



STI ELYSEES
MAJURO
IMO 9688829



STI DUCHESSA
IMO 9669938



2014 ANNUAL REPORT

STI DUCHESSA

Fleet List

OWNED VESSELS

Vessel Name	Year Built	DWT	Ice Class
Handymax			
1 STI Highlander	2007	37,145	1A
2 STI Brixton	2014	38,000	1A
3 STI Comandante	2014	38,000	1A
4 STI Pimlico	2014	38,000	1A
5 STI Hackney	2014	38,000	1A
6 STI Acton	2014	38,000	1A
7 STI Fulham	2014	38,000	1A
8 STI Camden	2014	38,000	1A
9 STI Battersea	2014	38,000	1A
10 STI Wembley	2014	38,000	1A
11 STI Finchley	2014	38,000	1A
12 STI Clapham	2014	38,000	1A
13 STI Poplar	2014	38,000	1A
14 STI Hammersmith	2015	38,000	1A
15 STI Rotherhithe	2015	38,000	1A
MR			
16 STI Amber	2012	52,000	—
17 STI Topaz	2012	52,000	—
18 STI Ruby	2012	52,000	—
19 STI Garnet	2012	52,000	—
20 STI Onyx	2012	52,000	—
21 STI Sapphire	2013	52,000	—
22 STI Emerald	2013	52,000	—
23 STI Beryl	2013	52,000	—
24 STI Le Rocher	2013	52,000	—
25 STI Larvotto	2013	52,000	—
26 STI Fontvieille	2013	52,000	—
27 STI Ville	2013	52,000	—
28 STI Duchessa	2014	52,000	—
29 STI Opera	2014	52,000	—
30 STI Texas City	2014	52,000	—
31 STI Meraux	2014	52,000	—
32 STI Chelsea	2014	52,000	—
33 STI Lexington	2014	52,000	—
34 STI San Antonio	2014	52,000	—
35 STI Venere	2014	52,000	—
36 STI Virtus	2014	52,000	—
37 STI Powai	2014	52,000	—
38 STI Aqua	2014	52,000	—
39 STI Dama	2014	52,000	—
40 STI Olivia	2014	52,000	—
41 STI Mythos	2014	52,000	—
42 STI Benicia	2014	52,000	—
43 STI Regina	2014	52,000	—
44 STI St. Charles	2014	52,000	—
45 STI Mayfair	2014	52,000	—
46 STI Yorkville	2014	52,000	—
47 STI Milwaukee	2014	52,000	—
48 STI Battery	2014	52,000	—
49 STI Soho	2014	52,000	—
50 STI Tribeca	2015	52,000	—
51 STI Gramercy	2015	52,000	—
52 STI Bronx	2015	52,000	—
53 STI Pontiac	2015	52,000	—
54 STI Manhattan	2015	52,000	—
LR1			
55 STI Harmony ⁽¹⁾	2007	73,919	1A
56 STI Heritage ⁽¹⁾	2008	73,919	1A
LR2			
57 STI Elysees	2014	109,999	—
58 STI Madison	2014	109,999	—
59 STI Park	2014	109,999	—
60 STI Orchard	2014	109,999	—
61 STI Sloane	2014	109,999	—
62 STI Broadway	2014	109,999	—
63 STI Condotti	2014	109,999	—
64 STI Rose	2015	109,999	—
65 STI Veneto	2015	109,999	—
66 STI Alexis	2015	109,999	—
67 STI Winnie ⁽²⁾	2015	109,999	—
Total owned DWT		<u>3,954,972</u>	

TIME CHARTERED-IN VESSELS⁽³⁾

Vessel Name	Year Built	DWT	Ice Class
Handymax			
68 Kraslava	2007	37,258	1B
69 Krisjanis Valdemars	2007	37,266	1B
70 Jinan	2003	37,285	—
71 Iver Prosperity	2007	37,412	—
72 Histria Azure	2007	40,394	—
73 Histria Coral	2006	40,426	—
74 Histria Perla	2005	40,471	—
MR			
75 Targale	2007	49,999	—
76 Nave Orion	2013	49,999	—
77 Gan-Trust	2013	51,561	—
LR1			
78 SN Federica	2003	72,344	—
79 SN Azzurra	2003	72,344	—
80 King Douglas	2008	73,666	—
81 Hellespont Progress	2006	73,728	—
82 FPMC P Eagle	2009	73,800	—
LR2			
83 FPMC P Hero	2011	99,995	—
84 Swarna Jayanti	2010	104,895	—
85 Densa Crocodile	2015	105,408	—
86 Densa Alligator	2013	105,708	—
87 Khawr Aladid	2006	106,003	—
Total time chartered-in DWT		<u>1,309,962</u>	

NEWBUILDINGS CURRENTLY UNDER CONSTRUCTION⁽⁴⁾

Vessel Name	Yard	DWT	Estimated Delivery
MR			
88 Hull 2490—TBN STI Osceola	HMD	52,000	Q2 2015
89 Hull 2492—TBN STI Notting Hill	HMD	52,000	Q2 2015
90 Hull 2493—TBN STI Westminster	HMD	52,000	Q2 2015
91 Hull 2475—TBN STI Seneca	HMD	52,000	Q2 2015
92 Hull S1170—TBN STI Queens	SPP	52,000	Q2 2015
93 Hull S1168—TBN STI Brooklyn	SPP	52,000	Q2 2015
LR2			
94 Hull S715—TBN STI Oxford	HSHI	109,999	Q2 2015
95 Hull S716—TBN STI Connaught	HSHI	109,999	Q2 2015
96 Hull 5399—TBN STI Lauren	DSME	109,999	Q2 2015
97 Hull 5003—TBN STI Grace	DHSC	109,999	Q1 2016
98 Hull 5004—TBN STI Jermyn	DHSC	109,999	Q2 2016
99 Hull S3120—TBN STI Selatar	SSME	109,999	Q3 2016
100 Hull S3121—TBN STI Rambla	SSME	109,999	Q4 2016
Total newbuilding DWT		<u>1,081,993</u>	
Total Fleet DWT		<u>6,346,927</u>	

(1) We have entered into agreements to sell these vessels. The sales are expected to close in April 2014.

(2) This vessel was delivered on March 31, 2015.

(3) See fleet list on pages 25 and 26 of Form 20-F for a description of these time charter-in agreements.

(4) See fleet list on pages 25 and 26 of Form 20-F for a description of our Newbuilding Program.



Dear Shareholder:

2014 marked an important turning point in the development of the Company. Our fleet of ultra-modern vessels on order delivered in earnest from Korean shipbuilders. At the same time, market fundamentals shifted both significantly and favorably, particularly in the latter part of the year, giving us tremendous confidence in our position during the first half of 2015 and beyond.

Last year we took delivery of 41 new vessels, allocating \$1.4 billion of capital in the process. Our fleet now counts 67 owned vessels, and nine additional newbuilding vessels are expected to join the fleet in the first half of 2015. As our newbuilding program has been fully funded for some time, it was gratifying to see this long-awaited deployment and the corresponding ramp-up of cash flow.

However, as Chief Executive I can also testify to the outstanding commitment from our team which made 2014 a smooth transition. Our initiatives as an organization, which included not only new staff but also enhanced systems and controls, and several strategic partnerships, proved resilient and capable. Shipping is a risky and volatile playing field, and our entire Company is passionate about what we do, keeping our crews, cargoes, and ships safe. There is tremendous pride in not only seeing our capital deployed into new vessel deliveries but also our people successfully and gainfully deployed in the business for which they have been trained.

Our Fleet

The modernization of our fleet includes the delivery of newbuildings as well as the disposal of our older, less efficient vessels. In 2014, we sold two LR1s that were built in 2004 and one LR2 that was built in 2008. So far in 2015, we have sold a 2001-built Post-Panamax and agreed to sell two LR1s that were built in 2007 and 2008. We now have only one “non-eco” ship in our fleet.

Our young fleet provides myriad benefits. Besides fuel efficiency, they meet new environmental restrictions, have reduced emissions, and lower operating expenses and maintenance requirements. In addition, our vessels are favored by customers because of the commercial and technical flexibility they provide.

Sale of Vessels

In December 2013, we ordered seven Very Large Crude Carriers (or VLCCs) to be constructed in 2015 and 2016. In early 2014, just a few months after the order was placed, we were able to sell the seven shipbuilding contracts for a gain of \$51.4 million. The sale of the VLCC contracts in 2014 and the fleet of Very Large Gas Carriers (VLGCs) in 2013 illustrate of our ability to capitalize on opportunities and realize gains when they are available to us.

Fundamentals Continue to Improve

Perhaps the greatest talking point of 2014 was the collapse in the price of crude oil. For my part, I have found



that the effects on our business, the transportation of refined petroleum, are widely misunderstood. First, we have witnessed a corresponding drop in the price of fuel which our vessels consume, enhancing the profitability of our voyages. Second, given that this price adjustment is supply driven, cheaper oil stimulates economic activity generally and greater demand for products, especially. This development increases demand for product tankers, which increases revenues. Finally, volatility in oil prices generally favors those refiners closer to the wellhead and those commodity traders trying to capture arbitrage opportunities. These are our core customers. The total amount of products transported by sea does not increase simply at the rate which underlying demand increases. Rather, and as we are seeing now, demand for ships increases as a multiple of overall demand, as cheaper commodities in an efficient global marketplace are matched with buyers further and further afield.

Meanwhile, we are also seeing a decline in supply fundamentals for product tanker vessels themselves, a welcome development. Despite continued low interest rates around the globe, the access to capital for shipping companies and shipbuilders alike remains constrained. The expected annual deliveries of product tankers will be declining to below 4% over the next two years. More importantly, shipbuilding capacity is declining as weaker shipyards, hanging on from the boom times of the last decade, either close or get folded into larger manufacturers.

Finally, regulations which dictate expensive capex or high operating costs for older vessels are ensuring that the level of scrapping is healthy and consistent.

Conclusion

We are purpose-built and singularly focused. With our new fleet on the water, our balance sheet and our organization, we can consider 2014 a transformational year. Looking ahead at our capabilities and the current state of the product tanker market, I am excited about our Company and opportunities directly in front of us to create value for you.

Thank you for your trust!

Sincerely,



EMANUELE A. LAURO

*Chairman and
Chief Executive Officer*



SCORPIO

Tankers



2014 FORM 20-F

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 20-F

(Mark One)

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934
OR
 ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended **December 31, 2014**
OR
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____
OR
 SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Date of event requiring this shell company report _____

Commission file number: **001-34677**

SCORPIO TANKERS INC.

(Exact name of Registrant as specified in its charter)

(Translation of Registrant's name into English)

Republic of the Marshall Islands

(Jurisdiction of incorporation or organization)

9, Boulevard Charles III Monaco 98000

(Address of principal executive offices)

Mr. Emanuele Lauro

+377-9798-5716

info@scorpiotankers.com

9, Boulevard Charles III Monaco 98000

(Name, Telephone, E-mail and/or Facsimile, and address of Company Contact Person)

Securities registered or to be registered pursuant to section 12(b) of the Act.

Title of each class	Name of each exchange on which registered
Common stock, par value \$0.01 per share	New York Stock Exchange
7.50% Senior Notes due 2017	New York Stock Exchange
6.75% Senior Notes due 2020	New York Stock Exchange

Securities registered or to be registered pursuant to section 12(g) of the Act.

NONE

(Title of class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

NONE

(Title of class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

As of December 31, 2014, there were 164,574,542 outstanding shares of common stock, par value \$0.01 per share.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes _____ _____ No _____

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes _____ No _____ _____

Note - Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes _____ _____ No _____

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes _____ _____ No _____

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See the definitions of "large accelerated filer" and "accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

_____ U.S. GAAP
 _____ International Financial Reporting Standards as issued by the International Accounting Standards Board
_____ Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow:

_____ Item 17 _____ Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes _____ No _____ _____

TABLE OF CONTENTS

PART I		1
	ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS	1
	ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE	1
	ITEM 3. KEY INFORMATION.....	1
	ITEM 4. INFORMATION ON THE COMPANY	18
	ITEM 4A. UNRESOLVED STAFF COMMENTS.....	42
	ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS	42
	ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES.....	92
	ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS	99
	ITEM 8. FINANCIAL INFORMATION	103
	ITEM 9. OFFER AND THE LISTING	103
	ITEM 10. ADDITIONAL INFORMATION	104
	ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.....	112
	ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES.....	113
PART II		114
	ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES	114
	ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS.....	114
	ITEM 15. CONTROLS AND PROCEDURES	114
	ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT	115
	ITEM 16B. CODE OF ETHICS	115
	ITEM 16C. PRINCIPAL ACCOUNTING FEES AND SERVICES.....	115
	ITEM 16D. EXEMPTIONS FROM LISTING STANDARDS FOR AUDIT COMMITTEES	116
	ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS.....	116
	ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT	116
	ITEM 16G. CORPORATE GOVERNANCE.....	116
	ITEM 16H. MINE SAFETY DISCLOSURE	116
PART III		117
	ITEM 17. FINANCIAL STATEMENTS	117
	ITEM 18. FINANCIAL STATEMENTS	117
	ITEM 19. EXHIBITS	117

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

The Private Securities Litigation Reform Act of 1995 provides safe harbor protections for forward-looking statements in order to encourage companies to provide prospective information about their business. Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events or performance, and underlying assumptions and other statements, which are other than statements of historical facts. This document includes assumptions, expectations, projections, intentions and beliefs about future events. These statements are intended as “forward-looking statements.” We desire to take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and are including this cautionary statement in connection therewith. This report and any other written or oral statements made by us or on our behalf may include forward-looking statements, which reflect our current views with respect to future events and financial performance, and are not intended to give any assurance as to future results. We caution that assumptions, expectations, projections, intentions and beliefs about future events may and often do vary from actual results and the differences can be material. When used in this document, the words “believe,” “expect,” “anticipate,” “estimate,” “intend,” “plan,” “target,” “project,” “likely,” “may,” “will,” “would,” “could” and similar expressions, terms, or phrases may identify forward-looking statements.

The forward-looking statements in this report are based upon various assumptions, many of which are based, in turn, upon further assumptions, including without limitation, management’s examination of historical operating trends, data contained in our records and other data available from third parties. Although we believe that these assumptions were reasonable when made, because these assumptions are inherently subject to significant uncertainties and contingencies which are difficult or impossible to predict and are beyond our control, we cannot assure you that we will achieve or accomplish these expectations, beliefs or projections.

In addition to important factors and matters discussed elsewhere in this report, and in the documents incorporated by reference herein, important factors that, in our view, could cause our actual results to differ materially from those discussed in the forward-looking statements include:

- the strength of world economies and currencies;
- general market conditions, including the market for our vessels, fluctuations in spot and charter rates and vessel values;
- availability of financing and refinancing;
- potential liability from pending or future litigation;
- general domestic and international political conditions;
- potential disruption of shipping routes due to accidents or political events;
- vessels breakdowns and instances of off-hires;
- competition within our industry;
- the supply of and demand for vessels comparable to ours;
- corruption, piracy, militant activities, political instability, terrorism, ethnic unrest in locations where we may operate;
- delays and cost overruns in construction projects;
- our level of indebtedness;
- our ability to obtain financing and comply with the restrictive and other covenants in our financing arrangements;
- our need for cash to meet our debt service obligations;
- our levels of operating and maintenance costs, including bunker prices, drydocking and insurance costs;
- availability of skilled workers and the related labor costs;
- compliance with governmental, tax, environmental and safety regulation;
- any non-compliance with the U.S. Foreign Corrupt Practices Act of 1977 (FCPA) or other applicable regulations relating to bribery;
- general economic conditions and conditions in the oil and natural gas industry;
- effects of new products and new technology in our industry;
- the failure of counterparties to fully perform their contracts with us;
- our dependence on key personnel;
- adequacy of insurance coverage;
- our ability to obtain indemnities from customers;
- changes in laws, treaties or regulations;
- the volatility of the price of our common shares; and
- other factors described from time to time in the report we file and furnish with the U.S. Securities and Exchange Commission, or SEC.

These factors and the other risk factors described in this report are not necessarily all of the important factors that could cause actual results or developments to differ materially from those expressed in any of our forward-looking statements. Other unknown or unpredictable factors also could harm our results. Consequently, there can be no assurance that actual results or developments anticipated by us will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, us. These forward looking statements are not guarantees of our future performance, and actual results and future developments may vary materially from those projected in the forward looking statements. Given these uncertainties, prospective investors are cautioned not to place undue reliance on such forward-looking statements, which speak only as of their dates. We undertake no obligation, and specifically decline any obligation, except as required by law, to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Please see our Risk Factors in Item 3.D of this annual report for a more complete discussion of these and other risks and uncertainties.

PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION

Unless the context otherwise requires, when used in this annual report, the terms “Scorpio Tankers,” the “Company,” “we,” “our” and “us” refer to Scorpio Tankers Inc. and its subsidiaries. “Scorpio Tankers Inc.” refers only to Scorpio Tankers Inc. and not its subsidiaries. Unless otherwise indicated, all references to “dollars,” “US dollars” and “\$” in this annual report are to the lawful currency of the United States. We use the term deadweight tons, or dwt, expressed in metric tons, each of which is equivalent to 1,000 kilograms, in describing the size of tankers.

A. Selected Financial Data

The following tables set forth our selected consolidated financial data and other operating data as of and for the years ended December 31, 2014, 2013, 2012, 2011 and 2010. The selected data is derived from our audited consolidated financial statements, which have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). Our audited consolidated financial statements for the years ended December 31, 2014, 2013 and 2012 and our consolidated balance sheets as of December 31, 2014 and 2013, together with the notes thereto, are included herein. Our audited consolidated financial statements for the years ended December 31, 2011 and 2010 and our consolidated balance sheets as of December 31, 2012, 2011 and 2010, and the notes thereto, are not included herein.

	For the year ended December 31,				
<i>In thousands of U.S. dollars except per share and share data</i>	2014	2013	2012	2011	2010
Consolidated income statement data					
Revenue:					
Vessel revenue	\$ 342,807	\$ 207,580	\$ 115,381	\$ 82,110	\$ 38,798
Operating expenses:					
Vessel operating costs	(78,823)	(40,204)	(30,353)	(31,370)	(18,440)
Voyage expenses	(7,533)	(4,846)	(21,744)	(6,881)	(2,542)
Charterhire	(139,168)	(115,543)	(43,701)	(22,750)	(276)
Impairment ⁽¹⁾	—	—	—	(66,611)	—
Depreciation	(42,617)	(23,595)	(14,818)	(18,460)	(10,179)
General and administrative expenses	(48,129)	(25,788)	(11,536)	(11,637)	(6,200)
Write down of vessels held for sale and loss from sales of vessels	(3,978)	(21,187)	(10,404)	—	—
Gain on sale of VLGCs	—	41,375	—	—	—
Gain on sale of VLCCs	51,419	—	—	—	—
Gain on sale of Dorian shares	10,924	—	—	—	—
Re-measurement of investment in Dorian	(13,895)	—	—	—	—
Total operating expenses	<u>(271,800)</u>	<u>(189,788)</u>	<u>(132,556)</u>	<u>(157,709)</u>	<u>(37,637)</u>
Operating income/(loss)	71,007	17,792	(17,175)	(75,599)	1,161
Other income and expense:					
Financial expenses	(20,770)	(2,705)	(8,512)	(7,060)	(3,231)
Realized gain / (loss) on derivative financial instruments	17	3	443	—	(280)
Unrealized gain / (loss) on derivative financial instruments	264	567	(1,231)	—	—
Financial income	203	1,147	35	51	37
Share of profit from associate	1,473	369	—	—	—
Other expense, net	(103)	(158)	(97)	(119)	(509)
Total other income and expense	<u>(18,916)</u>	<u>(777)</u>	<u>(9,362)</u>	<u>(7,128)</u>	<u>(3,983)</u>
Net income/(loss)	\$ 52,091	\$ 17,015	\$ (26,537)	\$ (82,727)	\$ (2,822)
Earnings/(loss) per common share:⁽²⁾					
Basic earnings / (loss) per share	\$ 0.30	\$ 0.12	\$ (0.64)	\$ (2.88)	\$ (0.18)
Diluted earnings / (loss) per share	\$ 0.30	\$ 0.11	\$ (0.64)	\$ (2.88)	\$ (0.18)
Basic weighted average shares outstanding	171,851,061	146,504,055	41,413,339	28,704,876	15,600,813
Diluted weighted average shares outstanding	176,292,802	148,339,378	41,413,339	28,704,876	15,600,813

	As of December 31,				
<i>In thousands of U.S. dollars</i>	2014	2013	2012	2011	2010
Balance sheet data					
Cash and cash equivalents	\$ 116,143	\$ 78,845	\$ 87,165	\$ 36,833	\$ 68,187
Vessels and drydock	1,971,878	530,270	395,412	322,458	333,425
Vessels under construction	404,877	649,526	50,251	60,333	—
Total assets	2,804,643	1,646,676	573,280	448,230	412,268
Current and non-current debt	1,571,522	167,129	142,459	145,568	143,188
Shareholders' equity	1,162,848	1,450,723	414,790	286,853	264,783

	For the year ended December 31,				
<i>In thousands of U.S. dollars</i>	2014	2013	2012	2011	2010
Cash flow data					
Net cash inflow/(outflow)					
Operating activities	\$ 93,916	\$ (5,655)	\$ (1,928)	\$ (12,452)	\$ 4,907
Investing activities	(1,158,234)	(935,101)	(90,155)	(122,573)	(245,595)
Financing activities	1,101,616	932,436	142,415	103,671	308,431

(1) In the year ended December 31, 2011, we recorded an impairment charge of \$66.6 million for 12 owned vessels.

(2) Basic earnings per share is calculated by dividing the net income/(loss) attributable to equity holders of the parent by the weighted average number of common shares outstanding. Diluted earnings per share is calculated by adjusting the

net income/(loss) attributable to equity holders of the parent and the weighted average number of common shares used for calculating basic earnings per share for the effects of all potentially dilutive shares. Such potentially dilutive common shares are excluded when the effect would be to increase earnings per share or reduce a loss per share.

The following table sets forth our other operating data. This data should be read in conjunction with “Item 5. Operating and Financial Review and Prospects.”

	For the year ended December 31,				
	2014	2013	2012	2011	2010
Average Daily Results					
Time charter equivalent per day ⁽¹⁾	\$ 15,935	\$ 14,369	\$ 12,960	\$ 12,898	\$ 16,213
Vessel operating costs per day ⁽²⁾	6,802	6,781	7,605	7,581	8,166
<i>Aframax/LR2</i>					
TCE per revenue day ⁽¹⁾	18,621	12,718	10,201	14,951	12,460
Vessel operating costs per day ⁽²⁾	6,789	8,203	8,436	6,960	8,293
<i>Panamax/LR1</i>					
TCE per revenue day ⁽¹⁾	16,857	12,599	14,264	14,743	19,413
Vessel operating costs per day ⁽²⁾	8,332	7,756	7,714	7,891	8,189
<i>MR</i>					
TCE per revenue day ⁽¹⁾	15,297	16,546	12,289	12,092	—
Vessel operating costs per day ⁽²⁾	6,580	6,069	6,770	6,748	—
<i>Handymax</i>					
TCE per revenue day ⁽¹⁾	14,528	12,862	13,069	11,343	9,507
Vessel operating costs per day ⁽²⁾	6,704	6,852	7,594	7,619	8,107
Fleet data					
Average number of owned vessels ⁽³⁾	31.60	15.94	10.81	11.29	6.19
Average number of time chartered-in vessels ⁽³⁾	26.30	22.85	9.18	4.95	0.06
Drydock					
Expenditures for drydock (in thousands of U.S. dollars)	\$ 1,290	\$ —	\$ 2,869	\$ 2,624	\$ 974

(1) Freight rates are commonly measured in the shipping industry in terms of time charter equivalent, or TCE, per revenue day. Vessels in the pool and on time charter do not incur significant voyage expenses; therefore, the revenue for pool vessels and time charter vessels is the same as their TCE revenue. Please see “Item 5. Operating and Financial Review and Prospects-Important Financial and Operational Terms and Concepts” for a discussion of TCE revenue, revenue days and voyage expenses.

(2) Vessel operating costs per day represent vessel operating costs, as such term is defined in “Item 5. Operating and Financial Review and Prospects-Important Financial and Operational Terms and Concepts,” divided by the number of days the vessel is owned during the period.

(3) For a definition of items listed under “Fleet Data,” please see the section of this annual report entitled “Item 5. Operating and Financial Review and Prospects.”

B. Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors

The following risks relate principally to the industry in which we operate and our business in general. Other risks relate principally to the securities market and ownership of our securities. The occurrence of any of the events described in this section could significantly and negatively affect our business, financial condition, operating results or cash available for the payment of dividends on our common shares and interest on our debt securities, or the trading price of our securities.

RISKS RELATED TO OUR INDUSTRY

If the tanker industry, which historically has been cyclical, becomes depressed in the future, our earnings and available cash flow may be adversely affected.

The tanker industry is both cyclical and volatile in terms of charter rates and profitability. While tanker charter rates increased in the fourth quarter of 2014 from rates obtained since the financial crisis that began in 2008, a worsening of current global economic conditions may cause tanker charter rates to decline and thereby adversely affect our ability to charter or recharter our vessels or to sell them on the expiration or termination of their charters, and the rates payable in respect of our vessels currently operating in tanker pools, or any renewal or replacement charters that we enter into, may not be sufficient to allow us to operate our vessels profitably. Fluctuations in charter rates and vessel values result from changes in the supply and demand for tanker capacity and changes in the supply and demand for oil and oil products. The factors affecting the supply and demand for tankers are outside of our control, and the nature, timing and degree of changes in industry conditions are unpredictable.

The factors that influence demand for tanker capacity include:

- supply and demand for energy resources and oil and petroleum products;
- regional availability of refining capacity and inventories;
- global and regional economic and political conditions, including armed conflicts, terrorist activities, and strikes;
- the distance over which oil and oil products are to be moved by sea;
- changes in seaborne and other transportation patterns;
- environmental and other legal and regulatory developments;
- weather and natural disasters;
- competition from alternative sources of energy; and
- international sanctions, embargoes, import and export restrictions, nationalizations and wars.

The factors that influence the supply of tanker capacity include:

- supply and demand for energy resources and oil and petroleum products;
- the number of newbuilding orders and deliveries, including slippage in deliveries;
- the number of shipyards and ability of shipyards to deliver vessels;
- the scrapping rate of older vessels;
- conversion of tankers to other uses;
- the number of vessels that are out of service; namely those that are laid up, drydocked, awaiting repairs or otherwise not available for hire;
- environmental concerns and regulations;
- port or canal congestion; and
- speed of vessel operation.

In addition to the prevailing and anticipated freight rates, factors that affect the rate of newbuilding, scrapping and laying-up include newbuilding prices, secondhand vessel values in relation to scrap prices, costs of bunkers and other operating costs, costs associated with classification society surveys, normal maintenance costs, insurance coverage costs, the efficiency and age profile of the existing tanker fleet in the market, and government and industry regulation of maritime

transportation practices, particularly environmental protection laws and regulations. These factors influencing the supply of and demand for shipping capacity are outside of our control, and we may not be able to correctly assess the nature, timing and degree of changes in industry conditions.

We anticipate that the future demand for our tankers will be dependent upon economic growth in the world's economies, seasonal and regional changes in demand, changes in the capacity of the global tanker fleet and the sources and supply of oil and petroleum products to be transported by sea. Given the number of new tankers currently on order with the shipyards, the capacity of the global tanker fleet seems likely to increase and there can be no assurance as to the timing or extent of future economic growth. Adverse economic, political, social or other developments could have a material adverse effect on our business and operating results.

We are dependent on spot-oriented pools and spot charters and any decrease in spot charter rates in the future may adversely affect our earnings.

As of March 30, 2015, all except four of our vessels were employed in either the spot market or in spot market-oriented tanker pools, such as the Scorpio LR2 Pool, the Scorpio Panamax Tanker Pool, the Scorpio MR Pool, or the Scorpio Handymax Tanker Pool, which we refer to collectively as the Scorpio Group Pools and which are managed members of the Scorpio Group, exposing us to fluctuations in spot market charter rates. The spot charter market may fluctuate significantly based upon tanker and oil supply and demand. The successful operation of our vessels in the competitive spot charter market, including within the Scorpio Group Pools, depends on, among other things, obtaining profitable spot charters and minimizing, to the extent possible, time spent waiting for charters and time spent traveling unladen to pick up cargo. The spot market is very volatile, and, in the past, there have been periods when spot charter rates have declined below the operating cost of vessels. If future spot charter rates decline, then we may be unable to operate our vessels trading in the spot market profitably, meet our obligations, including payments on indebtedness, or pay dividends in the future. Furthermore, as charter rates for spot charters are fixed for a single voyage which may last up to several weeks, during periods in which spot charter rates are rising, we will generally experience delays in realizing the benefits from such increases.

Our ability to renew expiring charters or obtain new charters will depend on the prevailing market conditions at the time. If we are not able to obtain new charters in direct continuation with existing charters, or if new charters are entered into at charter rates substantially below the existing charter rates or on terms otherwise less favorable compared to existing charter terms, our revenues and profitability could be adversely affected.

An over-supply of tanker capacity may lead to a reduction in charter rates, vessel values, and profitability.

The market supply of tankers is affected by a number of factors, such as supply and demand for energy resources, including oil and petroleum products, supply and demand for seaborne transportation of such energy resources, and the current and expected purchase orders for newbuildings. If the capacity of new tankers delivered exceeds the capacity of tankers being scrapped and converted to non-trading tankers, tanker capacity will increase. According to Drewry Shipping Consultants Ltd., or Drewry, as of February 28, 2015, the newbuilding order book, which extends to 2018 and beyond, equaled approximately 18.2% of the existing world tanker fleet and the order book may increase further in proportion to the existing fleet. If the supply of tanker capacity increases and if the demand for tanker capacity does not increase correspondingly or declines, charter rates could materially decline. A reduction in charter rates and the value of our vessels may have a material adverse effect on our results of operations and available cash.

Acts of piracy on ocean-going vessels could adversely affect our business.

Acts of piracy have historically affected ocean-going vessels trading in regions of the world such as the South China Sea, the Indian Ocean, and West Africa and in the Gulf of Aden. Since 2010, sea piracy incidents continue to occur, with drybulk vessels and tankers particularly vulnerable to such attacks. If these piracy attacks result in regions in which our vessels are deployed being characterized by insurers as "war risk" zones by insurers or Joint War Committee "war and strikes" listed areas, premiums payable for such coverage could increase significantly and such insurance coverage may be more difficult to obtain. In addition, crew costs, including costs which may be incurred to the extent we employ onboard security guards, could increase in such circumstances. We may not be adequately insured to cover losses from these incidents, which could have a material adverse effect on us. In addition, detention hijacking as a result of an act of piracy against our vessels, or an increase in cost, or unavailability of insurance for our vessels, could have a material adverse impact on our business, results of operations, cash flows and financial condition and may result in loss of revenues, increased costs and decreased cash flows to our customers, which could impair their ability to make payments to us under our charters.

Changes in fuel, or bunkers, prices may adversely affect profits.

Fuel, or bunkers, is typically the largest expense in our shipping operations for our vessels and changes in the price of fuel may adversely affect our profitability. The price and supply of fuel is unpredictable and fluctuates based on events outside our control, including geopolitical developments, supply and demand for oil and gas, actions by the Organization of the Petroleum Exporting Countries, or OPEC, and other oil and gas producers, war and unrest in oil producing countries and regions, regional production patterns and environmental concerns. Further, fuel may become much more expensive in the future, which may reduce our profitability.

Tanker rates also fluctuate based on seasonal variations in demand.

Tanker markets are typically stronger in the winter months as a result of increased oil consumption in the northern hemisphere but weaker in the summer months as a result of lower oil consumption in the northern hemisphere and refinery maintenance that is typically conducted in the summer months. In addition, unpredictable weather patterns during the winter months in the northern hemisphere tend to disrupt vessel routing and scheduling. The oil price volatility resulting from these factors has historically led to increased oil trading activities in the winter months. As a result, revenues generated by our vessels have historically been weaker during the quarters ended June 30 and September 30, and stronger in the quarters ended March 31 and December 31.

We are subject to complex laws and regulations, including environmental laws and regulations that can adversely affect our business, results of operations, cash flows and financial condition, and our available cash.

Our operations are subject to numerous laws and regulations in the form of international conventions and treaties, national, state and local laws and national and international regulations in force in the jurisdictions in which our vessels operate or are registered, which can significantly affect the ownership and operation of our vessels. These requirements include, but are not limited to, the U.S. Oil Pollution Act of 1990, or OPA, the U.S. Comprehensive Environmental Response, Compensation and Liability Act of 1980, or CERCLA, requirements of the U.S. Coast Guard and the U.S. Environmental Protection Agency, or EPA, the U.S. Clean Air Act, U.S. Clean Water Act, or the CWA and the U.S. Marine Transportation Security Act of 2002, European Union Regulation, and regulations of the International Maritime Organization, or the IMO, including the International Convention for the Prevention of Pollution from Ships of 1973, as from time to time amended and generally referred to as MARPOL including the designation of Emission Control Areas thereunder, the IMO International Convention for the Safety of Life at Sea of 1974, as from time to time amended and generally referred to as SOLAS, the International Convention on Load Lines of 1966, as from time to time amended, or the LL Convention, the International Convention of Civil Liability for Oil Pollution Damage of 1969, as from time to time amended and generally referred to as CLC, the International Convention on Civil Liability for Bunker Oil Pollution Damage, and the International Ship and Port Facility Security Code. Compliance with such laws and regulations, where applicable, may require installation of costly equipment or operational changes and may affect the resale value or useful lives of our vessels. We may also incur additional costs in order to comply with other existing and future regulatory obligations, including, but not limited to, costs relating to air emissions including greenhouse gases, the management of ballast and bilge waters, maintenance and inspection, elimination of tin-based paint, development and implementation of emergency procedures and insurance coverage or other financial assurance of our ability to address pollution incidents. For example, the International Convention for the Control and Management of Ships' Ballast Water and Sediments, or the BWM Convention, adopted by the UN International Maritime Organization in February 2004, calls for the phased introduction of mandatory reducing living organism limits in ballast water over time. In order to comply with these living organism limits, vessel owners may have to install expensive ballast water treatment systems or make port facility disposal arrangements and modify existing vessels to accommodate those systems. Adoption of the BWM Convention standards could have an adverse material impact on our business, financial condition and results of operations depending on the available ballast water treatment systems and the extent to which existing vessels must be modified to accommodate such systems. In addition, 2010 *Deepwater Horizon* oil spill in the Gulf of Mexico may also result in additional regulatory initiatives or statutes or changes to existing laws that may affect our operations or require us to incur additional expenses to comply with such regulatory initiatives, statutes or laws.

These costs could have a material adverse effect on our business, results of operations, cash flows and financial condition and our available cash. A failure to comply with applicable laws and regulations may result in administrative and civil penalties, criminal sanctions or the suspension or termination of our operations. Environmental laws often impose strict liability for remediation of spills and releases of oil and hazardous substances, which could subject us to liability without regard to whether we were negligent or at fault. Under OPA, for example, owners, operators and bareboat charterers are jointly and severally strictly liable for the discharge of oil within the 200-nautical mile exclusive economic zone around the United States (unless the spill results solely from, under certain limited circumstances, the act or omission of a third party, an act of God or an act of war). An oil spill could result in significant liability, including fines, penalties, criminal liability and remediation costs for natural resource damages under other international and U.S. federal, state and local laws, as well as

third-party damages, including punitive damages, and could harm our reputation with current or potential charterers of our tankers. We are required to satisfy insurance and financial responsibility requirements for potential oil (including marine fuel) spills and other pollution incidents. Although we have arranged insurance to cover certain environmental risks, there can be no assurance that such insurance will be sufficient to cover all such risks or that any claims will not have a material adverse effect on our business, results of operations, cash flows and financial condition and available cash.

If we fail to comply with international safety regulations, we may be subject to increased liability, which may adversely affect our insurance coverage and may result in a denial of access to, or detention in, certain ports.

The operation of our vessels is affected by the requirements set forth in the IMO's International Management Code for the Safe Operation of Ships and Pollution Prevention, or the ISM Code, promulgated by the IMO under SOLAS. The ISM Code requires the party with operational control of a vessel to develop and maintain an extensive "Safety Management System" that includes, among other things, the adoption of a safety and environmental protection policy setting forth instructions and procedures for safe operation and describing procedures for dealing with emergencies. If we fail to comply with the ISM Code, we may be subject to increased liability, may invalidate existing insurance or decrease available insurance coverage for our affected vessels and such failure may result in a denial of access to, or detention in, certain ports.

Adverse market conditions could cause us to breach covenants in our debt facilities and adversely affect our operating results.

The market values of tankers have generally experienced high volatility. The market prices for tankers declined significantly from historically high levels reached in early 2008 and remain at relatively low levels. You should expect the market value of our vessels to fluctuate depending on general economic and market conditions affecting the shipping industry and prevailing charterhire rates, competition from other tanker companies and other modes of transportation, types, sizes and ages of vessels, applicable governmental regulations and the cost of newbuildings. We believe that the current aggregate market value of our vessels will be in excess of loan to value amounts, including the minimum net worth provisions, required under our debt facilities. Please see "Item 5. Operating and Financial Review and Prospects."

A decrease in vessel values or a failure to meet the financial ratios and other covenants required by our debt facilities could cause us to breach certain covenants in our existing debt facilities and future financing agreements that we may enter into from time to time. If we breach such covenants and are unable to remedy the relevant breach or obtain a waiver, our lenders could accelerate our debt and foreclose on our owned vessels. Additionally, if we sell one or more of our vessels at a time when vessel prices have fallen, the sale price may be less than the vessel's carrying value on our consolidated financial statements, resulting in a loss on sale or an impairment loss being recognized, ultimately leading to a reduction in earnings. For the year ended December 31, 2014, we evaluated the recoverable amount of our vessels and we did not recognize an impairment loss, however we did record a \$3.9 million write-down resulting from the designation of *STI Heritage* and *STI Harmony* as held for sale and an additional \$0.1 million write-down on *Venice*. For the year ended December 31, 2013, we recorded a \$21.2 million write-down resulting from the designation of *Senatore*, *Noemi*, *Venice* and *STI Spirit* as held for sale. *Noemi* was sold on March 2014, *Senatore* and *STI Spirit* were sold on April 2014, *Venice* was sold on March 2015 and *STI Harmony* and *STI Heritage* are scheduled to be sold in April 2015. See "—Risks Related to Our Indebtedness" and "Item 5. Operating and Financial Review and Prospects — B. Liquidity and Capital Resources—Long-Term Debt Obligations and Credit Arrangements" for a more comprehensive discussion of our current debt facilities and the related risks.

If our vessels suffer damage due to the inherent operational risks of the tanker industry, we may experience unexpected drydocking costs and delays or total loss of our vessels, which may adversely affect our business and financial condition.

The operation of an ocean-going vessel carries inherent risks. Our vessels and their cargoes will be at risk of being damaged or lost because of events such as marine disasters, bad weather, and other acts of God, business interruptions caused by mechanical failures, grounding, fire, explosions and collisions, human error, war, terrorism, piracy and other circumstances or events. Changing economic, regulatory and political conditions in some countries, including political and military conflicts, have from time to time resulted in attacks on vessels, mining of waterways, piracy, terrorism, labor strikes and boycotts. These hazards may result in death or injury to persons, loss of revenues or property, payment of ransoms, environmental damage, higher insurance rates, damage to our customer relationships, and market disruptions, delay or rerouting, which may also subject us to litigation. In addition, the operation of tankers has unique operational risks associated with the transportation of oil. An oil spill may cause significant environmental damage, and the associated costs could exceed the insurance coverage available to us. Compared to other types of vessels, tankers are exposed to a higher risk of damage and loss by fire, whether ignited by a terrorist attack, collision, or other cause, due to the high flammability and high volume of the oil transported in tankers.

If our vessels suffer damage, they may need to be repaired at a drydocking facility. The costs of drydock repairs are unpredictable and may be substantial. We may have to pay drydocking costs that our insurance does not cover in full. The loss of revenues while these vessels are being repaired and repositioned, as well as the actual cost of these repairs, may adversely affect our business and financial condition. In addition, space at drydocking facilities is sometimes limited and not all drydocking facilities are conveniently located. We may be unable to find space at a suitable drydocking facility or our vessels may be forced to travel to a drydocking facility that is not conveniently located to our vessels' positions. The loss of earnings while these vessels are forced to wait for space or to travel to more distant drydocking facilities may adversely affect our business and financial condition. Further, the total loss of any of our vessels could harm our reputation as a safe and reliable vessel owner and operator. If we are unable to adequately maintain or safeguard our vessels, we may be unable to prevent any such damage, costs, or loss which could negatively impact our business, financial condition, results of operations and available cash.

We operate our vessels worldwide and as a result, our vessels are exposed to international risks which may reduce revenue or increase expenses.

The international shipping industry is an inherently risky business involving global operations. Our vessels and their cargoes will be at risk of being damaged or lost because of events such as marine disasters, bad weather, and other acts of God, business interruptions caused by mechanical failures, grounding, fire, explosions and collisions, human error, war, terrorism, piracy and other circumstances or events. In addition, changing economic, regulatory and political conditions in some countries, including political and military conflicts, have from time to time resulted in attacks on vessels, mining of waterways, piracy, terrorism, labor strikes and boycotts. These sorts of events could interfere with shipping routes and result in market disruptions which may reduce our revenue or increase our expenses.

International shipping is subject to various security and customs inspection and related procedures in countries of origin and destination and trans-shipment points. Inspection procedures can result in the seizure of the cargo and/or our vessels, delays in the loading, offloading or delivery and the levying of customs duties, fines or other penalties against us. It is possible that changes to inspection procedures could impose additional financial and legal obligations on us. Furthermore, changes to inspection procedures could also impose additional costs and obligations on our customers and may, in certain cases, render the shipment of certain types of cargo uneconomical or impractical. Any such changes or developments may have a material adverse effect on our business, results of operations, cash flows, financial condition and available cash.

Political instability, terrorist or other attacks, war or international hostilities can affect the tanker industry, which may adversely affect our business.

We conduct most of our operations outside of the United States, and our business, results of operations, cash flows, financial condition and available cash may be adversely affected by the effects of political instability, terrorist or other attacks, war or international hostilities. Continuing conflicts and recent developments in Russia and the Middle East, including Egypt, and North Africa, including Libya, North Korea and the presence of the United States and other armed forces in Afghanistan may lead to additional acts of terrorism and armed conflict around the world, which may contribute to further world economic instability and uncertainty in global financial markets. As a result of the above, insurers have increased premiums and reduced or restricted coverage for losses caused by terrorist acts generally. Future terrorist attacks could result in increased volatility of the financial markets and negatively impact the U.S. and global economy. These uncertainties could also adversely affect our ability to obtain additional financing on terms acceptable to us or at all.

In the past, political instability has also resulted in attacks on vessels, mining of waterways and other efforts to disrupt international shipping, particularly in the Arabian Gulf region. Acts of terrorism and piracy have also affected vessels trading in regions such as the South China Sea and the Gulf of Aden off the coast of Somalia. Any of these occurrences could have a material adverse impact on our business, results of operations, cash flows, financial condition and available cash.

If our vessels call on ports located in countries that are subject to sanctions and embargos imposed by the U.S. or other governments that could adversely affect our reputation and the market for our securities.

Although no vessels owned or operated by us have called on ports located in countries subject to sanctions and embargoes imposed by the U.S. government and other authorities or countries identified by the U.S. government or other authorities as state sponsors of terrorism, such as Cuba, Iran, Sudan, and Syria, in the future, our vessels may call on ports in these countries from time to time on charterers' instructions. Sanctions and embargo laws and regulations vary in their application, as they do not all apply to the same covered persons or proscribe the same activities, and such sanctions and embargo laws and regulations may be amended or strengthened over time. In 2010, the U.S. enacted the Comprehensive Iran Sanctions Accountability and Divestment Act, or CISADA, which expanded the scope of the Iran Sanctions Act. Among other things, CISADA expands the application of the prohibitions of companies, such as ours, and introduces limits on the

ability of companies and persons to do business or trade with Iran when such activities relate to the investment, supply or export of refined petroleum or petroleum products.

In 2012, President Obama signed Executive Order 13608 which prohibits foreign persons from violating or attempting to violate, or causing a violation of any sanctions in effect against Iran or facilitating any deceptive transactions for or on behalf of any person subject to U.S. sanctions. Any persons found to be in violation of Executive Order 13608 will be deemed a foreign sanctions evader and will be banned from all contacts with the United States, including conducting business in US dollars. Also in 2012, President Obama signed into law the Iran Threat Reduction and Syria Human Rights Act of 2012, or the Iran Threat Reduction Act, which created new sanctions and strengthened existing sanctions. Among other things, the Iran Threat Reduction Act intensifies existing sanctions regarding the provision of goods, services, infrastructure or technology to Iran's petroleum or petrochemical sector. The Iran Threat Reduction Act also includes a provision requiring the President of the United States to impose five or more sanctions from Section 6(a) of the Iran Sanctions Act, as amended, on a person the President determines is a controlling beneficial owner of, or otherwise owns, operates, or controls or insures a vessel that was used to transport crude oil from Iran to another country and (1) if the person is a controlling beneficial owner of the vessel, the person had actual knowledge the vessel was so used or (2) if the person otherwise owns, operates, or controls, or insures the vessel, the person knew or should have known the vessel was so used. Such a person could be subject to a variety of sanctions, including exclusion from U.S. capital markets, exclusion from financial transactions subject to U.S. jurisdiction, and exclusion of that person's vessels from U.S. ports for up to two years.

On November 24, 2013, the P5+1 (the United States, United Kingdom, Germany, France, Russia and China) entered into an interim agreement with Iran entitled the "Joint Plan of Action," or the JPOA. Under the JPOA it was agreed that, in exchange for Iran taking certain voluntary measures to ensure that its nuclear program is used only for peaceful purposes, the U.S. and E.U. would voluntarily suspend certain sanctions for a period of six months. On January 20, 2014, the U.S. and E.U. indicated that they would begin implementing the temporary relief measures provided for under the JPOA. These measures include, among other things, the suspension of certain sanctions on the Iranian petrochemicals, precious metals, and automotive industries from January 20, 2014 until July 20, 2014. The U.S. has since extended the JPOA until November 24, 2014. At that time, the P5+1 and Iran agreed to a further extension of these measures until July 1, 2015. Despite the entry into, and the extension of, the JPOA, the sanctions relief provided under JPOA is limited, temporary and reversible, and Iran remains subject to strict and extensive sanctions for which no relief is provided under JPOA.

Although we believe that we have been in compliance with all applicable sanctions and embargo laws and regulations, and intend to maintain such compliance, there can be no assurance that we will be in compliance in the future, particularly as the scope of certain laws may be unclear and may be subject to changing interpretations. Any such violation could result in fines, penalties or other sanctions that could severely impact our ability to access U.S. capital markets and conduct our business, and could result in some investors deciding, or being required, to divest their interest, or not to invest, in us. In addition, certain institutional investors may have investment policies or restrictions that prevent them from holding securities of companies that have contracts with countries identified by the U.S. government as state sponsors of terrorism. The determination by these investors not to invest in, or to divest from, our securities may adversely affect the price at which our securities trade. Additionally, some investors may decide to divest their interest, or not to invest, in our company simply because we do business with companies that do business in sanctioned countries. Moreover, our charterers may violate applicable sanctions and embargo laws and regulations as a result of actions that do not involve us or our vessels, and those violations could in turn negatively affect our reputation. In addition, our reputation and the market for our securities may be adversely affected if we engage in certain other activities, such as entering into charters with individuals or entities in countries subject to U.S. sanctions and embargo laws that are not controlled by the governments of those countries, or engaging in operations associated with those countries pursuant to contracts with third parties that are unrelated to those countries or entities controlled by their governments. Investor perception of the value of our securities may also be adversely affected by the consequences of war, the effects of terrorism, civil unrest and governmental actions in these and surrounding countries.

The smuggling of drugs or other contraband onto our vessels may lead to governmental claims against us.

We expect that our vessels will call in ports where smugglers attempt to hide drugs and other contraband on vessels, with or without the knowledge of crew members. To the extent our vessels are found with contraband, whether inside or attached to the hull of our vessel and whether with or without the knowledge of any of our crew, we may face governmental or other regulatory claims which could have an adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends.

Maritime claimants could arrest our vessels, which would have a negative effect on our cash flows.

Crew members, suppliers of goods and services to a vessel, shippers of cargo and other parties may be entitled to a maritime lien against a vessel for unsatisfied debts, claims or damages. In many jurisdictions, a maritime lien holder may enforce its lien by arresting or attaching a vessel through foreclosure proceedings. The arrest or attachment of one or more of our vessels could interrupt our business or require us to pay large sums of money to have the arrest lifted, which would have a negative effect on our cash flows.

In addition, in some jurisdictions, such as South Africa, under the “sister ship” theory of liability, a claimant may arrest both the vessel which is subject to the claimant’s maritime lien and any “associated” vessel, which is any vessel owned or controlled by the same owner. Claimants could try to assert “sister ship” liability against one vessel in our fleet for claims relating to another of our ships.

Governments could requisition our vessels during a period of war or emergency, which may negatively impact our business, financial condition, results of operations and available cash.

A government could requisition one or more of our vessels for title or hire. Requisition for title occurs when a government takes control of a vessel and becomes the owner. Also, a government could requisition our vessels for hire. Requisition for hire occurs when a government takes control of a vessel and effectively becomes the charterer at dictated charter rates. Generally, requisitions occur during a period of war or emergency. Government requisition of one or more of our vessels may negatively impact our business, financial condition, results of operations and available cash.

Technological innovation could reduce our charterhire income and the value of our vessels.

The charterhire rates and the value and operational life of a vessel are determined by a number of factors including the vessel’s efficiency, operational flexibility and physical life. Efficiency includes speed, fuel economy and the ability to load and discharge cargo quickly. Flexibility includes the ability to enter harbors, utilize related docking facilities and pass through canals and straits. The length of a vessel’s physical life is related to its original design and construction, its maintenance and the impact of the stress of operations. If new tankers are built that are more efficient or more flexible or have longer physical lives than our vessels, competition from these more technologically advanced vessels could adversely affect the amount of charterhire payments we receive for our vessels and the resale value of our vessels could significantly decrease. As a result, our available cash could be adversely affected.

If labor interruptions are not resolved in a timely manner, they could have a material adverse effect on our business, results of operations, cash flows, financial condition and available cash.

We, indirectly through Scorpio Ship Management S.A.M., or SSM, our technical manager, employ masters, officers and crews to man our vessels. If not resolved in a timely and cost-effective manner, industrial action or other labor unrest could prevent or hinder our operations from being carried out as we expect and could have a material adverse effect on our business, results of operations, cash flows, financial condition and available cash.

RISKS RELATED TO OUR BUSINESS

Newbuilding projects are subject to risks that could cause delays, cost overruns or cancellation of our newbuilding contracts.

As of March 30, 2015, we were party to shipbuilding contracts with Hyundai Mipo Dockyard Co. Ltd., or HMD, SPP Shipbuilding Co. Ltd., or SPP, Hyundai Samho Heavy Industries Co. Ltd., or HSHI, Daewoo Shipbuilding & Marine Engineering Co. Ltd., or DSME, Daehan Shipbuilding Co. Ltd., or DHSC, and Sungdong Shipbuilding & Marine Engineering Co. Ltd., or SSME, for the construction of 14 newbuilding vessels, of which ten are expected to be delivered to us throughout 2015 and four in 2016. As of the same date, we have made total yard payments in the amount of \$153.5 million, consisting of \$16.3 million in common stock that has been issued and \$137.2 million in cash. We have remaining yard installments in the amount of \$467.1 million before we take possession of all of these vessels.

The delivery of such vessels or vessels that we may acquire in the future could be delayed, not completed or cancelled, which would delay or eliminate our expected receipt of revenues from the employment of such vessels. In addition, the yards or a seller could fail to deliver vessels to us as agreed, or we could cancel a purchase contract because such yard or seller has not met its obligations.

If the delivery of any vessel is materially delayed or cancelled, especially if we have committed the vessel to a charter for which we become responsible for substantial liquidated damages to the customer as a result of the delay or cancellation, our business, financial condition and results of operations could be adversely affected.

In addition, in the event HMD, SPP, HSHI, DSME, SSME or DHSC do not perform under their contracts and we are unable to enforce certain refund guarantees with third party banks for any reason, we may lose all or part of our investment, which would have a material adverse effect on our results of operations, financial condition and cash flows.

We cannot assure you that our internal controls and procedures over financial reporting will be sufficient.

We are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and the other rules and regulations of the SEC, including the Sarbanes-Oxley Act of 2002, or Sarbanes-Oxley. Section 404 of Sarbanes-Oxley requires that we evaluate and determine the effectiveness of our internal controls over financial reporting. If we have a material weakness in our internal control over financial reporting, we may not detect errors on a timely basis and our financial statements may be materially misstated. We dedicate a significant amount of time and resources to ensure compliance with these regulatory requirements. We will continue to evaluate areas such as corporate governance, corporate control, internal audit, disclosure controls and procedures and financial reporting and accounting systems. We will make changes in any of these and other areas, including our internal control over financial reporting, which we believe are necessary. However, these and other measures we may take may not be sufficient to allow us to satisfy our obligations as a public company on a timely and reliable basis.

We may have difficulty managing our planned growth properly.

One of our principal strategies is to continue to grow by expanding our operations and adding to our fleet. Our future growth will primarily depend upon a number of factors, some of which may not be within our control. These factors include our ability to:

- identify suitable tankers and/or shipping companies for acquisitions at attractive prices;
- obtain required financing for our any new operations;
- integrate any acquired tankers or businesses successfully with our existing operations, including obtaining any approvals and qualifications necessary to operate vessels that we acquire;
- hire, train and retain qualified personnel and crew to manage and operate our growing business and fleet;
- identify additional new markets;
- enhance our customer base; and
- improve our operating, financial and accounting systems and controls.

Our current operating and financial systems may not be adequate as we implement our plan to take delivery of 14 newbuilding vessels between the date of this annual report through 2016 and to expand the size of our fleet and our attempts to improve those systems may be ineffective. In addition, as we take delivery of our newbuilding vessels and if we further expand our fleet, we will need to recruit suitable additional seafarers and shore side administrative and management personnel. We cannot guarantee that we will be able to hire suitable employees as we take delivery of our new vessels or expand our fleet. If we or our crewing agent encounters business or financial difficulties, we may not be able to adequately staff our vessels. If we are unable to grow our financial and operating systems or to recruit suitable employees as we expand our fleet, our financial performance may be adversely affected and, among other things, the amount of cash available for distribution as dividends to our shareholders may be reduced.

Our failure to effectively identify, purchase, develop and integrate any tankers or businesses could adversely affect our business, financial condition and results of operations. The number of employees that perform services for us and our current operating and financial systems may not be adequate as we implement our plan to expand the size of our fleet, and we may not be able to effectively hire more employees or adequately improve those systems. Finally, acquisitions may require additional equity issuances or debt issuances (with amortization payments), both of which could lower our available cash. If any such events occur, our financial condition may be adversely affected.

Growing any business by acquisition presents numerous risks such as undisclosed liabilities and obligations, difficulty in obtaining additional qualified personnel and managing relationships with customers and suppliers and integrating

newly acquired operations into existing infrastructures. The expansion of our fleet may impose significant additional responsibilities on our management and staff, and the management and staff of our commercial and technical managers, and may necessitate that we, and they, increase the number of personnel. We cannot give any assurance that we will be successful in executing our growth plans or that we will not incur significant expenses and losses in connection with our future growth.

If we purchase and operate secondhand vessels, we will be exposed to increased operating costs which could adversely affect our earnings and, as our fleet ages, the risks associated with older vessels could adversely affect our ability to obtain profitable charters.

Our current business strategy includes potential growth through the acquisition of new and secondhand vessels. To the extent we decide to purchase secondhand vessels, we would be entitled to inspect them prior to purchase and this would not provide us with the same knowledge about their condition that we would have had if these vessels had been built for and operated exclusively by us. Generally, we do not receive the benefit of warranties from the builders for the secondhand vessels that we acquire.

In general, the costs to maintain a vessel in good operating condition increase with the age of the vessel. Older vessels are typically less fuel-efficient than more recently constructed vessels due to improvements in engine technology. Cargo insurance rates increase with the age of a vessel, making older vessels less desirable to charterers.

Governmental regulations, safety or other equipment standards related to the age of vessels may require expenditures for alterations, or the addition of new equipment, to our vessels and may restrict the type of activities in which the vessels may engage. As our vessels age, market conditions may not justify those expenditures or enable us to operate our vessels profitably during the remainder of their useful lives.

An increase in operating costs would decrease earnings and available cash.

Under time charter agreements, the charterer is responsible for voyage costs and the owner is responsible for the vessel operating costs. In addition to certain vessels on short-term time charter-out agreements, we currently have four vessels on long-term time charter-out agreements (with initial terms of one year or greater) and 20 vessels on time-charter-in agreements. When our owned vessels are employed under one of the Scorpio Group Pools, the pool is responsible for voyage expenses and we are responsible for vessel costs. As of March 30, 2015, 57 of our owned vessels and all of our time-chartered-in vessels were employed through the Scorpio Group Pools. When our vessels operate in the spot market, we are responsible for both voyage expenses and vessel operating costs. As of March 30, 2015, five of our vessels operated in the spot market and four vessels were on time charters. Our vessel operating costs include the costs of crew, fuel (for spot chartered vessels), provisions, deck and engine stores, insurance and maintenance and repairs, which depend on a variety of factors, many of which are beyond our control. Further, if our vessels suffer damage, they may need to be repaired at a drydocking facility. The costs of drydocking repairs are unpredictable and can be substantial. Increases in any of these expenses would decrease earnings and available cash.

Declines in charter rates and other market deterioration could cause us to incur impairment charges.

We evaluate the carrying amounts of our vessels to determine if events have occurred that would require an impairment of their carrying amounts. The recoverable amount of vessels is reviewed based on events and changes in circumstances that would indicate that the carrying amount of the assets might not be recovered. The review for potential impairment indicators and projection of future cash flows related to the vessels is complex and requires us to make various estimates including future freight rates, earnings from the vessels and discount rates. All of these items have been historically volatile.

We evaluate the recoverable amount as the higher of fair value less costs to sell and value in use. If the recoverable amount is less than the carrying amount of the vessel, the vessel is deemed impaired. The carrying values of our vessels may not represent their fair market value at any point in time because the new market prices of secondhand vessels tend to fluctuate with changes in charter rates and the cost of newbuildings. For the year ended December 31, 2014, we evaluated the recoverable amount of our vessels and we did not recognize an impairment loss, however we did record a \$3.9 million write-down resulting from the designation of *STI Heritage* and *STI Harmony* as held for sale and an additional \$0.1 million write-down on *Venice*. For the year ended December 31, 2013, recorded a \$21.2 million write-down resulting from the designation of *Senatore*, *Noemi*, *Venice* and *STI Spirit* as held for sale. *Noemi* was sold on March 2014, *Senatore* and *STI Spirit* were sold on April 2014, *Venice* was sold in March 2015 and the sales of *STI Harmony* and *STI Heritage* are expected to close in April 2015. We cannot assure you that there will not be further impairments in future years. Any additional impairment charges incurred as a result of further declines in charter rates could negatively affect our business, financial condition, operating results or the trading price of our securities.

The market values of our vessels may decrease, which could limit the amount of funds that we can borrow or trigger certain financial covenants under our current or future debt facilities and we may incur a loss if we sell vessels following a decline in their market value.

The fair market values of our vessels have generally experienced high volatility. The fair market value of our vessels may increase and decrease depending on a number of factors including, but not limited to, the prevailing level of charter rates and day rates, general economic and market conditions affecting the international shipping industry, types, sizes and ages of vessels, supply and demand for vessels, availability of or developments in other modes of transportation, competition from other shipping companies, cost of newbuildings, governmental or other regulations and technological advances. In addition, as vessels grow older, they generally decline in value. If the fair market value of our vessels declines, we may not be in compliance with certain provisions of our debt facilities and we may not be able to refinance our debt, obtain additional financing or make distributions to our shareholders and our subsidiaries may not be able to make distributions to us. The prepayment of certain debt facilities may be necessary to cause us to maintain compliance with certain covenants in the event that the values of the vessels fall below certain levels. Additionally, if we sell one or more of our vessels at a time when vessel prices have fallen, the sale price may be less than the vessel's carrying value on our consolidated financial statements, resulting in a loss on sale or an impairment loss being recognized, ultimately leading to a reduction in earnings. Furthermore, if vessel values fall significantly, this could indicate a decrease in the recoverable amount for the vessel which may result in an impairment adjustment in our financial statements, which could adversely affect our financial results and condition.

If we are unable to operate our vessels profitably, we may be unsuccessful in competing in the highly competitive international tanker market, which would negatively affect our financial condition and our ability to expand our business.

The operation of tanker vessels and transportation of crude and petroleum products is extremely competitive, in an industry that is capital intensive and highly fragmented. The recent global financial crisis may reduce the demand for transportation of oil and oil products which could lead to increased competition. Competition arises primarily from other tanker owners, including major oil companies as well as independent tanker companies, some of whom have substantially greater resources than we do. Competition for the transportation of oil and oil products can be intense and depends on price, location, size, age, condition and the acceptability of the tanker and its operators to the charterers. We will have to compete with other tanker owners, including major oil companies as well as independent tanker companies.

Our market share may decrease in the future. We may not be able to compete profitably as we expand our business into new geographic regions or provide new services. New markets may require different skills, knowledge or strategies than we use in our current markets, and the competitors in those new markets may have greater financial strength and capital resources than we do.

If we do not set aside funds and are unable to borrow or raise funds for vessel replacement, at the end of a vessel's useful life our revenue will decline, which would adversely affect our business, results of operations, financial condition, and available cash.

If we do not set aside funds and are unable to borrow or raise funds for vessel replacement, we will be unable to replace the vessels in our fleet upon the expiration of their remaining useful lives, which we expect to occur between 2032 to 2039, depending on the vessel. Our cash flows and income are dependent on the revenues earned by the chartering of our vessels. If we are unable to replace the vessels in our fleet upon the expiration of their useful lives, our business, results of operations, financial condition, and available cash per share would be adversely affected. Any funds set aside for vessel replacement will reduce available cash.

Our ability to obtain additional financing may be dependent on the performance of our then existing charters and the creditworthiness of our charterers.

The actual or perceived credit quality of our charterers, and any defaults by them, may materially affect our ability to obtain the additional capital resources that we will require to purchase additional vessels or may significantly increase our costs of obtaining such capital. Our inability to obtain additional financing at all or at a higher than anticipated cost may materially affect our results of operation and our ability to implement our business strategy.

United States tax authorities could treat us as a "passive foreign investment company," which could have adverse United States federal income tax consequences to United States shareholders.

A foreign corporation will be treated as a "passive foreign investment company," or PFIC, for United States federal income tax purposes if either (1) at least 75% of its gross income for any taxable year consists of certain types of "passive

income” or (2) at least 50% of the average value of the corporation’s assets produce or are held for the production of those types of “passive income.” For purposes of these tests, “passive income” includes dividends, interest, and gains from the sale or exchange of investment property and rents and royalties other than rents and royalties which are received from unrelated parties in connection with the active conduct of a trade or business. For purposes of these tests, income derived from the performance of services does not constitute “passive income.” United States shareholders of a PFIC are subject to a disadvantageous United States federal income tax regime with respect to the income derived by the PFIC, the distributions they receive from the PFIC and the gain, if any, they derive from the sale or other disposition of their shares in the PFIC.

Based on our current and proposed method of operation, we do not believe that we will be a PFIC with respect to any taxable year. In this regard, we intend to treat the gross income we derive or are deemed to derive from our time chartering activities as services income, rather than rental income. Accordingly, our income from our time and voyage chartering activities should not constitute “passive income,” and the assets that we own and operate in connection with the production of that income should not constitute assets that produce or are held for the production of “passive income.”

There is substantial legal authority supporting this position, consisting of case law and United States Internal Revenue Service, or IRS, pronouncements concerning the characterization of income derived from time charters and voyage charters as services income for other tax purposes. However, it should be noted that there is also authority that characterizes time charter income as rental income rather than services income for other tax purposes. Accordingly, no assurance can be given that the IRS or a court of law will accept this position, and there is a risk that the IRS or a court of law could determine that we are a PFIC. Moreover, no assurance can be given that we would not constitute a PFIC for any future taxable year if the nature and extent of our operations change.

If the IRS were to find that we are or have been a PFIC for any taxable year, our United States shareholders would face adverse United States federal income tax consequences and incur certain information reporting obligations. Under the PFIC rules, unless those shareholders make an election available under the United States Internal Revenue Code of 1986, as amended, or the Code (which election could itself have adverse consequences for such shareholders), such shareholders would be subject to United States federal income tax at the then prevailing rates on ordinary income plus interest, in respect of excess distributions and upon any gain from the disposition of their common shares, as if the excess distribution or gain had been recognized ratably over the shareholder’s holding period of the common shares. See “Taxation—Passive Foreign Investment Company Status and Significant Tax Consequences” for a more comprehensive discussion of the United States federal income tax consequences to United States shareholders if we are treated as a PFIC.

We may have to pay tax on United States source shipping income, which would reduce our earnings.

Under the Code, 50% of the gross shipping income of a corporation that owns or charters vessels, as we and our subsidiaries do, that is attributable to transportation that begins or ends, but that does not both begin and end, in the United States may be subject to a 4% United States federal income tax without allowance for deductions, unless that corporation qualifies for exemption from tax under Section 883 of the Code and the regulations promulgated thereunder by the United States Department of the Treasury.

We and our subsidiaries intend to take the position that we qualify for this statutory tax exemption for United States federal income tax return reporting purposes. However, there are factual circumstances beyond our control that could cause us to lose the benefit of this tax exemption and thereby become subject to United States federal income tax on our United States source shipping income. For example, we may no longer qualify for exemption under Section 883 of the Code for a particular taxable year if shareholders with a five percent or greater interest in our common shares, or 5% Shareholders, owned, in the aggregate, 50% or more of our outstanding common shares for more than half the days during the taxable year, and there do not exist sufficient 5% Shareholders that are qualified shareholders for purposes of Section 883 of the Code to preclude nonqualified 5% Shareholders from owning 50% or more of our common shares for more than half the number of days during such taxable year or we are unable to satisfy certain substantiation requirements with regard to our 5% Shareholders. Due to the factual nature of the issues involved, there can be no assurances on the tax-exempt status of us or any of our subsidiaries.

If we or our subsidiaries were not entitled to exemption under Section 883 of the Code for any taxable year, we or our subsidiaries could be subject for such year to an effective 2% United States federal income tax on the shipping income we or they derive during such year which is attributable to the transport of cargoes to or from the United States. The imposition of this tax would have a negative effect on our business and would decrease our earnings available for distribution to our shareholders.

We will be required to make additional capital expenditures to expand the number of vessels in our fleet and to maintain all our vessels, which will be dependent on additional financing.

Our business strategy is based in part upon the expansion of our fleet through the purchase of additional vessels. If we are unable to fulfill our obligations under any memorandum of agreement for future vessel acquisitions, the sellers of such vessels may be permitted to terminate such contracts and we may forfeit all or a portion of the down payments we already made under such contracts, and we may be sued for any outstanding balance.

In addition, we will incur significant maintenance costs for our existing and any newly-acquired vessels. A newbuilding vessel must be drydocked within five years of its delivery from a shipyard, and vessels are typically drydocked every 30 months thereafter, not including any unexpected repairs. We estimate the cost to drydock a vessel to be between \$500,000 and \$1,000,000, depending on the size and condition of the vessel and the location of drydocking.

We are incorporated in the Republic of the Marshall Islands, which does not have a well-developed body of corporate law and, as a result, shareholders may have fewer rights and protections under Marshall Islands law than under a typical jurisdiction in the United States.

Our corporate affairs are governed by our articles of incorporation and bylaws and by the Marshall Islands Business Corporations Act, or BCA. The provisions of the BCA resemble provisions of the corporation laws of a number of states in the United States. However, there have been few judicial cases in the Republic of the Marshall Islands interpreting the BCA. The rights and fiduciary responsibilities of directors under the law of the Republic of the Marshall Islands are not as clearly established as the rights and fiduciary responsibilities of directors under statutes or judicial precedent in existence in certain United States jurisdictions. Shareholder rights may differ as well. While the BCA does specifically incorporate the non-statutory law, or judicial case law, of the State of Delaware and other states with substantially similar legislative provisions, our public shareholders may have more difficulty in protecting their interests in the face of actions by management, directors or controlling shareholders than would shareholders of a corporation incorporated in a United States jurisdiction.

It may be difficult to serve process on or enforce a United States judgment against us, our officers and our directors because we are a foreign corporation.

We are a corporation formed in the Republic of the Marshall Islands, and some of our directors and officers and certain of the experts named in this offering are located outside the United States. In addition, a substantial portion of our assets and the assets of our directors, officers and experts are located outside of the United States. As a result, you may have difficulty serving legal process within the United States upon us or any of these persons. You may also have difficulty enforcing, both in and outside the United States, judgments you may obtain in U.S. courts against us or any of these persons in any action, including actions based upon the civil liability provisions of U.S. federal or state securities laws. Furthermore, there is substantial doubt that the courts of the Republic of the Marshall Islands or of the non-U.S. jurisdictions in which our offices are located would enter judgments in original actions brought in those courts predicated on U.S. federal or state securities laws.

