

**Agenda**  
**van de jaarlijkse**  
**Algemene Vergadering**  
**van Koninklijke Vopak N.V.**  
**woensdag 22 april 2015**



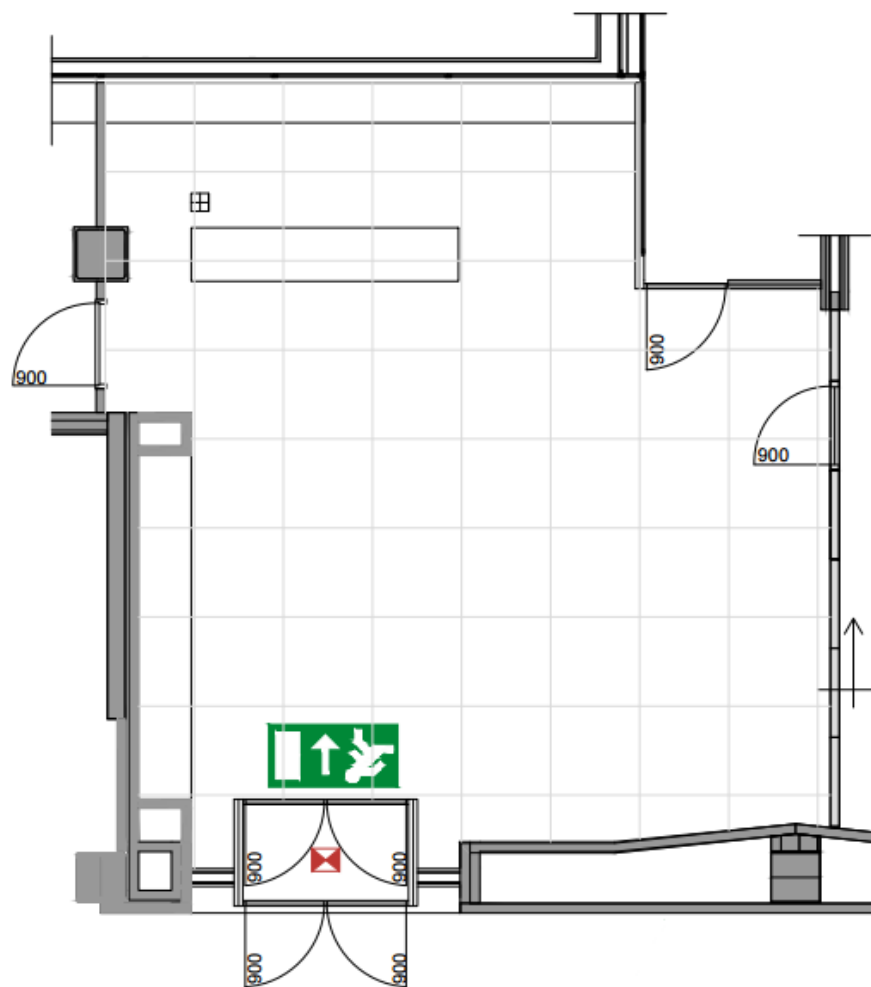
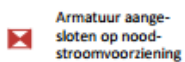
1. Opening
2. Bespreking verslag van de Raad van Bestuur over het boekjaar 2014
3. Implementatie remuneratiebeleid voor het boekjaar 2014
4. Beraadslaging over en vaststelling van de jaarrekening over het boekjaar 2014
5. Verantwoording reserverings- en dividendbeleid
6. Voorstel tot uitkering van het dividend over het boekjaar 2014
7. Decharge van de leden van de Raad van Bestuur voor de uitoefening van hun taak in het boekjaar 2014
8. Decharge van de leden van de Raad van Commissarissen voor de uitoefening van hun taak in het boekjaar 2014
9. Benoeming van de heer A. van Rossum als lid van de Raad van Commissarissen
10. Benoeming van de heer C.K. Lam als lid van de Raad van Commissarissen
11. Remuneratiebeleid van de leden van de Raad van Bestuur
12. Remuneratie van de leden van de Raad van Commissarissen
13. Voorstel inkoopbevoegdheid Raad van Bestuur voor verwerving gewone aandelen
14. Benoeming van Deloitte Accountants B.V. als de externe accountant voor het boekjaar 2016
15. Rondvraag
16. Sluiting



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**Eduard Flipse Foyer**  
Schaal 1:50

### Legenda



### 1e verdieping



**Agenda**  
**van de jaarlijkse**  
**Algemene Vergadering**  
**van Koninklijke Vopak N.V.**  
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AGM 2015

22 APRIL 2015

# Annual General Meeting of shareholders

An aerial photograph of an industrial facility, likely a refinery or chemical plant, featuring a large array of white cylindrical storage tanks arranged in rows. The facility is situated in a flat, arid landscape. A red dot is placed on the right side of the text 'Meeting of shareholders'.

# Forward-looking Statements.

This presentation contains ‘forward-looking statements’, based on currently available plans and forecasts. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future, and Vopak cannot guarantee the accuracy and completeness of forward-looking statements.

These risks and uncertainties include, but are not limited to, factors affecting the realization of ambitions and financial expectations, developments regarding the potential capital raising, exceptional income and expense items, operational developments and trading conditions, economic, political and foreign exchange developments and changes to IFRS reporting rules.

Vopak’s EBITDA outlook does not represent a forecast or any expectation of future results or financial performance.

Statements of a forward-looking nature issued by the company must always be assessed in the context of the events, risks and uncertainties of the markets and environments in which Vopak operates. These factors could lead to actual results being materially different from those expected, and Vopak does not undertake to publicly update or revise any of these forward-looking statements.

Connecting  
flows

Strategy  
execution

Business  
performance

Selective  
growth

Q1 2015  
trading update

Looking  
ahead

Question &  
answers

# Connecting flows.



# Vopak's ambition



Presence at prime locations

Safety and service

Strong link supply chain

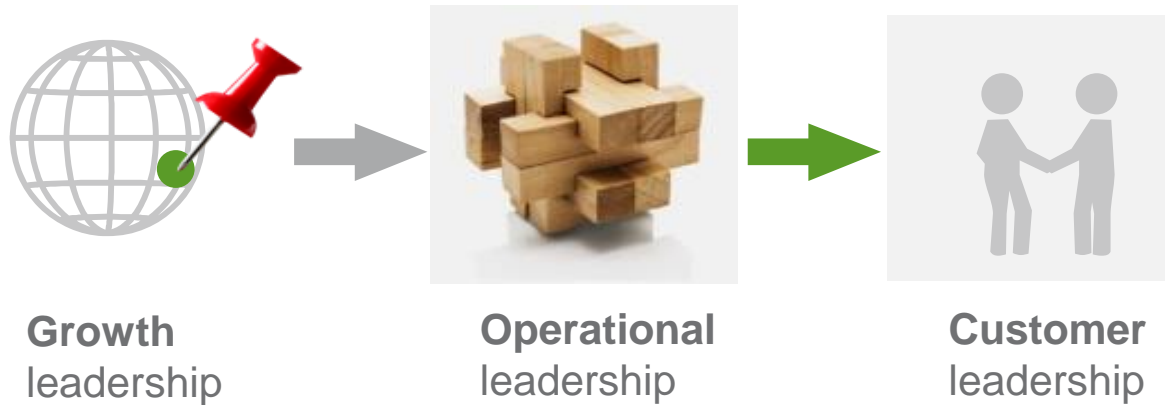
Value creation

Our values

**Solid leadership position in the global independent tank storage market**



# Our strategic framework



## Our Sustainability Foundation

Excellent People | Environmental Care | Health and Safety | Responsible Partner

# Strategy execution

Strategic Growth

4

categories

Divestment Program

15

terminals

Reduce \* Capex

100

EUR million

Reduce \* Cost base

30

EUR million

\* Up to and including 2016

# Product developments 2014



**Oil** production exceeds demand resulting in price reduction. Lower oil prices and interest rates, contango decreases cost of holding stock

Customer interest increased to take positions.



**Chemicals:** North America is investing in petrochemicals benefiting from prolonged advantaged feedstock positions

Rationalization and consolidation of production capacity in Europe and North East Asia as a result of higher cost and lagging demand

Production growth in China and Middle-East continues



**Biofuels** demand is stable in mature markets and growing in non-OECD countries. Duties limit flows into EU. Intra EU at stable levels

**Vegoils** demand grew steadily due to growth in population and wealth level



**LNG** trade grew with more short-term contracts and a larger diversity of players

Asian and European LNG prices decreased yet small price differentials across regions remained  
Arbitration has closed

# Topics influencing 2014 results



**Capacity expansions**

**Geopolitics and regulation**

**Oil price volatility**

**Currency effects**

# Results 2014

## Terminal Network \*

**33.8** ↑  
In million cbm

Q1 2015: 34.0m cbm

## Occupancy Rate \*\*

**88%** →  
Average

Q1 2015: 91%

## EBITDA

Excl. ex items \*\*\*

**763** ↑  
In EUR million

Q1 2015: 206.2 million

## Cash flows

Operating \*\*\*\*

**751** ↑  
In EUR million

Q1 2015: 185.3 million

\* Terminal network is defined as the total available storage capacity (jointly) operated by the Group at the end of the reporting period, being storage capacity for subsidiaries, joint ventures, associates (with the exception of Maasvlakte Oil Terminal in the Netherlands which is based on the attributable capacity, being 1,085,786 cbm), and other (equity) interests, and including currently out of service capacity due to maintenance and inspection programs; \*\* Subsidiaries only; \*\*\* EBITDA (Earnings Before Interest Depreciation and Amortization) excludes exceptionals and includes net result of joint ventures and associates. \*\*\*\* Cash flow from operating activities on a gross basis.

