
Cash and cash equivalents	**$ 4,041**	$ 9,367	**$ 13**	$ 15	**$ 3,595**	$ 3,890	**$ 2,522**	$ 2,493
Current assets, other than cash	**26,497**	21,953	**26,085**	28,014	**1,012**	1,326	**3,988**	4,905
Current assets	**30,538**	31,320	**26,098**	28,029	**4,607**	5,216	**6,510**	7,398
Non-current assets	**329,763**	322,756	**369,439**	369,776	**34,365**	36,030	**22,692**	24,063
Total Assets	**360,301**	354,076	**395,537**	397,805	**38,972**	41,246	**29,202**	31,461
Financial liabilities, other than accounts payable	**31,488**	34,402	**71,070**	63,564	**1,401**	2,116	**–**	–
Other current liabilities	**13,593**	12,177	**11,215**	32,911	**2,140**	3,639	**1,028**	1,348
Current liabilities	**45,081**	46,579	**82,285**	96,475	**3,541**	5,755	**1,028**	1,348
Financial liabilities	**78,136**	88,004	**74,352**	74,217	**4,777**	7,111	**–**	–
Non-current liabilities	**43,977**	44,927	**–**	829	**–**	–	**–**	–
Total non-current liabilities	**122,113**	132,931	**74,352**	75,046	**4,777**	7,111	**–**	–
Net Assets	**$ 193,107**	$ 174,566	**$ 238,900**	$ 226,284	**$ 30,654**	$ 28,380	**$ 28,174**	$ 30,113
Selected Income Statement Information								
Operating revenue	**$ 107,970**	$ 102,334	**$ 96,325**	$ 90,910	**$ 11,144**	$ 11,338	**$ 7,080**	$ 9,144
Depreciation and amortisation	**32,117**	30,986	**12,531**	11,751	**2,775**	2,912	**1,310**	1,392
Finance income	**–**	–	**–**	–	**–**	–	**26**	41
Finance expense	**3,158**	3,993	**4,959**	2,936	**614**	512	**–**	–
Profit before taxes	**18,914**	20,511	**35,694**	34,796	**2,489**	1,238	**2,593**	4,365
Income tax expense	**4,798**	5,402	**7,608**	7,630	**(1)**	–	**653**	1,094
Net profit	**14,116**	15,109	**28,086**	27,166	**2,490**	1,238	**1,940**	3,271
Other comprehensive income (loss)	**8,825**	(11,075)	**(44)**	(21,410)	**(217)**	(3,150)	**(245)**	(3,423)
Total comprehensive income (loss)	**$ 22,941**	$ 4,034	**$ 28,042**	$ 5,756	**$ 2,273**	$ (1,912)	**$ 1,695**	$ (152)
Dividends received by Group	**$ 2,200**	$ –	**$ 7,706**	$ 6,053	**$ –**	$ –	**$ 1,453**	$ 1,201

In addition to the table above, Avenir LNG Limited is publicly traded on the Norwegian over-the-counter ("NOTC") market. The financial statements for December 31, 2022 have been filed on the NOTC. Avenir LNG Limited had total assets of $303.8 million, total liabilities of $163.3 million and total net assets of $140.5 million. Avenir LNG Limited has not published any interim earnings releases since this date. The market price of Avenir LNG Limited shares was NOK 6.00 per share at November 30, 2023. The Group owned 85.8 million shares of Avenir LNG Limited at November 30, 2023.

Tianjin Lingang Stolthaven Terminal Co. has $4.8 million and $8.2 million of shareholder loans with the Group at November 30, 2023 and 2022, respectively.

The above joint ventures, other than Avenir LNG Limited, are private companies and there are no quoted market prices available for their shares.

Description of the nature of activities of the material joint ventures

NYK Stolt Tankers S.A. is a joint venture with NYK Line which owns nine parcel tankers that participate in the Joint Service. The Group performs marketing, operational, administration and ship-owning services for NYK Stolt Tankers S.A.'s fleet in the deep-sea intercontinental market. The Group considers the investment in NYK Stolt Tankers S.A. to be strategic as it provides sophisticated tonnage to the Joint Service.

Stolt NYK Asia Pacific Services Inc. ("SNAPS") is a joint venture with NYK Line which operates 12 ships in the East Asia and South East Asia areas, with the ships marketed by the Group's offices in these regions. NYK Stolt Shipholding Inc ("NSSH") is a ship-owning joint venture and owns 11 of the ships operated by SNAPS. The investments in SNAPS and NSSH are considered to be strategic to the Group by serving the East Asia and South East Asia markets and supporting customers of the Joint Service. In October 2023, NSSH entered into a pooling arrangement with ENEOS Ocean Corporation. The Group is acting as the principal in the arrangement.

Hassel Shipping 4 AS is a 50% joint venture with J.O. Invest AS for the joint ownership and operation of eight 33,000 dwt, stainless steel, chemical tankers. The ships are operated through the Joint Service. This joint venture is considered to be strategic as it provides sophisticated tonnage to the Joint Service.

Shanghai SC-Stolt Shipping Ltd is a 49% owned joint venture with Shanghai Junzheng Logistics Co. Ltd to operate chemical tankers in the Chinese coast cabotage market. As of November 30, 2023, the joint venture operated nine ships. It is considered to be a joint venture as all significant decisions are made unanimously.

Avenir LNG Limited is a 47% owned joint venture with Golar LNG Limited and Höegh LNG Holdings Ltd. and supplies LNG for the power, bunkering, trucking and industrial markets. Although listed on the NOTC market, it is considered to be a joint venture as the Group, along with Golar LNG Limited and Höegh LNG Holdings Ltd., as significant decisions are made unanimously.

Advario Stolthaven Antwerp, NV ("ASA"), formerly Oiltanking Stolthaven Antwerp, NV, is a 50% owned joint venture with Advario BV (formerly Oiltanking GMBH) and has a terminal facility in Antwerp, Belgium which provides independent tank terminal services in the Port of Antwerp for bulk liquid products, animal and vegetable oils and gas and other products. The investment in ASA is considered to be strategic to the Group as it is integral to the Group's ability to provide an efficient ship-terminal interface.

Jeong-IL Stolthaven Ulsan Co. Ltd ("JSTT") is a 50% owned joint venture that owns a terminal facility in Ulsan, South Korea which provides independent tank terminal services for primarily clean petroleum and chemical products. The Group considers its investment in JSTT to be strategic as it is integral in the Group's ability to provide an efficient ship-terminal interface.

Tianjin Lingang Stolthaven Terminal Co., a 65% owned joint venture with the Lingang Harbor Affairs Company ("LHAC"), owns a terminal facility in Tianjin, China. It is considered to be a joint venture as all significant decisions are made unanimously.

Tianjin Lingang Stolthaven Jetty Company, a 40% owned joint venture with LHAC, owns and operates a jetty and docks in Tianjin, China. It is considered to be a joint venture as all significant decisions are made unanimously.

Reconciliation of Summarised Financial Information from Prior Year Net Assets to Investment in and Advances to Joint Ventures

	NYK Stolt Tankers S.A.		Stolt NYK Asia Pacific Services Inc.		NYK Stolt Shipholding Inc.		Shanghai SC-Stolt Shipping Ltd		Hassel Shipping 4 AS	
(in thousands)	**2023**	2022	**2023**	2022	**2023**	2022	**2023**	2022	**2023**	2022
Net Assets:										
Balance, December 1	**$ 70,679**	$ 47,027	**$ 60,753**	$ 47,966	**$ 82,855**	$ 81,268	**$ 73,771**	$ 80,093	**$ 126,445**	$ 154,819
Profit (loss) for the year	**28,468**	16,921	**6,626**	12,790	**8,384**	(723)	**5,151**	7,287	**37,709**	20,168
Capital contribution	**10,000**	–	**–**	–	**42,000**	–	**–**	–	**–**	–
Dividends	**–**	–	**(62,000)**	–	**–**	–	**–**	(5,159)	**(40,000)**	(57,000)
Other comprehensive income (loss)	**791**	6,716	**–**	–	**(87)**	2,310	**(623)**	(8,453)	**1,389**	8,459
Other	**–**	15	**–**	(3)	**(1)**	–	**695**	3	**–**	(1)
Balance, November 30	**109,938**	70,679	**5,379**	60,753	**133,151**	82,855	**78,994**	73,771	**125,543**	126,445
Percentage owned	**50%**	50%	**50%**	50%	**50%**	50%	**49%**	49%	**50%**	50%
Interest in joint venture	**54,969**	35,340	**2,689**	30,377	**66,576**	41,428	**38,707**	36,148	**62,772**	63,223
Purchase adjustment to property	**–**	–	**–**	–	**–**	–	**–**	–	**3,727**	3,968
Eliminations of transactions with the Group	**–**	(422)	**–**	–	**–**	–	**–**	–	**–**	–
Advances	**–**	15,799	**–**	–	**–**	–	**–**	–	**–**	–
Other	**–**	–	**–**	(1)	**–**	–	**–**	704	**1**	–
Investment in and advances to joint ventures	**$ 54,969**	$ 50,717	**$ 2,689**	$ 30,376	**$ 66,576**	$ 41,428	**$ 38,707**	$ 36,852	**$ 66,500**	$ 67,191

(in thousands)	Advario Stolthaven Antwerp, NV 2023	Advario Stolthaven Antwerp, NV 2022	Jeong-IL Stolthaven Ulsan Co. Ltd 2023	Jeong-IL Stolthaven Ulsan Co. Ltd 2022	Tianjin Lingang Stolthaven Terminal Co. 2023	Tianjin Lingang Stolthaven Terminal Co. 2022	Tianjin Lingang Stolthaven Jetty Company 2023	Tianjin Lingang Stolthaven Jetty Company 2022
Net Assets:								
Balance, December 1	**$174,566**	$ 170,532	**$226,284**	$ 232,634	**$ 28,380**	$ 30,292	**$ 30,113**	$ 33,267
Profit for the year	**14,116**	15,109	**28,086**	27,166	**2,490**	1,238	**1,940**	3,271
Dividends	**(4,400)**	–	**(15,413)**	(12,106)	**–**	–	**(3,632)**	(3,002)
Other comprehensive (loss) income	**8,825**	(11,075)	**(44)**	(21,410)	**(217)**	(3,150)	**(245)**	(3,423)
Other	**–**	–	**(13)**	–	**1**	–	**(2)**	–
Balance, November 30	**193,107**	174,566	**238,900**	226,284	**30,654**	28,380	**28,174**	30,113
Percentage owned	**50%**	50%	**50%**	50%	**65%**	65%	**40%**	40%
Interest in joint venture	**96,553**	87,283	**119,450**	113,142	**19,925**	18,447	**11,270**	12,045
Advances	**–**	–	**–**	–	**4,639**	6,834	**–**	–
Purchase adjustment to property	**3,083**	3,130	**–**	–	**–**	–	**–**	–
Goodwill	**14,672**	13,478	**4,288**	4,281	**–**	–	**–**	–
Other	**1,571**	1,920	**–**	–	**–**	–	**(126)**	(127)
Investment in and advances to joint ventures	**$115,879**	$ 105,811	**$123,738**	$ 117,423	**$ 24,564**	$ 25,281	**$ 11,144**	$ 11,918

Summarised financial information for non-material joint ventures and associates

In aggregate, the Group's investments in and advances to non-material joint ventures were $59.7 million and $45.2 million, and in the non-material associates were $9.6 million and $9.0 million, for the years ended November 30, 2023 and 2022, respectively. The below summarises the financial information of the non-material joint ventures and associates:

(in thousands)	For the years ended November 30, 2023	2022
Joint Ventures		
Profit before taxes	**$ 11,985**	$ 10,147
Income tax expense	**1,855**	1,706
Net profit	**10,130**	8,441
Other comprehensive loss	**(946)**	(2,181)
Total comprehensive income	**$ 9,184**	$ 6,260

(in thousands)	For the years ended November 30, 2023	2022
Associates		
Profit before taxes	**$ 414**	$ 1,340
Income tax (benefit) expense	**(154)**	181
Net profit	**568**	1,159
Other comprehensive loss	**(1,293)**	(1,052)
Total comprehensive income	**$ (725)**	$ 107

Commitments

The Group has no commitments to joint ventures as of November 30, 2023. Capital commitments in joint ventures are in Note 27.

See Note 28 for amounts due from and to the Group from joint ventures and associates.

18. Investments in Equity and Debt Instruments

Accounting policy

Investments in equity instruments which are designated as fair value through other comprehensive income ("FVTOCI") are carried at their fair value and remeasured each period. Movements in the carrying amount are taken through other comprehensive income. Upon disposal of these equity investments, any balance within other comprehensive income for these equity investments is reclassified to retained earnings and is not reclassified to profit or loss.

Equity investments designated at FVTOCI

At November 30, 2023, the Group had investments in Golar LNG Limited, GBL, Odfjell SE and Kingfish that have been designated as FVTOCI as they are not held for trading by the Group.

During the year ended November 30, 2023, the Group disposed of its 1.0 million shares of Cool Company Limited ("CoolCo") for $11.5 million, resulting in a gain on sale of $2.3 million which has been transferred from the fair value reserve to retained earnings. CoolCo is listed on the Euronext Growth Oslo.

During the year ended November 30, 2023, Kingfish borrowed $2.7 million from the Group through a convertible loan agreement. The convertible loan agreement carries an annual interest rate of 15% and allows for the loan to be converted into shares at a fixed price of Euro 0.929 at a future date. Kingfish is listed on the Euronext Growth Oslo.