RISKS RELATED TO OUR RELATIONSHIP WITH SCORPIO GROUP AND ITS AFFILIATES

We are dependent on our managers and their ability to hire and retain key personnel, and there may be conflicts of interest between us and our managers that may not be resolved in our favor.

Our success depends to a significant extent upon the abilities and efforts of our technical manager, SSM, our commercial manager, Scorpio Commercial Management S.A.M., or SCM, and our management team. Our success will depend upon our and our managers' ability to hire and retain key members of our management team. The loss of any of these individuals could adversely affect our business prospects and financial condition.

In addition, difficulty in hiring and retaining personnel could adversely affect our results of operations. We do not maintain "key man" life insurance on any of our officers.

Our technical and commercial managers are affiliates of the Scorpio Group, which is owned and controlled by the Lolli-Ghetti family, of which our founder, Chairman and Chief Executive Officer, Mr. Emanuele Lauro, is a member. In addition to our Chief Executive Officer, our President and our Chief Operating Officer each serve as members of the management team of Scorpio Bulkers, Inc. (NYSE: SALT), or Scorpio Bulkers, and in similar management positions in the Scorpio Group. These relationships may create conflicts of interest in matters involving or affecting us and our customers, including in the chartering, purchase, sale and operation of the vessels in our fleet versus vessels managed by other members of the Scorpio Group. Conflicts of interest may arise between us, on the one hand, and our commercial and technical

managers, on the other hand. As a result of these conflicts, our commercial and technical managers, who have limited contractual duties, may favor their own or other owner's interests over our interests. These conflicts may have unfavorable results for us.

Our founder, Chairman and Chief Executive Officer has affiliations with our commercial and technical managers which may create conflicts of interest.

Emanuele Lauro, our founder, Chairman and Chief Executive Officer, is a member of the Lolli-Ghetti family which owns and controls our commercial and technical managers. These responsibilities and relationships could create conflicts of interest between us, on the one hand, and our commercial and technical managers, on the other hand. These conflicts may arise in connection with the chartering, purchase, sale and operations of the vessels in our fleet versus vessels managed by other companies affiliated with our commercial or technical managers. Our commercial and technical managers may give preferential treatment to vessels that are time chartered-in by related parties because our founder, Chairman and Chief Executive Officer and members of his family may receive greater economic benefits. In particular, as of the date of this annual report, our commercial and technical managers provide commercial and technical management services to approximately 46 and 14 vessels, respectively, other than the vessels in our fleet, that are owned, operated or managed by entities affiliated with Mr. Lauro, and such entities may acquire additional vessels that will compete with our vessels in the future. Such conflicts may have an adverse effect on our results of operations.

Certain of our officers do not devote all of their time to our business, which may hinder our ability to operate successfully.

Certain of our officers participate in business activities not associated with us, and as a result, they may devote less time to us than if they were not engaged in other business activities and may owe fiduciary duties to the shareholders of both us as well as shareholders of other companies which they may be affiliated, including other Scorpio Group companies. This may create conflicts of interest in matters involving or affecting us and our customers and it is not certain that any of these conflicts of interest will be resolved in our favor. This could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Our commercial and technical managers are each privately held companies and there is little or no publicly available information about them.

SCM is our commercial manager and SSM is our technical manager. SCM's and SSM's ability to render management services will depend in part on their own financial strength. Circumstances beyond our control could impair our commercial manager's or technical manager's financial strength, and because each is a privately held company, information about the financial strength of our commercial manager and technical manager is not available. As a result, we and our shareholders might have little advance warning of financial or other problems affecting our commercial manager or technical manager even though their financial or other problems could have a material adverse effect on us.

We are subject to certain risks with respect to our counterparties on contracts, and failure of such counterparties to meet their obligations could cause us to suffer losses or negatively impact our results of operations and cash flows.

We have entered into, and may enter in the future, various contracts, including, charter and pooling agreements and debt facilities. Such agreements subject us to counterparty risks. The ability of each of our counterparties to perform its obligations under a contract with us will depend on a number of factors that are beyond our control and may include, among other things, general economic conditions, the condition of the maritime and offshore industries, the overall financial condition of the counterparty, charter rates received for specific types of vessels, and various expenses. For example, the combination of a reduction of cash flow resulting from declines in world trade, a reduction in borrowing bases under reserve-based debt facilities and the lack of availability of debt or equity financing may result in a significant reduction in the ability of our charterers to make charter payments to us. In addition, in depressed market conditions, our charterers and customers may no longer need a vessel that is currently under charter or contract or may be able to obtain a comparable vessel at lower rates. As a result, charterers and customers may seek to renegotiate the terms of their existing charter agreements or avoid their obligations under those contracts. Should a counterparty fail to honor its obligations under agreements with us, we could sustain significant losses which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

The failure of our charterers to meet their obligations under our charter agreements, on which we depend for our revenues, could cause us to suffer losses or otherwise adversely affect our business.

As of the date of this annual report, we employ four vessels under long-term time charter agreements (with initial terms of one year or greater) and we may enter into similar agreements in the future. The ability and willingness of each of our counterparties to perform their obligations under a time charter, spot voyage or other agreement with us will depend on a number of factors that are beyond our control and may include, among other things, general economic conditions, the condition of the tanker shipping industry and the overall financial condition of the counterparties. Charterers are sensitive to the commodity markets and may be impacted by market forces affecting commodities such as oil. In addition, in depressed market conditions, there have been reports of charterers renegotiating their charters or defaulting on their obligations under charters. Our customers may fail to pay charterhire or attempt to renegotiate charter rates. Should a counterparty fail to honor its obligations under agreements with us, it may be difficult to secure substitute employment for such vessel, and any new charter arrangements we secure in the spot market or on time charters may be at lower rates given currently decreased tanker charter rate levels. When we employ a vessel in the spot charter market, we generally place such vessel in a tanker pool managed by our commercial manager that pertains to that vessel's size class. If our charterers fail to meet their obligations to us or attempt to renegotiate our charter agreements, we could sustain significant losses which could have a material adverse effect on our business, financial condition, results of operations and cash flows, as well as our ability to pay dividends, if any, in the future, and interest on our debt securities and compliance with covenants in our debt facilities.

Our insurance may not be adequate to cover our losses that may result from our operations due to the inherent operational risks of the tanker industry.

We carry insurance to protect us against most of the accident-related risks involved in the conduct of our business, including marine hull and machinery insurance, protection and indemnity insurance, which include pollution risks, crew insurance and war risk insurance. However, we may not be adequately insured to cover losses from our operational risks, which could have a material adverse effect on us. Additionally, our insurers may refuse to pay particular claims and our insurance may be voidable by the insurers if we take, or fail to take, certain action, such as failing to maintain certification of our vessels with applicable maritime regulatory organizations. Any significant uninsured or under-insured loss or liability could have a material adverse effect on our business, results of operations, cash flows and financial condition and our available cash. In addition, we may not be able to obtain adequate insurance coverage at reasonable rates in the future during adverse insurance market conditions.

Changes in the insurance markets attributable to terrorist attacks may also make certain types of insurance more difficult for us to obtain due to increased premiums or reduced or restricted coverage for losses caused by terrorist acts generally.

Because we obtain some of our insurance through protection and indemnity associations, which result in significant expenses to us, we may be required to make additional premium payments.

We may be subject to increased premium payments, or calls, in amounts based on our claim records, the claim records of our managers, as well as the claim records of other members of the protection and indemnity associations through which we receive insurance coverage for tort liability, including pollution-related liability. In addition, our protection and indemnity associations may not have enough resources to cover claims made against them. Our payment of these calls could result in significant expense to us, which could have a material adverse effect on our business, results of operations, cash flows, financial condition and available cash.

RISKS RELATED TO OUR INDEBTEDNESS

Servicing our current or future indebtedness limits funds available for other purposes and if we cannot service our debt, we may lose our vessels.

Borrowing under our debt facilities requires us to dedicate a part of our cash flow from operations to paying interest on our indebtedness. These payments limit funds available for working capital, capital expenditures and other purposes, including further equity or debt financing in the future. Amounts borrowed under our debt facilities bear interest at variable rates. Increases in prevailing rates could increase the amounts that we would have to pay to our lenders, even though the outstanding principal amount remains the same, and our net income and cash flows would decrease. We expect our earnings and cash flow to vary from year to year due to the cyclical nature of the tanker industry. If we do not generate or reserve enough cash flow from operations to satisfy our debt obligations, we may have to undertake alternative financing plans, such as:

- seeking to raise additional capital;
- refinancing or restructuring our debt;
- selling tankers; or
- reducing or delaying capital investments.

However, these alternative financing plans, if necessary, may not be sufficient to allow us to meet our debt obligations. If we are unable to meet our debt obligations or if some other default occurs under our debt facilities, our lenders could elect to declare that debt, together with accrued interest and fees, to be immediately due and payable and proceed against the collateral vessels securing that debt even though the majority of the proceeds used to purchase the collateral vessels did not come from our debt facilities.

Our debt facilities contain restrictive covenants which may limit the amount of cash that we may use for other corporate activities, which could negatively affect our growth and cause our financial performance to suffer.

Our debt facilities impose operating and financial restrictions on us. These restrictions may limit our ability, or the ability of our subsidiaries party thereto to, among other things:

- pay dividends and make capital expenditures if we do not repay amounts drawn under our debt facilities or if there is another default under our debt facilities;
- incur additional indebtedness, including the issuance of guarantees;
- create liens on our assets;
- change the flag, class or management of our vessels or terminate or materially amend the management agreement relating to each vessel;
- sell our vessels;
- merge or consolidate with, or transfer all or substantially all our assets to, another person; or
- enter into a new line of business.

Therefore, we will need to seek permission from our lenders in order to engage in some corporate actions. Our lenders' interests may be different from ours and we may not be able to obtain our lenders' permission when needed. This may limit our ability to pay dividends to you if we determine to do so in the future, finance our future operations or capital requirements, make acquisitions or pursue business opportunities.

The international nature of our operations may make the outcome of any bankruptcy proceedings difficult to predict.

We are incorporated under the laws of the Republic of the Marshall Islands and we conduct operations in countries around the world. Consequently, in the event of any bankruptcy, insolvency, liquidation, dissolution, reorganization or similar proceeding involving us or any of our subsidiaries, bankruptcy laws other than those of the United States could apply. If we become a debtor under U.S. bankruptcy law, bankruptcy courts in the United States may seek to assert jurisdiction over all of our assets, wherever located, including property situated in other countries. There can be no assurance, however, that we would become a debtor in the United States, or that a U.S. bankruptcy court would be entitled to, or accept, jurisdiction over such a bankruptcy case, or that courts in other countries that have jurisdiction over us and our operations would recognize a U.S. bankruptcy court's jurisdiction if any other bankruptcy court would determine it had jurisdiction.

ITEM 4. INFORMATION ON THE COMPANY

A. History and Development of the Company

Scorpio Tankers Inc. was incorporated in the Republic of the Marshall Islands pursuant to the Marshall Islands Business Corporations Act on July 1, 2009. We provide seaborne transportation of refined petroleum products worldwide. We began our operations in October 2009 with three vessel owning and operating subsidiary companies. In April 2010, we completed our initial public offering and commenced trading on the New York Stock Exchange, or NYSE, under the symbol "STNG." We have since expanded our fleet and as of March 30, 2015, our fleet consisted of 66 wholly owned tankers (10

LR2 tankers, two LR1 tankers, 15 Handymax tankers, and 39 MR tankers) with a weighted average age of approximately 1.1 years, and 20 time chartered-in tankers which we operate (seven Handymax tankers, three MR tankers, five LR1 tankers and five LR2 tankers), which we refer to collectively as our Operating Fleet. In addition, we currently have contracts for the construction of 14 newbuilding product tankers (six MR tankers and eight LR2 tankers), which we refer to as our Newbuilding Program. Of the vessels in our Newbuilding Program, ten are expected to be delivered to us throughout 2015 and four in 2016. We also own 16.3% of the outstanding shares of Dorian LPG Ltd., or Dorian. Dorian is a liquefied petroleum gas (LPG) shipping company that owns six Very Large Gas Carriers (VLGCs) and one pressurized gas carrier and has 16 VLGCs under construction as of March 30, 2015.

Our principal executive offices are located at 9, Boulevard Charles III, Monaco 98000 and our telephone number at that address is +377-9798-5716.

Fleet Development

Newbuilding vessels

Under our Newbuilding Program, we currently have contracts for the construction of 14 newbuilding product tankers with shipyards, including HMD, HSHI, SPP, DSME, DHSC and SSME, consisting of (i) four MR tankers with HMD for an aggregate purchase price of \$146.5 million, (ii) two MR product tankers with SPP for an aggregate purchase price of \$68.1 million, (iii) two LR2 product tankers with DHSC for an aggregate purchase price of \$102.0 million, (iv) two LR2 product tankers with SSME for an aggregate purchase price of \$102.0 million, (v) two LR2 product tankers with HSHI for an aggregate purchase price of \$101.0 million, and (vi) two LR2 product tankers with DSME for an aggregate purchase price of \$101.0 million. Of these vessels, ten are expected to be delivered to us throughout 2015 and four in 2016.

As of March 30, 2015, we have made total payments in the amount of \$153.5 million, consisting of \$16.3 million in common stock that has been issued and \$137.2 million in cash as of that date. We have remaining yard installments in the amount of \$467.1 million before we take possession of all of these vessels.

Owned vessels

We currently have 66 wholly-owned vessels in operation.

During 2014, we took delivery of 41 vessels in our Newbuilding Program, as set forth in the table below.

In March and April 2014, respectively, we sold *Noemi* and *Senatore* for an aggregate selling price of \$44.0 million. As part of these sales, we repaid \$22.7 million on our 2010 Revolving Credit Facility in March 2014, and as a result, the availability of this facility was reduced by such amount and the quarterly reduction reduced to \$2.1 million from \$3.1 million per quarter. Please see "Item 5, Operating and Financial Review and Prospects - B. Liquidity and Capital Resources."

In April 2014, we sold *STI Spirit* for approximately \$30.2 million. As part of this sale, we repaid in full our STI Spirit Credit Facility in the amount of \$21.4 million.

In December 2014, we designated *STI Heritage* and *STI Harmony* as held for sale. As part of this designation, we recorded a \$3.9 million write-down to remeasure these vessels at the lower of their carrying value and fair value less estimated costs to sell. *Venice* was sold in March 2015 for \$13.0 million and *STI Harmony* and *STI Heritage* are scheduled to be sold in April 2015 for \$61.5 million in aggregate.

We took delivery of the following vessels during the year ended December 31, 2014:

	Name	Month Delivered	Vessel Type
1	<i>STI Duchessa</i>	January 2014	MR
2	<i>STI Opera</i>	January 2014	MR
3	<i>STI Texas City</i>	March 2014	MR
4	<i>STI Meraux</i>	April 2014	MR
5	<i>STI San Antonio</i>	May 2014	MR
6	<i>STI Chelsea</i>	May 2014	MR
7	<i>STI Lexington</i>	May 2014	MR
8	<i>STI Comandante</i>	May 2014	Handymax
9	<i>STI Brixton</i>	June 2014	Handymax
10	<i>STI Venere</i>	June 2014	MR
11	<i>STI Virtus</i>	June 2014	MR
12	<i>STI Pimlico</i>	July 2014	Handymax
13	<i>STI Powai</i>	July 2014	MR
14	<i>STI Aqua</i>	July 2014	MR
15	<i>STI Dama</i>	July 2014	MR
16	<i>STI Elysees</i>	July 2014	LR2
17	<i>STI Hackney</i>	August 2014	Handymax
18	<i>STI Olivia</i>	August 2014	MR
19	<i>STI Mythos</i>	August 2014	MR
20	<i>STI Acton</i>	September 2014	Handymax
21	<i>STI Fulham</i>	September 2014	Handymax
22	<i>STI Camden</i>	September 2014	Handymax
23	<i>STI Benicia</i>	September 2014	MR
24	<i>STI Regina</i>	September 2014	MR
25	<i>STI St. Charles</i>	September 2014	MR
26	<i>STI Park</i>	September 2014	LR2
27	<i>STI Madison</i>	September 2014	LR2
28	<i>STI Orchard</i>	September 2014	LR2
29	<i>STI Battersea</i>	October 2014	Handymax
30	<i>STI Wembley</i>	October 2014	Handymax
31	<i>STI Mayfair</i>	October 2014	MR
32	<i>STI Yorkville</i>	October 2014	MR
33	<i>STI Finchley</i>	November 2014	Handymax
34	<i>STI Clapham</i>	November 2014	Handymax
35	<i>STI Milwaukee</i>	November 2014	MR
36	<i>STI Battery</i>	November 2014	MR
37	<i>STI Sloane</i>	November 2014	LR2
38	<i>STI Broadway</i>	November 2014	LR2
39	<i>STI Condotti</i>	November 2014	LR2
40	<i>STI Poplar</i>	December 2014	Handymax
41	<i>STI Soho</i>	December 2014	MR

During the period from January 1, 2015 through March 30, 2015, we took delivery of ten additional vessels in our Newbuilding Program, as set forth in the table below.

	Name	Month Delivered	Vessel Type
1	<i>STI Tribeca</i>	January 2015	MR
2	<i>STI Hammersmith</i>	January 2015	Handymax
3	<i>STI Rotherhithe</i>	January 2015	Handymax
4	<i>STI Rose</i>	January 2015	LR2
5	<i>STI Gramercy</i>	January 2015	MR
6	<i>STI Veneto</i>	January 2015	LR2
7	<i>STI Alexis</i>	February 2015	LR2
8	<i>STI Bronx</i>	February 2015	MR
9	<i>STI Pontiac</i>	March 2015	MR
10	<i>STI Manhattan</i>	March 2015	MR

Time chartered-in vessels

In February 2015, we took delivery of a previously announced time chartered-in LR2 tanker that was under construction in South Korea. The vessel is chartered-in for one year at \$21,050 per day and we also have an option to extend the charter for one year at \$22,600 per day.

In February 2015, we extended the time charter on an LR2 tanker that is currently time chartered-in. The term of the agreement is for six months at \$16,250 per day beginning in March 2015.

In February 2015, we extended the time charter on an LR1 tanker that is currently time chartered-in. The term of the agreement is for one year at \$16,250 per day beginning in March 2015.

In March 2015, we extended the time charter on an MR tanker that is currently time chartered-in. The term of the agreement is for one year at \$15,200 per day beginning in May 2015.

Set forth below is certain information regarding our chartered-in fleet as of March 30, 2015.

<u>Name</u>	<u>Year built</u>	<u>Type</u>	<u>Delivery</u> ⁽¹⁾	<u>Charter Expiration</u>	<u>Rate (\$/ day)</u>
<i>Active as of March 30, 2015</i>					
1 Kraslava	2007	Handymax	January-11	May-15	13,650
2 Krisjanis Valdemars.....	2007	Handymax	February-11	May-15	13,650 ⁽²⁾
3 Jinan.....	2003	Handymax	April-13	April-15	12,600
4 Iver Prosperity.....	2007	Handymax	September-13	April-16	13,500
5 Histria Azure.....	2007	Handymax	April-12	April-15	13,550
6 Histria Coral.....	2006	Handymax	July-11	July-15	13,550
7 Histria Perla	2005	Handymax	July-11	July-15	13,550
8 Targale	2007	MR	May-12	May-15	14,850 ⁽³⁾
9 Nave Orion.....	2013	MR	March-13	April-15	14,300 ⁽⁴⁾
10 Gan-Trust.....	2013	MR	January-13	January-16	16,750 ⁽⁵⁾
11 SN Federica.....	2003	LR1	February-13	May-15	11,250 ⁽⁶⁾
12 SN Azzurra.....	2003	LR1	December-13	August-15	13,600
13 King Douglas	2008	LR1	August-13	November-15	15,000
14 Hellespont Progress	2006	LR1	March-14	March-16	16,250 ⁽⁷⁾
15 FPMC P Eagle.....	2009	LR1	September-12	September-15	14,525
16 FPMC P Hero.....	2011	LR2	April-13	May-15	15,500
17 Swarna Jayanti	2010	LR2	March-14	September-15	16,250
18 Densa Alligator	2013	LR2	September-13	September-15	17,550
19 Densa Crocodile.....	2015	LR2	February-15	February-16	21,050 ⁽⁸⁾
20 Khawr Aladid.....	2006	LR2	July-13	July-15	15,400

Time Charters That Expired In 2014

1 Freja Polaris	2004	Handymax	April-13	April-14	12,700
2 Iver Progress	2007	Handymax	October-13	September-14	12,500
3 Ugale.....	2007	MR	January-13	January-14	14,000
4 STX Ace 6	2007	MR	May-12	May-14	14,150
5 Gan-Triumph.....	2010	MR	May-13	June-14	14,150
6 Hafnia Lupus.....	2012	MR	April-12	April-14	14,760
7 Hellespont Promise	2007	LR1	December-12	August-14	14,250
8 Orange Stars.....	2011	LR2	April-13	April-14	16,125
9 Pink Stars	2010	LR2	April-13	April-14	16,125
10 Four Sky.....	2010	LR2	September-13	September-14	16,250

Time Charters That Expired In 2015

1 USMA.....	2007	MR	January-13	January-15	14,500
2 FPMC P Ideal.....	2012	LR2	January-13	January-15	15,500
3 Southport.....	2008	LR2	December-13	February-15	15,700
4 Fair Seas.....	2008	LR2	January-13	March-15	17,500

(1) Represents delivery date or estimated delivery date.

- (2) The agreement also contains a 50% profit and loss sharing provision whereby we split all of the vessel's profits and losses above or below the daily base rate with the vessel's owner.
- (3) In March 2015, we declared an option to extend the charter for an additional year at \$15,200 per day effective May 17, 2015. We also have an option to extend the charter for an additional year at \$16,200 per day.
- (4) We have an option to extend the charter for an additional year at \$15,700 per day.
- (5) We have options to extend the charter for up to two consecutive one year periods at \$17,500 per day and \$18,000 per day, respectively.
- (6) We have an option to extend the charter for an additional year at \$12,500 per day. We have also entered into an agreement with the vessel owner whereby we split all of the vessel's profits above the daily base rate.
- (7) We have an option to extend the charter for an additional year at \$17,250 per day.
- (8) We have an option to extend the charter for an additional year at \$22,600 per day.

For additional information on our fleet development, please see "Item 5. Operating and Financial Review and Prospects-B. Liquidity and Capital Resources-Capital Expenditures."

Investment in Dorian LPG Ltd.

In July and August 2013, we entered into contracts with HSHI and DSME for the construction of nine VLGCs for \$75.6 million each, and in October 2013, we entered into contracts with HSHI for the construction of two additional VLGCs for \$75.0 million each.

In November 2013, we contributed our VLGC business, which included 11 VLGC newbuilding contracts, options to purchase two additional VLGCs and a cash payment of \$1.9 million (together our "initial investment") to Dorian in exchange for newly issued shares representing 30% of Dorian's outstanding shares immediately following the transaction. As of the closing date of the transaction, we paid \$83.1 million in installment payments for the 11 VLGC contracts. Additionally, in November 2013, we purchased 24,121,621 new shares of Dorian's common stock as part of a private placement of shares for total consideration of \$75.0 million. As part of the shareholder's agreement, we are entitled to appoint one member to Dorian's eight member board until we cease to beneficially own at least 10% of Dorian's issued and outstanding common shares.

In February 2014, Dorian completed a follow on offering of common shares which resulted in the dilution of our ownership percentage to 26.5% from 30.0%.

In April 2014, Dorian effected a one for five reverse stock split of its common shares, reducing our total number of shares held in Dorian. Concurrently with this reverse stock split, Dorian issued 1,412,698 shares in a private placement to an investor that is unrelated to us. Accordingly, our ownership percentage in Dorian was reduced to 25.7% from 26.5% after giving effect to this private placement.

In May 2014, Dorian completed its initial public offering of common shares in the United States and commenced trading on the NYSE under the symbol "LPG." As a result, our ownership percentage in Dorian decreased to 22.1% from 25.7% after giving effect to this transaction.

In June 2014, we acquired 7,500,000 of our common shares from an existing shareholder in exchange for 3,422,665 common shares of Dorian in a privately negotiated transaction. As a result, we recognized a gain of \$10.9 million and our ownership percentage in Dorian decreased to 16.3% from 22.1% after giving effect to this transaction.

On October 29, 2014, Robert Bugbee, our President, resigned from the board of directors of Dorian. Accordingly, we determined that we no longer have significant influence over Dorian's financial and operating decisions, and we therefore ceased equity accounting of this investment as of that date. As a result, we remeasured our investment in Dorian to its fair market value as of October 29, 2014, resulting in a write-down of \$13.9 million.

Subsequent to October 29, 2014, our investment in Dorian is being accounted for as an "available for sale investment." When a financial asset is classified as "available for sale," changes in its fair market value are recorded within equity, through other comprehensive income. If all or a portion of the investment is sold, changes in fair market value previously recorded to other comprehensive income will be reclassified to the statement of income or loss at the date of sale. Any dividends received or impairment losses recognized are recorded to the statement of income or loss in the period they are incurred.

In November 2014, we exercised our rights under the shareholders agreement with Dorian to cause Dorian to register for re-sale under the Securities Act of 1933, as amended, or the Securities Act, all of the shares of Dorian that we own.

Other Recent Developments

Credit Facilities

\$52.0 Million Loan Facility and \$61.2 Million Loan Facility

In March 2015, we received commitments from two European financial institutions for two separate loan facilities of up to \$113.2 million in aggregate to partially finance the purchase of four LR2 product tankers from Scorpio Bulkers, a related party, that was announced in December 2014.

The first proposed facility is a \$52.0 million loan facility that will be used to finance a portion of the purchase price of two LR2 product tankers currently under construction at DHSC with expected deliveries in the first quarter of 2016 and the second quarter of 2016. This loan facility has a final maturity of seven years from the date of signing and bears interest at LIBOR plus a margin of 1.95% per annum.

The second proposed facility is a \$61.2 million loan facility that will be used to finance a portion of the purchase price of two LR2 product tankers currently under construction at SSME with expected deliveries in the third quarter of 2016 and the fourth quarter of 2016. This loan facility has a final maturity of five years from the date of delivery of each vessel and bears interest at LIBOR plus a margin ranging between 1.95% and 2.40% per annum (depending on the advance ratio).

These loan facilities are subject to customary conditions precedent and the execution of definitive documentation.

\$30.0 Million Term Margin Loan Facility

In March 2015, we entered into a term margin loan facility with Nomura Securities International, Inc., or Nomura, for up to \$30.0 million. The 9,392,083 shares that we own in Dorian have been pledged as collateral under this facility, and we are subject to certain covenants, including a loan to value ratio based on the amount outstanding and the market value of the shares that are collateral. Interest on the facility is LIBOR plus 4.50% per annum and the facility matures in March 2016, which can be extended to March 2017 at Nomura's option, at which time a balloon payment will be due. The outstanding balance was \$30.0 million as of March 30, 2015, and the facility was fully drawn.

The following activity relating to our secured credit facilities has taken place in 2015:

	Credit Facility	Drawdown amount (in \$ millions)	Drawdown date	Collateral
1	K-Sure Credit Facility	\$ 19.9	January 2015	STI Gramercy
2	KEXIM Credit Facility	30.3	January 2015	STI Veneto
3	2013 Credit Facility	35.4	January 2015	STI Alexis
4	K-Sure Credit Facility	19.5	February 2015	STI Bronx
5	2013 Credit Facility	19.5	March 2015	STI Pontiac
6	K-Sure Credit Facility	19.5	March 2015	STI Manhattan
7	K-Sure Credit Facility	30.3	March 2015	STI Winnie ⁽¹⁾

(1) Amount drawn on March 26, 2015 to finance the delivery of *STI Winnie*, which is scheduled to be delivered on March 31, 2015.

Dividend Declaration

In February 2015, our board of directors declared a quarterly cash dividend of \$0.12 per share, payable on March 30, 2015 to shareholders of record as of March 13, 2015.

B. Business Overview

We provide seaborne transportation of refined petroleum products and crude oil worldwide. As of March 30, 2015, our fleet consisted of 66 wholly owned tankers (10 LR2 tankers, two LR1 tankers, 15 Handymax tankers and 39 MR tankers) with a weighted average age of approximately 1.1 years, and 20 time chartered-in tankers which we operate (seven Handymax tankers, three MR tankers, five LR1 tankers and five LR2 tankers), which we refer to collectively as our

Operating Fleet. In addition, we currently have contracts for the construction of 14 newbuilding product tankers (six MR tankers and eight LR2 tankers), which we refer to as our Newbuilding Program. Of the vessels in our Newbuilding Program, ten are expected to be delivered to us throughout 2015 and four in 2016. We also own approximately 16.3% of the outstanding shares of Dorian.

The following table sets forth certain information regarding our fleet as of March 30, 2015:

	Vessel Name	Year Built	DWT	Ice class	Employment	Vessel type
	<i>Owned vessels</i>					
1	STI Highlander	2007	37,145	1A	SHTP (1)	Handymax
2	STI Brixton	2014	38,000	1A	SHTP (1)	Handymax
3	STI Comandante	2014	38,000	1A	SHTP (1)	Handymax
4	STI Pimlico	2014	38,000	1A	SHTP (1)	Handymax
5	STI Hackney	2014	38,000	1A	SHTP (1)	Handymax
6	STI Acton	2014	38,000	1A	SHTP (1)	Handymax
7	STI Fulham	2014	38,000	1A	SHTP (1)	Handymax
8	STI Camden	2014	38,000	1A	SHTP (1)	Handymax
9	STI Battersea	2014	38,000	1A	SHTP (1)	Handymax
10	STI Wembley	2014	38,000	1A	SHTP (1)	Handymax
11	STI Finchley	2014	38,000	1A	SHTP (1)	Handymax
12	STI Clapham	2014	38,000	1A	SHTP (1)	Handymax
13	STI Poplar	2014	38,000	1A	SHTP (1)	Handymax
14	STI Hammersmith	2015	38,000	1A	SHTP (1)	Handymax
15	STI Rotherhithe	2015	38,000	1A	SHTP (1)	Handymax
16	STI Amber	2012	52,000	—	SMRP(4)	MR
17	STI Topaz	2012	52,000	—	SMRP(4)	MR
18	STI Ruby	2012	52,000	—	SMRP(4)	MR
19	STI Garnet	2012	52,000	—	SMRP(4)	MR
20	STI Onyx	2012	52,000	—	SMRP(4)	MR
21	STI Sapphire	2013	52,000	—	SMRP(4)	MR
22	STI Emerald	2013	52,000	—	SMRP(4)	MR
23	STI Beryl	2013	52,000	—	SMRP(4)	MR
24	STI Le Rocher	2013	52,000	—	SMRP(4)	MR
25	STI Larvotto	2013	52,000	—	SMRP(4)	MR
26	STI Fontvieille	2013	52,000	—	SMRP(4)	MR
27	STI Ville	2013	52,000	—	SMRP(4)	MR
28	STI Duchessa	2014	52,000	—	SMRP(4)	MR
29	STI Opera	2014	52,000	—	SMRP(4)	MR
30	STI Texas City	2014	52,000	—	Time Charter (5)	MR
31	STI Meraux	2014	52,000	—	Time Charter (6)	MR
32	STI Chelsea	2014	52,000	—	SMRP(4)	MR
33	STI Lexington	2014	52,000	—	SMRP(4)	MR
34	STI San Antonio	2014	52,000	—	Time Charter (6)	MR
35	STI Venere	2014	52,000	—	SMRP(4)	MR
36	STI Virtus	2014	52,000	—	SMRP(4)	MR
37	STI Powai	2014	52,000	—	SMRP(4)	MR
38	STI Aqua	2014	52,000	—	SMRP(4)	MR
39	STI Dama	2014	52,000	—	SMRP(4)	MR
40	STI Olivia	2014	52,000	—	SMRP(4)	MR
41	STI Mythos	2014	52,000	—	SMRP(4)	MR
42	STI Benicia	2014	52,000	—	Time Charter (6)	MR
43	STI Regina	2014	52,000	—	SMRP(4)	MR
44	STI St. Charles	2014	52,000	—	SMRP(4)	MR
45	STI Mayfair	2014	52,000	—	SMRP(4)	MR
46	STI Yorkville	2014	52,000	—	SMRP(4)	MR
47	STI Milwaukee	2014	52,000	—	SMRP(4)	MR
48	STI Battery	2014	52,000	—	SMRP(4)	MR
49	STI Soho	2014	52,000	—	SMRP(4)	MR
50	STI Tribeca	2015	52,000	—	Spot	MR
51	STI Gramercy	2015	52,000	—	Spot	MR
52	STI Bronx	2015	52,000	—	Spot	MR
53	STI Pontiac	2015	52,000	—	Spot	MR
54	STI Manhattan	2015	52,000	—	Spot	MR
55	STI Harmony	2007	73,919	1A	SPTP (2)	LR1

Vessel Name	Year Built	DWT	Ice class	Employment	Vessel type
<i>Owned vessels</i>					
56 STI Heritage.....	2008	73,919	1A	SPTP (2)	LR1
57 STI Elysees	2014	109,999	—	SLR2P (3)	LR2
58 STI Madison	2014	109,999	—	SLR2P (3)	LR2
59 STI Park	2014	109,999	—	SLR2P (3)	LR2
60 STI Orchard	2014	109,999	—	SLR2P (3)	LR2
61 STI Sloane.....	2014	109,999	—	SLR2P (3)	LR2
62 STI Broadway	2014	109,999	—	SLR2P (3)	LR2
63 STI Condotti	2014	109,999	—	SLR2P (3)	LR2
64 STI Rose	2015	109,999	—	SLR2P (3)	LR2
65 STI Veneto.....	2015	109,999	—	SLR2P (3)	LR2
66 STI Alexis.....	2015	109,999	—	SLR2P (3)	LR2
Total owned DWT		<u>3,844,973</u>			

Vessel Name	Year Built	DWT	Ice class	Employment	Vessel type	Daily Base	
						Rate	Expiry (7)
<i>Time chartered-in vessels</i>							
67 Kraslava.....	2007	37,258	1B	SHTP(1)	Handymax	\$ 13,650	18-May-15
68 Krisjanis Valdemars.....	2007	37,266	1B	SHTP(1)	Handymax	\$ 13,650	14-Apr-15 (8)
69 Jinan.....	2003	37,285	—	SHTP(1)	Handymax	\$ 12,600	28-Apr-15
70 Iver Prosperity	2007	37,412	—	SHTP(1)	Handymax	\$ 12,500	03-Apr-16 (9)
71 Histria Azure.....	2007	40,394	—	SHTP(1)	Handymax	\$ 13,550	04-Apr-15
72 Histria Coral	2006	40,426	—	SHTP(1)	Handymax	\$ 13,550	17-Jul-15
73 Histria Perla.....	2005	40,471	—	SHTP(1)	Handymax	\$ 13,550	15-Jul-15
74 Targale.....	2007	49,999	—	SMRP(4)	MR	\$ 14,850	17-May-16 (10)
75 Nave Orion	2013	49,999	—	SMRP(4)	MR	\$ 14,300	13-Apr-15 (11)
76 Gan-Trust.....	2013	51,561	—	SMRP(4)	MR	\$ 16,250	06-Jan-16 (12)
77 SN Federica	2003	72,344	—	SPTP(2)	LR1	\$ 11,250	15-May-15 (13)
78 SN Azzurra	2003	72,344	—	SPTP(2)	LR1	\$ 13,600	31-Aug-15
79 King Douglas.....	2008	73,666	—	SPTP(2)	LR1	\$ 15,000	08-Nov-15
80 Hellespont Progress	2006	73,728	—	SPTP(2)	LR1	\$ 16,250	18-Mar-16 (14)
81 FPMC P Eagle	2009	73,800	—	SPTP(2)	LR1	\$ 14,525	09-Sep-15
82 FPMC P Hero	2011	99,995	—	SLR2P(3)	LR2	\$ 15,500	02-May-15
83 Swarna Jayanti.....	2010	104,895	—	SLR2P(3)	LR2	\$ 16,250	11-Sep-15 (15)
84 Densa Crocodile.....	2015	105,408	—	SLR2P(3)	LR2	\$ 21,050	07-Feb-16 (16)
85 Densa Alligator.....	2013	105,708	—	SLR2P(3)	LR2	\$ 17,550	17-Sep-15
86 Khawr Aladid	2006	106,003	—	SLR2P(3)	LR2	\$ 15,400	11-Jul-15
Total time chartered-in DWT.....		<u>1,309,962</u>					

Newbuildings currently under construction

Vessel Name	Yard	DWT	Ice class	Vessel type
87 Hull 2490 - TBN STI Osceola	HMD (17)	52,000	—	MR
88 Hull 2492 - TBN STI Notting Hill.	HMD (17)	52,000	—	MR
89 Hull 2493 - TBN STI Westminster	HMD (17)	52,000	—	MR
90 Hull 2475 - TBN STI Seneca.....	HMD (17)	52,000	—	MR
91 Hull S1170 - TBN STI Queens.....	SPP (18)	52,000	—	MR
92 Hull S1168 - TBN STI Brooklyn...	SPP (18)	52,000	—	MR
93 Hull S715 - TBN STI Oxford	HSHI (19)	109,999	—	LR2
94 Hull S716 - TBN STI Connaught...	HSHI (19)	109,999	—	LR2
95 Hull 5398 - TBN STI Winnie	DSME (20)	109,999	—	LR2
96 Hull 5399 - TBN STI Lauren.....	DSME (20)	109,999	—	LR2
97 Hull S3120 - TBN STI Selatar.....	SSME (21)	109,999	—	LR2
98 Hull S3121 - TBN STI Rambla.....	SSME (21)	109,999	—	LR2
99 Hull 5003 - TBN STI Grace.....	DHSC (22)	109,999	—	LR2
100 Hull 5004 - TBN STI Jermyn	DHSC (22)	109,999	—	LR2
Total newbuilding product tankers DWT		<u>1,191,992</u>		
Total Fleet DWT		<u>6,346,927</u>		

- (1) This vessel operates in or is expected to operate in the Scorpio Handymax Tanker Pool (SHTP). SHTP is operated by Scorpio Commercial Management (SCM). SHTP and SCM are related parties to the Company.
- (2) This vessel operates in or is expected to operate in the Scorpio Panamax Tanker Pool (SPTP). SPTP is operated by SCM. SPTP is a related party to the Company.
- (3) This vessel operates in or is expected to operate in the Scorpio LR2 Pool (SLR2P). SLR2P is operated by SCM. SLR2P is a related party to the Company.
- (4) This vessel operates in or is expected to operate in the Scorpio MR Pool (SMRP). SMRP is operated by SCM. SMRP is a related party to the Company.
- (5) This vessel is on a time charter agreement for two years, which also contains a 50% profit sharing provision whereby we split all of the vessel's profits above the daily base rate with the charterer.
- (6) This is one of three vessels on a one-year time charter agreement that expires between May and September 2015. These agreements contain a 50% profit sharing provision whereby we split all of the vessel's profits above the daily base rate with the charterer.
- (7) Redelivery from the charterer is plus or minus 30 days from the expiry date.
- (8) The agreement also contains a 50% profit and loss sharing provision whereby we split all of the vessel's profits and losses above or below the daily base rate with the vessel's owner.
- (9) In September 2014, we declared an option to extend the charter for an additional year at \$13,500 per day effective March 3, 2015.
- (10) In March 2015, we declared an option to extend the charter for an additional year at \$15,200 per day effective May 2015. We have an option to extend the charter for an additional year at \$16,200 per day.
- (11) We have an option to extend the charter for an additional year at \$15,700 per day.
- (12) The rate for the first year of this agreement was \$15,750 per day, the rate for the second year is \$16,250 per day, and the rate for the third year is \$16,750 per day. We have options to extend the charter for up to two consecutive one year periods at \$17,500 per day and \$18,000 per day, respectively.
- (13) We have an option to extend the charter for an additional year at \$12,500 per day. We have also entered into an agreement with the vessel's owner whereby we split all of the vessel's profits above the daily base rate.
- (14) In February 2015, we declared an option to extend the charter for an additional year at \$16,250 per day effective March 18, 2015. We have an option to extend the charter for an additional year at \$17,250 per day.
- (15) In February 2015, we declared an option to extend the charter for an additional six months at \$16,250 per day effective March 11, 2015.
- (16) This vessel was delivered in February 2015. We have an option to extend the charter for an additional year at \$22,600 per day.
- (17) These newbuilding vessels are being constructed at HMD (Hyundai Mipo Dockyard Co. Ltd. of South Korea). They are expected to be delivered in the second quarter of 2015.
- (18) These newbuilding vessels are being constructed at SPP (SPP Shipbuilding Co. Ltd. of South Korea). They are expected to be delivered in the second quarter of 2015.
- (19) These newbuilding vessels are being constructed at HSHI (Hyundai Samho Heavy Industries Co. Ltd). They are expected to be delivered in the second quarter of 2015.
- (20) These newbuilding vessels are being constructed at DSME (Daewoo Shipbuilding and Marine Engineering). One vessel is expected to be delivered in the first quarter and one in the second quarter of 2015.
- (21) These newbuilding vessels are being constructed at SSME (Sungdong Shipbuilding & Marine Engineering Co. Ltd). One vessel is expected to be delivered in the third quarter and one in the fourth quarters of 2016.
- (22) These newbuilding vessels are being constructed at DHSC (Daehan Shipbuilding Co. Ltd). These two vessels are expected to be delivered in the first and second quarters of 2016.

Chartering Strategy

Generally, we operate our vessels in commercial pools on time charters or in the spot market.

Commercial Pools

To increase vessel utilization and thereby revenues, we participate in commercial pools with other shipowners of similar modern, well-maintained vessels. As of March 30, 2015, 57 of the vessels in our Operating Fleet operate in one of the Scorpio Group Pools. By operating a large number of vessels as an integrated transportation system, commercial pools offer customers greater flexibility and a higher level of service while achieving scheduling efficiencies. Pools employ experienced commercial managers and operators who have close working relationships with customers and brokers, while technical management is performed by each shipowner. Pools negotiate charters with customers primarily in the spot market. The size and scope of these pools enable them to enhance utilization rates for pool vessels by securing backhaul voyages and contracts of affreightment, or COAs, thus generating higher effective TCE revenues than otherwise might be obtainable in the spot market.

Time Charters

Time charters give us a fixed and stable cash flow for a known period of time. Time charters also mitigate in part the seasonality of the spot market business, which is generally weaker in the second and third quarters of the year. In the future, we may opportunistically look to enter our vessels into time charter contracts. We may also enter into time charter contracts with profit sharing agreements, which enable us to benefit if the spot market increases. As of the date of this annual report, four of the vessels in our Operating Fleet are operating under long-term time charters (with initial terms of one year or greater).

Spot Market

A spot market voyage charter is generally a contract to carry a specific cargo from a load port to a discharge port for an agreed freight per ton of cargo or a specified total amount. Under spot market voyage charters, we pay voyage expenses such as port, canal and bunker costs. Spot charter rates are volatile and fluctuate on a seasonal and year-to-year basis. Fluctuations derive from imbalances in the availability of cargoes for shipment and the number of vessels available at any given time to transport these cargoes. Vessels operating in the spot market generate revenue that is less predictable, but may enable us to capture increased profit margins during periods of improvements in tanker rates. As of March 30, 2015, five of the vessels in our Operating Fleet were operating directly in the spot market.

Management of our Fleet

Commercial and Technical Management

Our vessels are commercially managed by SCM and technically managed by SSM pursuant to a Master Agreement, which may be terminated upon two years notice. SCM and SSM are related parties of ours. We expect that additional vessels that we may acquire in the future will also be managed under the Master Agreement or on substantially similar terms.

SCM's services include securing employment, in the spot market and on time charters, for our vessels. SCM also manages the Scorpio Group Pools. When our vessels are operating in one of the Scorpio Group Pools, SCM, the pool manager, charges fees of \$300 per vessel per day with respect to our Panamax/LR1 vessels, \$250 per vessel per day with respect to our LR2 vessels, and \$325 per vessel per day with respect to each of our Handymax and MR vessels, plus 1.50% commission on gross revenues per charter fixture. These are the same fees that SCM charges other vessel owners in these pools, including third party owned vessels. For commercial management of our vessels that are not operating in any of the Scorpio Group Pools, we pay SCM a fee of \$250 per vessel per day for each Panamax, LR1 and LR2 vessel and \$300 per vessel per day for each Handymax and MR vessel, plus 1.25% commission on gross revenues per charter fixture.

SSM's services include day-to-day vessel operations, performing general maintenance, monitoring regulatory and classification society compliance, customer vetting procedures, supervising the maintenance and general efficiency of vessels, arranging the hiring of qualified officers and crew, arranging and supervising drydocking and repairs, purchasing supplies, spare parts and new equipment for vessels, appointing supervisors and technical consultants and providing technical support. We currently pay SSM \$685 per vessel per day to provide technical management services for each of our vessels, which is the same fee that SSM charges to third parties.

Administrative Services Agreement

We have an Administrative Services Agreement with Scorpio Services Holding Limited, or SSH, or our Administrator, for the provision of administrative staff and office space, and administrative services, including accounting, legal compliance, financial and information technology services. SSH is a related party of ours. Liberty Holding Company Ltd., or Liberty, a company affiliated with us, acted as our Administrator until March 13, 2012 when the Administrative Services Agreement was novated to SSH. The effective date of the novation was November 9, 2009, the date that we first entered into the agreement with Liberty. We reimburse our current Administrator for the reasonable direct or indirect expenses it incurs in providing us with the administrative services described above. The services provided to us by our Administrator may be sub-contracted to other entities within the Scorpio Group.

We also pay our Administrator a fee for arranging vessel purchases and sales for us, equal to 1% of the gross purchase or sale price, payable upon the consummation of any such purchase or sale. For the year ended December 31, 2014, we paid our Administrator \$26.1 million in aggregate for arranging vessel sales and purchases, which consisted of \$11.7 million related to the purchase and delivery of 33 newbuilding vessels, \$14.0 million relating to the purchase and sale of our seven Very Large Crude Carriers, or VLCCs, under construction, and \$0.4 million relating to the sales of *Noemi* and *Senatore*. We believe this 1% fee on purchases and sales is customary in the tanker industry.

Further, pursuant to our administrative services agreement, our Administrator, on behalf of itself and other members of the Scorpio Group, has agreed that it will not directly own product or crude tankers ranging in size from 35,000 dwt to 200,000 dwt.

Our administrative services agreement, whose effective commencement began in December 2009, and can be terminated upon two years notice.

The International Oil Tanker Shipping Industry

All the information and data presented in this section, including the analysis of the oil tanker shipping industry, has been provided by Drewry. The statistical and graphical information contained herein is drawn from Drewry's database and other sources. According to Drewry: (i) certain information in Drewry's database is derived from estimates or subjective judgments; (ii) the information in the databases of other maritime data collection agencies may differ from the information in Drewry's database; and (iii) while Drewry has taken reasonable care in the compilation of the statistical and graphical information and believes it to be accurate and correct, data compilation is subject to limited audit and validation procedures.

Oil Tanker Demand

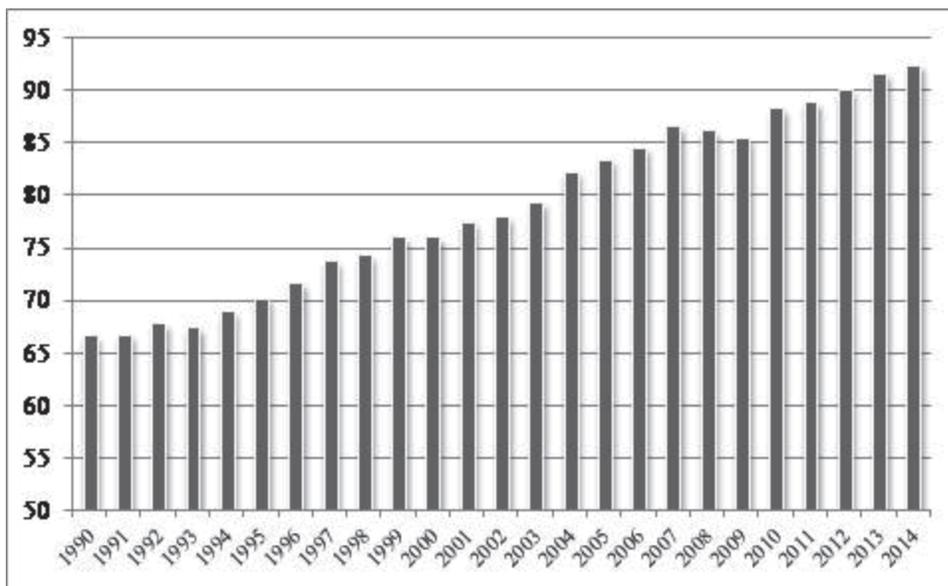
In broad terms, demand for oil products traded by sea is principally affected by world and regional economic conditions, as well as other factors such as changes in the location of productive capacity, and variations in the regional prices.

Demand for shipping capacity is a product of the physical quantity of the cargo (measured, depending on the cargo in terms of tons or cubic metrics) together with the distance the cargo is carried. Demand cycles move broadly in line with developments in the global economy, with demand for products slowing significantly in the period immediately after the onset of the global economic downturn in late 2008, before recovering gradually from 2011 onwards with the general improvement in the economic climate.

Product tankers carry certain refined products, such as fuel oil and vacuum gas oil (often referred to as “dirty products”), gas oil, gasoline, jet fuel, kerosene and naphtha (often referred to as “clean products”), and sometimes crude oil. In addition, some product tankers are able to carry bulk liquid chemicals and edible oils and fats. Clean petroleum products are carried by IMO and non-IMO certified tankers. IMO tankers also carry, depending on their tank coatings, a range of other products including organic and inorganic bulk liquid chemicals, vegetable oils and animal fats and special products such as molasses.

World Oil Consumption: 1990-2014

(Million Barrels Per Day)



Source: Drewry

World oil consumption has generally experienced sustained growth over the last two decades, although it declined between 2008 and 2009 due to the steep downturn in the global economy. Provisional data for 2014, however, suggests world oil demand was 92.5 million barrels per day, and since 1990 it has grown at a compound annual growth rate, or CAGR, of approximately 1.4%.

Regionally, while oil consumption has been static or slightly declining in most of the developed world, consumption is increasing in most of the developing world. In recent years, Asia, in particular China has been the main generator of additional demand for oil, with this demand largely supplied from traditional sources such as the Middle East. In the period 2004 to 2014 Chinese oil consumption grew by a CAGR of 5.0 % to reach 10.4 million barrels per day.

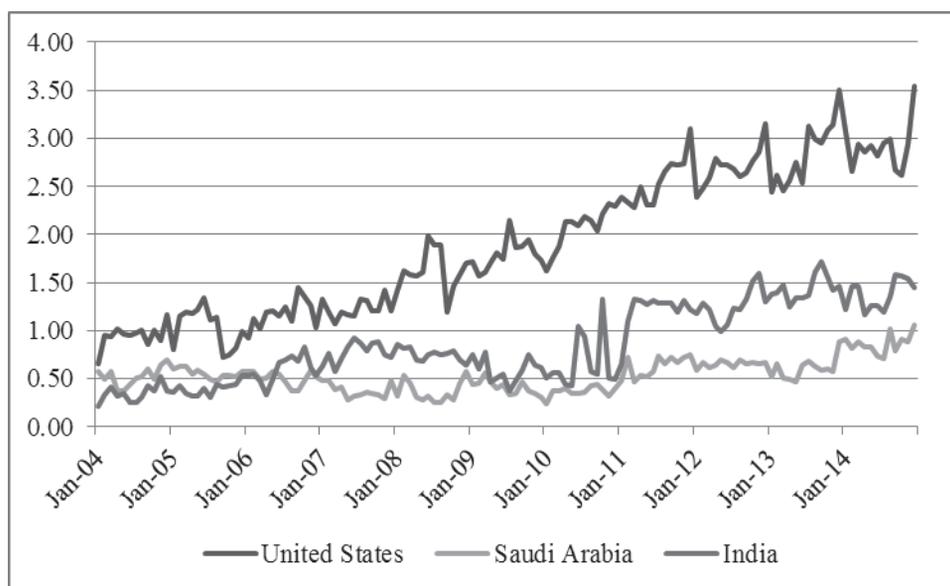
Oil consumption on a per capita basis also remains low in countries such as China and India when compared with the United States and Western Europe, but it is nonetheless growing rapidly thereby leading to increases in crude oil and refined product imports, as both countries have insufficient domestic supplies to meet demand.

Oil Product Exports & Imports

A significant development in the product tanker industry in recent years has been the growth of exports from the United States. Historically, the United States was a net importer of products, but this situation has changed with the exploitation of shale reserves in the United States and the growth in domestic oil production. In the period 2004-2014 exports of products from the United States increased from 0.66 million bpd in January 2004 to 3.55 million barrels per day, or bpd, in December 2014, with much of the increase in exports going to South America to satisfy growing local demand.

Oil Product Exports - Major Growth Regions

(Million Bpd)

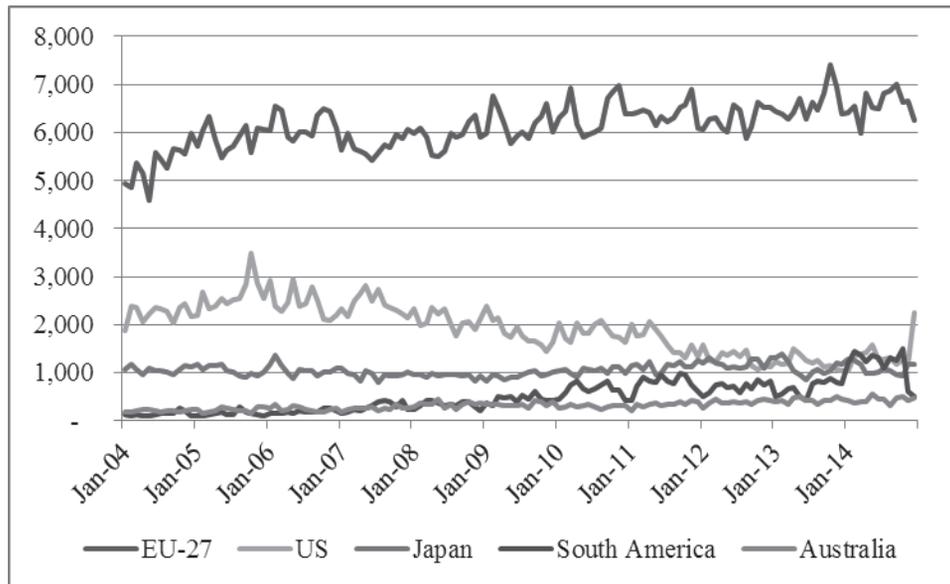


Source: Drewry

In the United States, a combination of moderate oil demand and increased availability of crude oil supplies from tight oil and offshore sources has led to a situation where large scale exports of products are feasible, especially middle distillates from the U.S. Gulf. In light of the projected growth in United States crude oil production, and strong demand growth in South America combined with increasing long-haul flows to Asia, this is a trend which seems likely to continue. Other United States exports have been moving transatlantic into Europe, where local refinery shutdowns have supported import demand.

Oil Product Imports - Major Growth Regions

(‘000 Bpd)



Source: Drewry

Product trades are also affected by the location of refinery capacity. During the past five years, some oil producing regions in the developing, particularly, the Middle East and Asia, have expanded their own refinery capacity, as poor financial margins have forced refinery closures in the developed world, especially in Europe and on the United States East Coast. In addition, most of the planned increases in global refinery capacity are scheduled to take place in the Middle East and Asia. Therefore, the recent trends in the location of global refinery capacity look set to continue.

Export-oriented refineries in India and the Middle East, coupled with the closure of refining capacity in the developed world, have prompted longer haul shipments to cater for product demand. Refinery closures close to consuming regions elsewhere in the world will also help to support product import demand. For example, in Australia, trade from Singapore is expected to become increasingly important to compensate for the conversion of local producing refineries into storage depots. This would be part of a general increase in intra-Asian trade which is already boosting product tanker demand, something which may be further supported by expected closures in Japan (a result of new government standards).

Current Tanker Fleet

As of February 28, 2015, the total oil tanker fleet (crude, products and product/chemical tankers) consisted of 3,138 ships with a combined capacity of 407.0 million dwt.

The Oil Tanker Fleet - February 28, 2015

Vessel Type	Deadweight Tons (DWT)	Number		Capacity (M DWT)	% of Fleet
		of Vessels	% of Fleet		
Crude Tankers					
VLCC	200,000+	582	31.2	178.0	53.5
Suezmax	120-199,999	482	25.8	74.7	22.5
Aframax	80-119,999	678	36.3	72.9	21.9
Panamax	55-79,999	89	4.8	6.1	1.8
Handymax	10-54,999	37	2.0	0.8	0.3
Total Crude Fleet		1,868	100.0	332.6	100.0
Product Tankers					
Long Range 2 (LR2)	80,000+	219	17.2	24.3	32.7
Long Range 1 (LR1)	55-79,999	297	23.4	21.7	29.2
Medium Range 2 (MR2)	40-54,999	457	36.0	21.4	28.7
Medium Range 1 (MR1)	25-39,999	140	11.0	4.7	6.4
Handy	10-24,999	157	12.4	2.3	3.0
Total Product Fleet.....		1,270	100.0	74.4	100.0
Total Fleet					
VLCC	200,000+	582	18.5	178.0	43.7
Suezmax	120-199,999	482	15.4	74.7	18.4
Aframax	80-119,999	897	28.6	97.3	23.9
Panamax	55-79,999	386	12.3	27.9	6.8
Handy/Handymax	10-54,999	791	25.2	29.2	7.2
Total Tanker Fleet.....		3,138	100.0	407.0	100.0

Source: Drewry

The tanker fleet can be divided between crude tankers that carry crude oil or residual fuel oil (“dirty” products), product tankers that carry refined petroleum products (“clean” products) such as gasoline, jet fuel, kerosene, naphtha and gas oil, and product/chemical tankers which have the ability to carry products and some easy chemicals.

Overall, there is no industry accepted standard definition of the world oil product tanker fleet but typically the fleet can be divided into four major categories based on vessel size. The world product tanker fleet as of the end of February 2015 consisted of 1,270 ships with a combined capacity of 74.4 million dwt. The breakdown of the fleet by size together with the orderbook for newbuilding product tankers as of February 28, 2015 is illustrated in the table below.

The World Product Tanker Fleet⁽¹⁾ & Orderbook - February 28, 2015

Vessel Type	Deadweight Tons (DWT)	Number		Capacity (M DWT)	% of Fleet
		of Vessels	% of Fleet		
Product Tankers					
Long Range 2 (LR2).....	80,000+	219	17.2	24.3	32.7
Long Range 1 (LR1).....	55-79,999	297	23.4	21.7	29.2
Medium Range 2 (MR2).....	40-54,999	457	36.0	21.4	28.7
Medium Range 1 (MR1).....	25-39,999	140	11.0	4.7	6.4
Handy	10-24,999	157	12.4	2.3	3.0
Total Product Fleet.....		1,270	100.0	74.4	100.0

Vessel Type	Deadweight Tons (DWT)	Orderbook		% Fleet		Scheduled Deliveries							
		M				2015		2016		2017		2018+	
		No	Dwt	No	Dwt	No	Dwt	No	Dwt	No	Dwt	No	Dwt
Product Tankers													
Long Range 2 (LR2).....	80,000+	68	7.8	31.1	31.9	38	4.3	21	2.4	9	1.1	0	0.0
Long Range 1 (LR1).....	55-79,999	36	2.6	12.1	12.1	4	0.3	26	1.9	6	0.4	0	0.0
Medium Range 2 (MR2)....	40-54,999	54	2.7	11.8	12.5	39	1.9	13	0.6	0	0.0	2	0.1
Medium Range 1 (MR1)....	25-39,999	12	0.4	0.0	0.0	2	0.1	6	0.2	3	0.1	1	0.0
Handy.....	10-24,999	4	0.1	0.0	0.0	4	0.1	0	0.0	0	0.0	0	0.0
Total Product Fleet.....		174	13.6	13.7	18.2	87	6.7	66	5.1	18	1.6	3	0.1

(1) Product and product/chemical tankers only, excludes pure chemical tankers

Source: Drewry

As of February 28, 2015, the world product tanker orderbook for all vessels above 10,000 dwt comprised 174 ships with a combined capacity of 13.6 million dwt, equivalent to 18.2% of the existing fleet. Most of the ships on order are due to be delivered in 2015 and 2016, although it is worth noting that in recent years the orderbook has been affected by the non-delivery of vessels. Product tankers scheduled for delivery were not delivered for a variety of reasons, including delays, either through mutual agreement or through shipyard problems, and some were due to vessel cancellations. Slippage and non-delivery is likely to remain an issue going forward and will continue to moderate fleet growth.

The Oil Tanker Freight Market

Tanker charter hire rates and vessel values for all tankers are influenced by the supply and demand for tanker capacity. Also, in general terms, time charter rates are less volatile than spot rates, because they reflect the fact that the vessel is fixed for a longer period of time. In the spot market, rates will reflect the immediate underlying conditions in vessel supply and demand and are thus prone to more volatility. The trend in spot rates since 2000 for the main vessel classes is shown in the table below.

Oil Tanker - Spot (TCE) Rates

(US\$/Day)

Year	Caribs	NW Europe	West Africa	AG
	USAC	NW Europe	Caribs/USES	Japan
	40-70,000	70-100,000	150-160,000	280-300,000
	DWT	DWT	DWT	DWT
2000	28,375	40,375	40,950	52,450
2001	26,300	35,308	31,992	36,891
2002	16,567	22,800	19,325	21,667
2003	28,833	41,883	37,367	49,342
2004	42,158	55,408	64,792	95,258
2005	34,933	57,517	40,883	59,125
2006	28,792	47,067	40,142	51,142
2007	30,100	41,975	35,392	45,475
2008	36,992	56,408	52,650	89,300
2009	13,450	19,883	20,242	29,483
2010	17,950	27,825	19,658	40,408
2011	11,000	12,283	8,909	19,933
2012	15,245	9,625	10,517	17,617
2013	14,783	12,000	7,500	16,417
2014	18,217	33,075	21,200	24,892
Feb-15	32,500	36,300	32,300	59,100

Source: Drewry

Between 2003 and 2007, the differential between demand and supply for tankers remained narrow and product tanker freight rates were generally firm. Following the recent recession, product tanker demand slowed, coinciding with substantial tonnage entering the fleet, driving earnings down. In late 2013, rates started to move upwards and this upward momentum was maintained during most of 2014. In the opening months of 2015, rates have remained strong due to a combination of increases in oil trades and tanker demand, very low growth in overall fleet supply and positive market sentiment.

Oil Tanker Newbuilding Prices

Newbuilding prices increased significantly between 2003 and 2007 primarily as a result of increased tanker demand. Thereafter prices weakened in the face of a poor freight market and lower levels of new ordering. In late 2013, prices started to recover and they continued to edge up slowly during 2014. Nevertheless, for most oil tanker sizes, they are still below the peaks reported at the height of the market boom in 2008, and also below long term averages.

Oil Tankers: Newbuilding Prices
(In millions of U.S. Dollars)

Year End	30,000 DWT	50,000 DWT	75,000 DWT	110,000 DWT	160,000 DWT	300,000 DWT
2000.....		31.5	36.5	41.0	49.5	76.0
2001.....	0.0	27.0	33.5	38.0	47.0	72.0
2002.....	0.0	26.5	31.0	36.0	44.0	66.0
2003.....	28.5	30.5	34.5	40.0	52.0	73.0
2004.....	34.0	39.0	41.0	57.0	68.0	105.0
2005.....	37.5	42.0	43.0	59.0	71.0	120.0
2006.....	40.5	47.5	50.0	65.0	78.0	128.0
2007.....	46.0	54.0	64.0	78.0	90.0	146.0
2008.....	40.0	46.5	57.0	71.5	87.0	142.0
2009.....	31.0	36.0	42.5	52.0	62.0	101.0
2010.....	33.0	36.0	46.0	57.0	67.0	105.0
2011.....	31.5	36.0	44.0	52.8	61.7	99.0
2012.....	30.0	33.0	42.0	48.0	56.5	92.0
2013.....	31.0	35.0	43.0	51.5	59.0	93.5
2014.....	32.9	36.9	45.5	54.0	64.8	98.5
Feb-15.....	32.5	36.5	45.0	53.0	65.0	96.5

Source: Drewry

Secondhand Prices

Secondhand values primarily, albeit with a lag, reflect prevailing and expected charter rates. During extended periods of high charter rates vessel values tend to appreciate and vice versa. However vessel values are also influenced by other factors, including the age of the vessel. Prices for young vessels, those approximately up to five years old, are also influenced by newbuilding prices while prices for old vessels, near the end of their useful economic life, those approximately at or in excess of 25 years, are influenced by the value of scrap steel.

The table below illustrates the movements of prices (expressed in US\$ million) for second hand oil tankers from 2000 to February 2015. In the last few months of 2013, prices for all modern tankers started to rise as a result of the rise in freight rates and more positive market sentiment and further gains were recorded in 2014, and the opening months of 2015 for some sizes. However, as with newbuilding prices, in February 2015 they were still below long term averages.

Oil Tanker Secondhand Prices: 2000-2014

(In millions of U.S. Dollars)

Year End	30,000 DWT 5 Yrs	45,000 DWT 5 Yrs	75,000 DWT 5 Yrs	95,000 DWT 5 Yrs	150,000 DWT 5 Yrs	300,000 DWT 5 Yrs
2000.....	25.5	25.5	28.5	36.5	44.0	70.0
2001.....	25.0	25.0	25.5	34.5	41.5	63.0
2002.....	21.5	21.5	21.0	29.5	39.0	55.0
2003.....	29.5	29.5	24.0	37.0	47.0	70.0
2004.....	42.0	42.0	38.0	57.0	73.0	112.0
2005.....	45.5	45.5	39.0	58.0	75.0	110.0
2006.....	47.5	47.5	48.0	63.0	77.0	115.0
2007.....	52.0	52.0	59.0	68.5	91.5	130.0
2008.....	42.0	42.0	46.0	55.0	77.0	110.0
2009.....	24.0	24.0	32.5	38.0	53.0	77.5
2010.....	21.5	24.0	35.0	42.0	58.0	85.5
2011.....	22.5	27.0	32.0	33.5	45.5	58.0
2012.....	20.0	24.0	25.0	27.5	40.0	57.0
2013.....	21.0	29.0	31.0	32.0	42.0	60.0
2014.....	20.2	27.1	32.4	38.6	50.0	73.1
Feb-15	19.0	25.0	36.0	45.0	59.0	81.0

Source: Drewry

Environmental and Other Regulations

Government laws and regulations significantly affect the ownership and operation of our vessels. We are subject to various international conventions, laws and regulations in force in the countries in which our vessels may operate or are registered. Compliance with such laws, regulations and other requirements entails significant expense, including vessel modification and implementation costs.

A variety of government, quasi-governmental and private organizations subject our vessels to both scheduled and unscheduled inspections. These organizations include the local port authorities, national authorities, harbor masters or equivalent entities, classification societies, relevant flag state (country of registry) and charterers, particularly terminal operators and oil companies. Some of these entities require us to obtain permits, licenses, certificates and approvals for the operation of our vessels. Our failure to maintain necessary permits, licenses, certificates or approvals could require us to incur substantial costs or temporarily suspend operation of one or more of the vessels in our fleet, or lead to the invalidation or reduction of our insurance coverage.

We believe that the heightened levels of environmental and quality concerns among insurance underwriters, regulators and charterers have led to greater inspection and safety requirements on all vessels and may accelerate the scrapping of older vessels throughout the industry. Increasing environmental concerns have created a demand for tankers that conform to stricter environmental standards. We are required to maintain operating standards for all of our vessels that emphasize operational safety, quality maintenance, continuous training of our officers and crews and compliance with applicable local, national and international environmental laws and regulations. We believe that the operation of our vessels is in substantial compliance with applicable environmental laws and regulations and that our vessels have all material permits, licenses, certificates or other authorizations necessary for the conduct of our operations; however, because such laws and regulations are frequently changed and may impose increasingly strict requirements, we cannot predict the ultimate cost of complying with these requirements, or the impact of these requirements on the resale value or useful lives of our vessels. In addition, a future serious marine incident that results in significant oil pollution, release of hazardous substances, loss of life, or otherwise causes significant adverse environmental impact, such as the 2010 *Deepwater Horizon* oil spill in the Gulf of Mexico, could result in additional legislation, regulation, or other requirements that could negatively affect our profitability.

International Maritime Organization

The IMO is the United Nations agency for maritime safety and the prevention of pollution by ships. The IMO has adopted several international conventions that regulate the international shipping industry, including but not limited to the International Convention on Civil Liability for Oil Pollution Damage of 1969, generally referred to as CLC, the International Convention on Civil Liability for Bunker Oil Pollution Damage, and the International Convention for the Prevention of Pollution from Ships of 1973, or the MARPOL Convention. The MARPOL Convention is broken into six Annexes, each of which establishes environmental standards relating to different sources of pollution: Annex I relates to oil leakage or spilling; Annexes II and III relate to harmful substances carried, in bulk, in liquid or packaged form, respectively; Annexes IV and V relate to sewage and garbage management, respectively; and Annex VI, adopted by the IMO in September of 1997, relates to air emissions.