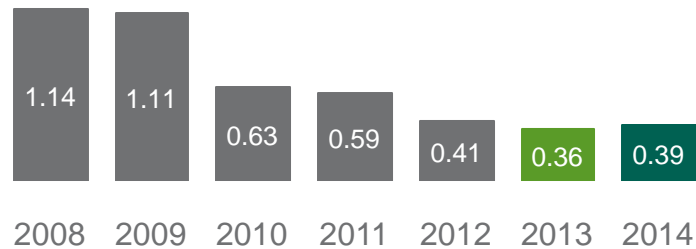
# Strategy in execution



# Safety performance

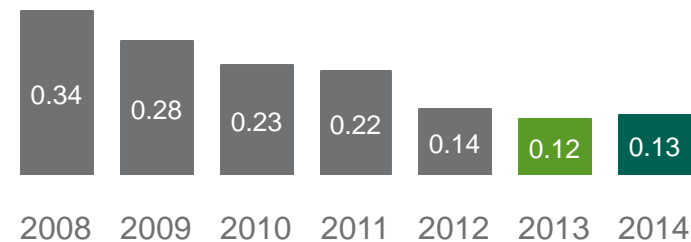
## Total injury rate (TIR)

Total injuries per 200,000 hours worked by own employees and contractors



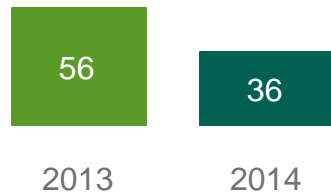
## Lost time injury rate (LTIR)

Total injuries leading to lost time per 200,000 hours worked by own employees and contractors



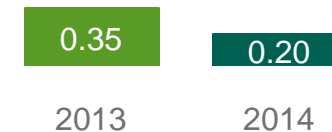
## Process incidents

# API RP 754 Tier 1 and Tier 2 incidents



## Process safety events rate (PSER)

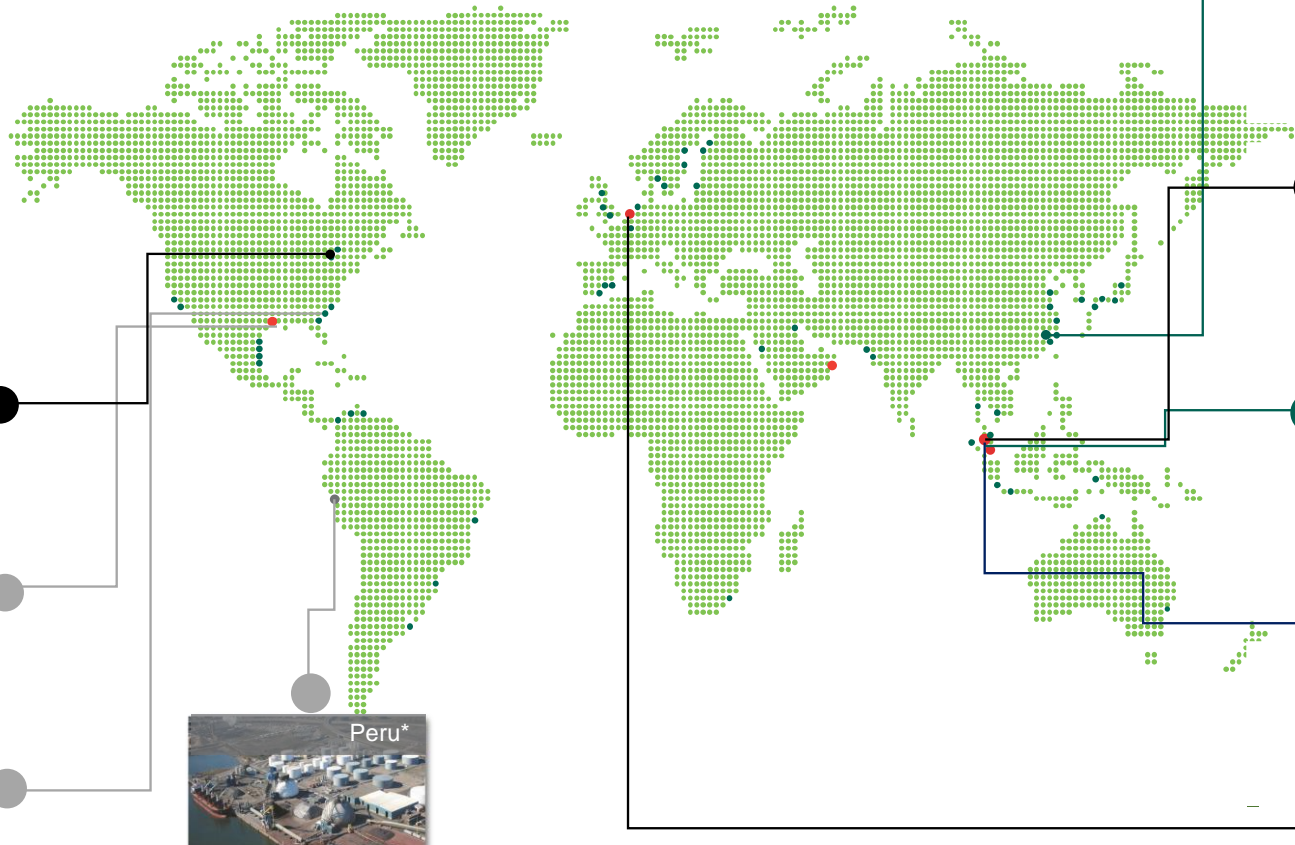
Tier 1 and Tier 2 incidents per 200,000 hours worked by own employees and contractors (excluding greenfield projects)



Note: safety performance is reported in line with the Vopak's sustainability scope

# Investments and divestments

- Oil
- Chemicals
- Industrial
- Gasses
- Divestments



Canterm (Import terminal)

509,000 cbm



Galena park

(170,000 cbm)



Wilmington Terminals

(130,700 cbm)



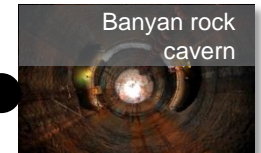
Peru\*

(180,000 cbm)



Haiteng (Industrial terminal)

890,000 cbm



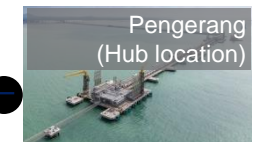
Banyan rock cavern

480,000 cbm



Pengerang (Industrial terminal)

2,100,000 cbm



Pengerang (Hub location)

413,000 cbm



Europoort (Hub location)

400,000 cbm

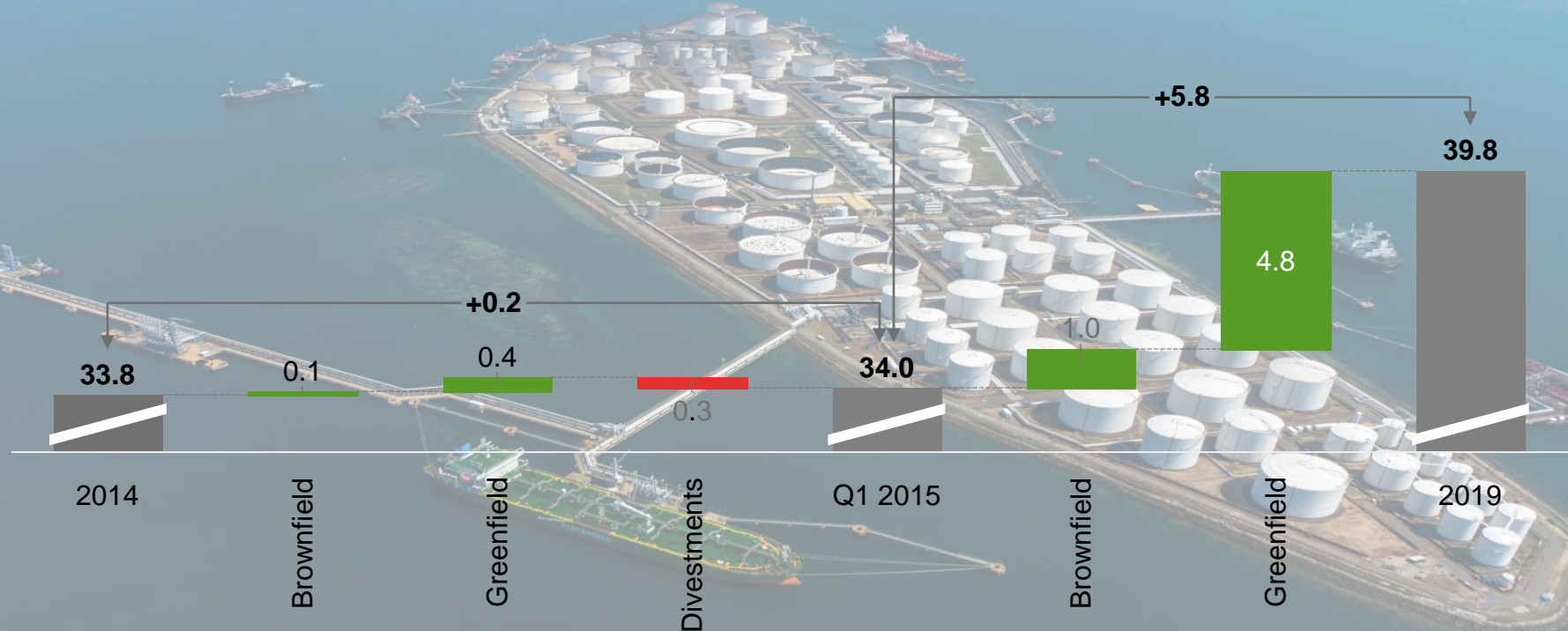
Note: This is only a selection of projects. \* Vopak has decided not to participate in the tender for the next concession period.



# Storage capacity developments

## Storage capacity developments

In million cbm; commissioned and under development



Note: Including only projects under development estimated to be commissioned for the period FY 2014-2019 and excluding the to be realized divestments as announced in the business review 2014.

# Service improvements

## Jetty upgrades

Sebarok, Singapore

## Manifold expansion

Westpoort, Netherlands

## Truck management

Lanshan, China

## New rail loading racks

Savannah, US

## Port pipeline connections

Fujairah, UAE

## Vapour combustion

ACS, Belgium

Note: The examples are for illustration purposes and do not cover all service improvements performed.