On October 18, 2022, the Group acquired 9.2 million shares or 10.0% of Kingfish for $7.4 million. In 2023, the Group's shareholding decreased to 8.3% upon Kingfish issuing further shares.

During March and April 2022, the Group acquired 5.0 million shares or 8.3% of the outstanding shares of Odfjell SE for $20.7 million. Odfjell SE is listed on the Oslo Stock Exchange.

On February 1, 2022, the Group acquired 1.0 million shares or 2.5% of CoolCo for $10.0 million.

The Group received dividends of $6.3 million from Odfjell SE and $1.3 million from Golar LNG Limited during the year (2022: $1.2 million from Odfjell SE).

Investments in equity instruments decreased owing to the sale of CoolCo shares and the change in fair market value of all of the investments in 2023. A summary of changes in value of investments in equity instruments for the year ended November 30, 2023 and 2022 is summarised below:

As of November 30,	2023	2022	2023	2022	2023	2022
(in thousands, except for per share amounts)	Golar LNG Limited		GBL		CoolCo	
Number of equity shares	**2,673**	2,673	**6,111**	6,111	**–**	940
Percentage of shareholding as of November 30	**2.5%**	2.5%	**9.4%**	9.8%	**–**	1.8%
Share price as of November 30	**$ 21.53**	$ 25.07	**$ 2.04**	$ 1.80	**$ –**	$ 12.56
Dividends received	**1,336**	–	**–**	–	**–**	–
(Loss) gain on FVTOCI	**(9,301)**	35,467	**1,266**	4,626	**(261)**	2,588
Cumulative (loss) gain on FVTOCI	**(48,680)**	(39,379)	**7,236**	5,970	**–**	2,588
Value of investment	**$ 57,703**	$ 67,004	**$ 12,478**	$ 11,012	**$ –**	$ 11,798

As of November 30,	2023	2022	2023	2022	2023	2022
(in thousands, except for per share amounts)	Kingfish		Odfjell SE		Total	
Number of equity shares	**9,238**	9,238	**5,014**	5,014		
Percentage of shareholding as of November 30	**8.3%**	10.0%	**8.3%**	8.3%		
Share price as of November 30	**$ 0.78**	$ 1.12	**$ 10.55**	$ 8.58		
Dividends received	**–**	–	**6,323**	1,225	**$ 7,659**	$ 1,225
(Loss) gain on FVTOCI	**(3,167)**	2,938	**9,868**	22,310	**(1,595)**	67,929
Cumulative (loss) gain on FVTOCI	**(229)**	2,938	**32,178**	22,310	**(9,495)**	(5,573)
Convertible loan	**2,652**	–	**–**	–	**2,652**	–
Value of investment	**$ 9,813**	$ 10,328	**$ 52,870**	$ 43,002	**$ 132,864**	$ 143,144

19. Long-term Insurance Claims Receivable

Accounting policy

The Group maintains insurance to cover a number of risks including employee health, workers' compensation, pollution, damages to hull and machinery for each of our ships, property damages, war damage and general liabilities for third-party claims. The Group recognises a provision for future expected payments to third parties plus self-insured liabilities (deductibles) in respect of all claims (see Note 26).

The Group recognises insurance reimbursement receivables from insurers for third-party claims at the time the recovery is virtually certain. Substantially all of the long-term insurance reimbursement receivables are for claims such as collision, property damage, pollution, environmental damage, general average, injury and cargo. The liabilities associated with the claims are estimated based on the specific merits of the individual claims.

At November 30, 2023 and 2022, respectively, the Group included $14.9 million and $156.2 million for long-term insurance claims receivables. At November 30, 2022, substantially all of the Long-term insurance claims receivables and Long-term provision related to the civil action as a result of the fire on the *MSC Flaminia*. During 2023, the Group received $133.0 million from its insurance underwriters which has been recorded in Cash and cash equivalents. The Group also recorded a $13.0 million insurance receivable from Deltech, who is jointly and severally liable in the claim (see Note 29).

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

20. Accounts Payable

Accounting policy

Accounts payable are initially valued at their fair value and subsequently at amortised cost.

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received or is entitled to consideration. When consideration is paid by a customer before the Group transfers goods or services to satisfy the performance obligation, a contract liability is recognised. Contract liabilities are recognised as operating revenue when the Group satisfies the contractual performance obligations.

	As of November 30,	
(in thousands)	**2023**	2022
Trade payables	**$ 106,787**	$ 96,828
Withholding and value added tax	**7,553**	6,413
Insurance premiums payable	**46**	82
Other	**309**	1,552
	$ 114,695	$ 104,875

Contract liabilities

	2023		2022	
(in thousands)	**<1 year**	**>1 year**	<1 year	>1 year
Balance, December 1	**$ 41,707**	**$ –**	$ 29,092	$ –
Revenue recognised (from opening balance)	**(41,707)**	**–**	(29,092)	–
Revenue recognised (current year)	**(1,432,201)**	**–**	(1,197,032)	–
Cash received in advance of performance obligation	**1,479,251**	**–**	1,238,739	–
Balance, November 30	**$ 47,050**	**$ –**	$ 41,707	$ –

Contract liabilities are typically recognised as operating revenue within 45 days of the completion of the performance obligation so all contract liabilities are current liabilities. Contract liabilities are included in Accrued voyage expenses and unearned income.

21. Financial Risk Management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.
The Group's activities expose it to a variety of financial risks such as market risk (including currency risk, political risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group uses derivative financial instruments to hedge certain risk exposures. Risk management is carried out by a central Treasury department under policies approved by the Board of Directors. Group Treasury identifies, evaluates and hedges financial risks in close cooperation with the Group's operating units. The Board provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and investment of excess liquidity.

Risk	Exposure arising from	Measurement	Management
Market risk – foreign exchange	Future commercial transactions Recognised financial assets and liabilities not denominated in US dollars	Cash flow forecasting Sensitivity analysis	Forward foreign exchange contracts and cross-currency interest rate swaps
Market risk – interest rate	Long-term borrowings at variable rates	Sensitivity analysis	Cross-currency interest rate swaps, interest rate swaps
Market risk – commodity price	Changes in fuel prices	Cash flow forecasting Sensitivity analysis	Bunker surcharge clauses and bunker swaps
Credit risk	Cash and cash equivalents, trade receivables, derivative financial instruments, available-for-sale debt instruments and held-to-maturity investments	Ageing analysis Credit ratings	Diversification of bank deposits, credit limits and letters of credit Investment guidelines for available-for-sale and held-to-maturity investments
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities

Market risk

The Group is exposed to market risk, including changes in interest rates, currency exchange rates, price risk and bunker fuel costs. To manage the volatility relating to these exposures, the Group enters into derivative transactions in accordance with Group policies. The financial impact of these instruments is offset by corresponding changes in the underlying exposures being hedged. Derivative instruments are not held for trading or speculative purposes.

The Group analyses its interest rate exposure based on sensitivity analysis. Scenarios are simulated, taking into consideration refinancing, renewal of existing positions, alternative financing and hedging.

The Group calculates the impact on profit and loss of a defined interest rate shift. At November 30, 2023, 17.1% of the Group's long-term debt had variable interest rates. At November 30, 2023, if interest rates on the Group's short-term and long-term debt had been 10 basis points higher/lower with all other variables held constant, the calculated pre-tax profit for the year would have been $0.3 million lower/higher, mainly as a result of higher/lower interest expense on floating-rate debt for which the interest rate has not been hedged.

In addition, for bunker fuel risk, all of the contracts of affreightment ("COA") entered into by the Group's Tanker segment include provisions intended to pass through fluctuations in fuel prices to customers. The Group'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 the COAs or through hedging. For the years ended November 30, 2023 and 2022, the expected coverage from fluctuations in bunker fuel prices was 50.8% and 63.0%, respectively.

Political and geopolitical risk

SNL is exposed to geopolitical risks where territorial and other disputes between countries could lead to the outbreak of war or the existence of international hostilities 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. Moreover, SNL operates in a sector of the economy that is likely to be adversely affected by the impact of political instability, terrorist or other attacks, war or international hostilities, for example, the hostilities in the Ukraine and the Red Sea.

Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures. Most of the operating revenue earned by Tankers and Tank Containers is in US dollars, while a significant portion of their operating expenses is incurred in other currencies, primarily the euro, the Philippine peso, the Singapore dollar, the Japanese yen and the 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. In addition, exposure occurs when a member of the Group holds accounts receivable or payable in a non-functional currency.

At November 30, 2023, prior to the effect of hedging, if the US dollar had weakened or strengthened by 5% against the major currencies mentioned above, with all other variables remaining constant, the recalculated pre-tax profit for the year would have been approximately $7.9 million higher or lower, mainly due to the effect of operating and administrative and general expenses, net of revenues, from non-US dollar transactions as well as foreign exchange gains or losses on the remeasurement of non-US dollar-denominated account receivable and payable balances through the income statement.

SNL's policy is to hedge between 50% to 80% of the Group's expected 12-month future foreign currency exposure and 100% of its future committed capital expenditures denominated in foreign currencies.

Concentration of credit risk

Trade receivables are from customers across all lines of the Group's business. The Group extends credit to its customers in the normal course of business. The maximum exposure to credit risk is the net customer accounts receivable balance, contract assets and accrued revenue of $348.8 million and cash balance of $446.5 million. The Group regularly reviews its accounts receivable by performing credit checks upon entering into an initial sales contract with a customer and by the respective business controllers regularly reviewing the days past due accounts receivable reports. The majority of trade receivables are in US dollars.

An analysis of the age of customer trade receivables that are past due is as follows:

	As of November 30, 2023	
(in thousands)	Not Impaired	Impaired
Current	$ 176,400	$ 429
Up to 30 days past due	62,642	438
31 to 60 days past due	18,195	327
61 to 90 days past due	12,262	347
Greater than 91 days past due	29,049	19,737
	$ 298,548	$ 21,278

	As of November 30, 2022	
(in thousands)	Not Impaired	Impaired
Current	$ 187,428	$ 213
Up to 30 days past due	78,027	694
31 to 60 days past due	22,539	475
61 to 90 days past due	14,620	304
Greater than 91 days past due	23,225	19,932
	$ 325,839	$ 21,618

No collateral is held on any accounts receivable.

Concentration of credit risk *(continued)*

The only material loss allowance held against financial assets relates to trade receivables and is calculated on a lifetime expected loss basis. There have been no changes in the estimation techniques applied in the calculation of the loss allowance during the year.

The allowance for impairment on customer trade receivables changed as follows:

	As of November 30,	
(in thousands)	**2023**	2022
Allowance for impairment on customer trade and accrued receivables, brought forward	**$ 21,618**	$ 20,129
Impairment recognised, net	**1,861**	1,893
Accounts written off	**(2,201)**	(404)
Balance at the end of the year	**$ 21,278**	$ 21,618

The amount of the impairment allowance on receivables is based on the age of unpaid balances, information about the current and expected future financial condition of customers and the markets in which they operate, and other relevant information. Management does not believe significant risk exists in connection with concentrations of credit as of November 30, 2023. There have been no significant changes to the impairment allowance because of changes in the gross carrying amount of trade receivables.

There are no significant amounts written off which are still subject to enforcement activity.

The Group's cash is held by a diverse group of financial institutions, which is monitored on an annual ongoing basis by Group Treasury.

Liquidity risk

Cash flow forecasting is performed by the operating entities of the Group and is aggregated at the corporate level. The Group Treasury department monitors rolling forecasts of the Group's liquidity requirements to ensure the Group has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities (see Note 23) at all times so that the Group does not breach borrowing limits or covenants on any of its borrowing facilities. Such forecasting takes into consideration the Group's debt financing plans, covenant compliance, compliance with internal balance sheet ratio targets and certain currencies' restrictions. The Group also reviews and monitors sensitivities.

22. Financial Instruments

Accounting policy for financial instruments

IFRS 9 contains a classification and measurement approach for financial assets and liabilities, including derivative instruments that reflects the business model in which assets are managed and their cash flow characteristics.

Under IFRS 9, all financial instruments are initially measured at fair value. In addition, for financial assets or liabilities not remeasured at fair value through profit or loss, financial instruments are adjusted for transaction costs. The classification of a financial asset is determined at initial recognition; however, if certain conditions are met, an asset may subsequently need to be reclassified.

IFRS 9 contains three principal classification categories for financial assets, based on the business models under which they are held:

Amortised cost: The Group classifies its financial assets at amortised cost only if both of the following criteria are met: the assets are held within a business model with the objective of collecting the contractual cash flows and the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding. Income from these financial assets is included in finance income using the effective interest rate method. The Group's assets measured at amortised cost include trade and other receivables, cash and cash equivalents and advances from joint ventures and associates.

Fair value through other comprehensive income (FVTOCI): Assets that are held for collection of contractual cash flows and for future sales, where the assets' cash flows represent solely payments of principal and interest and dividends, are measured at fair value through other comprehensive income.

Fair value through profit or loss (FVTPL): Assets that do not meet the criteria for amortised cost or FVTOCI are measured at fair value through profit or loss.

(i) Impairment

As required by IFRS 9, the Group adopted an "expected credit loss model" which requires the Group to account for expected credit losses and changes in those expected credit losses at each year end or half-year to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised. Credit losses are calculated as the present value of the difference between all contractual cash flows that are due and all cash flows that the entity expects to receive. Expected credit losses are the sum of all possible credit losses, weighted by their probability of occurrence.