In 2012, the MEPC adopted by resolution amendments to the international code for the construction and equipment of ships carrying dangerous chemicals in bulk, or the IBC Code. The provisions of the IBC Code are mandatory under MARPOL and SOLAS. These amendments, which entered into force in June 2014, pertain to revised international certificates of fitness for the carriage of dangerous chemicals in bulk and identifying new products that fall under the IBC Code. We may need to make certain financial expenditures to comply with these amendments. As of January 1, 2016, amendments to Annex I, the IBC Code, will require that all chemical tankers must be fitted with approved stability instruments capable of verifying compliance with both intact and damage stability.

In 2013, the MEPC adopted by resolution amendments to the MARPOL Annex I Condition Assessment Scheme, or CAS. The amendments, which became effective on October 1, 2014, pertain to revising references to the inspections of bulk carriers and tankers after the 2011 ESP Code, which enhances the programs of inspections, becomes mandatory. We may need to make certain financial expenditures to comply with these amendments.

Air Emissions

In September of 1997, the IMO adopted Annex VI to MARPOL to address air pollution. Effective May 2005, Annex VI sets limits on nitrogen oxide emissions from ships whose diesel engines were constructed (or underwent major conversions) on or after January 1, 2000. It also prohibits “deliberate emissions” of “ozone depleting substances,” defined to include certain halons and chlorofluorocarbons. “Deliberate emissions” are not limited to times when the ship is at sea; they can for example include discharges occurring in the course of the ship’s repair and maintenance. Emissions of “volatile organic compounds” from certain tankers, and the shipboard incineration (from incinerators installed after January 1, 2000) of certain substances (such as polychlorinated biphenyls (PCBs)) are also prohibited. Annex VI also includes a global cap on the sulfur content of fuel oil and allows for special areas to be established with more stringent controls of sulfur emissions known as “Emission Control Areas,” or ECAs (see below).

The amended Annex VI seeks to further reduce air pollution by, among other things, implementing a progressive reduction of the amount of sulfur contained in any fuel oil used on board ships. As of January 1, 2012, the amended Annex VI requires that fuel oil contain no more than 3.50% sulfur. By January 1, 2020, sulfur content must not exceed 0.50%, subject to a feasibility review to be completed no later than 2018.

Sulfur content standards are even stricter within certain ECAs. As of July 1, 2010, ships operating within an ECA were not permitted to use fuel with sulfur content in excess of 1.0% (from 1.50%), which will be further reduced to 0.10% on January 1, 2015. Amended Annex VI establishes procedures for designating new ECAs. Currently, the Baltic Sea and the North Sea have been so designated. On August 1, 2012, certain coastal areas of North America were designated ECAs and effective January 1, 2014, the applicable areas of the United States Caribbean Sea were designated ECAs. If other ECAs are approved by the IMO or other new or more stringent requirements relating to emissions from marine diesel engines or port operations by vessels are adopted by the EPA or the states where we operate, compliance with these regulations could entail significant capital expenditures, operational changes, or otherwise increase the costs of our operations.

As of January 1, 2013, MARPOL made mandatory certain measures relating to energy efficiency for new ships in part to address greenhouse gas emissions. It made the Energy Efficiency Design Index, or EEDI, apply to all new ships, and the Ship Energy Efficiency Management Plan, or SEEMP, apply to all ships.

Amended Annex VI also establishes new tiers of stringent nitrogen oxide emissions standards for new marine engines, depending on their date of installation. The U.S. Environmental Protection Agency promulgated equivalent (and in some senses stricter) emissions standards in late 2009. As a result of these designations or similar future designations, we may be required to incur additional operating or other costs.

Safety Management System Requirements

The IMO also adopted SOLAS and the LL Convention, which impose a variety of standards that regulate the design and operational features of ships. The IMO periodically revises the SOLAS and LL standards. May 2012 SOLAS amendments entered into force as of January 1, 2014. The Convention on Limitation for Maritime Claims (LLMC) was recently amended and the amendments are expected to go into effect on June 8, 2015. The amendments alter the limits of liability for a loss of life or personal injury claim and a property claim against ship owners.

Our operations are also subject to environmental standards and requirements contained in the International Safety Management Code for the Safe Operation of Ships and for Pollution Prevention, or ISM Code, promulgated by the IMO under Chapter IX of SOLAS. The ISM Code requires the owner of a vessel, or any person who has taken responsibility for operation of a vessel, to develop an extensive safety management system that includes, among other things, the adoption of a safety and environmental protection policy setting forth instructions and procedures for operating its vessels safely and describing procedures for responding to emergencies. We rely upon the safety management system that has been developed for our vessels for compliance with the ISM Code. The failure of a ship owner or bareboat charterer to comply with the ISM Code may subject such party to increased liability, may decrease available insurance coverage for the affected vessels and may result in a denial of access to, or detention in, certain ports.

The ISM Code requires that vessel operators also obtain a safety management certificate for each vessel they operate. This certificate evidences compliance by a vessel's management with code requirements for a safety management system. No vessel can obtain a certificate unless its manager has been awarded a document of compliance, issued by each flag state, under the ISM Code. We have obtained documents of compliance for its offices and safety management certificates for all of our vessels for which the certificates are required by the ISM Code. These documents of compliance and safety management certificates are renewed as required.

Noncompliance with the ISM Code and other IMO regulations may subject the shipowner or bareboat charterer to increased liability, may lead to decreases in, or invalidation of, available insurance coverage for affected vessels and may result in the denial of access to, or detention in, some ports.

Pollution Control and Liability Requirements

IMO has negotiated international conventions that impose liability for pollution in international waters and the territorial waters of the signatory nations to such conventions. For example, many countries have ratified and follow the liability plan adopted by the IMO and set out in the International Convention on Civil Liability for Oil Pollution Damage of 1969, as amended by different Protocols in 1976, 1984, and 1992, and amended in 2000, or the CLC. Under the CLC and depending on whether the country in which the damage results is a party to the 1992 Protocol to the CLC, a vessel's registered owner is strictly liable for pollution damage caused in the territorial waters of a contracting state by discharge of persistent oil, subject to certain exceptions. The 1992 Protocol changed certain limits on liability, expressed using the International Monetary Fund currency unit of Special Drawing Rights. The limits on liability have since been amended so that compensation limits on liability were raised. The right to limit liability is forfeited under the CLC where the spill is caused by the shipowner's personal fault and under the 1992 Protocol where the spill is caused by the shipowner's personal act or omission by intentional or reckless conduct where the shipowner knew pollution damage would probably result. The CLC requires ships covered by it to maintain insurance covering the liability of the owner in a sum equivalent to an owner's liability for a single incident. We believe that our protection and indemnity insurance will cover the liability under the plan adopted by the IMO.

The IMO adopted the International Convention on Civil Liability for Bunker Oil Pollution Damage, or the Bunker Convention, to impose strict liability on shipowners for pollution damage in jurisdictional waters of ratifying states caused by discharges of bunker fuel. The Bunker Convention requires registered owners of ships over 1,000 gross tons to maintain insurance for pollution damage in an amount equal to the limits of liability under the applicable national or international limitation regime (but not exceeding the amount calculated in accordance with the Convention on Limitation of Liability for Maritime Claims of 1976, as amended). With respect to non-ratifying states, liability for spills or releases of oil carried as fuel in ship's bunkers typically is determined by the national or other domestic laws in the jurisdiction where the events or damages occur.

In addition, the IMO adopted an International Convention for the Control and Management of Ships' Ballast Water and Sediments, or the BWM Convention, in February 2004. The BWM Convention will not become effective until 12 months after it has been adopted by 30 states, the combined merchant fleets of which represent not less than 35% of the gross tonnage of the world's merchant shipping. To date, there has not been sufficient adoption of this standard for it to take force, but it is close. Many of the implementation dates originally written in the BWM Convention have already passed, so that

once the BWM Convention enters into force, the period for installation of mandatory ballast water exchange requirements would be extremely short, with several thousand ships a year needing to install ballast water management systems (BWMS). For this reason, on December 4, 2013, the IMO Assembly passed a resolution revising the application dates of BWM Convention so that they are triggered by the entry into force date and not the dates originally in the BWM Convention. This in effect makes all vessels constructed before the entry into force date 'existing' vessels, and allows for the installation of a BWMS on such vessels at the first renewal survey following entry into force. Once mid-ocean ballast exchange or ballast water treatment requirements become mandatory, the cost of compliance could increase for ocean carriers. Although we do not believe that the costs of compliance with a mandatory mid-ocean ballast exchange would be material, it is difficult to predict the overall impact of such a requirement on our operations.

The IMO continues to review and introduce new regulations. It is impossible to predict what additional regulations, if any, may be passed by the IMO and what effect, if any, such regulations might have on our operations.

U.S. Regulations

OPA established an extensive regulatory and liability regime for the protection and cleanup of the environment from oil spills. OPA affects all "owners and operators" whose vessels trade in the United States, its territories and possessions or whose vessels operate in U.S. waters, which includes the U.S. territorial sea and its 200 nautical mile exclusive economic zone. The United States has also enacted the CERCLA, which applies to the discharge of hazardous substances other than oil, whether on land or at sea. OPA and CERCLA both define "owner and operator," in the case of a vessel, "as any person owning, operating or chartering by demise, the vessel." Accordingly, both OPA and CERCLA impact our operations.

Under OPA, vessel owners and operators are "responsible parties" and are jointly, severally and strictly liable (unless the spill results solely from the act or omission of a third party, an act of God or an act of war) for all containment and clean-up costs and other damages arising from discharges or threatened discharges of oil from their vessels. OPA defines these other damages broadly to include:

- injury to, destruction or loss of, or loss of use of, natural resources and related assessment costs;
- injury to, or economic losses resulting from, the destruction of real and personal property;
- net loss of taxes, royalties, rents, fees or net profit revenues resulting from injury, destruction or loss of real or personal property, or natural resources;
- loss of subsistence use of natural resources that are injured, destroyed or lost;
- lost profits or impairment of earning capacity due to injury, destruction or loss of real or personal property or natural resources; and
- net cost of increased or additional public services necessitated by removal activities following a discharge of oil, such as protection from fire, safety or health hazards, and loss of subsistence use of natural resources.

OPA contains statutory caps on liability and damages; such caps do not apply to direct cleanup costs. Effective July 31, 2009, the U.S. Coast Guard adjusted the limits of OPA liability to the greater of \$2,000 per gross ton or \$17.088 million for any double-hull tanker that is over 3,000 gross tons (subject to periodic adjustment for inflation), and our fleet is entirely composed of vessels of this size class. These limits of liability do not apply if an incident was proximately caused by the violation of an applicable U.S. federal safety, construction or operating regulation by a responsible party (or its agent, employee or a person acting pursuant to a contractual relationship), or a responsible party's gross negligence or willful misconduct. The limitation on liability similarly does not apply if the responsible party fails or refuses to (i) report the incident where the responsibility party knows or has reason to know of the incident; (ii) reasonably cooperate and assist as requested in connection with oil removal activities; or (iii) without sufficient cause, comply with an order issued under the Federal Water Pollution Act (Section 311 (c), (e)) or the Intervention on the High Seas Act.

CERCLA contains a similar liability regime whereby owners and operators of vessels are liable for cleanup, removal and remedial costs, as well as damage for injury to, or destruction or loss of, natural resources, including the reasonable costs associated with assessing same, and health assessments or health effects studies. There is no liability if the discharge of a hazardous substance results solely from the act or omission of a third party, an act of God or an act of war. Liability under CERCLA is limited to the greater of \$300 per gross ton or \$5.0 million for vessels carrying a hazardous substance as cargo or residue and the greater of \$300 per gross ton or \$500,000 for any other vessel. These limits do not apply (rendering the responsible person liable for the total cost of response and damages) if the release or threat of release of a hazardous substance resulted from willful misconduct or negligence, or the primary cause of the release was a violation of applicable

safety, construction or operating standards or regulations. The limitation on liability also does not apply if the responsible person fails or refused to provide all reasonable cooperation and assistance as requested in connection with response activities where the vessel is subject to OPA.

OPA and CERCLA each preserve the right to recover damages under existing law, including maritime tort law.

OPA and CERCLA both require owners and operators of vessels to establish and maintain with the U.S. Coast Guard evidence of financial responsibility sufficient to meet the maximum amount of liability to which the particular responsible person may be subject. Vessel owners and operators may satisfy their financial responsibility obligations by providing a proof of insurance, a surety bond, qualification as a self-insurer or a guarantee. We have provided such evidence and received certificates of financial responsibility from the U.S. Coast Guard's for each of our vessels that is required to have one.

OPA permits individual states to impose their own liability regimes with regard to oil pollution incidents occurring within their boundaries, provided they accept, at a minimum, the levels of liability established under OPA. Some states have enacted legislation providing for unlimited liability for discharge of pollutants within their waters, however, in some cases, states which have enacted this type of legislation have not yet issued implementing regulations defining tanker owners' responsibilities under these laws.

The 2010 *Deepwater Horizon* oil spill in the Gulf of Mexico may also result in additional regulatory initiatives or statutes, including the raising of liability caps under OPA. For example, on August 15, 2012, the U.S. Bureau of Safety and Environmental Enforcement (BSEE) issued a final drilling safety rule for offshore oil and gas operations that strengthens the requirements for safety equipment, well control systems, and blowout prevention practices. Compliance with any new requirements of OPA may substantially impact our cost of operations or require us to incur additional expenses to comply with any new regulatory initiatives or statutes.

Through our P&I Club membership, we expect to maintain pollution liability coverage insurance in the amount of \$1.0 billion per incident for each of our vessels. If the damages from a catastrophic spill were to exceed our insurance coverage, it could have a material adverse effect on our business, financial condition, results of operations and cash flows.

The CWA prohibits the discharge of oil, hazardous substances and ballast water in U.S. navigable waters unless authorized by a duly-issued permit or exemption, and imposes strict liability in the form of penalties for any unauthorized discharges. The CWA also imposes substantial liability for the costs of removal, remediation and damages and complements the remedies available under OPA and CERCLA. Furthermore, many U.S. states that border a navigable waterway have enacted environmental pollution laws that impose strict liability on a person for removal costs and damages resulting from a discharge of oil or a release of a hazardous substance. These laws may be more stringent than U.S. federal law.

The EPA and U.S. Coast Guard, or USCG, have enacted rules relating to ballast water discharge, compliance with which requires the installation of equipment on our vessels to treat ballast water before it is discharged or the implementation of other port facility disposal arrangements or procedures at potentially substantial cost, and/or otherwise restrict our vessels from entering U.S. waters.

The EPA requires a permit regulating ballast water discharges and other discharges incidental to the normal operation of certain vessels within United States waters under the Vessel General Permit for Discharges Incidental to the Normal Operation of Vessels, or VGP. For a new vessel delivered to an owner or operator after September 19, 2009 to be covered by the VGP, the owner must submit a Notice of Intent, at least 30 days before the vessel operates in United States waters. On March 28, 2013 the EPA re-issued the VGP for another five years. This VGP took effect on December 19, 2013. The VGP focuses on authorizing discharges incidental to operations of commercial vessels and the new VGP contains numeric ballast water discharge limits for most vessels to reduce the risk of invasive species in US waters, more stringent requirements for exhaust gas scrubbers and the use of environmentally acceptable lubricants.

USCG regulations adopted and proposed for adoption under the U.S. National Invasive Species Act, impose mandatory ballast water management practices for all vessels equipped with ballast water tanks entering U.S. waters, which require the installation of equipment on our vessels to treat ballast water before it is discharged or the implementation of other port facility disposal arrangements or procedures, and/or otherwise restrict our vessels from entering U.S. waters. The USCG must approve any technology before it is placed on a vessel, but has not yet approved the technology necessary for vessels to meet the foregoing standards.

Notwithstanding the foregoing, as of January 1, 2014, vessels are technically subject to the phasing-in of these standards. As a result, the USCG has provided waivers to vessels which cannot install the as-yet unapproved technology. The

EPA, on the other hand, has taken a different approach to enforcing ballast discharge standards under the VGP. On December 27, 2013, the EPA issued an enforcement response policy in connection with the new VGP in which the EPA indicated that it would take into account the reasons why vessels do not have the requisite technology installed, but will not grant any waivers.

The U.S. Clean Air Act of 1970, as amended by the Clean Air Act Amendments of 1977 and 1990, or the CAA, requires the EPA to promulgate standards applicable to emissions of volatile organic compounds and other air contaminants. Our vessels will be subject to vapor control and recovery requirements for certain cargoes when loading, unloading, ballasting, cleaning and conducting other operations in regulated port areas. Our vessels that operate in such port areas with restricted cargoes will be equipped with vapor recovery systems that satisfy these requirements. The CAA also requires states to adopt State Implementation Plans, or SIPs, designed to attain national health-based air quality standards in primarily major metropolitan and/or industrial areas. Several SIPs regulate emissions resulting from vessel loading and unloading operations by requiring the installation of vapor control equipment. As indicated above, our vessels operating in covered port areas will be equipped with vapor recovery systems that satisfy these existing requirements.

Compliance with the EPA and the U.S. Coast Guard regulations could require the installation of equipment on our vessels to treat ballast water before it is discharged or the implementation of other port facility disposal arrangements or procedures at potentially substantial cost, and/or otherwise restrict our vessels from entering U.S. waters.

European Union Regulations

In October 2009, the European Union amended a directive to impose criminal sanctions for illicit ship-source discharges of polluting substances, including minor discharges, if committed with intent, recklessly or with serious negligence and the discharges individually or in the aggregate result in deterioration of the quality of water. Aiding and abetting the discharge of a polluting substance may also lead to criminal penalties. Member States were required to enact laws or regulations to comply with the directive by the end of 2010. Criminal liability for pollution may result in substantial penalties or fines and increased civil liability claims.

The European Union has adopted several regulations and directives requiring, among other things, more frequent inspections of high-risk ships, as determined by type, age, flag, and the number of times the ship has been detained. The European Union also adopted and then extended a ban on substandard ships and enacted a minimum ban period and a definitive ban for repeated offenses. The regulation also provided the European Union with greater authority and control over classification societies, by imposing more requirements on classification societies and providing for fines or penalty payments for organizations that failed to comply.

Greenhouse Gas Regulation

Currently, the emissions of greenhouse gases from international shipping are not subject to the Kyoto Protocol to the United Nations Framework Convention on Climate Change, which entered into force in 2005 and pursuant to which adopting countries have been required to implement national programs to reduce greenhouse gas emissions. As of January 1, 2013, all new ships must comply with two new sets of mandatory requirements to address greenhouse gas emissions from ships which were adopted by MEPC, in July 2011. Currently operating ships are required to develop Ship Energy Efficiency Management Plans, and minimum energy efficiency levels per capacity mile, outlined in the Energy Efficiency Design Index, will apply to new ships. These requirements could cause us to incur additional compliance costs. The IMO is also planning to implement market-based mechanisms to reduce greenhouse gas emissions from ships. The European Parliament and Council of Ministers are expected to endorse regulations that would require the monitoring and reporting of greenhouse gas emissions from marine vessels in 2015. For 2020, the EU made a unilateral commitment to reduce overall greenhouse gas emissions from its member states from 20% of 1990 levels. The EU also committed to reduce its emissions by 20% under the Kyoto Protocol's second period, from 2013 to 2020. If the strategy is adopted by the European Parliament and Council large vessels using European Union ports would be required to monitor, report and verify their carbon dioxide emissions beginning in January 2018. In December 2013, the European Union environmental ministers discussed draft rules to implement monitoring and reporting of carbon dioxide from ships. In the United States, the EPA has issued a finding that greenhouse gases endanger the public health and safety and has adopted regulations to limit greenhouse gas emissions from certain mobile sources and large stationary sources. Although the mobile source emissions regulations do not apply to greenhouse gas emissions from vessels, such regulation of vessels is foreseeable, and the EPA has in recent years received petitions from the California Attorney General and various environmental groups seeking such regulation. Any passage of climate control legislation or other regulatory initiatives by the IMO, European Union, the U.S. or other countries where we operate, or any treaty adopted at the international level to succeed the Kyoto Protocol, that restrict emissions of greenhouse gases could require us to make significant financial expenditures, including capital expenditures to upgrade our vessels, which we cannot predict with certainty at this time.

International Labour Organization

The International Labour Organization, or the ILO, is a specialized agency of the UN with headquarters in Geneva, Switzerland. The ILO has adopted the Maritime Labor Convention 2006, or the MLC 2006. A Maritime Labor Certificate and a Declaration of Maritime Labor Compliance will be required to ensure compliance with the MLC 2006 for all ships above 500 gross tons in international trade. The MLC 2006 entered into force on August 20, 2013. The MLC 2006 requires us to develop new procedures to ensure full compliance with its requirements.

Vessel Security Regulations

Since the terrorist attacks of September 11, 2001, there have been a variety of initiatives intended to enhance vessel security. On November 25, 2002, the U.S. Maritime Transportation Security Act of 2002, or the MTSA, came into effect. To implement certain portions of the MTSA, in July 2003, the U.S. Coast Guard issued regulations requiring the implementation of certain security requirements aboard vessels operating in waters subject to the jurisdiction of the United States. The regulations also impose requirements on certain ports and facilities, some of which are regulated by the EPA.

Similarly, in December 2002, amendments to SOLAS created a new chapter of the convention dealing specifically with maritime security. The new Chapter V became effective in July 2004 and imposes various detailed security obligations on vessels and port authorities, and mandates compliance with the International Ship and Port Facilities Security Code, or the ISPS Code. The ISPS Code is designed to enhance the security of ports and ships against terrorism. Amendments to SOLAS Chapter VII, made mandatory in 2004, apply to vessels transporting dangerous goods and require those vessels be in compliance with the International Maritime Dangerous Goods Code.

To trade internationally, a vessel must attain an International Ship Security Certificate, or ISSC, from a recognized security organization approved by the vessel's flag state. Among the various requirements are:

- on-board installation of automatic identification systems to provide a means for the automatic transmission of safety-related information from among similarly equipped ships and shore stations, including information on a ship's identity, position, course, speed and navigational status;
- on-board installation of ship security alert systems, which do not sound on the vessel but only alert the authorities on shore;
- the development of vessel security plans;
- ship identification number to be permanently marked on a vessel's hull;
- a continuous synopsis record kept onboard showing a vessel's history, including the name of the ship, the state whose flag the ship is entitled to fly, the date on which the ship was registered with that state, the ship's identification number, the port at which the ship is registered and the name of the registered owner(s) and their registered address; and
- compliance with flag state security certification requirements.

Ships operating without a valid certificate, may be detained at port until it obtains an ISSC, or it may be expelled from port, or refused entry at port.

The USCG regulations, intended to align with international maritime security standards, exempt from MTSA vessel security measures non-U.S. vessels provided that such vessels have on board a valid ISSC that attests to the vessel's compliance with SOLAS security requirements and the ISPS Code. We have implemented the various security measures addressed by MTSA, SOLAS and the ISPS Code, and our fleet is in compliance with applicable security requirements.

Inspection by classification societies

Every seagoing vessel must be "classed" by a classification society. The classification society certifies that the vessel is "in class," signifying that the vessel has been built and maintained in accordance with the rules of the classification society and complies with applicable rules and regulations of the vessel's country of registry and the international conventions of which that country is a member. In addition, where surveys are required by international conventions and corresponding laws and ordinances of a flag state, the classification society will undertake them on application or by official order, acting on behalf of the authorities concerned.

The classification society also undertakes on request other surveys and checks that are required by regulations and requirements of the flag state. These surveys are subject to agreements made in each individual case and/or to the regulations of the country concerned.

For maintenance of the class, regular and extraordinary surveys of hull, machinery, including the electrical plant, and any special equipment classed are required to be performed as follows:

- *Annual Surveys.* For seagoing ships, annual surveys are conducted for the hull and the machinery, including the electrical plant, and where applicable for special equipment classed, within three months before or after each anniversary date of the date of commencement of the class period indicated in the certificate.
- *Intermediate Surveys.* Extended annual surveys are referred to as intermediate surveys and typically are conducted two and one-half years after commissioning and each class renewal. Intermediate surveys are to be carried out at or between the occasion of the second or third annual survey.
- *Class Renewal Surveys.* Class renewal surveys, also known as special surveys, are carried out for the ship's hull, machinery, including the electrical plant, and for any special equipment classed, at the intervals indicated by the character of classification for the hull. At the special survey, the vessel is thoroughly examined, including audio-gauging to determine the thickness of the steel structures. Should the thickness be found to be less than class requirements, the classification society would prescribe steel renewals. The classification society may grant a one-year grace period for completion of the special survey. Substantial amounts of money may have to be spent for steel renewals to pass a special survey if the vessel experiences excessive wear and tear. In lieu of the special survey every four or five years, depending on whether a grace period was granted, a vessel owner has the option of arranging with the classification society for the vessel's hull or machinery to be on a continuous survey cycle, in which every part of the vessel would be surveyed within a five-year cycle.

At an owner's application, the surveys required for class renewal may be split according to an agreed schedule to extend over the entire period of class. This process is referred to as continuous class renewal.

All areas subject to survey as defined by the classification society are required to be surveyed at least once per class period, unless shorter intervals between surveys are prescribed elsewhere. The period between two subsequent surveys of each area must not exceed five years.

Most vessels are also dry-docked every 30 to 36 months for inspection of the underwater parts and for repairs related to inspections. If any defects are found, the classification surveyor will issue a "recommendation" which must be rectified by the ship owner within prescribed time limits.

Most insurance underwriters make it a condition for insurance coverage that a vessel be certified as "in-class" by a classification society which is a member of the International Association of Classification Societies, or IACS. In December 2013 the IACS adopted new harmonized Common Structure Rules which will apply to oil tankers and bulk carriers to be constructed on or after July 1, 2015. All our vessels are certified as being "in-class" by American Bureau of Shipping and Det Norske Veritas. All new and secondhand vessels that we purchase must be certified prior to their delivery under our standard purchase contracts and memoranda of agreement. If the vessel is not certified on the scheduled date of closing, we have no obligation to take delivery of the vessel.

In addition to the classification inspections, many of our customers regularly inspect our vessels as a precondition to chartering them for voyages. We believe that our well-maintained, high-quality vessels provide us with a competitive advantage in the current environment of increasing regulation and customer emphasis on quality.

Risk of Loss and Liability Insurance

General

The operation of any cargo vessel includes risks such as mechanical failure, collision, property loss, cargo loss or damage and business interruption due to political circumstances in foreign countries, hostilities and labor strikes. In addition, there is always an inherent possibility of marine disaster, including oil spills and other environmental mishaps, and the liabilities arising from owning and operating vessels in international trade. OPA, which in certain circumstances imposes virtually unlimited liability upon owners, operators and demise charterers of any vessel trading in the United States exclusive economic zone for certain oil pollution accidents in the United States, has made liability insurance more expensive for vessel-owners and operators trading in the United States market. While we believe that our present insurance coverage is adequate,

not all risks can be insured against, and there can be no guarantee that any specific claim will be paid, or that we will always be able to obtain adequate insurance coverage at reasonable rates.

Marine and War Risks Insurance

We have in force marine and war risks insurance for all of our vessels. Our marine hull and machinery insurance covers risks of particular average and actual or constructive total loss from collision, fire, grounding, engine breakdown and other insured named perils up to an agreed amount per vessel. Our war risks insurance covers the risks of particular average and actual or constructive total loss from confiscation, seizure, capture, vandalism, sabotage, and other war-related named perils. Each vessel is covered up to at least its fair market value at the time of the insurance attachment and subject to a fixed deductible per each single accident or occurrence, but excluding actual or constructive total loss.

Protection and Indemnity Insurance

Protection and indemnity (P&I) insurance is provided by mutual protection and indemnity associations, commonly referred to as P&I Clubs, and provides unlimited coverage, except for pollution which is capped as discussed below. P&I insurance covers our third party liabilities in connection with our shipping activities. This includes liability and other related expenses resulting from injury, illness or death of crew, passengers and other third parties, loss of or damage to cargo, claims arising from collisions with other vessels, damage to third-party property including piers and other fixed or floating objects, pollution arising from oil or other substances, and salvage, towing and other related costs, including wreck removal.

As a member of a P&I Club that is, in turn, a member of the International Group of P&I Clubs we carry protection and indemnity insurance coverage for pollution of \$1 billion per vessel per incident. The P&I Clubs that comprise the International Group insure approximately 90% of the world's commercial tonnage and have entered into a pooling agreement to reinsure each Club's liabilities. Although the P&I Clubs compete with each other for business, they have found it beneficial to pool their larger risks under the auspices of the International Group. This pooling is regulated by a contractual agreement which defines the risks that are to be pooled and exactly how these risks are to be shared by the participating P&I Clubs. We are subject to calls payable to the Clubs of which we are members based on its claim records as well as the claim records of all other members of the individual Clubs and members of the pool of P&I Clubs comprising the International Group.

C. Organizational Structure

Please see Exhibit 8.1 to this annual report for a list of our current subsidiaries.

D. Property, Plants and Equipment

For a description of our fleet, see "Item 4. Information on the Company—B. Business Overview."

ITEM 4A. UNRESOLVED STAFF COMMENTS

None.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following presentation of management's discussion and analysis of results of operations and financial condition should be read in conjunction with our consolidated financial statements, accompanying notes thereto and other financial information appearing in Item 18. "Financial Statements." You should also carefully read the following discussion with the sections of this annual report entitled "Item 3. Key Information—D. Risk Factors," "Item 4. Information on the Company—B. Business Overview—The International Oil Tanker Shipping Industry," and "Cautionary Statement Regarding Forward-Looking Statements." Our consolidated financial statements as of December 31, 2014 and 2013 and for the years ended December 31, 2014, 2013 and 2012 have been prepared in accordance with IFRS as issued by the IASB. Our consolidated financial statements are presented in U.S. dollars (\$) unless otherwise indicated. Any amounts converted from another non-U.S. currency to U.S. dollars in this annual report are at the rate applicable at the relevant date, or the average rate during the applicable period.

We generate revenues by charging customers for the transportation of their refined oil and other petroleum products using our vessels. Historically, these services generally have been provided under the following basic types of contractual relationships:

- *Voyage charters*, which are charters for short intervals that are priced on current, or “spot,” market rates.
- *Time charters*, which are chartered to customers for a fixed period of time at rates that are generally fixed, but may contain a variable component based on inflation, interest rates, or current market rates.
- *Commercial Pools*, whereby we participate with other shipowners to operate a large number of vessels as an integrated transportation system, which offers customers greater flexibility and a higher level of service while achieving scheduling efficiencies. Pools negotiate charters primarily in the spot market. The size and scope of these pools enable them to enhance utilization rates for pool vessels by securing backhaul voyages and COAs (described below), thus generating higher effective TCE revenues than otherwise might be obtainable in the spot market.
- For all types of vessels in contractual relationships, we are responsible for crewing and other vessel operating costs for our owned vessels and the charterhire expense for vessels that we time charter-in.

The table below illustrates the primary distinctions among these different employment arrangements:

	<u>Voyage Charter</u>	<u>Time Charter</u>	<u>Commercial Pool</u>
Typical contract length	Single voyage	One year or more	Varies
Hire rate basis ⁽¹⁾	Varies	Daily	Varies
Voyage expenses ⁽²⁾	We pay	Customer pays	Pool pays
Vessel operating costs for owned vessels ⁽³⁾	We pay	We pay	We pay
Charterhire expense for vessels chartered-in ⁽³⁾	We pay	We pay	We pay
Off-hire ⁽⁴⁾	Customer does not pay	Customer does not pay	Pool does not pay

(1) “*Hire rate*” refers to the basic payment from the charterer for the use of the vessel.

(2) “*Voyage expenses*” refers to expenses incurred due to a vessel’s traveling from a loading port to a discharging port, such as fuel (bunker) cost, port expenses, agent’s fees, canal dues and extra war risk insurance, as well as commissions.

(3) “*Vessel operating costs*” is defined below under “—Important Financial and Operational Terms and Concepts.”

(4) “*Off-hire*” refers to the time a vessel is not available for service due primarily to scheduled and unscheduled repairs or drydockings. For time chartered-in vessels, we do not pay the charterhire expense when the vessel is off-hire.

As of March 30, 2015, all of our owned and time chartered-in vessels were operating in the Scorpio Group Pools except five recently delivered MR tankers which were operating on short-term time charters (less than 120 days) that commenced upon their deliveries from the shipyard, *STI Texas City* which is on a two year time charter-out agreement expiring in March 2016 and *STI Meraux*, *STI San Antonio* and *STI Benicia* which are on one year time-charter-out agreements expiring in May 2015, May 2015, and September 2015, respectively.

Important Financial and Operational Terms and Concepts

We use a variety of financial and operational terms and concepts. These include the following:

Vessel revenues. Vessel revenues primarily include revenues from time charters, pool revenues and voyage charters (in the spot market). Vessel revenues are affected by hire rates and the number of days a vessel operates. Vessel revenues are also affected by the mix of business between vessels on time charter, vessels in pools and vessels operating on voyage charter. Revenues from vessels in pools and on voyage charter are more volatile, as they are typically tied to prevailing market rates.

Voyage charters. Voyage charters or spot voyages are charters under which the customer pays a transportation charge for the movement of a specific cargo between two or more specified ports. We pay all of the voyage expenses under these charters.

Voyage expenses. Voyage expenses primarily include bunkers, port charges, canal tolls, cargo handling operations and brokerage commissions paid by us under voyage charters. These expenses are subtracted from voyage charter revenues to calculate TCE revenues.

Vessel operating costs. For our owned vessels, we are responsible for vessel operating costs, which include crewing, repairs and maintenance, insurance, stores, lube oils, communication expenses, and technical management fees. The two largest components of our vessel operating costs are crewing, and repairs and maintenance. Expenses for repairs and maintenance tend to fluctuate from period to period because most repairs and maintenance typically occur during periodic drydocking. Please read “Drydocking” below. We expect these expenses to increase as our fleet matures and to the extent that it expands.

Additionally, these costs include technical management fees that we paid to SSM, which is controlled by the Lolli-Ghetti family. Pursuant to our Master Agreement, SSM provides us with technical services, and we provide them with the ability to subcontract technical management of our vessels with our approval.

Charterhire. Charterhire is the amount we pay the owner for time chartered-in vessels. The amount is usually for a fixed period of time at rates that are generally fixed, but may contain a variable component based on inflation, interest rates, or current market rates. The vessel’s owner is responsible for crewing and other vessel operating costs.

Drydocking. We periodically drydock each of our owned vessels for inspection, repairs and maintenance and any modifications to comply with industry certification or governmental requirements. Generally, each vessel is drydocked every 30 months to 60 months. We capitalize a substantial portion of the costs incurred during drydocking and amortize those costs on a straight-line basis from the completion of a drydocking to the estimated completion of the next drydocking. We immediately expense costs for routine repairs and maintenance performed during drydocking that do not improve or extend the useful lives of the assets. The number of drydockings undertaken in a given period and the nature of the work performed determine the level of drydocking expenditures.

Depreciation. Depreciation expense typically consists of:

- charges related to the depreciation of the historical cost of our owned vessels (less an estimated residual value) over the estimated useful lives of the vessels; and
- charges related to the amortization of drydocking expenditures over the estimated number of years to the next scheduled drydocking.

Time charter equivalent (TCE) revenue or rates. We report TCE revenues, a non-IFRS measure, because (i) we believe it provides additional meaningful information in conjunction with voyage revenues and voyage expenses, the most directly comparable IFRS measure, (ii) it assists our management in making decisions regarding the deployment and use of our vessels and in evaluating their financial performance, (iii) it is a standard shipping industry performance measure used primarily to compare period-to-period changes in a shipping company’s performance irrespective of changes in the mix of charter types (i.e., spot charters, time charters and bareboat charters) under which the vessels may be employed between the periods, and (iv) we believe that it presents useful information to investors. TCE revenue is vessel revenue less voyage expenses, including bunkers and port charges. The TCE rate achieved on a given voyage is expressed in U.S. dollars/day and is generally calculated by taking TCE revenue and dividing that figure by the number of revenue days in the period. For a reconciliation of TCE revenue, deduct voyage expenses from revenue on our Statement of Income or Loss.

Revenue days. Revenue days are the total number of calendar days our vessels were in our possession during a period, less the total number of off-hire days during the period associated with major repairs or drydockings. Consequently, revenue days represent the total number of days available for the vessel to earn revenue. Idle days, which are days when a vessel is available to earn revenue, yet is not employed, are included in revenue days. We use revenue days to show changes in net vessel revenues between periods.

Average number of vessels. Historical average number of owned vessels consists of the average number of vessels that were in our possession during a period. We use average number of vessels primarily to highlight changes in vessel operating costs and depreciation and amortization.

Contract of affreightment. A contract of affreightment, or COA, relates to the carriage of specific quantities of cargo with multiple voyages over the same route and over a specific period of time which usually spans a number of years. A COA does not designate the specific vessels or voyage schedules that will transport the cargo, thereby providing both the charterer and shipowner greater operating flexibility than with voyage charters alone. The charterer has the flexibility to determine the individual voyage scheduling at a future date while the shipowner may use different vessels to perform these individual voyages. As a result, COAs are mostly entered into by large fleet operators, such as pools or shipowners with large fleets of the same vessel type. We pay the voyage expenses while the freight rate normally is agreed on a per cargo ton basis.

Commercial pools. To increase vessel utilization and revenues, we participate in commercial pools with other shipowners and operators of similar modern, well-maintained vessels. By operating a large number of vessels as an integrated transportation system, commercial pools offer customers greater flexibility and a higher level of service while achieving scheduling efficiencies. Pools employ experienced commercial charterers and operators who have close working relationships with customers and brokers, while technical management is performed by each shipowner. Pools negotiate charters with customers primarily in the spot market. The size and scope of these pools enable them to enhance utilization rates for pool vessels by securing backhaul voyages and COAs, thus generating higher effective TCE revenues than otherwise might be obtainable in the spot market while providing a higher level of service offerings to customers.

Operating days. Operating days are the total number of available days in a period with respect to the owned vessels, before deducting available days due to off-hire days and days in drydock. Operating days is a measurement that is only applicable to our owned vessels, not our chartered-in vessels.

Items You Should Consider When Evaluating Our Results

You should consider the following factors when evaluating our historical financial performance and assessing our future prospects:

Our vessel revenues are affected by cyclicity in the tanker markets. The cyclical nature of the tanker industry causes significant increases or decreases in the revenue we earn from our vessels, particularly those vessels we trade in the spot market. We employ a chartering strategy to capture upside opportunities in the spot market while using fixed-rate time charters to reduce downside risks, depending on SCM's outlook for freight rates, oil tanker market conditions and global economic conditions. Historically, the tanker industry has been cyclical, experiencing volatility in profitability due to changes in the supply of, and demand for, tanker capacity. The supply of tanker capacity is influenced by the number and size of new vessels built, vessels scrapped, converted and lost, the number of vessels that are out of service, and regulations that may effectively cause early obsolescence of tonnage. The demand for tanker capacity is influenced by, among other factors:

- global and regional economic and political conditions;
- increases and decreases in production of and demand for crude oil and petroleum products;
- increases and decreases in OPEC oil production quotas;
- the distance crude oil and petroleum products need to be transported by sea; and
- developments in international trade and changes in seaborne and other transportation patterns.

Tanker rates also fluctuate based on seasonal variations in demand. Tanker markets are typically stronger in the winter months as a result of increased oil consumption in the northern hemisphere but weaker in the summer months as a result of lower oil consumption in the northern hemisphere and refinery maintenance that is typically conducted in the summer months. In addition, unpredictable weather patterns during the winter months in the northern hemisphere tend to disrupt vessel routing and scheduling. The oil price volatility resulting from these factors has historically led to increased oil trading activities in the winter months. As a result, revenues generated by our vessels have historically been weaker during the quarters ended June 30 and September 30, and stronger in the quarters ended March 31 and December 31.

Our general and administrative expenses were affected by the fees we pay SCM and SSH for commercial management and administrative services respectively, and costs incurred from being a public company. SCM and SSH, companies controlled by the Lolli-Ghetti family of which our founder, Chairman and Chief Executive Officer is a member, provide commercial and administrative management services to us, respectively. We pay fees under our Master Agreement with SCM, which are identical to what SCM charges third-party owned vessels. We reimburse our Administrator for the reasonable direct or indirect expenses it incurs in providing us with the administrative services described above. We also pay our Administrator a fee for arranging vessel purchases and sales for us equal to 1% of the gross purchase or sale price, payable upon the consummation of any such purchase or sale. We believe this 1% fee on purchases and sales is customary in the tanker industry. In addition, we continue to incur general and administrative expenses related to our being a publicly traded company, including, among other things, costs associated with reports to shareholders, filings with the SEC, investor relations, NYSE fees and tax compliance expenses.

Critical Accounting Policies

In the application of the accounting policies, we are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized 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 revision affects both current and future periods.

The significant judgments and estimates are as follows:

Revenue recognition

We currently generate most of our revenue from vessels operating in pools or in the spot market and from time to time we also employ our vessels on time charters. Revenue recognition for time charters and pools is generally not as complex or as subjective as voyage charters (spot voyages). Time charters are for a specific period of time at a specific rate per day. For long-term time charters, revenue is recognized on a straight-line basis over the term of the charter. Pool revenues are determined by the pool managers from the total revenues and expenses of the pool and allocated to pool participants using a mechanism set out in the pool agreement.

We generated revenue from spot voyages during the year ended December 31, 2014. Within the shipping industry, there are two methods used to account for spot voyage revenue: (1) ratably over the estimated length of each voyage or (2) completed voyage. The recognition of voyage revenues ratably over the estimated length of each voyage is the most prevalent method of accounting for voyage revenues and the method used by us. Under each method, voyages may be calculated on either a load-to-load or discharge-to-discharge basis. In applying our revenue recognition method, we believe that the discharge-to-discharge basis of calculating voyages more accurately estimates voyage results than the load-to-load basis. In the application of this policy, we do not begin recognizing revenue until (i) the amount of revenue can be measured reliably, (ii) it is probable that the economic benefits associated with the transaction will flow to the entity, (iii) the transactions stage of completion at the balance sheet date can be measured reliably and (iv) the costs incurred and the costs to complete the transaction can be measured reliably.

Vessel impairment

Impairment methodology

The carrying values of our vessels may not represent their fair market value at any point in time since the market prices of second-hand vessels fluctuate with changes in charter rates and the cost of constructing new vessels. At each reporting period end date, we review the carrying amounts of our vessels to determine whether there is any indication that those vessels may have suffered an impairment loss. In this regard, fluctuations in market values below carrying values are considered to represent an impairment triggering event that necessitates performance of a full impairment review.

Impairment losses are calculated as the excess of a vessel's carrying amount over its recoverable amount. Under IFRS, the recoverable amount is the higher of an asset's (i) fair value less costs to sell and (ii) value in use. Fair value less costs to sell is defined by IFRS as "the amount obtainable from the sale of an asset or cash-generating unit in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal." When we calculate value in use, we discount the expected future cash flows to be generated by our vessels to their net present value.

Our impairment evaluation is performed on an individual vessel basis when there are indications of impairments. First, we assess the fair value less the cost to sell our vessels taking into consideration vessel valuations from leading, independent and internationally recognized ship brokers. We then compare that estimate of market values (less an estimate of selling costs) to each vessel's carrying value and, if the carrying value exceeds the vessel's market value, an indicator of impairment exists. The indicator of impairment prompts us to perform a calculation of the potentially impaired vessel's value in use, in order to appropriately determine the 'higher of' the two values.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. In developing estimates of future cash flows, we make assumptions about future charter rates, vessel operating expenses, the estimated remaining useful lives of the vessels and the discount rate. These assumptions are based on historical trends as well as future expectations. Although management believes that the assumptions used to evaluate potential impairment are reasonable and appropriate, such assumptions are highly subjective. Reasonable changes in the assumptions for the discount rate or future charter rates could lead to a value in use for some of our vessels that is equal to or less than the carrying amount for such vessels. All of the aforementioned assumptions have been highly volatile in both the current market and historically.

For the year ended December 31, 2014, we performed an assessment as described above. The results of this assessment are described as follows for the 57 vessels in our fleet and 24 vessels under construction at December 31, 2014:

- Three vessels were designated as held for sale and, in accordance with our accounting policy for vessels held for sale, were written down to their fair value less costs to sell.
- 36 vessels had fair values less costs to sell in excess of their carrying amount.
- 18 vessels had fair values less costs to sell less than their carrying amount which served as indicators of impairment. We prepared a value in use calculation for each these vessels which resulted in no impairment being recognized.

We did not obtain independent broker valuations for the 24 vessels under construction at December 31, 2014. In line with our policy we performed a value in use calculation where we estimated each vessels' future cash flows based on a combination of the latest forecast time charter rates for the next three years (obtained from a third party service provider), a growth rate of 3.0% in freight rates for each period thereafter, and our best estimate of vessel operating expenses and drydock costs, which also assume a growth rate of 3.0% in each succeeding year. These cash flows were then discounted to their present value using an estimated weighted average cost of capital of 7.98%. The value in use calculations were greater than the fair value less costs to sell in all instances. As a result of this testing, there were no impairment indicators.

For the year ended December 31, 2013, we had 19 vessels in our fleet and 65 vessels under construction:

- Four vessels were designated as held for sale and, in accordance with our accounting policy for vessels held for sale, were written down to their fair value less costs to sell.
- Eight vessels had fair values less costs to sell in excess of their carrying amount.
- Seven vessels had fair values less costs to sell less than their carrying amount. We prepared a value in use calculation for each these vessels which resulted in no impairment being recognized.
- Two vessels under construction (that were delivered in January 2014) had fair values less costs to sell exceeding their carrying amount.

We did not obtain independent broker valuations for the remaining 63 vessels under construction, except for *STI Duchessa* and *STI Opera*, which we received vessel valuations for as of December 31, 2013. In line with our policy we performed a value in use calculation where we estimated each vessels' future cash flows based on a combination of the latest forecast time charter rates for the next three years (obtained from a third party service provider), a growth rate of 3.0% in freight rates for each period thereafter, and our best estimate of vessel operating expenses and drydock costs, which also assume a growth rate of 3.0% in each succeeding year. These cash flows were then discounted to their present value, using a discount rate of 8.45%, based on our current borrowing rates adjusted for certain credit risks. The value in use calculations were greater than the fair value less costs to sell in all instances. As a result of this testing, no impairment was recorded.

Our Fleet—Illustrative comparison of excess of carrying amounts over estimated charter-free market value of certain vessels

During the past few years, the market values of vessels have experienced particular volatility, with substantial declines in many vessel classes. As a result, the charter-free market value, or basic market value, of certain of our vessels may have declined below the carrying amounts of those vessels. After undergoing the impairment analysis discussed above, we have concluded that at December 31, 2014, no impairment is required.

The table set forth below indicates the carrying amount of each of our vessels as of December 31, 2014 and December 31, 2013 and the aggregate difference between the carrying amount and the market value represented by such vessels (see footnotes to the table set forth below). This aggregate difference represents the approximate analysis of the amount by which we believe we would record a loss if we sold those vessels, in the current environment, on industry standard terms, in cash transactions and to a willing buyer where we are not under any compulsion to sell, and where the buyer is not under any compulsion to buy. For purposes of this calculation, we have assumed that the vessels would be sold at a price that reflects our estimate of their basic market values. For the three vessels that we have designated as held for sale at December 31, 2014, we used the agreed upon selling price of these vessels if an agreement has been reached to sell these vessels and our estimate of basic market value if an agreement has not been reached as of the date of this report.

Our estimate of basic market value assumes that our vessels are all in good and seaworthy condition without need for repair and if inspected would be certified in class without notations of any kind. Our estimates are based on information available from various industry sources, including:

- reports by industry analysts and data providers that focus on our industry and related dynamics affecting vessel values;
- news and industry reports of similar vessel sales;
- news and industry reports of sales of vessels that are not similar to our vessels where we have made certain adjustments in an attempt to derive information that can be used as part of our estimates;
- approximate market values for our vessels or similar vessels that we have received from shipbrokers, whether solicited or unsolicited, or that shipbrokers have generally disseminated;
- offers that we may have received from potential purchasers of our vessels; and
- vessel sale prices and values of which we are aware through both formal and informal communications with shipowners, shipbrokers, industry analysts and various other shipping industry participants and observers.

As we obtain information from various industry and other sources, our estimates of basic market value are inherently uncertain. In addition, vessel values and revenues are highly volatile; as such, our estimates may not be indicative of the current or future basic market value of our vessels or prices that we could achieve if we were to sell them.

<i>In millions of U.S. dollars</i>		Carrying value as at,			
Vessel Name	Year Built	December 31, 2014		December 31, 2013	
1 STI Highlander.....	2007	\$	20.7 (1)	\$	21.8
2 Noemi.....	2004		N/A (2)		21.2
3 Senatore	2004		N/A (2)		21.2
4 STI Harmony	2007		28.8 (3)		32.0
5 STI Heritage.....	2008		30.2 (3)		34.1
6 Venice	2001		11.9 (3)		10.7 (3)
7 STI Spirit.....	2008		N/A (2)		29.5
8 STI Amber	2012		35.5 (1)		37.1
9 STI Topaz	2012		35.7 (1)		37.2
10 STI Ruby.....	2012		35.7 (1)		37.2
11 STI Garnet.....	2012		35.8 (1)		37.3
12 STI Onyx.....	2012		35.8 (1)		37.3
13 STI Sapphire	2013		35.6 (1)		37.1
14 STI Emerald.....	2013		35.4 (1)		36.9
15 STI Beryl.....	2013		34.6 (4)		36.0
16 STI Le Rocher.....	2013		35.1 (1)		36.6
17 STI Larvotto.....	2013		35.1 (1)		36.6
18 STI Fontvieille	2013		35.1 (1)		36.6
19 STI Ville	2013		35.5 (1)		36.8
20 STI Duchessa	2014		33.5 (4)		N/A (5)
21 STI Wembley	2014		32.7 (4)		N/A (5)
22 STI Opera.....	2014		33.3 (4)		N/A (5)
23 STI Texas City	2014		37.9 (1)		N/A (5)
24 STI Meraux	2014		38.3 (1)		N/A (5)
25 STI San Antonio	2014		38.4 (1)		N/A (5)
26 STI Venere.....	2014		33.3 (4)		N/A (5)
27 STI Virtus	2014		33.4 (4)		N/A (5)
28 STI Aqua.....	2014		33.6 (4)		N/A (5)
29 STI Dama	2014		33.6 (4)		N/A (5)
30 STI Mythos	2014		33.5 (4)		N/A (5)
31 STI Benicia	2014		39.2 (1)		N/A (5)
32 STI Regina	2014		33.8 (4)		N/A (5)
33 STI St. Charles.....	2014		37.7 (1)		N/A (5)
34 STI Yorkville	2014		34.2 (4)		N/A (5)
35 STI Milwaukee.....	2014		40.3 (1)		N/A (5)
36 STI Battery.....	2014		34.3 (4)		N/A (5)
37 STI Brixton	2014		32.2 (4)		N/A (5)
38 STI Comandante	2014		32.0 (4)		N/A (5)
39 STI Pimlico	2014		32.4 (4)		N/A (5)
40 STI Hackney	2014		32.3 (4)		N/A (5)
41 STI Acton.....	2014		32.7 (4)		N/A (5)
42 STI Fulham	2014		32.5 (4)		N/A (5)
43 STI Camden	2014		32.5 (4)		N/A (5)
44 STI Finchley	2014		32.6 (4)		N/A (5)
45 STI Clapham	2014		32.7 (4)		N/A (5)
46 STI Poplar	2014		32.7 (4)		N/A (5)
47 STI Elysees	2014		52.0 (4)		N/A (5)

Vessel Name	Year Built	Carrying value as at,	
		December 31, 2014	December 31, 2013
48 STI Madison	2014	52.3 ⁽⁴⁾	N/A ⁽⁵⁾
49 STI Park	2014	52.3 ⁽⁴⁾	N/A ⁽⁵⁾
50 STI Orchard	2014	51.8 ⁽⁴⁾	N/A ⁽⁵⁾
51 STI Sloane.....	2014	52.6 ⁽⁴⁾	N/A ⁽⁵⁾
52 STI Broadway	2014	51.7 ⁽⁴⁾	N/A ⁽⁵⁾
53 STI Condotti	2014	52.8 ⁽⁴⁾	N/A ⁽⁵⁾
54 STI Battersea.....	2014	32.4 ⁽⁴⁾	N/A ⁽⁵⁾
55 STI Chelsea.....	2014	33.6 ⁽⁴⁾	N/A ⁽⁵⁾
56 STI Lexington	2014	33.5 ⁽⁴⁾	N/A ⁽⁵⁾
57 STI Powai	2014	33.5 ⁽⁴⁾	N/A ⁽⁵⁾
58 STI Mayfair.....	2014	34.6 ⁽⁴⁾	N/A ⁽⁵⁾
59 STI Soho	2014	33.9 ⁽⁴⁾	N/A ⁽⁵⁾
60 STI Olivia	2014	33.7 ⁽⁴⁾	N/A ⁽⁵⁾
Total		<u>\$ 2,042.8</u>	<u>\$ 613.2</u>

(1) As of December 31, 2014, the basic charter-free market value is lower than each vessel's carrying value. We believe that the aggregate carrying value of these vessels exceeds their aggregate basic charter-free market value by approximately \$31.7 million.

(2) *Noemi* was sold in March 2014 and *STI Spirit* and *Senatore* were sold in April 2014.

(3) *STI Heritage* and *STI Harmony* were written-down to the lower of their carrying value and fair value less estimated costs to sell in December 2014 since these vessels were designated as held for sale. Additionally, *Venice* was classified as held for sale as of December 31, 2013 and incurred \$1.3 million of drydocking costs that were capitalized during 2014. As such, we believe that the carrying amounts noted above are representative of fair value less estimated costs to sell as of December 31, 2014. *Venice* was sold in March 2015 and *STI Harmony* and *STI Heritage* are scheduled to be sold in April 2015.

(4) As of December 31, 2014, the basic charter-free market value is higher than each vessel's carrying value. We believe that the aggregate basic charter-free market value of these vessels exceeds their aggregate carrying value by approximately \$111.6 million.

(5) These vessels were acquired during the year ended December 31, 2014.

The impairment test that we conduct is most sensitive to variances in the discount rate and future time charter rates. Based on the sensitivity analysis performed for December 31, 2014, a 1.0% increase in the discount rate would result in no impairment being recognized. Alternatively, a 5% decrease in forecasted time charter rates would also result in no impairment being recognized.

We refer you to the discussion herein under "Item 3. Key Information—D. Risk Factors—Risks Related to our Industry," including the risk factor entitled "Adverse market conditions could cause us to breach covenants in our debt facilities and adversely affect our operating results."

Vessel lives and residual value

The carrying value of each of our vessels represents its original cost at the time it was delivered or purchased less depreciation and impairment. We depreciate our vessels to their residual value on a straight-line basis over their estimated useful lives of 25 years. The estimated useful life of 25 years is management's best estimate and is also consistent with industry practice for similar vessels. The residual value is estimated as the lightweight tonnage of each vessel multiplied by a forecast scrap value per ton. The scrap value per ton is estimated taking into consideration the historical four year scrap market rate average at the balance sheet date.

An increase in the estimated useful life of a vessel or in its scrap value would have the effect of decreasing the annual depreciation charge and extending it into later periods. A decrease in the useful life of a vessel or scrap value would have the effect of increasing the annual depreciation charge.

When regulations place significant limitations over the ability of a vessel to trade on a worldwide basis, the vessel's useful life is adjusted to end at the date such regulations become effective. The estimated salvage value of the vessels may not represent the fair market value at any one time since market prices of scrap values tend to fluctuate.

Deferred drydock cost

We recognize drydock costs as a separate component of the vessels' carrying amounts and amortize the drydock cost on a straight-line basis over the estimated period until the next drydock. We use judgment when estimating the period between drydocks performed, which can result in adjustments to the estimated amortization of the drydock expense. If the vessel is disposed of before the next drydock, the remaining balance of the deferred drydock is written-off and forms part of the gain or loss recognized upon disposal of vessels in the period when contracted. We expect that our vessels will be required to be drydocked approximately every 30 to 60 months for major repairs and maintenance that cannot be performed while the vessels are operating. Costs capitalized as part of the drydock include actual costs incurred at the drydock yard and parts and supplies used in making such repairs. We only include in deferred drydocking costs those direct costs that are incurred as part of the drydocking to meet regulatory requirements, or are expenditures that add economic life to the vessel, increase the vessel's earnings capacity or improve the vessel's efficiency. Direct costs include shipyard costs as well as the costs of placing the vessel in the shipyard. Expenditures for normal maintenance and repairs, whether incurred as part of the drydocking or not, are expensed as incurred.

A. Operating Results

Results of Operations for the year ended December 31, 2014 compared to the year ended December 31, 2013

<i>In thousands of U.S. dollars</i>	For the year ended			Percentage Change
	December 31,			
	2014	2013	Change	
Vessel revenue	\$ 342,807	\$ 207,580	\$ 135,227	65 %
Vessel operating costs.....	(78,823)	(40,204)	(38,619)	(96)%
Voyage expenses	(7,533)	(4,846)	(2,687)	(55)%
Charterhire	(139,168)	(115,543)	(23,625)	(20)%
Depreciation.....	(42,617)	(23,595)	(19,022)	(81)%
General and administrative expenses.....	(48,129)	(25,788)	(22,341)	(87)%
Write down of vessels held for sale and loss from sales of vessels	(3,978)	(21,187)	17,209	81 %
Gain on sale of VLGCs.....	—	41,375	(41,375)	(100)%
Gain on sale of VLCCs.....	51,419	—	51,419	N/A
Gain on sale of Dorian shares	10,924	—	10,924	N/A
Re-measurement of investment in Dorian	(13,895)	—	(13,895)	N/A
Financial expenses	(20,770)	(2,705)	(18,065)	(668)%
Realized gain on derivative financial instruments	17	3	14	467 %
Unrealized gain on derivative financial instruments.....	264	567	(303)	(53)%
Financial income.....	203	1,147	(944)	(82)%
Share of profit from associate.....	1,473	369	1,104	299 %
Other expenses, net.....	(103)	(158)	55	35 %
Net income.....	<u>\$ 52,091</u>	<u>\$ 17,015</u>	<u>\$ 35,076</u>	<u>206 %</u>

Net income. Net income for the year ended December 31, 2014 was \$52.1 million, an increase of \$35.1 million, or 206%, from net income of \$17.0 million for the year ended December 31, 2013. The differences between the two periods are discussed below.

Vessel revenue. Vessel revenue for the year ended December 31, 2014 was \$342.8 million, an increase of \$135.2 million, or 65%, from vessel revenue of \$207.6 million for the year ended December 31, 2013. Overall revenue increases were driven by growth in our fleet of both owned and time chartered-in vessels to an average of 31.6 owned and 26.3 time chartered-in vessels during the year ended December 31, 2014 from an average of 15.9 owned and 22.9 time chartered-in vessels during the year ended December 31, 2013. Additionally, the increase in vessel revenue is also driven by an increase in overall TCE revenue per day to \$15,935 per day from \$14,369 per day during the years ended December 31, 2014 and 2013, respectively.

The following is a summary of our consolidated revenue by revenue type, in addition to TCE revenue per day and total revenue days.

<i>In thousands of U.S. dollars</i>	For the year ended December 31,			Percentage
	2014	2013	Change	Change
Pool revenue	\$ 280,857	\$ 190,017	\$ 90,840	48 %
Time charter-out revenue.....	13,538	—	13,538	N/A
Voyage revenue (spot market).....	48,112	17,563	30,549	174 %
Other revenue	300	—	300	N/A
Gross revenue	342,807	207,580	135,227	65 %
Voyage expenses	(7,533)	(4,846)	(2,687)	55 %
TCE revenue ⁽¹⁾	335,274	202,734	132,540	65 %
<i>TCE Revenue per day: ⁽¹⁾</i>				
Pool.....	\$ 15,837	\$ 14,246	\$ 1,591	11 %
Time charter-out	15,194	—	15,194	N/A
Voyage.....	16,798	16,499	299	2 %
Consolidated TCE revenue per day	15,935	14,369	1,566	11 %
<i>Revenue days:</i>				
Pool - owned vessels.....	8,183	5,323	2,860	54 %
Pool - time chartered-in vessels	9,551	8,015	1,536	19 %
Time-charter out - owned vessels	852	—	852	N/A
Voyage - owned vessels.....	2,401	445	1,956	440 %
Voyage - time chartered-in vessels	50	326	(276)	(85)%
Total revenue days.....	21,037	14,109	6,928	49 %

(1) We report TCE revenues, a non-IFRS measure, because (i) we believe it provides additional meaningful information in conjunction with voyage revenues and voyage expenses, the most directly comparable IFRS measure, (ii) it assists our management in making decisions regarding the deployment and use of our vessels and in evaluating their financial performance, (iii) it is a standard shipping industry performance measure used primarily to compare period-to-period changes in a shipping company's performance irrespective of changes in the mix of charter types (i.e., spot charters, time charters and bareboat charters) under which the vessels may be employed between the periods, and (iv) we believe that it presents useful information to investors.

Pool revenue. The increase in pool revenue is primarily due to the growth of our fleet as seven LR2s, 11 MRs and seven Handymax tankers that were delivered under our Newbuilding Program entered the Scorpio Group Pools during 2014. Additionally, our fleet of time chartered-in vessels grew to an average of 26.3 from 22.9 vessels during the years ended December 31, 2014 and 2013, respectively, resulting in an increase in pool revenue days for time chartered-in vessels of 1,536 days. Pool TCE revenue per day also improved to \$15,837 per day from \$14,246 per day over this same period as pool results improved across all operating segments.

Time charter-out revenue. We took delivery of four MR product tankers under our Newbuilding Program during the year ended December 31, 2014 that commenced long-term time charters (with initial terms of one year or greater) upon delivery from the shipyard. *STI Texas City* began a two year time charter in March 2014, *STI Meraux* and *STI San Antonio* each began one year time charterers in May 2014 and *STI Benicia* began a one year time charter in September 2014. Each time charter has a 50% profit sharing provision whereby we split all of the vessels profits above the daily base rate with the charterer.

Voyage revenue (spot market). The increase in voyage (spot) revenue was primarily driven by vessels delivered under our Newbuilding Program throughout 2014. This revenue can be broken down as follows:

- Short term time charters: We consider short-term time charters (less than one year) as spot market voyages. Vessels delivered under our Newbuilding Program were employed on short-term time charters (up to 120 days) for a total of 2,177 days during the year ended December 31, 2014. Vessels delivered under our Newbuilding Program during 2013 were employed on similar short-term time charters for a total of 445 days during the year ended December 31, 2013.

- Spot market voyages: *Noemi*, *Senatore*, *Venice* and *SN Azzurra* operated in the spot market for a total of 274 days during the year ended December 31, 2014. *Gan-Trust*, *SN Federica*, *King Douglas*, and *Nave Orion* operated in the spot voyage for 321 days during the year ended December 31, 2013.

Vessel operating costs. Vessel operating costs for the year ended December 31, 2014 were \$78.8 million, an increase of \$38.6 million, or 96%, from \$40.2 million for the year ended December 31, 2013. Vessel operating days increased to 11,548 days from 5,820 days and vessel operating costs per day remained relatively consistent at \$6,802 per day compared to \$6,781 per day for the years ended December 31, 2014 and 2013, respectively. The increase in operating days was principally the result of the deliveries of 41 vessels under our Newbuilding Program throughout 2014.

Voyage expenses. Voyage expenses for the year ended December 31, 2014 were \$7.5 million, an increase of \$2.7 million, or 55%, from \$4.8 million during the year ended December 31, 2013. This increase was due to an increase in the number of days vessels operated in the spot market which increased to 2,451 days from 771 days during the years ended December 31, 2014 and 2013, respectively.

The spot market voyages for *Noemi*, *Senatore*, *Venice* and *SN Azzurra* incurred voyage costs of \$4.8 million during the year ended December 31, 2014 whereas the spot market voyages for *Gan-Trust*, *SN Federica*, *King Douglas*, and *Nave Orion* incurred voyage costs of \$4.0 million during the year ended December 31, 2013.

Furthermore, vessels delivered under our Newbuilding Program commenced short-term time charters (less than 120 days) upon their deliveries from the shipyard for a total of 2,177 days in 2014. Vessels delivered in 2013 were employed on similar short-term time charters for a total of 445 days. While these time charters are agreed to at fixed TCE rates, they incurred voyage costs prior to their entry into the Scorpio Group Pools for items such as bunker expenses (to their first port of loading) and tank cleaning costs.

Charterhire. Charterhire expense for the year ended December 31, 2014 was \$139.2 million, an increase of \$23.6 million, or 20%, from \$115.5 million during the year ended December 31, 2013. This increase was the result of an increase in the average number of time chartered-in vessels to 26.3 from 22.9 during the years ended December 31, 2014 and 2013, respectively.

Depreciation. Depreciation expense for the year ended December 31, 2014 was \$42.6 million, an increase of \$19.0 million, or 81%, from \$23.6 million during the year ended December 31, 2013. The increase was the result of an increase in the average number of owned vessels to 31.6 from 15.9 for the years ended December 31, 2014 and 2013, respectively.

General and administrative expenses. General and administrative expenses for the year ended December 31, 2014 were \$48.1 million, an increase of \$22.3 million, or 87%, from \$25.8 million during the year ended December 31, 2013. The change was driven by a \$16.6 million increase in restricted stock amortization (non-cash) in addition to an overall increase in other general and administrative expenses due to the significant growth of the Company.

Write down of vessels held for sale and loss from sales of vessels. Write down of vessels held for sale and loss from sales of vessels for the year ended December 31, 2014 was \$4.0 million, a decrease of \$17.2 million, or 81%, from \$21.2 million during the year ended December 31, 2013.

Write-down of vessels held for sale for the year ended December 31, 2014 relates to the designation of *STI Heritage* and *STI Harmony* as held for sale and the corresponding write-down to the lower of their carrying value and fair value less estimated costs to sell at that date. Write-down of vessels held for sale for the year December 31, 2013 relates to the designation of *Noemi*, *Senatore*, *Venice* and *STI Spirit* as held for sale and the corresponding write-down to the lower of their carrying value and fair value less estimated costs to sell at that date. *Noemi* was sold in March 2014, *Senatore* and *STI Spirit* were sold in April 2014, *Venice* was sold in March 2015 and *STI Harmony* and *STI Heritage* are scheduled to be sold April 2015.

Gain on sale of VLCCs. Gain on sale of VLCCs of \$51.4 million during the year ended December 31, 2014 was the result of the sale of our seven VLCCs under construction in March 2014. As a result of the sale, we received net proceeds in cash of \$141.7 million and the book value of these assets at the time of sale (primarily consisting of installment payments made to date) was \$90.3 million.

Gain on sale of Dorian shares. Gain on sale of Dorian shares of \$10.9 million during the year ended December 31, 2014 relates to our acquisition of 7,500,000 of our common shares from an existing shareholder in exchange for 3,422,665 common shares of Dorian in a privately negotiated transaction. As a result of the disposal of the Dorian shares, we recognized a gain of \$10.9 million.

Re-measurement of investment in Dorian. Write down of investment in Dorian of \$13.9 million during the year ended December 31, 2014 relates to a change in the accounting method for our investment in Dorian from the equity method

to the available for sale method. On October 29, 2014, Robert Bugbee, our President, resigned from Dorian's board of directors. Accordingly, we determined that we no longer had significant influence over Dorian's financial and operating decisions as of that date. As such, we remeasured our investment to its fair market value on October 29, 2014, which resulted in a write down of \$13.9 million.

Financial expenses. Financial expenses for the year ended December 31, 2014 were \$20.8 million, an increase of \$18.1 million, or 668%, from \$2.7 million during the year ended December 31, 2013. The change was primarily due to an increase in our outstanding debt which increased to \$1.6 billion at December 31, 2014 from \$167.1 million at December 31, 2013.

Financial expenses for the year ended December 31, 2014 consisted of interest expense (\$15.9 million), amortization of loan fees (\$4.8 million) and other financial expenses (\$0.05 million).

Financial expenses for the year ended December 31, 2013 consisted of interest expense (\$1.0 million), commitment fees on the undrawn portions of our credit facilities (\$1.4 million), and amortization of loan fees (\$0.3 million).

Share of income from associate. Share of income from associate for the year ended December 31, 2014 was \$1.5 million, an increase of \$1.1 million, or 299%, from \$0.4 million during the year ended December 31, 2013. Share of income from associate represents our share of Dorian's income or loss from November 26, 2013 (the date that our initial investment closed) through October 29, 2014 (the date we lost significant influence of Dorian's financial and operating decisions).

Results of operations — segment analysis

During the years ended December 31, 2014, 2013 and 2012, we owned or chartered-in vessels spanning four different vessel classes, Handymax, MR, Panamax/LR1, and Aframax/LR2, all of which earn revenues in the seaborne transportation of refined petroleum products in the international shipping markets. Each vessel within its respective class qualifies as an operating segment under IFRS. However, each vessel also exhibits similar long-term financial performance and similar economic characteristics to the other vessels within the respective vessel class, thereby meeting the aggregation criteria in IFRS. We have therefore chosen to present our segment information by vessel class using the aggregated information from the individual vessels.

Segment results are evaluated based on reported profit or loss from each segment. The accounting policies applied to the reportable segments are the same as those used in the preparation of our consolidated financial statements.