# Efficiency enhancements

Sustaining & improvement capex reduction

Organizational productivity enhancements

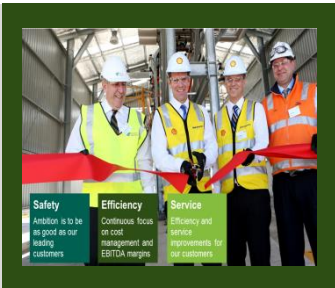
Leverage on standards and procedures



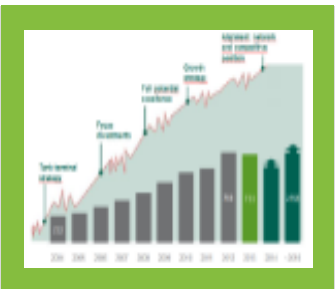
# Key topics



- We are grateful towards our employees, customers and all stakeholders for their continued trust in our company
- Our dedicated staff has delivered solid results under dynamic business circumstances



- We will continue with the execution of our strategy, focus on further aligning of our network and on improving our safe service delivery



- We aim for increasing free cash flow generation supporting the value creation ambitions

# Business performance



# Key topics 2014

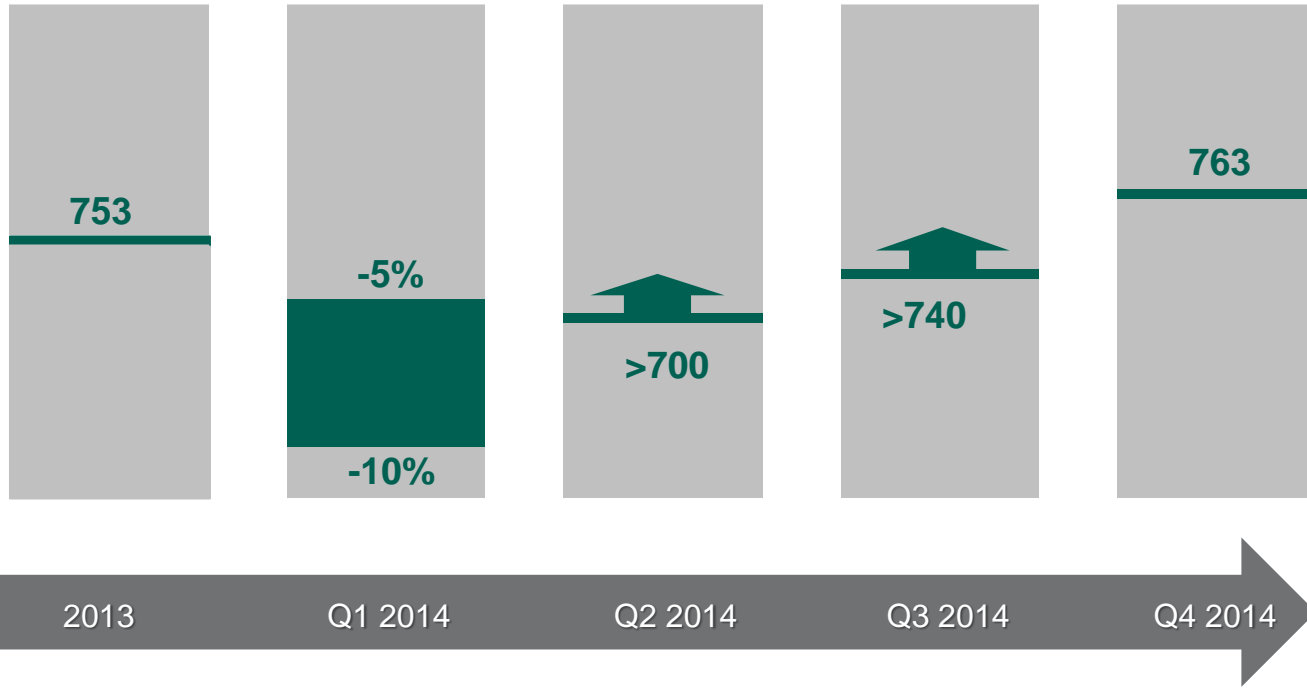


- 2014 EBITDA ended at high-end of expectations

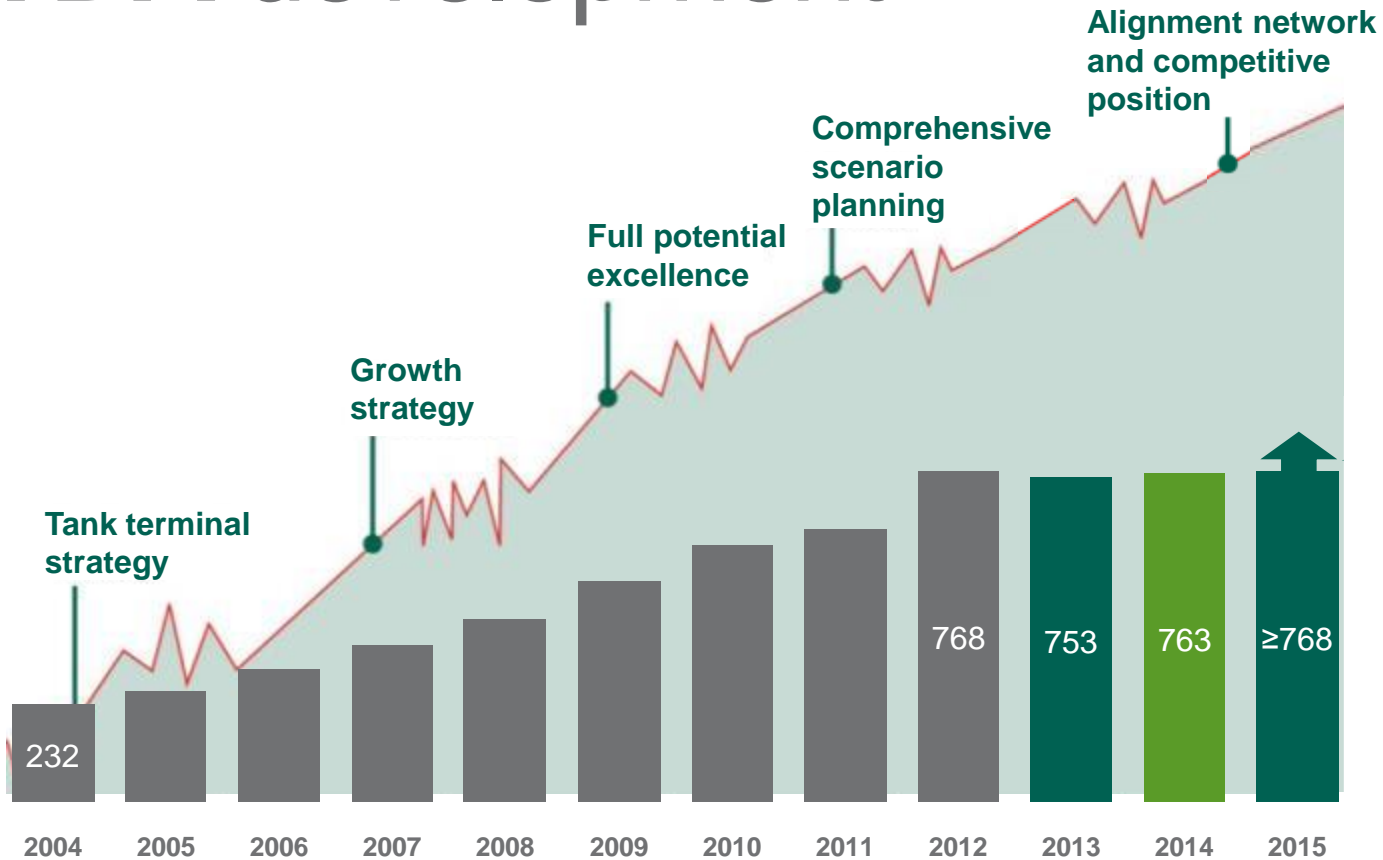


- Strategic focus and actions on track
  - Encouraging market developments
  - Vopak well positioned to further improve risk-return profile

# Outlook development 2014



# EBITDA development



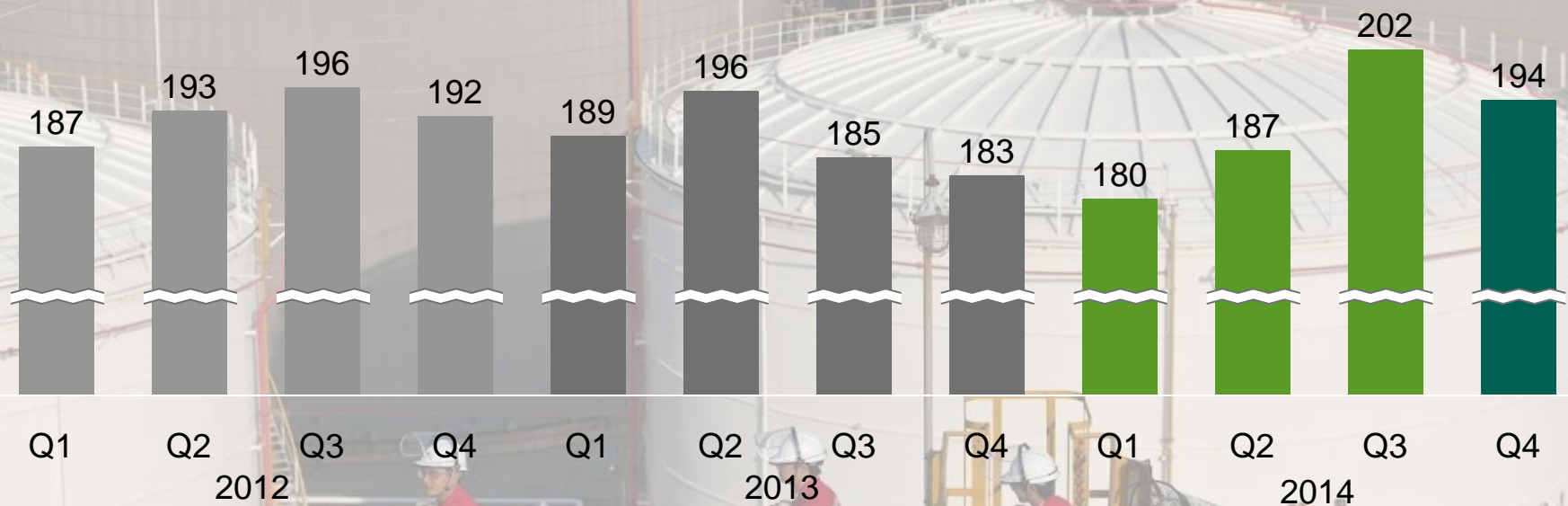
Focus on Free cash flow generation



# EBITDA development

## EBITDA development

In EUR million



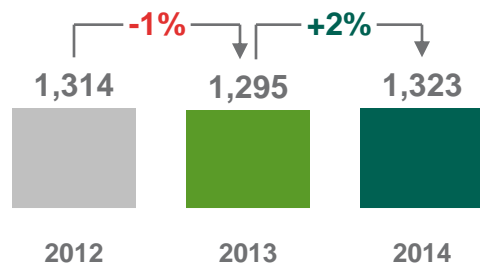
**Q4 result lower than Q3 result as previously announced**

Note: EBITDA in EUR million excluding exceptional items and including joint ventures and associates; Due to the retrospective application of the Revised IAS 19, EBITDA 2012 figures have been restated.