The "12-month expected credit losses" approach is applied to all financial assets with the exception of trade receivables and advances to joint ventures. Both these asset classes generally do not contain a significant financing component. For these assets, the Group applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, net of any allowance losses. The allowance loss measurement is determined by applying a simplified approach equalling the lifetime expected credit losses.

Under the simplified approach, the tracking of changes in credit risk is not required, but instead the base lifetime expected credit loss at all times is applied. An allowance for loss is made for potentially impaired receivables during the year in which they are identified based on a periodic review of all outstanding amounts. Losses are recorded within selling, marketing and distribution expenses in the income statement. Trade receivables are deemed as impaired when there is an indication of significant financial difficulties of the debtor (delinquency in or default on payments occurs, probability of bankruptcy or need for financial reorganisation).

(ii) Fair value estimation

The information below summarises financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

New business 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 investments in Golar LNG Limited, Kingfish, Odfjell SE and GBL are measured using quoted prices in an active market (Level 1). The Group's derivative assets and liabilities are measured using inputs other than quoted prices (Level 2). The Group's mature biological assets are measured using inputs other than quoted prices (Level 2). There have been no changes in the fair value methodology in the periods presented.

(iii) Hedge accounting

In accordance with IFRS 9's transition provisions for hedge accounting, the Group has not applied the IFRS 9 hedge accounting requirements and will continue to apply the hedge accounting requirements of IAS 39.

Accounting policy for derivative assets and liabilities

The Group enters into forward exchange contracts to hedge foreign currency transactions, interest rate swaps to hedge the risk of variability of interest payments, cross-currency interest rate swaps to hedge the risk of variability of interest and principal payments on non-US dollar denominated borrowings and bunker fuel hedge contracts to lock in the price for a portion of forecasted bunker fuel requirements. No instruments are held for speculative purposes.

For bonds and loan facilities where it is determined that there is an interest rate or foreign currency risk that should be hedged, the derivative financial instrument acquired will have critical terms that mirror those of the underlying debt. In these circumstances, it is the Group’s objective to achieve 100% effectiveness.

Derivative financial instruments are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each balance sheet date. The resulting gain or loss on remeasurement is recognised immediately in the income statement unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition of any resultant gain or loss on the income statement depends on the nature of the item being hedged. The impact in the income statement is shown in interest, foreign currency exchange gain (loss) or operating expenses as appropriate, based on the underlying of the derivative.

(i) Determination of fair value

The fair value of interest rate swaps, cross-currency interest rate swaps and foreign exchange contracts is based on discounted cash flow models based upon the valuations received from financial institutions, taking into account current interest rates and foreign exchange rates.

(ii) Cash flow hedges

The Group applies cash flow hedge accounting to its interest rate swaps and cross-currency interest rate swaps.

Where a derivative financial instrument is designated as a hedge of the variability in cash flows of a recognised asset or liability, or a highly probable forecast transaction, the effective part of any gain or loss on the derivative financial instrument is recognised directly in other comprehensive income. Any ineffective portion of the hedge is recognised immediately in the income statement.

When the forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability, the associated cumulative gain or loss recognised in other comprehensive income is removed and included in the initial cost or other carrying amount of the asset or liability.

If a hedge of a forecast transaction subsequently results in the recognition of a financial asset or a financial liability, the associated gains and losses that were recognised directly in equity are reclassified into the income statement in the same period or periods during which the asset acquired or liability assumed affects profit or loss, that is, when finance income or expense is recognised.

When a hedging instrument expires or is sold, terminated or exercised, or the entity revokes designation of the hedge relationship but the hedged forecast transaction is still expected to occur, the cumulative gain or loss at that point remains in equity and is recognised in accordance with the above policy when the transaction occurs. If the hedged transaction is no longer expected to take place, the cumulative unrealised gain or loss recognised in other comprehensive income is recognised in the income statement immediately.

Any unrealised and realised gains or losses on foreign exchange forward contracts are taken directly to the income statement.

(iii) Embedded derivatives

Derivatives embedded in other financial instruments or other host contracts are treated as separate derivatives when their risks and characteristics are not closely related to the host contract. Contracts are assessed for embedded derivatives at inception of such contracts or when the Group becomes party to them. Embedded derivatives that have been separated from host contracts are measured at fair value at each balance sheet date. Any gains or losses arising from changes in fair value are taken directly to the income statement.

The Group holds the following financial instruments:

(in thousands)	November 30, 2023 Current	Non-current	Total carrying value	Fair value	November 30, 2022 Current	Non-current	Total carrying value	Fair value
Financial Assets								
Financial assets at FVTOCI								
Investments in equity instruments – listed	$ –	$ 132,864	$ 132,864	$ 132,864	$ –	$ 143,144	$ 143,144	$ 143,144
Financial assets at amortised cost								
Cash and cash equivalents	446,515	–	446,515	446,515	152,141	–	152,141	152,141
Trade receivables	341,319	–	341,319	341,319	353,730	–	353,730	353,730
Loans and advances to joint ventures and associates	–	25,764	25,764	25,764	–	40,037	40,037	40,037
Other current assets	47,082	–	47,082	47,082	37,585	–	37,585	37,585
	$ 834,916	$ 158,628	$ 993,544	$ 993,544	$ 543,456	$ 183,181	$ 726,637	$ 726,637
Financial Liabilities								
Financial liabilities at amortised cost								
Accounts payables, excluding withholding and value added taxes	$ 107,142	$ –	$ 107,142	$ 107,142	$ 98,463	$ –	$ 98,463	$ 98,463
Accrued expenses and accrued voyage expenses	311,858	–	311,858	311,858	320,311	–	320,311	320,311
Dividend payable	53,591	–	53,591	53,591	53,591	–	53,591	53,591
Long-term lease obligations, including current maturities	55,456	182,751	238,207	238,207	49,017	174,567	223,584	223,584
Short-term loans and long-term debt, including current maturities and excluding debt issuance costs	258,889	1,594,576	1,853,465	1,911,088	293,109	1,691,112	1,984,221	2,032,219
Other current liabilities	55,569	–	55,569	55,569	49,407	–	49,407	49,407
	$ 842,505	$ 1,777,327	$ 2,619,832	$ 2,677,455	$ 863,898	$ 1,865,679	$ 2,729,577	$ 2,777,575

(in thousands)	November 30, 2023 Current	Non-current	Total carrying value	Fair value	November 30, 2022 Current	Non-current	Total carrying value	Fair value
Derivative Financial Instruments at Fair Value								
Assets								
Foreign currency exchange contracts – cash flow hedges	$ 794	$ –	$ 794	$ 794	$ 1,065	$ –	$ 1,065	$ 1,065
Interest rate swaps	5,256	4,788	10,044	10,044	5,640	6,590	12,230	12,230
Cross-currency interest rate swaps – cash flow hedges	46	–	46	46	1,840	–	1,840	1,840
	$ 6,096	$ 4,788	$ 10,884	$ 10,884	$ 8,545	$ 6,590	$ 15,135	$ 15,135
Liabilities								
Cross-currency interest rate swaps – cash flow hedges	$ 11,470	$ 3,780	$ 15,250	$ 15,250	$ 1,274	$ 5,851	$ 7,125	$ 7,125
Foreign currency exchange contracts – cash flow hedges	470	–	470	470	692	–	692	692
Interest rate swaps	–	3,876	3,876	3,876	205	–	205	205
	$ 11,940	$ 7,656	$ 19,596	$ 19,596	$ 2,171	$ 5,851	$ 8,022	$ 8,022

Fair value of financial instruments

The 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, so the estimates provided here are not necessarily indicative of the amounts that could be realised in a current market exchange.

The carrying amount of cash and cash equivalents, receivables, other current assets, account payable (excluding withholding and value added tax payables), accrued expenses, other current liabilities and dividend payable are a reasonable estimate of their fair value, owing to their short maturity. Long-term leases are exempt from disclosure of fair value measurements so fair value equals book value. Long-term debt in the table above excludes debt issuance costs of $16.9 million and $17.4 million, as of November 30, 2023 and 2022, respectively. The estimated value of the Group's 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 November 30, 2023 and 2022, respectively, using the discounted cash flow methodology. The fair values of the Group's foreign exchange contracts are based on their estimated market values as of November 30, 2023 and 2022, respectively. Market value of interest rate and cross-currency interest rate swaps was estimated based on the amount the Group would receive or pay to terminate its agreements as of November 30, 2023 and 2022.

The estimated value of the Group's financial assets and marketable securities are based on traded value. The estimated value of its senior unsecured bond issues is based on traded values (Level 1 valuation method), while the values on the remaining long-term debt are based on interest rates as of November 30, 2023 and 2022, respectively, using the discounted cash flow methodology (Level 2 valuation method). The fair values of the Group's foreign exchange and bunker contracts are based on their estimated market values as of November 30, 2023 and 2022. Market value of interest rate and cross-currency interest rate swaps was estimated based on the amount the Group would receive or pay to terminate its agreements as of November 30, 2023 and 2022.

The Group's financial instruments did not result in any income or loss recognised in the income statement.

Derivatives

The Group has derivative assets of $10.9 million and $15.1 million as of November 30, 2023 and 2022, respectively and derivative liabilities of $19.6 million and $8.0 million as of November 30, 2023 and 2022, respectively. All the Group's derivative activities are financial instruments entered with major financial institutions and brokers 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 November 30, 2023 and 2022, respectively. Derivative financial instruments are measured using inputs other than quoted values. There have been no changes in the valuation techniques since November 30, 2022.

None of the Group's derivative activities are publicly traded financial instruments. Instead, the financial instruments have been entered into with major financial institutions and brokers. The Group holds foreign exchange forward contracts, commodity contracts and interest rate swaps, which subject the Group to a minimum level of counterparty risk. The Group does not believe that it has a material exposure to credit risk from third parties failing to perform according to the terms of hedge instruments. The cumulative net gains (losses) recognised in equity were as follows at November 30, 2023 and 2022:

	As of November 30,	
(in thousands)	**2023**	2022
Interest rate derivatives	**$ 5,093**	$ 12,453
Cross-currency interest rate swaps	**(1,537)**	8,548
Foreign currency derivatives	**–**	(10)
Foreign exchange and interest rate hedges held by joint ventures	**5,486**	4,418
Deferred income tax gain on the interest rate derivatives	**645**	(524)
	$ 9,687	$ 24,885

Foreign currency

The following foreign exchange contracts, maturing through September 2024, were outstanding as of November 30, 2023 and 2022:

	Purchase	
(in local currency, thousands)	**2023**	2022
Euro	**43,000**	45,000
Singapore dollar	**14,000**	8,000
British pound	**14,000**	5,000

The US dollar equivalent of the currencies which the Group had contracted to purchase was $75.4 million and $58.8 million as of November 30, 2023 and 2022, respectively.

The Group utilises foreign currency derivatives to hedge committed and forecasted cash flow exposures.

The Group has elected to apply non-hedge accounting treatment for all contracts. Gains and losses on hedges of committed commercial transactions are recorded as a foreign exchange gain or loss.

Interest rate and cross-currency interest rate swaps

The Group had interest rate and cross-currency interest rate swaps with notional values of $544.7 million and $612.4 million as of November 30, 2023 and 2022, respectively. These derivatives have been designated as cash flow hedges. For the years ended November 30, 2023 and 2022, $6.4 million and $0.5 million gain, respectively, were recognised in finance expense. Any remaining amounts currently in other comprehensive income are expected to be reclassified to earnings between 2024 and 2030.

Maturity of financial liabilities

For the year ended November 30, 2023 (in thousands)	**Less than 1 yr**	**2-3 yrs**	**4-5 yrs**	**More than 5 yrs**	**Total**
Contractual obligations:					
Accounts payable, excluding withholding and value added taxes	**$ 107,142**	**$ –**	**$ –**	**$ –**	**$ 107,142**
Accrued expenses and dividend payable	**365,449**	**–**	**–**	**–**	**365,449**
Long-term lease liabilities, including current maturities	**55,456**	**68,490**	**31,978**	**82,283**	**238,207**
Interest on long-term lease liabilities	**10,958**	**14,857**	**9,733**	**70,385**	**105,933**
Long-term debt, including current maturities	**258,889**	**669,539**	**529,957**	**395,080**	**1,853,465**
Interest on long-term debt	**93,404**	**154,866**	**88,913**	**34,277**	**371,460**
Derivative financial liabilities	**11,732**	**5,427**	**3,489**	**995**	**21,643**
Other current liabilities	**55,569**	**–**	**–**	**–**	**55,569**
Total contractual obligations	**$ 958,599**	**$ 913,179**	**$ 664,070**	**$ 583,020**	**$ 3,118,868**

For the year ended November 30, 2022 (in thousands)	Less than 1 yr	2-3 yrs	4-5 yrs	More than 5 yrs	Total
Contractual obligations:					
Accounts payable, excluding withholding and value added taxes	$ 98,463	$ –	$ –	$ –	$ 98,463
Accrued expenses and dividend payable	373,902	–	–	–	373,902
Long-term lease liabilities, including current maturities	49,017	67,454	24,653	82,460	223,584
Interest on long-term lease liabilities	9,806	13,684	9,181	71,955	104,626
Long-term debt, including current maturities	293,109	817,069	450,480	423,563	1,984,221
Interest on long-term debt	96,282	117,539	72,890	41,542	328,253
Derivative financial liabilities	2,240	6,223	–	–	8,463
Other current liabilities	49,407	–	–	–	49,407
Total contractual obligations	$ 972,226	$ 1,021,969	$ 557,204	$ 619,520	$ 3,170,919

Long-term debt in the table above excludes debt issuance costs of $16.9 million and $17.4 million as of November 30, 2023 and 2022, respectively. Derivative financial liabilities are stated at future undiscounted cash flows; therefore, they do not agree to the balance sheet.