LR2 Segment

We took delivery of seven LR2 tankers under our Newbuilding Program during 2014. Additionally, our time chartered-in fleet of LR2s grew to an average of 7.9 vessels from 5.1 vessels during the years ended December 31, 2014 and 2013, respectively.

The following table summarizes segment profit or loss for our LR2 segment.

<i>LR2 segment</i> <i>In thousands of U.S. dollars</i>	For the year ended December 31,		Change	Percentage Change
	2014	2013		
Vessel revenue.....	\$ 67,124	\$ 28,204	\$ 38,920	138 %
Vessel operating costs.....	(4,830)	(3,211)	(1,619)	(50)%
Voyage expenses.....	(73)	—	(73)	N/A
Charterhire.....	(45,756)	(29,341)	(16,415)	(56)%
Depreciation.....	(3,067)	(1,750)	(1,317)	(75)%
General and administrative expenses.....	(237)	(154)	(83)	(54)%
Write down of vessel held for sale.....	—	(6,185)	6,185	100 %
Financial expenses.....	(509)	(847)	338	40 %
Financial income.....	1	—	1	N/A
Other expenses, net.....	—	(10)	10	100 %
Segment profit / (loss).....	\$ 12,653	\$ (13,294)	\$ 25,947	195 %
TCE per revenue day.....	\$ 18,621	\$ 12,718	\$ 5,903	46 %
Owned vessel operating costs per day.....	6,789	8,203	1,414	17 %
Revenue days - owned vessels.....	707	345	362	105 %
Revenue days - time chartered-in vessels.....	2,894	1,873	1,021	55 %
Owned vessel operating days.....	707	365	342	94 %
Average number of owned vessels.....	1.9	1.0	0.9	90 %
Average number of time chartered-in vessels.....	7.9	5.1	2.8	55 %

Vessel revenue. Vessel revenue for the year ended December 31, 2014 was \$67.1 million, an increase of \$38.9 million, or 138%, from the year ended December 31, 2013. The increase was due to an increase in TCE revenue per day and revenue days as a result of the growth in the LR2 fleet. We took delivery of the following LR2s under our Newbuilding Program during 2014:

<u>Vessel</u>	<u>Delivery Date</u>
1 STI Elysees	July 2014
2 STI Madison	September 2014
3 STI Park.....	September 2014
4 STI Orchard	October 2014
5 STI Sloane	November 2014
6 STI Condotti	November 2014
7 STI Broadway.....	November 2014

The increase in TCE revenue per day to \$18,621 from \$12,718 per day during the years ended December 31, 2014 and 2013, respectively, was driven by an overall improvement in the LR2 spot market in the second half of 2014. This was due to an increase in overall ton mile demand for larger vessels, particularly LR1s and LR2s, as new refinery start-ups in the Middle East and India led to increased exports out of those regions.

Vessel operating costs. Vessel operating costs were \$4.8 million for the year ended December 31, 2014, an increase of \$1.6 million, or 50%, from the year ended December 31, 2013. The increase is due to an additional 342 operating days offset by an improvement in operating costs per day. During the year ended December 31, 2014, the seven vessels delivered under our Newbuilding Program operated for an aggregate of 600 days at \$6,501 per day and *STI Spirit* operated for 106 days at \$8,410 per day. In 2013, *STI Spirit* was the only owned vessel in the LR2 segment.

Charterhire. Charterhire expense for the year ended December 31, 2014 was \$45.8 million, an increase of \$16.4 million, or 56%, from the year ended December 31, 2013. The change was due to an increase in the average number of time chartered-in vessels to 7.9 from 5.1 during the years ended December 31, 2014 and 2013, respectively. During the year ended December 31, 2013, *Khawr Aladid*, *FPMC Hero*, *FPMC Ideal*, *Fair Seas*, *Pink Stars*, *Orange Stars*, *Densa Alligator*, *Four Sky* and *Southport* were time chartered-in for all or a portion of the period. In addition to these vessels, *Swarna Jayanti* was time chartered-in for a portion of the year ended December 31, 2014.

Depreciation. Depreciation expense for the year ended December 31, 2014 was \$3.1 million, an increase of \$1.3 million, or 75%, from year ended December 31, 2013. The increase was driven by the delivery of seven vessels under our Newbuilding Program. *STI Spirit* was our only owned LR2 during 2013, which ceased being depreciated and was written down to the lower of its carrying amount and fair value less estimated costs to sell at December 31, 2013. *STI Spirit* was sold in April 2014.

Write down of vessels held for sale. Write down of vessels held for sale for the year ended December 31, 2013 was \$6.2 million. The write down relates to the re-measurement of *STI Spirit* at the lower of its carrying value and fair value less estimated costs to sell as the vessel was designated as held for sale at December 31, 2013. This vessel was sold in April 2014 for gross proceeds of \$30.2 million. There were no such write-downs in 2014.

Financial expenses. Financial expenses for the year ended December 31, 2014 were \$0.5 million, a decrease of \$0.3 million, or 40%, from the year ended December 31, 2013. Financial expenses for the LR2 segment relate to interest expense on our *STI Spirit* Credit Facility. We repaid the entire outstanding amount of \$21.4 million under this facility in April 2014 as a result of the sale of *STI Spirit*. Financial expenses relating to our other owned LR2s are recorded at a corporate level.

Panamax / LR1 segment

The following table summarizes segment profit or loss for our Panamax / LR1 segment.

<i>Panamax/LR1 segment</i> <i>In thousands of U.S. dollars</i>	For the year ended December 31,			Percentage
	2014	2013	Change	Change
Vessel revenue	\$ 57,901	\$ 41,683	\$ 16,218	39 %
Vessel operating costs.....	(10,530)	(14,276)	3,746	26 %
Voyage expenses	(4,826)	(3,858)	(968)	(25)%
Charterhire	(27,250)	(14,363)	(12,887)	(90)%
Depreciation.....	(3,194)	(7,275)	4,081	56 %
General and administrative expenses.....	(409)	(536)	127	24 %
Write down of vessels held for sale	(3,978)	(15,002)	11,024	73 %
Realized gain on derivative financial instruments	—	3	(3)	(100)%
Unrealized gain on derivative financial instruments.....	—	186	(186)	(100)%
Segment profit / (loss)	<u>\$ 7,714</u>	<u>\$ (13,438)</u>	<u>\$ 21,152</u>	<u>157 %</u>
TCE per revenue day	\$ 16,857	\$ 12,599	\$ 4,258	34 %
Owned vessel operating costs per day	8,332	7,756	(576)	(7)%
Revenue days - owned vessels.....	1,230	1,825	(595)	(33)%
Revenue days - time chartered-in vessels	1,936	1,180	756	64 %
Owned vessel operating days.....	1,264	1,825	(561)	(31)%
Average number of owned vessels	3.5	5.0	(1.5)	(30)%
Average number of time chartered-in vessels.....	5.3	3.2	2.1	66 %

Vessel Revenue. Vessel revenue for the year ended December 31, 2014 was \$57.9 million, an increase of \$16.2 million, or 39%, from the year ended December 31, 2013. The increase in revenue was due to an overall improvement in TCE revenue per day to \$16,857 per day from \$12,599 per day during the years ended December 31, 2014 and 2013, respectively. The LR1 market improved during 2014 as a result of a strong trade in dirty products (such as fuel oil) during the first quarter of 2014, in addition to an increase in exports of refined products out of the Middle East and India during the second half of 2014 as a result of new refinery start-ups. The increase was also driven by additional revenue days from time chartered-in vessels, which increased to an average of 5.3 from 3.2 time chartered-in vessels for the years ended December 31, 2014 and 2013, respectively.

Vessel operating costs. Vessel operating costs for the year ended December 31, 2014 were \$10.5 million, a decrease of \$3.7 million, or 26%, from the year ended December 31, 2013. This change was due to a decrease in vessel operating days to 1,264 days from 1,825 days, offset by an increase in vessel operating costs per day to \$8,332 from \$7,756 per day for the years ended December 31, 2014 and 2013, respectively. The decrease in operating days was the result of the sales of *Noemi* and *Senatore* in March and April 2014, respectively. Vessel operating costs per day increased as a result of higher crew costs on *Noemi* and *Senatore* prior to their sales, in addition to an increase in overall operating costs for *Venice*, which was sold in March 2015.

Voyage expenses. Voyage expenses for the year ended December 31, 2014 were \$4.8 million, an increase of \$1.0 million, or 25%, from the year ended December 31, 2013. The increase was due to *Noemi*, *Senatore*, *Venice* and *SN Azzurra*, which operated in the spot market for 274 days during the year ended December 31, 2014, whereas only *SN Federica* and *King Douglas* operated in the spot market for 187 days during the year ended December 31, 2013.

Charterhire. Charterhire expense for the year ended December 31, 2014 was \$27.3 million, an increase of \$12.9 million, or 90%, from the year ended December 31, 2013. The change was the result of an increase in the average number of time chartered-in vessels to 5.3 from 3.2 during the years ended December 31, 2014 and 2013, respectively. *FPMC P Eagle*, *SN Federica*, *Hellespont Promise*, *King Douglas* and *SN Azzurra* were time chartered-in for all or a portion of the year ended December 31, 2013. In addition to these five vessels, *Hellespont Progress* was time chartered-in for a portion of the year ended December 31, 2014.

Depreciation. Depreciation expense for the year ended December 31, 2014 was \$3.2 million, a decrease of \$4.1 million, or 56%, from the year ended December 31, 2013. The decrease is due to *Noemi*, *Senatore* and *Venice*, which ceased being depreciated and were written down to their estimated disposal values at December 31, 2013, the date which they were designated as held for sale. *Noemi* and *Senatore* were sold in March and April 2014, respectively. *Venice* was sold in March 2015.

Write down of vessels held for sale. Write down of vessels held for sale for the year ended December 31, 2014 was \$4.0 million, a decrease of \$11.0 million, or 73%, from the year ended December 31, 2013. At December 31, 2013, *Noemi*, *Senatore* and *Venice* were designated as held for sale and were written down by \$15.0 million to the lower of their carrying value and fair value less estimated costs to sell. *Noemi* and *Senatore* were sold in March and April 2014, respectively. *STI Heritage* and *STI Harmony* were designated as held for sale in December 2014 and were written down by \$3.9 million to the lower of their carrying value and fair value less estimated costs to sell. Additionally, *Venice* was written down by an additional \$0.1 million at December 31, 2014. *Venice* was sold in March 2015 for \$13.0 million and *STI Harmony* and *STI Heritage* are scheduled to be sold in April 2015 for an aggregate selling price of \$61.5 million.

MR Segment

We took delivery of 22 MR tankers under our Newbuilding Program during 2014 and our fleet of time chartered-in MRs decreased to an average of 5.2 vessels from an average of 7.8 vessels during the years ended December 31, 2014 and 2013, respectively.

The following table summarizes segment profit for our MR segment.

<i>MR segment</i> <i>In thousands of U.S. dollars</i>	For the year ended December 31,			Percentage
	2014	2013	Change	Change
Vessel revenue	\$ 151,716	\$ 101,488	\$ 50,228	49 %
Vessel operating costs.....	(52,561)	(20,069)	(32,492)	(162)%
Voyage expenses	(1,963)	(977)	(986)	(101)%
Charterhire	(27,772)	(40,753)	12,981	32 %
Depreciation.....	(30,920)	(13,278)	(17,642)	(133)%
General and administrative expenses.....	(2,315)	(1,030)	(1,285)	(125)%
Financial income.....	8	4	4	100 %
Other expenses, net.....	(51)	(21)	(30)	(143)%
Segment profit	<u>\$ 36,142</u>	<u>\$ 25,364</u>	<u>\$ 10,778</u>	<u>42 %</u>
TCE per revenue day	\$ 15,297	\$ 16,546	\$ (1,249)	(8)%
Owned vessel operating costs per day	6,580	6,069	(511)	(8)%
Revenue days - owned vessels.....	7,906	3,233	4,673	145 %
Revenue days - time chartered-in vessels	1,884	2,839	(955)	(34)%
Owned vessel operating days.....	7,957	3,265	4,692	144 %
Average number of owned vessels	21.8	8.9	12.9	145 %
Average number of time chartered-in vessels.....	5.2	7.8	(2.6)	(33)%

Vessel revenue. Vessel revenue for the year ended December 31, 2014 was \$151.7 million, an increase of \$50.2 million, or 49%, from the year ended December 31, 2013. The change in revenue was the result of an increase in the overall number of revenue days to 9,790 from 6,072 offset by a decrease in TCE revenue per day to \$15,297 from \$16,546 during the years ended December 31, 2014 and 2013, respectively.

The increase in revenue days was due to an increase in the average number of owned vessels to 21.8 from 8.9 during the years ended December 31, 2014 and 2013, respectively, offset by a decrease in the average number of time chartered-in vessels to 5.2 from 7.8 over those same periods. 22 MRs were delivered under our Newbuilding Program during the year ended December 31, 2014 and seven were delivered during the year ended December 31, 2013, as depicted in the table below.

Newbuilding MRs that were delivered throughout 2014

	<u>Vessel</u>	<u>Delivery Date</u>
1	STI Duchessa	January 2014
2	STI Opera.....	January 2014
3	STI Texas City	March 2014
4	STI Meraux	April 2014
5	STI Chelsea.....	May 2014
6	STI San Antonio	May 2014
7	STI Lexington	May 2014
8	STI Venere.....	June 2014
9	STI Virtus	June 2014
10	STI Powai	July 2014
11	STI Aqua.....	July 2014
12	STI Dama.....	July 2014
13	STI Olivia	August 2014
14	STI Mythos	August 2014
15	STI Regina	September 2014
16	STI Benicia	September 2014
17	STI St. Charles.....	September 2014
18	STI Mayfair.....	October 2014
19	STI Yorkville	October 2014
20	STI Milwaukee.....	November 2014
21	STI Battery.....	December 2014
22	STI Soho	December 2014

Newbuilding MRs that were delivered throughout 2013

	<u>Vessel</u>	<u>Delivery Date</u>
1	STI Sapphire	January 2013
2	STI Emerald.....	March 2013
3	STI Beryl.....	April 2013
4	STI Le Rocher.....	July 2013
5	STI Larvotto.....	July 2013
6	STI Fontvieille	August 2013
7	STI Ville	September 2013

The increase in revenue days was offset by a decrease in TCE revenue per day to \$15,297 from \$16,546 per day during the years ended December 31, 2014 and 2013, respectively. Elongated maintenance schedules and unscheduled outages in U.S. Gulf Coast refineries pressured charter rates for MRs trading in that region in the first half of 2014, which had a consequent effect on the overall spot market. The second half of 2014 improved as a result of increased exports of refined products out of U.S. Gulf Coast refineries, which had a consequent impact on overall spot rates, particularly in the Atlantic Basin.

Vessel operating costs. Vessel operating costs for the year ended December 31, 2014 were \$52.6 million, an increase of \$32.5 million, or 162%, from the year ended December 31, 2013. This was due to an increase in operating days and operating costs per day. The number of operating days increased to 7,957 days from 3,265 days during the years ended December 31, 2014 and 2013, respectively, as we took delivery of 22 newbuilding MRs throughout 2014 and seven during 2013. In addition, operating costs per day increased by \$511 per day as a result of expected increases in routine repairs and maintenance expenses for the initial vessels delivered under our Newbuilding Program in 2012 and early 2013.

Voyage expenses. Voyage expenses for the year ended December 31, 2014 were approximately \$2.0 million, an increase of approximately \$1.0 million or 101%, from the year ended December 31, 2013. Voyage expenses for the MR segment consist of the costs incurred on vessels delivered under our Newbuilding Program during each year as these vessels commenced short term time charters (up to 120 days) upon delivery from the shipyard and prior to their entry into the Scorpio MR Pool. These costs relate to costs incurred prior to their entries into the pool and primarily consisted of bunker costs (to the first port of loading), tank cleaning costs, and other miscellaneous costs. We had 1,364 days and 583 days of vessels on short term time charter during the years ended December 31, 2014 and 2013, respectively.

Charterhire. Charterhire expense for the year ended December 31, 2014 was \$27.8 million, a decrease of \$13.0 million, or 32%, from the year ended December 31, 2013. The decrease was the result of a decrease in the average number of time chartered-in vessels to 5.2 from 7.8 during the years ended December 31, 2014 and 2013, respectively. The time charters for *Endeavour*, *Pacific Duchess* and *Valle Bianca* expired during the year ended December 31, 2013, while the time charters for *Freja Lupus*, *STX Ace 6*, *Ugale* and *Gan-Triumph* expired during the year ended December 31, 2014.

Depreciation. Depreciation expense for the year ended December 31, 2014 was \$30.9 million, an increase of \$17.6 million, or 133%, from the year ended December 31, 2013. The increase was the result of an increase in the average number of owned MRs to 21.8 from 8.9 for the years ended December 31, 2014 and 2013, respectively. We took delivery of 22 and seven MRs under our Newbuilding Program during the years ended December 31, 2014 and 2013, respectively.

General and administrative expenses. General and administrative expenses for the year ended December 31, 2014 were \$2.3 million, an increase of \$1.3 million, or 125%, from the year ended December 31, 2013. General and administrative expenses for the MR segment primarily consist of administrative fees to SSH, which increased as a result of the increase in the average number of owned MR vessels to 21.8 from 8.9 for the year ended December 31, 2014 and 2013, respectively.

Handymax Segment

We took delivery of 12 Handymax ice class 1-A product tankers under our Newbuilding Program during 2014 and our fleet of time chartered-in Handymaxes increased to an average of 7.9 vessels from an average of 6.7 vessels during the years ended December 31, 2014 and 2013, respectively.

The following table summarizes segment profit for our Handymax segment.

<i>Handymax segment</i> <i>In thousands of U.S. dollars</i>	For the year ended December 31,		Change	Percentage Change
	2014	2013		
Vessel revenue	\$ 65,766	\$ 36,205	\$ 29,561	82 %
Vessel operating costs.....	(10,902)	(2,648)	(8,254)	(312)%
Voyage expenses	(671)	(11)	(660)	(6,000)%
Charterhire	(38,390)	(31,086)	(7,304)	(23)%
Depreciation.....	(5,436)	(1,292)	(4,144)	(321)%
General and administrative expenses.....	(450)	(118)	(332)	(281)%
Financial income.....	2	—	2	N/A
Segment profit	<u>\$ 9,919</u>	<u>\$ 1,050</u>	<u>\$ 8,869</u>	<u>845 %</u>
TCE per revenue day	\$ 14,528	\$ 12,862	\$ 1,666	13 %
Owned vessel operating costs per day	6,704	6,852	148	2 %
Revenue days - owned vessels.....	1,593	365	1,228	336 %
Revenue days - time chartered-in vessels	2,887	2,450	437	18 %
Owned vessel operating days.....	1,620	365	1,255	344 %
Average number of owned vessels	4.4	1.0	3.4	340 %
Average number of time chartered-in vessels.....	7.9	6.7	1.2	18 %

Vessel revenue. Vessel revenue for the year ended December 31, 2014 was \$65.8 million, an increase of \$29.6 million, or 82%, from the year ended December 31, 2013. The increase is driven by an increase in the number of revenue days to 4,480 from 2,815 days during the years ended December 31, 2014 and 2013, respectively and an increase in TCE revenue per day to \$14,528 from \$12,862 over that same period. The improvement in the Handymax segment was due to overall improvements in the spot market as demand increased across most trading routes.

Newbuilding Handymax ice class 1-A product tankers delivered throughout 2014

	<u>Vessel</u>	<u>Delivery Date</u>
1	STI Comandante.....	May 2014
2	STI Brixton	June 2014
3	STI Pimlico	July 2014
4	STI Hackney	August 2014
5	STI Acton.....	September 2014
6	STI Fulham	September 2014
7	STI Camden	September 2014
8	STI Battersea.....	October 2014
9	STI Wembley	October 2014
10	STI Finchley.....	November 2014
11	STI Clapham	November 2014
12	STI Poplar	December 2014

Vessel operating costs. Vessel operating costs for the year ended December 31, 2014 were \$10.9 million, an increase of \$8.3 million, or 312%, from the year ended December 31, 2013. This increase was due to an increase in vessel operating days offset by a decrease in operating costs per day. Owned vessel operating days increased to 1,620 from 365 days during the years ended December 31, 2014 and 2013, respectively. In 2013, *STI Highlander* was the only owned vessel operating in this segment whereas we took delivery of 12 ice class-1A Handymax tankers under our Newbuilding Program in 2014.

Voyage expenses. Voyage expenses for the year ended December 31, 2014 were \$0.7 million, an increase of \$0.7 million, or 6,000%, from the year ended December 31, 2013. The increase was driven by the vessels delivered under our Newbuilding Program, which were employed on short-term time charters (up to 120 days) that commenced upon delivery from the shipyard for a total of 812 days during the year ended December 31, 2014. While these time charters are agreed to at fixed TCE rates, voyage costs are incurred for bunker costs (to the first load port), tank cleaning costs and other miscellaneous costs incurred prior to their entrance into the Scorpio Handymax Pool.

Charterhire. Charterhire expense for the year ended December 31, 2014 was \$38.4 million, an increase of \$7.3 million, or 23%, from the year ended December 31, 2013. The increase was the result of an increase in the average number of time chartered-in vessels to 7.9 from 6.7 during the years ended December 31, 2014 and 2013, respectively. *Krisjanis Valdemars, Kraslava, Histria Azure, Histria Perla, Histria Coral, Jinan, Iver Progress, Iver Prosperity* and *Freja Polaris* were time chartered-in for a total of 2,450 days during the year ended December 31, 2013, whereas *Histria Coral, Histria Perla, Histria Azure, Krisjanis Valdemars, Kraslava, Jinan* and *Freja Polaris* were time chartered-in for a total of 2,887 days during the year ended December 31, 2014.

Depreciation. Depreciation expense for the year ended December 31, 2014 was \$5.4 million, an increase of \$4.1 million, or 321%, from the year ended December 31, 2013. The increase was driven by the deliveries of the 12 ice class-1A Handymax tankers under our Newbuilding Program during the year ended December 31, 2014.

General and administrative expenses. General and administrative expenses for the year ended December 31, 2014 were \$0.5 million, an increase of \$0.3 million, or 281% from the year ended December 31, 2013. General and administrative expenses for the Handymax segment primarily consist of administrative fees to SSH, which increased as a result of the increase in the average number of owned Handymax vessels to 4.4 from 1.0 for the years ended December 31, 2014 and 2013, respectively.

Results of Operations for the Year ended December 31, 2013 Compared to the Year Ended December 31, 2012

<i>In thousands of US dollars</i>	For the year ended			Percentage Change
	December 31,		Change	
	2013	2012		
Vessel revenue	\$ 207,580	\$ 115,381	\$ 92,199	80 %
Vessel operating costs.....	(40,204)	(30,353)	(9,851)	(32)%
Voyage expenses	(4,846)	(21,744)	16,898	78 %
Charterhire	(115,543)	(43,701)	(71,842)	(164)%
Depreciation.....	(23,595)	(14,818)	(8,777)	(59)%
General and administrative expenses.....	(25,788)	(11,536)	(14,252)	(124)%
Write down of vessels held for sale and loss from sales of vessels	(21,187)	(10,404)	(10,783)	(104)%
Gain on sale of VLGCs.....	41,375	—	41,375	N/A
Financial expenses	(2,705)	(8,512)	5,807	68 %
Realized gain on derivative financial instruments	3	443	(440)	(99)%
Unrealized gain / (loss) on derivative financial instruments....	567	(1,231)	1,798	146 %
Financial income.....	1,147	35	1,112	3,177 %
Share of profit from associate	369	—	369	N/A
Other expenses, net.....	(158)	(97)	(61)	(63)%
Net income / (loss).....	<u>\$ 17,015</u>	<u>\$ (26,537)</u>	<u>\$ 43,552</u>	<u>164 %</u>

Net income / (loss). Net income for the year ended December 31, 2013 was \$17.0 million, an increase of \$43.6 million, or 164%, from a net loss of \$26.5 million for the year ended December 31, 2012. The differences between the two periods are discussed below.

Vessel revenue. Vessel revenue for the year ended December 31, 2013 was \$207.6 million, an increase of \$92.2 million, or 80%, from revenue of \$115.4 million for the year ended December 31, 2012. Overall revenue increases were driven by growth in our fleet of both owned and time chartered-in vessels to an average of 15.9 owned and 22.9 time chartered vessels during the year ended December 31, 2013 from an average of 10.8 owned and 9.2 time chartered-in vessels during the year ended December 31, 2012. These increases were augmented by an overall improvement in TCE rates to \$14,369 per day from \$12,960 per day.

The following is a summary of our consolidated revenue by revenue type, in addition to TCE revenue per day and total revenue days.

<i>In thousands of U.S. dollars</i>	For the year ended			Percentage Change
	December 31,		Change	
	2013	2012		
Pool revenue	\$ 190,017	\$ 72,262	\$ 117,755	163 %
Voyage revenue (spot market)	17,563	43,119	(25,556)	(59)%
Gross revenue	207,580	115,381	92,199	80 %
Voyage expenses	(4,846)	(21,744)	16,898	(78)%
TCE revenue ⁽¹⁾	202,734	93,637	109,097	117 %
<i>TCE Revenue per day: ⁽¹⁾</i>				
Pool.....	\$ 14,246	\$ 13,098	\$ 1,148	9 %
Voyage.....	16,499	12,516	3,983	32 %
Consolidated TCE revenue per day	14,369	12,960	1,409	11 %
<i>Revenue days:</i>				
Pool - owned vessels.....	5,323	2,851	2,472	87 %
Pool - time chartered-in vessels	8,015	2,662	5,353	201 %
Voyage - owned vessels.....	445	1,015	(570)	(56)%
Voyage - time charter-in vessels.....	326	698	(372)	(53)%
Total revenue days	14,109	7,226	6,883	95 %

(1) We report TCE revenues, a non-IFRS measure, because (i) we believe it provides additional meaningful information in conjunction with voyage revenues and voyage expenses, the most directly comparable IFRS measure, (ii) it assists our management in making decisions regarding the deployment and use of our vessels and in evaluating their financial performance, (iii) it is a standard shipping industry performance measure used primarily to compare period-to-period changes in a shipping company's performance irrespective of changes in the mix of charter types (i.e., spot charters, time charters and bareboat charters) under which the vessels may be employed between the periods, and (iv) we believe that it presents useful information to investors.

Pool revenue. The increase in pool revenue is primarily due to the growth of our fleet as six MRs that were delivered under our Newbuilding Program entered the Scorpio Group Pools during 2013, resulting in an increase in pool revenue days for owned vessels of 2,472 days. Additionally, our fleet of time chartered-in vessels grew to an average of 22.9 from 9.2 vessels during the years ended December 31, 2013 and 2012, respectively, resulting in an increase in pool revenue days for time chartered-in vessels of 5,353 days. Pool TCE revenue per day also improved to \$14,246 per day from \$13,098 per day over this same period driven by improved pool results within our MR segment. See below for discussions on operating results for each of our segments.

Voyage revenue (spot market). The differences in voyage revenue and voyage expenses between 2013 and 2012 reflect (i) an overall decrease in voyage days and (ii) a change in the mix of type of voyages.

- During 2013, our owned vessels that were delivered under our Newbuilding Program, *STI Sapphire*, *STI Emerald*, *STI Beryl*, *STI Le Rocher*, *STI Larvotto*, *STI Fontvieille* and *STI Ville*, were employed on short-term time charters that commenced upon delivery from the shipyards for a total of 445 days. These short-term time charters were agreed to at fixed TCE rates where only nominal voyage expenses were incurred for items such as bunker costs (to the first port of loading) and tank cleaning costs prior to each vessel's entrance into the Scorpio Group Pools. In addition, our time chartered-in vessels *Gan-Trust*, *Nave Orion*, *King Douglas*, *Pacific Duchess* and *SN Federica* operated in the spot market for a total of 326 days during that same period.
- During 2012, our owned vessels that were delivered under our Newbuilding Program, *STI Amber*, *STI Topaz*, *STI Ruby*, *STI Garnet* and *STI Onyx* were employed on short-term time charters upon delivery from the shipyards for a total of 414 days. These short term time charters were agreed to at fixed TCE rates where only nominal voyage expenses were incurred for items such as bunker costs (to the first port of loading) and tank cleaning costs prior to each vessel's entrance into the Scorpio Group Pools. Additionally during 2012, our owned vessels, *STI Conqueror*, *STI Matador*, *STI Gladiator*, *STI Coral* and *STI Diamond*, operated in the spot market for a total of 601 days prior to their sales and our time chartered-in vessels, *FPMC P Eagle*, *Pacific Duchess*, *Targale*, *STX Ace 6*, *Freja Lupus*, *Endeavour* and *Valle Bianca*, operated in the spot market for a total of 698 days.
- During 2013 and 2012, the rates on our short-term time charters were higher than rates achieved directly in the spot market, primarily due to the premiums earned on vessels delivered under our Newbuilding Program. These premiums drove the increase in voyage TCE revenue per day between the two periods.

Vessel operating costs. Vessel operating costs for the year ended December 31, 2013 were \$40.2 million, an increase of \$9.9 million, or 32%, from \$30.4 million for the year ended December 31, 2012. This increase was due to an overall increase in operating days for our owned vessels to 5,820 from 3,957 during the years ended December 31, 2013 and 2012, respectively. The increase in operating days was driven by the increase in the average number of owned vessels to 15.9 from 10.8 for the years ended December 31, 2013 and 2012, respectively. The overall increase in operating days was offset by a decrease in vessel operating costs per day to \$6,781 per day from \$7,605 per day for the years ended December 31, 2013 and 2012, respectively. This decrease was driven by the growth in the fleet of MRs delivered under our Newbuilding Program, which realized improved operating performance when compared to our older vessels.

Voyage expenses. Voyage expenses for the year ended December 31, 2013 were \$4.8 million, a decrease of \$16.9 million, or 78%, from \$21.7 million during the year ended December 31, 2012. The decrease was primarily driven by a decrease in the number of days vessels operated in the spot market to 771 days from 1,712 days for the years ended December 31, 2013 and 2012, respectively.

Furthermore, the vessels delivered under our Newbuilding Program in 2013 (*STI Sapphire*, *STI Emerald*, *STI Beryl*, *STI Le Rocher*, *STI Larvotto*, *STI Fontvieille* and *STI Ville*) were employed on short-term time charters (ranging from 45 to 120 days) for a total of 445 days which commenced upon deliveries from the shipyard during the year ended December 31, 2013. These short-term time charters were agreed to at fixed TCE rates, where only nominal voyage expenses were incurred. The vessels delivered under our Newbuilding Program in 2012 were employed on similar short-term time charters for a total of 414 days during the year ended December 31, 2012.

Charterhire. Charterhire expense for the year ended December 31, 2013 was \$115.5 million, an increase of \$71.8 million, or 164%, from \$43.7 million during the year ended December 31, 2012. The increase was the result of an increase in the average number of time chartered-in vessels to 22.9 from 9.2 for the years ended December 31, 2013 and 2012, respectively.

Depreciation. Depreciation expense for the year ended December 31, 2013 was \$23.6 million, an increase of \$8.8 million or 59%, from \$14.8 million during the year ended December 31, 2012. The increase was the result of an increase in the average number of owned vessels to 15.9 from 10.8 for the years ended December 31, 2013 and 2012, respectively, in addition to a change in the mix vessels in our fleet. Both were driven by the deliveries of the first 12 vessels under our Newbuilding Program in 2013 and 2012, offset by the sales of *STI Conqueror*, *STI Matador*, *STI Gladiator*, *STI Diamond* and *STI Coral* in 2012.

General and administrative expenses. General and administrative expenses for the year ended December 31, 2013 were \$25.8 million, an increase of \$14.3 million, or 124%, from \$11.5 million during the year ended December 31, 2012. The increase was driven by a \$9.7 million increase in restricted stock amortization (non-cash) and an overall increase in general and administrative expenses due to the significant growth of the Company.

Write down of vessels held for sale and loss from sales of vessels. Write down of vessels held for sale and loss from sales of vessels for the year ended December 31, 2013 was \$21.2 million, an increase of \$10.8 million, or 104%, from \$10.4 million during the year ended December 31, 2012. Write-down of vessels held for sale for the year ended December 31, 2013 relates to the designation of *Noemi*, *Senatore*, *Venice* and *STI Spirit* as held-for-sale and the corresponding write-down to the lower of their carrying value and fair value less estimated costs to sell at that date.

Loss from sale of vessels for the year ended December 31, 2012 of \$10.4 million was the result of the sales of *STI Conqueror*, *STI Matador*, *STI Gladiator*, *STI Coral* and *STI Diamond* during that period.

Gain on sale of VLGCs. Gain on sale of VLGCs of \$41.4 million during the year ended December 31, 2013 relates to the gain recorded as a result of our investment in Dorian. In November 2013, we contributed our VLGC business, which consisted of 11 VLGC newbuilding contracts and options to construct two additional VLGCs, together with a cash payment of \$1.9 million to Dorian in exchange for newly issued shares representing 30% of Dorian's outstanding shares immediately following the transaction. As of the closing date of the transaction, we paid \$83.1 million in installment payments for the 11 VLGC contracts. A gain of \$41.4 million was recognized at the closing date for the difference between the book value of the assets contributed and the fair value of the consideration received less costs to sell.

Financial expenses. Financial expenses for the year ended December 31, 2013 were \$2.7 million, a decrease of \$5.8 million or 68%, from \$8.5 million during the year ended December 31, 2012. The decrease was primarily driven by a one-time write-off of deferred financing fees of \$3.0 million due to the extension of the availability period on the 2011 Credit Facility during the year ended December 31, 2012. The decrease was also the result of a reduction in interest expense which was driven by an increase in interest capitalized during the year ended December 31, 2013 as a result of the significant growth in our Newbuilding Program.

Financial expenses for the year ended December 31, 2013 consisted of interest expense on our bank loans (\$1.0 million), commitment fees on the undrawn portions of our credit facilities (\$1.4 million) and amortization of loan fees (\$0.3 million).

Financial expenses for the year ended December 31, 2012 consisted of interest expense on our bank loans (\$3.3 million), commitment fees on the undrawn portions of our credit facilities (\$1.0 million), amortization of loan fees (\$1.3 million), and a one-time write-off of deferred financing fees of \$3.0 million due to the extension of the availability period on the 2011 Credit Facility.

Realized gain on derivative financial instruments. Realized gain on derivative financial instruments for the year ended December 31, 2013 was \$3,208, a decrease of \$0.4 million, or 99%, from \$0.4 million from the year ended December 31, 2012. Realized gain on derivative financial instruments relates to earnings from profit and loss sharing agreements with third parties on a time chartered-in vessel and a vessel that was neither owned or operated by us. These agreements expired in October 2013 and January 2013, respectively.

Unrealized gain / (loss) on derivative financial instruments. Unrealized gain on derivative financial instruments for the year ended December 31, 2013 was \$0.6 million, an increase of \$1.8 million, or 146%, from an unrealized loss of \$1.2 million during the year ended December 31, 2012. The unrealized gain / (loss) on derivative financial instruments consisted

of the change in the fair value of our interest rate swaps related to the 2010 Revolving Credit Facility and the change in the fair value of profit and loss sharing agreements with third parties on time chartered-in vessels.

During the year ended December 31, 2013, we recorded an unrealized gain relating to our interest rate swaps of \$0.4 million and an unrealized gain of \$0.2 million related to our profit and loss sharing agreements with third parties on time chartered-in vessels.

During the year ended December 31, 2012, we recognized a one-time expense of \$1.0 million which related to the reclassification from other comprehensive income to the statement of income or loss for the de-designation of hedge accounting on our interest rate swaps relating to the 2010 Revolving Credit Facility in addition to an unrealized loss of \$0.2 million related to our profit and loss sharing agreements with third parties on time chartered-in vessels.

Financial income. Financial income consists of interest earned on our cash balance. Financial income increased \$1.1 million during the year ended December 31, 2013 as a result of an increase in our average cash balance during the year. This was primarily driven by the receipt of net proceeds of \$947.8 million from four separate offerings of common stock.

Share of profit from associate. Share of profit from associate for the year ended December 31, 2013 was \$0.4 million. This relates to our share of Dorian's earnings from the closing date of our investment in Dorian of November 26, 2013 to December 31, 2013.

LR2 segment

The following table summarizes segment loss for our LR2 segment.

LR2 segment In thousands of U.S. dollars	For the year ended December 31,			Percentage
	2013	2012	Change	Change
Vessel revenue	\$ 28,204	\$ 4,541	\$ 23,663	521 %
Vessel operating costs.....	(3,211)	(3,304)	93	3 %
Voyage expenses	—	(25)	25	100 %
Charterhire	(29,341)	(1,287)	(28,054)	(2,180)%
Depreciation.....	(1,750)	(1,735)	(15)	(1)%
General and administrative expenses.....	(154)	(100)	(54)	(54)%
Write down of vessels held for sale	(6,185)	—	(6,185)	N/A
Financial expenses	(847)	(1,086)	239	22 %
Other expenses, net.....	(10)	(11)	1	9 %
Segment loss	<u>\$ (13,294)</u>	<u>\$ (3,007)</u>	<u>\$ (10,287)</u>	<u>(342)%</u>
TCE per revenue day	\$ 12,718	\$ 10,201	\$ 2,517	25 %
Owned vessel operating costs per day	8,203	8,436	233	3 %
Revenue days - owned vessels.....	345	336	9	3 %
Revenue days - time chartered-in vessels	1,873	107	1,766	1,650 %
Owned vessel operating days.....	365	366	(1)	0 %
Average number of owned vessels	1.0	1.0	—	0 %
Average number of time chartered-in vessels.....	5.1	0.3	4.8	1,600 %

Vessel revenue. Vessel revenue for the year ended December 31, 2013 was \$28.2 million, an increase of \$23.7 million, or 521%, from the year ended December 31, 2012. The increase was primarily driven by an increase in owned and time chartered-in revenue days to 2,218 from 443 days during the years ended December 31, 2013 and 2012, respectively. This was the result of growth in our time chartered-in fleet as during the year ended December 31, 2013, we time chartered-in *Khawr Aladid*, *FPMC P Hero*, *FPMC P Ideal*, *Fair Seas*, *Pink Stars*, *Orange Stars*, *Densa Alligator*, *Four Sky* and *Southport* whereas only *Khawr Aladid* was time chartered-in during the year ended December 31, 2012. The increase in revenue was also driven by an increase in revenue per day to \$12,718 per day from \$10,201 per day during the years ended December 31, 2013 and 2012, respectively.

Vessel operating costs. Vessel operating costs for the year ended December 31, 2013 were \$3.2 million, a decrease of \$0.1 million, or 3%, from the year ended December 31, 2012. Operating costs per day relate to our owned LR2 vessel, *STI Spirit*, which improved to \$8,203 per day from \$8,436 per day during the years ended December 31, 2013 and 2012, respectively. This improvement was offset by certain, nominal operating costs incurred on our time chartered-in fleet as a result of the growth to 5.1 vessels from 0.3 vessels during the years ended December 31, 2013 and 2012, respectively.

Charterhire. Charterhire expense for the year ended December 31, 2013 was \$29.3 million, an increase of \$28.1 million or 2,180% from the year ended December 31, 2012. This increase was driven by the delivery of nine time chartered-in vessels during the year ended December 31, 2013 (*Khawr Aladid*, *FPMC P Hero*, *FPMC P Ideal*, *Fair Seas*, *Pink Stars*, *Orange Stars*, *Densa Alligator*, *Four Sky* and *Southport*). During the year ended December 31, 2012, we time chartered-in one vessel (*Khawr Aladid*), on a six month time charter-in agreement that expired in April 2012.

Depreciation. Depreciation expense for the year ended December 31, 2013 was \$1.8 million, which remained consistent from the year ended December 31, 2012.

Write down of vessels held for sale. Write down of vessels held for sale for the year ended December 31, 2013 was \$6.2 million. The write down relates to the re-measurement of *STI Spirit* at the lower of its carrying value and fair value less estimated costs to sell as the vessel was designated as held for sale at December 31, 2013. We sold *STI Spirit* in April 2014 for \$30.2 million.

Financial expenses. Financial expenses for the year ended December 31, 2013 were \$0.8 million, a decrease of \$0.2 million, or 22%, from the year ended December 31, 2012. Financial expenses for the LR2 segment relate to interest expense for our *STI Spirit* Credit Facility, which decreased as a result of a decrease in the outstanding balance under this loan.

Panamax / LR1 segment

The following table summarizes segment profit or loss for our Panamax / LR1 segment.

<i>Panamax/LR1 segment</i> <i>In thousands of U.S. dollars</i>	For the year ended December 31,			Percentage
	2013	2012	Change	Change
Vessel revenue	\$ 41,683	\$ 28,602	\$ 13,081	46 %
Vessel operating costs.....	(14,276)	(14,137)	(139)	(1)%
Voyage expenses	(3,858)	(999)	(2,859)	(286)%
Charterhire	(14,363)	(1,629)	(12,734)	(782)%
Depreciation.....	(7,275)	(7,352)	77	1 %
General and administrative expenses.....	(536)	(495)	(41)	(8)%
Write down of vessels held for sale	(15,002)	—	(15,002)	N/A
Realized gain on derivative financial instruments	3	443	(440)	(99)%
Unrealized gain on derivative financial instruments.....	186	(184)	370	201 %
Segment profit	<u>\$ (13,438)</u>	<u>\$ 4,249</u>	<u>\$ (17,687)</u>	<u>(416)%</u>
TCE per revenue day	\$ 12,599	\$ 14,264	\$ (1,665)	(12)%
Owned vessel operating costs per day	7,756	7,714	(42)	(1)%
Revenue days - owned vessels.....	1,825	1,807	18	1 %
Revenue days - time chartered-in vessels	1,180	129	1,051	815 %
Owned vessel operating days.....	1,825	1,830	(5)	0 %
Average number of owned vessels	5.0	5.0	—	0 %
Average number of time chartered-in vessels.....	3.2	0.4	2.8	700 %

Vessel Revenue. Vessel revenue for the year ended December 31, 2013 was \$41.7 million, an increase of \$13.1 million, or 46%, from the year ended December 31, 2012. The increase in revenue was the result of an increase in the number of revenue days to 3,005 from 1,936 during the years ended December 31, 2013 and 2012, respectively. This was driven by the deliveries of the time-chartered vessels, *FPMC P Eagle*, *Hellespont Promise*, *SN Federica*, *King Douglas* and *SN Azzurra* during the year ended December 31, 2013. We time chartered-in two LR1 vessels, *FPMC P Eagle* and *Hellespont Promise* during the year ended December 31, 2012. The increase in revenue days was offset by a decrease in TCE revenue per day to \$12,599 from \$14,264 during the years ended December 31, 2013 and 2012, respectively.

Vessel operating costs. Vessel operating costs for the year ended December 31, 2013 were \$14.3 million, an increase of \$0.1 million, or 1%, from the year ended December 31, 2012. The increase was driven by a slight increase in operating costs per day to \$7,756 from \$7,714 per day during the years ended December 31, 2013 and 2012, respectively.

Voyage expenses. Voyage expenses for the year ended December 31, 2013 were \$3.9 million, an increase of \$2.9 million, or 286%, from the year ended December 31, 2012. The increase was driven by the time chartered-in vessels, *SN Federica* and *King Douglas*, which operated in the spot market for 187 days during the year ended December 31, 2013. *FPMC P Eagle* operated in the spot market for 48 days during the year ended December 31, 2012.

Charterhire. Charterhire expense for the year ended December 31, 2013 was \$14.4 million, an increase of \$12.7 million, or 782%, from the year ended December 31, 2012. The increase was driven by an increase in the number of time chartered-in days to 1,180 from 129 during the years ended December 31, 2013 and 2012, respectively. This increase was driven by the deliveries of *SN Federica*, *King Douglas* and *SN Azzurra* during the year ended December 31, 2013. In addition, *FPMC P Eagle* and *Hellespont Promise* were time chartered-in for an aggregate of 728 days and 129 days during the years ended December 31, 2013 and 2012, respectively.

Write down of vessels held for sale. Write down of vessels held for sale for the year ended December 31, 2013 was \$15.0 million. The write down represents the re-measurement of *Venice*, *Senatore* and *Noemi* to the lower of their carrying value and fair value less estimated costs to sell as these vessels were designated as held for sale at December 31, 2013. *Noemi* and *Senatore* were sold in March and April 2014, respectively, and *Venice* was sold in March 2015.

Realized and unrealized gains on derivative financial instruments. Realized and unrealized gains on derivative financial instruments for the year ended December 31, 2013 were a net of \$0.2 million, a decrease of \$0.1 million, or 137%, from the year ended December 31, 2012. Realized and unrealized gains and losses on derivative financial instruments related to profit and loss agreements on time chartered-in vessels entered into with third parties. These agreements related to the time chartered-in vessel, *FPMC P Eagle* and an LR1 vessel that was not time chartered-in or operated by the Company and they expired in October 2013 and January 2013, respectively.

MR segment

The following table summarizes segment profit or loss for our MR segment.

<i>MR segment</i> <i>In thousands of U.S. dollars</i>	For the year ended December 31,			Percentage
	2013	2012	Change	Change
Vessel revenue	\$ 101,488	\$ 46,857	\$ 54,631	117 %
Vessel operating costs.....	(20,069)	(7,484)	(12,585)	(168)%
Voyage expenses	(977)	(17,979)	17,002	95 %
Charterhire	(40,753)	(17,593)	(23,160)	(132)%
Depreciation.....	(13,278)	(4,015)	(9,263)	(231)%
Loss from sale of vessels	—	(5,879)	5,879	100 %
General and administrative expenses.....	(1,030)	(398)	(632)	(159)%
Financial income.....	4	6	(2)	(33)%
Other expenses, net.....	(21)	(51)	30	59 %
Segment profit / (loss)	<u>\$ 25,364</u>	<u>\$ (6,536)</u>	<u>\$ 31,900</u>	<u>488 %</u>
TCE per revenue day	\$ 16,546	\$ 12,289	\$ 4,257	35 %
Owned vessel operating costs per day	6,069	6,770	701	10 %
Revenue days - owned vessels.....	3,233	1,067	2,166	203 %
Revenue days - time charter-in vessels.....	2,839	1,283	1,556	121 %
Owned vessel operating days.....	3,265	1,089	2,176	200 %
Average number of owned vessels	8.9	3.0	5.9	197 %
Average number of time chartered-in vessels.....	7.8	3.5	4.3	123 %

Vessel revenue. Vessel revenue for the year ended December 31, 2013 was \$101.5 million, an increase of \$54.6 million, or 117%, from the year ended December 31, 2012. The increase in revenue was the result of an increase in the overall number of revenue days to 6,072 from 2,350 during the years ended December 31, 2013 and 2012, respectively, in addition to an increase in overall TCE revenue to \$16,546 per day from \$12,289 per day.

The increase in revenue days was driven by the deliveries of *STI Sapphire*, *STI Emerald*, *STI Beryl*, *STI Le Rocher*, *STI Larvotto*, *STI Fontvieille* and *STI Ville* during the year ended December 31, 2013 in addition to the deliveries of *STI Amber*, *STI Topaz*, *STI Ruby*, *STI Garnet* and *STI Onyx* during the year ended December 31, 2012, which were employed during the entire year ended December 31, 2013 as compared to a partial period during the year ended December 31, 2012. The increase in revenue days was also driven by an increase in the average number of time chartered-in vessels to 7.8 from 3.5 during the years ended December 31, 2013 and 2012, respectively.

Vessel operating costs. Vessel operating costs for the year ended December 31, 2013 were \$20.1 million, an increase of \$12.6 million, or 168%, from the year ended December 31, 2012. The increase was primarily driven by an increase in the number of operating days to 3,265 from 1,089 days during the years ended December 31, 2013 and 2012,

respectively. The increase in operating days was driven by the deliveries of *STI Sapphire*, *STI Emerald*, *STI Beryl*, *STI Le Rocher*, *STI Larvotto*, *STI Fontvieille* and *STI Ville* during the year ended December 31, 2013. The increase in operating days was offset by the sales of *STI Diamond* and *STI Coral*, which operated for a total of 477 days during the year ended December 31, 2012 prior to their sales.

The increase in operating days was offset by a decrease in daily vessel operating costs of \$701 per day, or 10%, from the year ended December 31, 2012. This was driven by improved operating performance of vessels delivered under our Newbuilding Program, whose daily operating costs were \$6,069 per day during the year ended December 31, 2013. The year ended December 31, 2012 reflects 477 operating days of *STI Diamond* and *STI Coral*, which were sold in August and September 2012, respectively and whose daily operating costs were \$8,166 per day during that period.

Voyage expenses. Voyage expenses for the year ended December 31, 2013 were \$1.0 million, a decrease of \$17.0 million, or 95%, from the year ended December 31, 2012. The year ended December 31, 2013 reflects 583 days of vessels operating in the spot market as compared to 1,541 days during the year ended December 31, 2012. 445 of the 583 spot market revenue days during the year ended December 31, 2013 reflect days where vessels delivered under our Newbuilding Program were employed on short-term time charters (ranging from 45 to 120 days) that commenced upon delivery from the shipyard. These short term time charters were agreed to at fixed TCE rates, where only nominal voyage expenses were incurred. The vessels delivered under our Newbuilding Program in 2012 were employed on similar short-term time charters for 414 days during that period.

Charterhire. Charterhire expense for the year ended December 31, 2013 was \$40.8 million, an increase of \$23.2 million, or 132%, from the year ended December 31, 2012. The increase was the result of an increase in the number of time chartered-in days to 2,839 from 1,283 days during the years ended December 31, 2013 and 2012, respectively. *Pacific Duchess*, *Freja Lupus*, *STX Ace 6*, *Targale*, *Endeavour*, *Valle Bianca*, *USMA*, *Ugale*, *Gan-Trust*, *Nave Orion* and *Gan-Triumph* were chartered-in for all or part of the year ended December 31, 2013 and *Pacific Duchess*, *Targale*, *STX Ace 6*, *Freja Lupus*, *Endeavour* and *Valle Bianca* were chartered-in for all or part of the year ended December 31, 2012.

Depreciation. Depreciation expense for the year ended December 31, 2013 was \$13.3 million, an increase of \$9.3 million, or 231%, from the year ended December 31, 2012. The increase was driven by an increase in the average number of owned MR vessels to 8.9 from 3.0 for the years ended December 31, 2013 and 2012, respectively. This was the result of the deliveries of seven vessels under our Newbuilding Program in 2013 along with five vessels delivered under our Newbuilding Program in the third quarter of 2012. The increase in depreciation expense was offset by the sales of *STI Diamond* and *STI Coral* in August and September 2012, respectively.

Loss from sale of vessels. Loss from sale of vessels during the year ended December 31, 2012 relates to the sales of *STI Diamond* and *STI Coral* in August and September 2012, respectively. We did not sell or have any MR vessels held for sale during the year ended December 31, 2013.

General and administrative expenses. General and administrative expenses for the year ended December 31, 2013 were \$1.0 million, an increase of \$0.6 million, or 159%, from the year ended December 31, 2012. General and administrative expenses for the MR segment primarily consist of administrative fees to SSH. The increase was the result of an increase in the average number of owned vessels to 8.9 from 3.0 during the year ended December 31, 2012.

Handymax Segment

The following table summarizes segment profit or loss for our Handymax segment.

<i>Handymax segment</i> <i>In thousands of U.S. dollars</i>	For the year ended December 31,			Percentage
	2013	2012	Change	Change
Vessel revenue	\$ 36,205	\$ 35,381	\$ 824	2 %
Vessel operating costs.....	(2,648)	(5,428)	2,780	51 %
Voyage expenses	(11)	(2,741)	2,730	100 %
Charterhire	(31,086)	(23,192)	(7,894)	(34)%
Depreciation.....	(1,292)	(1,716)	424	25 %
Loss from sale of vessels	—	(4,525)	4,525	100 %
General and administrative expenses.....	(118)	(195)	77	39 %
Segment profit / (loss)	\$ 1,050	\$ (2,416)	\$ 3,466	143 %
TCE per revenue day	\$ 12,862	\$ 13,069	(207)	(2)%
Owned vessel operating costs per day	6,852	7,594	742	10 %
Revenue days - owned vessels.....	365	657	(292)	(44)%
Revenue days - time chartered-in vessels	2,450	1,841	609	33 %
Owned vessel operating days.....	365	673	(308)	(46)%
Average number of owned vessels	1.0	1.8	(0.8)	(44)%
Average number of time chartered-in vessels.....	6.7	5.0	1.7	34 %

Vessel revenue. Vessel revenue for the year ended December 31, 2013 was \$36.2 million, an increase of \$0.8 million, or 2%, from the year ended December 31, 2012. The increase in revenue was the result of an increase in the overall number of revenue days to 2,815 from 2,498 during the years ended December 31, 2013 and 2012, respectively, offset by a decrease in daily TCE revenue to \$12,862 from \$13,069 per day during those same periods. The increase in revenue days was driven by an increase in the average number of time chartered-in vessels from 6.7 from 5.0 during the years ended December 31, 2013 and 2012, respectively. The increase in the average number of time chartered-in vessels was offset by the sales of *STI Conqueror*, *STI Gladiator*, and *STI Matador* during 2012 which decreased the average number of owned Handymax vessels to 1.0 from 1.8 during the years ended December 31, 2013 and 2012, respectively.

Vessel operating costs. Vessel operating costs for the year ended December 31, 2013 were \$2.6 million, a decrease of \$2.8 million, or 51%, from the year ended December 31, 2012. The decrease was driven by a decrease in the number of operating days to 365 from 673 during the year ended December 31, 2012 which was due to the sales of *STI Conqueror*, *STI Matador*, and *STI Gladiator* during 2012.

Voyage expenses. Nominal voyage expenses were incurred during the year ended December 31, 2013 as compared to \$2.7 million during the year ended December 31, 2012. *STI Conqueror*, *STI Matador*, and *STI Gladiator* operated in the spot market for 124 days during the year ended December 31, 2012 prior to their sales. We did not have any Handymax vessels operating in the spot market during the year ended December 31, 2013.

Charterhire. Charterhire expense for the year ended December 31, 2013 was \$31.1 million, an increase of \$7.9 million or 34% from the year ended December 31, 2012. The increase was driven by an increase in the average number of time chartered-in vessels to 6.7 from 5.0 during the years ended December 31, 2013 and 2012, respectively. During the year ended December 31, 2012, we time chartered-in *Krisjanis Valdemars*, *Kraslava*, *Histria Azure*, *Kazdanga*, *Histria Perla* and *Histria Coral* for all or part of the period. In addition to these vessels and with the exception of *Kazdanga*, we time chartered-in *Jinan*, *Freja Polaris* and *Iver Progress* for all or part of the year ended December 31, 2013.

Depreciation. Depreciation expense for the year ended December 31, 2013 was \$1.3 million, a decrease of \$0.4 million, or 25%, from the year ended December 31, 2012. This decrease was due to the sales of *STI Conqueror*, *STI Matador*, and *STI Gladiator* during 2012.

Loss from sale of vessels. Loss from sale of vessels during the year ended December 31, 2012 relates to the sales of *STI Conqueror*, *STI Matador* and *STI Gladiator* which were sold during 2012. We did not sell or have any Handymax vessels held for sale during the year ended December 31, 2013.

B. Liquidity and Capital Resources

Our primary source of funds for our short-term and long-term liquidity needs will be the cash flows generated from our vessels, which are currently operating in Scorpio Group Pools, in the spot market or on time charter, in addition to availability under our 2013 Credit Facility, KEXIM Credit Facility, K-Sure Credit Facility, credit facilities that we expect to enter into and cash on hand. The Scorpio Group Pools reduce volatility because (i) they aggregate the revenues and expenses of all pool participants and distribute net earnings to the participants based on an agreed upon formula and (ii) some of the vessels in the pool are on time charter. Furthermore, spot charters provide flexibility and allow us to fix vessels at prevailing rates. We believe these cash flows from operations, amounts available for borrowing under our various credit facilities and our cash balance will be sufficient to meet our existing liquidity needs for the next 12 months from the date of this annual report. As of December 31, 2014, our cash balance was \$116.1 million, which was greater than our cash balance of \$78.8 million as of December 31, 2013.

As of December 31, 2014 we had \$420.9 million in availability under our credit facilities (which are described below under Long-Term Debt Obligations and Credit Arrangements). We drew down \$174.4 million from our credit facilities in 2015 as described below:

<u>Credit Facility</u>	<u>Drawdown amount (in millions of U.S. Dollars)</u>	<u>Drawdown date</u>	<u>Collateral</u>
1 K-Sure Credit Facility.....	\$ 19.9	January 2015	STI Gramercy
2 KEXIM Credit Facility	30.3	January 2015	STI Veneto
3 2013 Credit Facility	35.4	January 2015	STI Alexis
4 K-Sure Credit Facility.....	19.5	February 2015	STI Bronx
5 2013 Credit Facility	19.5	March 2015	STI Pontiac
6 K-Sure Credit Facility.....	19.5	March 2015	STI Manhattan
7 K-Sure Credit Facility.....	30.3	March 2015	STI Winnie ⁽¹⁾

(1) Amount drawn on March 26, 2015 to finance the delivery of *STI Winnie*, which is scheduled to be delivered on March 31, 2015.

As of December 31, 2014, our long-term liquidity needs were comprised of our debt repayment obligations for our secured credit facilities, Senior Unsecured Notes Due 2020 and 2017 (defined below), Convertible Notes (defined below), our obligations under construction contracts related to the vessels in our Newbuilding Program, and obligations under our time charter-in arrangements.

Our credit facilities require us to comply with a number of covenants, including financial covenants related to liquidity, consolidated net worth, minimum interest coverage, maximum leverage ratios, loan to value ratios and collateral maintenance; delivery of quarterly and annual financial statements and annual projections; maintenance of adequate insurances; compliance with laws (including environmental); compliance with the Employee Retirement Income and Security Act, or ERISA; maintenance of flag and class of the initial vessels; restrictions on consolidations, mergers or sales of assets; approvals on changes in the manager of the vessels; limitations on liens; limitations on additional indebtedness; prohibitions on paying dividends if a covenant breach or an event of default has occurred or would occur as a result of payment of a dividend; prohibitions on transactions with affiliates; and other customary covenants.

Cash Flows

The table below summarizes our sources and uses of cash for the periods presented:

<i>In thousands of U.S. dollars</i>	<u>For the year ended December 31,</u>		
	<u>2014</u>	<u>2013</u>	<u>2012</u>
Cash flow data			
Net cash inflow/(outflow)			
Operating activities.....	\$ 93,916	\$ (5,655)	\$ (1,928)
Investing activities.....	(1,158,234)	(935,101)	(90,155)
Financing activities.....	1,101,616	932,436	142,415

Cash flow from operating activities

2014 compared to 2013

Operating cash flows are driven by our results of operations along with movements in working capital. Both of these components were driven by our growth during 2014 and 2013. The following table sets forth the components of our operating cash flow for the years ended December 31, 2014 and December 31, 2013:

<i>In thousands of U.S. dollars</i>	For the year ended December 31,			Percentage
	2014	2013	Change	Change
Vessel revenue	\$ 342,807	\$ 207,580	\$ 135,227	65 % ⁽¹⁾
Vessel operating costs	(78,823)	(40,204)	(38,619)	(96)% ⁽¹⁾
Voyage expenses	(7,533)	(4,846)	(2,687)	(55)% ⁽¹⁾
Charterhire	(139,168)	(115,543)	(23,625)	(20)% ⁽¹⁾
General and administrative expenses - cash	(18,403)	(12,646)	(5,757)	(46)% ⁽¹⁾⁽²⁾
Financial expenses - cash	(10,606)	(2,373)	(8,233)	(347)% ⁽¹⁾⁽³⁾
Drydock payments	(1,290)	(1,469)	179	12 %
Change in working capital.....	6,334	(37,199)	43,533	117 % ⁽⁴⁾
Other.....	598	1,045	(447)	43 %
Operating cash flow	<u>\$ 93,916</u>	<u>\$ (5,655)</u>	<u>\$ 99,571</u>	<u>1,761 %</u>

(1) See “Item 5. Operating and Financial Review and Prospects” for information on these variations for the years ended December 31, 2014 and 2013.

(2) Cash general and administrative expenses are general and administrative expenses from our consolidated statement of income or loss excluding the amortization of restricted stock of \$29.7 million and \$13.1 million for the years ended December 31, 2014 and 2013, respectively.

(3) Cash financial expenses are financial expenses from our consolidated statement of income or loss excluding the amortization of deferred financing fees of \$4.8 million and \$0.3 million for the years ended December 31, 2014 and 2013, respectively, and the accretion of our Convertible Notes of \$5.3 million for the year ended December 31, 2014.

(4) The change in working capital in 2014 was primarily driven by growth in accrued expenses and accounts payable which were impacted by the timing of payments to suppliers and growth in accrued interest. The change in working capital in 2013 was primarily driven by growth in accounts receivable which was impacted by the timing of the receipt of payments from the Scorpio Group Pools.

2013 compared to 2012

Net cash outflow from operating activities was \$5.7 million for the year ended December 31, 2013, a decrease of \$3.8 million from a cash outflow of \$1.9 million for the year ended December 31, 2012.

<i>In thousands of U.S. dollars</i>	For the year ended December 31,			Percentage
	2013	2012	Change	Change
Vessel revenue.....	\$ 207,580	\$ 115,381	\$ 92,199	80 % ⁽¹⁾
Vessel operating costs	(40,204)	(30,353)	(9,851)	(32)% ⁽¹⁾
Voyage expenses	(4,846)	(21,744)	16,898	78 % ⁽¹⁾
Charterhire.....	(115,543)	(43,701)	(71,842)	(164)% ⁽¹⁾
General and administrative expenses - cash	(12,646)	(8,046)	(4,600)	(57)% ⁽¹⁾⁽²⁾
Financial expenses - cash	(2,373)	(4,419)	2,046	46 % ⁽¹⁾⁽³⁾
Drydock payments.....	(1,469)	(1,702)	233	14 %
Change in working capital.....	(37,199)	(7,766)	(29,433)	(379)% ⁽⁴⁾
Other.....	1,045	422	623	148 %
Operating cash flow.....	<u>\$ (5,655)</u>	<u>\$ (1,928)</u>	<u>\$ (3,727)</u>	<u>(193)%</u>

(1) See “Item 5. Operating and Financial Review and Prospects” for information on these variations for the years ended December 31, 2013 and 2012.

(2) Cash general and administrative expenses are general and administrative expenses from our consolidated statement of income or loss excluding the amortization of restricted stock of \$13.1 million and \$3.5 million for the years ended December 31, 2013 and 2012, respectively.

(3) Cash financial expenses are financial expenses from our consolidated statement of income or loss excluding the amortization of deferred financing fees of \$0.3 million and \$4.0 million for the years ended December 31, 2013 and 2012, respectively.

(4) The change in working capital in 2013 was primarily driven by growth in accounts receivable which were impacted by the timing of receipt of payments from the Scorpio Group Pools.

Cash flow from investing activities

Net cash outflow from investing activities was \$1,158.2 million for the year ended December 31, 2014, an increase of \$223.1 million from a net cash outflow of \$935.1 million for the year ended December 31, 2013.

Investing activities during the year ended December 31, 2014 consisted of the following:

- \$1,404.6 million of vessel installment payments and other costs for vessels under our Newbuilding Program, consisting of:
 - \$1,097.8 million of final delivery installments and other costs for 41 vessels that were delivered during 2014 and four vessels that were delivered in early January 2015.
 - \$306.8 million of scheduled installment payments and other costs for vessels under construction.
- \$141.7 million receipt of net proceeds on the sale of our seven VLCCs under construction.
- \$72.0 million receipt of aggregate net proceeds on the sales of *Noemi*, *Senatore* and *STI Spirit*.
- \$31.3 million deposit received pursuant to the agreement to purchase four LR2 tankers from Scorpio Bulklers. We received this deposit as a security deposit for the scheduled installment payments on these vessels that are expected to occur prior to the closing date of the sale.

Investing activities during the year ended December 31, 2013 consisted of the following:

- \$767.4 million of vessel installment payments and other costs for vessels under our Newbuilding Program consisting of:
 - \$139.3 million of final installment payments and other costs for seven vessels delivered during 2013.
 - \$611.5 million of scheduled installment payments and other costs for vessels under construction.
- \$167.6 million of payments relating to our investment in Dorian which includes:
 - \$83.1 million of installment payments to the shipyards for the 11 VLGC contracts.
 - \$7.7 million in legal and advisory fees (including commissions paid to SSH as described below in Item 7. Major Shareholders and Related Party Transactions).
 - \$2.3 million cash contribution and other capitalized costs.
 - \$75.0 million investment in Dorian's November 2013 follow-on offering.

Net cash outflow from investing activities was \$935.1 million for the year ended December 31, 2013, an increase of \$844.9 million from a net cash outflow of \$90.2 million for the year ended December 31, 2012.

Investing activities during the year ended December 31, 2012 consisted of:

- \$191.5 million of vessel installment payments and other costs for vessels under our Newbuilding Program consisting of:
 - \$111.9 million of final installment payments and other costs.
 - \$79.6 million of scheduled installment payments and other costs for vessels under construction.
- \$101.3 million receipt of net proceeds for the sales of *STI Conqueror*, *STI Matador*, *STI Gladiator*, *STI Coral* and *STI Diamond*.

Cash flow from financing activities

Net cash inflow from financing activities was \$1,101.6 million for the year ended December 31, 2014 compared to a net cash inflow of \$932.4 million for the year ended December 31, 2013.

Cash inflow from financing activities during the year ended December 31, 2014 consisted of the following:

- \$1,114.3 million of drawdowns from our secured credit facilities which consisted of:
 - \$72.4 million from our 2010 Revolving Credit Facility.

- \$52.0 million from our 2011 Credit Facility.
- \$393.4 million from our 2013 Credit Facility.
- \$197.2 million from our K-Sure Credit Facility.
- \$399.3 million from our KEXIM Credit Facility.
- \$53.8 million receipt of gross proceeds from the issuance of our Senior Notes Due 2020 in May 2014.*
- \$349.0 million receipt of net proceeds from the issuance of our Convertible Notes in June 2014.*
- \$51.8 million receipt of gross proceeds from the issuance of our Senior Notes Due 2017 in November 2014.*
- \$74.7 million of loan repayments, which consisted of:
 - \$22.5 million repayment into our 2010 Revolving Credit Facility as a result of the sales of *Noemi* and *Senatore*.
 - \$21.4 million repayment into the STI Spirit Credit Facility as a result of the sale of *STI Spirit*.
 - \$30.8 million of scheduled principal payments of:
 - \$8.4 million into our 2010 Revolving Credit Facility.
 - \$7.1 million into our 2011 Credit Facility.
 - \$0.4 million into our STI Spirit Credit Facility.
 - \$6.0 million into our Newbuilding Credit Facility.
 - \$8.9 million into our 2013 Credit Facility.
- \$276.3 million of common stock repurchases which includes the purchase of 19,951,536 common shares in the open market at an average price of \$9.09 per share and the purchase of 10,127,600 common shares at \$9.38 per share using a portion of the proceeds of our Convertible Notes (as defined below).
- \$45.7 million of debt issuance costs, which includes costs relating to our secured credit facilities and our Senior Unsecured Notes due 2020 and 2017 (as defined below).
- \$70.5 million of dividend payments.

* Please see “*Long-Term Debt Obligations and Credit Arrangements*” below for further description of our debt agreements.

Cash inflow from financing activities for the year ended December 31, 2013 consisted of the following:

- \$947.8 million of aggregate net proceeds from our registered direct placements of common shares in February, March and May 2013 and an underwritten offering of common shares in August 2013.
- \$52.1 million of drawdowns under our 2011 Credit Facility to partially finance the deliveries of *STI Sapphire*, *STI Emerald* and *STI Beryl*.
- \$28.4 million of scheduled principal payments of:
 - \$17.2 million into our 2010 Revolving Credit Facility.
 - \$6.0 million into our Newbuilding Credit Facility.
 - \$3.5 million into our 2011 Credit Facility.
 - \$1.7 million into our STI Spirit Credit Facility.
- \$24.4 million of dividend payments.
- \$14.7 million of debt issuance costs.

Net cash inflow from financing activities was \$932.4 million for the year ended December 31, 2013 compared to a net cash inflow of \$142.4 million for the year ended December 31, 2012.

Cash inflow from financing activities for the year ended December 31, 2012 consisted of the following:

- \$153.1 million receipt of net proceeds from two registered direct placements of common shares in April and December 2012.
- \$92.0 million of drawdowns under our Newbuilding Credit Facility.
- \$32.2 million of drawdowns under our 2010 Revolving Credit Facility.
- \$129.1 million of principal payments of:
 - \$106.0 million into our 2010 Revolving Credit Facility.
 - \$18.2 million into our 2011 Credit Facility.
 - \$2.8 million into our STI Spirit Credit Facility.
 - \$2.1 million into our Newbuilding Credit Facility.
- \$3.3 million payment of debt issuance costs.
- \$2.4 million of common stock repurchases at an average price of \$5.45 per share.