# 2014 summary

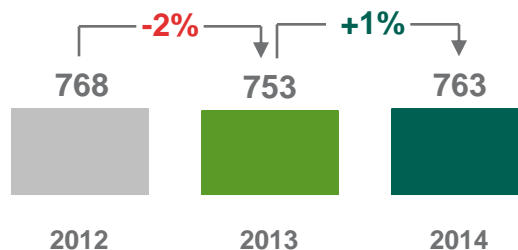
## Revenues\*\*\*

In EUR million



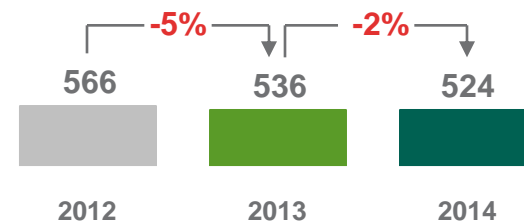
## EBITDA\*

In EUR million



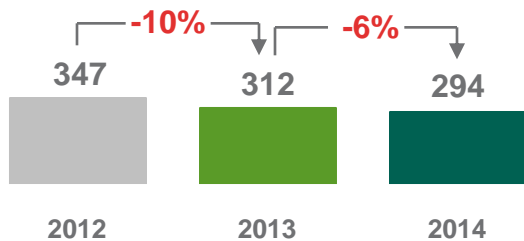
## EBIT\*

In EUR million



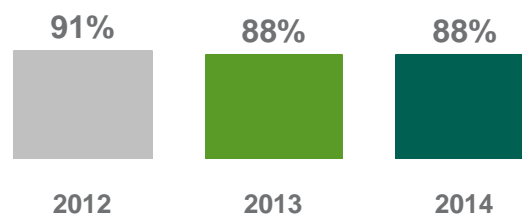
## Net profit\*\*

In EUR million



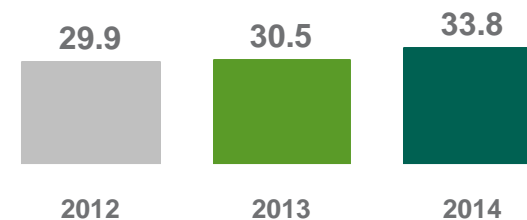
## Occupancy rate\*\*\*

In percent



## Storage capacity

In million cbm



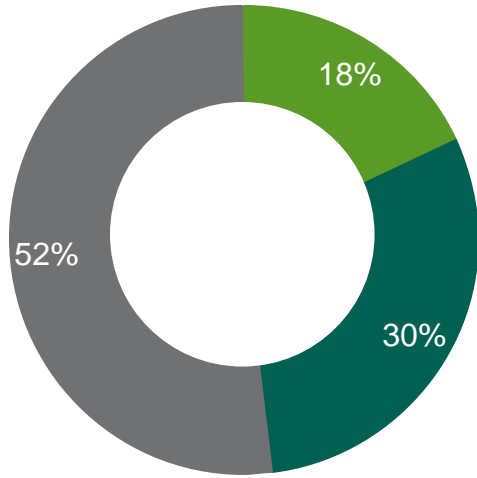
\* Excluding exceptional items; including net result from joint ventures and associates; \*\* Net profit attributable to holders of ordinary shares -excluding exceptional items-;

\*\*\* Subsidiaries only.

# Original contract duration

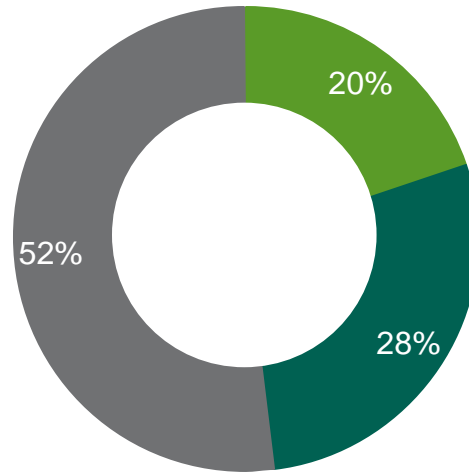
## Contract position 2012

In percent of revenues



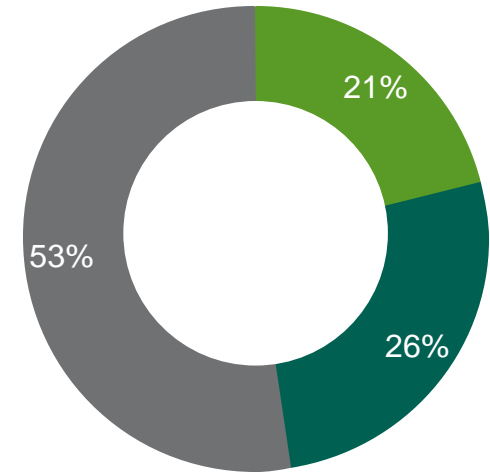
## Contract position 2013

In percent of revenues



## Contract position 2014

In percent of revenues



■ < 1 year  
 ■ 1-3 year  
 ■ > 3 year

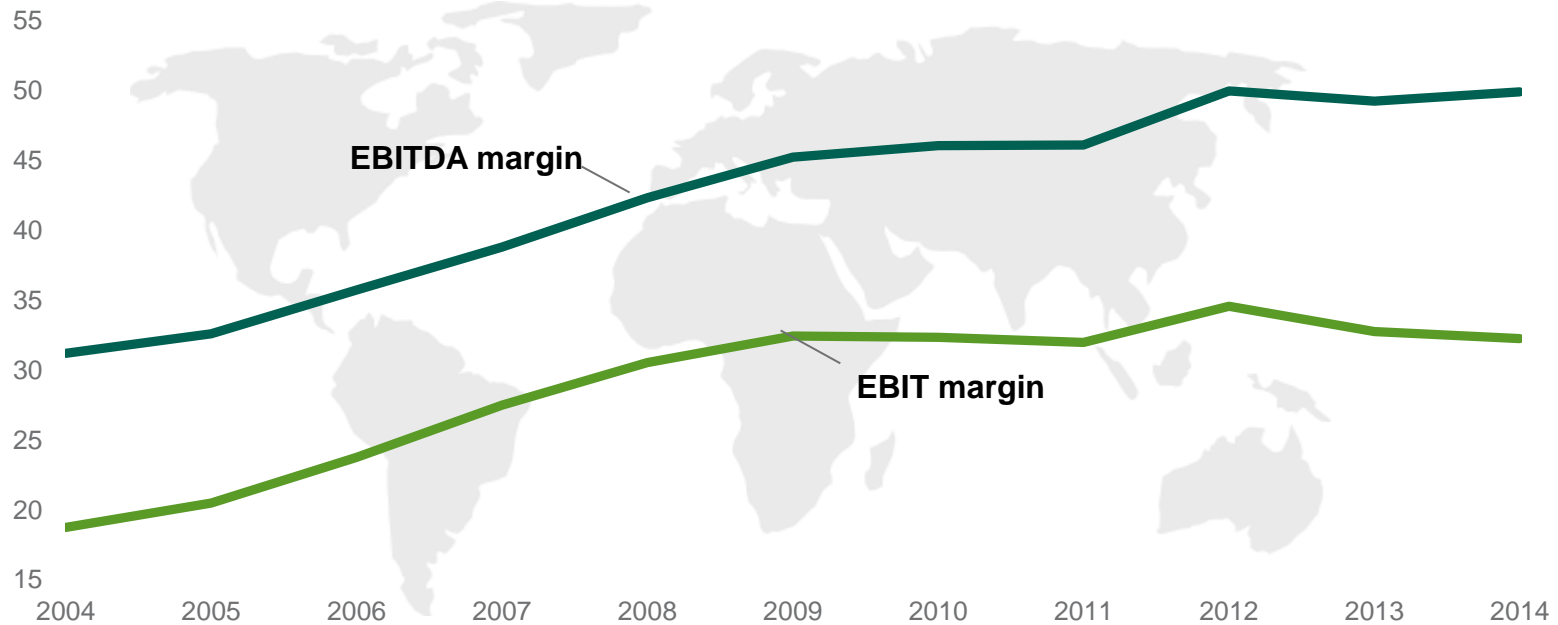
## Balanced contract portfolio

Note: Based on original contract duration; Subsidiaries only.

# EBIT(DA) margin development

## EBIT(DA) margin

In percent



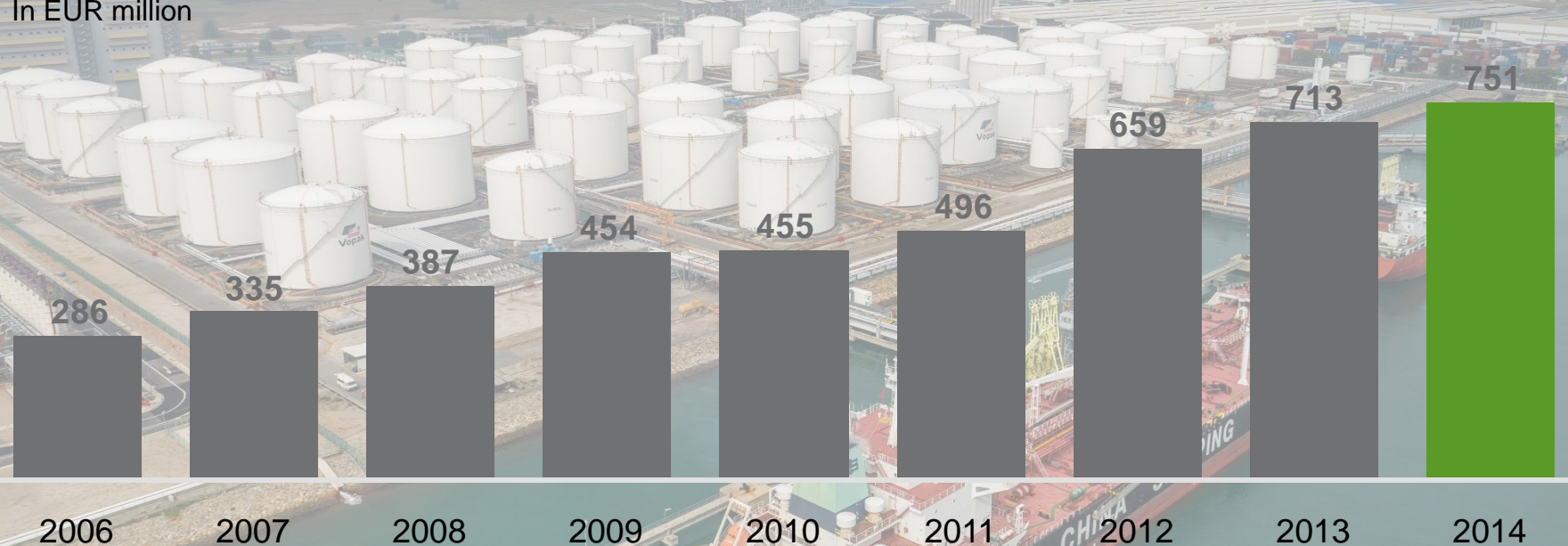
### Focus on creating more value from our core assets

Note: Excluding exceptional items; excluding net result from joint ventures and associates.