23. Short-Term Bank Loans

Accounting policy

Interest-bearing borrowings are recognised initially at fair value less directly attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in the income statement over the period of the borrowings on an effective interest basis.

There were no outstanding short-term bank loans at November 30, 2023 or 2022.

On February 16, 2022, the Group entered into a sustainability-linked secured loan agreement for $415.0 million, consisting of a term loan of $180.9 million and a revolving credit facility ("RCF") of $234.1 million. The loan syndication was with 14 banks and led by three bookrunners: Nordea Bank Abp, Danske Bank A/S and DNB (UK) Limited ("DNB"). It expires on February 16, 2028 and is secured by 19 ships. The revolving credit line reduces semi-annually by $13.2 million.

The weighted average interest rate on the RCF was 5.3% for the year ended November 30, 2022. It was undrawn in 2023 so there is no weighted average interest rate for the year.

On December 9, 2022, the Group signed a two-year revolving credit facility with DNB ("DNB RCF") secured by the shares in the Group's joint venture, ASA, for $100.0 million. The facility has the option to be extended for two additional years. There is no weighted average interest rate in 2023 or 2022 as the facility has not been utilised during either of the two years.

As of November 30, 2023, the Group had available undrawn committed credit lines of $194.6 million from the RCF and $100.0 million from the DNB RCF.

The Group also has $84.0 million of uncommitted lines of credit facilities which are payable on demand and can be withdrawn by the banks at short notice. The weighted average interest rates during the years ended November 30, 2023 and 2022 were 2.6% and 2.4%, respectively.

Commitment fees for unused lines of credit were $2.6 million and $3.7 million for the years ended November 30, 2023 and 2022, respectively.

Several of the short-term and long-term credit facilities contain various financial covenants applicable either quarterly or annually, which, if not complied with, could result in the acceleration of repayment of amounts due and could limit the ability of the Group to draw funds from time to time. At November 30, 2023 and 2022, the Group was in compliance with the financial covenants under its debt agreements.

Agreements executed in connection with certain debt obligations, both short-term and long-term, require that the Group maintains defined financial covenants, including, but not limited to, minimum consolidated tangible net worth of $600.0 million, maximum ratio of consolidated debt to consolidated tangible net worth of 2.25 : 1 and minimum ratio of consolidated EBITDA to consolidated interest expense of 2 : 1. Most of the debt agreements provide for a cross default in the event of a default in another agreement. In the event of a default that extends beyond the applicable remedy or cure period, lenders may accelerate repayment of amounts due to them.

24. Long-Term Debt

Accounting policy

Interest-bearing borrowings are recognised initially at fair value less directly attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in the income statement over the period of the borrowings on an effective interest basis.

Long-term debt as of November 30, 2023 and 2022 consisted of the following:

(in thousands)	Notes	2023	2022
Preferred ship fixed-rate mortgages:			
Fixed interest rates ranging from 2.7% to 5.4% (2022: 2.7% to 5.4%), maturities vary through 2038	(i)	**$ 443,404**	$ 494,636
Preferred ship variable-rate mortgages:			
Interest rates ranging from 7.6% to 8.3% (2022: 2.6% to 7.6%), maturities vary through 2031	(ii)	**313,622**	355,732
Senior secured credit facilities	(iii)	**887,096**	839,214
Senior unsecured bond issues	(iv)	**178,924**	258,381
Bank loans:			
Interest rates ranging from 1.5% to 2.1% (2022: 1.5% to 2.1%), maturities vary through 2028		**13,555**	18,816
		1,836,601	1,966,779
Less – current maturities		**(255,109)**	(288,958)
		$ 1,581,492	$ 1,677,821

The classification of debt and the interest rates shown in the above table are after considering existing interest rate and cross-currency interest rate hedges.

Long-term debt

The majority of long-term debt is denominated in or swapped into US dollars, with $229.6 million and $135.3 million denominated in other currencies and not swapped to US dollars as of November 30, 2023 and 2022, respectively.

Long-term debt consists of debt collateralised by mortgages on ships, tank containers and terminals, as well as $178.9 million unsecured bond financing at November 30, 2023.

(i) Preferred ship fixed-rate mortgages

On June 29, 2023, the Group received EUR 13.2 million in proceeds from the financing of *Stolt Ludwigshafen*, a newbuilding chemical tanker/barge. The agreement is with KfW IPEX-Bank GmbH. The term loan has fixed interest of 4.97% and is for 15 years.

On August 3, 2022, the Group signed a $66.0 million top-up of the term loan with Danish Ship Finance A/S, increasing the term loan to $168.7 million and extending the maturity profile to June 2027. The loan was drawn in 2022 to finance the purchase of two second-hand ships and for general corporate purposes. At the time of draw down, the interest rate was fixed.

As a part of the sustainability-linked secured loan agreement entered into on February 16, 2022 that was discussed in Note 23, the Group drew $180.9 million on a term loan in March 2022. The loan was used to fully repay the loan with CEXIM and Standard Chartered Bank. At the same time, the Group swapped the floating interest of the term loan into a fixed rate. With the repayment of the CEXIM loan, the Group incurred break costs and expensed debt issuance costs and hedging losses of $11.1 million. The new term loan is a five and one-half year term loan with semi-annual payments.

The Group repaid the $30.5 million term loan secured by the *Stolt Groenland* in the first quarter of 2022. This was the result of the Group settling with its hull and machinery insurers for claims on the *Stolt Groenland*, which had an explosion onboard in 2019.

During February and March 2019, the Group received $241.6 million under a fixed-rate borrowing agreement, involving eight ships. The agreement is with Development Bank of Japan, ING Bank N.V., National Australia Bank, Société Générale and a group of private investors at fixed interest rates ranging from 4.16% to 4.27%. There are equal quarterly payments for each ship for an average tenor of eight years. At the end of the agreement, the Group has an option to purchase the ships by paying fixed amounts. As the option to repurchase was virtually certain to be exercised by the Group at the date of the borrowing, the transaction has been treated as collateralised debt. This debt refinanced the acquisition debt relating to the Jo Tankers acquisition in 2016.

With the deliveries of five newbuildings, in late 2016 through 2017, the Group drew down $57.2 million in 2016, $219.6 million in 2017 and $7.6 million in 2018 under the $291.8 million term loan with CEXIM and Standard Chartered Bank, signed August 15, 2013. The loans were secured by the newbuildings and was being repaid over 10 years. Interest has been fixed at an average rate of 4.94%. As noted above, this loan was repaid in 2022.

(ii) Preferred ship variable-rate mortgages

During March 2021, the Group closed a $77.0 million floating-rate facility with CMB Financial Leasing Co. Ltd. ("CMBFL Facility") including three newly acquired CTG ships. There are quarterly repayments for each ship over ten years whereby the Group has an option to purchase the ships by paying $12.8 million for each ship. As the option to repurchase was virtually certain to be exercised by the Group at the date of the borrowing, the transaction has been treated as collateralised debt.

In August 2019, the Group closed a $415.6 million floating-rate facility with CMBFL Facility, involving 20 ships. There are equal quarterly payments for each ship for an average tenor of seven years and floating interest rates. At the end of the agreement, the Group has an option to purchase the ships by paying fixed amounts. As the option to repurchase was virtually certain to be exercised by the Group at the date of the borrowing, the transaction has been treated as collateralised debt. The loan was used to pay down existing debt and for general corporate purposes.

(iii) Senior secured credit facilities

On June 12, 2023, the Group refinanced its previous Stolthaven Singapore facility with a SGD 280.0 million ($208.4 million) term loan. The agreement is with DBS Bank Ltd., ING Bank N.V., KfW IPEX-Bank GmbH and Oversea-Chinese Banking Corporation Limited. The debt will be repaid over seven years with a final balloon payment of SGD 112.0 million and the interest rate has been fixed at 5.3%. The net proceeds were used to repay a NOK bond (SNI09) with $132.0 million outstanding and for general corporate purposes.

On June 21, 2022, the Group signed a $110.0 million floating-rate borrowing agreement using a group of tank containers as collateral. The agreement is with ING Bank N.V. and a group of private investors for seven years and ten months. There are 33 equal payments, with a balloon payment at maturity. The drawdown of the cash coincided with the November 2022 balloon payment of the November 2015 tank container financing and the interest rate was fixed just before draw down.

On March 2, 2022, the Group signed a $127.6 million floating-rate borrowing agreement using a group of tank containers as collateral. The agreement is with ING Bank N.V. and a group of private investors for six years and ten months. There are 29 equal payments, with a balloon payment at maturity. Cash was drawn on the new facility subsequent to the May 2022 balloon payment of the May 2016 tank container financing and the interest rate was fixed just before draw down.

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

In July 2019, Stolthaven New Orleans LLC issued $200.0 million Senior Secured Notes with a group of private investors. The private placement has a ten-year term at a fixed interest rate of 5.15% and is secured by the terminal in Braithwaite, Louisiana. Proceeds were used for general corporate purposes.

On May 24, 2017, the previous Stolthaven Singapore terminal loan facility was refinanced with a seven-year SGD 280.0 million ($202.4 million) term loan facility. The agreement was with a bank club deal consisting of United Overseas Bank Limited, DBS Bank Ltd., Oversea-Chinese Banking Corporation Limited, and Australia and New Zealand Banking Group Limited and had a fixed interest rate of 4.16%. This loan was refinanced in 2023 as discussed above.

On May 20, 2016, the Group entered into a $131.3 million fixed-rate borrowing agreement using a group of tank containers as collateral. The agreement is with ING Bank N.V., Development Bank of Japan and a group of private investors for six and a half years at a fixed interest rate of 3.4%. There were 26 equal payments of $3.6 million each and at the end of the agreement, the Group had an option to purchase the tank containers by paying a fixed amount of $59.1 million. As the option to repurchase was virtually certain to be exercised by the Group at the date of the borrowing, the transaction was treated as collateralised debt. This borrowing agreement was repaid in 2022.

On November 20, 2015, the Group entered into a $166.4 million fixed-rate borrowing agreement using a group of tank containers as collateral. The agreement is with ING Bank N.V. and a group of private investors for six and a half years at a fixed interest rate of 3.3%. There were 26 equal payments of $4.6 million each and at the end of the agreement, the Group had an option to purchase the tank containers by paying a fixed amount of $74.9 million. As the option to repurchase was virtually certain to be exercised by the Group at the date of the borrowing, the transaction was treated as collateralised debt. This borrowing agreement was repaid in 2022.

On February 19, 2015, the Group announced that it had closed a $250.0 million private placement with American International Group. The private placement has a term of 10 years and is secured by the Group's terminal in Houston. The loan was used to pay down existing debt and for general corporate purposes.

(iv) Senior unsecured bond issue

On September 12, 2023, the Group completed a placement of senior unsecured bonds ("2023 Bond") for NOK 1.2 billion (swapped into $112.4 million) in a new five-year bond issue, carrying a coupon of three months NIBOR plus 3.15%. The Group swapped the bond proceeds into a US dollar obligation at a fixed interest of 7.82%. Net proceeds from the bond issue were used to repurchase $60.0 million of the $141.5 million bonds which is maturing on February 20, 2024, and for general corporate purposes.

On November 27, 2023, the Group issued an additional NOK 325 million (swapped into $31.7 million) on the 2023 Bond. The Group swapped the bond proceeds into a US dollar obligation at a fixed interest of 7.81%. Net proceeds were for general corporate purposes. The bond proceeds were received subsequent to November 30, 2023.

On June 16, 2020, the Group completed a placement of senior unsecured bonds for NOK 1.25 billion (swapped into $132.0 million) in a new three-year bond issue, carrying a coupon of three months NIBOR plus 4.5%. The Group swapped the bond proceeds into a US dollar obligation at a fixed interest rate of 5.19%. The settlement date for the bonds was June 29, 2020. Net proceeds from the bond issue were used to repurchase $78.1 million of the SNI05 bonds with maturity date of March 18, 2021 and for general corporate purposes.

On February 5, 2020, the Group completed a placement of senior unsecured bonds for NOK 1.3 billion (swapped into $141.5 million) in a new four-year bond issue carrying a coupon of three months NIBOR plus 3.65%. The Group swapped the bond proceeds into a US dollar obligation at a fixed interest rate of 5.44%. The settlement date for the bonds was February 20, 2020. Net proceeds from the bond issue were used to repurchase $53.4 million of the SNI06 bonds with maturity date of April 8, 2020 and for general corporate purposes.

(v) Debt issuance costs

Debt issuance costs of $16.9 million and $17.4 million have been netted against long-term debt at November 30, 2023 and 2022, respectively. Debt issuance costs recognised in the income statement as part of effective interest rates were $5.3 million and $15.4 million for the years ended November 30, 2023 and 2022, respectively.