Long-Term Debt Obligations and Credit Arrangements

The following is a table summarizing our indebtedness as of December 31, 2014 and as of March 30, 2015:

<i>In thousands of U.S. dollars</i>	Amount Outstanding at December 31, 2014	Amount outstanding as of March 30, 2015	Availability as of March 30, 2015
2010 Revolving Credit Facility.....	\$ 41,456	\$ 35,395	— ⁽¹⁾
2011 Credit Facility	108,911	108,911	—
Newbuilding Credit Facility	77,841	77,841	—
2013 Credit Facility	384,523	439,423	74,600 ⁽²⁾
K-Sure Credit Facility.....	197,160	286,360	171,900 ⁽³⁾
KEXIM Credit Facility	399,300	429,600	—
Nomura Term Margin Facility.....	—	30,000	— ⁽⁴⁾
Senior Unsecured Notes.....	105,500	105,500	—
Convertible Notes	360,000	360,000	— ⁽⁵⁾
Total.....	<u>\$ 1,674,691</u>	<u>\$ 1,873,030</u>	<u>\$ 246,500</u>

(1) A repayment of \$6.1 million was made in February 2015 in connection with the sale of *Venice*, which closed in March 2015.

(2) Availability can be used to finance the lesser of 60% of the contract price for a qualifying newbuilding vessel or such vessel's fair market value at the date of drawdown.

(3) Availability can be used to finance the lesser of 60% of the newbuilding contract price and 74% of the fair market value of the relevant vessel specified in the agreement. The amount outstanding as of the date of this report includes a drawdown of \$30.3 million to partially finance the delivery of *STI Winnie*, which is scheduled to be delivered on March 31, 2015.

(4) We entered into a term margin loan facility with Nomura in March 2015 and pledged our 9,392,083 shares in Dorian as collateral. See below for further description of this facility.

(5) As of December 31, 2014, \$56.0 million of this amount has been attributed to the conversion feature of our Convertible Notes and recorded within additional paid in capital on the consolidated balance sheet.

2010 Revolving Credit Facility

On June 2, 2010, we executed a credit facility with Nordea Bank Finland plc, acting through its New York branch, DNB Bank ASA, acting through its New York branch, and ABN AMRO Bank N.V, for a senior secured term loan facility of up to \$150 million. On July 12, 2011, we amended and restated the credit facility to convert it from a term loan to a reducing revolving credit facility. This gave us the ability to pay down and re-borrow from the total available commitments under the loan. Our subsidiaries that own vessels that are collateralized by this loan act as guarantors under the amended and restated credit facility. All terms mentioned are defined in the agreement.

Drawdowns under the credit facility bear interest as follows: (1) through December 29, 2011, at LIBOR plus an applicable margin of 3.00% per annum when our debt to capitalization (total debt plus equity) ratio is equal to or less than 50% and 3.50% per annum when our debt to capitalization ratio is greater than 50%; (2) from December 30, 2011 through September 30, 2013, at LIBOR plus an applicable margin of 3.50% per annum; and (3) from October 1, 2013 and at all times thereafter, at LIBOR plus an applicable margin of 3.25% per annum when our debt to capitalization (total debt plus equity) ratio is equal to or less than 50% and 3.50% per annum when our debt to capitalization ratio is greater than 50%. A commitment fee equal to 40% of the applicable margin is payable on the unused daily portion of the credit facility. The credit facility matures on June 2, 2015 and can only be used to refinance amounts outstanding from the original loan agreement and for general corporate purposes.

The credit facility requires us to comply with a number of covenants, including financial covenants; delivery of quarterly and annual financial statements and annual projections; maintaining adequate insurances; compliance with laws (including environmental); compliance with ERISA ; maintenance of flag and class of the initial vessels; restrictions on consolidations, mergers or sales of assets; approval on changes in the Manager of our initial vessels; limitations on liens; limitations on additional indebtedness; prohibitions on paying dividends if a covenant breach or an event of default has

occurred or would occur as a result of payment of a dividend; prohibitions on transactions with affiliates; and other customary covenants.

The financial covenants include:

- The ratio of net debt to capitalization shall be no greater than 0.60 to 1.00.
- Consolidated tangible net worth (i.e. total shareholders' equity) shall be no less than \$150.0 million plus 25% of cumulative positive net income (on a consolidated basis) for each fiscal quarter from July 1, 2010 going forward and 50% of the value of any new equity issues from July 1, 2010 going forward.
- The ratio of EBITDA to interest expense shall be no less than 1.25 to 1.00 commencing with the fourth fiscal quarter of 2011 until the fourth quarter of 2012, at which point it increased to 1.50 to 1.00 for the first quarter of 2013, 1.75 to 1.00 for the second quarter of 2013 and 2.00 to 1.00 at all times thereafter. Such ratio shall be calculated quarterly on a trailing four quarter basis. In addition, we are restricted from paying dividends until our EBITDA to interest expense ratio is 2.00 to 1.00 or greater. EBITDA, as defined in the loan agreement, excludes non-cash charges such as impairment.
- Consolidated liquidity (cash, cash equivalents, and availability under the 2010 Revolving Credit Facility) needs to be not less than \$25.0 million, of which unrestricted cash and cash equivalents shall be not less than \$15.0 million, until we own, directly or indirectly, more than 15 vessels, at which time the amount increases by \$750,000 per each additional vessel.
- The aggregate fair market value of the collateral vessels shall at all times be no less than 150% of the then aggregate outstanding principal amount of loans under the credit facility.

In January 2014, we drew down \$72.4 million from the 2010 Revolving Credit Facility. In March 2014, we paid \$22.5 million into this facility as a result of the sales of *Noemi* and *Senatore*. As a result of this repayment, the availability of this facility was reduced by such amount and the quarterly reduction was reduced to \$2.1 million from \$3.1 million per quarter. We also wrote-off a total of \$0.2 million of deferred financing fees as part of these debt repayments.

The outstanding balance at December 31, 2014 was \$41.5 million and was fully drawn. As of December 31, 2013, there was no outstanding balance, and there was \$72.4 million available to draw. We were in compliance with the financial covenants relating to this facility as of December 31, 2014.

In March 2015, we repaid \$6.1 million into this facility as part of the sale of *Venice*. As a result of this repayment, the availability of this facility was reduced by such amount and the quarterly reduction was reduced to \$1.8 million from \$2.1 million per quarter.

STI Spirit Credit Facility

On March 9, 2011, we executed a credit facility with DVB Bank SE for a senior secured term loan facility of \$27.3 million for *STI Spirit*, which was acquired in November 2010. The credit facility was drawn down on March 17, 2011 and had a maturity date of March 17, 2018 with repayments over 28 equal quarterly installments and a lump sum payment at maturity. The quarterly installments commenced three months after the drawdown and were calculated using an 18 year amortization profile. Our subsidiary, STI Spirit Shipping Company Limited, which owned the vessel, was the borrower and Scorpio Tankers Inc. was the guarantor.

In April 2014, we sold *STI Spirit* and repaid the outstanding amount due under the STI Spirit Credit Facility of \$21.4 million.

2011 Credit Facility

On May 3, 2011, we executed a credit facility with Nordea Bank Finland plc, acting through its New York branch, DnB NOR Bank ASA, acting through its New York branch, and ABN AMRO Bank N.V., for a senior secured term loan facility of up to \$150.0 million.

Drawdowns under this credit facility were available until January 31, 2014 and bear interest as follows: (1) until December 29, 2011, at LIBOR plus an applicable margin of (i) 2.75% per annum when our debt to capitalization (total debt plus equity) ratio is less than 45%, (ii) 3.00% per annum when our debt to capitalization ratio is greater than or equal to 45% but less than or equal to 50% and (iii) 3.25% when our debt to capitalization ratio is greater than 50%; (2) from December 30,

2011 through September 30, 2013, at LIBOR plus an applicable margin of 3.50% per annum and (3) from October 1, 2013 and at all times thereafter, at LIBOR plus an applicable margin of (i) 3.25% per annum when our debt to capitalization (total debt plus equity) ratio is equal to or less than 50% and (ii) 3.50% per annum when our debt to capitalization ratio is greater than 50%. A commitment fee equal to 40% of the applicable margin was payable on the unused daily portion of the credit facility. The credit facility matures on May 3, 2017 and can only be used to finance up to 50% of the cost of future vessel acquisitions, which vessels would be the collateral for the credit facility.

Borrowings for each vessel financed under this facility represent a separate tranche, with repayment terms dependent on the age of the vessel at acquisition. Each tranche under the credit facility is repayable in equal quarterly installments, with a lump sum payment at maturity, based on a full repayment of such tranche when the vessel to which it relates is 16 years of age. Our subsidiaries, which may at any time, own one or more of our vessels, will act as guarantors under the credit facility.

The credit facility requires us to comply with a number of covenants, including financial covenants; delivery of quarterly and annual financial statements and annual projections; maintaining adequate insurances; compliance with laws (including environmental); compliance with ERISA ; maintenance of flag and class of the initial vessels; restrictions on consolidations, mergers or sales of assets; approvals on changes in the Manager of our initial vessels; limitations on liens; limitations on additional indebtedness; prohibitions on paying dividends if a covenant breach or an event of default has occurred or would occur as a result of payment of a dividend; prohibitions on transactions with affiliates; and other customary covenants.

The financial covenants include:

- The ratio of net debt to capitalization shall be no greater than 0.60 to 1.00.
- Consolidated tangible net worth (i.e. shareholders' equity) shall be no less than \$150.0 million plus 25% of cumulative positive net income (on a consolidated basis) for each fiscal quarter from July 1, 2010 going forward and 50% of the value of any new equity issues from July 1, 2010 going forward.
- The ratio of EBITDA to interest expense shall be no less than 1.25 to 1.00 commencing with the fourth fiscal quarter of 2011 until the fourth quarter of 2012, at which point it increased to 1.50 to 1.00 for the first quarter of 2013, 1.75 to 1.00 for the second quarter of 2013 and 2.00 to 1.00 at all times thereafter. Such ratio shall be calculated quarterly on a trailing four quarter basis. In addition, we are restricted from paying dividends until our EBITDA to interest expense ratio is 2.00 to 1.00 or greater. EBITDA, as defined in the loan agreement, excludes non-cash charges such as impairment.
- Consolidated liquidity (cash, cash equivalents, and availability under the 2010 Revolving Credit Facility) needs to be not less than \$25 million, of which unrestricted cash and cash equivalents shall be not less than \$15.0 million, until we own, directly or indirectly, more than 15 vessels, at which time the amount increases by \$750,000 per each additional vessel.
- The aggregate fair market value of the collateral vessels shall at all times be no less than 150% of the then aggregate outstanding principal amount of loans under the credit facility.

In January 2014, we drew down \$52.0 million from the 2011 Credit Facility. In connection with this drawdown, *STI Duchessa*, *STI Le Rocher* and *STI Larvotto* were provided as collateral under the facility. The outstanding balance at December 31, 2014 and December 31, 2013 was \$108.9 million and \$64.0 million, respectively and the availability under this credit facility expired on January 31, 2014. We were in compliance with the financial covenants relating to this facility as of December 31, 2014.

Newbuilding Credit Facility

On December 21, 2011, we executed a credit facility agreement with Credit Agricole Corporate and Investment Bank and Skandinaviska Enskilda Banken AB for a senior secured term loan facility of up to \$92.0 million. During the year ended December 31, 2012, we drew down an aggregate of \$92.0 million from this facility to partially finance the deliveries of *STI Amber*, *STI Topaz*, *STI Ruby* and *STI Garnet* (\$23.0 million per vessel). These vessels are owned individually by certain of our subsidiaries, who together are the borrowers under this credit facility, and Scorpio Tankers Inc. is the guarantor. Borrowings under the credit facility bear interest at LIBOR plus an applicable margin of 2.70% per annum. A commitment fee equal to 1.10% per annum was payable on the unused daily portion of the credit facility, and the facility was fully drawn as of December 31, 2012. All terms mentioned in this section are defined in the agreement.

The facility is separated into four tranches (one per each vessel) and repayment of the tranche relating to the respective vessel commenced after delivery of that vessel in quarterly installments of \$375,000, which equates to a repayment profile of 15.33 years. Each tranche is scheduled to mature approximately seven years after delivery of the relevant vessel from the shipyard.

The credit facility requires us to comply with a number of covenants, including financial covenants; delivery of quarterly and annual financial statements and annual projections; maintaining adequate insurances; compliance with laws (including environmental); compliance with ERISA; maintenance of flag and class of the initial vessels; restrictions on consolidations, mergers or sales of assets; approvals on changes in the Manager of our initial vessels; limitations on liens; limitations on additional indebtedness; prohibitions on paying dividends if a covenant breach or an event of default has occurred or would occur as a result of payment of a dividend; prohibitions on transactions with affiliates; and other customary covenants.

The financial covenants include:

- The ratio of net debt to capitalization shall be no greater than 0.60 to 1.00.
- Consolidated tangible net worth (i.e. shareholders equity) shall be no less than \$150.0 million plus 25% of cumulative positive net income (on a consolidated basis) for each fiscal quarter from July 1, 2010 going forward and 50% of the value of any new equity issues from July 2, 2010 going forward.
- The ratio of EBITDA to interest expense shall be no less than 2.00 to 1.00 commencing with the third fiscal quarter of 2011 until the fourth quarter of 2012, and 2.50 to 1.00 for all times thereafter. Such ratio shall be calculated quarterly on a trailing four quarter basis. EBITDA, as defined in the loan agreement, excludes non-cash charges such as impairment.
- Unrestricted cash and cash equivalents shall at all times be no less than \$15.0 million, until we own, directly or indirectly, more than 15 vessels, at which time the amount increases by \$750,000 per each additional vessel.
- The aggregate fair market value of the collateral vessels shall at all times be no less than 140% (120% if the vessel is subject to acceptable long term employment) of the aggregate principal amount outstanding plus a pro rata amount of any allocable swap exposure for the credit facility.

In March 2014, we converted the Newbuilding Credit Facility from a term loan to a reducing revolving credit facility. This gives us the ability to draw down and repay the available commitments under the facility when needed. All other terms and definitions remain unchanged. The amount available is reduced by \$1.5 million each quarter until the maturity date in June 2019. This transaction has been accounted for as a debt modification and accordingly, no deferred financing fees were written off.

The amount outstanding under this facility was \$77.8 million and was fully drawn as of December 31, 2014. The outstanding balance at December 31, 2013 was \$83.8 million. We were in compliance with the financial covenants relating to this facility as of December 31, 2014.

2013 Credit Facility

On July 2, 2013, we entered into a senior secured revolving credit facility and term loan facility with Nordea Bank Finland plc and the other lenders named therein of up to \$525.0 million to finance the acquisition of the Firm Vessels (defined below), the Option Vessels (defined below) and certain other vessels and for general corporate purposes, including working capital. This credit facility is secured by, among other things, a first-priority cross-collateralized mortgage on certain vessels for which we have entered into newbuilding contracts, or the Firm Vessels, and certain vessels for which we have exercised construction options, or the Option Vessels, and together with the Firm Vessels, the Collateral Vessels. Our subsidiaries that own the Collateral Vessels act as joint and several guarantors under our 2013 Credit Facility. We refer to this credit facility as our 2013 Credit Facility.

Our 2013 Credit Facility consists of a \$260.0 million delayed draw term loan facility to finance the acquisition of the Firm Vessels and a \$265.0 million revolving credit facility (which was later reduced to \$262.9 million as described below) to finance the acquisition of the Option Vessels and certain other vessels built on January 1, 2012 or later, and for general corporate purposes, including working capital.

Drawdowns of the term loan may occur in connection with the delivery of a Firm Vessel in an amount equal to the lesser of 60% of (i) the contract price for such vessel or (ii) such vessel's fair market value. Drawdowns of the revolving

credit facility may occur in connection with the delivery of an Option Vessel and are also capped at the lesser of 60% of (i) the contract price for such vessel or (ii) such vessel's fair market value, with such amount, once drawn, available on a revolving basis. Drawdowns under the term loan are available until the earlier of the delivery of each Firm Vessel and January 31, 2015 and drawdowns under the revolving loan are available until July 31, 2015 and bear interest at LIBOR plus an applicable margin of 3.50%.

The term loan is repayable and the revolving loans reduced, in each case, in an amount equal to 1/60th of such loan on a consecutive quarterly basis until final maturity on the sixth anniversary of the facility. In addition to restrictions imposed upon the owners of the Collateral Vessels (such as, limitations on liens and limitations on the incurrence of additional indebtedness), our 2013 Credit Facility includes financial covenants that require us to maintain:

- The ratio of net debt to total capitalization no greater than 0.60 to 1.00.
- Consolidated tangible net worth no less than (i) \$150.0 million plus 25% of cumulative positive net income (on a consolidated basis) for each fiscal quarter beginning on July 1, 2010 and (ii) 50% of the value of any new equity issues from July 1, 2010 going forward.
- The ratio of EBITDA to net interest expense greater than 2.00 to 1.00 through December 31, 2013 and 2.50 to 1.00 thereafter.
- Minimum liquidity of not less than the greater of \$25.0 million or 5% of total indebtedness.
- The aggregate fair market value of the Collateral Vessels shall at all times be no less than 140% of the then aggregate outstanding principal amount of loans under the credit facility.

In November 2014, we signed a First Amending Agreement to the 2013 Credit Facility to replace four Option Vessels with two LR2 product tankers that were under construction. As a result of this agreement, the availability under the revolving credit facility was reduced by \$2.1 million to \$262.9 million.

We made the following drawdowns from our 2013 Credit Facility during the year ended December 31, 2014 and through March 30, 2015.

<u>Drawdown amount</u> <u>(In millions of U.S. Dollars)</u>	<u>Drawdown date</u>	<u>Collateral</u>
\$ 20.5	February 2014	STI Opera
21.8	February 2014	STI Fontvieille
21.8	February 2014	STI Ville
20.5	March 2014	STI Texas City
19.3	May 2014	STI Meraux
19.3	June 2014	STI San Antonio
19.8	June 2014	STI Virtus
19.5	June 2014	STI Venere
19.8	July 2014	STI Aqua
19.8	August 2014	STI Dama
19.5	August 2014	STI Mythos
19.5	August 2014	STI Benicia
19.8	September 2014	STI Regina
19.5	September 2014	STI St. Charles
19.5	October 2014	STI Yorkville
18.0	October 2014	STI Wembley
20.5	November 2014	STI Milwaukee
19.5	December 2014	STI Battery
35.4	December 2014	STI Rose ⁽¹⁾
35.4	January 2015	STI Alexis
19.5	March 2015	STI Pontiac

(1) Delivered in January 2015.

The outstanding balance at December 31, 2014 was \$384.5 million and there was \$129.5 million available for drawdown which can be used to finance the lesser of 60% of the contract price for a qualifying newbuilding vessel and such vessel's fair market value at the date of drawdown. There was no outstanding balance at December 31, 2013. We were in compliance with the financial covenants relating to this facility as of December 31, 2014.

K-Sure Credit Facility

In February 2014, we entered into a \$458.3 million senior secured term loan facility which consists of a \$358.3 million tranche with a group of financial institutions that is being 95% covered by Korea Trade Insurance Corporation (the "K-Sure Tranche") and a \$100.0 million commercial tranche with a group of financial institutions led by DNB Bank SA (the "Commercial Tranche"). We refer to this credit facility as our K-Sure Credit Facility.

Drawdowns under the K-Sure Credit Facility may occur in connection with the delivery of certain of our newbuilding vessels as specified in the agreement. The amount of each drawdown shall not exceed the lesser of 60% of the newbuilding contract price and 74% of the fair market value of the relevant vessel. Drawdowns are available until the earlier of (i) the delivery date of the last vessel specified in the agreement to be acquired (ii) September 30, 2015 and (iii) the date on which the total commitments under the loan are fully borrowed, cancelled or terminated.

Repayments will be made in equal consecutive six month repayment installments in accordance with a 15 year repayment profile under the Commercial Tranche and a 12 year repayment profile under the K-Sure Tranche. Repayments will commence in July 2015 for the K-Sure Tranche and six months after the delivery of the last vessel to be acquired for the Commercial Tranche. The Commercial Tranche matures on the sixth anniversary of the delivery date of the last vessel to be acquired and the K-Sure Tranche matures in January 2027 assuming the Commercial Tranche is refinanced through that date.

Borrowings under the K-Sure tranche bear interest at LIBOR plus an applicable margin of 2.25%. Borrowings under the Commercial Tranche bear interest at LIBOR plus an applicable margin of 3.25% from the effective date of the agreement to the fifth anniversary thereof and 3.75% thereafter until the maturity date in respect of the Commercial Tranche. A commitment fee equal to 40% of the applicable margin is payable on the unused daily portion of the credit facility.

In addition to restrictions imposed upon the owners of the vessels that are collateralized under this credit facility (such as, limitations on liens and limitations on the incurrence of additional indebtedness), our K-Sure Credit Facility includes financial covenants that require us to maintain:

- The ratio of net debt to total capitalization no greater than 0.60 to 1.00.
- Consolidated tangible net worth no less than \$677.3 million plus (i) 25% of cumulative positive net income (on a consolidated basis) for each fiscal quarter commencing on or after October 1, 2013 and (ii) 50% of the value of any new equity issues occurring on or after October 1, 2013.
- The ratio of EBITDA to net interest expense greater than 2.50 to 1.00 calculated on a trailing four quarter basis.
- Minimum liquidity of not less than the greater of \$25.0 million or 5% of total indebtedness.
- The aggregate fair market value of the vessels provided as collateral under the facility shall at all times be no less than 135% of the then aggregate outstanding principal amount of loans under the credit facility.

We made the following drawdowns from our K-Sure Credit Facility during the year ended December 31, 2014 and through March 30, 2015:

<u>Drawdown amount</u> <u>(In millions of U.S. Dollars)</u>	<u>Drawdown date</u>	<u>Collateral</u>
\$ 19.8	June 2014	STI Lexington
19.8	June 2014	STI Chelsea
19.8	July 2014	STI Powai
19.8	August 2014	STI Olivia
20.4	October 2014	STI Mayfair
18.9	October 2014	STI Battersea
19.9	December 2014	STI Soho
20.4	December 2014	STI Tribeca ⁽¹⁾
19.2	December 2014	STI Hammersmith ⁽¹⁾
19.2	December 2014	STI Rotherhithe ⁽¹⁾
19.9	January 2015	STI Gramercy
19.5	February 2015	STI Bronx
19.5	March 2015	STI Manhattan
30.3	March 2015	STI Winnie ⁽²⁾

(1) Delivered in January 2015.

(2) Amount drawn on March 26, 2015 to finance the delivery of *STI Winnie*, which is scheduled to be delivered on March 31, 2015.

The outstanding balance at December 31, 2014 was \$197.2 million and there was \$261.1 million available for drawdown, which can be used to finance the lesser of 60% of the contract price for a specified newbuilding vessel or 74% of such vessel's fair value. We were in compliance with the financial covenants relating to this facility as of December 31, 2014.

KEXIM Credit Facility

In February 2014, we executed a senior secured term loan facility for \$429.6 million, or the KEXIM Credit Facility, with a group of financial institutions led by DNB Bank ASA and Skandinaviska Enskilda Banken AB (publ) and from the Export-Import Bank of Korea or KEXIM, a statutory juridical entity established under The Export-Import Bank of Korea Act of 1969, as amended, in the Republic of Korea. This KEXIM Credit Facility includes commitments from KEXIM of up to \$300.6 million (the "KEXIM Tranche") and a group of financial institutions led by DNB Bank ASA and Skandinaviska Enskilda Banken AB (publ) of up to \$129.0 million (the "Commercial Tranche").

Drawdowns under the KEXIM Credit Facility may occur in connection with the delivery of 18 of our newbuilding vessels as specified in the loan agreement. The amount of each drawdown shall not exceed the lesser of 60% of the newbuilding contract price and 74% of the fair market value of the relevant vessel. Drawdowns are available until the earlier of (i) the delivery date of the last vessel specified in the agreement to be acquired, (ii) March 31, 2015 and (iii) the date on which the total commitments under the loan are fully borrowed, cancelled or terminated.

Repayments will be made in equal consecutive semi-annual repayment installments in accordance with a 15 year repayment profile under the Commercial Tranche and a 12 year repayment profile under the KEXIM Tranche. Repayments will commence on the next semi-annual date falling after the weighted average delivery date of the vessels specified under the facility for the KEXIM Tranche and on the next semi-annual date falling after the final delivery date of the vessels specified under the facility for the Commercial Tranche.

The Commercial Tranche matures on the sixth anniversary of the delivery date of the last vessel specified under the loan and the KEXIM Tranche matures on the twelfth anniversary of the weighted average delivery date of the vessels specified under the loan assuming the Commercial Tranche is refinanced through that date.

Borrowings under the KEXIM Tranche bear interest at LIBOR plus an applicable margin of 3.25%. Borrowings under the Commercial Tranche bear interest at LIBOR plus an applicable margin of 3.25% from the effective date of the agreement to the fifth anniversary thereof and 3.75% thereafter until the maturity date in respect of the Commercial Tranche. A commitment fee equal to 40% of the applicable margin is payable on the unused daily portion of the credit facility.

In addition to restrictions imposed upon the owners of the vessels that are collateralized under this credit facility (such as, limitations on liens and limitations on the incurrence of additional indebtedness), our KEXIM Credit Facility includes financial covenants that require us to maintain:

- The ratio of net debt to total capitalization no greater than 0.60 to 1.00.
- Consolidated tangible net worth no less than \$677.3 million plus (i) 25% of cumulative positive net income (on a consolidated basis) for each fiscal quarter commencing on or after October 1, 2013 and (ii) 50% of the value of any new equity issues occurring on or after October 1, 2013.
- The ratio of EBITDA to net interest expense greater than 2.50 to 1.00 calculated on a trailing four quarter basis.
- Minimum liquidity of not less than the greater of \$25.0 million or 5% of total indebtedness.
- The aggregate fair market value of the vessels provided as collateral under the facility shall at all times be no less than 135% of the then aggregate outstanding principal amount of loans under the credit facility.

In addition to KEXIM's commitment of up to \$300.6 million, KEXIM also provided an optional guarantee for a five year amortizing note of \$125.25 million, the proceeds of which reduce the \$300.6 million KEXIM Tranche. These notes were issued on July 18, 2014 when Seven and Seven Ltd., an exempted company incorporated with limited liability under the laws of the Cayman Islands (the "Issuer"), completed an offering of \$125,250,000 in aggregate principal amount of floating rate guaranteed notes due 2019 (the "KEXIM Notes") in a private offering to qualified institutional buyers pursuant to the Securities Act and in offshore transactions complying with Regulation S under the Securities Act. The KEXIM Notes were issued in connection with the KEXIM Tranche and reduced KEXIM's funding obligations and our borrowing costs under the KEXIM Tranche by 1.55% per year. Seven and Seven Ltd. is an unaffiliated company that was incorporated for the purpose of facilitating this transaction and servicing the bonds until maturity.

Payment of 100% of all regularly scheduled installments of principal of, and interest on, the KEXIM Notes are guaranteed by KEXIM. The vessels in the loan are the collateral for the KEXIM Credit Facility, which includes the KEXIM Notes.

The KEXIM Notes are currently listed to the Singapore Exchange Securities Trading Limited (the "SGX-ST"). The KEXIM Notes are not listed on any other securities exchange, listing authority or quotation system.

We made the following drawdowns from our KEXIM Credit Facility during the year ended December 31, 2014 and through March 30, 2015.

Drawdown amount (In millions of U.S. Dollars)	Drawdown date	Collateral
\$ 18.8	June 2014	STI Comandante
18.8	June 2014	STI Brixton
18.8	July 2014	STI Pimlico
30.3	July 2014	STI Elysees
30.3	August 2014	STI Madison
18.8	September 2014	STI Hackney
19.0	September 2014	STI Acton
18.8	September 2014	STI Fulham
30.3	September 2014	STI Park
29.7	September 2014	STI Orchard
18.8	September 2014	STI Camden
30.3	November 2014	STI Sloane
29.7	November 2014	STI Broadway
19.0	November 2014	STI Finchley
30.3	November 2014	STI Condotti
19.0	November 2014	STI Clapham
19.0	November 2014	STI Poplar
30.3	January 2015	STI Veneto

The outstanding balance under the KEXIM Credit Facility (which includes the KEXIM Notes) at December 31, 2014 was \$399.3 million, and there was \$30.3 million available to draw, which can be used to finance the lesser of 60% of the contract price for a specified newbuilding vessel or 74% of such vessels fair market value. We were in compliance with the financial covenants relating to this facility as of December 31, 2014.

\$52.0 Million Loan Facility and \$61.2 Million Loan Facility

In March 2015, we received commitments from two European financial institutions for two separate loan facilities of up to \$113.2 million in aggregate to partially finance the purchase of four LR2 product tankers from Scorpio Bulkers, a related party, that was announced in December 2014.

The first proposed facility is a \$52.0 million loan facility that will be used to finance a portion of the purchase price of two LR2 product tankers currently under construction at DHSC with expected deliveries in the first quarter of 2016 and the second quarter of 2016. This loan facility has a final maturity of seven years from the date of signing and bears interest at LIBOR plus a margin of 1.95% per annum.

The second proposed facility is a \$61.2 million loan facility that will be used to finance a portion of the purchase price of two LR2 product tankers currently under construction at SSME with expected deliveries in the third quarter of 2016 and the fourth quarter of 2016. This loan facility has a final maturity of five years from the date of delivery of each vessel and bears interest at LIBOR plus a margin ranging between 1.95% and 2.40% per annum (depending on the advance ratio).

These loan facilities are subject to customary conditions precedent and the execution of definitive documentation.

\$30.0 Million Term Margin Loan Facility

In March 2015, we entered into a term margin loan facility with Nomura for up to \$30.0 million. The 9,392,083 shares that we own in Dorian have been pledged as collateral under this facility, and we are subject to certain covenants, including a loan to value ratio based on the amount outstanding and the market value of the shares that are collateral. Interest on the facility is LIBOR plus 4.50% per annum and the facility matures in March 2016, which can be extended to March 2017 at Nomura's option, at which time a balloon payment will be due. The outstanding balance was \$30.0 million as of March 30, 2015, and the facility was fully drawn.

Unsecured Senior Notes Due 2020

On May 12, 2014, we issued \$50.0 million in aggregate principal amount of 6.75% Senior Notes due May 2020, or our Senior Notes Due 2020, and on June 9, 2014, we issued an additional \$3.75 million aggregate principal amount of Senior Notes Due 2020 when the underwriters partially exercised their option to purchase additional Senior Notes Due 2020 on the same terms and conditions. The net proceeds from the issuance of the Senior Notes Due 2020 were \$51.8 million after deducting the underwriters' discounts, commissions and offering expenses.

The Senior Notes Due 2020 bear interest at the rate of 6.75% per year, payable quarterly in arrears on the 15th day of February, May, August and November of each year, commencing on August 15, 2014. The Senior Notes Due 2020 are redeemable at our option, in whole or in part, at any time on or after May 15, 2017 at a redemption price equal to 100% of the principal amount to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date.

The Senior Notes Due 2020 are our senior unsecured obligations and rank equally with all of our existing and future senior unsecured and unsubordinated debt and are effectively subordinated to our existing and future secured debt, to the extent of the value of the assets securing such debt, and will be structurally subordinated to all existing and future debt and other liabilities of our subsidiaries. No sinking fund is provided for the Senior Notes Due 2020. The Senior Notes Due 2020 were issued in minimum denominations of \$25.00 and integral multiples of \$25.00 in excess thereof and are listed on the NYSE under the symbol "SBNA."

The Senior Notes Due 2020 require us to comply with certain covenants, including financial covenants; restrictions on consolidations, mergers or sales of assets and prohibitions on paying dividends or returning capital to equity holders if a covenant breach or an event of default has occurred or would occur as a result of such payment. If we undergo a change of control, holders may require us to repurchase for cash all or any portion of their notes at a change of control repurchase price equal to 101% of the principal amount of the notes to be repurchased, plus accrued and unpaid interest to, but excluding, the change of control purchase date.

The financial covenants under our Senior Notes Due 2020 include:

- Net borrowings shall not equal or exceed 70% of total assets.
- Net worth shall always exceed \$650.0 million.

The outstanding balance at December 31, 2014 was \$53.75 million, and we were in compliance with the financial covenants relating to the Senior Notes Due 2020 as of that date.

Convertible Senior Notes Due 2019

In June 2014, we issued \$360.0 million in aggregate principal amount of convertible senior notes due 2019, or Convertible Notes, in a private offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act. This amount includes the full exercise of the initial purchasers' option to purchase an additional \$60.0 million in aggregate principal amount of the Convertible Notes in connection with the offering. The net proceeds we received from the issuance of the Convertible Notes after the exercise of the initial purchasers' option to purchase additional Convertible Notes were \$349.0 million after deducting the initial purchasers' discounts, commissions and offering expenses of \$11.0 million. We used a portion of the net proceeds to repurchase \$95.0 million of our common stock, or 10,127,600 shares, at \$9.38 per share in a privately negotiated transaction.

The Convertible Notes bear interest at a rate of 2.375% per annum, and are payable semi-annually in arrears on January 1 and July 1 of each year beginning on January 1, 2015. The Convertible Notes will mature on July 1, 2019, unless earlier converted, redeemed or repurchased. The Convertible Notes are convertible in certain circumstances and during certain periods at an initial conversion rate of 82.0075 shares of common stock per \$1,000 (which represents an initial conversion price of approximately \$12.19 per share of common stock), subject to adjustment in certain circumstances as set forth in the indenture governing the Convertible Notes.

Holders may convert their notes at their option at any time prior to the close of business on the business day immediately preceding January 1, 2019 only under the following circumstances:

- during any calendar quarter commencing after the calendar quarter ending on September 30, 2014 (and only during such calendar quarter), if the last reported sale price of the common stock for at least 15 trading days (whether or not consecutive) during a period of 25 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day;
- during the five business day period after any five consecutive trading day period (the "measurement period") in which the trading price (as defined below) per \$1,000 principal amount of Convertible Notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of our common stock and the conversion rate on each such trading day;
- if the Company calls any or all of the Convertible Notes for redemption, at any time prior to the close of business on the scheduled trading day immediately preceding the redemption date; or
- upon the occurrence of specified corporate events.

We may not redeem the Convertible Notes prior to July 6, 2017. We may redeem for cash all or any portion of the notes, at our option, on or after July 6, 2017 if the last reported sale price of our common stock has been at least 130% of the conversion price then in effect for at least 15 trading days (whether or not consecutive) during any 25 consecutive trading day period (including the last trading day of such period) ending on, and including, the trading day immediately preceding the date on which we provide notice of redemption at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date. No sinking fund is provided for the Convertible Notes.

The Convertible Notes require us to comply with certain covenants such as restrictions on consolidations, mergers or sales of assets. Additionally, if we undergo a fundamental change, holders may require us to repurchase for cash all or any portion of their notes at a fundamental change repurchase price equal to 100% of the principal amount of the notes to be repurchased, plus accrued and unpaid interest to, but excluding, the fundamental change repurchase date.

We determined the initial carrying value of the liability component of the Convertible Notes to be \$298.7 million based on the fair value of a similar liability that does not have any associated conversion feature. We used our Senior Notes Due 2020 issued in May 2014 as the basis for this determination. The difference between the fair value of the liability

component and the face value of the Convertible Notes will be amortized over the term of the Convertible Notes under the effective interest method and recorded as part of financial expenses. The residual value of \$61.3 million (the conversion feature) has been recorded to additional paid-in capital. The carrying value of the liability component of the Convertible Notes was \$304.0 million as of December 31, 2014.

The conversion rate of the Convertible Notes is subject to change upon the issuance of a dividend. The table below details the dividends issued during 2014 and 2015 and their corresponding effect to the conversion rate of the Convertible Notes. The conversion rate was 84.0184 and 85.2216 as of December 31, 2014 and March 30, 2015, respectively.

<u>Date</u>	<u>Dividends per share</u>	<u>Adjusted conversion rate ⁽¹⁾</u>
August 22, 2014	\$ 0.10	82.8556
November 25, 2014	\$ 0.12	84.0184
March 13, 2015	\$ 0.12	85.2216

(1) Per \$1,000 principal amount of the Convertible Notes.

Unsecured Senior Notes Due 2017

On October 31, 2014, we issued \$45.0 million aggregate principal amount of 7.50% Unsecured Senior Notes due October 15, 2017 (the “Senior Notes Due 2017”) and on November 17, 2014, we issued an additional \$6.75 million aggregate principal amount of Senior Notes Due 2017 when the underwriters exercised their option to purchase additional Senior Notes Due 2017 on the same terms and conditions. The net proceeds from the issuance of the Senior Notes Due 2017 were approximately \$49.9 million after deducting the underwriters’ discounts, commissions and offering expenses.

All terms mentioned are defined in the indenture.

The Senior Notes Due 2017 bear interest at the rate of 7.50% per year, payable quarterly in arrears on the 15th day of January, April, July and October of each year, commencing on January 15, 2015. The Senior Notes Due 2017 are redeemable at our option, in whole but not in part, at any time at our option, at a redemption price equal to 100% of the principal amount to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date.

The Senior Notes Due 2017 are our senior unsecured obligations and rank equally with all of our existing and future senior unsecured and unsubordinated debt. The Senior Notes Due 2017 are effectively subordinated to our existing and future secured debt, to the extent of the value of the assets securing such debt, and structurally subordinated to all existing and future debt and other liabilities of our subsidiaries. The Senior Notes Due 2017 were issued in minimum denominations of \$25.00 and integral multiples of \$25.00 in excess thereof and are listed on the NYSE under the symbol “SBNB.”

The Senior Notes Due 2017 require us to comply with certain covenants, including financial covenants; restrictions on consolidations, mergers or sales of assets and prohibitions on paying dividends or returning capital to equity holders if a covenant breach or an event of default has occurred or would occur as a result of such payment. If we undergo a change of control, holders may require us to repurchase for cash all or any portion of their notes at a change of control repurchase price equal to 101% of the principal amount of the notes to be repurchased, plus accrued and unpaid interest to, but excluding, the change of control purchase date.

The financial covenants include:

- Net borrowings shall not equal or exceed 70% of total assets.
- Net worth shall always exceed \$650.0 million.

The outstanding balance was \$51.75 million as of December 31, 2014 and we were in compliance with the financial covenants relating to the Senior Notes Due 2017 as of that date.

Derivative Contracts

Interest Rate Swaps

In August 2011, we entered into six interest rate swap agreements with three different banks to manage the interest costs and the risk associated with changing interest rates on our 2010 Revolving Credit Facility and 2011 Credit Facility. The notional amount of the swaps relating to the 2010 Revolving Credit Facility was \$51.0 million with an average fixed rate of

1.27% starting on July 2, 2012 and expiring on June 2, 2015. The notional amount of the swaps relating to the 2011 Credit Facility was \$24.0 million with an average fixed rate of 1.30% and expiring on June 30, 2015. The following activity has occurred since August 2011:

- In September 2012, in conjunction with the sales of *STI Coral* and *STI Diamond*, we reduced the notional amount on the interest rate swaps relating to the 2011 Credit facility to \$15.0 million from \$24.0 million.
- In December 2012, we de-designated the hedge relationship of the interest rate swaps related to the 2010 Revolving Credit Facility prospectively and reclassified all amounts accumulated in other comprehensive income (\$1.0 million) to the statement of profit or loss for the year ended December 31, 2012 as a component of Financial Expenses.
- In January 2014, we agreed to sell *Noemi* and *Senatore*. As part of these sales and related debt repayments into our 2010 Revolving Credit Facility, we reduced the notional amount of the swaps relating to the 2010 Revolving Credit Facility from \$51.0 million to \$30.0 million.
- In March 2015, we sold *Venice* and the sales of *STI Harmony* and *STI Heritage* are scheduled to close in April 2015. As part of these sales and related debt repayments into our 2010 Revolving Credit Facility, we terminated the swaps relating to the 2010 Revolving Credit Facility and recorded a realized loss of \$0.1 million.

The interest rate swaps relating to the 2011 Credit Facility continue to qualify for hedge accounting. Hedge effectiveness is measured quarterly. Accordingly, changes in their fair value, which the hedge is deemed to be effective, are recognized directly in other comprehensive income. Changes in their fair value for any portion deemed to be ineffective are recognized in the consolidated statement of income or loss. The fair market value of the interest rate swaps relating to both the 2010 Revolving Credit Facility and 2011 Credit Facility at December 31, 2014 and December 31, 2013 was a liability of \$0.2 million and \$0.9 million, respectively.

Profit or loss sharing agreements

In July 2012, we entered into a profit or loss sharing arrangement on the earnings of an LR1 vessel that was not owned or operated by us. Under the agreement, 50% of the profits and losses on this vessel were shared with the counterparty. The counterparty to this agreement was time chartering-in this vessel for a period of six months at \$12,750 per day and this agreement expired in January 2013.

In September 2012, we took delivery of an LR1, *FPMC P Eagle*, on a time charter-in arrangement for one year at \$12,800 per day. We also entered into a profit and loss sharing arrangement whereby 50% of the profits and losses relating to this vessel above or below the charterhire rate were shared with a third party that neither owns nor operates this vessel and this agreement expired in October 2013.

These agreements have been treated as derivatives, recorded at fair value with any resultant gain or loss recognized in the statement of income or loss. Changes in fair value are recorded as unrealized gains and losses on derivative financial instruments and actual earnings are recorded as realized gains or losses on derivative financial instruments, within the consolidated statement of income or loss. The fair value of these instruments was determined by comparing published time charter rates to the charterhire rate and discounting those cash flows to their estimated present value.

For the year ended December 31, 2013, we recognized a nominal realized gain and an unrealized gain of \$0.2 million. For the year ended December 31, 2012, we recognized a gain of \$0.4 million and an unrealized loss of \$0.2 million.

Equity

In April 2010, we closed the issuance of 12,500,000 shares of common stock at \$13.00 per share in our initial public offering and received net proceeds of \$149.6 million, after deducting underwriters' discounts and offering expenses.

In May 2010, pursuant to the underwriters' exercise of their over-allotment option that we granted in connection with our initial public offering, we closed the issuance of 450,000 shares of common stock at \$13.00 and received \$5.2 million, after deducting underwriters' discounts.

In November 2010, we closed on a follow-on public offering of 4,575,000 shares of common stock at \$9.80 per share. After deducting underwriters' discounts and paying offering expenses, the net proceeds were \$41.8 million, and 510,204 shares were issued in a concurrent private placement to a member of the Lolli-Ghetti family for total proceeds of \$5.0 million. On December 2, 2010, we closed the issuance of 686,250 shares of common stock at \$9.80 per share and

received \$6.4 million, after deducting underwriters' discounts, when the underwriters in our follow-on public offering fully exercised their over-allotment option.

In May 2011, we closed on a follow-on public offering of 6,000,000 shares of common stock and also closed on the underwriters' over-allotment option to purchase 900,000 additional common shares at an offering price of \$10.50 per share. We received net proceeds of \$68.5 million, after deducting underwriters' discounts and offering expenses.

In December 2011, we closed on a follow-on public offering of 7,000,000 shares of common stock at an offering price of \$5.50 per share. We received net proceeds of \$36.5 million, after deducting underwriters' discounts and offering expenses.

In April 2012, we closed on the sale of 4,000,000 shares of common stock in a registered direct placement of common shares at an offering price of \$6.75 per share. We received net proceeds of \$25.9 million, after deducting placement agents' discounts and offering expenses.

In December 2012, we closed on the sale of 21,639,774 shares of common stock in a registered direct placement of common shares at an offering price of \$6.10 per share. We received net proceeds of \$127.2 million, after deducting placement agents' discounts and offering expenses.

In February 2013, we closed on the sale 30,672,000 shares of common stock in a registered direct placement of common shares at an offering price of \$7.50 per share. We received net proceeds of \$222.1 million, after deducting placement agents' discounts and offering expenses.

In March 2013, we closed on the sale 29,012,000 shares of common stock in a registered direct placement of common shares at an offering price of \$8.10 per share. We received net proceeds of \$226.8 million, after deducting placement agents' discounts and offering expenses.

In May 2013, we closed on the sale of 36,144,578 newly issued shares of common stock in a registered direct placement of common shares at an offering price of \$8.30 per share. We received net proceeds of \$289.2 million, after deducting placement agents' discounts and offering expenses.

In August 2013, we closed on the sale of 20,000,000 newly issued shares of common stock in an underwritten offering of common shares at an offering price of \$9.50 per share. In addition, the underwriters also fully exercised their over-allotment option to purchase 3,000,000 additional common shares at the offering price. We received aggregate net proceeds of \$209.8 million after deducting underwriters' discounts and offering expenses.

In November 2013, we issued 3,611,809 common shares to unaffiliated third parties in connection with our acquisition of four MR vessel newbuilding contracts.

In December 2013, we issued 3,523,271 common shares to unaffiliated third parties in connection with our acquisition of four MR vessel newbuilding contracts.

In May 2014, our shareholders approved an amendment to our Amended and Restated Articles of Incorporation to increase our authorized common stock to 400,000,000 from 250,000,000. Accordingly, we currently have 425,000,000 registered shares of which 400,000,000 are designated as common shares with a par value of \$0.01 and 25,000,000 designated as preferred shares with a par value of \$0.01.

Capital Expenditures

Vessel acquisitions and disposals

2013 Activity

In January 2013, we reached an agreement with HMD for the construction of two MR product tankers for \$32.5 million each.

In February 2013, we reached an agreement with HMD for the construction of four MR product tankers for \$33.0 million each and six Handymax ice class-1A product tankers for \$31.3 million each.

In February 2013, we reached an agreement with SPP for the construction of four MR product tankers for \$32.5 million each.

In March 2013, we reached an agreement with HSHI for the construction of six LR2 product tankers for \$50.5 million each.

In March 2013, we reached an agreement with DSME for the construction of two LR2 product tankers for \$49.5 million each.

In April 2013, we reached an agreement with HMD for the construction of two Handymax ice class-1A vessels for \$31.5 million each.

In April 2013, we reached an agreement with an unaffiliated third party for the purchase of four MR product tankers under construction at HMD for \$36.5 million each.

In May 2013, we reached an agreement with HMD to construct four Handymax ice class-1A product tankers for \$31.6 million each.

In May 2013, we reached an agreement with SPP to construct four MR product tankers for \$33.0 million each.

In May 2013, we reached agreements to construct four LR2 product tankers for \$50.5 million each, consisting of two at HSHI and two at DSME.

In July and August 2013 we reached an agreement to construct nine Very Large Gas Carriers (“VLGCs”) for \$75.6 million each with HSHI and DSME.

In August 2013, we reached an agreement with HMD to construct four product tankers consisting of two MR product tankers for \$35.0 million each and two Handymax ice class-1A product tankers for \$32.0 million each.

In October 2013, we reached an agreement with HSHI to construct two VLGCs for \$75.0 million each.

In November 2013, we contributed our VLGC business, which included 11 VLGC newbuilding contracts, options to purchase two additional VLGCs and a cash payment of \$1.9 million to Dorian in exchange 30% of Dorian’s outstanding shares.

In November 2013, we issued 3,611,809 shares in exchange for four MR product tankers under construction in South Korea with certain unaffiliated third parties for an aggregate purchase price of \$150.2 million. Under the purchase and sale agreement, we agreed that if our share price was not maintained at or above the issuance price for 20 days in the 180 day period following the closing date, then we would issue additional shares or pay cash to increase the value of the consideration to the value received at the closing date. In May 2014, we paid \$4.7 million, as described below.

In December 2013, we acquired contracts for the construction of four MR product tankers from unaffiliated third parties for a total purchase price of approximately \$153.9 million. We paid \$4.4 million in cash and issued 3,523,271 common shares, representing approximately 26% of the total purchase price, to affiliates of York Capital in 2013.

In December 2013, we reached agreements with DSME and HSHI for the construction of seven VLCCs for an aggregate purchase price of \$662.2 million.

In December 2013, we designated *Noemi*, *Senatore*, *Venice* and *STI Spirit* as held for sale. As part of this designation, we recorded a \$21.2 million write-down to remeasure these vessels at the lower of their carrying amount and fair value less estimated costs to sell. *Noemi*, *Senatore* and *STI Spirit* were sold in 2014.

2014 Activity

In March 2014, we sold seven VLCCs under construction to an unrelated third party. As a result of the sale, we received net proceeds of \$141.7 million in cash, and recorded a gain of \$51.4 million. The book value of these assets at the time of sale was \$90.3 million.

In March and April 2014, respectively, we sold *Noemi* and *Senatore* for aggregate net proceeds of \$42.5 million. As part of these sales, we repaid \$22.5 million into our 2010 Revolving Credit Facility in March 2014.

In April 2014, we sold *STI Spirit* for net proceeds of \$29.5 million. As part of this sale, we repaid all amounts due under the *STI Spirit* Credit Facility of \$21.4 million.

In May 2014, we paid additional cash consideration of \$4.7 million to the counterparties of the previously noted transaction to acquire four MR product tankers in exchange for 3,611,809 shares based on subsequent changes to our share price.

In August 2014, we reached an agreement with an unrelated third party to purchase a MR product tanker that was then under construction, *STI St. Charles*. The purchase price of the vessel was \$37.1 million and we took delivery of this vessel in September 2014.

In November 2014, we reached an agreement with an unrelated third party to purchase two LR2 product tankers under construction at DHSC for approximately \$60.0 million each. These vessels, *STI Rose* and *STI Alexis*, were delivered in January and February 2015, respectively.

In December 2014, we reached an agreement with Scorpio Bulkers, a related party, to purchase newbuilding contracts for four LR2 product tankers to be constructed at shipyards in South Korea and options to purchase two additional LR2 newbuilding contracts. The purchase price for each of the four LR2 newbuilding contracts was \$51.0 million with scheduled vessel deliveries in the first three quarters of 2016. The purchase price for the two option contracts is fixed at \$52.5 million for each contract with scheduled vessel deliveries in the fourth quarter of 2016. The options expire on May 31, 2015. We are working with the seller and the shipyards to novate the contracts to us. The independent members of our Board of Directors unanimously approved this transaction with Scorpio Bulkers.

In December 2014, we designated *STI Heritage* and *STI Harmony* as held for sale. As part of this designation, we recorded a \$3.9 million write-down to remeasure these vessels at their fair value less estimated costs to sell. Their revised carrying amount of \$59.0 million was then reclassified from 'Vessels' to 'Vessels Held for Sale' on the consolidated balance sheet as of December 31, 2014. In March 2015, we closed on the sale of *Venice* for \$13.0 million. Additionally, we agreed to sell *STI Harmony* and *STI Heritage* for an aggregate selling price of \$61.5 million. The sales of these vessels are expected to close in April 2015.

Newbuilding program

As of March 30, 2015, we had a total of 14 newbuilding product tanker orders with HMD, SPP, HSHI, DSME, DHSC and SSME which include six MR tankers and eight LR2 tankers for an aggregate purchase price of \$620.6 million, of which \$137.2 million in cash has been paid and \$16.3 million of common stock has been issued. Additionally, we were still party to the performance guarantees of the seven VLCCs sold in March 2014 under the related construction contracts with the shipyards. We are working with the buyer and the shipyards to novate the contracts to the buyers. Should the counterparty to this transaction fail to fulfill the obligations set forth under each construction contract, then the shipyards have legal recourse to seek payment from us to fulfill these obligations.

The following table sets forth vessel deliveries under our Newbuilding Program during 2014 and through March 30, 2015:

	Name	Month Delivered	Type
1	<i>STI Duchessa</i>	January 2014	MR
2	<i>STI Opera</i>	January 2014	MR
3	<i>STI Texas City</i>	March 2014	MR
4	<i>STI Meraux</i>	April 2014	MR
5	<i>STI San Antonio</i>	May 2014	MR
6	<i>STI Chelsea</i>	May 2014	MR
7	<i>STI Lexington</i>	May 2014	MR
8	<i>STI Comandante</i>	May 2014	Handymax
9	<i>STI Brixton</i>	June 2014	Handymax
10	<i>STI Venere</i>	June 2014	MR
11	<i>STI Virtus</i>	June 2014	MR
12	<i>STI Pimlico</i>	July 2014	Handymax
13	<i>STI Powai</i>	July 2014	MR
14	<i>STI Aqua</i>	July 2014	MR
15	<i>STI Dama</i>	July 2014	MR
16	<i>STI Elysees</i>	July 2014	LR2
17	<i>STI Hackney</i>	August 2014	Handymax
18	<i>STI Olivia</i>	August 2014	MR
19	<i>STI Mythos</i>	August 2014	MR
20	<i>STI Acton</i>	September 2014	Handymax
21	<i>STI Fulham</i>	September 2014	Handymax
22	<i>STI Camden</i>	September 2014	Handymax
23	<i>STI Benicia</i>	September 2014	MR
24	<i>STI Regina</i>	September 2014	MR
25	<i>STI St. Charles</i>	September 2014	MR
26	<i>STI Park</i>	September 2014	LR2
27	<i>STI Madison</i>	September 2014	LR2
28	<i>STI Orchard</i>	September 2014	LR2
29	<i>STI Battersea</i>	October 2014	Handymax
30	<i>STI Wembley</i>	October 2014	Handymax
31	<i>STI Mayfair</i>	October 2014	MR
32	<i>STI Yorkville</i>	October 2014	MR
33	<i>STI Finchley</i>	November 2014	Handymax
34	<i>STI Clapham</i>	November 2014	Handymax
35	<i>STI Milwaukee</i>	November 2014	MR
36	<i>STI Battery</i>	November 2014	MR
37	<i>STI Sloane</i>	November 2014	LR2
38	<i>STI Broadway</i>	November 2014	LR2
39	<i>STI Condotti</i>	November 2014	LR2
40	<i>STI Poplar</i>	December 2014	Handymax
41	<i>STI Soho</i>	December 2014	MR
42	<i>STI Tribeca</i>	January 2015	MR
43	<i>STI Hammersmith</i>	January 2015	Handymax
44	<i>STI Rotherhithe</i>	January 2015	Handymax
45	<i>STI Rose</i>	January 2015	LR2
46	<i>STI Gramercy</i>	January 2015	MR
47	<i>STI Veneto</i>	January 2015	LR2
48	<i>STI Alexis</i>	February 2015	LR2
49	<i>STI Bronx</i>	February 2015	MR
50	<i>STI Pontiac</i>	March 2015	MR
51	<i>STI Manhattan</i>	March 2015	MR

Our remaining commitments under all newbuilding vessel agreements as of March 30, 2015, including the above mentioned vessels are as follows:*

	<u>In millions of U.S. Dollars</u>	
Q1 2015 - installment payments made.....	\$	167.2**
Q1 2015 - remaining installment payment for delivery of <i>STI Winnie</i>		30.3
Q2 2015		258.9
Q3 2015		27.5
Q4 2015		24.8
Q1 2016		40.5
Q2 2016		26.0
Q3 2016		29.6
Q4 2016		29.6
Total.....	<u>\$</u>	<u>634.4</u>

* These are estimates only and are subject to change as construction progresses.

** As of March 30, 2015, \$167.2 million of installment payments have been paid, which includes \$149.9 million in aggregate for the delivery installment payments on *STI Gramercy* and *STI Veneto* in January 2015, *STI Bronx* and *STI Alexis* in February 2015 and *STI Pontiac* and *STI Manhattan* in March 2015.

Drydock

During 2012, we drydocked two of our owned vessels, *STI Heritage* and *STI Spirit*, for an aggregated drydock cost of \$2.9 million and a total of 38 off-hire days.

During 2013, no vessels were drydocked.

During 2014, *Venice* was drydocked for a cost \$1.3 million and was off-hire for 26 days.

As our fleet matures and expands, our drydock expenses will likely increase. Ongoing costs for compliance with environmental regulations and society classification survey costs are a component of our vessel operating costs. We are not currently aware of any regulatory changes or environmental liabilities that we anticipate will have a material impact on our results of operations or financial condition.

Dividends

The board of directors declared the following quarterly cash dividends in 2013, 2014 and through March 30, 2015:

<u>Dividends per share</u>	<u>Date Paid</u>
\$0.025	June 25, 2013
\$0.035	September 25, 2013
\$0.07	December 18, 2013
\$0.08	March 26, 2014
\$0.09	June 12, 2014
\$0.10	September 10, 2014
\$0.12	December 12, 2014
\$0.12	March 30, 2015

Stock Buyback Program

In April 2014, we resumed purchasing shares under our stock buyback program that was authorized in July 2010. Additionally, in April 2014, our board of directors approved a new stock buyback program with authorization to purchase up to \$100 million of shares of our common stock, replacing the program announced in July 2010.

In June 2014, our board of directors approved a new stock buyback program with authorization to purchase up to \$150 million of shares of our common stock. This program replaced our stock buyback program that was approved in April 2014.

In July 2014, our board of directors approved a new stock buyback program with authorization to purchase up to \$150 million of shares of our common stock. This program replaced our stock buyback program that was approved in June 2014. As of December 31, 2014, the remaining authorization under this program was \$75.2 million.

During 2014, we acquired an aggregate of 37,579,136 of our common shares that are being held as treasury shares, which include (i) 19,951,536 common shares that were purchased in the open market at an average price of \$9.09 per share, (ii) 7,500,000 common shares that were acquired in exchange for 3,422,665 shares in Dorian and (iii) 10,127,600 common shares that were acquired using part of the proceeds we received from the issuance of our \$360 million of Convertible Notes due 2019 in June 2014.

From January 1, 2015 through March 30, 2015, we acquired an aggregate of 746,639 of our common shares that are being held as treasury shares at an average price of \$7.91 per share.

We had \$69.3 million remaining under our stock buyback program as of March 30, 2015. We expect to repurchase these shares in the open market, at times and prices that are considered to be appropriate by us, but we are not obligated under the terms of the program to repurchase any shares.

As of December 31, 2014, we had 164,574,542 shares outstanding and as of March 30, 2015, we had 163,827,903 shares outstanding. These shares provide the holders with rights to dividends and voting rights.

C. Research and Development, Patents and Licenses, Etc.

Not applicable.

D. Trend Information

See “Item 4. Information on the Company—B. Business Overview—The International Oil Tanker Shipping Industry.”

E. Off-Balance Sheet Arrangements

As of December 31, 2014, we were committed to make charter-hire payments to third parties for certain chartered-in vessels. These arrangements are accounted for as operating leases. Additionally, we are committed to make payments on our newbuilding vessel orders. See “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources” for further information.

F. Tabular Disclosure of Contractual Obligations

The following table sets forth our total contractual obligations at December 31, 2014:

<i>In thousands of U.S. dollars</i>	Less than 1 year	1 to 3 years	3 to 5 years	More than 5 years
Bank loans ⁽¹⁾	\$ 122,633	\$ 263,172	\$ 462,852	\$ 360,535
Estimated interest payments on bank loans ⁽²⁾	42,524	93,222	75,592	19,250
Interest rate swap derivative contracts ⁽³⁾	206	—	—	—
Bank loans - commitment fees ⁽⁴⁾	3,139	—	—	—
Time charter-in commitments ⁽⁵⁾	57,878	2,169	—	—
Technical management fees ⁽⁶⁾	20,250	20,250	—	—
Commercial management fees ⁽⁷⁾	8,888	8,888	—	—
Newbuilding installments ⁽⁸⁾	508,658	125,718	—	—
Convertible notes ⁽⁹⁾	—	—	360,000	—
Convertible notes - estimated interest payments ⁽¹⁰⁾	12,849	17,100	12,801	—
Senior unsecured notes ⁽¹¹⁾	—	51,750	—	53,750
Senior unsecured notes - estimated interest payments ⁽¹²⁾	8,631	14,199	7,256	1,330
Total	<u>\$ 785,656</u>	<u>\$ 596,468</u>	<u>\$ 918,501</u>	<u>\$ 434,865</u>

(1) Represents principal payments due on our 2010 Revolving Credit Facility, 2011 Credit Facility, Newbuilding Credit Facility, 2013 Credit Facility, KEXIM Credit Facility and K-Sure Credit Facility based on our outstanding borrowings as of December 31, 2014.

- (2) Represents estimated interest payments on our credit facilities. These payments were estimated by taking into consideration (i) the margin on each credit facility, (ii) the amount of interest that is fixed based on our interest rate swap agreements and (iii) the forward curve calculated from the term structure of interest swap rates as published by the US Federal Reserve as of December 31, 2014.

The forward curve was calculated as follows as of December 31, 2014:

Year 1	0.44%
Year 2	1.34%
Year 3	2.09%
Year 4	2.45%
Year 5	2.63%
Year 6	2.60% ⁽¹⁾
Year 7	2.87%

- (1) The US Federal Reserve does not publish six year swap rates. As such, we interpolated the year six forward rate using an average of the five and seven year US Federal Reserve published swap rates.

The margins on each credit facility that have amounts outstanding at December 31, 2014 are as follows:

<u>Facility</u>	<u>Margin</u>
2010 Revolving Credit Facility.....	3.25%
2011 Credit Facility	3.25%
Newbuilding Credit Facility	2.70%
2013 Credit Facility	3.50%
KEXIM	3.25%
KEXIM Commercial Tranche	3.25% ^(a)
KEXIM Notes.....	1.70%
K-Sure.....	2.25%
K-Sure Commercial Tranche.....	3.25% ^(b)

- (a) Borrowings under the KEXIM Commercial Tranche bear interest at LIBOR plus an applicable margin of 3.25% from the effective date of the agreement to the fifth anniversary thereof and 3.75% thereafter until the maturity date.
- (b) Borrowings under the K-Sure Commercial Tranche bear interest at LIBOR plus an applicable margin of 3.25% from the effective date of the agreement to the fifth anniversary thereof and 3.75% thereafter until the maturity date in respect of the Commercial Tranche.

Interest was then estimated using the above mentioned rates multiplied by the amounts outstanding under our various credit facilities using the balance as of December 31, 2014 and taking into consideration the scheduled amortization of such facilities going forward until maturity.

- (3) Represents estimated payments due under our interest rate swaps:

- The three swaps relating to the 2010 Revolving Credit Facility with a total notional amount of \$30.0 million carry an average fixed interest rate of 1.27% during the time period the swap is outstanding (January 1, 2015 through June 2, 2015). The payments due were estimated by offsetting the fixed payments against the estimated interest received using the forward swap curve at December 31, 2014 for each of the swaps. These swaps were repaid in March 2015.
- The three swaps relating to the 2011 Credit Facility with a total notional amount of \$15.0 million carry an average fixed interest rate of 1.30% during the time period the swap is outstanding (January 1, 2015 through June 30, 2015). The payments due were estimated by offsetting the fixed payments against the estimated interest received using the forward swap curve at December 31, 2014 for each of the swaps.

- (4) As of December 31, 2014, a commitment fee equal to 40% of the applicable margin is payable on the unused daily portion of our 2013 Credit Facility and the commercial tranches of our KEXIM Credit Facility and K-Sure Credit Facility. The 2010 Revolving Credit Facility, 2011 Credit Facility and Newbuilding Credit Facility were fully drawn as of December 31, 2014.

- (5) Represents amounts due under our time charter-in agreements as of December 31, 2014.
- (6) We pay our technical manager, SSM, \$685 per day per owned vessel, which are the same fees that SSM charges to third parties.
- (7) We pay our commercial manager, SCM, \$250 per vessel per day for LR2 vessels, \$300 per vessel per day for LR1 vessels, \$325 per vessel per day for MR and Handymax vessels plus 1.50% of gross revenue for vessels that are in one of the Scorpio Group Pools. When the vessels are not in the pools, SCM charges fees of \$250 per vessel per day for the LR1 and LR2 vessels, \$300 per vessel per day for the Handymax and MR vessels plus 1.25% of gross revenue.
- (8) Represents obligations under our agreements with HMD, SPP, HSHI, DSME, DHSC and SSME for the construction of 24 newbuilding vessels under our Newbuilding Program as of December 31, 2014.
- (9) Represents the principal due at maturity on our Convertible Notes as of December 31, 2014.
- (10) Represents estimated interest payments on our Convertible Notes. The Convertible Notes bear interest at a coupon rate of 2.375% per annum and mature in July 2019.
- (11) Represents the principal due at maturity on our Senior Unsecured Notes Due 2020 and our Senior Unsecured Notes Due 2017 as of December 31, 2014.
- (12) Represents estimated interest payments on our Senior Unsecured Notes Due 2020 and our Senior Unsecured Notes Due 2017 as of December 31, 2014. These notes bear interest at coupon rates of 6.75% and 7.50%, respectively.

G. Safe Harbor

See “Cautionary Statement Regarding Forward-Looking Statements” at the beginning of this annual report.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. Directors and Senior Management

Set forth below are the names, ages and positions of our directors and executive officers. Our board of directors is elected annually, and each director elected holds office for a three-year term or until his successor shall have been duly elected and qualified, except in the event of his death, resignation, removal or the earlier termination of his term of office. The terms of our Class I directors expire at the 2017 annual meeting of shareholders, the terms of our Class II directors expire at the 2015 annual meeting of shareholders, and the terms of our Class III directors expire at the 2016 annual meeting of shareholders. Officers are elected from time to time by vote of our board of directors and hold office until a successor is elected. The business address for each director and executive officer is the address of our principal executive office which is Scorpio Tankers Inc., 9, Boulevard Charles III, Monaco 98000.

Certain of our officers participate in business activities not associated with us. As a result, they may devote less time to us than if they were not engaged in other business activities and may owe fiduciary duties to the shareholders of both us as well as shareholders of other companies which they may be affiliated, including other Scorpio Group companies. This may create conflicts of interest in matters involving or affecting us and our customers and it is not certain that any of these conflicts of interest will be resolved in our favor. While there will be no formal requirements or guidelines for the allocation of their time between our business and the business of members of the Scorpio Group, their performance of their duties will be subject to the ongoing oversight of our board of directors.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Emanuele A. Lauro	36	Chairman, Class I Director, and Chief Executive Officer
Robert Bugbee	54	President and Class II Director
Brian Lee	48	Chief Financial Officer
Cameron Mackey.....	46	Chief Operating Officer and Class III Director
Luca Forgione.....	38	General Counsel
Sergio Gianfranchi.....	70	Vice President, Vessel Operations
Anoushka Kachelo.....	35	Secretary
Alexandre Albertini	38	Class III Director
Ademaro Lanzara.....	72	Class I Director
Donald C. Trauscht.....	81	Class II Director
Marianne Økland	52	Class III Director
Jose Tarruella.....	43	Class II Director

Biographical information concerning the directors and executive officers listed above is set forth below.

Emanuele A. Lauro, Chairman and Chief Executive Officer

Emanuele A. Lauro, the Company's founder, has served as Chairman, and Chief Executive Officer since the closing of our initial public offering in April 2010. Mr. Lauro also co-founded and serves as Chairman and Chief Executive Officer of Scorpio Bulkiers, which was formed in 2013. He joined the Scorpio group of companies, or the Scorpio Group, in 2003 and has continued to serve there in a senior management position since 2004. Under Mr. Lauro's leadership, Scorpio Group has grown from an owner of three vessels in 2003 to become a leading operator and manager of over 200 vessels in 2015. Over the course of the last several years, Mr. Lauro has founded and developed all of the Scorpio Group Pools in addition to several other ventures such as Scorpio Logistics, which owns and operates specialized assets engaged in the transshipment of dry cargo commodities and invests in coastal transportation and port infrastructure developments in Asia and Africa since 2007. Mr. Lauro has a degree in international business from the European Business School, London.

Robert Bugbee, President and Director

Robert Bugbee has served as a Director and President since the closing of our initial public offering in April 2010. He has more than 25 years of experience in the shipping industry. Mr. Bugbee also co-founded and serves as President and Director of Scorpio Bulkiers. He joined the Scorpio Group in February 2009 and has continued to serve there in a senior management position. Prior to joining Scorpio Group, Mr. Bugbee was a partner at Ospraie Management LLP between 2007 and 2008, a company which advises and invests in commodities and basic industry. From 1995 to 2007, Mr. Bugbee was employed at OMI Corporation, or OMI, a NYSE-listed tanker company sold in 2007. While at OMI, Mr. Bugbee served as President from January 2002 until the sale of the company, and before that served as Executive Vice President since January 2001, Chief Operating Officer since March 2000, and Senior Vice President of OMI from August 1995 to June 1998. Mr. Bugbee joined OMI in February 1993. Prior to this, he was employed by Gotaas-Larsen Shipping Corporation since 1984. During this time he took a two year sabbatical beginning 1987 for the M.I.B. Program at the Norwegian School for Economics and Business administration in Bergen. He has a Fellowship from the International Shipbrokers Association and a B.A. (Honors) from London University.

Brian Lee, Chief Financial Officer

Brian Lee has served as Chief Financial Officer since the closing of our initial public offering in April 2010. He joined Scorpio Group in April 2009 where he continues to serve in a senior management position. He has been employed in the shipping industry since 1998. Prior to joining Scorpio Group, he was the Controller of OMI from 2001 until the sale of the company in 2007. Mr. Lee has an M.B.A. from the University of Connecticut and has B.S. in Business Administration from the University at Buffalo, State University of New York.

Cameron Mackey, Chief Operating Officer and Director

Cameron Mackey has served as Chief Operating Officer since the closing of our initial public offering in April 2010 and as a Director since May 2013. Mr. Mackey also serves as Chief Operating Officer of Scorpio Bulkiers. He joined Scorpio Group in March 2009, where he continues to serve in a senior management position. Prior to joining Scorpio Group, he was an equity and commodity analyst at Ospraie Management LLC from 2007 to 2008. Prior to that, he was Senior Vice President of OMI Marine Services LLC from 2004 to 2007 and in Business Development at OMI from 2002 to 2004. He has been employed in the shipping industry since 1994 and, earlier in his career, was employed in unlicensed and licensed positions in the merchant navy, primarily on tankers in the international fleet of Mobil Oil Corporation, where he held the qualification of Master Mariner. He has an M.B.A. from the Sloan School of Management at the Massachusetts Institute of Technology, a B.S. from the Massachusetts Maritime Academy and a B.A. from Princeton University.