# Cash flow developments

## Cash flow from operating activities (gross)

In EUR million

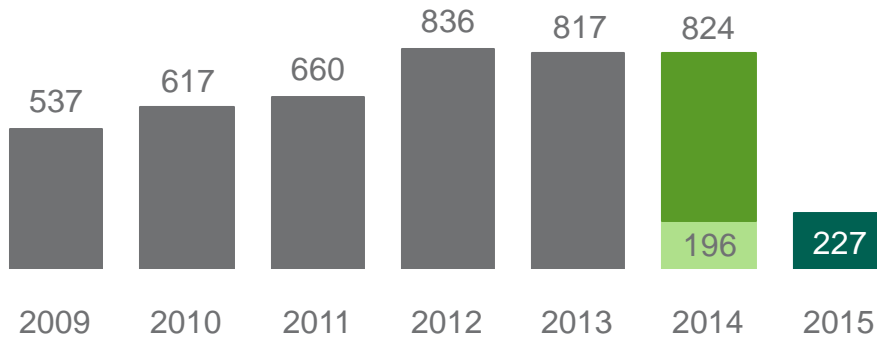


Increasing free cash flow | Improving capital efficiency | Enhancing risk-return profile

# Non-IFRS proportional information

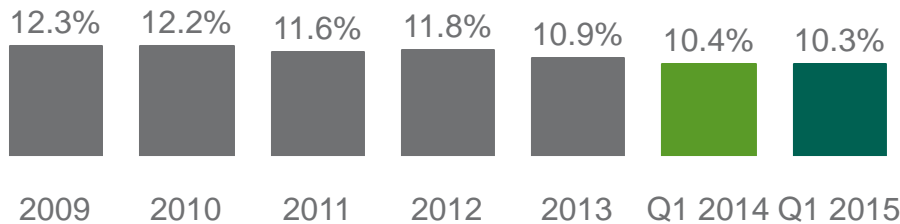
## Proportionate EBITDA\*

In EUR million



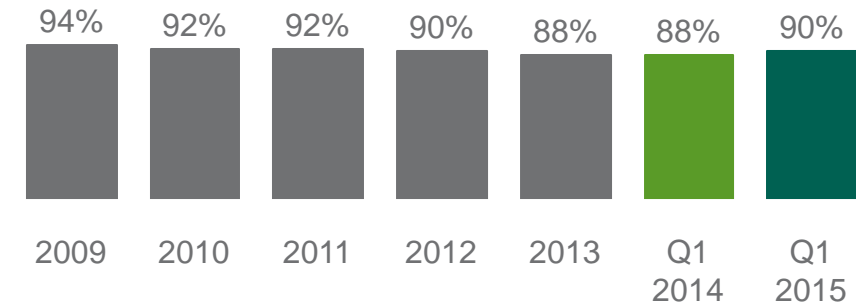
## Cash Flow Return on Gross Assets

In percent



## Occupancy rate subsidiaries and joint ventures

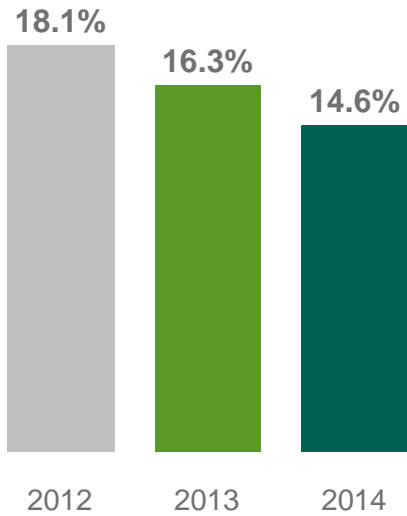
In percent



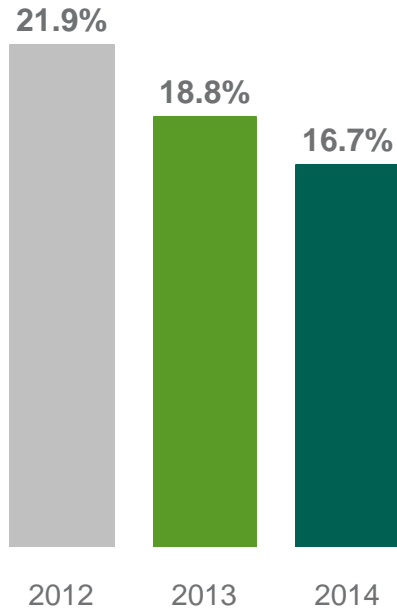
\* EBITDA in EUR million excluding exceptional items

# Financial ratio's 2014

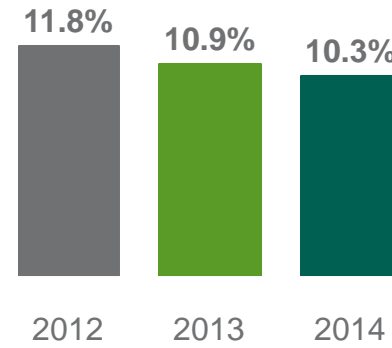
**ROCE\***  
In percent



**ROE\*\***  
In percent



**Non-IFRS**  
**Proportional information**  
**CFROGA\*\*\***  
In percent



## Focus on Free cash flow and improving capital efficiency

\* ROCE is defined as EBIT-excluding exceptional items- as percentage of the capital employed . \*\* ROE is defined as Net Profit excluding exceptionals as percentage of the Equity excluding financing preference shares and Non-controlling Interest . \*\*\* CFROGA is defined as EBITDA minus the statutory income tax charge on EBIT divided by the average historical investment (gross assets).

# Selective growth.

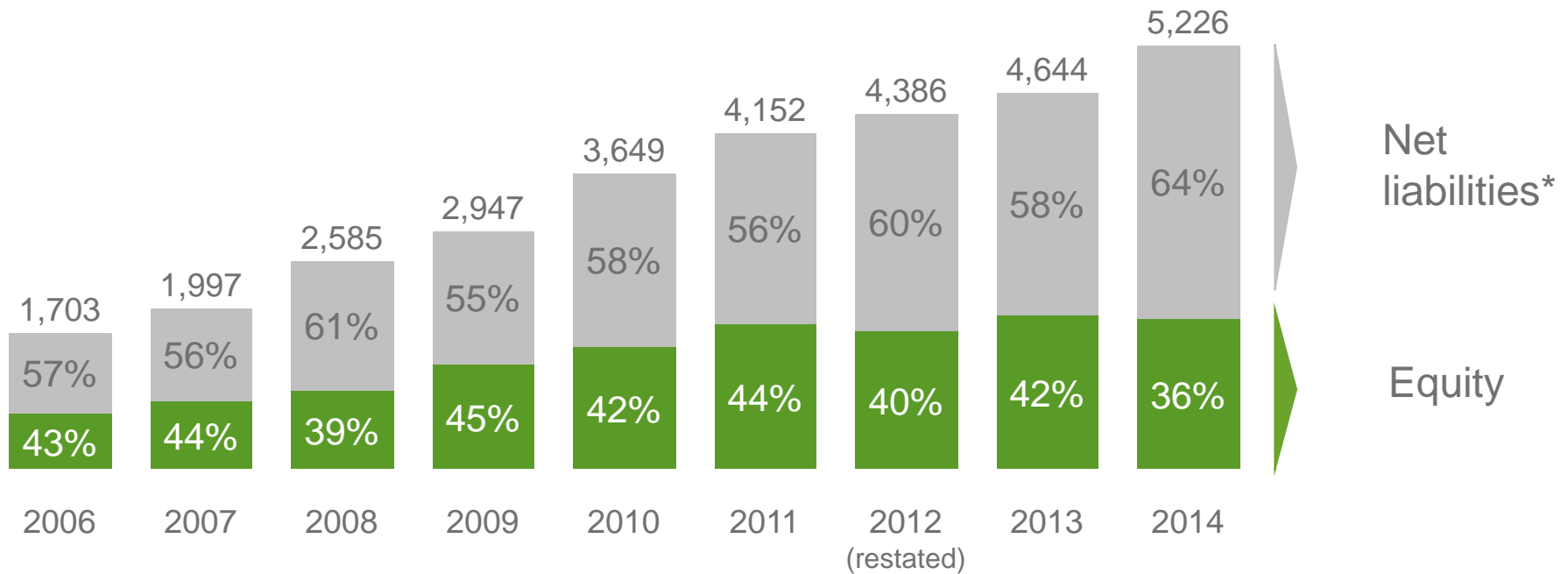




# Solvency ratio

## Total equity and liabilities

In EUR million



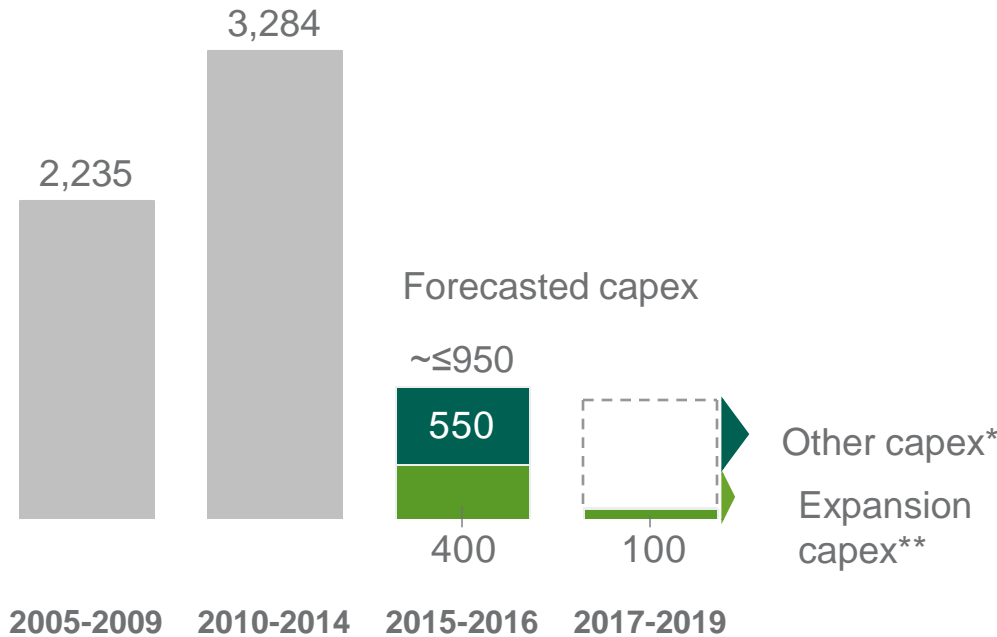
Over EUR 100 million equity adjustments for pensions

\* Cash and cash equivalents are subtracted from Liabilities; Note: Due to the retrospective application of the Revised IAS 19, Equity and Liabilities for 2012 have been restated.