Analysis of net debt

Net debt at November 30, 2023 comprises lease liabilities of $238.2 million (2022: $223.6 million) and long-term debt, including current maturities, of $1,836.6 million (2022: $1,966.8 million) less cash and cash equivalents of $446.5 million (2022: $152.1 million).

(in thousands)	At December 1, 2022	Cash flow	Exchange differences	Other movements	**At November 30, 2023**
Cash deposits	$ 71,040	$ 101,715	$ 4,025	$ –	**$ 176,780**
Short-term time deposits	81,101	188,634	–	–	**269,735**
Cash and cash equivalents	152,141	290,349	4,025	–	**446,515**
Borrowings:					
Long-term debt, including current maturities	(1,966,779)	127,905	3,643	(1,370)	**(1,836,601)**
Lease liabilities, including current maturities	(223,584)	54,495	(1,180)	(67,938)	**(238,207)**
Net debt	**$ (2,038,222)**	**$ 472,749**	**$ 6,488**	**$ (69,308)**	**$ (1,628,293)**

(in thousands)	At December 1, 2021	Cash flow	Exchange differences	Other movements	At November 30, 2022
Cash deposits	$ 111,639	$ (39,011)	$ (1,588)	$ –	$ 71,040
Short-term time deposits	12,229	68,872	–	–	81,101
Cash and cash equivalents	123,868	29,861	(1,588)	–	152,141
Borrowings:					
Short-term bank loans	(40,000)	40,000	–	–	–
Long-term debt, including current maturities	(2,185,644)	200,208	25,934	(7,277)	(1,966,779)
Lease liabilities, including current maturities	(210,450)	51,210	5,856	(70,200)	(223,584)
Net debt	**$ (2,312,226)**	**$ 321,279**	**$ 30,202**	**$ (77,477)**	**$ (2,038,222)**

Short-term time deposits included within cash and cash equivalents relate to term deposits repayable within three months.

In the year ended November 30, 2023, other non-cash movements in net debt primarily represent $67.6 million of new or modified leases, net of reductions, and $5.3 million amortisation of debt issuance costs offset by the capitalisation of debt issuance costs of $4.4 million.

In the year ended November 30, 2022, other non-cash movements in net debt primarily represent $70.2 million of new or modified leases, net of reductions, and $15.4 million amortisation of debt issuance costs offset by the capitalisation of debt issuance costs of $8.5 million.

25. Pension and Other Post-Retirement Benefit Plans

Accounting policy

(i) Defined contribution plans

Obligations for contributions to defined contribution pension plans are recognised as an expense in the income statement as incurred. The Group has no further payment obligations once the contributions have been paid.

(ii) Defined benefit plans and other post-employment benefits

The Group's net obligation in respect of defined benefit pension plans and other post-employment benefits is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets (at bid price) is deducted.

The liability discount rate for each plan is based on the yield curve of a portfolio of high-quality corporate bonds that have maturity dates which are approximately the same as the terms of the respective plans' obligations. The calculation is performed by a qualified actuary using the projected unit credit method.

The current service cost of the defined benefit plan, recognised in the income statement in employee benefit expense, reflects the increase in the defined benefit obligation resulting from employees' service in the current year, benefit changes, curtailments and settlements.

When the benefits of a plan are increased, the increased benefit relating to past service by employees is recognised as an expense in the income statement immediately.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the income statement.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in Other comprehensive income in the period in which they arise.

Where the calculation results in a benefit to the Group, the asset recognised is limited to the present value of any future refunds from the plan or reductions in future contributions to the plan.

Gains and losses on the curtailment or settlement of a defined benefit plan are recognised at the time the curtailment or settlement occurs. A curtailment occurs when the Group adopts a significant reduction in the number of employees covered by a plan or changes the terms of a defined benefit plan such that a significant part of future earnings to current employees will no longer qualify for benefits or will qualify only for reduced benefits.

(iii) Short-term and long-term cash-based benefits

Short-term employee benefit obligations are measured on an undiscounted basis while long-term cash-based employee benefit obligations are discounted based on expected payment date. They are expensed in the period in which the related service is provided. An accrual is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employees and the obligation can be estimated reliably.

At November 30, 2023, the Group operated a number of pension plans for the benefit of its employees throughout the world, with varying rights and obligations depending on the conditions and practices in the specific countries. The Group's pension plans are provided through both defined benefit and defined contribution arrangements. These plans are regulated by the respective regulators in each of the countries where they are set up.

The Group operates defined benefit plans in the United States, the United Kingdom, Bermuda, the Netherlands, Norway, the Philippines and Japan. One of the defined benefit plans covers certain ship officers and other seafarers while the others are for shore-based employees. Company-sponsored defined contribution pension plans are currently provided in all of the above countries and Spain. The Group also operates an unfunded post-retirement medical plan in the United States.

Defined benefit plans provide benefits based on the employees' length of pensionable service and their final pensionable salary or other criteria. Defined contribution plans offer employees individual funds that are converted into benefits at the time of retirement.

Defined benefit plans

The Group's significant defined benefit pension plans are in the United States, Bermuda, the Netherlands and the United Kingdom.

The Pension Committees participate in the governance of each of the significant defined benefit pension plans. These Pension Committees comprise representatives who are employees and former employees. In addition, actuarial advisers and investment management advisers also participate in the Pension Committee meetings. The Pension Committees for plans act in the best interest of the plan participants and are responsible for setting certain policies, such as strategic asset allocation, investment and contribution policies in consultation with the Group.

The defined benefit plans expose the Group to actuarial risks such as longer than expected longevity of members, lower than expected return on investments and higher than expected inflation, which may increase the liabilities or reduce the value of assets of the plans.

Recognising these risks, the Group has adopted an approach of moving away from providing defined benefit plans. All defined benefit plans have also been closed to future accrual and new entrants.

The Group follows a coordinated strategy for the funding and investment of its defined benefit pension plans subject to abiding by all local laws and regulations applicable to those plans. The assets of the plan are generally held separately from those of the Group and are administered by local management in the respective countries. The Group has no legal obligation to settle these liabilities with any immediate contributions or additional one-off contributions. The Group intends to continue to contribute to each defined benefit pension and post-retirement medical plan in accordance with the latest recommendations of each plan actuary and its pension funding policy.

In terms of investments, the Group's aim is for the value of defined benefit plan assets to be maintained at close to the value of the corresponding benefit obligations, allowing for some short-term volatility.

Plan assets are invested in a diversified range of asset classes, predominantly comprising bonds and equities. In some locations, such as the United Kingdom, plan trustees and other bodies have legal and fiduciary responsibility for the investment of plan assets, and decisions on investment strategy are taken in consultation with the Group.

The Group monitors its exposure to changes in equity markets, interest rates and inflation, and measures its balance sheet pension risk using a risk-based approach. Strategic asset allocation studies and asset-liability studies are carried out periodically for the significant pension plans.

On a quarterly basis, the performance of all investments across the significant defined benefit plans is reviewed with the Group's investment management advisers.

Pension plans overview

The amounts recognised at November 30, consisted of the following:

	As of November 30,	
(in thousands)	2023	2022
Non-current assets	$ 21,292	$ 20,602
Non-current liabilities	(19,937)	(20,342)
Net pension asset	**$ 1,355**	$ 260

This is composed of the net of the present value of funded obligations and fair value of plan assets as follows:

	As of November 30,	
(in thousands)	2023	2022
Present value of funded obligations	$ (168,950)	$ (177,630)
Fair value of plans assets	170,305	177,890
	$ 1,355	$ 260

US post-retirement healthcare plan

US-based employees retiring from the Group, having attained the age of 55 with at least ten years of cumulative US service by January 1, 2018, or who become disabled, are eligible to receive both pre-Medicare and post-Medicare benefit offerings for themselves and their eligible dependants. Employees working until age 65 with at least ten years of US cumulative service are eligible for post-Medicare benefits only. All benefits are unfunded.

Components of defined benefit cost

The net periodic benefit cost for the Group's defined benefit pension plans (including a retirement arrangement for one of the Group's ex-Directors) and US post-retirement healthcare plan shown above for the years ended November 30, 2023 and 2022, consisted of the following:

	For the years ended November 30,	
(in thousands)	**2023**	2022
Service cost	**$ 408**	$ 567
Interest cost, net	**166**	233
Cost of plan administration	**332**	320
Net periodic benefit cost	**$ 906**	$ 1,120

Impact on equity

Remeasurements that are recognised in Other comprehensive income are as follows:

	For the years ended November 30,	
(in thousands)	**2023**	2022
Effect of changes in demographic assumptions	**$ 7**	$ (322)
Effect of changes in financial assumptions	**(7,225)**	59,727
Effect of experience assumptions	**(796)**	332
Return on plan assets (excluding interest income)	**6,657**	(56,502)
Remeasurements recognised in other comprehensive income	**$ (1,357)**	$ 3,235

The following tables set out the change in benefit obligations for the Group's defined benefit pension plans and US post-retirement medical plan and the change in plan assets for the defined benefit pension plans.

Change in benefit obligation

	For the years ended November 30,	
(in thousands)	**2023**	2022
Benefit obligations at beginning of year	**$ 177,630**	$ 247,310
Current service cost	**408**	567
Interest cost	**8,633**	5,885
Benefits paid	**(10,425)**	(13,171)
Foreign exchange rate changes	**718**	(3,224)
Remeasurements:		
Effect of changes in demographic assumptions	**7**	322
Effect of changes in financial assumptions	**(7,225)**	(59,727)
Effect of experience adjustments	**(796)**	(332)
Benefits obligation at end of year	**$ 168,950**	$ 177,630

Change in plan assets

(in thousands)	For the years ended November 30, 2023	2022
Fair value of plan assets at beginning of year	**$ 177,890**	$ 240,960
Return on plan assets (excluding interest income)	**(6,657)**	(56,502)
Interest income	**8,467**	5,652
Company contributions	**443**	4,080
Foreign exchange rate changes	**919**	(2,809)
Benefits paid	**(10,425)**	(13,171)
Expenses paid	**(332)**	(320)
Fair value of plan assets at end of year	**$ 170,305**	$ 177,890

Change in asset ceiling

There were no defined benefit plans whose recognition of assets was limited.

Participant profile

The defined benefit obligation by participant status is as follows:

(in thousands)	As of November 30, 2023	2022
Actives	**$ 26,718**	$ 32,216
Vested former employees not yet retired	**28,584**	32,352
Retirees	**113,648**	113,062
	$ 168,950	$ 177,630

The number of participants are as follows:

	As of November 30, 2023	2022
Actives	**1,002**	975
Vested former employees not yet retired	**476**	499
Retirees	**715**	695
	2,193	2,169

Key actuarial assumptions

The following are the assumptions used in the measurement of the projected benefit obligation for the Group's defined benefit pension plans and the accumulated projected benefit obligation for US post-retirement medical plan benefits:

	As of November 30,	
	2023	2022
Weighted-average assumptions to determine projected benefit obligations:		
Discount rate	**5.45 %**	5.02 %
Rate of compensation increase	**3.54 %**	4.07 %
Rate of pension increases	**3.12 %**	3.02 %
Rate of price inflation	**3.14 %**	3.07 %
Life expectancy for an individual currently at 65:		
Male	**21.0 yrs**	20.8 yrs
Female	**23.0 yrs**	22.9 yrs

The net period pension expense and retiree medical expense is based on the prior year's weighted average assumptions for the projected benefit obligation.

Exposure to variances in healthcare cost trends have been mitigated to the extent that a 1% change would have a negligible effect on the accumulated post-retirement benefit obligation at the end of 2023.

	Impact on Defined Benefit Obligation		
	Change in Assumption	Increase in Assumption	Decrease in Assumption
Discount rate	0.25%	Decrease by 2.3%	Increase by 2.5%
Salary growth rate	0.25%	Increase by 1.9%	Decrease by 1.9%
Pension growth rate	0.25%	Increase by 2.0%	Decrease by 2.1%

	Increase by 1 Year in Assumption	Decrease by 1 Year in Assumption
Life expectancy	Increase by 2.2%	Decrease by 2.3%

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting year) has been applied as when calculating the pension liability recognised within the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous year.

Fair value of plan assets

The Group's defined benefit pension plans' assets and weighted-average asset allocation as of November 30, 2023 and 2022, by category, were as follows:

(in thousands)	As of November 30, 2023	%	2022	%
Cash and cash equivalents	**$ 7,354**	**4%**	$ 24,429	14%
Equity instruments	**39,483**	**23%**	40,780	23%
Debt instruments	**117,130**	**69%**	104,895	59%
Real estate	**3,260**	**2%**	3,970	2%
Investment funds	**1,820**	**1%**	1,602	1%
Assets held by insurance company	**190**	**–**	356	–
Other	**1,068**	**1%**	1,858	1%
Total	**$ 170,305**	**100%**	$ 177,890	100%

The fair value of all plan assets was based on quoted market prices, except for real estate of $3.3 million, assets held by insurance companies of $0.2 million and cash with a value of $7.2 million.

It is the Group's policy to invest pension plan assets for its defined benefit plans to ensure that there is an adequate level of assets to support benefit obligations to participants and retirees over the life of the plans, maintain liquidity in plan assets sufficient to cover current benefit obligations and earn the maximum investment return consistent with a prudent level of investment and actuarial risk.

Investment return is the total compounded annual return, calculated as interest and dividend income and realised and unrealised capital gains and losses, less expenses of the plan.

The Group expects to contribute $1.9 million to its defined benefit pension and post-retirement benefit plans in 2024.