Luca Forgione, General Counsel

Luca Forgione has served as General Counsel since the closing of our initial public offering in April 2010 and as Secretary until December 2, 2013. Mr. Forgione also serves as General Counsel of Scorpio Bulkiers. He joined Scorpio Group in August 2009 where he continues to serve as General Counsel. He is licensed as a lawyer in his native Italy and as a Solicitor of the Supreme Court of England & Wales. Mr. Forgione has more than ten years of shipping industry experience and has worked in the fields of shipping, offshore logistics, commodity trading and energy since the beginning of his in-house career, most recently with Constellation Energy Commodities Group Ltd. in London, part of Constellation Energy Group Inc. then listed on the NYSE under "CEG," and now part of Exelon (NYSE: EXC) from 2007 to 2009, and previously with Coeclerici S.p.a. in Milan from 2004 to 2007. He has experience with all aspects of the supply chain of drybulk and energy commodities (upstream and downstream), and has developed considerable understanding of the regulatory and

compliance regimes surrounding the trading of physical and financial commodities as well as the owning, managing and chartering of vessels. Mr. Forgione was a Tutor in International Trade Law and Admiralty Law at University College London (U.K.) and more recently a Visiting Lecturer in International Trade Law at King's College (U.K.). He has a Master's Degree in Maritime Law from the University of Southampton (U.K.) and a Law Degree from the University of Genoa (Italy).

Sergio Gianfranchi, Vice President, Vessel Operations

Sergio Gianfranchi has served as Vice President of Vessel Operations since the closing of our initial public offering in April 2010. Mr. Gianfranchi also serves as Vice President of Vessel Operations of Scorpio Bulkers. He served as Operations Manager of our technical manager, SSM, at its headquarters in Monaco from 2002 to 2004. He has been instrumental in launching and operating the Scorpio Group Pools, and was employed as the Fleet Manager of SCM, the Scorpio Group affiliate that manages the commercial operations of over 100 vessels grouped in the Scorpio Group Pools. Mr. Gianfranchi is currently employed as the Pool Fleet Manager of SCM. From 1999 to 2001, Mr. Gianfranchi served as the on-site owner's representative of the Scorpio Group affiliates named Doria Shipping, Tristan Shipping, Milan Shipping and Roma Shipping, to survey the construction of their Panamax and Post-Panamax newbuilding tankers being built at the 3Maj Shipyard in Rijeka, Croatia. When Mr. Gianfranchi joined SSM in 1989, he began as vessel master of its OBOs (multipurpose vessels that carry ore, heavy drybulk and oil). Upon obtaining his Master Mariner License in 1972, he served until 1989 as a vessel master with prominent Italian shipping companies, including NAI and Almare, initially a subsidiary of NAI but later controlled by Finmare, the Italian state shipping financial holding company. In this position he served mostly on OBOs, tankers and drybulk carriers. He graduated from La Spezia Nautical Institute in Italy in 1963.

Anoushka Kachelo, Secretary

Anoushka Kachelo has served as our Secretary since December 2, 2013. Mrs. Kachelo also serves as Secretary of Scorpio Bulkers. She joined Scorpio Group in September 2010 as Senior Legal Counsel. Mrs. Kachelo is a Solicitor of the Supreme Court of England & Wales and has worked in the fields of commodity trading, energy and asset finance. Prior to joining the Scorpio Group, Mrs. Kachelo was Legal Counsel for the Commodities Team at JPMorgan (London) and prior to that in private practice for the London office of McDermott Will & Emery and Linklaters. She has a BA in Jurisprudence from the University of Oxford (U.K.).

Alexandre Albertini, Director

Alexandre Albertini has served on our board of directors since the closing of our initial public offering in April 2010. Mr. Albertini has more than 11 years of experience in the shipping industry. He has been employed by Marfin Management SAM, a drybulk ship management company, since 1997 and has served as Managing Director there since 2009, working in fields related to crew and human resources, insurance, legal, financial, technical, commercial, and information technology. He is a director of eight drybulk ship owning companies and serves as President of Ant. Topic srl, a vessel and crewing agent based in Italy. The aggregate valuation of the drybulk shipping companies for which Mr. Albertini serves as a Secretary or director is approximately \$300 million. In 2008, Mr. Albertini was elected as a member of the Executive Committee of InterManager. He is a founding member of the Chamber of Shipping of Monaco and has served as its Secretary General since 2006. Mr. Albertini also holds various board positions in several other local business and associations.

Ademaro Lanzara, Director

Ademaro Lanzara has served on our board of directors since the closing of our initial public offering in April 2010. Mr. Lanzara has served as Chairman of BPV Finance (International) Plc Dublin, a subsidiary of Banca Popolare di Vicenza, Italy, since 2008. He has also served as the deputy Chairman and Chairman of the Audit Committee of Cattolica Life Inc. Dublin since 2011, Chairman of BPVI Fondi Sgr SpA, Milano from April 2012 until November 2013 and Chairman of NEM Sgr SpA Vicenza since November 2013. From 1963 to 2006, Mr. Lanzara held a number of positions with BNL spa Rome, a leading Italian banking group, including Deputy Group CEO, acting as the Chairman of the Credit Committee and Chairman of the Finance Committee. He also served as Chairman and/or director of a number of BNL controlled banks or financial companies in Europe, the United States and South America. He formerly served as a director of each of Istituto dell'Enciclopedia Italiana fondata da Giovanni Treccani Spa, Rome, Italy, the Institute of International Finance Inc. in Washington DC, Compagnie Financiere Edmond de Rothschild Banque, in Paris, France, ABI—Italian Banking Association in Rome, Italy, FITD—Interbank deposit Protection Fund, in Rome, Italy, ICC International Chamber of Commerce Italian section, Rome, Italy and Co-Chairman Round Table of Bankers and Small and Medium Enterprises, European Commission, in Brussels, Belgium. Mr. Lanzara has an economics degree (graduated *magna cum laude*) from the University of Naples, a law degree from the University of Naples and completed the Program for Management Development (PMD) at Harvard Business School.

Donald C. Trauscht, Director

Donald C. Trauscht has served on our board of directors since the closing of our initial public offering in April 2010. Mr. Trauscht has served as the Chairman of BW Capital Corporation, a private investment company, since 1996. From 1967 to 1995, Mr. Trauscht held a number of positions at Borg-Warner Corporation, including Chairman and Chief Executive Officer. While at Borg Warner, Mr. Trauscht supervised an annual capital budget of \$250 million and was responsible for risk assessment decisions involving the company's investments. He has participated in acquisitions, divestments, financings, public offerings and other transactions whose combined value is over \$30 billion. Mr. Trauscht is a director of Esco Technologies Inc., Hydac International Corporation and Bourns Inc. He formerly served as a director of Baker Hughes Inc., Cordant Technologies Inc., Blue Bird Corporation, Imo Industries Inc., Mannesmann Capital Corporation, Wynn International Inc., Recon Optical Inc., Global Motorsport Group Inc., OMI Corporation, IES Corporation, NSK-Warner Ltd. and Eyes for Learning LLC. He has served as the Chairman, Lead Director, and Audit Committee, Compensation Committee, and Governance Committee Chairman at numerous public and private companies.

Marianne Økland, Director

Marianne Økland has served on our board of directors since April 2013. Ms. Økland is also a Managing Director of Avista Partners, a London based consultancy company that provides advisory services and raises capital. In addition, she is a non-executive director at each of Islandsbanki (Iceland) and IDFC (India). Previously, she was a non-executive director at NLB (Slovenia). Between 1993 and 2008, Ms. Økland held various investment banking positions at JP Morgan Chase & Co. and UBS where she focused on debt capital raising and structuring. Ms. Økland has led many transactions for large Nordic banks and insurance companies, including some of the most significant mergers and acquisitions in these sectors. Between 1990 and 1993, Ms. Økland headed European operations of Marsoft, a Boston, Oslo and London based consulting firm that advises banks and large shipping, oil and raw material companies on shipping strategies and investments. Ms. Økland holds a M.Sc. degree in Finance and Economics from the Norwegian School of Economics and Business Administration where she also worked as a researcher and taught mathematics and statistics.

Jose Tarruella, Director

Jose Tarruella has served on our board since May 2013. Mr. Tarruella is also the founder and Chairman of Camino de Esles s.l., a high-end restaurant chain with franchises throughout Madrid, Spain, since 2007. Prior to forming Camino de Esles, Mr. Tarruella was a Director in Group Tragaluz, which owns and operates restaurants throughout Spain. Mr. Tarruella also acts as a consultant for the Spanish interests of Rank Group plc (LSE: RNK.L) a leading European gaming-based entertainment business. He has been involved in corporate relations for Esade Business School in Madrid. He earned an International MBA from Esade Business School in Barcelona and an MA from the University of Navarre in Spain.

B. Compensation

We paid an aggregate compensation of \$31.0 million, \$15.7 million and \$6.3 million to our senior executive officers in 2014, 2013, and 2012, respectively. Executive management remuneration was as follows during these periods:

<i>In thousands of US dollars</i>	For the year ended December 31,		
	2014	2013	2012
Short-term employee benefits (salaries)	\$ 7,454	\$ 5,433	\$ 2,896
Share-based compensation ⁽¹⁾	23,553	10,274	3,368
Total.....	<u>\$ 31,007</u>	<u>\$ 15,707</u>	<u>\$ 6,264</u>

(1) Represents the amortization of restricted stock issued under our equity incentive plans. See Note 14 to our consolidated financial statements for further description.

Each of our non-employee directors receive cash compensation in the aggregate amount of \$60,000 annually, plus an additional fee of \$10,000 for each committee on which a director serves plus an additional fee of \$25,000 for each committee for which a director serves as Chairman, per year, plus an additional fee of \$35,000 to the lead independent director, plus \$2,000 for each meeting, plus reimbursements for actual expenses incurred while acting in their capacity as a director. During the year ended December 31, 2014 and 2013, we paid an aggregate compensation of \$0.8 million and \$0.8 million to our directors, respectively. Our officers and directors are eligible to receive awards under our equity incentive plan which is described below under “—2010 Equity Incentive Plan and 2013 Equity Incentive Plan.”

We believe that it is important to align the interests of our directors and management with that of our shareholders. In this regard, we have determined that it will generally be beneficial to us and to our shareholders for our directors and

management to have a stake in our long-term performance. We expect to have a meaningful component of our compensation package for our directors and management consisted of equity interests in us in order to provide them on an on-going basis with a meaningful percentage of ownership in us.

We do not have a retirement plan for our officers or directors.

2010 Equity Incentive Plan

In 2010, we adopted an equity incentive plan, which we refer to as the 2010 Equity Incentive Plan, under which directors, officers, employees, consultants and service providers of us and our subsidiaries and affiliates are eligible to receive incentive stock options and non-qualified stock options, stock appreciation rights, restricted stock, restricted stock units and unrestricted common stock. We reserved a total of 1,148,916 common shares for issuance under the plan, subject to adjustment for changes in capitalization as provided in the plan. The plan is administered by our compensation committee. We issued a total of 559,458 restricted shares under the plan to our executive officers in the second quarter of 2010 which vest in three equal installments on the third, fourth and fifth anniversaries, respectively, of the closing date of the initial public offering, which was April 6, 2010. In the second quarter of 2010, we also issued 9,000 restricted shares to our independent directors, which vested on April 6, 2011. We issued a total of 281,000 restricted shares under the plan to our executive officers in the first quarter of 2011 which vest ratably in three equal installments on the first, second and third anniversaries, respectively, of the grant date, which was January 31, 2011. In the first quarter of 2011, we also issued 9,000 restricted shares to our independent directors, which vested on January 31, 2012. In the first quarter of 2012, we issued a total of 281,000 restricted shares under the plan to our executive officers, which vest ratably in three equal installments on the first, second and third anniversaries of the grant date, which was January 31, 2012. In the first quarter of 2012, we also issued 9,000 restricted shares to our independent directors, which vested on January 31, 2013. There are no shares remaining available for issuance under the 2010 Plan.

Under the terms of the plan, stock options and stock appreciation rights granted under the plan will have an exercise price equal to the fair market value of a common share on the date of grant, unless otherwise determined by the plan administrator, but in no event will the exercise price be less than the fair market value of a common share on the date of grant. Options and stock appreciation rights will be exercisable at times and under conditions as determined by the plan administrator, but in no event will they be exercisable later than ten years from the date of grant.

The plan administrator may grant shares of restricted stock and awards of restricted stock units subject to vesting, forfeiture and other terms and conditions as determined by the plan administrator. Following the vesting of a restricted stock unit, the award recipient will be paid an amount equal to the number of vested restricted stock units multiplied by the fair market value of a common share on the date of vesting, which payment may be paid in the form of cash or common shares or a combination of both, as determined by the plan administrator. The plan administrator may grant dividend equivalents with respect to grants of restricted stock units.

Adjustments may be made to outstanding awards in the event of a corporate transaction or change in capitalization or other extraordinary event. In the event of a "change in control" (as defined in the plan), unless otherwise provided by the plan administrator in an award agreement, awards then outstanding will become fully vested and exercisable in full.

Our board of directors may amend or terminate the plan and may amend outstanding awards, provided that no such amendment or termination may be made that would materially impair any rights, or materially increase any obligations, of a grantee under an outstanding award. Shareholder approval of plan amendments will be required under certain circumstances. Unless terminated earlier by our board of directors, the plan will expire ten years from the date the plan is adopted.

2013 Equity Incentive Plan

In April 2013, we adopted an equity incentive plan, which we refer to as the 2013 Equity Incentive Plan, under which directors, officers, employees, consultants and service providers of us and our subsidiaries and affiliates are eligible to receive incentive stock options and non-qualified stock options, stock appreciation rights, restricted stock, restricted stock units and unrestricted common stock. We initially reserved a total of 5,000,000 common shares for issuance under the plan.

Under the terms of the plan, stock options and stock appreciation rights granted under the plan will have an exercise price equal to the fair market value of a common share on the date of grant, unless otherwise determined by the plan administrator, but in no event will the exercise price be less than the fair market value of a common share on the date of grant. Options and stock appreciation rights will be exercisable at times and under conditions as determined by the plan administrator, but in no event will they be exercisable later than ten years from the date of grant.

The plan administrator may grant shares of restricted stock and awards of restricted stock units subject to vesting, forfeiture and other terms and conditions as determined by the plan administrator. Following the vesting of a restricted stock unit, the award recipient will be paid an amount equal to the number of vested restricted stock units multiplied by the fair market value of a common share on the date of vesting, which payment may be paid in the form of cash or common shares or a combination of both, as determined by the plan administrator. The plan administrator may grant dividend equivalents with respect to grants of restricted stock units.

Adjustments may be made to outstanding awards in the event of a corporate transaction or change in capitalization or other extraordinary event. In the event of a “change in control” (as defined in the plan), unless otherwise provided by the plan administrator in an award agreement, awards then outstanding will become fully vested and exercisable in full.

Our board of directors may amend or terminate the plan and may amend outstanding awards, provided that no such amendment or termination may be made that would materially impair any rights, or materially increase any obligations, of a grantee under an outstanding award. Shareholder approval of plan amendments will be required under certain circumstances. Unless terminated earlier by our board of directors, the plan will expire ten years from the date the plan is adopted.

In March 2014, we amended the 2013 Equity Incentive Plan to clarify that the plan administrator has the ability to redeem restricted stock for fair market value (as defined in the plan) at the vesting date at its discretion.

In the second quarter of 2013, we issued 4,610,000 shares of restricted stock to our employees and 390,000 shares to our independent directors for no cash consideration. The weighted average share price on the issuance dates was \$8.69 per share. The vesting schedule of the restricted stock to our employees is (i) one-third of the shares vest on March 10, 2016, (ii) one-third of the shares vest on March 10, 2017, and (iii) one-third of the shares vest on March 10, 2018. The vesting schedule of the restricted stock to our independent directors is (i) one-third of the shares vested on March 10, 2014, (ii) one-third of the shares vested on March 10, 2015, and (iii) one-third of the shares vest on March 10, 2016.

In October 2013, we amended the 2013 Equity Incentive Plan to increase the number of common shares eligible for issuance to 11,376,044. All other terms of the plan remained unchanged.

In October 2013, we issued 3,749,998 shares of restricted stock to our employees and 250,000 shares to our independent directors for no cash consideration. The weighted average share price on the issuance date was \$9.85 per share. The vesting schedule of the restricted stock to our employees is (i) one-third of the shares vest on October 11, 2016, (ii) one-third of the shares vest on October 11, 2017, and (iii) one-third of the shares vest on October 11, 2018. The vesting schedule of the restricted stock to our independent directors is (i) one-half of the shares vested on October 11, 2014 and (ii) one-half of the shares vest on October 11, 2015.

In February 2014, we issued 2,011,000 shares of restricted stock to our employees and 145,045 shares to our independent directors for no cash consideration. The weighted average share price on the issuance date was \$9.30 per share. The vesting schedule of the restricted stock to our employees is (i) one-third of the shares vest on February 21, 2017, (ii) one-third of the shares vest on February 21, 2018, and (iii) one-third of the shares vest on February 21, 2019. The vesting schedule of the restricted stock to our independent directors is (i) one-third of the shares vested on February 21, 2015, (ii) one-third of the shares vest on February 21, 2016, and (iii) one-third of the shares vest on February 21, 2017.

In May and September 2014, we issued 213,000 and 5,000 shares of restricted stock to SSH employees, respectively, for no cash consideration. The share prices on the issuance dates were \$8.89 per share and \$9.13 per share, respectively. The vesting schedule of the restricted stock to SSH employees is (i) one-third of the shares vest on February 21, 2017, (ii) one-third of the shares vest on February 21, 2018, and (iii) one-third of the shares vest on February 21, 2019.

In September 2014, we reserved an additional 1,088,131 common shares, par value \$0.01 per share, for issuance pursuant to the plan. All other terms of the plan remained unchanged.

In November 2014, we issued 938,131 shares of restricted stock to our employees and 50,000 shares to our independent directors for no cash consideration. The share price on the issuance date was \$8.57 per share. The vesting schedule of the restricted stock to our employees is (i) one-third of the shares vest on November 18, 2017, (ii) one-third of the shares vest on November 18, 2018, and (iii) one-third of the shares vest on November 18, 2019. The restricted shares issued to our independent directors will vest on November 18, 2015. Compensation expense is recognized ratably over the vesting periods for each tranche using the straight-line method.

As of March 30, 2015, 102,001 shares remain eligible for issuance under this plan.

Employment Agreements

In April 2010, we entered into employment agreements with each of our executives. These employment agreements remain in effect until terminated in accordance with their terms upon not less than 24 months prior written notice. Pursuant to the terms of their respective employment agreements, our executives are prohibited from disclosing or unlawfully using any of our material confidential information.

Upon a change in control of us, the annual bonus provided under the employment agreement becomes a fixed bonus of up to 150% of the executive's base salary and such employee may be entitled to receive upon termination an assurance bonus equal to such fixed bonus and an immediate lump-sum payment in an amount equal to three times the sum of the executive's then current base salary and the assurance bonus, and he will continue to receive all salary, compensation payment and benefits, including additional bonus payments, otherwise due to him, to the extent permitted by applicable law, for the remaining balance of his then-existing employment period. If an executive's employment is terminated for cause or voluntarily by the employee, he shall not be entitled to any salary, benefits or reimbursements beyond those accrued through the date of his termination, unless he voluntarily terminated his employment in connection with certain conditions. Those conditions include a change in control combined with a significant geographic relocation of his office, a material diminution of his duties and responsibilities, and other conditions identified in the employment agreement.

C. Board Practices

Our board of directors currently consists of eight directors, five of whom have been determined by our board of directors to be independent under the rules of the NYSE and the rules and regulations of the SEC. Our board of directors has an Audit Committee, a Nominating Committee, a Compensation Committee and a Regulatory and Compliance Committee, each of which is comprised of certain of our independent directors, who are Messrs. Alexandre Albertini, Ademaro Lanzara, Donald Trauscht, Marianne Økland, and Jose Tarruella. The Audit Committee, among other things, reviews our external financial reporting, engages our external auditors and oversees our internal audit activities, procedures and the adequacy of our internal controls. In addition, provided that no member of the Audit Committee has a material interest in such transaction, the Audit Committee is responsible for reviewing transactions that we may enter into in the future with other members of the Scorpio Group that our board believes may present potential conflicts of interests between us and the Scorpio Group. The Nominating and Corporate Governance Committee is responsible for recommending to the board of directors nominees for director and directors for appointment to board committees and advising the board with regard to corporate governance practices. The Compensation Committee oversees our equity incentive plan and recommends director and senior employee compensation. The Regulatory and Compliance Committee oversees our operations to minimize the environmental impact by constant monitoring and measuring progresses of our vessels. Our shareholders may also nominate directors in accordance with procedures set forth in our bylaws.

D. Employees

As of December 31, 2014, we had 14 employees. SSM and SCM were responsible for our commercial and technical management.

E. Share Ownership

The following table sets forth information regarding the share ownership of our common stock as of the date of this annual report by our directors and officers, including the restricted shares issued to our executive officers and to our independent directors as well as shares purchased in the open market.

<u>Name</u>	<u>No. of Shares</u>	<u>% Owned</u> ⁽⁵⁾
Emanuele A. Lauro ⁽¹⁾	3,715,101	2.27%
Robert Bugbee ⁽²⁾	3,622,914	2.21%
Cameron Mackey ⁽³⁾	2,353,489	1.44%
Brian M. Lee ⁽⁴⁾	1,713,142	1.05%
All other officers and directors individually	*	*

⁽¹⁾ Includes 3,073,428 shares of restricted stock from the 2010 Equity Incentive Plan and the 2013 Equity Incentive Plan.

⁽²⁾ Includes 3,073,428 shares of restricted stock from the 2010 Equity Incentive Plan and the 2013 Equity Incentive Plan.

⁽³⁾ Includes 2,076,445 shares of restricted stock from the 2010 Equity Incentive Plan and the 2013 Equity Incentive Plan.

⁽⁴⁾ Includes 1,559,574 shares of restricted stock from the 2010 Equity Incentive Plan and the 2013 Equity Incentive Plan.

⁽⁵⁾ Based on 163,827,903 common shares outstanding as of March 30, 2015.

* The remaining officers and directors individually each own less than 1% of our outstanding shares of common stock.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS.

A. Major shareholders.

The following table sets forth information regarding beneficial ownership of our common stock for owners of more than five percent of our common stock, of which we are aware as of the date of this annual report.

<u>Name</u>	<u>No. of Shares</u>	<u>% Owned</u> ⁽⁴⁾
Wellington Management Group LLP*	15,947,162 ⁽¹⁾	9.8%
York Capital Management Global Advisors, LLC*	15,148,603 ⁽²⁾	9.3%
FMR LLC*	12,407,317 ⁽³⁾	6.9%

⁽¹⁾ This information is derived from Schedule 13G/A filed with the SEC on February 12, 2015.

⁽²⁾ This information is derived from Schedule 13G/A filed with the SEC on February 17, 2015.

⁽³⁾ This information is derived from Schedule 13G filed with the SEC on February 13, 2015.

⁽⁴⁾ Based on 163,827,903 common shares outstanding as of March 30, 2015.

*Includes certain funds managed thereby.

B. Related Party Transactions

Management of Our Fleet

Commercial and Technical Management

Our vessels are commercially managed by SCM and technically managed by SSM pursuant to a Master Agreement (which may be terminated upon a two year notice). SCM and SSM are related parties of ours. We expect that additional vessels that we may acquire in the future will also be managed under the Master Agreement or on substantially similar terms.

SCM's services include securing employment, in the spot market and on time charters, for our vessels. SCM also manages the Scorpio Group Pools. When our vessels are in the Pools, SCM, the pool manager, charges fees of \$300 per vessel per day with respect to our Panamax/LR1 vessels, \$250 per vessel per day with respect to our LR2 vessels, and \$325 per vessel per day with respect to each of our Handymax and MR vessels, plus 1.50% commission on gross revenues per charter fixture. These are the same fees that SCM charges other vessels in these pools, including third party owned vessels. For commercial management of our vessels that do not operate in any of the Scorpio Group Pools, we pay SCM a fee of \$250 per vessel per day for each Panamax, LR1 and LR2 vessel and \$300 per vessel per day for each Handymax and MR vessel, plus 1.25% commission on gross revenues per charter fixture.

SSM's services include day-to-day vessel operation, performing general maintenance, monitoring regulatory and classification society compliance, customer vetting procedures, supervising the maintenance and general efficiency of vessels, arranging the hiring of qualified officers and crew, arranging and supervising drydocking and repairs, purchasing supplies, spare parts and new equipment for vessels, appointing supervisors and technical consultants and providing technical support. We currently pay SSM \$685 per vessel per day to provide technical management services for each of our vessels which is the same fee that SSM charges to third parties.

Administrative Services Agreement

We have an Administrative Services Agreement with SSH or our Administrator, for the provision of administrative staff and office space, and administrative services, including accounting, legal compliance, financial and information technology services. SSH is a related party of ours. Liberty Holding Company Ltd., or Liberty, a company affiliated with us, acted as our Administrator until March 13, 2012 when the Administrative Services Agreement was novated to SSH. The effective date of the novation was November 9, 2009, the date that we first entered into the agreement with Liberty. We reimburse our current Administrator for the reasonable direct or indirect expenses it incurs in providing us with the administrative services described above. The services provided to us by our Administrator may be sub-contracted to other entities within the Scorpio Group.

We also pay our Administrator a fee for arranging vessel purchases and sales for us, equal to 1% of the gross purchase or sale price, payable upon the consummation of any such purchase or sale. For the year ended December 31, 2014, we paid SSH \$26.1 million in aggregate for arranging vessel sales and purchases, which consisted of \$11.7 million related to the purchase and delivery of 33 newbuilding vessels, \$14.0 million relating to the purchase and sale of our seven VLCCs under construction, and \$0.4 million relating to the sales of *Noemi* and *Senatore*. We believe this 1% fee on purchases and sales is customary in the tanker industry.

Further, pursuant to our administrative services agreement, our Administrator, on behalf of itself and other members of the Scorpio Group, has agreed that it will not directly own product or crude tankers ranging in size from 35,000 dwt to 200,000 dwt.

Our Administrative Services Agreement, whose effective commencement began in December 2009, can be terminated upon two years notice.

Tanker pools

To increase vessel utilization and thereby revenues, we participate in commercial pools with other shipowners of similar modern, well-maintained vessels. By operating a large number of vessels as an integrated transportation system, commercial pools offer customers greater flexibility and a higher level of service while achieving scheduling efficiencies. Pools employ experienced commercial charterers and operators who have close working relationships with customers and brokers, while technical management is performed by each shipowner. The managers of the pools negotiate charters with customers primarily in the spot market. The size and scope of these pools enable them to enhance utilization rates for pool vessels by securing backhaul voyages and COAs, thus generating higher effective TCE revenues than otherwise might be obtainable in the spot market while providing a higher level of service offerings to customers. When we employ a vessel in the spot charter market, we generally place such vessel in a tanker pool managed by our commercial manager that pertains to that vessel's size class. The earnings allocated to vessels (charterhire expense for the pool) are aggregated and divided on the basis of a weighted scale, or Pool Points, which reflect comparative voyage results on hypothetical benchmark routes. The Pool Point system generally favors those vessels with greater cargo-carrying capacity and those with better fuel consumption. Pool Points are also awarded to vessels capable of carrying clean products and to vessels capable of trading in certain ice conditions. We currently participate in four pools: the Scorpio LR2 Pool, the Scorpio Panamax Tanker Pool, Scorpio MR Pool and the Scorpio Handymax Tanker Pool.

SCM is responsible for the commercial management of participating vessels in the pools, including the marketing, chartering, operating and bunker (fuel oil) purchases of the vessels. The Scorpio LR2 Pool is administered by Scorpio LR2 Pool Ltd., the Scorpio Panamax Tanker Pool is administered by Scorpio Panamax Tanker Pool Ltd., or SPTP, the Scorpio MR Pool is administered by Scorpio MR Pool Ltd, or SMRP and the Scorpio Handymax Tanker Pool is administered by Scorpio Handymax Tanker Pool Ltd., or SHTP. Our founder, Chairman and Chief Executive Officer is a member of the Lolli-Ghetti family which owns all issued and outstanding stock of SLR2P, SPTP, SMRP and SHTP. Taking into account the recommendations of a pool committee and a technical committee, each of which is comprised of representatives of each pool participant, SLR2P, SPTP, SMRP and SHTP set the respective pool policies and issues directives to the pool participants and SCM. The pool participants remain responsible for all other costs including the financing, insurance, manning and technical management of their vessels. The earnings of all of the vessels are aggregated and divided according to the relative performance capabilities of the vessel and the actual earning days each vessel is available.

Our Relationship with the Scorpio Group and its Affiliates

We were incorporated in the Republic of the Marshall Islands on July 1, 2009 by Simon Financial Limited, or Simon, which is owned by the Lolli-Ghetti family. On October 1, 2009, (i) Simon, through its wholly-owned subsidiary, Liberty transferred three operating subsidiary companies to us that owned the vessels in our initial fleet consisting of the *Venice*, *Senatore* and *Noemi*; (ii) Liberty became a wholly-owned subsidiary and operating vehicle of Simon; (iii) Scorpio Owing Holding Ltd. became a wholly-owned subsidiary of Liberty; and (iv) we became a wholly-owned subsidiary of Scorpio Owing Holding Ltd. Liberty's operations include chartered-in vessels, and interests in joint ventures and investments. Further, pursuant to our administrative services agreement, our Administrator, on behalf of itself and other members of the Scorpio Group has agreed that it will not directly own product or crude tankers ranging in size from 35,000 dwt to 200,000 dwt.

Our board of directors consists of eight individuals, five of whom are independent directors. Three of the independent directors form the board's Audit Committee and, pursuant to the Audit Committee charter, are required to review all potential conflicts of interest between us and related parties, including the Scorpio Group. Our three non-independent directors, Emanuele Lauro, Robert Bugbee and Cameron Mackey serve in senior management positions within the Scorpio Group, a member of which is also our Administrator.

The Scorpio Group is owned and controlled by the Lolli-Ghetti family, of which Mr. Lauro is a member. Mr. Lauro is Chief Executive Officer and Mr. Bugbee is President of the Scorpio Group. Mr. Lauro is employed by Scorpio Commercial Management and Mr. Bugbee is employed by Scorpio USA LLC, and both entities are affiliates within the Scorpio Group. Mr. Lauro, Mr. Bugbee and other senior management have a minority equity interest in Scorpio Services Holding Limited. In

addition, certain of our executive officers also serve as members of the management team of Scorpio Bulkers. We are not affiliated with any other entities in the shipping industry other than those that are members of the Scorpio Group.

SCM, SSM and SSH our commercial manager, technical manager and administrator, respectively, are affiliates of the Scorpio Group. For information regarding the details regarding our relationship with SCM, SSM and SSH, please see “– Management of our Fleet.”

Transactions with Related Parties

Transactions with entities controlled by the Lolli-Ghetti family (herein referred to as related party affiliates) in the consolidated statements of income or loss and balance sheet are as follows:

<i>In thousands of US dollars</i>	For the year ended December 31,		
	2014	2013	2012
Pool revenue ⁽¹⁾			
Scorpio MR Pool Limited	\$ 112,826	\$ 89,597	\$ 9,558
Scorpio Handymax Tanker Pool Limited	54,052	36,199	31,280
Scorpio Panamax Tanker Pool Limited	46,925	36,018	26,884
Scorpio LR2 Pool Limited.....	67,054	28,203	4,540
Vessel operating costs ⁽²⁾	(7,947)	(3,703)	(2,280)
Commissions ⁽³⁾	(771)	(218)	(532)
Administrative expenses ⁽⁴⁾	(4,823)	(1,944)	(1,862)

- (1) These transactions relate to revenue earned in the Scorpio LR2, Scorpio Panamax, Scorpio MR, and Scorpio Handymax Tanker Pools (the Pools), which are owned by Scorpio LR2 Pool Limited, Scorpio Panamax Tanker Pool Limited, Scorpio MR Pool Limited and Scorpio Handymax Tanker Pool Limited, respectively. The Pools are related party affiliates.
- (2) These transactions represent technical management fees charged by SSM, a related party affiliate, which are included in the vessel operating costs in the consolidated statement of income or loss. We believe our technical management fees for the years ended December 31, 2014, 2013 and 2012 were at arms-length rates as they were based on contracted rates that were the same as those charged to other vessels managed by SSM at the time the management agreements were entered into. In June 2013, this fee was increased to \$685 per vessel per day from \$548 per vessel per day for technical management.
- (3) These transactions represent the expense due to SCM for commissions related to the commercial management services provided by SCM under the Commercial Management Agreement (see description below). Each vessel pays a commission of 1.25% of their gross revenue when not in the Pools. When our vessels are in the Pools, SCM, the pool manager, charges fees of \$300 per vessel per day with respect to our Panamax/LR1 vessels, \$250 per vessel per day with respect to our LR2 vessels, and \$325 per vessel per day with respect to each of our Handymax and MR vessels, plus 1.50% commission on gross revenues per charter fixture. These are the same fees that SCM charges other vessels in these pools, including third party owned vessels, and they are and were included in voyage expenses in the consolidated statement of income or loss.
- (4) We have an Administrative Services Agreement with SSH for the provision of administrative staff and office space, and administrative services, including accounting, legal compliance, financial and information technology services. SSH is a related party to us. We reimburse SSH for the reasonable direct or indirect expenses it incurs in providing us with the administrative services described above. SSH also arranges vessel sales and purchases for us. The services provided to us by SSH may be sub-contracted to other entities within the Scorpio Group.

Our Commercial Management Agreement with SCM includes a daily flat fee charged payable to SCM for the vessels that are not in one of the pools managed by SCM. The flat fee is \$250 per day for Panamaxes/LR1 and LR2 vessels and \$300 per day for Handymax and MR vessels.

- The expense for the year ended December 31, 2014 of \$4.8 million included (i) the flat fee of \$1.3 million charged by SCM, which was included in voyage expenses on the consolidated statement of income or loss (ii) administrative fees of \$3.1 million charged by SSH which was included in general and administrative expenses in the consolidated statement of income or loss (iii) restricted stock amortization of \$0.3 million, which relates to the issuance of an aggregate of 218,000 shares of restricted stock to SSH employees for no cash consideration in May 2014 (see Note 14 to our consolidated financial statements, included herein, for further description of these issuances and their vesting conditions) and (iv) reimbursement expenses of \$0.1

million that were included in general and administrative expenses in the consolidated statement of income or loss.

- The expense for the year ended December 31, 2013 of \$1.9 million included the flat fee of \$0.3 million charged by SCM and administrative fees of \$1.6 million charged by SSH and were included in voyage expenses and general and administrative expenses in the consolidated statement of income or loss.
- The expense for the year ended December 31, 2012 of \$1.9 million included the flat fee of \$0.7 charged by SCM, and administrative fees of \$1.2 million charged by SSH and were both included in voyage expenses and general and administrative expenses in the consolidated statement of income or loss.

In December 2014, we reached an agreement with Scorpio Bulkers Inc. or Scorpio Bulkers, a related party to purchase newbuilding contracts for four LR2 product tankers to be constructed at shipyards in South Korea and options to purchase two additional LR2 newbuilding contracts. The purchase price for each of the four LR2 newbuilding contracts was \$51.0 million with scheduled vessel deliveries in the first three quarters of 2016. The purchase price for the two option contracts is fixed at \$52.5 million for each contract with scheduled vessel deliveries in the fourth quarter of 2016. The options expire on May 31, 2015. We are working with the seller and the shipyards to novate the contracts to us.

The independent members of the Company's Board of Directors unanimously approved the transaction with Scorpio Bulkers described in the preceding paragraph.

We had the following balances with related parties, which have been included in the consolidated balance sheets:

<i>In thousands of US dollars</i>	<u>As of December 31,</u>	
	<u>2014</u>	<u>2013</u>
Assets:		
Accounts receivable (due from the Pools).....	\$ 74,125	\$ 68,512
Accounts receivable (SSM)	121	—
Accounts receivable (SCM).....	1	8
Liabilities:		
Accounts payable (owed to the Pools).....	\$ 3,894	\$ 95
Accounts payable and accrued expenses (SSM).....	276	1
Accounts payable and accrued expenses (SCM)	774	—
Accounts payable and accrued expenses (SSH) ⁽¹⁾	3,160	—
Deposit from Scorpio Bulkers ⁽²⁾	31,277	—

(1) Commissions payable to SSH relating to the deliveries of *STI Sloane*, *STI Broadway*, *STI Finchley*, *STI Condotti*, *STI Battery*, *STI Clapham*, *STI Poplar* and *STI Soho*.

(2) In December 2014, we agreed to buy four LR2 tankers from Scorpio Bulkers and received an option to purchase two additional LR2 tankers. Pursuant to this agreement, we received \$31.3 million as a security deposit for the scheduled installments on these vessels that are expected to occur prior to the closing date of the sale. This amount will be reimbursed to Scorpio Bulkers upon closing.

The Administrative Services Agreement with SSH includes a fee for arranging vessel purchases and sales, on our behalf, equal to 1% of the gross purchase or sale price, payable upon the consummation of any such purchase or sale. These fees are capitalized as part of the carrying value of the related vessel for a vessel purchase and are included as part of the gain or loss on sale for a vessel disposal.

- During the year ended December 31, 2014, we paid SSH an aggregate fee of \$26.1 million, which consisted of \$11.7 million related to the purchase and delivery of 33 newbuilding vessels, \$14.0 million relating to the purchase and sale of our seven VLCCs under construction and \$0.4 million relating to the sales of *Noemi* and *Senatore*.
- During the year ended December 31, 2013, we paid SSH an aggregate fee of \$9.1 million, which consisted of \$2.5 million related to the purchase and delivery of seven newbuilding vessels in 2013 and \$6.6 million on the purchase and subsequent sale of our VLGC business to Dorian.
- During the year ended December 31, 2012, we paid SSH an aggregate fee of \$2.4 million, which consisted of \$0.5 million on the sales of three Handymax vessels and \$1.9 million on the purchase and delivery of our first five newbuilding vessels.

In 2011, we also entered into an agreement to reimburse costs to SSM as part of its supervision agreement for newbuilding vessels. \$0.02 million, \$0.2 million and \$0.1 million were charged under this agreement during the years ended December 31, 2014, 2013 and 2012, respectively.

C. INTERESTS OF EXPERTS AND COUNSEL

Not applicable.

ITEM 8. FINANCIAL INFORMATION

A. Consolidated Statements and Other Financial Information

See “Item 18. Financial Statements.”

Legal Proceedings

To our knowledge, we are not currently a party to any lawsuit that, if adversely determined, would have a material adverse effect on our financial position, results of operations or liquidity. As such, we do not believe that pending legal proceedings, taken as a whole, should have any significant impact on our financial statements. From time to time in the future we may be subject to legal proceedings and claims in the ordinary course of business, principally personal injury and property casualty claims. While we expect that these claims would be covered by our existing insurance policies, those claims, even if lacking merit, could result in the expenditure of significant financial and managerial resources. We have not been involved in any legal proceedings which may have, or have had, a significant effect on our financial position, results of operations or liquidity, nor are we aware of any proceedings that are pending or threatened which may have a significant effect on our financial position, results of operations or liquidity.

Dividend Policy

The declaration and payment of dividends is subject at all times to the discretion of our board of directors. The timing and amount of dividends, if any, depends on our earnings, financial condition, cash requirements and availability, fleet renewal and expansion, restrictions in the loan agreements, the provisions of Marshall Islands law affecting the payment of dividends and other factors.

In addition, since we are a holding company with no material assets other than the shares of our subsidiaries through which we conduct our operations, our ability to pay dividends will depend on our subsidiaries’ distributing to us their earnings and cash flow.

During the period from our initial public offering in April 2010 through April 2013, we did not declare or pay any dividends to our shareholders. For the years ended December 31, 2014 and 2013, we paid aggregate dividends to our shareholders in the amount of \$70.5 million and \$24.4 million, respectively. We have paid the following dividends per share in respect of the periods set forth below:

<u>Payment Date</u>	<u>Amount per Share</u>
June 25, 2013	\$ 0.025
September 25, 2013	0.035
December 18, 2013	0.07
March 26, 2014	0.08
June 12, 2014	0.09
September 10, 2014	0.10
December 12, 2014	0.12
March 30, 2015	0.12

B. Significant Changes

There have been no significant changes since the date of the annual consolidated financial statements included in this report, other than as described in Note 24-Subsequent Events to our consolidated financial statements included herein.

ITEM 9. OFFER AND THE LISTING

A. Offer and Listing Details

Since our initial public offering, our shares of common stock have traded on the NYSE under the symbol “STNG”. The high and low market prices for our shares of common stock on the NYSE are presented for the periods listed below:

For the Year Ended:	High	Low
December 31, 2010*	\$ 13.01	\$ 9.50
December 31, 2011	12.18	4.28
December 31, 2012	7.50	4.93
December 31, 2013	12.48	6.92
December 31, 2014	11.91	6.48

* For the period beginning March 31, 2010

For the Quarter Ended:	High	Low
March 31, 2013	\$ 8.94	\$ 6.92
June 30, 2013	9.60	7.55
September 30, 2013	10.51	8.87
December 31, 2013	12.48	9.37
March 31, 2014	11.91	9.01
June 30, 2014	10.21	9.99
September 30, 2014	10.19	8.21
December 31, 2014	9.09	6.48
March 31, 2015 (through and including March 30, 2015)	9.64	7.64

Most Recent Six Months:	High	Low
September 2014	\$ 9.64	\$ 8.21
October 2014	9.04	6.48
November 2014	9.09	8.17
December 2014	8.98	7.83
January 2015	9.64	7.64
February 2015	8.86	7.65
March 2015 (through and including March 30, 2015)	9.58	8.39

B. Plan of Distribution

Not applicable

C. Markets

Our common shares are listed for trading on the NYSE under the symbol “STNG.” In addition, our Senior Notes Due 2020 are listed for trading on the NYSE under the symbol “SBNA” and our Senior Notes Due 2017 are listed for trading on the NYSE under the symbol “SBNB.”

D. Selling Shareholders

Not applicable.

E. Dilution

Not applicable.

F. Expenses of the Issue

Not applicable.

ITEM 10. ADDITIONAL INFORMATION

A. Share Capital

Not applicable.

B. Memorandum and Articles of Association

Our amended and restated articles of incorporation have been filed as exhibit 3.1 to Amendment No. 2 to our Registration Statement on Form F-1 (Registration No. 333-164940), filed with the SEC on March 18, 2010. Our amended and restated bylaws are filed as exhibit 1.2 to our Annual Report on Form 20-F filed with the SEC on June 29, 2010. The information contained in these exhibits is incorporated by reference herein.

In May 2014, our shareholders approved an amendment to our Amended and Restated Articles of Incorporation to increase our authorized common stock to 400,000,000 from 250,000,000. Accordingly, we currently have 425,000,000 registered shares of which 400,000,000 are designated as common shares with a par value of \$0.01 and 25,000,000 designated as preferred shares with a par value of \$0.01.

Information regarding the rights, preferences and restrictions attaching to each class of our shares of common stock is described in the section entitled “Description of Capital Stock” in the accompanying prospectus to our Registration Statement on Form F-3 (Registration No. 333-186815) with an effective date of February 25, 2013, provided that since the date of such Registration Statement, our total issued and outstanding common shares has increased to 163,827,903 as of the date of this annual report and our total authorized share capital has been increased as set forth above.

C. Material Contracts

Attached as exhibits to this annual report are the contracts we consider to be both material and outside the ordinary course of business during the two-year period immediately preceding the date of this annual report. We refer you to “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Long-Term Debt Obligations and Credit Arrangements” and “Item 7. Major Shareholders and Related Party Transactions—B. Related Party Transactions” for a discussion of these agreements.

Other than as set forth above, there were no material contracts, other than contracts entered into in the ordinary course of business, to which we were a party during the two year period immediately preceding the date of this annual report.

D. Exchange Controls

Under Marshall Islands law, there are currently no restrictions on the export or import of capital, including foreign exchange controls or restrictions that affect the remittance of dividends, interest or other payments to non-resident holders of our common shares.

E. Taxation

United States Federal Income Tax Considerations

The following are the material United States federal income tax consequences to us of our activities and to United States Holders and Non-United States Holders, each as defined below, of the ownership of common shares. The following discussion of United States federal income tax matters is based on the Code, judicial decisions, administrative pronouncements, and existing and proposed regulations issued by the United States Department of the Treasury, or the Treasury Regulations, all of which are subject to change, possibly with retroactive effect. The discussion below is based, in part, on the description of our business in this Report and assumes that we conduct our business as described herein. References in the following discussion to the “Company,” “we,” “our” and “us” are to Scorpio Tankers Inc. and its subsidiaries on a consolidated basis.

United States Federal Income Taxation of Operating Income: In General

We earn and anticipate that we will continue to earn substantially all our income from the hiring or leasing of vessels for use on a time charter basis, from participation in a pool or from the performance of services directly related to those uses, all of which we refer to as “shipping income.”

Unless exempt from United States federal income taxation under the rules of Section 883 of the Code, or Section 883, as discussed below, a foreign corporation such as us will be subject to United States federal income taxation on its “shipping income” that is treated as derived from sources within the United States, which we refer to as “United States source shipping income.” For United States federal income tax purposes, “United States source shipping income” includes 50% of shipping income that is attributable to transportation that begins or ends, but that does not both begin and end, in the United States.

Shipping income attributable to transportation exclusively between non-United States ports will be considered to be 100% derived from sources entirely outside the United States. Shipping income derived from sources outside the United States will not be subject to any United States federal income tax.

Shipping income attributable to transportation exclusively between United States ports is considered to be 100% derived from United States sources. However, we are not permitted by United States law to engage in the transportation of cargoes that produces 100% United States source shipping income.

Unless exempt from tax under Section 883, our gross United States source shipping income would be subject to a 4% tax imposed without allowance for deductions, as described more fully below.

Exemption of Operating Income from United States Federal Income Taxation

Under Section 883 and the Treasury Regulations thereunder, a foreign corporation will be exempt from United States federal income taxation on its United States source shipping income if:

(1) it is organized in a “qualified foreign country,” which is one that grants an “equivalent exemption” from tax to corporations organized in the United States in respect of each category of shipping income for which exemption is being claimed under Section 883; and

(2) one of the following tests is met:

(A) more than 50% of the value of its shares is beneficially owned, directly or indirectly, by “qualified shareholders,” which as defined includes individuals who are “residents” of a qualified foreign country, which we refer to as the “50% Ownership Test”; or

(B) its shares are “primarily and regularly traded on an established securities market” in a qualified foreign country or in the United States, to which we refer as the “Publicly-Traded Test”.

The Republic of the Marshall Islands, the jurisdiction where we and our ship-owning subsidiaries are incorporated, has been officially recognized by the IRS as a qualified foreign country that grants the requisite “equivalent exemption” from tax in respect of each category of shipping income we earn and currently expect to earn in the future. Therefore, we will be exempt from United States federal income taxation with respect to our United States source shipping income if we satisfy either the 50% Ownership Test or the Publicly-Traded Test.

For our 2014 taxable tax year, we intend to take the position that we satisfy the Publicly-Traded Test and we anticipate that we will continue to satisfy the Publicly-Traded Test for future taxable years. However, as discussed below, this is a factual determination made on an annual basis. We do not currently anticipate a circumstance under which we would be able to satisfy the 50% Ownership Test.

Publicly-Traded Test

The Treasury Regulations under Section 883 provide, in pertinent part, that shares of a foreign corporation will be considered to be “primarily traded” on an established securities market in a country if the number of shares of each class of stock that are traded during any taxable year on all established securities markets in that country exceeds the number of shares in each such class that are traded during that year on established securities markets in any other single country. Our common shares, which constitute our sole class of issued and outstanding stock, are “primarily traded” on the NYSE.

Under the Treasury Regulations, our common shares will be considered to be “regularly traded” on an established securities market if one or more classes of our stock representing more than 50% of our outstanding stock, by both total combined voting power of all classes of stock entitled to vote and total value, are listed on such market, to which we refer as the “Listing Threshold.” Since our common shares are listed on the NYSE, we expect to satisfy the Listing Threshold.

It is further required that with respect to each class of stock relied upon to meet the Listing Threshold, (i) such class of stock is traded on the market, other than in minimal quantities, on at least 60 days during the taxable year or one-sixth of the days in a short taxable year, or the “Trading Frequency Test”; and (ii) the aggregate number of shares of such class of stock traded on such market during the taxable year is at least 10% of the average number of shares of such class of stock outstanding during such year or as appropriately adjusted in the case of a short taxable year, or the “Trading Volume Test.” We currently satisfy and anticipate that it will continue to satisfy the Trading Frequency Test and Trading Volume Test. Even if this were not the case, the Treasury Regulations provide that the Trading Frequency Test and Trading Volume Tests will be

deemed satisfied if, as is the case with our common shares, such class of stock is traded on an established securities market in the United States and such class of stock is regularly quoted by dealers making a market in such stock.

Notwithstanding the foregoing, the Treasury Regulations provide, in pertinent part, that a class of stock will not be considered to be “regularly traded” on an established securities market for any taxable year during which 50% or more of the vote and value of the outstanding shares of such class are owned, actually or constructively under specified attribution rules, on more than half the days during the taxable year by persons who each own 5% or more of the vote and value of such class of outstanding shares, to which we refer as the “5% Override Rule.”

For purposes of being able to determine the persons who actually or constructively own 5% or more of the vote and value of our common shares, or “5% Shareholders,” the Treasury Regulations permit us to rely on those persons that are identified on Schedule 13G and Schedule 13D filings with the SEC as owning 5% or more of our common shares. The Treasury Regulations further provide that an investment company which is registered under the Investment Company Act of 1940, as amended, will not be treated as a 5% Shareholder for such purposes.

In the event the 5% Override Rule is triggered, the Treasury Regulations provide that the 5% Override Rule will nevertheless not apply if we can establish that within the group of 5% Shareholders, there are sufficient qualified shareholders for purposes of Section 883 to preclude non-qualified shareholders in such group from owning 50% or more of our common shares for more than half the number of days during the taxable year. In order to benefit from this exception to the 5% Override Rule, we must satisfy certain substantiation requirements in regards to the identity of its 5% Shareholders.

We believe that we currently satisfy the Publicly-Traded Test and intend to take this position on our United States federal income tax return for the 2014 taxable year. However, there are factual circumstances beyond our control that could cause us to lose the benefit of the Section 883 exemption. For example, if we trigger the 5% Override Rule for any future taxable year, there is no assurance that we will have sufficient qualified 5% Shareholders to preclude nonqualified 5% Shareholders from owning 50% or more of our common shares for more than half the number of days during such taxable year, or that we will be able to satisfy the substantiation requirements in regards to our 5% Shareholders.

United States Federal Income Taxation in Absence of Section 883 Exemption

If the benefits of Section 883 are unavailable, our United States source shipping income would be subject to a 4% tax imposed by Section 887 of the Code on a gross basis, without the benefit of deductions, which we refer to as the “4% gross basis tax regime,” to the extent that such income is not considered to be “effectively connected” with the conduct of a United States trade or business, as described below. Since under the sourcing rules described above, no more than 50% of our shipping income would be treated as being United States source shipping income, the maximum effective rate of United States federal income tax on our shipping income would never exceed 2% under the 4% gross basis tax regime.

To the extent our United States source shipping income is considered to be “effectively connected” with the conduct of a United States trade or business, as described below, any such “effectively connected” United States source shipping income, net of applicable deductions, would be subject to United States federal income tax, currently imposed at rates of up to 35%. In addition, we would generally be subject to the 30% “branch profits” tax on earnings effectively connected with the conduct of such trade or business, as determined after allowance for certain adjustments, and on certain interest paid or deemed paid attributable to the conduct of our United States trade or business.

Our United States source shipping income would be considered “effectively connected” with the conduct of a United States trade or business only if:

- we have, or are considered to have, a fixed place of business in the United States involved in the earning of United States source shipping income; and
- substantially all of our United States source shipping income is attributable to regularly scheduled transportation, such as the operation of a vessel that follows a published schedule with repeated sailings at regular intervals between the same points for voyages that begin or end in the United States.

We do not currently have, intend to have, or permit circumstances that would result in having, any vessel sailing to or from the United States on a regularly scheduled basis. Based on the foregoing and on the expected mode of our shipping operations and other activities, it is anticipated that none of our United States source shipping income will be “effectively connected” with the conduct of a United States trade or business.

United States Federal Income Taxation of Gain on Sale of Vessels

If we qualify for exemption from tax under Section 883 in respect of the shipping income derived from the international operation of our vessels, then gain from the sale of any such vessel should likewise be exempt from United States federal income tax under Section 883. If, however, our shipping income from such vessels does not for whatever reason qualify for exemption under Section 883, then any gain on the sale of a vessel will be subject to United States federal income tax if such sale occurs in the United States. To the extent possible, we intend to structure the sales of our vessels so that the gain therefrom is not subject to United States federal income tax. However, there is no assurance we will be able to do so.

United States Federal Income Taxation of United States Holders

The following is a discussion of the material United States federal income tax considerations relevant to an investment decision by a United States Holder, as defined below, with respect to our common shares. This discussion does not purport to deal with the tax consequences of owning common shares to all categories of investors, some of which may be subject to special rules. This discussion only addresses considerations relevant to those United States Holders who hold the common shares as capital assets, that is, generally for investment purposes. You are encouraged to consult your own tax advisors concerning the overall tax consequences arising in your own particular situation under United States federal, state, local or foreign law of the ownership of common shares.

As used herein, the term “United States Holder” means a beneficial owner of common shares that is an individual United States citizen or resident, a United States corporation or other United States entity taxable as a corporation, an estate the income of which is subject to United States federal income taxation regardless of its source, or a trust if a court within the United States is able to exercise primary jurisdiction over the administration of the trust and one or more United States persons have the authority to control all substantial decisions of the trust.

If a partnership holds our common shares, the tax treatment of a partner will generally depend upon the status of the partner and upon the activities of the partnership. If you are a partner in a partnership holding common shares, you are encouraged to consult your tax advisor.

Distributions

Subject to the discussion of passive foreign investment companies below, any distributions made by us with respect to our common shares to a United States Holder will generally constitute dividends to the extent of our current or accumulated earnings and profits, as determined under United States federal income tax principles. Distributions in excess of such earnings and profits will be treated first as a nontaxable return of capital to the extent of the United States Holder’s tax basis in his common shares on a dollar-for-dollar basis and thereafter as capital gain. Because we are not a United States corporation, United States Holders that are corporations will not be entitled to claim a dividends received deduction with respect to any distributions they receive from us. Dividends paid with respect to our common shares will generally be treated as “passive category income” for purposes of computing allowable foreign tax credits for United States foreign tax credit purposes.

Dividends paid on our common shares to a United States Holder who is an individual, trust or estate (a “United States Non-Corporate Holder”) will generally be treated as “qualified dividend income” that is taxable to such United States Non-Corporate Holder at preferential tax rates provided that (1) the common shares are readily tradable on an established securities market in the United States (such as the NYSE, on which our common shares are traded); (2) we are not a passive foreign investment company for the taxable year during which the dividend is paid or the immediately preceding taxable year (which, as discussed below, we believe we have not been, we believe we are not and do not anticipate being in the future); (3) the United States Non-Corporate Holder has owned the common shares for more than 60 days in the 121-day period beginning 60 days before the date on which the common shares become ex-dividend; and (4) the United States Non-Corporate Holder is not under an obligation to make related payments with respect to positions in substantially similar or related property. Any distributions out of earnings and profits we pay which are not eligible for these preferential rates will be taxed as ordinary income to a United States Non-Corporate Holder.

Special rules may apply to any “extraordinary dividend”—generally, a dividend in an amount which is equal to or in excess of 10% of a shareholder’s adjusted tax basis in his common shares—paid by us. If we pay an “extraordinary dividend” on our common shares that is treated as “qualified dividend income,” then any loss derived by a United States Non-Corporate Holder from the sale or exchange of such common shares will be treated as long-term capital loss to the extent of such dividend.

Sale, Exchange or Other Disposition of Common Shares

Assuming we do not constitute a passive foreign investment company for any taxable year, a United States Holder generally will recognize taxable gain or loss upon a sale, exchange or other disposition of our common shares in an amount equal to the difference between the amount realized by the United States Holder from such sale, exchange or other disposition and the United States Holder's tax basis in such shares. Such gain or loss will be treated as long-term capital gain or loss if the United States Holder's holding period is greater than one year at the time of the sale, exchange or other disposition. Such capital gain or loss will generally be treated as United States source income or loss, as applicable, for United States foreign tax credit purposes. Long-term capital gains of United States Non-Corporate Holders are currently eligible for reduced rates of taxation. A United States Holder's ability to deduct capital losses is subject to certain limitations.

Passive Foreign Investment Company Status and Significant Tax Consequences

Special United States federal income tax rules apply to a United States Holder that holds shares in a foreign corporation classified as a "passive foreign investment company", or a PFIC, for United States federal income tax purposes. In general, we will be treated as a PFIC with respect to a United States Holder if, for any taxable year in which such Holder holds our common shares, either:

- at least 75% of our gross income for such taxable year consists of passive income (e.g., dividends, interest, capital gains and rents derived other than in the active conduct of a rental business); or
- at least 50% of the average value of our assets during such taxable year produce, or are held for the production of, passive income.

For purposes of determining whether we are a PFIC, we will be treated as earning and owning our proportionate share of the income and assets, respectively, of any of our subsidiary corporations in which we own at least 25% of the value of the subsidiary's stock. Income earned, or deemed earned, by us in connection with the performance of services would not constitute passive income. By contrast, rental income would generally constitute "passive income" unless we were treated under specific rules as deriving our rental income in the active conduct of a trade or business.

Based on our current operations and future projections, we do not believe that we have been, are, nor do we expect to become, a passive foreign investment company with respect to any taxable year. Although there is no legal authority directly on point, our belief is based principally on the position that, for purposes of determining whether we are a passive foreign investment company, the gross income we derive or are deemed to derive from the time chartering and voyage chartering activities of our wholly-owned subsidiaries should constitute services income, rather than rental income. Accordingly, such income should not constitute passive income, and the assets that we own and operate in connection with the production of such income, in particular, the vessels, should not constitute assets that produce or are held for the production of passive income for purposes of determining whether we are a PFIC. Therefore, based on our current operations and future projections, we should not be treated as a PFIC with respect to any taxable year. There is substantial legal authority supporting this position, consisting of case law and IRS pronouncements concerning the characterization of income derived from time charters and voyage charters as services income for other tax purposes. However, there is also authority that characterizes time charter income as rental income rather than services income for other tax purposes. It should be noted that in the absence of any legal authority specifically relating to the statutory provisions governing PFICs, the IRS or a court could disagree with our position. Furthermore, although we intend to conduct our affairs in a manner to avoid being classified as a PFIC with respect to any taxable year, we cannot assure you that the nature of our operations will not change in the future.

As discussed more fully below, if we were to be treated as a PFIC for any taxable year, a United States Holder would be subject to different United States federal income taxation rules depending on whether the United States Holder makes an election to treat us as a "Qualified Electing Fund," which election we refer to as a "QEF election." As an alternative to making a QEF election, a United States Holder should be able to make a "mark-to-market" election with respect to our common shares, as discussed below. In addition, if we were to be treated as a PFIC for any taxable year, a United States Holder will generally be required to file an annual report with the IRS for that year with respect to such Holder's common shares.

Taxation of United States Holders Making a Timely QEF Election

If a United States Holder makes a timely QEF election, which United States Holder we refer to as an "Electing Holder," the Electing Holder must report for United States federal income tax purposes his pro rata share of our ordinary earnings and net capital gain, if any, for each of our taxable years during which we are a PFIC that ends with or within the

taxable year of the Electing Holder, regardless of whether distributions were received from us by the Electing Holder. No portion of any such inclusions of ordinary earnings will be treated as “qualified dividend income.” Net capital gain inclusions of United States Non-Corporate Holders would be eligible for preferential capital gain tax rates. The Electing Holder’s adjusted tax basis in the common shares will be increased to reflect taxed but undistributed earnings and profits. Distributions of earnings and profits that had been previously taxed will result in a corresponding reduction in the adjusted tax basis in the common shares and will not be taxed again once distributed. An Electing Holder would not, however, be entitled to a deduction for its pro rata share of any losses that we incur with respect to any taxable year. An Electing Holder would generally recognize capital gain or loss on the sale, exchange or other disposition of our common shares. A United States Holder would make a timely QEF election for our shares by filing one copy of IRS Form 8621 with his United States federal income tax return for the first year in which he held such shares when we were a PFIC. If we were to be treated as a PFIC for any taxable year, we would provide each United States Holder with all necessary information in order to make the QEF election described above.

Taxation of United States Holders Making a “Mark-to-Market” Election

Alternatively, if we were to be treated as a PFIC for any taxable year and, as we anticipate will be the case, our common shares are treated as “marketable stock,” a United States Holder would be allowed to make a “mark-to-market” election with respect to our common shares, provided the United States Holder completes and files IRS Form 8621 in accordance with the relevant instructions and related Treasury Regulations. If that election is made, the United States Holder generally would include as ordinary income in each taxable year the excess, if any, of the fair market value of the common shares at the end of the taxable year over such Holder’s adjusted tax basis in the common shares. The United States Holder would also be permitted an ordinary loss in respect of the excess, if any, of the United States Holder’s adjusted tax basis in the common shares over its fair market value at the end of the taxable year, but only to the extent of the net amount previously included in income as a result of the mark-to-market election. A United States Holder’s tax basis in his common shares would be adjusted to reflect any such income or loss amount. Gain realized on the sale, exchange or other disposition of our common shares would be treated as ordinary income, and any loss realized on the sale, exchange or other disposition of the common shares would be treated as ordinary loss to the extent that such loss does not exceed the net mark-to-market gains previously included by the United States Holder.

Taxation of United States Holders Not Making a Timely QEF or Mark-to-Market Election

Finally, if we were to be treated as a PFIC for any taxable year, a United States Holder who does not make either a QEF election or a “mark-to-market” election for that year, whom we refer to as a “Non-Electing Holder,” would be subject to special rules with respect to (1) any excess distribution (i.e., the portion of any distributions received by the Non-Electing Holder on the common shares in a taxable year in excess of 125% of the average annual distributions received by the Non-Electing Holder in the three preceding taxable years, or, if shorter, the Non-Electing Holder’s holding period for the common shares), and (2) any gain realized on the sale, exchange or other disposition of our common shares. Under these special rules:

- the excess distribution or gain would be allocated ratably over the Non-Electing Holder’s aggregate holding period for the common shares;
- the amount allocated to the current taxable year, and any taxable year prior to the first taxable year in which we were a PFIC, would be taxed as ordinary income and would not be “qualified dividend income”; and
- the amount allocated to each of the other taxable years would be subject to tax at the highest rate of tax in effect for the applicable class of taxpayer for that year, and an interest charge for the deemed tax deferral benefit would be imposed with respect to the resulting tax attributable to each such other taxable year.

United States Federal Income Taxation of “Non-United States Holders”

A beneficial owner of common shares (other than a partnership) that is not a United States Holder is referred to herein as a “Non-United States Holder.”

If a partnership holds common shares, the tax treatment of a partner will generally depend upon the status of the partner and upon the activities of the partnership. If you are a partner in a partnership holding common shares, you are encouraged to consult your tax advisor.

Dividends on Common Stock

A Non-United States Holder generally will not be subject to United States federal income tax or withholding tax on dividends received from us with respect to his common shares, unless that income is effectively connected with the Non-

United States Holder's conduct of a trade or business in the United States. If the Non-United States Holder is entitled to the benefits of a United States income tax treaty with respect to those dividends, that income is subject to United States federal income tax only if it is attributable to a permanent establishment maintained by the Non-United States Holder in the United States.

Sale, Exchange or Other Disposition of Common Shares

Non-United States Holders generally will not be subject to United States federal income tax or withholding tax on any gain realized upon the sale, exchange or other disposition of our common shares, unless:

- the gain is effectively connected with the Non-United States Holder's conduct of a trade or business in the United States (and, if the Non-United States Holder is entitled to the benefits of a United States income tax treaty with respect to that gain, that gain is attributable to a permanent establishment maintained by the Non-United States Holder in the United States); or
- the Non-United States Holder is an individual who is present in the United States for 183 days or more during the taxable year of disposition and other conditions are met.

If the Non-United States Holder is engaged in a United States trade or business for United States federal income tax purposes, dividends on the common shares, and gains from the sale, exchange or other disposition of such shares, that are effectively connected with the conduct of that trade or business will generally be subject to regular United States federal income tax in the same manner as discussed in the previous section relating to the taxation of United States Holders. In addition, if you are a corporate Non-United States Holder, your earnings and profits that are attributable to the effectively connected income, subject to certain adjustments, may be subject to an additional "branch profits" tax at a rate of 30%, or at a lower rate as may be specified by an applicable United States income tax treaty.

Backup Withholding and Information Reporting

In general, dividend payments, or other taxable distributions, made within the United States to you will be subject to information reporting requirements if you are a non-corporate United States Holder. Such payments or distributions may also be subject to backup withholding if you are a non-corporate United States Holder and you:

- fail to provide an accurate taxpayer identification number;
- are notified by the IRS that you have failed to report all interest or dividends required to be shown on your United States federal income tax returns; or
- in certain circumstances, fail to comply with applicable certification requirements.

Non-United States Holders may be required to establish their exemption from information reporting and backup withholding by certifying their status on an appropriate IRS Form W-8.

If you are a Non-United States Holder and you sell your common shares to or through a United States office of a broker, the payment of the proceeds is subject to both United States backup withholding and information reporting unless you certify that you are a non-United States person, under penalties of perjury, or you otherwise establish an exemption. If you sell your common shares through a non-United States office of a non-United States broker and the sales proceeds are paid to you outside the United States, then information reporting and backup withholding generally will not apply to that payment. However, United States information reporting requirements, but not backup withholding, will apply to a payment of sales proceeds, even if that payment is made to you outside the United States, if you sell your common shares through a non-United States office of a broker that is a United States person or has some other contacts with the United States. Such information reporting requirements will not apply, however, if the broker has documentary evidence in its records that you are a non-United States person and certain other conditions are met, or you otherwise establish an exemption.

Backup withholding is not an additional tax. Rather, you generally may obtain a refund of any amounts withheld under backup withholding rules that exceed your United States federal income tax liability by filing a refund claim with the IRS.

Individuals who are United States Holders (and to the extent specified in applicable Treasury Regulations, certain individuals who are Non-United States Holders and certain United States entities) who hold "specified foreign financial assets" (as defined in Section 6038D of the Code) are required to file IRS Form 8938 with information relating to the asset for each taxable year in which the aggregate value of all such assets exceeds \$75,000 at any time during the taxable year or

\$50,000 on the last day of the taxable year (or such higher dollar amount as prescribed by applicable Treasury regulations). Specified foreign financial assets would include, among other assets, our common shares, unless the shares are held through an account maintained with a United States financial institution. Substantial penalties apply to any failure to timely file IRS Form 8938, unless the failure is shown to be due to reasonable cause and not due to willful neglect. Additionally, in the event an individual United States Holder (and to the extent specified in applicable Treasury Regulations, an individual Non- United States Holder or a United States entity) that is required to file IRS Form 8938 does not file such form, the statute of limitations on the assessment and collection of United States federal income taxes of such holder for the related tax year may not close until three years after the date that the required IRS Form 8938 is filed. United States Holders (including United States entities) and Non- United States Holders are encouraged consult their own tax advisors regarding their reporting obligations under this legislation.

F. Dividends and Paying Agents

Not applicable.

G. Statement by Experts

Not applicable.

H. Documents on Display

We file reports and other information with the SEC. These materials, including this annual report and the accompanying exhibits, may be inspected and copied at the public reference facilities maintained by the SEC at 100 F Street, N.E. Washington, D.C. 20549, or from its website <http://www.sec.gov>. You may obtain information on the operation of the public reference room by calling 1 (800) SEC-0330, and you may obtain copies at prescribed rates.

Shareholders may also request a copy of our filings at no cost, by writing or telephoning us at the following address: Scorpio Tankers Inc., 9, Boulevard Charles III Monaco 98000, +377-9898-5716.

I. Subsidiary Information

Not applicable.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk

We are exposed to the impact of interest rate changes primarily through our unhedged variable-rate borrowings. Significant increases in interest rates could adversely affect our operating margins, results of operations and our ability to service our debt. From time to time, we will use interest rate swaps to reduce our exposure to market risk from changes in interest rates. The principal objective of these contracts is to minimize the risks and costs associated with our variable-rate debt and are not for speculative or trading purposes. We entered into six interest rate swaps in August 2011 and which went into effect on July 1, 2012 for an aggregate notional amount of \$75.0 million, which was reduced to \$66.0 million in September 2012 and further reduced to \$45.0 million in March 2014. The fair market value of our interest rate swaps was a liability of \$0.2 million and \$0.9 million at December 31, 2014 and 2013, respectively. In March 2015, we terminated three of the interest rate swaps relating to our 2010 Revolving Credit Facility. As a result of this transaction, we will record a write-off of \$0.1 million in the first quarter of 2015. As of the date of this report, we have three interest rate swaps with an aggregate notional value of \$15.0 million relating to our 2011 Credit Facility.