# Selective capital disciplined growth

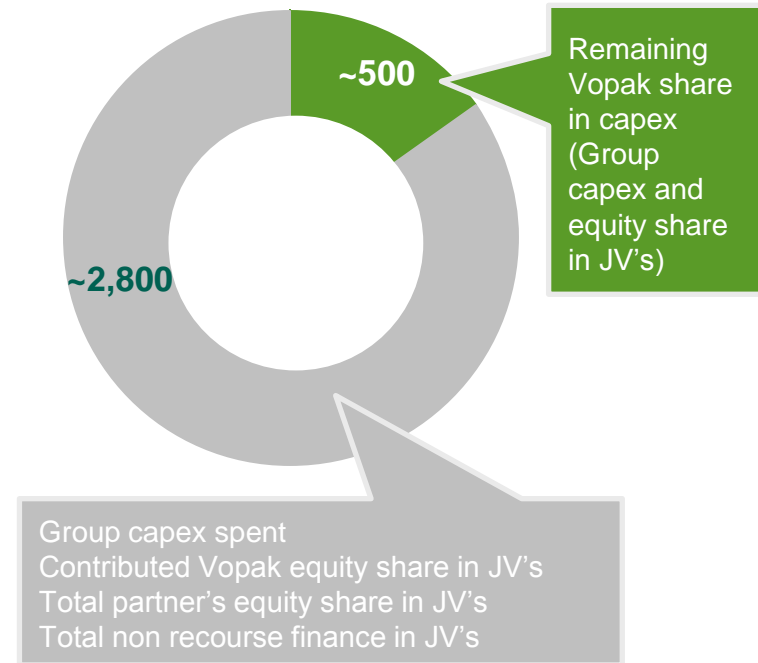
## Total investments 2005-2019

In EUR million



## Expansion capex\*\*

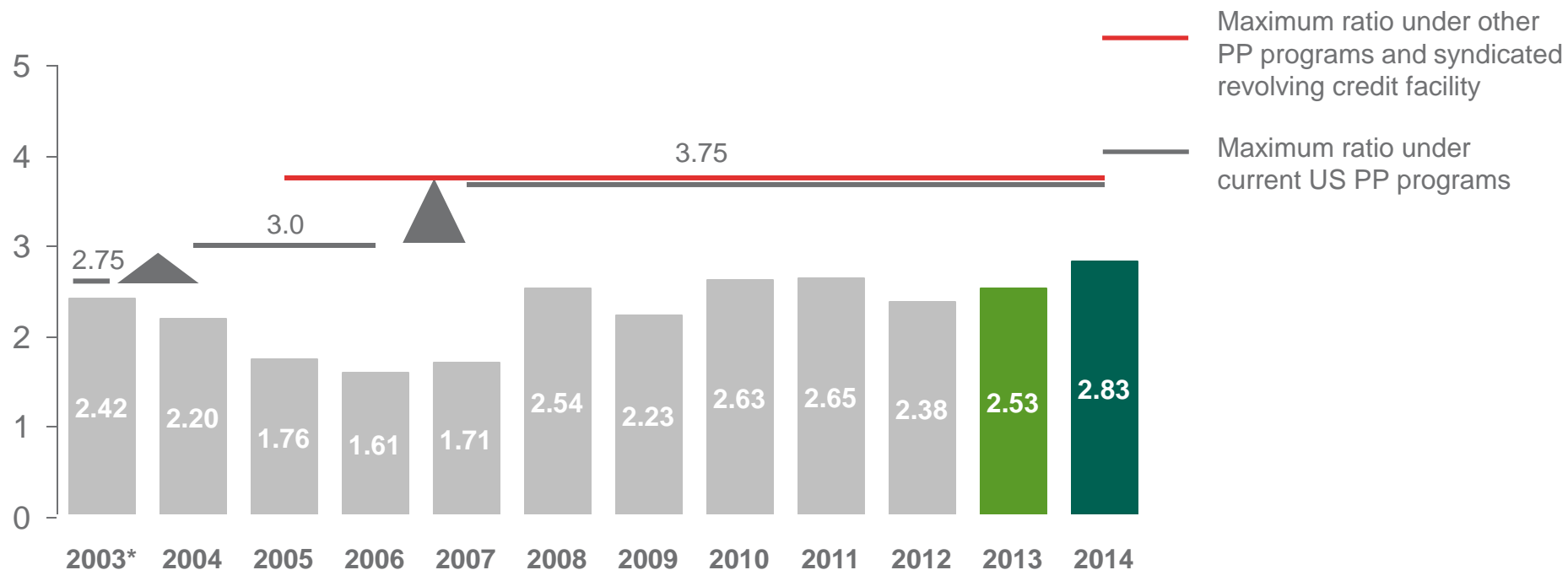
In EUR million; 100% = EUR 3,300 million



Note: Total approved expansion capex related to 6.2 million cbm under development is –EUR 3,300 million; \* Forecasted Sustaining and Improvement Capex up to and including 2016 \*\* Total approved expansion capex related to 6.2 million cbm under development in the years 2015 up to and including 2019.

# Selective capital disciplined growth

## Senior net debt : EBITDA ratio

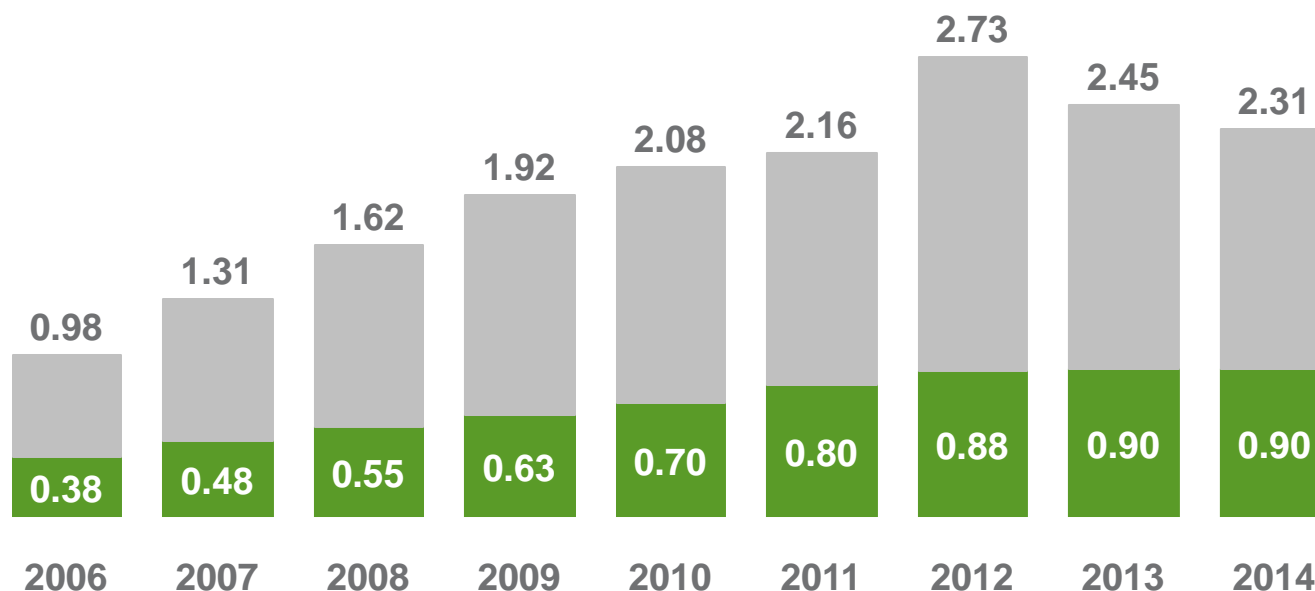


Note: due to the retrospective application of the Revised IAS 19, EBITDA for 2012 has been restated. For certain projects in joint ventures, additional limited guarantees have been provided, affecting the Senior net debt : EBITDA; \* Based on Dutch GAAP.

# Proposed 2014 dividend

## Dividend and EPS 2006-2014\*\*

In EUR



## Dividend policy:

Barring exceptional circumstances, the intention is to pay an annual cash dividend of 25-50% of the net profit\*

## Pay-out ratio 39%

Note: due to the retrospective application of the Revised IAS 19, EBITDA for 2012 has been restated ;\* Excluding exceptional items; attributable to holders of ordinary shares; \*\* Excluding exceptional items; historical figures adjusted for 1:2 share split effectuated 17 May 2010.