Weighted average duration of the defined benefit obligation is 9.4 years.

Expected maturity analysis of undiscounted pension and post-employment benefits

As of November 30, 2023 (in thousands)	Less than a year	Between 1-2 years	Between 2-5 years	More than 5 years	Total
Pension benefits	$ 11,781	$ 22,487	$ 24,927	$ 60,556	**$ 119,751**
Post-employment benefits	478	773	611	1,292	**3,154**
Total	**$ 12,259**	**$ 23,260**	**$ 25,538**	**$ 61,848**	**$ 122,905**

As of November 30, 2022 (in thousands)	Less than a year	Between 1-2 years	Between 2-5 years	More than 5 years	Total
Pension benefits	$ 11,108	$ 21,932	$ 22,670	$ 59,191	**$ 114,901**
Post-employment benefits	467	945	694	1,360	**3,466**
Total	**$ 11,575**	**$ 22,877**	**$ 23,364**	**$ 60,551**	**$ 118,367**

The above tables exclude vested deferred participants who have not started their retirement payments.

The Group also provides defined contribution plans to certain of its qualifying employees. Group contributions charged to expense for these plans were $21.0 million and $20.5 million for the years ended November 30, 2023 and 2022, respectively.

26. Provisions

Accounting policy

A provision is recognised in the balance sheet when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are measured at management's best estimate of the expenditure required to settle the obligation at the balance sheet date. If the effect is material, provisions are recognised at present value by discounting the expected future cash flows at a pre-tax rate that reflects the time value of money.

When a contract becomes onerous, the present obligation under the contract is recognised as a provision and measured at the lower of the expected cost of fulfilling the contract and the expected cost of terminating the contract as far as they exceed the expected economic benefits of the contract. Additions to provisions and reversals are generally recognised in the Consolidated Income Statement.

The present value of the recognised obligations associated with the retirement of property, plant and equipment (asset retirement obligations) that result from the acquisition, construction, development or normal use of an asset is added to the carrying amount of the related asset. The additional carrying amount is depreciated over the useful life of the related asset. Additions to and reductions from the present value of asset retirement obligations that result from changes in estimates are generally recognised by adjusting the carrying amount of the related asset and provision. If the asset retirement obligation is settled for other than the carrying amount of the liability, the Company recognises a gain or loss on settlement.

A provision is established for obligations under lease agreements to dismantle and/or restore leased property to its original condition.

Short-term provisions

(in thousands)	Claims provision	Environmental provision	Restructuring	Total
Balance at December 1, 2022	**$ 4,495**	**$ 214**	**$ 34**	**$ 4,743**
Additional provisions recognised, net	159,231	423	119	159,773
Reclass of *MSC Flaminia* Provision from long-term	139,000	–	–	139,000
Reductions arising from payments	(1,119)	(56)	(126)	(1,301)
Net foreign exchange differences	(41)	–	10	(31)
Balance at November 30, 2023	**$ 301,566**	**$ 581**	**$ 37**	**$ 302,184**

The claims provision is in relation to short-term claims made against the Group by external parties. The majority of the short-term provision related to the civil action as a result of the fire on the *MSC Flaminia*. As discussed in Note 29, as the result of the court decision, an additional $155.0 million was recorded as a provision in 2023 and the previous provision reclassed to short-term provisions. The Group also received $133.0 million in 2023 from the Group's insurance underwriters and the Group has recorded a $13.0 million receivable from Deltech who is jointly and severally liable in the claim.

In 2013, the Group sold land in Perth Amboy, New Jersey. The sale price included an obligation to remediate certain environmental matters at the site. The environmental provision includes the expected future costs to remediate the land. The environmental provision also includes disposal costs for specific chemicals at the Moerdijk terminal.

The restructuring provision relates to severance payments.

Long-term provisions

(in thousands)	Asset retirement obligations	Claims provision	Total
Balance at December 1, 2022	**$ 482**	**$ 156,685**	**$ 157,167**
Additional (reversal) provisions recognised, net	1,439	(2,441)	(1,002)
Reclass of *MSC Flaminia* Provision to short-term	–	(139,000)	(139,000)
Net foreign exchange differences	12	17	29
Balance at November 30, 2023	**$ 1,933**	**$ 15,261**	**$ 17,194**

The asset retirement obligations relate to an obligation to dismantle and/or restore leased property to its pre-leased condition. At November 30, 2023, these amounts related to obligations on certain offices with this obligation. Amounts are estimated based on the present value of the expected future costs to restore the leased property in accordance with the lease contracts and are expected to be utilised in approximately four to six years.

The claims provision relates to claims made against the Group by external parties. These relate to third-party claims such as collision, property damage, pollution, environmental damage, general average, injury and cargo claims. In most cases, legal provisions are settled on a net basis by insurance companies. The timing of the payments of the long-term provisions is expected to be greater than one year. The amount decreased due to the reclass of the *MSC Flaminia* provision to short-term.

27. Commitments and Contingencies

As of November 30, 2023, and 2022, the Group had total capital expenditure purchase commitments outstanding of approximately $41.5 million and $66.6 million, respectively. At November 30, 2023, the Group has committed tanker projects of $0.3 million, terminal projects of $19.3 million, tank container projects of $14.6 million and $7.2 million in Sea Farm. The $41.5 million commitment at November 30, 2023 is expected to be paid within the next 12 months. The commitments will either be paid out of operating cash flow, existing liquidity or through external financing.

Purchase commitments of joint ventures and associates

The Group's joint ventures and associates had $53.8 million of total capital expenditure commitments on November 30, 2023 of which $52.0 million is expected to be paid within the next 12 months. Of the total commitments, $19.6 million related to a planned expansion at the joint venture terminal in Malaysia and $23.8 million in a new joint venture terminal in Taiwan. The commitments will be paid out of the existing liquidity of those joint ventures, capital injections or loans from its shareholders and through external financing, which is in the process of being raised.

Environmental

The Group's operations involve the carriage, use, storage and disposal of chemicals and other hazardous materials and wastes. The Group is subject to applicable international and national health, safety and environmental laws relating to the protection of the environment, including those governing discharges of pollutants to air and water, the generation, management and disposal of hazardous materials and wastes and the clean-up of contaminated sites.

The Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA"), commonly known as Superfund, was enacted by the US Congress on December 11, 1980. This law created a tax on the chemical and petroleum industries and provided broad federal authority to respond directly to releases or threatened releases of hazardous substances that may endanger public health or the environment. This law and similar state environment statutes and common laws can impose liability for the entire clean-up of contaminated sites or for third-party claims for property damage and personal injury, regardless of whether the current owner or operator owned or operated the site at the time of the release of contaminants or of the legality of the original disposal activities.

Actual or discontinued operations in the US may, therefore, trigger a future liability. Owing to the uncertainty whether or the length of time before any liability may occur, it is currently not considered probable that a liability will arise and consequently no provision has been recorded.

28. Related Party Transactions

The Group is ultimately controlled by trusts established for the benefit of the Stolt-Nielsen family. Compensation and Board fees are provided to certain members of the Stolt-Nielsen family. There are no other transactions between the Group and the Stolt-Nielsen family, other than those described below.

Employee and officer loans and advances

Included in Other current assets are loans and advances to employees and officers of the Group of $0.5 million and $0.4 million as of November 30, 2023 and 2022, respectively. In addition, included in Other non-current assets are loans and advances to employees and officers of the Group of $0.5 million at November 30, 2023 and 2022. Such loans and advances primarily represent secured housing loans that have been provided to former employees in connection with their relocation, along with advances for travel and other costs. Of the total loans and advances, $0.5 million were interest-bearing, with interest rates ranging from 6.0% to 7.0% as of November 30, 2023 and 2022. Interest received was less than $0.1 million for both 2023 and 2022.

Board of Directors and key management compensation

Key management includes the Executive Officers and Presidents of the Group's major businesses. Total compensation and benefits of the Board of Directors and the key management were as follows:

	For the years ended November 30,	
(in thousands)	**2023**	2022
Board fees	**$ 1,132**	$ 908
Salary and benefits	**5,928**	4,624
Profit sharing	**3,104**	2,546
Long-term incentives	**1,424**	986
Defined benefit pension cost	**81**	3,185
Defined contribution pension cost	**416**	297
Total compensation and benefits	**$ 12,085**	$ 12,546
Average number of key managers included	**10**	8

At the end of 2023 and 2022, the Board of Directors consisted of seven members. Insurance has been taken out for the Board of Directors and Executive Officers in respect of their potential liability to the Group and third parties.

Transactions with joint ventures and associates

The consolidated balance sheets include the following items related to transactions with the Group:

	As of November 30,	
(in thousands)	**2023**	2022
Joint ventures:		
Amounts due from the Group	**$ 30,337**	$ 25,918
Amounts due to the Group	**35,836**	50,581

Included within Amounts due to the Group are $10.0 million and $10.4 million as of November 30, 2023 and 2022, respectively, for receivables from joint ventures and associates. These amounts are reflected in the consolidated balance sheets as Other current assets. The remaining amounts due to the Group are included in Investments in and advances to joint ventures and associates. Amounts due from the Group are included in Other current liabilities in the consolidated balance sheets.

The long-term advances to NYK Stolt Tankers S.A. of nil and $15.8 million as of November 30, 2023 and 2022, respectively, bear interest at six-month LIBOR plus 1%. The Group had also made long-term advances of $25.8 million and $24.4 million to other joint ventures and associates at November 30, 2023 and 2022, respectively. Interest on these range from 4.8% to 6.5% in 2023 and 2022. Interest received in cash for 2023 and 2022 was $1.7 million and $0.5 million, respectively.

Transactions with joint ventures and associates *(continued)*

The joint ventures and associates include the following items related to transactions with the Group:

	For the years ended November 30,	
(in thousands)	**2023**	2022
Joint Ventures		
Charter hire revenue[1]	**$ 196,670**	$ 153,757
Tank container cleaning station revenue	**10,742**	8,881
Charter hire expense	**63,265**	59,543
Management, freight and joint service commission and other expenses	**35,076**	27,007
Finance expense	**872**	1,049
Other expense	**519**	503
Associates		
Bareboat revenue	**$ 4,348**	$ 4,280
Commission, management and other revenue[2]	**2,613**	1,928
Tank container cleaning station revenue	**3,280**	3,050

1. The charter hire revenues are amounts distributed to NYK Stolt Tankers S.A. and Hassel Shipping 4 AS, joint ventures of the Group, for their share of the Joint Service's revenue.
2. Represents commission and management fees paid to E&S Tankers as the joint venture trades certain of the Group's European fleet.

The Group has a 24.99% interest in Norterminal A.S. which is a company working on storage projects in northern Norway. The remaining 75.01% of Norterminal A.S. is controlled by S-N Terminal A.S., a company wholly owned by one of SNL's Directors who is a member of the Stolt-Nielsen family. The Group's investment in Norterminal A.S. was $0.7 million and $0.8 million as of November 30, 2023 and 2022, respectively.

29. Legal Claims and Proceedings

There are various legal proceedings arising in the ordinary course of business, and in cases where the Group believes the likelihood of losses is probable and can be estimated, provisions are recorded. While ongoing legal proceedings could have a material adverse effect on the Group's consolidated financial position or results of operations in the future, the Group believes that none of these matters will have a material adverse effect on its business or financial condition.

During 2023 and 2022, the Group has been involved in certain civil litigation cases, which are described below.

Civil actions as a result of the fire on the *MSC Flaminia*

On July 14, 2012, a fire broke out aboard the *MSC Flaminia* during the ship's crossing of the Atlantic Ocean in cargo hold number 4. During the crew's attempt to extinguish the fire, an explosion occurred. Stolt Tank Containers had 29 tank containers onboard the ship, three of which were stowed in cargo hold number 4. These tank containers carried various products for various customers. STC filed claims for the replacement value of the tank containers and the product carried. In August 2012, vessel interests declared General Average. The vessel was initially hauled to Germany and then sailed onward to Romania for inspection, investigation and discharge operations.

On May 29, 2013, the vessel interests, namely the owner, manager and operator filed counter and cross-claims against STC and Deltech, the shipper of the three tank containers stowed in cargo hold number 4, alleging that these tank containers were the cause of the fire and that STC did not adequately warn of the inherently dangerous nature of the cargo. Since that time, several other cargo claimants have filed cross-claims against STC and Deltech.

The case remains pending in the US Federal Court sitting in the Southern District of New York. The US District Court for the Southern District of New York delivered a judgment on September 10, 2018, which held the Group jointly liable with Deltech for the incident where the counterparties are alleging damages of $186.0 million, excluding interest. On June 30, 2023 the Court of Appeals rejected STC and Deltech's appeal of the liability ruling. The proceedings returned to the Trial Court to determine the recoverable damages.

The Company has recorded an additional loss provision of $155.0 million to the November 30, 2023 Consolidated Financial Statements for the *MSC Flaminia* legal claim. This was based on arbitral awards in favour of the owner of the *MSC Flaminia* against the Charterer, Mediterranean Shipping Company ("MSC") as well as other claims made by MSC and the owner of the *MSC Flaminia*.

Subsequent to year end, mediation proceedings took place between all parties and, as a result, a final figure to settle the *MSC Flaminia* legal claim has been agreed between all parties. This is subject to all parties agreeing and signing a binding settlement agreement. The current proposed settlement amount would not require a further legal claims provision.