Based on the floating rate debt at December 31, 2014, a one-percentage point increase in the floating interest rate would increase interest expense by \$11.7 million per year. The following table presents the due dates for the principal payments on our fixed and floating rate debt:

<i>In thousands of U.S. dollars</i>	As of December 31,			
	2015	2016-2017	2018-2019	Thereafter
Principal payments floating rate debt	\$ 90,547	\$ 263,172	\$ 462,852	\$ 360,535
Principal payments fixed rate debt.....	32,086	51,750	360,000	53,750
Total principal payments on outstanding debt	<u>\$ 122,633</u>	<u>\$ 314,922</u>	<u>\$ 822,852</u>	<u>\$ 414,285</u>

Spot Market Rate Risk

The cyclical nature of the tanker industry causes significant increases or decreases in the revenue that we earn from our vessels, particularly those vessels that operate in the spot market or participate in pools that are concentrated in the spot market such as the Scorpio Group Pools. We currently do not have any vessels on time charter contracts. Additionally, we have the ability to remove our vessels from the pools on relatively short notice if attractive time charter opportunities arise. A \$1,000 per day increase or decrease in spot rates for all of our vessel classes would have increased or decreased our operating income / (loss) by \$20.2 million and \$14.1 million for the years ended December 31, 2014 and 2013, respectively.

Foreign Exchange Rate Risk

Our primary economic environment is the international shipping market. This market utilizes the US dollar as its functional currency. Consequently, virtually all of our revenues and the majority of our operating expenses are in US dollars. However, we incur some of our combined expenses in other currencies, particularly the Euro. The amount and frequency of some of these expenses (such as vessel repairs, supplies and stores) may fluctuate from period to period. Depreciation in the value of the US dollar relative to other currencies will increase the US dollar cost of us paying such expenses. The portion of our business conducted in other currencies could increase in the future, which could expand our exposure to losses arising from currency fluctuations.

There is a risk that currency fluctuations will have a negative effect on our cash flows. We have not entered into any hedging contracts to protect against currency fluctuations. However, we have some ability to shift the purchase of goods and services from one country to another and, thus, from one currency to another, on relatively short notice. We may seek to hedge this currency fluctuation risk in the future.

Bunker Price Risk

Our operating results are affected by movement in the price of fuel oil consumed by the vessels – known in the industry as bunkers. The price and supply of fuel is unpredictable and fluctuates based on events outside our control, including geopolitical developments, supply and demand for oil and gas, actions by OPEC and other oil and gas producers, war and unrest in oil producing countries and regions, regional production patterns and environmental concerns. Further, fuel may become much more expensive in the future, which may reduce the profitability. We do not hedge our exposure to bunker price risk.

Inflation

We do not expect inflation to be a significant risk to direct expenses in the current and foreseeable economic environment.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Not applicable.

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

Not applicable.

ITEM 15. CONTROLS AND PROCEDURES

A. Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports under the Exchange Act is recorded, processed, summarized and reported within time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures. Our controls and procedures are designed to provide reasonable assurance of achieving their objectives.

We carried out an evaluation under the supervision, and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15e) as of December 31, 2014. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2014 to provide reasonable assurance that (1) information required to be disclosed by us in the reports that we file under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (2) that such information is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives.

B. Management's Annual Report on Internal Control Over Financial Reporting

In accordance with Rule 13a-15(f) of the Exchange Act, the management of the Company is responsible for the establishment and maintenance of adequate internal controls over financial reporting for the Company. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Company's system of internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements. Management has performed an assessment of the effectiveness of the Company's internal controls over financial reporting as of December 31, 2014 based on the provisions of Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission, or COSO, in 2013. Based on our assessment, management determined that the Company's internal controls over financial reporting was effective as of December 31, 2014 based on the criteria in Internal Control—Integrated Framework issued by COSO (2013).

The Company's internal control over financial reporting, at December 31, 2014, has been audited by PricewaterhouseCoopers Audit, an independent registered public accounting firm, who also audited the Company's consolidated financial statements for that year. Their audit report on the effectiveness of internal control over financial reporting is presented in "Item 18. Financial Statements."

C. Attestation Report of the Registered Public Accounting Firm

The attestation report of the Registered Public Accounting Firm is presented on page F-2 of the Financial Statements filed as part of this annual report.

D. Changes in Internal Control Over Financial Reporting

None

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our Board of Directors has determined that Mr. Ademaro Lanzara, who serves on the Audit Committee, qualifies as an “audit committee financial expert” and that he is “independent” in accordance with SEC rules.

ITEM 16B. CODE OF ETHICS

We have adopted a code of ethics applicable to officers, directors and employees, which complies with applicable guidelines issued by the SEC. Our code of ethics is filed as an exhibit to our annual report filed on March 31, 2014 on form 20-F for the year ended December 31, 2013 and can be found on our website at www.scorpiotankers.com. We will also provide a hard copy of our code of ethics free of charge upon written request to Scorpio Tankers Inc., 9 Boulevard Charles III, Monaco, 98000.

ITEM 16C. PRINCIPAL ACCOUNTING FEES AND SERVICES

A. Audit Fees

Our principal accountant for fiscal years ended December 31, 2014 and 2013 was PricewaterhouseCoopers Audit (Marseille, France) and the audit fee for those periods was \$497,000 and \$428,000, respectively.

During 2014, our principal accountant, PricewaterhouseCoopers Audit, provided services related to the issuance of our Senior Unsecured Notes Due 2020, Convertible Notes and Senior Unsecured Notes Due 2017 that were completed in May 2014, June 2014 and October 2014, respectively. The fees for these services were \$48,000, \$41,500 and \$91,695, respectively.

During 2013, our principal accountant, PricewaterhouseCoopers Audit, provided services related to follow-on offerings that were completed in May 2013 and August 2013 and two transactions related to issuance of shares for the acquisitions of vessels. The fees for these services were \$38,500, \$39,328 and \$30,000, respectively.

B. Audit-Related Fees

None

C. Tax Fees

None

D. All Other Fees

None

E. Audit Committee’s Pre-Approval Policies and Procedures

Our Audit Committee pre-approves all audit, audit-related and non-audit services not prohibited by law to be performed by our independent auditors and associated fees prior to the engagement of the independent auditor with respect to such services.

F. Audit Work Performed by Other Than Principal Accountant if Greater Than 50%

Not applicable.

ITEM 16D. EXEMPTIONS FROM LISTING STANDARDS FOR AUDIT COMMITTEES

Not applicable.

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

On July 9, 2010, our board of directors authorized a share buyback program of \$20 million, which was subsequently increased to \$100.0 million in April 2014, which we refer to as the 2010 Share Buyback Program. On June 27, 2014, our board of directors authorized a new share buyback program of up to \$150 million, which we refer to as the First 2014 Share Buyback Program, to replace the 2010 Share Buyback Program. On July 28, 2014, our board of directors authorized a new share buyback program of up to \$150 million, which we refer to as the Second 2014 Share Buyback Program, to replace the First 2014 Share Buyback Program. We repurchase these shares in the open market at the time and prices that we consider to be appropriate.

During the year ended December 31, 2014, we repurchased an aggregate of 19,951,536 of our common shares at an average price of \$9.09 per share under the 2010 Share Buyback Program, First 2014 Share Buyback Program, and Second 2014 Share Buyback Program.

In addition, in May 2014, in a privately negotiated transaction, we acquired 7,500,000 of our common shares from one of our existing shareholders in exchange for 3,422,665 shares in Dorian owned by us.

Furthermore, using a portion of the proceeds we received from our offering of Convertible Notes, we repurchased 10,127,600 of our common shares at \$9.38 per share in a privately negotiated transaction.

ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

On April 2, 2013, our board of directors, upon recommendation of our audit committee, appointed PricewaterhouseCoopers Audit as our independent auditor for the fiscal year ending December 31, 2013, replacing Deloitte LLP, or Deloitte. On May 30, 2013, at our annual general meeting of shareholders, our shareholders passed a resolution ratifying such appointment. The Company dismissed Deloitte as its independent auditor effective April 2, 2013.

The information required to be disclosed pursuant to this Item 16F was previously reported on Form 6-K, filed with the SEC on April 8, 2013.

ITEM 16G. CORPORATE GOVERNANCE

Pursuant to an exception for foreign private issuers, we, as a Marshall Islands company, are not required to comply with the corporate governance practices followed by U.S. companies under the NYSE listing standards. We believe that our established practices in the area of corporate governance are in line with the spirit of the NYSE standards and provide adequate protection to our shareholders. In this respect, we have voluntarily adopted NYSE required practices, such as (i) having a majority of independent directors, (ii) establishing audit, compensation and nominating committees and (iii) adopting a Code of Ethics.

There are two significant differences between our corporate governance practices and the practices required by the NYSE. The NYSE requires that non-management directors meet regularly in executive sessions without management. The NYSE also requires that all independent directors meet in an executive session at least once a year. The Marshall Islands law and our bylaws do not require our non-management directors to regularly hold executive sessions without management. During 2014 and through the date of this annual report, our non-management directors met in executive session five times. The NYSE requires companies to adopt and disclose corporate governance guidelines. The guidelines must address, among other things: director qualification standards, director responsibilities, director access to management and independent advisers, director compensation, director orientation and continuing education, management succession and an annual performance evaluation. We are not required to adopt such guidelines under Marshall Islands law and we have not adopted such guidelines.

ITEM 16H. MINE SAFETY DISCLOSURE

Not applicable.

PART III

ITEM 17. FINANCIAL STATEMENTS

See “Item 18. Financial Statements.”

ITEM 18. FINANCIAL STATEMENTS

The financial information required by this Item is set forth on pages F-1 to F-57 and is filed as part of this annual report.

ITEM 19. EXHIBITS

Exhibit

Number	Description
1.1	Amended and Restated Articles of Incorporation of the Company (1)
1.2	Amended and Restated Bylaws of the Company (3)
1.3	Articles of Amendment to the Amended and Restated Articles of Incorporation of the Company
2.1	Form of Stock Certificate (1)
2.3	Form of Senior Debt Securities Indenture (5)
2.4	Form of Subordinated Debt Securities Indenture (5)
2.5	Base Indenture, dated May 12, 2014, by and between the Company and Deutsche Bank Trust Company (9)
2.6	Supplemental Indenture to the Base Indenture, dated May 12, 2014, by and between the Company and Deutsche Bank Trust Company Americas, as trustee, relating to the Company’s 6.75% Senior Notes due 2020 (9)
2.7	Indenture, dated June 30, 2014, by and between the Company and Deutsche Bank Trust Company Americas, as trustee, relating to the Company’s 2.375% Convertible Notes due 2019
2.8	Second Supplemental Indenture to the Base Indenture, dated October 31, 2014, by and between the Company and Deutsche Bank Trust Company Americas, as trustee, relating to the Company’s 7.50% Senior Notes due 2017 (10)
4.1	Amended and Restated Loan Agreement for \$150 Million Revolving Credit Facility, dated July 12, 2011 (6)
4.2	Letter Agreement to July 12, 2011 Amended and Restated Loan Agreement, dated September 22, 2011 (6)
4.3	First Amending Agreement to July 12, 2011 Amended and Restated Loan Agreement, dated December 22, 2011 (6)
4.4	2010 Equity Incentive Plan (3)
4.5	2013 Amended and Restated Equity Incentive Plan (8)
4.6	Administrative Services Agreement between the Company and Liberty Holding Company Ltd. (2)
4.7	Master Agreement between the Company, SSM and SCM dated January 24, 2013 (7)
4.8	STI Spirit Credit Facility, dated March 9, 2011 (4)
4.9	Letter Agreement to STI Spirit Credit Facility, dated September 28, 2011 (6)
4.10	First Amending Agreement to STI Spirit Credit Facility, dated December 30, 2011 (6)
4.11	2011 Credit Facility, dated May 3, 2011 (6)
4.12	Letter Agreement to 2011 Credit Facility, dated September 22, 2011 (6)
4.13	First Amending Agreement to 2011 Credit Facility, dated June 27, 2011 (6)
4.14	Second Amending Agreement to 2011 Credit Facility, dated December 22, 2011 (6)
4.15	Newbuilding Credit Facility, dated December 21, 2011 (6)
4.16	2013 Credit Facility, dated July 2, 2013 (8)
4.17	KEXIM Credit Facility, dated February 28, 2014 (8)
4.18	K-Sure Credit Facility, dated February 24, 2014 (8)
8.1	Subsidiaries of the Company
11.1	Code of Ethics (7)
11.2	Whistleblower Policy (8)
11.3	Whistleblower Policy - Environmental (8)
12.1	Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer
12.2	Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer
13.1	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
13.2	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
15.1	Consent of Independent Registered Public Accounting Firm, PricewaterhouseCoopers Audit
15.2	Consent of Independent Registered Public Accounting Firm, Deloitte LLP
15.3	Consent of Drewry Shipping Consultants, Ltd.

- (1) Filed as an Exhibit to the Company's Amended Registration Statement on Form F-1/A (Amendment No. 1) (File No. 333-164940) on March 10, 2010, and incorporated by reference herein.
- (2) Filed as an Exhibit to the Company's Amended Registration Statement on Form F-1/A (Amendment No. 2) (File No. 333-164940) on March 18, 2010, and incorporated by reference herein.
- (3) Filed as an Exhibit to the Company's Annual Report filed on Form 20-F on June 29, 2010, and incorporated by reference herein.
- (4) Filed as an Exhibit to the Company's Annual Report filed on Form 20-F on April 21, 2011, and incorporated by reference herein.
- (5) Filed as an Exhibit to the Company's Registration Statement on Form F-3 (File No. 333-173929) on May 4, 2011, and incorporated by reference herein.
- (6) Filed as an Exhibit to the Company's Annual Report on Form 20-F on April 13, 2012, as amended, and incorporated by reference herein.
- (7) Filed as an Exhibit to the Company's Annual Report on Form 20-F on March 29, 2013, and incorporated by reference herein.
- (8) Filed as an Exhibit to the Company's Annual Report on Form 20-F on March 31, 2014, and incorporated by reference herein.
- (9) Filed as an Exhibit to the Company's Report on Form 6-K on May 13, 2014, and incorporated by reference herein.
- (10) Filed as an Exhibit to the Company's Report on Form 6-K on October 31, 2014, and incorporated by reference herein.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and has duly caused and authorized the undersigned to sign this annual report on its behalf.

Dated March 31, 2015

Scorpio Tankers Inc.
(Registrant)

/s/ Emanuele Lauro
Emanuele Lauro
Chief Executive Officer

SCORPIO TANKERS INC. AND SUBSIDIARIES
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

	<u>Page</u>
Reports of Independent Registered Public Accounting Firms.....	F-2
Consolidated Balance Sheets as of December 31, 2014 and December 31, 2013	F-4
Consolidated Statements of Income or Loss for the years ended December 31, 2014, 2013 and 2012.....	F-5
Consolidated Statements of Comprehensive Income or Loss for the years ended December 31, 2014, 2013 and 2012	F-6
Consolidated Statements of Changes in Shareholders' Equity for the years ended December 31, 2014, 2013 and 2012	F-7
Consolidated Statements of Cash Flow for the years ended December 31, 2014, 2013 and 2012	F-8
Notes to Consolidated Financial Statements.....	F-10

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Scorpio Tankers Inc.

In our opinion, the accompanying consolidated balance sheets and the related consolidated statement of income or loss, statement of comprehensive income or loss, statement of changes in shareholders' equity and cash flows present fairly, in all material respects, the financial position of Scorpio Tankers Inc. and its subsidiaries at December 31, 2014 and December 31, 2013, and the results of their operations and their cash flows for each of the two years in the period ended December 31, 2014 in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States) and International Standards on Auditing. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers Audit

**Monaco, Principality of Monaco,
March 31, 2015**

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Scorpio Tankers Inc.

Majuro, Marshall Island

We have audited the accompanying consolidated statement of income or loss, consolidated statement of comprehensive income or loss, consolidated statement of changes in shareholders' equity, and consolidated cash flow statement of Scorpio Tankers Inc. and subsidiaries (the "Company") for the year ended December 31, 2012. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the results of operations and cash flows of Scorpio Tankers Inc. and subsidiaries for the year ended December 31, 2012, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

/s/ DELOITTE LLP

London, United Kingdom

March 28, 2013

Scorpio Tankers Inc. and Subsidiaries

**Consolidated Balance Sheets
December 31, 2014 and 2013**

<i>In thousands of U.S. dollars</i>	<u>Notes</u>	<u>As of</u>	
		<u>December 31, 2014</u>	<u>December 31, 2013</u>
Assets			
Current assets			
Cash and cash equivalents	2	\$ 116,143	\$ 78,845
Accounts receivable.....	3	78,201	72,542
Prepaid expenses and other current assets		2,420	2,277
Inventories		6,075	2,857
Vessels held for sale	4	<u>70,865</u>	<u>82,649</u>
Total current assets		<u>273,704</u>	<u>239,170</u>
Non-current assets			
Vessels and drydock	4	1,971,878	530,270
Vessels under construction	5	404,877	649,526
Other assets.....	7	23,728	17,907
Investment in associate	8	—	209,803
Available for sale investment	8	<u>130,456</u>	<u>—</u>
Total non-current assets		<u>2,530,939</u>	<u>1,407,506</u>
Total assets		<u>\$ 2,804,643</u>	<u>\$ 1,646,676</u>
Current liabilities			
Current portion of long term debt.....	11	87,163	10,453
Debt related to vessels held for sale.....	11	32,932	21,397
Accounts payable.....	9	14,929	20,696
Accrued expenses	10	55,139	7,251
Derivative financial instruments.....	12	<u>205</u>	<u>689</u>
Total current liabilities		<u>190,368</u>	<u>60,486</u>
Non-current liabilities			
Long term debt.....	11	1,451,427	135,279
Derivative financial instruments.....	12	<u>—</u>	<u>188</u>
Total non-current liabilities		<u>1,451,427</u>	<u>135,467</u>
Total liabilities		<u>1,641,795</u>	<u>195,953</u>
Shareholders' equity			
Issued, authorized and fully paid in share capital:			
Share capital	14	2,033	1,999
Additional paid in capital.....	14	1,550,956	1,536,945
Treasury shares		(351,283)	(7,938)
Accumulated other comprehensive loss.....		(10,878)	(212)
Accumulated deficit.....		<u>(27,980)</u>	<u>(80,071)</u>
Total shareholders' equity		<u>1,162,848</u>	<u>1,450,723</u>
Total liabilities and shareholders' equity		<u>\$ 2,804,643</u>	<u>\$ 1,646,676</u>

The accompanying notes are an integral part of these consolidated financial statements.

Scorpio Tankers Inc. and Subsidiaries

**Consolidated Statements of Income or Loss
For the years ended December 31, 2014, 2013 and 2012**

In thousands of U.S. dollars except per share and share data

	Notes	For the year ended December 31,		
		2014	2013	2012
Revenue				
Vessel revenue.....	16	\$ 342,807	\$ 207,580	\$ 115,381
Operating expenses				
Vessel operating costs		(78,823)	(40,204)	(30,353)
Voyage expenses		(7,533)	(4,846)	(21,744)
Charterhire.....	17	(139,168)	(115,543)	(43,701)
Depreciation	4	(42,617)	(23,595)	(14,818)
General and administrative expenses	18	(48,129)	(25,788)	(11,536)
Write down of vessels held for sale and loss from sales of vessels.....	4	(3,978)	(21,187)	(10,404)
Gain on sale of VLGCs	8	—	41,375	—
Gain on sale of VLCCs	5	51,419	—	—
Gain on sale of Dorian shares.....	8	10,924	—	—
Re-measurement of investment in Dorian	8	(13,895)	—	—
Total operating expenses		<u>(271,800)</u>	<u>(189,788)</u>	<u>(132,556)</u>
Operating income / (loss)		<u>71,007</u>	<u>17,792</u>	<u>(17,175)</u>
Other (expense) and income, net				
Financial expenses.....	19	(20,770)	(2,705)	(8,512)
Realized gain on derivative financial instruments.....	12	17	3	443
Unrealized gain / (loss) on derivative financial instruments.....	12	264	567	(1,231)
Financial income		203	1,147	35
Share of income from associate.....	8	1,473	369	—
Other expenses, net		(103)	(158)	(97)
Total other expense, net.....		<u>(18,916)</u>	<u>(777)</u>	<u>(9,362)</u>
Net income / (loss)		<u>\$ 52,091</u>	<u>\$ 17,015</u>	<u>\$ (26,537)</u>
Attributable to:				
Equity holders of the parent.....		\$ 52,091	\$ 17,015	\$ (26,537)
Earnings / (loss) per share				
Basic	21	\$ 0.30	\$ 0.12	\$ (0.64)
Diluted	21	\$ 0.30	\$ 0.11	\$ (0.64)
Basic weighted average shares outstanding	21	171,851,061	146,504,055	41,413,339
Diluted weighted average shares outstanding	21	176,292,802	148,339,378	41,413,339

The accompanying notes are an integral part of these consolidated financial statements.

Scorpio Tankers Inc. and Subsidiaries

**Consolidated Statements of Comprehensive Income or Loss
For the years ended December 2014, 2013 and 2012**

<i>In thousands of U.S. dollars</i>	<u>Notes</u>	<u>For the year ended December 31,</u>		
		<u>2014</u>	<u>2013</u>	<u>2012</u>
Net income / (loss)		\$ 52,091	\$ 17,015	\$ (26,537)
Other comprehensive income / (loss):				
<i>Items that may be reclassified subsequently to income or loss</i>				
Change in value of available for sale investment	8	(10,801)	—	—
Cash flow hedges				
Unrealized gain/(loss) on derivative financial instruments	12	135	117	(904)
Reclassification adjustment for derivative financial instruments included in net loss	12	—	—	1,276
Other comprehensive (loss) / income		<u>(10,666)</u>	<u>117</u>	<u>372</u>
Total comprehensive income / (loss)		<u>\$ 41,425</u>	<u>\$ 17,132</u>	<u>\$ (26,165)</u>
Attributable to:				
Equity holders of the parent		\$ 41,425	\$ 17,132	\$ (26,165)

The accompanying notes are an integral part of these consolidated financial statements.

Scorpio Tankers Inc. and Subsidiaries

Consolidated Statements of Changes in Shareholders' Equity
For the years ended December 31, 2014, 2013 and 2012

<i>In thousands of U.S. dollars except share data</i>	Number of shares outstanding	Share capital	Additional paid-in capital	Treasury shares	Accumulated deficit	Accumulated other comprehensive income/(loss)	Total
Balance as of January 1, 2012.....	38,345,394	\$ 391	\$ 363,210	(5,498)	\$ (70,549)	\$ (701)	\$ 286,853
Net loss for the period.....	—	—	—	—	(26,537)	—	(26,537)
Other comprehensive income.....	—	—	—	—	—	372	372
Net proceeds from follow on offerings	25,639,774	256	152,796	—	—	—	153,052
Issuance of restricted stock	290,000	3	(3)	—	—	—	—
Amortization of restricted stock.....	—	—	3,490	—	—	—	3,490
Purchase of treasury shares	(447,322)	—	—	(2,440)	—	—	(2,440)
Balance as of December 31, 2012....	63,827,846	\$ 650	\$ 519,493	\$ (7,938)	\$ (97,086)	\$ (329)	\$ 414,790
Balance as of January 1, 2013.....	63,827,846	\$ 650	\$ 519,493	\$ (7,938)	\$ (97,086)	\$ (329)	\$ 414,790
Net income for the period.....	—	—	—	—	17,015	—	17,015
Other comprehensive income.....	—	—	—	—	—	117	117
Net proceeds from follow on offerings	118,828,578	1,188	946,774	—	—	—	947,962
Issuance of restricted stock	8,999,998	90	(90)	—	—	—	—
Amortization of restricted stock.....	—	—	13,142	—	—	—	13,142
Dividends paid.....	—	—	(24,353)	—	—	—	(24,353)
Shares issued for acquisition of vessels (see Note 5).....	7,135,080	71	81,979	—	—	—	82,050
Balance as of December 31, 2013....	198,791,502	\$ 1,999	\$ 1,536,945	\$ (7,938)	\$ (80,071)	\$ (212)	\$ 1,450,723
Balance as of January 1, 2014.....	198,791,502	\$ 1,999	\$ 1,536,945	\$ (7,938)	\$ (80,071)	\$ (212)	\$ 1,450,723
Net income for the period.....	—	—	—	—	52,091	—	52,091
Other comprehensive loss	—	—	—	—	—	(10,666)	(10,666)
Issuance of restricted stock	3,362,176	34	(34)	—	—	—	—
Amortization of restricted stock.....	—	—	29,726	—	—	—	29,726
Dividends paid.....	—	—	(70,495)	—	—	—	(70,495)
Purchase of treasury shares	(37,579,136)	—	—	(343,345)	—	—	(343,345)
Equity component of Convertible Notes, net of issuance costs (See Note 11)	—	—	59,464	—	—	—	59,464
Shares issued for acquisition of vessels (see Note 5).....	—	—	(4,650)	—	—	—	(4,650)
Balance as of December 31, 2014....	164,574,542	\$ 2,033	\$ 1,550,956	\$ (351,283)	\$ (27,980)	\$ (10,878)	\$ 1,162,848

The accompanying notes are an integral part of these consolidated financial statements.

Scorpio Tankers Inc. and Subsidiaries
Consolidated Cash Flow Statements
For the years ended December 31, 2014, 2013 and 2012

<i>In thousands of U.S. dollars</i>	Notes	For the year ended December 31,		
		2014	2013	2012
Operating activities				
Net income / (loss).....		\$ 52,091	\$ 17,015	\$ (26,537)
Gain on sale of VLGCs.....	8	—	(41,375)	—
Gain on sale of VLCCs.....	5	(51,419)	—	—
Gain on sale of Dorian shares.....	8	(10,924)	—	—
Re-measurement of investment in Dorian	8	13,895	—	—
Write down of vessels held for sale and loss from sales of vessels	4	3,978	21,187	10,404
Depreciation.....	4	42,617	23,595	14,818
Amortization of restricted stock.....	14	29,726	13,142	3,490
Amortization of deferred financing fees		4,834	332	4,093
Straight-line adjustment for charterhire expense		3	53	41
Share of profit from associate.....	8	(1,473)	(369)	—
Unrealized gain on derivative financial instruments.....	12	(264)	(567)	1,231
Amortization of acquired time charter contracts.....		478	—	—
Accretion of Convertible Notes	11	5,330	—	—
		<u>88,872</u>	<u>33,013</u>	<u>7,540</u>
Changes in assets and liabilities:				
Drydock payments.....		(1,290)	(1,469)	(1,702)
(Increase)/decrease in inventories.....		(3,218)	(687)	526
Increase in accounts receivable.....		(5,660)	(36,104)	(16,052)
(Increase)/decrease in prepaid expenses and other current assets		(154)	(823)	547
(Increase)/decrease in other assets.....		(2,901)	(1,849)	2,443
Increase/(decrease) in accounts payable		6,471	(2,021)	3,966
Increase in accrued expenses		12,070	4,285	804
Interest rate swap termination payment		(274)	—	—
		<u>5,044</u>	<u>(38,668)</u>	<u>(9,468)</u>
Net cash inflow/(outflow) from operating activities.....		<u>93,916</u>	<u>(5,655)</u>	<u>(1,928)</u>
Investing activities				
Acquisition of vessels and payments for vessels under construction		(1,403,181)	(767,448)	(191,490)
Proceeds from disposal of vessels.....		213,670	—	101,335
VLGC installment payments		—	(83,070)	—
Investment in associate		—	(84,583)	—
Deposit received for vessel purchases		31,277	—	—
Net cash outflow from investing activities		<u>(1,158,234)</u>	<u>(935,101)</u>	<u>(90,155)</u>
Financing activities				
Debt repayments		(74,674)	(28,410)	(129,076)
Issuance of debt		1,219,784	52,050	124,172
Debt issuance costs		(45,670)	(14,693)	(3,293)
Proceeds from issuance of Convertible Notes		360,000	—	—
Convertible Notes issuance costs.....		(10,993)	—	—
Gross proceeds from issuance of common stock		—	983,537	159,002
Equity issuance costs		(42)	(35,695)	(5,950)
Dividends paid.....		(70,495)	(24,353)	—
Repurchase of common stock.....		(276,294)	—	(2,440)
Net cash inflow from financing activities.....		<u>1,101,616</u>	<u>932,436</u>	<u>142,415</u>
Increase/(decrease) in cash and cash equivalents.....		<u>37,298</u>	<u>(8,320)</u>	<u>50,332</u>
Cash and cash equivalents at January 1,		78,845	87,165	36,833
Cash and cash equivalents at December 31,.....		<u>\$ 116,143</u>	<u>\$ 78,845</u>	<u>\$ 87,165</u>
Supplemental information:				
Interest paid		\$ 24,507	\$ 6,497	\$ 6,618

In May 2014, we acquired 7,500,000 of our common shares from an existing shareholder in exchange for the sale to said shareholder of 3,422,665 common shares in Dorian in a privately negotiated transaction. The value of the acquired shares was \$67.1 million and we recognized a gain of \$10.9 million.

During the year ended December 31, 2013, we issued an aggregate of 7,135,080 common shares as partial consideration for the purchase of eight newbuilding MRs that were under construction in two separate transactions. These transactions are further described in Note 5.

As of December 31, 2013 and 2012, we accrued \$15.0 million and \$3.5 million, respectively, for installment payments on our newbuilding vessels. These payments were made in January 2014 and 2013, respectively.

These items represent significant non-cash transactions incurred during the years ended December 31, 2014, 2013 and 2012.

The accompanying notes are an integral part of these consolidated financial statements

Notes to the consolidated financial statements

1. General information and significant accounting policies

Company

Scorpio Tankers Inc. and its subsidiaries (together “we”, “our” or the “Company”) are engaged in the seaborne transportation of refined petroleum products in the international shipping markets. Scorpio Tankers Inc. was incorporated in the Republic of the Marshall Islands on July 1, 2009. On April 6, 2010, we closed on our initial public offering, and the common stock currently trades on the New York Stock Exchange under the symbol STNG.

Our owned fleet at December 31, 2014 consisted of 57 owned tankers (seven LR2 tankers, two LR1 tankers, 13 Handymax tankers, 34 MR tankers, and one post-Panamax tanker), 24 time chartered-in tankers (eight LR2, five LR1, four MR and seven Handymax tankers), and 24 newbuilding product tankers under construction. We also owned 16.25% of Dorian LPG Ltd (“Dorian”) at December 31, 2014. Dorian is a liquefied petroleum gas shipping company that owned five Very Large Gas Carriers (‘VLGCs’) and one pressurized gas carrier and had 17 VLGCs under construction at December 31, 2014.

Our vessels are commercially managed by Scorpio Commercial Management S.A.M. (“SCM”), which is majority owned by the Lolli-Ghetti family of which, Emanuele Lauro, our Chairman and Chief Executive Officer is a member. SCM’s services include securing employment, in pools, in the spot market and on time charters.

Our vessels are technically managed by Scorpio Ship Management S.A.M. (“SSM”), which is majority owned by the Lolli-Ghetti family. SSM facilitates vessel support such as crew, provisions, deck and engine stores, insurance, maintenance and repairs, and other services as necessary to operate the vessels such as drydocks and vetting/inspection under a technical management agreement.

We also have an administrative services agreement with Scorpio Services Holding Limited (“SSH”), which is majority owned by the Lolli-Ghetti family. The administrative services provided under this agreement primarily include accounting, legal compliance, financial, information technology services, and the provision of administrative staff and office space, which are subcontracted to SCM. We pay our managers fees for these services and reimburse them for direct or indirect expenses that they incur in providing these services.

Basis of accounting

The consolidated financial statements incorporate the financial statements of Scorpio Tankers Inc. and its subsidiaries. The consolidated financial statements have been presented in United States dollars (USD or \$), which is the functional currency of Scorpio Tankers Inc. and all its subsidiaries and have been authorized for issue by the Board of Directors on March 31, 2015. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board and on a historical cost basis, except for the revaluation of certain financial instruments.

All inter-company transactions, balances, income and expenses were eliminated on consolidation.

Going concern

The financial statements have been prepared in accordance with the going concern basis of accounting as described further in the “Liquidity risk” section of Note 22.

Significant Accounting Policies

Revenue recognition

Vessel revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for services provided in the normal course of business, net of discounts, and other sales-related or value added taxes.

Vessel revenue is comprised of time charter revenue, voyage revenue, and pool revenue.

- (1) Time charter revenue is recognized as services are performed based on the daily rates specified in the time charter contract.

- (2) Voyage charter agreements are charter hires, where a contract is made in the spot market for the use of a vessel for a specific voyage for a specified charter rate. Revenue from voyage charter agreements is recognized as voyage revenue on a pro-rata basis over the duration of the voyage on a discharge to discharge basis. In the application of this policy, we do not begin recognizing revenue until (i) the amount of revenue can be measured reliably, (ii) it is probable that the economic benefits associated with the transaction will flow to the entity, (iii) the transactions stage of completion at the balance sheet date can be measured reliably and (iv) the costs incurred and the costs to complete the transaction can be measured reliably.
- (3) Pool revenue for each vessel is determined in accordance with the profit sharing terms specified within each pool agreement. In particular, the pool manager aggregates the revenues and expenses of all of the pool participants and distributes the net earnings to participants based on:
 - the pool points (vessel attributes such as cargo carrying capacity, fuel consumption, and construction characteristics are taken into consideration); and
 - the number of days the vessel participated in the pool in the period. We recognize pool revenue on a monthly basis, when the vessel has participated in a pool during the period and the amount of pool revenue for the month can be estimated reliably. We receive estimated vessel earnings based on the known number of days the vessel has participated in the pool, the contract terms, and the estimated monthly pool revenue. On a quarterly basis, we receive a report from the pool which identifies the number of days the vessel participated in the pool, the total pool points for the period, the total pool revenue for the period, and the calculated share of pool revenue for the vessel. We review the quarterly report for consistency with each vessel's pool agreement and vessel management records. The estimated pool revenue is reconciled quarterly, coinciding with our external reporting periods, to the actual pool revenue earned, per the pool report. Consequently, in our financial statements, reported revenues represent actual pooled revenues. While differences do arise in the performance of these quarterly reconciliations, such differences are not material to total reported revenues.

Acquired time charter contracts

Acquired time charter contracts arise from the purchase of time charter contracts from third parties and are stated at cost at the date of acquisition, less accumulated amortization. When the time charter contract is acquired along with a vessel, the cost of the acquisition is determined based on the relative fair values of each element acquired. Amortization expense is recognized on a straight line basis over the useful life of the asset, which has been determined to be the remaining contract life at the date of acquisition. The useful life and amortization method are reviewed at least annually. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense related to the assets is recognized as an offset to revenue.

Voyage expenses

Voyage expenses, which primarily include bunkers, port charges, canal tolls, cargo handling operations and brokerage commissions paid by us under voyage charters are expensed ratably over the estimated length of each voyage, which can be allocated between reporting periods based on the timing of the voyage. The impact of recognizing voyage expenses ratably over the length of each voyage is not materially different on a quarterly and annual basis from a method of recognizing such costs as incurred. Consistent with our revenue recognition for voyage charters, voyage expenses are calculated on a discharge-to-discharge basis. The procurement of these services is managed on our behalf by our commercial manager, SCM (see Note 15).

Vessel operating costs

Vessel operating costs, which include crewing, repairs and maintenance, insurance, stores, lube oils, communication expenses, and technical management fees, are expensed as incurred. The procurement of these services is managed on our behalf by our technical manager, SSM (see Note 15).

Earnings / (loss) per share

Basic earnings and loss per share is calculated by dividing the net income or loss attributable to equity holders of the common shares by the weighted average number of common shares outstanding. Diluted earnings per share is calculated by adjusting the net income or loss attributable to equity holders of the parent and the weighted average number of common

shares used for calculating basic per share for the effects of all potentially dilutive shares. Such dilutive common shares are excluded when the effect would be to increase earnings per share or reduce a loss per share. In the years ended December 31, 2014, 2013 and 2012, there were dilutive items as a result of our Equity Incentive Plans (see Note 14). During the year ended December 31, 2012, we were in a loss making position, therefore there was no impact of these dilutive items on loss per share.

Diluted earnings per share incorporates the potential dilutive impact of our Convertible Notes which were issued in June 2014 (as further described in Note 11). We apply the if-converted method when determining diluted earnings per share. This requires the assumption that all potential ordinary shares have been converted into ordinary shares at the beginning of the period or, if not in existence at the beginning of the period, the date of the issue of the financial instrument or the granting of the rights by which they are granted. Under this method, once potential ordinary shares are converted into ordinary shares during the period, the dividends, interest and other expense associated with those potential ordinary shares will no longer be incurred. The effect of conversion, therefore, is to increase income (or reduce losses) attributable to ordinary equity holders as well as the number of shares in issue. Conversion will not be assumed for purposes of computing diluted earnings per share if the effect would be anti-dilutive.

Charterhire expense

Charterhire expense is the amount we pay the owner for time chartered-in vessels. The amount is usually for a fixed period of time at rates that are generally fixed, but may contain a variable component based on inflation, interest rates, profit sharing or current market rates. The vessel's owner is responsible for crewing and other vessel operating costs. Charterhire expense is recognized ratably over the charterhire period.

Operating leases

Costs in respect of operating leases are charged to the consolidated statement of income or loss on a straight line basis over the lease term.

Foreign currencies

The individual financial statements of Scorpio Tankers Inc. and each of its subsidiaries are presented in the currency of the primary economic environment in which we operate (its functional currency), which in all cases is US dollars. For the purpose of the consolidated financial statements, our results and financial position are also expressed in US dollars.

In preparing the financial statements of Scorpio Tankers Inc. and each of its subsidiaries, transactions in currencies other than the US dollar are recorded at the rate of exchange prevailing on the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in other currencies are retranslated into the functional currency at rates ruling at that date. All resultant exchange differences have been recognized in the consolidated statement of income or loss. The amounts charged to the consolidated statements of income or loss during the years ended December 31, 2014, 2013 and 2012 were not material.

Segment reporting

During the years ended December 31, 2014, 2013 and 2012, we owned or chartered-in vessels spanning four different vessel classes, Handymax, MR, Panamax/LR1, and Aframax/LR2, all of which earn revenues in the seaborne transportation of refined petroleum products in the international shipping markets. Each vessel within its respective class qualifies as an operating segment under IFRS. However, each vessel also exhibits similar long-term financial performance and similar economic characteristics to the other vessels within the respective vessel class, thereby meeting the aggregation criteria in IFRS. We have therefore chosen to present our segment information by vessel class using the aggregated information from the individual vessels.

Segment results are evaluated based on reported income or loss from each segment. The accounting policies applied to the reportable segments are the same as those used in the preparation of our consolidated financial statements.

It is not practical to report revenue or non-current assets on a geographical basis due to the international nature of the shipping market.

Vessels held for sale

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell.

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition. Management must be committed to the sale which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Company is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Company will retain a non-controlling interest in its former subsidiary after the sale.

Vessels under construction

As of December 31, 2014 and 2013, we had 24 and 65 vessels under construction, respectively. Vessels under construction are measured at cost and include costs incurred that are directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. These costs include installment payments made to the shipyards, directly attributable financing costs, professional fees and other costs deemed directly attributable to the construction of the asset.

Vessels and drydock

Our fleet is measured at cost, which includes directly attributable financing costs and the cost of work undertaken to enhance the capabilities of the vessels, less accumulated depreciation and impairment losses.

Depreciation is calculated on a straight-line basis to the estimated residual value over the anticipated useful life of the vessel from date of delivery. Vessels under construction are not depreciated until such time as they are ready for use. The residual value is estimated as the lightweight tonnage of each vessel multiplied by scrap value per ton. The scrap value per ton is estimated taking into consideration the historical four year average scrap market rates at the balance sheet date with changes accounted for in the period of change and in future periods.

The vessels are required to undergo planned drydocks for replacement of certain components, major repairs and maintenance of other components, which cannot be carried out while the vessels are operating, approximately every 30 months or 60 months depending on the nature of work and external requirements. These drydock costs are capitalized and depreciated on a straight-line basis over the estimated period until the next drydock. We only include in deferred drydocking those direct costs that are incurred as part of the drydocking to meet regulatory requirements, or are expenditures that add economic life to the vessel, increase the vessel's earnings capacity or improve the vessel's efficiency. Direct costs include shipyard costs as well as the costs of placing the vessel in the shipyard. Expenditures for normal maintenance and repairs, whether incurred as part of the drydocking or not, are expensed as incurred.

For an acquired or newly built vessel, a notional drydock component is allocated from the vessel's cost. The notional drydock cost is estimated by us, based on the expected costs related to the next drydock, which is based on experience and past history of similar vessels, and carried separately from the cost of the vessel. Subsequent drydocks are recorded at actual cost incurred. The drydock component is depreciated on a straight-line basis to the next estimated drydock. The estimated amortization period for a drydock is based on the estimated period between drydocks. When the drydock expenditure is incurred prior to the expiry of the period, the remaining balance is expensed.

Impairment of vessels, drydock and vessels under construction

At each balance sheet date, we review the carrying amount of our vessels and drydock and vessels under construction to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the vessels and drydock and vessels under construction is estimated in order to determine the extent of the impairment loss (if any). We treat each vessel and the related drydock as a cash generating unit.

Recoverable amount is the higher of the fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of the cash generating unit is estimated to be less than its carrying amount, the carrying amount of the cash-generating unit is reduced to its recoverable amount. An impairment loss is recognized as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the cash generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the cash generating unit in the prior years. A reversal of impairment is recognized as income immediately.

Inventories

Inventories consist of lubricating oils and other items including stock provisions, and are stated at the lower of cost and net realizable value. Cost is determined using the first in first out method. Stores and spares are charged to vessel operating costs when purchased.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

To the extent that variable rate borrowings are used to finance a qualifying asset and are hedged in an effective cash flow hedge of interest rate risk, the effective portion of the derivative is recognized in other comprehensive income and released to income or loss when the qualifying asset impacts income or loss. To the extent that fixed rate borrowings are used to finance a qualifying asset and are hedged in an effective fair value hedge of interest rate risk, the capitalized borrowing costs reflect the hedged interest rate.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized in the consolidated statement of income or loss in the period in which they are incurred.

Equity method investments

We use the equity method to account for investments in associates over which we otherwise have significant influence (generally defined as investments in companies that correspond to holdings of between 20% and 50% of voting shares). Under the equity method, the investment is initially recognized at cost, and this amount will be adjusted in each subsequent period for the Company's share of income or loss (adjusted for any fair value adjustments made upon initial recognition) and reduced by any distributions received. Investments in associates include goodwill identified on acquisition, if applicable.

We consider investments in associates for impairment testing whenever there is a quoted share price and when this has a fair value less than the carrying value per share for the investment. For unquoted investments in associates, the company recent financial information is taken into account to assess whether impairment testing is necessary. In a situation in which, based on the quoted share price, the fair value less cost to sell is considered to be below the carrying amount, the value in use is determined in order to test the investment for impairment. If the value in use is also below the carrying amount, an impairment loss is recognized for the difference between carrying amount and the higher of "value in use" or "fair value less costs to sell".

We accounted for our investment in Dorian under the equity method from the date of our initial investment in November 2013 through October 29, 2014, the date we lost significant influence over Dorian's financial and operating policy decisions. Subsequent to that date, we accounted for this investment as an available for sale financial asset. See Note 8 for further description of the investment.

Financial instruments

Financial assets and financial liabilities are recognized in our balance sheet when we become a party to the contractual provisions of the instrument.

Financial assets

All financial assets are recognized and derecognized on a trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery within the timeframe established by the market concerned, and are initially

measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value.

Financial assets are classified into the following specified categories: financial assets “at fair value through profit or loss” (FVTPL), “available-for-sale” and “loans and receivables”. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.

Financial assets at FVTPL

Financial assets are classified as at FVTPL where the financial asset is held for trading.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future; or
- it is a part of an identified portfolio of financial instruments that we manage together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets at FVTPL are stated at fair value, with any resultant gain or loss recognized in profit or loss. The net gain or loss recognized in profit or loss incorporates any dividend or interest earned on the financial asset. Fair value is determined in the manner described in Note 22.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale or are not classified as “loans and receivables,” “held-to-maturity” or financial assets at fair value through profit or loss. Available-for-sale financial assets are recognized initially at fair value. Subsequent to initial recognition, any change in fair value is recorded in other comprehensive income. Any dividends received or impairment losses are recorded directly in the statement of income or loss. Upon the sale of the assets, the difference between the carrying amount and the sum of (i) the consideration received and (ii) any cumulative gain / loss that had been recognized in other comprehensive income will be recognized in income or loss.

As of October 29, 2014, we began accounting for our investment in Dorian as an available-for-sale financial asset. See Note 8 for further description of this investment.

Loans and receivables

Amounts due from the Scorpio Group Pools and other receivables that have fixed or determinable payments and are not quoted in an active market are classified as accounts receivable. Accounts receivable are measured at amortized cost using the effective interest method, less any impairment. Interest income is recognized by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each balance sheet date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted.

Financial assets objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becomes probable that the borrower will enter bankruptcy or financial re-organization.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, and other short-term highly-liquid investments with original maturities of three months or less, and that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. The carrying value of cash and cash equivalents approximates fair value due to the short-term nature of these instruments.

Financial liabilities

Financial liabilities are classified as either financial liabilities “at FVTPL” or “other financial liabilities.”

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL where the financial liability is held for trading, using the criteria set out above for financial assets.

Financial liabilities at FVTPL are stated at fair value, with any resultant gain or loss recognized in income or loss. The net gain or loss recognized in income or loss incorporates any interest paid on the financial liability. Fair value is determined in the manner described in Note 22.

Other financial liabilities

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs. Other financial liabilities are subsequently measured at amortized cost using the effective interest method.

Effective interest method

The effective interest method is a method of calculating the amortized cost of a financial asset and a financial liability. It allocates interest income and interest expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash flows (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) over the expected life of the financial asset and financial liability, or, where appropriate, a shorter period.

Convertible debt instruments

In June 2014, we completed an offering for \$360.0 million in aggregate principal amount of convertible senior notes due 2019 (the “Convertible Notes”) in a private offering to qualified institutional buyers pursuant to Rule 144A under the Securities’ Act of 1933 (as further described in Note 11). Under International Accounting Standard 32 (‘IAS 32’), we must separately account for the liability and equity components of convertible debt instruments (such as the Convertible Notes) in a manner that reflects the issuer’s economic interest cost. Under this methodology, the instrument is split between its liability and equity components upon initial recognition. The fair value of the liability is measured first, by estimating the fair value of a similar liability that does not have any associated equity conversion option. This becomes the liability’s carrying amount at initial recognition, which is recorded as part of Debt on the condensed consolidated balance sheet. The equity component (the conversion feature) is assigned the residual amount after deducting the amount separately determined for the liability component from the fair value of the instrument as a whole and is recorded as part of additional paid-in capital within stockholders’ equity on the consolidated balance sheet. Issuance costs are allocated proportionately between the liability and equity components.

The value of the equity component is treated as an original issue discount for purposes of accounting for the liability component of the Convertible Notes. Accordingly, we are required to record non-cash interest expense as a result of the amortization of the discounted carrying value of the Convertible Notes to their face amount over the term of the Convertible Notes. IAS 32 therefore requires interest to include both the current period’s amortization of the debt discount and the instrument’s coupon interest.

Derivative financial instruments

Derivatives are initially recognized 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. A derivative with a positive fair value is recognized as a financial asset whereas a derivative with a negative fair value is recognized as a financial liability. The resulting gain or loss is recognized in income or loss immediately unless the derivative is designated and effective as a hedging instrument, in which

event the timing of the recognition in income or loss depends on the nature of the hedging relationship. We designate certain derivatives as hedges of highly probable forecast transactions (cash flow hedges) as described further below.

A derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months, and it is not expected to be realized or settled within 12 months.

Our derivative financial instruments for the years ended December 31, 2014, 2013 and 2012 consisted of interest rate swaps and profit or loss sharing arrangements on time chartered-in vessels with third parties. See Note 12 for further description.

Hedge accounting for cash flow hedges

Our policy is to designate certain hedging instruments, which can include derivatives, embedded derivatives and non-derivatives in respect of foreign currency risk, as either fair value hedges, cash flow hedges, or hedges of net investments in foreign operations. At the inception of the hedge relationship, we document the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, we document whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item.

Derivative financial instruments are initially recognized in the balance sheet at fair value at the date the derivative contract is entered into and are subsequently measured at their fair value as other assets or other liabilities, respectively. Changes in fair value of derivative financial instruments, which are designated as cash flow hedges and deemed to be effective, are recognized directly in other comprehensive income. Changes in fair value of a portion of a hedge deemed to be ineffective are recognized in income or loss. Hedge effectiveness is measured quarterly.

Amounts previously recognized in other comprehensive income or loss are reclassified to income or loss in the periods when the hedged item is recognized in income or loss, in the same line of the statement of income or loss as the recognized hedged item. However, when the forecast transaction that is hedged results in the recognition of a non-financial asset or a non-financial liability, the gains and losses previously accumulated in equity are transferred from equity and included in the initial measurement of the cost of the non-financial asset or non-financial liability.

Hedge accounting is discontinued when we revoke the hedging relationship, the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. Any gain or loss recognized in other comprehensive income at that time is accumulated and recognized when the forecast transaction is ultimately recognized in income or loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in other comprehensive income or loss is recognized immediately in statement of income or loss.

For the years ended December 31, 2014, 2013, and 2012 we were party to derivative financial instruments to manage our exposure to interest rate fluctuations. In August 2011, we entered into six interest rate swap agreements to manage interest costs and the risk associated with changing interest rates on our 2011 Credit Facility and 2010 Revolving Credit Facility. The swaps relating to the 2011 Credit Facility were designated and accounted for as cash flow hedges as of December 31, 2014. The swaps relating to the 2010 Revolving Credit Facility were de-designated at December 31, 2012. See Note 12 for further description of these instruments.

Equity instruments

An equity instrument is any contract that evidences a residual interest in our assets after deducting all of its liabilities. Equity instruments issued by us are recorded at the proceeds received, net of direct issue costs.

We had 164,574,542 registered shares authorized and issued with a par value of \$0.01 per share at December 31, 2014. These shares provide the holders with the same rights to dividends and voting rights.

Provisions

Provisions are recognized when we have a present obligation as a result of a past event, and it is probable that we will be required to settle that obligation. Provisions are measured at our best estimate of the expenditure required to settle the obligation at the balance sheet date, and are discounted to present value where the effect is material.

Dividends

A provision for dividends payable is recognized when the dividend has been declared in accordance with the terms of the shareholder agreement.

Dividend per share presented in these consolidated financial statements is calculated by dividing the aggregate dividends declared by all of our subsidiaries by the number of our shares assuming these shares have been outstanding throughout the periods presented.

Restricted stock

The restricted stock awards granted to our employees and independent directors under our equity incentive plans as described in Note 14 contain only service conditions and are classified as equity settled. Accordingly, the fair value of our restricted stock awards was calculated by multiplying the average of the high and low share price on the grant date and the number of restricted stock shares granted that are expected to vest. In accordance with IFRS 2 “Share Based Payment,” the share price at the grant date serves as a proxy for the fair value of services to be provided by the employees and directors under the plan.

Compensation expense related to the awards is recognized ratably over the vesting period, based on our estimate of the number of awards that will eventually vest. The vesting period is the period during which an employee or director is required to provide service in exchange for an award and is updated at each balance sheet date to reflect any revisions in estimates of the number of awards expected to vest as a result of the effect of service vesting conditions. The impact of the revision of the original estimate, if any, is recognized in the consolidated statement of income or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to equity reserves.

Critical accounting judgments and key sources of estimation uncertainty

In the application of the accounting policies, we are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized 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 revision affects both current and future periods.

The significant judgments and estimates are as follows:

Revenue recognition

We currently generate all revenue from time charters, spot voyages, or pools. Revenue recognition for time charters and pools is generally not as complex or as subjective as voyage charters (spot voyages). Time charters are for a specific period of time at a specific rate per day. For long-term time charters, revenue is recognized on a straight-line basis over the term of the charter. Pool revenues are determined by the pool managers from the total revenues and expenses of the pool and allocated to pool participants using a mechanism set out in the pool agreement.

We generated revenue from spot voyages during the years ended December 31, 2014, 2013 and 2012. Within the shipping industry, there are two methods used to account for spot voyage revenue: (1) ratably over the estimated length of each voyage or (2) completed voyage. The recognition of voyage revenues ratably over the estimated length of each voyage is the most prevalent method of accounting for voyage revenues and the method used by us. Under each method, voyages may be calculated on either a load-to-load or discharge-to-discharge basis. In applying our revenue recognition method, we believe that the discharge-to-discharge basis of calculating voyages more accurately estimates voyage results than the load-to-load basis. In the application of this policy, we do not begin recognizing revenue until (i) the amount of revenue can be measured reliably, (ii) it is probable that the economic benefits associated with the transaction will flow to the entity, (iii) the transactions stage of completion at the balance sheet date can be measured reliably and (iv) the costs incurred and the costs to complete the transaction can be measured reliably.

Vessel impairment

We evaluate the carrying amounts of our vessels and vessels under construction to determine whether there is any indication that those vessels have suffered an impairment loss. If any such indication exists, the recoverable amount of vessels is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. The projection of cash flows related to vessels is complex and requires us to make various estimates including future freight rates, earnings from the vessels and discount rates. All of these items have been historically volatile. As part of our process of assessing fair value less costs to sell of the vessel, we obtain vessel valuations for our operating vessels from leading, independent and internationally recognized ship brokers on an annual basis or when there is an indication that an asset or assets may be impaired. We generally do not obtain vessel valuations for vessels under construction. If an indication of impairment is identified, the need for recognizing an impairment loss is assessed by comparing the carrying amount of the vessels to the higher of the fair value less costs to sell and the value in use. Likewise, if there is an indication that an impairment loss recognized in prior periods no longer exists or may have decreased, the need for recognizing an impairment reversal is assessed by comparing the carrying amount of the vessels to the latest estimate of recoverable amount.

For the period ended December 31, 2014, we reviewed the carrying amount of our vessels to determine whether there was an indication that these assets had suffered an impairment. First, we compared the carrying amount of our vessels to their fair values less costs to sell (determined by taking into consideration two independent broker valuations). If the carrying amount of our vessels was greater than the fair values less costs to sell, we prepared a value in use calculation where we estimated the vessel's future cash flows based on a combination of the latest, published, forecast time charter rates for the next three years, a growth rate of 3.0% in freight rates in each period and our best estimate of vessel operating expenses and drydock costs. These cash flows were then discounted to their present value, using an estimated weighted average cost of capital of 7.98%.

At December 31, 2014, we had 57 vessels in our fleet and 24 vessels under construction:

- Three vessels were held for sale and written down to their fair value less costs to sell (see Note 4).
- 36 vessels had fair values less costs to sell in excess of their carrying amount.
- 18 vessels had fair values less costs to sell less than their carrying amount. We prepared a value in use calculation for each these vessels which resulted in no impairment being recognized.
- We did not obtain independent broker valuations for our 24 vessels under construction. To assess their carrying values, we prepared value in use calculations which resulted in no impairment being recognized.

Vessel lives and residual value

The carrying value of each of our vessels represents its original cost at the time it was delivered or purchased less depreciation and impairment. We depreciate our vessels to their residual value on a straight-line basis over their estimated useful lives of 25 years. The estimated useful life of 25 years is management's best estimate and is also consistent with industry practice for similar vessels. The residual value is estimated as the lightweight tonnage of each vessel multiplied by a forecast scrap value per ton. The scrap value per ton is estimated taking into consideration the historical four year scrap market rate average at the balance sheet date.

An increase in the estimated useful life of a vessel or in its scrap value would have the effect of decreasing the annual depreciation charge and extending it into later periods. A decrease in the useful life of a vessel or scrap value would have the effect of increasing the annual depreciation charge.

When regulations place significant limitations over the ability of a vessel to trade on a worldwide basis, the vessel's useful life is adjusted to end at the date such regulations become effective. The estimated salvage value of the vessels may not represent the fair market value at any one time since market prices of scrap values tend to fluctuate.

Deferred drydock cost

We recognize drydock costs as a separate component of each vessel's carrying amount and amortize the drydock cost on a straight-line basis over the estimated period until the next drydock. We use judgment when estimating the period between drydocks performed, which can result in adjustments to the estimated amortization of the drydock expense. If the vessel is disposed of before the next drydock, the remaining balance of the deferred drydock is written-off and forms part of the gain or loss recognized upon disposal of vessels in the period when contracted. We expect that our vessels will be required to be drydocked approximately every 30 to 60 months for major repairs and maintenance that cannot be performed while the vessels are operating. Costs capitalized as part of the drydock include actual costs incurred at the drydock yard and parts and supplies used in making such repairs.

Adoption of new and amended IFRS and IFRIC interpretations from January 1, 2014

Standards and interpretations adopted during the period

- Amendment to IAS 32 - Financial instruments: Recognition and measurement
- Amendments to IFRS 10, IFRS 12 and IAS 27 - Investment entities
- Amendment to IAS 36 - Impairment of assets - Recoverable amount disclosures for non-financial assets
- Amendment to IAS 39 - Financial instruments: Recognition and measurement - Novation of derivatives and continuation of hedge accounting
- IFRIC 21 - Levies

The adoption of these standards did not have a material impact on these consolidated financial statements.

Standards and Interpretations in issue not yet adopted

At the date of authorization of these consolidated financial statements, the following Standards and Interpretations which have not been applied in these consolidated financial statements were in issue but not yet effective:

- Amendment to IAS 16 & IAS 38 - Clarification of acceptable methods of depreciation and amortization
- Amendments to IAS 19 - Employee benefits: Employee contributions
- Amendments to IFRS 11 - Joint arrangements
- Annual improvements to IFRSs 2010-2012
- Annual improvements to IFRSs 2011-2013
- Annual improvements to IFRSs 2012-2014
- IFRS 9 - Financial Instruments
- IFRS 14 - Regulatory deferral accounts
- IFRS 15 - Revenue from contracts with customers
- Amendments to IAS 16 and IAS 41 - Agriculture: Bearer plants
- Amendments to IAS 27 Separate financial statements - Equity method in separate financial statements
- Amendments to IFRS 10 and IAS 28 - Sale or contribution of assets between an investor and its associates or joint venture

We do not expect that the adoption of these standards in future periods will have a material impact on our financial statements.

Recent Accounting Pronouncement

IFRS 15, Revenue from Contracts with Customers, was issued by the International Accounting Standards Board on May 28, 2014. IFRS 15 amends the existing accounting standards for revenue recognition and is based on principles that govern the recognition of revenue at an amount an entity expects to be entitled when products or services are transferred to customers. IFRS 15 applies to an entity's first annual IFRS financial statements for a period beginning on or after 1 January 2017. Early adoption is permitted and the standard may be applied retrospectively to each prior period presented or retrospectively with the cumulative effect recognized as of the date of adoption. The Company is currently evaluating the impact of adopting the new revenue standard on its consolidated financial statements.

2. Cash and cash equivalents

In thousands of U.S. dollars

	At December 31,	
	2014	2013
Cash at banks	\$ 115,695	\$ 53,652
Deposits ⁽¹⁾	—	25,035
Cash on vessels	448	158
	<u>\$ 116,143</u>	<u>\$ 78,845</u>

⁽¹⁾ Represents bank deposits with original maturities of three months or less.

3. Accounts receivable

<i>In thousands of US dollars</i>	At December 31,	
	2014	2013
Scorpio MR Pool Limited.....	\$ 28,289	\$ 28,282
Scorpio LR2 Pool Limited.....	22,326	21,110
Scorpio Panamax Tanker Pool Limited.....	11,846	12,578
Scorpio Handymax Tanker Pool Limited.....	11,664	6,542
Receivables related to vessels under construction.....	1,647	—
Freight receivables.....	724	1,212
Insurance receivables.....	245	345
Other receivables.....	1,460	2,473
	<u>\$ 78,201</u>	<u>\$ 72,542</u>

Scorpio MR Pool Limited, Scorpio LR2 Pool Limited, Scorpio Panamax Tanker Pool Limited, and Scorpio Handymax Tanker Pool Limited are related parties, as described in Note 15.

Receivables related to vessels under construction relate to the difference between the drawdown amounts from our secured credit facilities and the final installment payments due for the deliveries of *STI Tribeca*, *STI Rotherhithe*, *STI Hammersmith* and *STI Rose*. These drawdowns occurred in December 2014 however the funds were not released until January 2015, when the vessels were delivered.

Freight receivables primarily represent amounts collectible from customers for our vessels operating in the spot market.

Insurance receivables primarily represent amounts collectible on our insurance policies in relation to vessel repairs.

We consider that the carrying amount of accounts receivable approximates their fair value due to the short maturity thereof. Accounts receivable are non-interest bearing. At December 31, 2014 and December 31, 2013, no material receivable balances were either past due or impaired.

4. Vessels

Operating vessels and drydock

<i>In thousands of U.S. dollars</i>	Vessels	Drydock	Total
Cost			
As of January 1, 2014.....	\$ 566,583	\$ 12,102	\$ 578,685
Additions ⁽¹⁾	1,515,888	31,200	1,547,088
Transfer to vessels held for sale ⁽²⁾	(90,242)	(2,290)	(92,532)
As of December 31, 2014.....	<u>1,992,229</u>	<u>41,012</u>	<u>2,033,241</u>
Accumulated depreciation and impairment			
As of January 1, 2014.....	(45,021)	(3,394)	(48,415)
Charge for the period.....	(37,880)	(4,737)	(42,617)
Write-offs of vessels held for sale ⁽³⁾	(3,276)	(702)	(3,978)
Transfer to vessels held for sale ⁽²⁾	31,249	2,398	33,647
As of December 31, 2014.....	<u>(54,928)</u>	<u>(6,435)</u>	<u>(61,363)</u>
Net book value			
As of December 31, 2014.....	<u>\$ 1,937,301</u>	<u>\$ 34,577</u>	<u>\$ 1,971,878</u>
Cost			
As of January 1, 2013.....	500,696	10,924	511,620
Additions ⁽⁴⁾	256,858	5,433	262,291
Transfer to vessels held for sale ⁽⁵⁾	(190,971)	(4,255)	(195,226)
As of December 31, 2013.....	<u>566,583</u>	<u>12,102</u>	<u>578,685</u>
Accumulated depreciation and impairment			
As of January 1, 2013.....	(112,575)	(3,634)	(116,209)
Charge for the period.....	(20,401)	(3,194)	(23,595)
Write-offs of vessels held for sale ⁽⁶⁾	(20,367)	(821)	(21,188)
Transfer to vessels held for sale ⁽⁵⁾	108,322	4,255	112,577
As of December 31, 2013.....	<u>(45,021)</u>	<u>(3,394)</u>	<u>(48,415)</u>
Net book value			
As of December 31, 2013.....	<u>\$ 521,562</u>	<u>\$ 8,708</u>	<u>\$ 530,270</u>

- (1) Additions in 2014 primarily relate to the deliveries of 41 newbuilding vessels and corresponding calculations of notional drydock on these vessels.
- (2) Represents the reclassification of the net book value of *STI Heritage* and *STI Harmony* from “Vessels” to “Vessels Held for Sale” in December 2014.
- (3) Represents the write-off to remeasure *STI Heritage*, *STI Harmony* and *Venice* at the lower of their carrying amount and fair value less costs to sell at December 31, 2014.
- (4) Additions in 2013 primarily relate to the deliveries of seven newbuilding vessels and corresponding calculations of notional drydock on these vessels.
- (5) Represents the reclassification of the net book value of *Noemi*, *Senatore*, *Venice* and *STI Spirit* from “Vessels” to “Vessels Held for Sale” at December 31, 2013.
- (6) Represents the write-off to remeasure *Noemi*, *Senatore*, *Venice* and *STI Spirit* at the lower of their carrying amount and fair value less costs to sell at December 31, 2013.

Newbuilding vessel deliveries

We took delivery of the following vessels during the year ended December 31, 2014 resulting in the reclassification of \$1,542.4 million from Vessels under construction to Vessels:

	Name	Month Delivered	Vessel Type
1	STI Duchessa	January 2014	MR
2	STI Opera.....	January 2014	MR
3	STI Texas City	March 2014	MR
4	STI Meraux	April 2014	MR
5	STI San Antonio	May 2014	MR
6	STI Chelsea.....	May 2014	MR
7	STI Lexington.....	May 2014	MR
8	STI Comandante	May 2014	Handymax
9	STI Brixton	June 2014	Handymax
10	STI Venere.....	June 2014	MR
11	STI Virtus	June 2014	MR
12	STI Pimlico.....	July 2014	Handymax
13	STI Powai	July 2014	MR
14	STI Aqua.....	July 2014	MR
15	STI Dama.....	July 2014	MR
16	STI Elysees	July 2014	LR2
17	STI Hackney	August 2014	Handymax
18	STI Olivia	August 2014	MR
19	STI Mythos	August 2014	MR
20	STI Acton.....	September 2014	Handymax
21	STI Fulham	September 2014	Handymax
22	STI Camden.....	September 2014	Handymax
23	STI Benicia	September 2014	MR
24	STI Regina.....	September 2014	MR
25	STI St. Charles.....	September 2014	MR
26	STI Park.....	September 2014	LR2
27	STI Madison	September 2014	LR2
28	STI Orchard	October 2014	LR2
29	STI Battersea.....	October 2014	Handymax
30	STI Wembley.....	October 2014	Handymax
31	STI Mayfair	October 2014	MR
32	STI Yorkville.....	October 2014	MR
33	STI Finchley	November 2014	Handymax
34	STI Clapham.....	November 2014	Handymax
35	STI Milwaukee	November 2014	MR
36	STI Battery.....	December 2014	MR
37	STI Sloane	November 2014	LR2
38	STI Broadway	November 2014	LR2
39	STI Condotti	November 2014	LR2
40	STI Poplar.....	December 2014	Handymax
41	STI Soho	December 2014	MR

Vessels Held for Sale

In December 2013, we designated *Noemi*, *Senatore*, *Venice* and *STI Spirit* as held for sale. As part of this designation, we recorded a \$21.2 million write-down to remeasure these vessels at the lower of their carrying amount and fair value less estimated costs to sell. Their revised carrying amount of \$82.6 million was then reclassified from “Vessels” to “Vessels held for sale” on the consolidated balance sheet as of December 31, 2013.

In January 2014, we agreed to sell *Noemi* and *Senatore* for aggregate net proceeds of \$42.5 million. The sale of *Noemi* closed in March 2014, and the sale of *Senatore* closed in April 2014. These sales resulted in a \$42.5 million reduction in “Vessels held for sale.” As part of these sales, we repaid \$22.5 million into our 2010 Revolving Credit Facility in March 2014, as further described in Note 11.

In April 2014, we closed on the sale of *STI Spirit* for net proceeds of \$29.5 million which resulted in the commensurate reduction in “Vessels held for sale.” As part of this sale, we repaid \$21.4 million into our *STI Spirit* Credit Facility in April 2014.

In April 2014, *Venice* incurred \$1.3 million of drydock costs that were capitalized as part of the carrying amount of that vessel as of December 31, 2014. The vessel was sold in March 2015, as further described in Note 24.

In December 2014, we designated *STI Heritage* and *STI Harmony* as held for sale. As part of this designation, we recorded a \$3.9 million write-down to remeasure these vessels at their fair value less costs to sell. Fair value was determined by taking into consideration agreements to sell these vessels, which were supported by two independent broker valuations. These independent broker valuations were based on each broker’s knowledge of current sale and purchase market conditions and take into consideration vessel age, size, the shipyard where it was built and any other specifications unique to such vessel (such as ice class capabilities). As such, we consider these values to be within Level 2 of the fair value hierarchy under IFRS 13. Their revised carrying amount of \$59.0 million was then reclassified from “Vessels” to “Vessels held for sale” on the consolidated balance sheet as of December 31, 2014. The sales of these vessels are expected to close in April 2015 as further described in Note 24.

Collateral agreements

The following table represents vessels provided as collateral under our loan agreements as of December 31, 2014.