# Vopak's capital structure

## Ordinary shares



Listed on Euronext  
Market capitalization:  
EUR 5.5 billion as per  
December 2014

## Private placement program\*



USD: 2.0 billion  
SGD: 225 million and  
JPY: 20 billion  
Average remaining  
duration ~ 8 years

## Syndicated revolving credit facility\*



EUR 1.0 billion  
15 banks participating  
Duration until  
2 February 2018  
Eur 250 million drawn

## Equity(-like)\*



**Subordinated loans**  
Subordinated USPP  
loans: USD 105.3  
million

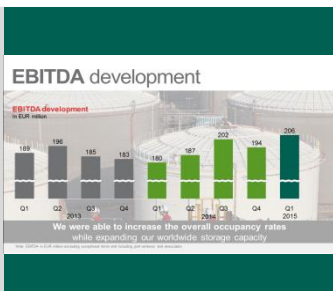
**Preference shares**  
Cancelled as per  
1 January 2015  
EUR 44 million

\* As per 31 December 2014

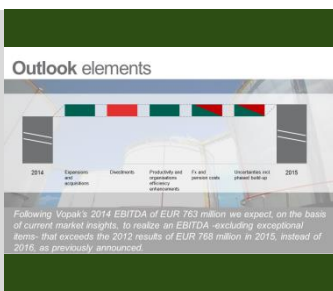
# Q1 2015 trading update

A full-page background image showing a worker in a green and red uniform and white hard hat walking on a yellow metal walkway at an industrial facility. The worker is in the center of the frame, walking towards the camera. The walkway is made of metal grating and is surrounded by yellow railings. In the background, there are various industrial structures, pipes, and towers under a clear blue sky. The text 'Q1 2015 trading update' is overlaid on the left side of the image in a large, white, sans-serif font.

# Key topics Q1 2015



- In Q1 2015, we delivered improved financial results against a background of a competitive and dynamic business environment



- In line with our previous outlook and based on current market insights, Vopak expects to realize an EBITDA -excluding exceptional items- in excess of EUR 768 million in 2015.

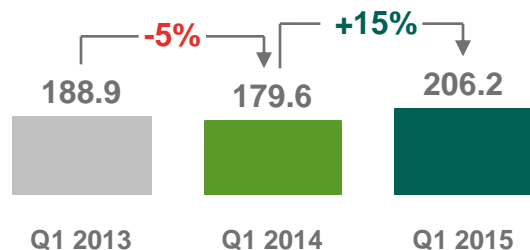


- We are on track in executing our updated strategy as announced on July 2<sup>nd</sup> 2014

# Q1 2015 summary

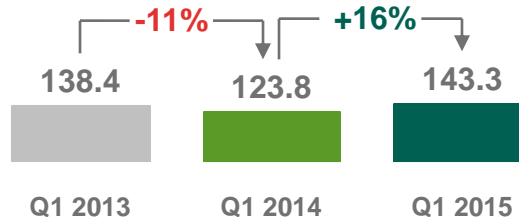
## EBITDA\*

In EUR million



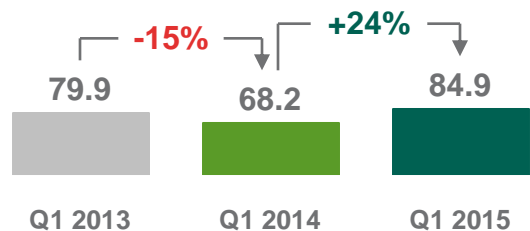
## EBIT\*

In EUR million



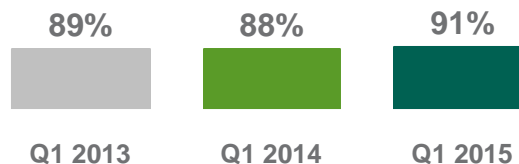
## Net profit\*\*

In EUR million



## Occupancy rate\*\*\*

In percent



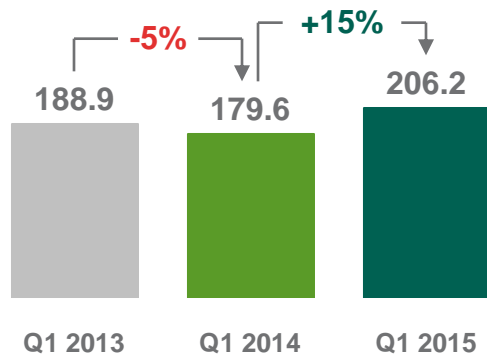
\* Excluding exceptional items; including net result from joint ventures and associates; \*\* Net profit attributable to holders of ordinary shares -excluding exceptional items- ;

\*\*\* Subsidiaries only.

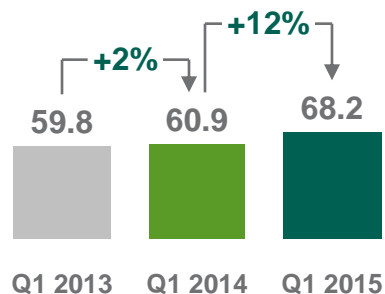


# Q1 2015 EBITDA per division

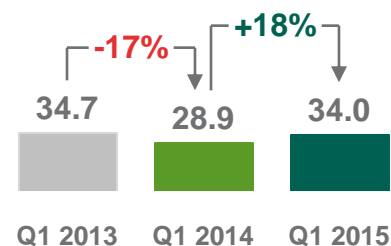
## EBITDA\*



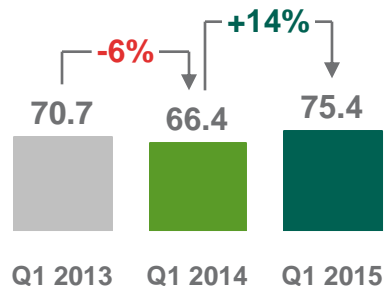
## Netherlands



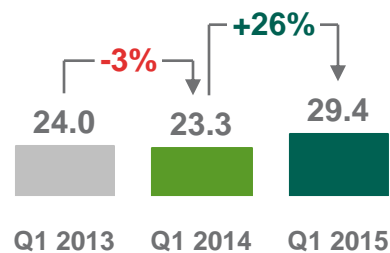
## EMEA



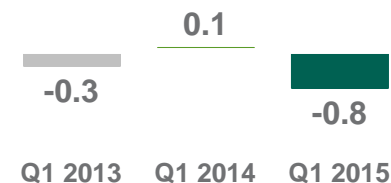
## Asia



## Americas



## Non-allocated

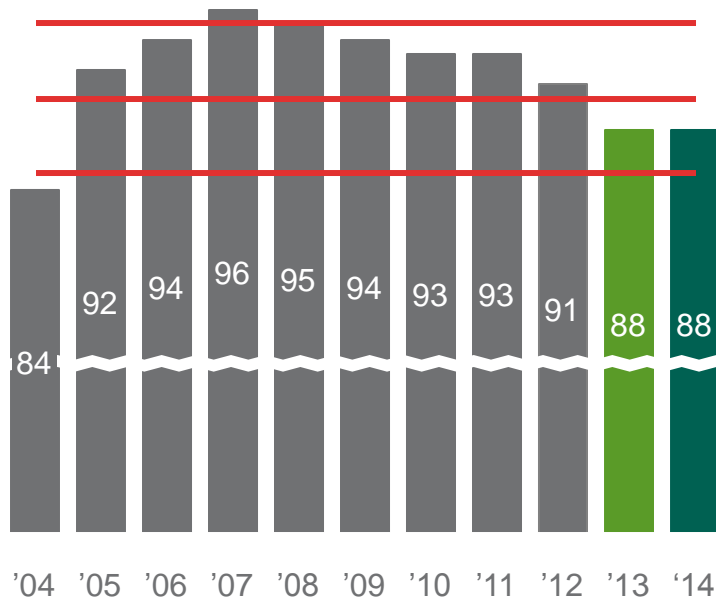


Note: EBITDA in EUR million excluding exceptional items and including net result of joint ventures and associates.

# Occupancy rate developments

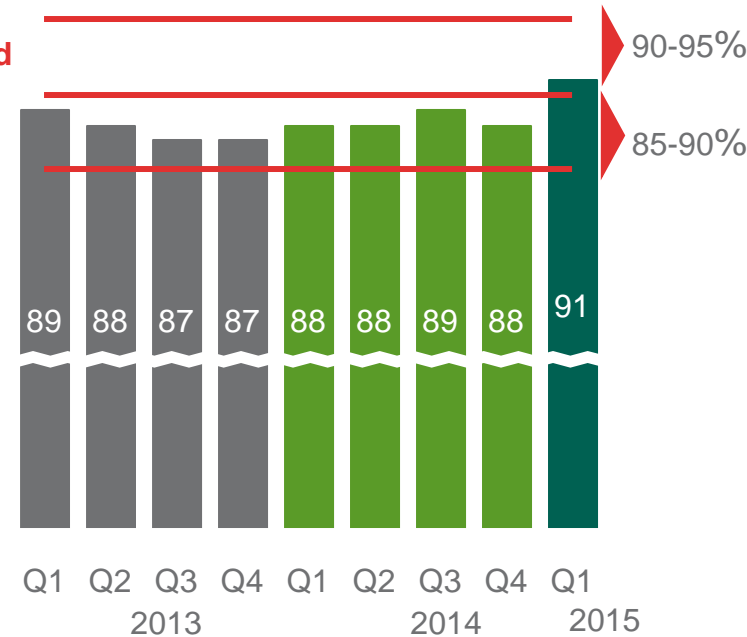
## Occupancy rate

In percent



Full potential playing field

Current playing field

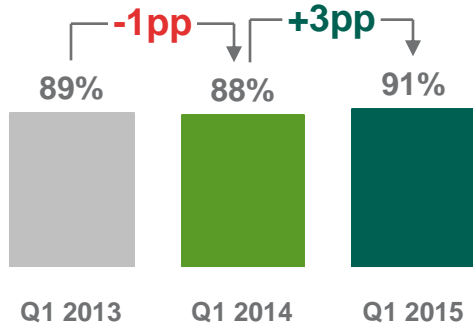


Challenging competitive and dynamic business environment remains

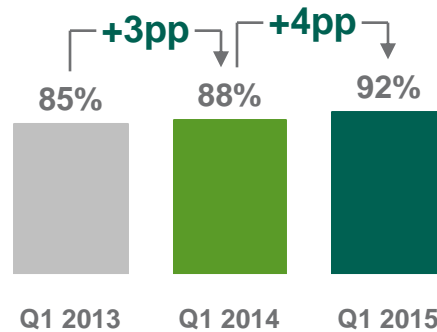
Note: Subsidiaries only.