Civil actions as a result of Hurricane Isaac

At the end of August 2012, Hurricane Isaac caused widespread flooding in southern Louisiana, including an unprecedented storm surge at the terminal in New Orleans/Braithwaite of about 13 feet of water. The storm surge overtopped the Parish levee system and despite extensive efforts to prepare the terminal for the impact of the hurricane, extensive damage was sustained to various portions of the facility, including several tanks, causing some tank releases of stored product to occur. Multiple notices were made to the relevant authorities. The protective measures taken in and around the terminal were successful in retaining a considerable amount of the releases. Following the hurricane, the rail cars stored at the terminal were inspected and no leaks were detected.

All regulatory claims brought by the state and federal regulators against the terminal for i) failure to properly provide notice in accordance with the respective regulatory requirements, and ii) the release of certain chemical products being stored at the terminal have been resolved.

Following the flooding at the terminal, two class actions and multiple individual actions were filed at the District Court in the Parish of Plaquemines, State of Louisiana. All actions allege pollution of the claimants' properties with liquids stored at the terminal and allegedly released because of the flooding. In November 2023, the parties to all of the cases reached a settlement for all claims in the amount of $2.5 million. At a recent court hearing, the court approved the settlement and issued a permanent injunction against any and all future litigation arising out of the incident. A final order of dismissal will be filed shortly bringing all litigation to its final conclusion. All these matters, including the legal fees for the defence, are covered by insurance maintained by the Group and it is not expected that they will have a material adverse effect on its business or financial condition.

Legal Proceedings related to Explosion on the *Stolt Groenland*

Stolt Tankers B.V. and Stolt Groenland B.V. ("Stolt") are involved in legal proceedings in South Korea arising out of the September 28, 2019 explosion and fire aboard the *Stolt Groenland* while the ship was berthed in Ulsan. There was no loss of life and no pollution. Stolt has cooperated and continues to fully cooperate with the relevant authorities in the resulting incident investigation and with claimants to reach an early resolution of their respective proven claims. Stolt has applied to limit liability in the South Korea court and supported its four officers who were detained in South Korea and criminally charged. Charges against the Master, Chief Officer and Third Officer were concluded in 2022, while proceedings against the Chief Officer (who signed off two days prior to the incident), who voluntarily travelled to South Korea to face trial there, were ultimately concluded in March 2023. He was permitted to depart South Korea at that time after being sentenced to one and a half years suspended jail time and a two-year ban from returning to South Korea. The proceedings, in their entirely, were resolved in 2023.

General

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

30. Common Shares, Founder's Shares, Paid-in Surplus and Dividends Declared

Accounting policy

Equity capital stock

The Company's capital comprises equity capital stock. Equity capital stock is measured based on net proceeds.

Dividends

Dividends recommended by the Board of Directors are recognised in the Financial Statements when they have been approved by the shareholders at the Annual General Meeting. Interim dividends are recognised when approved by the Board of Directors.

Treasury shares

Upon the Group's purchase of its own shares (Treasury shares), the consideration paid is deducted from equity attributable to equity holders until the shares are cancelled, reissued or otherwise disposed of. In cases where such shares are subsequently sold or reissued, any consideration received is included in equity attributable to equity holders.

	Founder's Shares par value $0.001 per share		Common Shares par value $1 per share	
	Shares Issued	Treasury Shares	Shares Issued	Treasury Shares
Balance at November 30, 2022 and 2023	**14,630,949**	**1,250,000**	**58,523,796**	**5,000,000**

Share rights

The Group's authorised share capital consists of 65,000,000 Common Shares, par value $1.00 per share, and 16,250,000 Founder's Shares, par value $0.001 per share as of November 30, 2023 and 2022. As of November 30, 2023, there were 58,523,796 (2022: 58,523,796) Common Shares issued, of which Treasury shares were 5,000,000 (2022: 5,000,000). Except for matters where applicable law requires the approval of both classes of shares voting as separate classes, Common Shares and Founder's Shares vote as a single class on all matters submitted to a vote of the Shareholders, with each share entitled to one vote. All issued and outstanding shares have been fully paid.

Under the Bye-Laws, holders of Common Shares and Founder's Shares participate in annual dividends, if any are declared by the Group, in the following order of priority: (i) $0.005 per share to Founder's Shares and Common Shares equally; and (ii) thereafter, all further amounts are payable to Common Shares only.

Furthermore, the Bye-Laws also set forth the priorities to be applied to each of the Common Shares and Founder's Shares in the event of a liquidation. Under the Bye-Laws, in the event of a liquidation, all debts and obligations of the Group must first be paid and thereafter all remaining assets of the Group are paid to the holders of Common Shares and Founder's Shares in the following order of priority: (i) Common Shares rateably to the extent of the par value thereof ($1.00 per share); (ii) Common Shares and Founder's Shares participate equally up to $0.05 per share; and (iii) thereafter, Common Shares are entitled to all remaining assets.

Dividends

On November 16, 2023, the Company's Board of Directors declared an interim dividend of $1.00 per Common share and $0.005 per Founder's share to shareholders of record as of November 23, 2023. The total amount of the dividend was $53.6 million, which was classified as an interim dividend and paid on December 7, 2023.

On February 23, 2023, the Company's Board of Directors recommended a final dividend for 2022 of $1.25 per Common share. The dividend was approved at the Group's Annual General Meeting for shareholders held on April 20, 2023 in Bermuda. The total amount of the dividend was $66.9 million and paid on May 10, 2023.

On November 17, 2022, the Group's Board of Directors declared an interim dividend of $1.00 per Common share and $0.005 per Founder's share to shareholders of record as of November 24, 2022. The total amount of the dividend was $53.6 million, which was classified as an interim dividend and paid on December 8, 2022.

Treasury shares

The Board has authorised the purchase of up to $30.0 million worth of the Company's Common Shares, of which the Company has utilised $21.3 million prior to 2023, leaving $8.7 million available for future purchases. No purchase of shares has been made since 2019.

Founder's Shares and Treasury shares

As of November 30, 2023, 13,380,949 (2022: 13,380,949) of Founder's Shares had been issued to Fiducia Ltd, net of Treasury shares. Additional Founder's Shares are issuable to holders of outstanding Founder's Shares without consideration, in quantities sufficient to maintain a ratio of Common Shares to Founder's Shares of 4 to 1.

As of November 30, 2023, 5,000,000 (2022: 5,000,000) Treasury shares were held by the Group. The Group also held 1,250,000 (2022: 1,250,000) of Founder's Shares. Note that dividends are not paid on Treasury shares held by the Group.

Capital management

The Group defines capital as net debt and equity attributable to equity holders of SNL. The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern to provide returns for shareholders and benefits for other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital. To maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, repurchase shares or sell assets to reduce debt.

The Group monitors capital on the basis of the ratio of debt to tangible net worth. This is calculated as short-term and long-term debt and lease liabilities divided by equity attributable to equity holders less intangible assets and excluding other components of equity. The Group's management targets maintaining a ratio of debt to tangible net worth at or below 1.50. As of November 30, 2023 and 2022, the ratio of debt to equity attributable to equity holders of SNL less intangible assets and excluding other components of equity was as follows:

	As of November 30,	
(in thousands)	**2023**	2022
Short-term loans, long-term debt and lease liabilities	**$ 2,074,808**	$ 2,190,363
Equity attributable to equity holders of SNL less intangible assets and excluding other components of equity	**2,069,889**	1,894,272
Debt to tangible net worth	**1.00**	1.16

The debt to tangible net worth of 1.00 at November 30, 2023 is in line with management's expectations and below its target ratio of 1.50.

The Group has external restrictions on its capital, which are its bank covenants. See Note 23 for further details.

31. Earnings per Share

Accounting policy

Basic Earnings per Common share ("EPS") is calculated by dividing net profit by the weighted average number of shares outstanding during the year. Diluted EPS is calculated by adjusting the weighted average number of shares outstanding during the year for all potentially dilutive shares and equivalents outstanding during the year using the Treasury stock method.

As further discussed in Note 30, Founder's Shares, which provide the holder thereof with certain control features, only participate in earnings to the extent of $0.005 per share for the years in which dividends are declared and are limited to $0.05 per share upon liquidation. For the purposes of calculating EPS, dividends paid on Founder's Shares are deducted from earnings to arrive at net profit attributable to holders of Common Shares. Founder's Shares are not included in the basic or diluted weighted average shares outstanding in the calculation of earnings per Common Share.

The following is a reconciliation of the numerator and denominator of the basic and diluted earnings per share computations:

	For the years ended November 30,	
(in thousands, except per share data)	**2023**	2022
Net profit	**$ 296,651**	$ 280,855
Less: Dividends on Founder's Shares	**(67)**	(67)
Net profit attributable to holders of Common Shares	**$ 296,584**	$ 280,788
Basic and diluted weighted average shares outstanding	**53,524**	53,524
Basic earnings per share	**$ 5.54**	$ 5.25
Diluted earnings per share	**$ 5.54**	$ 5.25

32. Reconciliation of Net Profit to Cash Generated from Operations

(in thousands)	For the years ended November 30, 2023	2022
Net profit	**$ 296,651**	$ 280,855
Adjustments to reconcile net profit to net cash from operating activities:		
Depreciation of property, plant and equipment	**287,843**	277,368
Amortisation of intangible assets	**4,478**	4,755
Finance expense, net	**112,614**	129,809
Net periodic benefit expense of defined benefit pension plans	**906**	1,120
Income tax expense	**12,783**	28,064
Share of profit of joint ventures and associates	**(62,265)**	(53,963)
Fair value adjustment on biological assets	**(3,914)**	974
Foreign currency exchange (gain) loss, net	**(3,199)**	1,291
Gain on disposal of assets, net	**(3,606)**	(5,562)
Changes in assets and liabilities:		
Decrease (increase) in receivables	**26,630**	(11,293)
Decrease in restricted cash	**–**	6,096
Decrease (increase) in inventories	**1,692**	(3,863)
Increase in biological assets	**(2,752)**	(518)
Increase in prepaid expenses and other current assets	**(23,978)**	(6,100)
Increase in accounts payable and other current liabilities	**156,309**	74,779
Contributions to defined benefit pension plans	**(1,794)**	(4,080)
Insurance proceeds related to *MSC Flaminia* lawsuit	**133,000**	–
Dividends from joint ventures and associates	**43,832**	41,060
Other, net	**(887)**	633
Cash generated from operations	**$ 974,343**	$ 761,425

33. Subsequent Events

On December 15, 2023, the Group contracted for six 38,000 deadweight tonne stainless steel parcel tankers, with additional options for a further six newbuildings. These ships will be built by Wuhu Shipyards with expected delivery between 2026 to 2028. The first newbuilding deposit of $41.3 million was paid in December 2023 and the total cost for the six ships is expected to be approximately $441.5 million, including site team costs and capitalised interest.

On January 24, 2024, the Group signed a $37.5 million loan agreement with Nordea Bank Abp in a new four-and-a-half-year loan with semi-annual payments and a final balloon payment of $27.5 million. The loan is secured by two second-hand ships purchased in 2023. The Group fixed the interest rate at 5.74%.

On February 5, 2024, the Group acquired 3,225,000 class A shares in Odfjell SE for $34.7 million. Following the acquisition, the Group holds 8,233,612 class A shares, representing 13.6% of the issued class A shares.

On February 7, 2024, the Group announced that its joint venture, NYK Stolt Tankers S.A., has reached an agreement with Nantong Xiangyu Shipyard in China to build six 38,000 deadweight tonne stainless steel chemical tankers for delivery between late 2026 and 2029. The total cost to the joint venture is expected to be approximately $442.7 million, including site team costs and capitalised interest.

On February 22, 2024, the Company's Board of Directors recommended a final dividend for 2023 of $1.50 per Common share, to be voted on at the Group's Annual General Meeting ("AGM") for shareholders to be held on April 18, 2024 in Bermuda. If confirmed by the AGM, the dividend will be paid on May 8, 2024 to shareholders of record as of April 26, 2024.

On February 28, 2024, the Group entered into a revolver credit facility with Danske Bank A/S, Nordea Bank Abp, DNB (UK) Ltd, Swedbank AB and Skandinaviska Enskilda Banken AB for $150.0 million using Stolt Sea Farm SA shares as collateral.

Responsibility Statement

We confirm, to the best of our knowledge, that the consolidated Group and Company Financial Statements for the period December 1, 2022 to November 30, 2023 have been prepared in accordance with IFRS as adopted by the European Union and give a true and fair view of the Group's assets, liabilities, financial position and profit as a whole. In preparing these Financial Statements, we are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgements and accounting estimates that are reasonable;
- State whether applicable IFRSs as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the Financial Statements;
- Prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

We are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclosure with reasonable accuracy at any time the financial position of the Company and the Group and enable us to ensure that the Financial Statements comply with the Bermuda Company Act of 1981. We are also responsible for safeguarding the assets of the Company and the Group, and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. We are responsible for the maintenance and integrity of the Company's website. We highlight that legislation in Bermuda governing the preparation and dissemination of Financial Statements may differ from legislation in other jurisdictions.

We also confirm, to the best of our knowledge, that the Financial Review and the Business Review include a fair review of important events that have occurred during the financial year and their impact on the Financial Statements, as description of the principal risks and uncertainties facing the Group and material related party transactions.

The Financial Statements on pages 69-141 were approved and signed on behalf of the Board of Directors.