# Occupancy rate per division

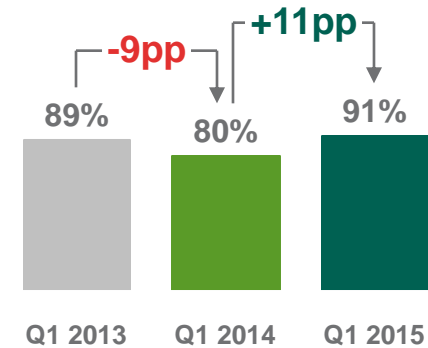
## Occupancy rate



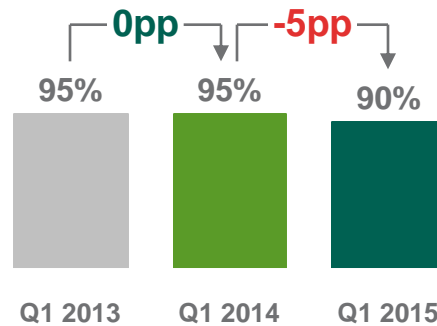
## Netherlands



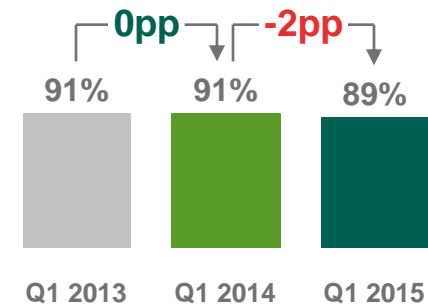
## EMEA



## Asia



## Americas



Note: Subsidiaries only.

# Looking ahead.



# Outlook assumptions

~X% Share of EBITDA\*

## Oil products



~50%

~0 - 5 years

## Chemicals



~20%

~1 - 5 years

## Industrial terminals & other pipeline connected infra



15% - 20%

~5 - 15 years

## Biofuels & vegoils



7.5% - 10%

~0 - 3 years

## LNG



2.5% - 5%

~10 - 20 years

Contract duration

2014

Different demand drivers

Steady

Solid

Mixed

Solid

2015

Different demand drivers

Steady

Solid

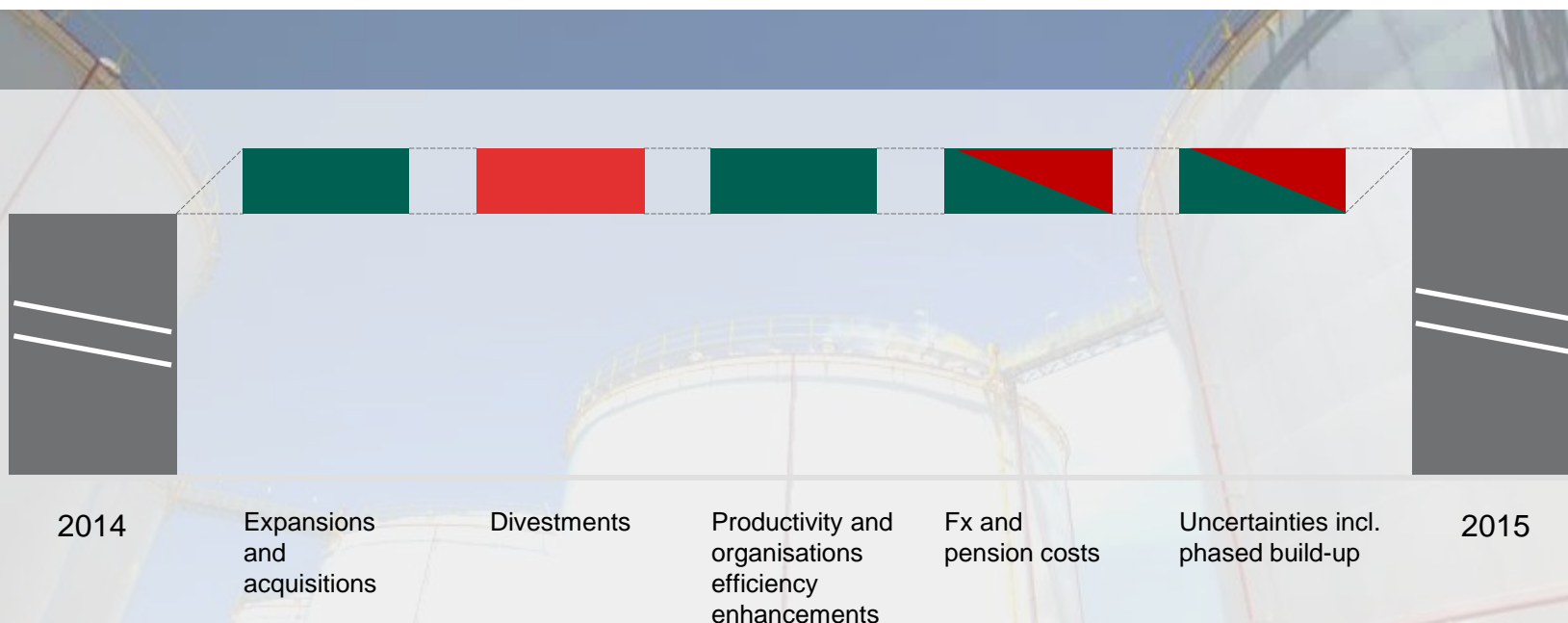
Mixed

Solid

- Major Hubs supporting intercontinental product flows
- Import/distr. in major markets with structural deficits
- Other infra

Note: Width of the boxes does not represent actual percentages; company estimates; \* Excluding exceptional items ;including net result from joint ventures and associates.

# Outlook elements

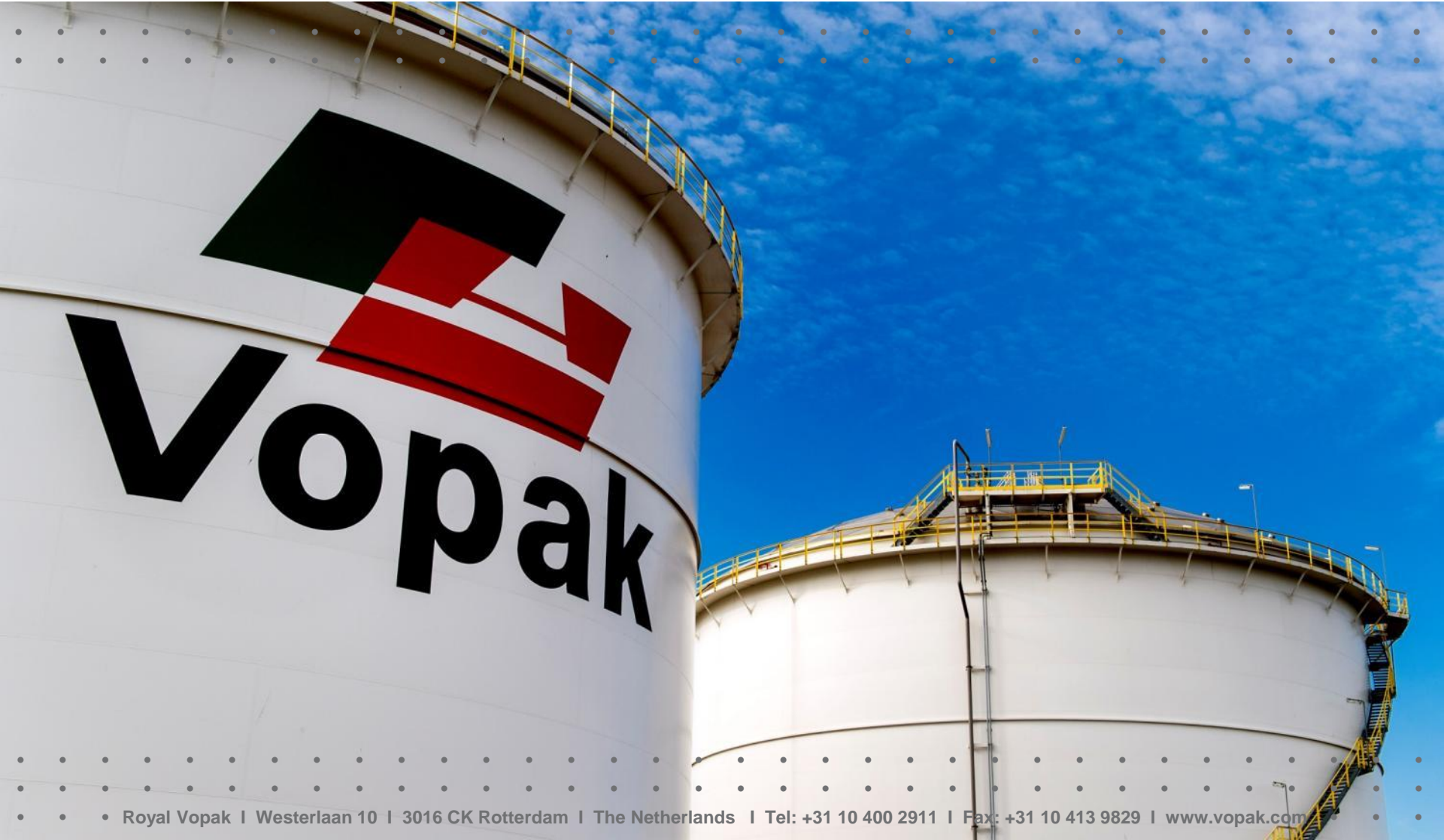


*In line with our previous outlook and based on current market insights, Vopak expects to realize an EBITDA -excluding exceptional items- in excess of EUR 768 million in 2015.*

# Questions answers ●



” We have built  
our company  
over 400 years on  
trust and reliability





**Agenda**  
**van de jaarlijkse**  
**Algemene Vergadering**  
**van Koninklijke Vopak N.V.**  
**woensdag 22 april 2015**



1. Opening
2. Bespreking verslag van de Raad van Bestuur over het boekjaar 2014
3. Implementatie remuneratiebeleid voor het boekjaar 2014
4. Beraadslaging over en vaststelling van de jaarrekening over het boekjaar 2014
5. Verantwoording reserverings- en dividendbeleid
6. Voorstel tot uitkering van het dividend over het boekjaar 2014
7. Decharge van de leden van de Raad van Bestuur voor de uitoefening van hun taak in het boekjaar 2014
8. Decharge van de leden van de Raad van Commissarissen voor de uitoefening van hun taak in het boekjaar 2014
9. Benoeming van de heer A. van Rossum als lid van de Raad van Commissarissen
10. Benoeming van de heer C.K. Lam als lid van de Raad van Commissarissen
11. Remuneratiebeleid van de leden van de Raad van Bestuur
12. Remuneratie van de leden van de Raad van Commissarissen
13. Voorstel inkoopbevoegdheid Raad van Bestuur voor verwerving gewone aandelen
14. Benoeming van Deloitte Accountants B.V. als de externe accountant voor het boekjaar 2016
15. Rondvraag
16. Sluiting