Udo Lange
Chief Executive Officer

Jens F. Grüner-Hegge
Chief Financial Officer

London

March 14, 2024

Independent auditors' report to the members of Stolt-Nielsen Limited

Report on the audit of the group financial statements

Opinion

In our opinion, Stolt-Nielsen Limited's group financial statements (the 'financial statements'):

- give a true and fair view of the state of the group's affairs as at 30 November 2023 and of its profit and cash flows for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 1981 (Bermuda).

We have audited the financial statements, included within the Annual Report (the 'Annual Report'), which comprise: the Consolidated Balance Sheet as at 30 November 2023; the Consolidated Income Statement, the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Shareholders' Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ('ISAs (UK)') and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Our audit approach

Overview

Materiality:

- Overall materiality: $28.3m (2022: $27.7m) based on 1% of revenue
- Performance materiality: $21.2m (2021: $20.7m)

Audit Scope:

- Full scope audits of the Deep Sea Trading and Owning divisions of Stolt Tankers, and the Stolt Tank Containers BV division of Stolt Tank Containers; the largest trading divisions of the group.
- Audits of Property, plant and equipment, Right-of-use assets, Lease liabilities and Depreciation at the Singapore terminal; Property, plant and equipment at the Houston terminal; and Right-of-use assets and Lease liabilities at the Australasia terminals; within the Stolthaven Terminals division.
- Specified procedures over certain financial statement line items for Stolt Sea Farm Spain, certain Stolt Tankers and Stolt Tank Containers entities, and certain corporate entities.
- Audit of certain financial statement line items across the group, including Cash and cash equivalents, Investments in and advances to joint ventures and associates, Long-term debt (including current maturities), Short-term bank loans, Derivative financial instruments, Income tax expense, Income tax receivable, Income tax payable, Deferred tax assets, Deferred tax liabilities, Claims provision, and Employee benefit assets and liabilities.
- The reporting locations subject to audit procedures accounted for 72% of the group's revenue and 65% of the group's total assets.

Key Audit Matters:

- Voyage revenue recognition
- Accounting for claims

The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the directors made subjective judgements, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits we also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

Capability of the audit in detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to regulations implemented by the International Maritime Organisation ('IMO'), The International Convention for the Prevention of Pollution from Ships ('MARPOL'), the International Convention for the Safety of Life at Sea ('SOLAS'), and the Bribery Act 2010 (UK), and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 1981 (Bermuda) and international tax legislation.

We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to the posting of inappropriate journal entries and management bias in accounting estimates or judgements. The group engagement team shared this risk assessment with the component auditors so that they could include appropriate audit procedures in response to such risks in their work. Audit procedures performed included:

- Inquiring of management, including those in the legal and regulatory compliance departments, the head of operational audit and the Audit Committee as to known or suspected instances of non-compliance with laws and regulations and fraud;
- Reviewing minutes of meetings of those charged with governance;
- Assessing matters reported on the group's 'Speak Up' system and the results of management's investigation of such matters;
- Challenging assumptions and judgements made by management in connection with significant accounting estimates;
- Consideration of recent correspondence with legal advisors in respect of uncertain legal matters;
- Identifying and testing journal entries, in particular journal entries posted with unusual account combinations or those posted by unexpected users; and
- Testing material consolidation adjustments.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations or through collusion.

Key audit matters

Key audit matters are those matters that, in the auditors' professional judgement, were of most significance in the audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditors, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters, and any comments we make on the results of our procedures thereon, were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. This is not a complete list of all risks identified by our audit.

The key audit matters below are consistent with last year.

Key audit matter	How our audit addressed the key audit matter
Voyage Revenue Recognition Stolt Tankers reported $1.7bn of revenue in 2023, which is mostly recognised over time using an estimated percentage of completion for voyages in progress at the balance sheet date. This is considered to be a key audit matter due to the complexity of the revenue recognition policies for Stolt Tankers. We have assessed that the revenue in this division carries a higher risk of material error as its calculation is more judgemental in nature, since it is based on the estimated percentage of completion of voyages that are in progress at the year-end, which is an estimate. We focused our audit effort on the calculation of voyage revenue and costs, and estimates over the percentage of completion of voyages in progress at the year end, due to the inherent level of estimation uncertainty in these areas. Refer also to note 2 in the consolidated financial statements.	We performed the following procedures: • Obtained an understanding of the processes and controls over voyage revenue recognition, including assessing the design and implementation of key controls over this area, and assessed the appropriateness of management's accounting policy, which has not changed since the prior year. • Assessed the methodology for estimating and reviewing the amount of revenue recognised at the year end and compared this to the relevant accounting guidance under IFRS 15, Revenue from contracts with customers. • Tested certain key controls across the revenue cycle, including those over key systems and automated calculations of revenue and voyage accruals. • Performed a fluctuation analysis for revenue and expense accruals, comparing to change in average percentage of voyage completion. • Tested the run-off of the voyage accruals after year end. • Tested management's estimates regarding voyage accounting using a retrospective analysis of previous accruals and final voyage outcomes. Based on the procedures performed, we noted no material issues from our work.
Accounting for claims Management makes judgements about the group's exposure to legal claims, in relation to claims against the group. At 30 November 2023 there was a provision of $316.8m in relation to such claims. This is considered to be a key audit matter because there is an inherent level of estimation uncertainty in assessing the group's exposure to claims from third parties. In particular we have focussed our audit effort on assessing management's exposure to claims with reference to guidance received from legal counsel. Refer also to notes 19 and 26 in the consolidated financial statements.	We performed the following procedures: • Obtained an understanding of the processes and controls over legal claims, including assessing the design and implementation of key controls over this area, and assessed the appropriateness of management's accounting policy, which has not changed since the prior year. • Obtained the views of both internal and external legal counsel to consider the outcome of prior year litigation, including developments and settlements, and the status of new claims. • Assessed post-year-end developments in material legal claims, including in connection with the *MSC Flaminia* legal claim, and ensured these had been appropriately reflected in the financial statements. • Assessed the adequacy of the claims related disclosures in the financial statements. Based on the procedures performed, we noted no material issues from our work.

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the group, the accounting processes and controls, and the industry in which it operates.

Stolt-Nielsen Limited has six divisions that operate globally: Stolt Tankers which operates chemical tankers for the transportation of bulk-liquid chemicals, oils, acids and clean petroleum products; Stolthaven Terminals which provides storage for bulk-liquid chemicals, oils, acids and clean petroleum products; Stolt Tank Containers which provides transportation for bulk-liquid chemicals and food-grade products; Stolt Sea Farm which operates farms producing premium fish species; Stolt Investments which focuses mainly investing in entities in the bulk-liquid logistics, distribution, LNG and land-based aquaculture sectors; and Corporate and Other. The group has a number of subsidiaries, joint ventures and associates, including those within the divisions mentioned and also operates a shared service centre in Manila. Our scoping considerations for the group audit were based both on financial significance and risk.

Using audit teams based in Rotterdam and Houston, we have performed full scope audits of the Deep Sea Trading and Owning divisions of Stolt Tankers, and the Stolt Tank Containers BV division of Stolt Tank Containers, due to the financial significance of these components. In addition, specified procedures have been performed by these teams over certain financial statement line items for certain Stolt Tankers and Stolt Tank Containers entities, and certain corporate entities.

For Stolthaven Terminals, an audit of Property, plant and equipment has been carried out at Stolthaven Houston and Stolthaven Singapore (including Depreciation at Stolthaven Singapore). An audit of Right-of-use assets and Lease liabilities has also been carried out at Stolthaven Singapore and Stolthaven Australasia.

For Stolt Sea Farm, specified procedures have been performed over certain material financial statement line items in Stolt Sea Farm Spain by our local team in this territory. Certain procedures have also been performed at a group level in London over additional items, including Cash and cash equivalents, Investments in and advances to joint ventures and associates, Long-term debt, Short-term bank loans, Derivative financial instruments, Income tax expense, Income tax receivable, Income tax payable, Deferred tax assets, Deferred tax liabilities, Legal provisions and Employee benefit assets and liabilities, to gain coverage over these financial statement line items as a whole across the group. Procedures are performed on certain processes undertaken by the shared service centre in Manila to the extent that those processes contribute to the financial information of the components as noted above. Work is also performed over centralised functions such as tax, treasury, legal and pensions, as well as the group consolidation, by the group team in London.

Where work was performed by teams outside of the UK, we determined the level of independent involvement needed at those local operations to be able to conclude whether sufficient, appropriate audit evidence had been obtained as a basis for our opinion on the consolidated financial statements as a whole. We issued formal, written instructions to the teams outside the UK, setting out the work to be performed by each of them and maintained regular communication throughout the audit cycle. These interactions included participating in planning and clearance meetings with our teams in The Netherlands, Spain, Singapore, and The United States of America, holding regular video conference calls, site visits to our Stolt Tank Containers component in Houston and Tankers component in Rotterdam, as well as reviewing working papers remotely and assessing matters reported.

In total the work performed accounted for 72% of consolidated group revenue and 65% of the group's total assets. At the group level we also carried out analytical and other procedures on the components not covered by the procedures described above.

The impact of climate risk on our audit

As part of our audit we made enquiries of management to understand the process management adopted to assess the extent of the potential impact of climate risk on the group's financial statements and support the disclosures made within the financial statements.

We challenged the completeness of management's climate risk assessment by assessing the consistency of management's climate impact assessment with internal climate plans and minutes of meetings of the board of directors. We also read the applicable sections of the group's website for details of climate related impacts.

Management has stated aspirations of running a carbon-neutral Tankers business by 2050 and continues to work on how to achieve this. Given the stage of development of the group's work toward finalising a transition plan, and the medium to long term horizon it will play out in, the future financial impacts are uncertain. The estimated financial impacts of climate change will be reassessed prospectively and our expectation is that climate change disclosures will evolve as the understanding of the actual and potential impacts on the group's future operations are established with greater certainty.

The key area of the financial statements where management evaluated that climate risk had a potential significant impact was in the review of the Tankers cash-generating units ('CGUs') for potential indicators of impairment.

Using our knowledge of the business we evaluated management's risk assessment, its estimates as set out in note 2 of the financial statements and resulting disclosures where significant. We considered the review of impairment indicators to potentially be impacted by climate risk and consequently we focused our audit work in this area.

To respond to the audit risk identified in this area we tailored our audit approach to, in particular, evaluate whether the impact of both physical and transition risks arising due to climate risk gave rise to a specific indicator requiring a further impairment assessment. Additionally we challenged whether the impact of climate risk in the assessment and disclosures associated with the ability of the group to continue as a going concern were both consistent with management's climate impact assessment (including the impact of climate related targets on loan interest payments).

We also considered the consistency of the disclosures in relation to climate change within the Annual Report with the financial statements and the knowledge obtained from our audit.

Our procedures did not identify any material impact in the context of our audit of the financial statements as a whole, or our key audit matters for the year ended 30 November 2023.

Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

Overall materiality	$28.3m (2022: $27.7m).
How we determined it	1% of revenue
Rationale for benchmark applied	Based on the benchmarks used in the Annual Report, we believe that revenue is the primary measure generally used by the shareholders in assessing the performance of the group.

For each component in the scope of our group audit, we allocated a materiality that is less than our overall group materiality. The range of materiality allocated across components was between $2.4m and $25.5m.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% (2022: 75%) of overall materiality, amounting to $21.2m (2021: $20.7m) for the group financial statements.

In determining the performance materiality, we considered a number of factors – the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls – and concluded that an amount at the upper end of our normal range was appropriate.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above $1.4m (2022: $1.4m) as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

Conclusions relating to going concern

Our evaluation of the directors' assessment of the company's ability to continue to adopt the going concern basis of accounting included:

Review of management's base case and severe but plausible downside scenario, ensuring the directors have considered all appropriate factors. This included consideration of the future cash flows, the liquidity position of the group, available financing facilities, and the timing of contractual debt repayments and committed capital expenditure.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the group's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Responsibility Statement set out on page 142, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for presenting and marking up the consolidated financial statements in compliance with the requirements set out in the Delegated Regulation 2019/815 on European Single Electronic Format ('ESEF Regulation').

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

It is also our responsibility to assess whether the consolidated financial statements have been prepared, in all material respects, in compliance with the requirements laid down in the ESEF regulation.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Section 90 of the Companies Act 1981 (Bermuda) and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Partner responsible for the audit

The engagement partner on the audit resulting in this independent auditors' report is Gregory Briggs.

Other required reporting

Report on other legal and regulatory requirements

We have checked the compliance of the consolidated financial statements of the company as at November 30, 2023 with the relevant statutory requirements set out in the ESEF Regulation that are applicable to financial statements. That is, for the company:

- The consolidated financial statements are prepared in a valid xHTML format;
- The XBRL markup of the consolidated financial statements uses the core taxonomy and the common rules on markups specified in the ESEF regulation.

In our opinion, the consolidated financial statements of the company as at November 30, 2023, identified as stolt-nielsen-ar2023.zip, have been prepared, in all material respects, in compliance with the requirements laid down in ESEF regulation.

PricewaterhouseCoopers LLP
Chartered Accountants
Watford

March 14, 2024

a. 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.

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

Other Information

150 Shareholder Information
151 Offices and Facilities

Shareholder Information

Stock Listing
Common Shares
On Oslo Børs under symbol SNI

Shares Outstanding
(as of November 30, 2023)
Common Shares – 53,523,796
Country of Incorporation: Bermuda

Annual General Meeting
April 18, 2024 at 11:00 am
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