<u>Credit Facility</u>	<u>Vessel Name</u>	<u>Net Book Value</u> <u>(In millions of U.S. Dollars)</u>
2010 Revolving Credit Facility	STI Highlander	\$ 20.7
2010 Revolving Credit Facility	STI Heritage	30.2
2010 Revolving Credit Facility	STI Harmony	28.8
2010 Revolving Credit Facility	Venice	11.9
2011 Credit Facility	STI Onyx	35.8
2011 Credit Facility	STI Sapphire	35.6
2011 Credit Facility	STI Emerald	35.4
2011 Credit Facility	STI Beryl	34.6
2011 Credit Facility	STI Le Rocher	35.1
2011 Credit Facility	STI Larvotto	35.1
2011 Credit Facility	STI Duchessa	33.5
Newbuilding Credit Facility	STI Amber	35.5
Newbuilding Credit Facility	STI Topaz	35.7
Newbuilding Credit Facility	STI Ruby	35.7
Newbuilding Credit Facility	STI Garnet	35.8
2013 Credit Facility	STI Fontvieille	35.1
2013 Credit Facility	STI Ville	35.5
2013 Credit Facility	STI Wembley	32.7
2013 Credit Facility	STI Opera	33.3
2013 Credit Facility	STI Texas City	37.9
2013 Credit Facility	STI Meraux	38.3
2013 Credit Facility	STI San Antonio	38.4
2013 Credit Facility	STI Venere	33.3
2013 Credit Facility	STI Virtus	33.4
2013 Credit Facility	STI Aqua	33.6
2013 Credit Facility	STI Dama	33.6
2013 Credit Facility	STI Mythos	33.5
2013 Credit Facility	STI Benicia	39.2
2013 Credit Facility	STI Regina	33.8
2013 Credit Facility	STI St. Charles	37.7
2013 Credit Facility	STI Yorkville	34.2
2013 Credit Facility	STI Milwaukee	40.3
2013 Credit Facility	STI Battery	34.3
KEXIM Credit Facility	STI Brixton	32.2
KEXIM Credit Facility	STI Comandante	32.0
KEXIM Credit Facility	STI Pimlico	32.4
KEXIM Credit Facility	STI Hackney	32.3
KEXIM Credit Facility	STI Acton	32.7
KEXIM Credit Facility	STI Fulham	32.5
KEXIM Credit Facility	STI Camden	32.5
KEXIM Credit Facility	STI Finchley	32.6
KEXIM Credit Facility	STI Clapham	32.7
KEXIM Credit Facility	STI Poplar	32.7
KEXIM Credit Facility	STI Elysees	52.0
KEXIM Credit Facility	STI Madison	52.3
KEXIM Credit Facility	STI Park	52.3
KEXIM Credit Facility	STI Orchard	51.8
KEXIM Credit Facility	STI Sloane	52.6
KEXIM Credit Facility	STI Broadway	51.7
KEXIM Credit Facility	STI Condotti	52.8
K-Sure Credit Facility	STI Battersea	32.4
K-Sure Credit Facility	STI Chelsea	33.6
K-Sure Credit Facility	STI Lexington	33.5
K-Sure Credit Facility	STI Powai	33.5
K-Sure Credit Facility	STI Mayfair	34.6
K-Sure Credit Facility	STI Soho	33.9
K-Sure Credit Facility	STI Olivia	33.7

The vessels which collateralize the 2011 Credit Facility and 2010 Revolving Credit Facility also serve as collateral for the designated interest rate swap agreements (as described in Note 12), subordinated to the outstanding borrowings under each credit facility.

5. Vessels under construction

2013 Activity

In January 2013, we reached an agreement with Hyundai Mipo Dockyard Co. Ltd of South Korea (“HMD”) for the construction of two MR product tankers for \$32.5 million each.

In February 2013, we reached an agreement with HMD for the construction of four MR product tankers for \$33.0 million each and six Handymax ice class-1A product tankers for \$31.3 million each.

In February 2013, we reached an agreement with SPP Shipbuilding Co. Ltd of South Korea, (“SPP”) for the construction of four MR product tankers for \$32.5 million each.

In March 2013, we reached an agreement with Hyundai Samho Heavy Industries Co. Ltd., (“HSHI”) for the construction of six LR2 product tankers for \$50.5 million each.

In March 2013, we reached an agreement with Daewoo Shipbuilding & Marine Engineering Co., Ltd (“DSME”) for the construction of two LR2 product tankers for \$49.5 million each.

In April 2013, we reached an agreement with HMD for the construction of two Handymax ice class-1A product tankers for \$31.5 million each.

In April 2013, we reached an agreement with an unaffiliated third party for the purchase of four MR product tankers under construction at HMD for \$36.5 million each.

In May 2013, we reached an agreement with HMD to construct four Handymax ice class-1A product tankers for \$31.6 million each.

In May 2013, we reached an agreement with SPP to construct four MR product tankers for \$33.0 million each.

In May 2013, we reached agreements to construct four LR2 product tankers for \$50.5 million each, consisting of two at HSHI and two at DSME.

In July and August 2013 we reached an agreement to construct nine Very Large Gas Carriers (“VLGCs”) for \$75.6 million each with HSHI and DSME.

In August 2013, we reached an agreement with HMD to construct four product tankers consisting of two MR product tankers for \$35.0 million each and two Handymax ice class-1A product tankers for \$32.0 million each.

In October 2013, we reached an agreement with HSHI to construct two VLGCs for \$75.0 million each.

In November 2013, we contributed our VLGC business, which included 11 VLGC newbuilding contracts, options to purchase two additional VLGCs and a cash payment of \$1.9 million to Dorian in exchange 30% of Dorian’s outstanding shares.

In November 2013, we issued 3,611,809 shares in exchange for four MR product tankers under construction in South Korea with certain unaffiliated third parties for an aggregate purchase price of \$150.2 million. Under the purchase and sale agreement, we agreed that if our share price was not maintained at or above the issuance price for 20 days in the 180 day period following the closing date, then we will issue additional shares or pay cash to increase the value of the consideration to the value received at the closing date.

In December 2013, we acquired contracts for the construction of four MR product tankers from unaffiliated third parties for a total purchase price of approximately \$153.9 million. We paid \$4.4 million in cash and issued 3,523,271 common shares, representing approximately 26% of the total purchase price, to affiliates of York Capital in 2013.

In December 2013, we reached agreements with DSME and HSHI for the construction of seven Very Large Crude Carriers (“VLCCs”) for an aggregate purchase price of \$662.2 million.

2014 Activity

In March 2014, we sold seven VLCCs under construction to an unrelated third party. As a result of the sale, we received net proceeds of \$141.7 million in cash, and recorded a gain of \$51.4 million. The book value of these assets at the time of sale was \$90.3 million.

In May 2014, we paid additional cash consideration of \$4.7 million to the counterparties of the previously noted transaction to acquire four MR product tankers in exchange for 3,611,809 of our common shares based on subsequent changes to our share price. This one-time adjustment was recorded against additional paid-in capital.

In August 2014, we reached an agreement with an unrelated third party to purchase an MR product tanker that was then under construction, *STI St. Charles*. The purchase price of the vessel was \$37.1 million, and we took delivery of this vessel in September 2014.

In November 2014, we reached an agreement with an unrelated third party to purchase two LR2 product tankers under construction at Daehan Shipbuilding Company (“DHSC”) for approximately \$60.0 million each. These vessels, *STI Rose* and *STI Alexis*, were delivered in January and February 2015, respectively.

In December 2014, we reached an agreement with Scorpio Bulkers Inc., or Scorpio Bulkers, a related party, to purchase newbuilding contracts for four LR2 product tankers to be constructed at DHSC and Sungdong Shipbuilding & Marine Engineering (“SSME”) and options to purchase two additional LR2 newbuilding contracts. The purchase price for each of the four LR2 newbuilding contracts was \$51.0 million with scheduled vessel deliveries throughout 2016. The purchase price for the two option contracts is fixed at \$52.5 million for each contract with scheduled vessel deliveries in the fourth quarter of 2016. The options expire on May 31, 2015. We are working with the seller and the shipyards to novate the contracts to us. The independent members of our Board of Directors unanimously approved this transaction with Scorpio Bulkers.

As of December 31, 2014, we had a total of 24 newbuilding product tanker orders with HMD, SPP, HSHI, DSME, DHSC and SSME which include 11 MRs, two Handymax ice class-1A vessels and 11 LR2s for an aggregate purchase price of \$1,023.9 million, of which \$363.3 million in cash has been paid and \$26.2 million in common stock has been issued as of that date. Additionally, we were still party to the performance guarantees of the seven VLCCs sold in March 2014 under the related construction contracts with the shipyards. We are working with the buyer and the shipyards to novate the contracts to the buyers. Should the counterparty to this transaction fail to fulfill the obligations set forth under each construction contract, then the shipyards have legal recourse to seek payment from us to fulfill these obligations.

Capitalized interest

In accordance with IAS 23 “Borrowing Costs,” applicable interest costs are capitalized during the period that vessels are under construction. For the years ended December 31, 2014 and 2013, we capitalized interest expense for the vessels under construction of \$17.5 million and \$6.4 million, respectively. The capitalization rate used to determine the amount of borrowing costs eligible for capitalization was 3.3%. We cease capitalizing interest when the vessels reach the location and condition necessary to operate in the manner intended by management.

A roll-forward of activity within Vessels under construction is as follows:

In thousands of US dollars

Balance as of January 1, 2013	\$ 50,251
Installment payments and other capitalized expenses.....	856,959
Sale of VLGC business ⁽¹⁾	(83,070)
Value of common shares issued for vessel purchases ⁽²⁾	81,114
Capitalized interest.....	6,379
Transferred to operating vessels and drydock.....	(262,107)
Balance as of December 31, 2013	<u>\$ 649,526</u>
Installment payments and other capitalized expenses.....	1,370,565
Sale of VLCCs ⁽³⁾	(90,293)
Capitalized interest.....	17,500
Transferred to operating vessels and drydock.....	(1,542,421)
Balance as of December 31, 2014	<u>\$ 404,877</u>

- (1) Represents installment payments on the 11 VLGC newbuilding contracts which were part of the transaction to sell our VLGC business to Dorian in exchange for newly issued shares representing 30% of the Dorian's outstanding shares immediately following the transaction in November 2013. See Note 8 for further description.
- (2) Represents the consideration of newly issued common shares of (i) approximately 28% of the purchase price for four MRs under construction which were delivered in 2014; and (ii) approximately 26% of the purchase price for four MRs under construction one of which was delivered in 2014 and the remaining are scheduled for delivery in Q2 2015. These shares were issued in the fourth quarter of 2013.
- (3) Represents installment payments and other capitalized costs on seven VLCC newbuilding contracts that were sold in March 2014.

The following table is a timeline of future expected payments and dates for our vessels under construction as of December 31, 2014:*

	<u>In millions of U.S. Dollars</u>
Q1 2015 - installment payments made.....	\$ 167.2
Q1 2015 - remaining installment payment for delivery of <i>STI Winnie</i>	30.3
Q2 2015	258.9
Q3 2015	27.5
Q4 2015	24.8
Q1 2016	40.5
Q2 2016	26.0
Q3 2016	29.6
Q4 2016	29.6
Total.....	<u>\$ 634.4</u>

*These are estimates only and are subject to change as construction progresses.

6. Carrying values of vessels and vessels under construction

At each balance sheet date, we review the carrying amounts of vessels and related drydock costs to determine if there is any indication that those vessels and related drydock costs have suffered an impairment loss. If such indication exists, the recoverable amount of the vessels and related drydock costs is estimated in order to determine the extent of the impairment loss (if any). Recoverable amount is the higher of fair value less costs to sell and value in use. As part of this evaluation, we consider certain indicators of potential impairment, such as market conditions including forecast time charter rates and values for second hand product tankers, discounted projected vessel operating cash flows and the Company's overall business plans.

At December 31, 2014, we reviewed the carrying amount of our vessels to determine whether there was an indication that these assets had suffered an impairment. First, we compared the carrying amount of our vessels to their fair values less costs to sell (determined by taking into consideration two independent broker valuations). If the carrying amount of our vessels was greater than the fair values less costs to sell, we prepared a value in use calculation where we estimated the vessel's future cash flows based on a combination of the latest forecast, published time charter rates for the next three years, a 3.0% growth rate in freight rates in each period thereafter and our best estimate of vessel operating expenses and drydock costs. These cash flows were then discounted to their present value using an estimated weighted average cost of capital of 7.98%. The results of these tests were as follows:

At December 31, 2014, we had 57 vessels in our fleet and 24 vessels under construction:

- Three vessels were held for sale and written down to their fair value less estimated costs to sell
- 36 vessels had fair values less costs to sell in excess of their carrying amount.
- 18 vessels had fair values less costs to sell less than their carrying amount. We prepared a value in use calculation for each these vessels which resulted in no impairment being recognized.
- We did not obtain independent broker valuations for the remaining 24 vessels under construction. To assess their carrying values, we prepared value in use calculations which resulted in no impairment being recognized.

At December 31, 2013, we had 19 vessels in our fleet and 65 vessels under construction:

- Four vessels were held for sale and written down to their fair value less costs to sell
- Eight vessels had fair values less costs to sell in excess of their carrying amount.
- Seven vessels had fair values less costs to sell less than their carrying amount. We prepared a value in use calculation for each these vessels which resulted in no impairment being recognized.
- Two vessels under construction (that were delivered in January 2014) had fair values less costs to sell exceeding their carrying amount.
- We did not obtain independent broker valuations for the remaining 63 vessels under construction. To assess their carrying values, we prepared value in use calculations which resulted in no impairment being recognized.

7. Other non-current assets

<i>In thousands of US dollars</i>	<u>At December 31,</u>	
	<u>2014</u>	<u>2013</u>
Capitalized loan fees ⁽¹⁾	\$ 19,548	\$ 16,168
Scorpio Handymax Tanker Pool Ltd. pool working capital contributions ⁽²⁾	4,115	1,207
Non-current portion of acquired time charter contracts ⁽³⁾	65	532
	<u>\$ 23,728</u>	<u>\$ 17,907</u>

⁽¹⁾ Primarily represents upfront loan fees on our credit facilities being used to finance our newbuilding vessels. These are reclassified to debt when the tranche of the loan to which the newbuilding vessel relates is drawn.

⁽²⁾ Upon entrance into the Scorpio Handymax Tanker Pool (“SHTP”), all vessels are required to make working capital contributions of both cash and bunkers. The contribution amount is repaid, without interest, upon a vessel’s exit from the SHTP no later than six months after the exit date. Bunkers on board a vessel exiting the SHTP are credited against such repayment at the actual invoice price of the bunkers. For all owned vessels we assume that these contributions will not be repaid within 12 months and for time chartered-in vessels we classify the amounts according to the expiration of the contract.

⁽³⁾ Represents the non-current portion of the value of time charter contracts acquired in November 2013 as part of the acquisition of four MRs in exchange for common shares.

8. Investment in Dorian LPG Ltd.

In November 2013, we contributed our VLGC business, which included 11 VLGC newbuilding contracts, options to purchase two additional VLGCs and a cash payment of \$1.9 million (together our “initial investment”) to Dorian LPG Ltd. (“Dorian”) in exchange for newly issued shares representing 30% of Dorian’s outstanding shares immediately following the transaction. As of the closing date of the transaction, we paid \$83.1 million in installment payments for the 11 VLGC contracts. Additionally, in November 2013, we purchased 24,121,621 new shares of Dorian’s common stock as part of a private placement of shares for total consideration of \$75.0 million.

As of December 31, 2013, we owned 64,073,744, shares or approximately 30% of the outstanding shares of Dorian. As part of the shareholder’s agreement, we are entitled to appoint one member to Dorian’s eight member board until we cease to beneficially own at least 10% of Dorian’s issued and outstanding common shares.

In February 2014, Dorian completed a follow on offering of common shares which resulted in the dilution of our ownership percentage to 26.5% from 30.0%.

In April 2014, Dorian effected a one for five reverse stock split of its common shares, reducing our total number of shares held in Dorian. Concurrently with this reverse stock split, Dorian issued 1,412,698 shares in a private placement to an investor that is unrelated to us. Accordingly, our ownership percentage in Dorian was reduced to 25.7% from 26.5% after giving effect to this private placement.

In May 2014, Dorian completed its initial public offering of common shares in the United States and commenced trading on the NYSE under the symbol “LPG.” As a result, our ownership percentage in Dorian decreased 22.1% from 25.7% after giving effect to this transaction.

In June 2014, we acquired 7,500,000 of our common shares from an existing shareholder in exchange for 3,422,665 common shares of Dorian in a privately negotiated transaction. As a result, we recognized a gain of \$10.9 million. Accordingly, our ownership percentage in Dorian decreased to 16.3% from 22.1% after giving effect to this transaction.

On October 29, 2014, Robert Bugbee, our President, resigned from the board of directors of Dorian. Accordingly, we determined that we no longer have significant influence over Dorian’s financial and operating decisions, and we therefore ceased equity accounting of this investment as of that date. As a result, we remeasured our investment in Dorian to its fair market value as of October 29, 2014, resulting in a write-down of \$13.9 million.

Subsequent to October 29, 2014, our investment in Dorian is being accounted for as “available for sale.” When a financial asset is classified as “available for sale,” changes in its fair market value are recorded within equity, through other comprehensive income. If all or a portion of the investment is sold, changes in fair market value previously recorded to other comprehensive income will be reclassified to the statement of income or loss at the date of sale. Any dividends received or impairment losses recognized are recorded to the statement of income or loss in the period they are incurred.

In November 2014, we exercised our rights under the shareholders agreement with Dorian to cause Dorian to register for re-sale under the Securities Act of 1933, as amended, or the Securities Act, all of the shares of Dorian that we own.

The following is a rollforward of the carrying value of our investment in Dorian:

<i>In thousands of US dollars</i>	Rollforward of carrying value of investment in Dorian
Value of initial shares received at closing	\$ 134,435 ⁽¹⁾
Investment in private placement	75,000 ⁽²⁾
Our share of net income for the period ended December 31, 2013.....	368
Carrying value at December 31, 2013	\$ 209,803
Disposal of shares.....	(56,124) ⁽³⁾
Our share of net income through October 29, 2014.....	1,473
Loss recognized upon change in accounting method.....	(13,895) ⁽⁴⁾
Carrying value at October 29, 2014.....	141,257
Other comprehensive loss.....	(10,801) ⁽⁵⁾
Carrying value at December 31, 2014	<u>\$ 130,456</u>

- (1) At the time of our initial investment, Dorian was listed on the Norwegian Over the Counter Exchange (“NOTC”). The value of our initial investment was determined based on the closing price of Dorian on the NOTC at November 26, 2013 of NOK 20.5, using an NOK/USD exchange rate of 6.0923 NOK/USD at that date.
- (2) We purchased 24,121,621 new shares of Dorian’s common stock as part of a private placement of shares for total consideration of \$75.0 million in November 2013.
- (3) In May 2014, we acquired 7,500,000 of our common shares from an existing shareholder in exchange for the sale to said shareholder of 3,422,665 common shares in Dorian in a privately negotiated transaction. As a result, we recognized a gain of \$10.9 million. Accordingly, our ownership percentage in Dorian reduced to 16.3% from 25.7% after giving effect to this transaction.
- (4) Calculated based on the difference between the carrying value as of October 28, 2014 and the opening share price on October 29, 2014.
- (5) Amount recorded within equity, through other comprehensive income. Calculated based on the difference between the carrying value as of October 29, 2014 and closing share price on December 31, 2014.

Our share of Dorian’s results

Dorian LPG Ltd. was incorporated on July 1, 2013, under the laws of the Republic of the Marshall Islands, and has a fiscal year end of March 31. Dorian’s stock currently trades on the New York Stock Exchange under the symbol LPG. The results for 2014 included herein are derived from Dorian’s unaudited financial statements for the three months ended March 31, 2014 and the nine months ended December 31, 2014. Furthermore, Dorian prepares its financial statements in accordance with Generally Accepted Accounting Principles in the United States (“US GAAP”). As such adjustments were made to convert our share of Dorian’s results from US GAAP to IFRS.

2014 Results

<i>In thousands of US dollars</i>	Dorian LPG Ltd. for the calendar year ended December 31, 2014 ⁽¹⁾	Adjustments		Adjusted Dorian LPG Ltd. for the calendar year ended December 31, 2014
		Impact of conversion to IFRS ⁽²⁾		
Revenue	\$ 78,575	—		\$ 78,575
Operating income.....	20,712	(614)		20,098
Net income.....	15,459	(614)		14,845
Our share of net income ⁽³⁾	<u>\$ 1,604</u>	<u>\$ (131)</u>		<u>\$ 1,473</u>

(1) Prepared in accordance with US GAAP using Dorian's unaudited financial statements for the three months ended March 31, 2014 and the nine months ended December 31, 2014.

(2) This represents the (i) excess depreciation calculated as a result of our stepped up basis recorded upon our initial investment and (ii) our conversion of depreciation expense from US GAAP to IFRS.

(3) Our share of net income captures Dorian's financial results from January 1, 2014 through October 29, 2014, the date we ceased equity method accounting.

2013 Results

<i>In thousands of US dollars</i>	Dorian LPG Ltd. for the three months ended December 31, 2013 ⁽¹⁾	Adjustments		Adjusted Dorian LPG Ltd. for the three months ended December 31, 2013
		Impact of revaluation and conversion to IFRS ⁽⁴⁾		
Revenue	\$ 13,800	—		\$ 13,800
Operating income.....	3,700	(48)		3,652
Net income.....	5,243	(48)		5,195
Our share of net income.....	<u>\$ 383</u>	<u>\$ (14)</u>		<u>\$ 369⁽²⁾</u>

<i>In thousands of US dollars</i>	Dorian LPG Ltd. as of December 31, 2013 ⁽¹⁾	Adjustments		Adjusted Dorian LPG Ltd. as of December 31, 2013
		Revaluation of initial interest to fair value ⁽³⁾	Impact of revaluation and conversion to IFRS ⁽⁴⁾	
Current assets.....	337,026	—	—	337,026
Non-current assets	413,054	103,391	(48)	516,397
Total assets	750,080	103,391	(48)	853,423
Current liabilities	22,166	—	—	22,166
Non-current liabilities.....	131,911	—	—	131,911
Total liabilities	154,077	—	—	154,077
Net assets	596,003	103,391	(48)	699,346
STI's share of net assets.....	<u>\$ 178,801</u>	<u>\$ 31,017</u>	<u>\$ (14)</u>	<u>\$ 209,803⁽⁵⁾</u>

(1) Prepared in accordance with US GAAP.

(2) We estimated our share of Dorian's net income for the 35 day period beginning with the closing date of our initial investment in Dorian, November 26, 2013 and ending on December 31, 2013 by pro-rating Dorian's results for quarter ending December 31, 2013 and adjusting for any material transactions occurring before or after the closing date.

(3) Represents the step-up adjustment to revalue Dorian's balance sheet to fair value as of the closing date of November 26, 2013. We mainly attributed this step up to Dorian's fleet of vessels which was based on third party vessel valuations.

(4) This represents the (i) excess depreciation calculated as a result of our stepped up basis and (ii) our conversion of depreciation expense from US GAAP to IFRS.

(5) Calculated as 30% of Dorian's adjusted net assets at December 31, 2013.

9. Accounts payable

<i>In thousands of US dollars</i>	At December 31,	
	2014	2013
Progress payments due for vessels under construction	\$ —	\$ 14,969
Suppliers	10,004	5,631
Scorpio MR Pool Ltd	1,790	63
Scorpio Handymax Tanker Pool Ltd	737	32
Scorpio Panamax Tanker Pool Ltd	661	—
Scorpio LR2 Pool Ltd	706	—
Accounts payable to SCM	759	—
Accounts payable to SSM	241	1
Accounts payable to SSH	31	—
	<u>\$ 14,929</u>	<u>\$ 20,696</u>

The majority of accounts payable are settled with a cash payment within 90 days. No interest is charged on accounts payable. We consider that the carrying amount of accounts payable approximates fair value.

10. Accrued expenses

<i>In thousands of US dollars</i>	At December 31,	
	2014	2013
Deposit from Scorpio Bulkers ⁽¹⁾	\$ 31,277	\$ —
Accrued interest	7,751	1,015
Suppliers	6,542	2,552
Accrued short term employee benefits	5,226	3,256
Accrued vessel purchase commissions ⁽²⁾	3,115	—
Accrued expenses to SSM	35	—
Accrued expenses to SCM	15	—
Accrued expenses to SSH	13	—
Other accrued expenses	1,165	428
	<u>\$ 55,139</u>	<u>\$ 7,251</u>

⁽¹⁾ In December 2014, we agreed to buy four LR2 tankers from Scorpio Bulkers and received an option to purchase two additional LR2 tankers. Pursuant to this agreement, we received \$31.3 million as a security deposit for scheduled installments that are expected to occur prior to the closing date of the sale. This amount will be reimbursed to Scorpio Bulkers upon closing.

⁽²⁾ Represent commissions payable to SSH relating to the deliveries of eight newbuilding vessels.

11. Current and long term debt

The following is a breakdown of the current and non-current portion of our debt outstanding at December 31, 2014 and December 31, 2013.

<i>In thousands of US dollars</i>	As of December 31,	
	2014	2013
Current portion ⁽¹⁾	\$ 87,163	\$ 10,453
Debt related to vessels held for sale ⁽²⁾	32,932	21,397
Current portion of long term debt	<u>120,095</u>	<u>31,850</u>
Non-current portion ⁽³⁾	1,451,477	135,279
	<u>\$ 1,571,572</u>	<u>\$ 167,129</u>

(1) The current portion at December 31, 2014 was net of unamortized deferred financing fees of \$2.5 million. The current portion at December 31, 2013 was net of unamortized deferred financing fees of \$0.2 million.

(2) This relates to amounts due relating to three vessels held for sale under our 2010 Revolving Credit Facility at December 31, 2014 and is shown net of unamortized deferred financing fees of \$0.1 million. *STI Harmony* and *STI*

Heritage were designated as held for sale at December 31, 2014. *Venice* was designated as held for sale as of December 31, 2013. Accordingly, all assets and liabilities related to these vessels have been classified as current.

- (3) The non-current portion at December 31, 2014 was net of unamortized deferred financing fees of \$44.6 million. The non-current portion at December 31, 2013 was net of unamortized deferred financing fees of \$2.0 million.

2010 Revolving Credit Facility

On June 2, 2010, we executed a credit facility with Nordea Bank Finland plc, acting through its New York branch, DNB Bank ASA, acting through its New York branch, and ABN AMRO Bank N.V, for a senior secured term loan facility of up to \$150 million. On July 12, 2011, we amended and restated the credit facility to convert it from a term loan to a reducing revolving credit facility. This gave us the ability to pay down and re-borrow from the total available commitments under the loan. Our subsidiaries that own vessels that are collateralized by this loan act as guarantors under the amended and restated credit facility. All terms mentioned are defined in the agreement.

Drawdowns under the credit facility bear interest as follows: (1) through December 29, 2011, at LIBOR plus an applicable margin of 3.00% per annum when our debt to capitalization (total debt plus equity) ratio is equal to or less than 50% and 3.50% per annum when our debt to capitalization ratio is greater than 50%; (2) from December 30, 2011 through September 30, 2013, at LIBOR plus an applicable margin of 3.50% per annum; and (3) from October 1, 2013 and at all times thereafter, at LIBOR plus an applicable margin of 3.25% per annum when our debt to capitalization (total debt plus equity) ratio is equal to or less than 50% and 3.50% per annum when our debt to capitalization ratio is greater than 50%. A commitment fee equal to 40% of the applicable margin is payable on the unused daily portion of the credit facility. The credit facility matures on June 2, 2015 and can only be used to refinance amounts outstanding from the original loan agreement and for general corporate purposes.

The credit facility requires us to comply with a number of covenants, including financial covenants; delivery of quarterly and annual financial statements and annual projections; maintaining adequate insurances; compliance with laws (including environmental); compliance with ERISA (Employee Retirement Income Security Act); maintenance of flag and class of the initial vessels; restrictions on consolidations, mergers or sales of assets; approval on changes in the Manager of our initial vessels; limitations on liens; limitations on additional indebtedness; prohibitions on paying dividends if a covenant breach or an event of default has occurred or would occur as a result of payment of a dividend; prohibitions on transactions with affiliates; and other customary covenants.

The financial covenants include:

- The ratio of net debt to capitalization shall be no greater than 0.60 to 1.00.
- Consolidated tangible net worth (i.e. total shareholders' equity) shall be no less than \$150.0 million plus 25% of cumulative positive net income (on a consolidated basis) for each fiscal quarter from July 1, 2010 going forward and 50% of the value of any new equity issues from July 1, 2010 going forward.
- The ratio of EBITDA to interest expense shall be no less than 1.25 to 1.00 commencing with the fourth fiscal quarter of 2011 until the fourth quarter of 2012, at which point it increased to 1.50 to 1.00 for the first quarter of 2013, 1.75 to 1.00 for the second quarter of 2013 and 2.00 to 1.00 at all times thereafter. Such ratio shall be calculated quarterly on a trailing four quarter basis. In addition, we are restricted from paying dividends until our EBITDA to interest expense ratio is 2.00 to 1.00 or greater. EBITDA, as defined in the loan agreement, excludes non-cash charges such as impairment.
- Consolidated liquidity (cash, cash equivalents, and availability under the 2010 Revolving Credit Facility) needs to be not less than \$25.0 million, of which unrestricted cash and cash equivalents shall be not less than \$15.0 million, until we own, directly or indirectly, more than 15 vessels, at which time the amount increases by \$750,000 per each additional vessel.
- The aggregate fair market value of the collateral vessels shall at all times be no less than 150% of the then aggregate outstanding principal amount of loans under the credit facility.

In January 2014, we drew down \$72.4 million from the 2010 Revolving Credit Facility. In March 2014, we paid \$22.5 million into this facility as a result of the sales of *Noemi* and *Senatore*. As a result of this repayment, the availability of this facility was reduced by such amount and the quarterly reduction was reduced to \$2.1 million from \$3.1 million per quarter. We also wrote-off a total of \$0.2 million of deferred financing fees as part of these debt repayments.

The outstanding balance at December 31, 2014 was \$41.5 million and the facility was fully drawn. As of December 31, 2013, there was no outstanding balance, and there was \$72.4 million available to draw. We were in compliance with the financial covenants relating to this facility as of December 31, 2014.

In February 2015, we repaid \$6.1 million into this facility as part of the sale of *Venice* and the quarterly reduction was reduced to \$1.8 million from \$2.1 million per quarter. See Note 24 for further discussion of this transaction.

STI Spirit Credit Facility

On March 9, 2011, we executed a credit facility with DVB Bank SE for a senior secured term loan facility of \$27.3 million for *STI Spirit*, which was acquired in November 2010. The credit facility was drawn on March 17, 2011 and had a maturity date of March 17, 2018 with repayments over 28 equal quarterly installments and a lump sum payment at maturity. The quarterly installments commenced three months after the drawdown and were calculated using an 18 year amortization profile. Our subsidiary, STI Spirit Shipping Company Limited, which owned the vessel, was the borrower and Scorpio Tankers Inc. was the guarantor.

In April 2014, we sold *STI Spirit* and repaid the outstanding amount due under the STI Spirit Credit Facility of \$21.4 million.

2011 Credit Facility

On May 3, 2011, we executed a credit facility with Nordea Bank Finland plc, acting through its New York branch, DnB NOR Bank ASA, acting through its New York branch, and ABN AMRO Bank N.V., for a senior secured term loan facility of up to \$150.0 million.

Drawdowns under this credit facility were available until January 31, 2014 and bear interest as follows: (1) until December 29, 2011, at LIBOR plus an applicable margin of (i) 2.75% per annum when our debt to capitalization (total debt plus equity) ratio is less than 45%, (ii) 3.00% per annum when our debt to capitalization ratio is greater than or equal to 45% but less than or equal to 50% and (iii) 3.25% when our debt to capitalization ratio is greater than 50%; (2) from December 30, 2011 through September 30, 2013, at LIBOR plus an applicable margin of 3.50% per annum and (3) from October 1, 2013 and at all times thereafter, at LIBOR plus an applicable margin of (i) 3.25% per annum when our debt to capitalization (total debt plus equity) ratio is equal to or less than 50% and (ii) 3.50% per annum when our debt to capitalization ratio is greater than 50%. A commitment fee equal to 40% of the applicable margin was payable on the unused daily portion of the credit facility. The credit facility matures on May 3, 2017 and can only be used to finance up to 50% of the cost of future vessel acquisitions, which vessels would be the collateral for the credit facility.

Borrowings for each vessel financed under this facility represent a separate tranche, with repayment terms dependent on the age of the vessel at acquisition. Each tranche under the credit facility is repayable in equal quarterly installments, with a lump sum payment at maturity, based on a full repayment of such tranche when the vessel to which it relates is 16 years of age. Our subsidiaries, which may at any time, own one or more of our vessels, will act as guarantors under the credit facility.

The credit facility requires us to comply with a number of covenants, including financial covenants; delivery of quarterly and annual financial statements and annual projections; maintaining adequate insurances; compliance with laws (including environmental); compliance with ERISA ; maintenance of flag and class of the initial vessels; restrictions on consolidations, mergers or sales of assets; approvals on changes in the Manager of our initial vessels; limitations on liens; limitations on additional indebtedness; prohibitions on paying dividends if a covenant breach or an event of default has occurred or would occur as a result of payment of a dividend; prohibitions on transactions with affiliates; and other customary covenants.

The financial covenants include:

- The ratio of net debt to capitalization shall be no greater than 0.60 to 1.00.
- Consolidated tangible net worth (i.e. shareholders' equity) shall be no less than \$150.0 million plus 25% of cumulative positive net income (on a consolidated basis) for each fiscal quarter from July 1, 2010 going forward and 50% of the value of any new equity issues from July 1, 2010 going forward.
- The ratio of EBITDA to interest expense shall be no less than 1.25 to 1.00 commencing with the fourth fiscal quarter of 2011 until the fourth quarter of 2012, at which point it increased to 1.50 to 1.00 for the first quarter of 2013, 1.75 to 1.00 for the second quarter of 2013 and 2.00 to 1.00 at all times thereafter. Such ratio shall be calculated quarterly

on a trailing four quarter basis. In addition, we are restricted from paying dividends until our EBITDA to interest expense ratio is 2.00 to 1.00 or greater. EBITDA, as defined in the loan agreement, excludes non-cash charges such as impairment.

- Consolidated liquidity (cash, cash equivalents, and availability under the 2010 Revolving Credit Facility) needs to be not less than \$25 million, of which unrestricted cash and cash equivalents shall be not less than \$15.0 million, until we own, directly or indirectly, more than 15 vessels, at which time the amount increases by \$750,000 per each additional vessel.
- The aggregate fair market value of the collateral vessels shall at all times be no less than 150% of the then aggregate outstanding principal amount of loans under the credit facility.

In January 2014, we drew down \$52.0 million from the 2011 Credit Facility. In connection with this drawdown, *STI Duchessa*, *STI Le Rocher* and *STI Larvotto* were provided as collateral under the facility. The outstanding balance at December 31, 2014 and December 31, 2013 was \$108.9 million and \$64.0 million, respectively, and the availability under this credit facility expired on January 31, 2014. We were in compliance with the financial covenants relating to this facility as of December 31, 2014.

Newbuilding Credit Facility

On December 21, 2011, we executed a credit facility agreement with Credit Agricole Corporate and Investment Bank and Skandinaviska Enskilda Banken AB for a senior secured term loan facility of up to \$92.0 million. During the year ended December 31, 2012, we drew down an aggregate of \$92.0 million from this facility to partially finance the deliveries of *STI Amber*, *STI Topaz*, *STI Ruby* and *STI Garnet* (\$23.0 million per vessel). These vessels are owned individually by certain of our subsidiaries, who together are the borrowers under this credit facility, and Scorpio Tankers Inc. is the guarantor. Borrowings under the credit facility bear interest at LIBOR plus an applicable margin of 2.70% per annum. A commitment fee equal to 1.10% per annum was payable on the unused daily portion of the credit facility, and the facility was fully drawn as of December 31, 2012. All terms mentioned in this section are defined in the agreement.

The facility is separated into four tranches (one per each vessel) and repayment of the tranche relating to the respective vessel commenced after delivery of that vessel in quarterly installments of \$375,000, which equates to a repayment profile of 15.33 years. Each tranche is scheduled to mature approximately seven years after delivery of the relevant vessel from the shipyard.

The credit facility requires us to comply with a number of covenants, including financial covenants; delivery of quarterly and annual financial statements and annual projections; maintaining adequate insurances; compliance with laws (including environmental); compliance with ERISA; maintenance of flag and class of the initial vessels; restrictions on consolidations, mergers or sales of assets; approvals on changes in the Manager of our initial vessels; limitations on liens; limitations on additional indebtedness; prohibitions on paying dividends if a covenant breach or an event of default has occurred or would occur as a result of payment of a dividend; prohibitions on transactions with affiliates; and other customary covenants.

The financial covenants include:

- The ratio of net debt to capitalization shall be no greater than 0.60 to 1.00.
- Consolidated tangible net worth (i.e. shareholders equity) shall be no less than \$150.0 million plus 25% of cumulative positive net income (on a consolidated basis) for each fiscal quarter from July 1, 2010 going forward and 50% of the value of any new equity issues from July 2, 2010 going forward.
- The ratio of EBITDA to interest expense shall be no less than 2.00 to 1.00 commencing with the third fiscal quarter of 2011 until the fourth quarter of 2012, and 2.50 to 1.00 for all times thereafter. Such ratio shall be calculated quarterly on a trailing four quarter basis. EBITDA, as defined in the loan agreement, excludes non-cash charges such as impairment.
- Unrestricted cash and cash equivalents shall at all times be no less than \$15.0 million, until we own, directly or indirectly, more than 15 vessels, at which time the amount increases by \$750,000 per each additional vessel.
- The aggregate fair market value of the collateral vessels shall at all times be no less than 140% (120% if the vessel is subject to acceptable long term employment) of the aggregate principal amount outstanding plus a pro rata amount of any allocable swap exposure for the credit facility.

In March 2014, we converted the Newbuilding Credit Facility from a term loan to a reducing revolving credit facility. This gives us the ability to draw down and repay the available commitments under the facility when needed. All other terms and definitions remain unchanged. The amount available is reduced by \$1.5 million each quarter until the maturity date in June 2019. This transaction has been accounted for as a debt modification and accordingly, no deferred financing fees were written off.

The amount outstanding under this facility was \$77.8 million and was fully drawn as of December 31, 2014. The outstanding balance at December 31, 2013 was \$83.8 million. We were in compliance with the financial covenants relating to this facility as of December 31, 2014.

2013 Credit Facility

On July 2, 2013, we entered into a senior secured revolving credit facility and term loan facility with Nordea Bank Finland plc and the other lenders named therein of up to \$525.0 million to finance the acquisition of the Firm Vessels (defined below), the Option Vessels (defined below) and certain other vessels and for general corporate purposes, including working capital. This credit facility is secured by, among other things, a first-priority cross-collateralized mortgage on certain vessels for which we have entered into newbuilding contracts, or the Firm Vessels, and certain vessels for which we have exercised construction options, or the Option Vessels, and together with the Firm Vessels, the Collateral Vessels. Our subsidiaries that own the Collateral Vessels act as joint and several guarantors under our 2013 Credit Facility. We refer to this credit facility as our 2013 Credit Facility.

Our 2013 Credit Facility consists of a \$260.0 million delayed draw term loan facility to finance the acquisition of the Firm Vessels and a \$265.0 million revolving credit facility (which was reduced by \$2.1 million in November 2014 as described below) to finance the acquisition of the Option Vessels and certain other vessels built on January 1, 2012 or later, and for general corporate purposes, including working capital.

Drawdowns of the term loan may occur in connection with the delivery of a Firm Vessel in an amount equal to the lesser of 60% of (i) the contract price for such vessel or (ii) such vessel's fair market value. Drawdowns of the revolving credit facility may occur in connection with the delivery of an Option Vessel and are also capped at the lesser of 60% of (i) the contract price for such vessel or (ii) such vessel's fair market value, with such amount, once drawn, available on a revolving basis. Drawdowns under the term loan are available until the earlier of the delivery of each Firm Vessel and January 31, 2015 and drawdowns under the revolving loan are available until July 31, 2015 and bear interest at LIBOR plus an applicable margin of 3.50%.

The term loan is repayable and the revolving loans reduced, in each case, in an amount equal to 1/60th of such loan on a consecutive quarterly basis until final maturity on the sixth anniversary of the facility. In addition to restrictions imposed upon the owners of the Collateral Vessels (such as, limitations on liens and limitations on the incurrence of additional indebtedness), our 2013 Credit Facility includes financial covenants that require us to maintain:

- The ratio of net debt to total capitalization no greater than 0.60 to 1.00.
- Consolidated tangible net worth no less than (i) \$150.0 million plus 25% of cumulative positive net income (on a consolidated basis) for each fiscal quarter beginning on July 1, 2010 and (ii) 50% of the value of any new equity issues from July 1, 2010 going forward.
- The ratio of EBITDA to net interest expense greater than 2.00 to 1.00 through December 31, 2013 and 2.50 to 1.00 thereafter.
- Minimum liquidity of not less than the greater of \$25.0 million or 5% of total indebtedness.
- The aggregate fair market value of the Collateral Vessels shall at all times be no less than 140% of the then aggregate outstanding principal amount of loans under the credit facility.

In November 2014, we signed a First Amending Agreement to the 2013 Credit Facility to replace four Option Vessels with two LR2 product tankers that were under construction. As a result of this agreement, the availability under the revolving credit facility was reduced by \$2.1 million to \$262.9 million.

We made the following drawdowns from our 2013 Credit Facility during the year ended December 31, 2014:

Drawdown amount (In millions of U.S. Dollars)	Drawdown date	Collateral
\$ 20.5	February 2014	STI Opera
21.8	February 2014	STI Fontvieille
21.8	February 2014	STI Ville
20.5	March 2014	STI Texas City
19.3	May 2014	STI Meraux
19.3	June 2014	STI San Antonio
19.8	June 2014	STI Virtus
19.5	June 2014	STI Venere
19.8	July 2014	STI Aqua
19.8	August 2014	STI Dama
19.5	August 2014	STI Mythos
19.5	August 2014	STI Benicia
19.8	September 2014	STI Regina
19.5	September 2014	STI St. Charles
19.5	October 2014	STI Yorkville
18.0	October 2014	STI Wembley
20.5	November 2014	STI Milwaukee
19.5	December 2014	STI Battery
35.4	December 2014	STI Rose ⁽¹⁾

(1) Delivered in January 2015.

The outstanding balance at December 31, 2014 was \$384.5 million and there was \$129.5 million available for drawdown which can be used to finance the lesser of 60% of the contract price for a qualifying newbuilding vessel and such vessel's fair market value at the date of drawdown. There was no outstanding balance at December 31, 2013. We were in compliance with the financial covenants relating to this facility as of December 31, 2014.

K-Sure Credit Facility

In February 2014, we entered into a \$458.3 million senior secured term loan facility which consists of a \$358.3 million tranche with a group of financial institutions that is being 95% covered by Korea Trade Insurance Corporation (the "K-Sure Tranche") and a \$100.0 million commercial tranche with a group of financial institutions led by DNB Bank SA (the "Commercial Tranche"). We refer to this credit facility as our K-Sure Credit Facility.

Drawdowns under the K-Sure Credit Facility may occur in connection with the delivery of certain of our newbuilding vessels as specified in the agreement. The amount of each drawdown shall not exceed the lesser of 60% of the newbuilding contract price and 74% of the fair market value of the relevant vessel. Drawdowns are available until the earlier of (i) the delivery date of the last vessel specified in the agreement to be acquired, (ii) September 30, 2015 and (iii) the date on which the total commitments under the loan are fully borrowed, cancelled or terminated.

Repayments will be made in equal consecutive six month repayment installments in accordance with a 15 year repayment profile under the Commercial Tranche and a 12 year repayment profile under the K-Sure Tranche. Repayments will commence in July 2015 for the K-Sure Tranche and six months after the delivery of the last vessel to be acquired for the Commercial Tranche. The Commercial Tranche matures on the sixth anniversary of the delivery date of the last vessel to be acquired and the K-Sure Tranche matures in January 2027 assuming the Commercial Tranche is refinanced through that date.

Borrowings under the K-Sure tranche bear interest at LIBOR plus an applicable margin of 2.25%. Borrowings under the Commercial Tranche bear interest at LIBOR plus an applicable margin of 3.25% from the effective date of the agreement to the fifth anniversary thereof and 3.75% thereafter until the maturity date in respect of the Commercial Tranche. A commitment fee equal to 40% of the applicable margin is payable on the unused daily portion of the credit facility.

In addition to restrictions imposed upon the owners of the vessels that are collateralized under this credit facility (such as, limitations on liens and limitations on the incurrence of additional indebtedness), our K-Sure Credit Facility includes financial covenants that require us to maintain:

- The ratio of net debt to total capitalization no greater than 0.60 to 1.00.

- Consolidated tangible net worth no less than \$677.3 million plus (i) 25% of cumulative positive net income (on a consolidated basis) for each fiscal quarter commencing on or after October 1, 2013 and (ii) 50% of the value of any new equity issues occurring on or after October 1, 2013.
- The ratio of EBITDA to net interest expense greater than 2.50 to 1.00 calculated on a trailing four quarter basis.
- Minimum liquidity of not less than the greater of \$25.0 million or 5% of total indebtedness.
- The aggregate fair market value of the vessels provided as collateral under the facility shall at all times be no less than 135% of the then aggregate outstanding principal amount of loans under the credit facility.

We made the following drawdowns from our K-Sure Credit Facility during the year ended December 31, 2014:

<u>Drawdown amount</u> <u>(In millions of U.S. Dollars)</u>	<u>Drawdown date</u>	<u>Collateral</u>
\$ 19.8	June 2014	STI Lexington
19.8	June 2014	STI Chelsea
19.8	July 2014	STI Powai
19.8	August 2014	STI Olivia
20.4	October 2014	STI Mayfair
18.9	October 2014	STI Battersea
19.9	December 2014	STI Soho
20.4	December 2014	STI Tribeca ⁽¹⁾
19.2	December 2014	STI Hammersmith ⁽¹⁾
19.2	December 2014	STI Rotherhithe ⁽¹⁾

(1) Delivered in January 2015.

The outstanding balance at December 31, 2014 was \$197.2 million and there was \$261.1 million available for drawdown which can be used to finance the lesser of 60% of the contract price for a specified newbuilding vessel or 74% of such vessel's fair market value. We were in compliance with the financial covenants relating to this facility as of December 31, 2014.

KEXIM Credit Facility

In February 2014, we executed a senior secured term loan facility for \$429.6 million, or the KEXIM Credit Facility, with a group of financial institutions led by DNB Bank ASA and Skandinaviska Enskilda Banken AB (publ) and from the Export-Import Bank of Korea, or KEXIM, a statutory juridical entity established under The Export-Import Bank of Korea Act of 1969, as amended, in the Republic of Korea. This KEXIM Credit Facility includes commitments from KEXIM of up to \$300.6 million (the "KEXIM Tranche") and a group of financial institutions led by DNB Bank ASA and Skandinaviska Enskilda Banken AB (publ) of up to \$129.0 million (the "Commercial Tranche").

Drawdowns under the KEXIM Credit Facility may occur in connection with the delivery of 18 of our newbuilding vessels as specified in the loan agreement. The amount of each drawdown shall not exceed the lesser of 60% of the newbuilding contract price and 74% of the fair market value of the relevant vessel. Drawdowns are available until the earlier of (i) the delivery date of the last vessel specified in the agreement to be acquired, (ii) March 31, 2015 and (iii) the date on which the total commitments under the loan are fully borrowed, cancelled or terminated.

Repayments will be made in equal consecutive semi-annual repayment installments in accordance with a 15 year repayment profile under the Commercial Tranche and a 12 year repayment profile under the KEXIM Tranche. Repayments will commence on the next semi-annual date falling after the weighted average delivery date of the vessels specified under the facility for the KEXIM Tranche and on the next semi-annual date falling after the final delivery date of the vessels specified under the facility for the Commercial Tranche.

The Commercial Tranche matures on the sixth anniversary of the delivery date of the last vessel specified under the loan and the KEXIM Tranche matures on the twelfth anniversary of the weighted average delivery date of the vessels specified under the loan assuming the Commercial Tranche is refinanced through that date.

Borrowings under the KEXIM Tranche bear interest at LIBOR plus an applicable margin of 3.25%. Borrowings under the Commercial Tranche bear interest at LIBOR plus an applicable margin of 3.25% from the effective date of the agreement to the fifth anniversary thereof and 3.75% thereafter until the maturity date in respect of the Commercial Tranche. A commitment fee equal to 40% of the applicable margin is payable on the unused daily portion of the credit facility.

In addition to restrictions imposed upon the owners of the vessels that are collateralized under this credit facility (such as, limitations on liens and limitations on the incurrence of additional indebtedness), our KEXIM Credit Facility includes financial covenants that require us to maintain:

- The ratio of net debt to total capitalization no greater than 0.60 to 1.00.
- Consolidated tangible net worth no less than \$677.3 million plus (i) 25% of cumulative positive net income (on a consolidated basis) for each fiscal quarter commencing on or after October 1, 2013 and (ii) 50% of the value of any new equity issues occurring on or after October 1, 2013.
- The ratio of EBITDA to net interest expense greater than 2.50 to 1.00 calculated on a trailing four quarter basis.
- Minimum liquidity of not less than the greater of \$25.0 million or 5% of total indebtedness.
- The aggregate fair market value of the vessels provided as collateral under the facility shall at all times be no less than 135% of the then aggregate outstanding principal amount of loans under the credit facility.

In addition to KEXIM's commitment of up to \$300.6 million, KEXIM also provided an optional guarantee for a five year amortizing note of \$125.25 million, the proceeds of which reduce the \$300.6 million KEXIM Tranche. These notes were issued on July 18, 2014 when Seven and Seven Ltd., an exempted company incorporated with limited liability under the laws of the Cayman Islands (the "Issuer"), completed an offering of \$125,250,000 in aggregate principal amount of floating rate guaranteed notes due 2019 (the "KEXIM Notes") in a private offering to qualified institutional buyers pursuant to the Securities Act and in offshore transactions complying with Regulation S under the Securities Act. The KEXIM Notes were issued in connection with the KEXIM Tranche and reduced KEXIM's funding obligations and our borrowing costs under KEXIM Tranche by 1.55% per year. Seven and Seven Ltd. is an unaffiliated company that was incorporated for the purpose of facilitating this transaction and servicing the bonds until maturity.

Payment of 100% of all regularly scheduled installments of principal of, and interest on, the KEXIM Notes are guaranteed by KEXIM. The vessels in the loan are the collateral for the KEXIM Credit Facility, which includes the KEXIM Notes.

The KEXIM Notes are currently listed to the Singapore Exchange Securities Trading Limited (the "SGX-ST"). The KEXIM Notes are not listed on any other securities exchange, listing authority or quotation system.

We made the following drawdowns from our KEXIM Credit Facility during the year ended December 31, 2014:

Drawdown amount (In millions of U.S. Dollars)	Drawdown date	Collateral
\$ 18.8	June 2014	STI Comandante
18.8	June 2014	STI Brixton
18.8	July 2014	STI Pimlico
30.3	July 2014	STI Elysees
30.3	August 2014	STI Madison
18.8	September 2014	STI Hackney
19.0	September 2014	STI Acton
18.8	September 2014	STI Fulham
30.3	September 2014	STI Park
29.7	September 2014	STI Orchard
18.8	September 2014	STI Camden
30.3	November 2014	STI Sloane
29.7	November 2014	STI Broadway
19.0	November 2014	STI Finchley
30.3	November 2014	STI Condotti
19.0	November 2014	STI Clapham
19.0	November 2014	STI Poplar

The outstanding balance under the KEXIM Credit Facility (which includes the KEXIM Notes) at December 31, 2014 was \$399.3 million and there was \$30.3 million available to draw which can be used to finance the lesser of 60% of the contract price for a specified newbuilding vessel or 74% of such vessel's fair market value. We were in compliance with the financial covenants relating to this facility as of December 31, 2014.

Unsecured Senior Notes Due 2020

On May 12, 2014, we issued \$50.0 million in aggregate principal amount of 6.75% Senior Notes due May 2020, or our Senior Notes Due 2020, and on June 9, 2014, we issued an additional \$3.75 million aggregate principal amount of Senior Notes Due 2020 when the underwriters partially exercised their option to purchase additional Senior Notes Due 2020 on the same terms and conditions. The net proceeds from the issuance of the Senior Notes Due 2020 were \$51.8 million after deducting the underwriters' discounts, commissions and offering expenses.

The Senior Notes Due 2020 bear interest at the rate of 6.75% per year, payable quarterly in arrears on the 15th day of February, May, August and November of each year, commencing on August 15, 2014. The Senior Notes Due 2020 are redeemable at our option, in whole or in part, at any time on or after May 15, 2017 at a redemption price equal to 100% of the principal amount to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date.

The Senior Notes Due 2020 are our senior unsecured obligations and rank equally with all of our existing and future senior unsecured and unsubordinated debt and are effectively subordinated to our existing and future secured debt, to the extent of the value of the assets securing such debt, and will be structurally subordinated to all existing and future debt and other liabilities of our subsidiaries. No sinking fund is provided for the Senior Notes Due 2020. The Senior Notes Due 2020 were issued in minimum denominations of \$25.00 and integral multiples of \$25.00 in excess thereof and are listed on the NYSE under the symbol "SBNA."

The Senior Notes Due 2020 require us to comply with certain covenants, including financial covenants; restrictions on consolidations, mergers or sales of assets and prohibitions on paying dividends or returning capital to equity holders if a covenant breach or an event of default has occurred or would occur as a result of such payment. If we undergo a change of control, holders may require us to repurchase for cash all or any portion of their notes at a change of control repurchase price equal to 101% of the principal amount of the notes to be repurchased, plus accrued and unpaid interest to, but excluding, the change of control purchase date.

The financial covenants under our Senior Notes Due 2020 include:

- Net borrowings shall not equal or exceed 70% of total assets.
- Net worth shall always exceed \$650.0 million.

The outstanding balance at December 31, 2014 was \$53.75 million, and we were in compliance with the financial covenants relating to the Senior Notes Due 2020 as of that date.

Convertible Senior Notes Due 2019

In June 2014, we issued \$360.0 million in aggregate principal amount of convertible senior notes due 2019, or the Convertible Notes, in a private offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act. This amount includes the full exercise of the initial purchasers' option to purchase an additional \$60.0 million in aggregate principal amount of the Convertible Notes in connection with the offering. The net proceeds we received from the issuance of the Convertible Notes after the exercise of the initial purchasers' option to purchase additional Convertible Notes were \$349.0 million after deducting the initial purchasers' discounts, commissions and offering expenses of \$11.0 million. We used a portion of the net proceeds to repurchase \$95.0 million of our common stock, or 10,127,600 shares, at \$9.38 per share in a privately negotiated transaction.

The Convertible Notes bear interest at a rate of 2.375% per annum, and are payable semi-annually in arrears on January 1 and July 1 of each year beginning on January 1, 2015. The Convertible Notes will mature on July 1, 2019, unless earlier converted, redeemed or repurchased. The Convertible Notes are convertible in certain circumstances and during certain periods at an initial conversion rate of 82.0075 shares of common stock per \$1,000 (which represents an initial conversion price of approximately \$12.19 per share of common stock), subject to adjustment in certain circumstances as set forth in the indenture governing the Convertible Notes.

Holders may convert their notes at their option at any time prior to the close of business on the business day immediately preceding January 1, 2019 only under the following circumstances:

- during any calendar quarter commencing after the calendar quarter ending on September 30, 2014 (and only during such calendar quarter), if the last reported sale price of the common stock for at least 15 trading days (whether or not consecutive) during a period of 25 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day;
- during the five business day period after any five consecutive trading day period (the “measurement period”) in which the trading price (as defined below) per \$1,000 principal amount of Convertible Notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of our common stock and the conversion rate on each such trading day;
- if the Company calls any or all of the Convertible Notes for redemption, at any time prior to the close of business on the scheduled trading day immediately preceding the redemption date; or
- upon the occurrence of specified corporate events.

We may not redeem the Convertible Notes prior to July 6, 2017. We may redeem for cash all or any portion of the notes, at our option, on or after July 6, 2017 if the last reported sale price of our common stock has been at least 130% of the conversion price then in effect for at least 15 trading days (whether or not consecutive) during any 25 consecutive trading day period (including the last trading day of such period) ending on, and including, the trading day immediately preceding the date on which we provide notice of redemption at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date. No sinking fund is provided for the Convertible Notes.

The Convertible Notes require us to comply with certain covenants such as restrictions on consolidations, mergers or sales of assets. Additionally, if we undergo a fundamental change, holders may require us to repurchase for cash all or any portion of their notes at a fundamental change repurchase price equal to 100% of the principal amount of the notes to be repurchased, plus accrued and unpaid interest to, but excluding, the fundamental change repurchase date.

We determined the initial carrying value of the liability component of the Convertible Notes to be \$298.7 million based on the fair value of a similar liability that does not have any associated conversion feature. We used our Senior Notes Due 2020 issued in May 2014 as the basis for this determination. The difference between the fair value of the liability component and the face value of the Convertible Notes will be amortized over the term of the Convertible Notes under the effective interest method and recorded as part of financial expenses. The residual value of \$61.3 million (the conversion feature) has been recorded to additional paid-in capital. The carrying value of the liability component of the Convertible Notes was \$304.0 million as of December 31, 2014.

The conversion rate of the Convertible Notes is subject to change upon the issuance of a dividend. The table below details the dividends issued during 2014 and their corresponding effect to the conversion rate of the Convertible Notes. The conversion rate as of December 31, 2014 was 84.0184 and 85.2216 as of the date of this report.

<u>Date</u>	<u>Dividends per share</u>	<u>Adjusted conversion rate ⁽¹⁾</u>
August 22, 2014.....	\$0.10	82.8556
November 25, 2014	\$0.12	84.0184
March 13, 2015	\$0.12	85.2216

(1) Per \$1,000 principal amount of the Convertible Notes.

Unsecured Senior Notes Due 2017

On October 31, 2014, we issued \$45.0 million aggregate principal amount of 7.50% Unsecured Senior Notes due October 15, 2017 (the “Senior Notes Due 2017”) and on November 17, 2014, we issued an additional \$6.75 million aggregate principal amount of Senior Notes Due 2017 when the underwriters exercised their option to purchase additional Senior Notes Due 2017 on the same terms and conditions. The net proceeds from the issuance of the Senior Notes Due 2017 were approximately \$49.9 million after deducting the underwriters’ discounts, commissions and offering expenses.

All terms mentioned are defined in the indenture.

The Senior Notes Due 2017 bear interest at the rate of 7.50% per year, payable quarterly in arrears on the 15th day of January, April, July and October of each year, commencing on January 15, 2015. The Senior Notes Due 2017 are redeemable at our option, in whole but not in part, at any time at our option, at a redemption price equal to 100% of the principal amount to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date.

The Senior Notes Due 2017 are our senior unsecured obligations and rank equally with all of our existing and future senior unsecured and unsubordinated debt. The Senior Notes Due 2017 are effectively subordinated to our existing and future secured debt, to the extent of the value of the assets securing such debt, and structurally subordinated to all existing and future debt and other liabilities of our subsidiaries. The Senior Notes Due 2017 were issued in minimum denominations of \$25.00 and integral multiples of \$25.00 in excess thereof and are listed on the NYSE under the symbol "SBNB."

The Senior Notes Due 2017 require us to comply with certain covenants, including financial covenants; restrictions on consolidations, mergers or sales of assets and prohibitions on paying dividends or returning capital to equity holders if a covenant breach or an event of default has occurred or would occur as a result of such payment. If we undergo a change of control, holders may require us to repurchase for cash all or any portion of their notes at a change of control repurchase price equal to 101% of the principal amount of the notes to be repurchased, plus accrued and unpaid interest to, but excluding, the change of control purchase date.

The financial covenants include:

- Net borrowings shall not equal or exceed 70% of total assets.
- Net worth shall always exceed \$650.0 million.

The outstanding balance was \$51.75 million as of December 31, 2014 and we were in compliance with the financial covenants relating to the Senior Notes Due 2017.

12. Derivative financial instruments

In August 2011, we entered into six interest rate swap agreements to manage interest costs and the risk associated with changing interest rates on our 2011 and 2010 Revolving Credit Facilities with three different banks. Pursuant to these interest rate swap contracts, we agreed to exchange the difference between fixed and floating rate interest amounts calculated on agreed notional principal amounts. Such contracts enable us to partially mitigate the risk of changing interest rates on the cash flow exposures on the issued variable rate debt held. We determined the estimated fair value of our derivatives by discounting the future cash flows using the curves at the reporting date and the credit risk inherent in the contract. These swaps have been designated and accounted for as cash flow hedges.

In September 2012, as a result of the sales of two vessels and corresponding debt repayment, we reduced the notional amount on the interest rate swaps relating to the 2011 Credit Facility to \$15.0 million from \$24.0 million in aggregate. As a result of the reduction, we recognized a realized loss of \$0.2 million, which was reclassified out of other comprehensive loss and recorded as a component of loss from sale of vessels.

In March 2014, as a result of the sales of *Noemi* and *Senatore* and corresponding debt repayment, we reduced the notional amount on three interest rate swaps relating to the 2010 Revolving Credit Facility to \$30.0 million from \$51.0 million. As a result of the reduction, we made a repayment of \$0.3 million to settle the liability outstanding as of the date of settlement and we recognized a realized gain on derivative financial instruments of \$0.02 million.

The notional principal amounts of these swaps aggregate \$45.0 million, the details of which are as follows as of December 31, 2014:

<u>Hedged item</u>	<u>Notional amount</u>	<u>Start Date</u>	<u>Expiration date</u>	<u>Fixed interest rate</u>	<u>Floating interest rate</u>
2010 Revolving Credit Facility.....	\$30 million	July 2, 2012	June 2, 2015	1.27%	3 mo. LIBOR
2011 Credit Facility	\$15 million	July 2, 2012	June 30, 2015	1.30%	3 mo. LIBOR

The vessels which collateralize the 2011 Credit Facility and 2010 Revolving Credit Facility also serve as collateral for the designated interest rate swap agreements, subordinated to the outstanding borrowings under each credit facility.

In December 2012, we voluntarily repaid \$50.0 million into our 2010 Revolving Credit Facility. After the payment, we had \$17.2 million of debt outstanding under the 2010 Revolving Credit Facility, which was less than the total notional amount of \$51.0 million for the three interest rate swaps related to the facility. As such, the swaps related to the 2010

Revolving Credit Facility no longer met the criteria for hedge accounting and we therefore de-designated the hedge relationship prospectively and reclassified all amounts accumulated in other comprehensive income (\$1.0 million) to the statement of income or loss for the year ended December 31, 2012 as a component of Financial Expenses.

The interest rate swaps relating to the 2011 Credit Facility continue to qualify for hedge accounting. Accordingly, changes in their fair value, which the hedge is deemed to be effective, are recognized directly in other comprehensive income. Changes in their fair value for any portion deemed to be ineffective are recognized in the consolidated statement of income or loss.

In March 2015, we terminated the swaps relating to the 2010 Credit Facility as further described in Note 24.

Profit or loss sharing agreements

In July 2012, we entered into a profit or loss sharing arrangement on the earnings of an LR1 vessel that was not owned or operated by us. The agreement stipulated that 50% of the profits and losses were shared with the counterparty. The counterparty to this agreement was time chartering-in this vessel for a period of six months at \$12,750 per day and this agreement expired in January 2013.

In September 2012, we took delivery of an LR1, *FPMC P Eagle*, on a time charter-in arrangement for one year at \$12,800 per day. We also entered into a profit and loss sharing arrangement whereby 50% of the profits and losses relating to this vessel above or below the charterhire rate were shared with a third party who neither owns nor operates *FPMC P Eagle*. The profit or loss agreement expired on October 2013.

These agreements were treated as derivatives, recorded at fair value with any resultant gain or loss recognized in the statement of income or loss. Changes in fair value were recorded as unrealized gains and losses on derivative financial instruments and actual earnings were recorded as realized gains or losses on derivative financial instruments, within the consolidated statement of income or loss. The fair value of these instruments was determined by comparing published time charter rates to the charterhire rate and discounting those cash flows to their estimated present value.

The following table summarizes the fair value of our derivative financial instruments as of December 31, 2014 and 2013, which are included in the consolidated balance sheet:

	<u>At December 31,</u>	
	<u>2014</u>	<u>2013</u>
<i>In thousands of U.S. dollars</i>		
Derivative financial instrument (interest rate swap - current).....	\$ (205)	\$ (689)
Derivative financial instrument (interest rate swap - non-current)	—	(188)
Total.....	<u>\$ (205)</u>	<u>\$ (877)</u>

The following has been recorded as realized and unrealized gains or losses on our derivative financial instruments:

	<u>Fair value adjustments</u>		
	<u>Statement of income or loss</u>		
	<u>Realized</u> <u>gain/ (loss)</u>	<u>Unrealized</u> <u>gain/(loss)</u>	<u>Recognized</u> <u>in equity</u>
<i>In thousands of U.S. dollars</i>			
Interest rate swap	17	264	135
Total period ended December 31, 2014	\$ 17	\$ 264	\$ 135
Profit and loss agreements	\$ 3	\$ 185	\$ —
Interest rate swap	—	382	117
Total period ended December 31, 2013	\$ 3	\$ 567	\$ 117
Profit and loss agreements	\$ 443	\$ (184)	\$ —
Interest rate swap	(229) ⁽¹⁾	(1,047)	(904)
Total period ended December 31, 2012	\$ 214	\$ (1,231)	\$ (904)

⁽¹⁾ The realized loss on our interest rate swap in 2012 was recorded as a component of the loss from sale of vessels on the consolidated statement of income or loss.

13. Segment reporting

Information about our reportable segments for the years ended December 31, 2014, 2013 and 2012 is as follows:

For the year ended December 31, 2014

<i>In thousands of U.S. dollars</i>	Panamax/LR1	Handymax	Aframax/LR2	MR	Reportable segments subtotal	Corporate and eliminations	Total
Vessel revenue.....	\$ 57,901	\$ 65,766	\$ 67,124	\$ 151,716	\$ 342,507	\$ 300	\$ 342,807
Vessel operating costs.....	(10,530)	(10,902)	(4,830)	(52,561)	(78,823)	—	(78,823)
Voyage expenses.....	(4,826)	(671)	(73)	(1,963)	(7,533)	—	(7,533)
Charterhire.....	(27,250)	(38,390)	(45,756)	(27,772)	(139,168)	—	(139,168)
Depreciation.....	(3,194)	(5,436)	(3,067)	(30,920)	(42,617)	—	(42,617)
General and administrative expenses.....	(409)	(450)	(237)	(2,315)	(3,411)	(44,718)	(48,129)
Write down of vessels held for sale.....	(3,978)	—	—	—	(3,978)	—	(3,978)
Gain on sale of VLCCs.....	—	—	—	—	—	51,419	51,419
Gain on sale of Dorian shares.....	—	—	—	—	—	10,924	10,924
Re-measurement of investment in Dorian.....	—	—	—	—	—	(13,895)	(13,895)
Financial expenses.....	—	—	(509)	—	(509)	(20,261)	(20,770)
Realized gain on derivative financial instruments.....	—	—	—	—	—	17	17
Unrealized gain on derivative financial instruments.....	—	—	—	—	—	264	264
Financial income.....	—	2	1	8	11	192	203
Share of income from associate.....	—	—	—	—	—	1,473	1,473
Other expenses, net.....	—	—	—	(51)	(51)	(52)	(103)
Segment income or loss.....	\$ 7,714	\$ 9,919	\$ 12,653	\$ 36,142	\$ 66,428	\$ (14,337)	\$ 52,091

For the year ended December 31, 2013

<i>In thousands of U.S. dollars</i>	Panamax/LR1	Handymax	Aframax/LR2	MR	Reportable segments subtotal	Corporate and eliminations	Total
Vessel revenue.....	\$ 41,683	\$ 36,205	\$ 28,204	\$ 101,488	\$ 207,580	\$ —	\$ 207,580
Vessel operating costs.....	(14,276)	(2,648)	(3,211)	(20,069)	(40,204)	—	(40,204)
Voyage expenses.....	(3,858)	(11)	—	(977)	(4,846)	—	(4,846)
Charterhire.....	(14,363)	(31,086)	(29,341)	(40,753)	(115,543)	—	(115,543)
Depreciation.....	(7,275)	(1,292)	(1,750)	(13,278)	(23,595)	—	(23,595)
General and administrative expenses.....	(536)	(118)	(154)	(1,030)	(1,838)	(23,950)	(25,788)
Write down of vessels held for sale.....	(15,002)	—	(6,185)	—	(21,187)	—	(21,187)
Gain on sale of VLGCs.....	—	—	—	—	—	41,375	41,375
Financial expenses.....	—	—	(847)	—	(847)	(1,858)	(2,705)
Realized gain on derivative financial instruments.....	3	—	—	—	3	—	3
Unrealized gain on derivative financial instruments.....	186	—	—	—	186	381	567
Financial income.....	—	—	—	4	4	1,143	1,147
Share of income from associate.....	—	—	—	—	—	369	369
Other expenses, net.....	—	—	(10)	(21)	(31)	(127)	(158)
Segment income or loss.....	\$ (13,438)	\$ 1,050	\$ (13,294)	\$ 25,364	\$ (318)	\$ 17,333	\$ 17,015

For the year ended December 31, 2012

<i>In thousands of U.S. dollars</i>	Panamax/LR1	Handymax	Aframax/LR2	MR	Reportable segments subtotal	Corporate and eliminations	Total
Vessel revenue.....	\$ 28,602	\$ 35,381	\$ 4,541	\$ 46,857	\$ 115,381	\$ —	\$ 115,381
Vessel operating costs.....	(14,137)	(5,428)	(3,304)	(7,484)	(30,353)	—	(30,353)
Voyage expenses.....	(999)	(2,741)	(25)	(17,979)	(21,744)	—	(21,744)
Charterhire.....	(1,629)	(23,192)	(1,287)	(17,593)	(43,701)	—	(43,701)
Depreciation.....	(7,352)	(1,716)	(1,735)	(4,015)	(14,818)	—	(14,818)
General and administrative expenses.....	(495)	(195)	(100)	(398)	(1,188)	(10,348)	(11,536)
Loss from sales of vessels.....	—	(4,525)	—	(5,879)	(10,404)	—	(10,404)
Financial expenses.....	—	—	(1,086)	—	(1,086)	(7,426)	(8,512)
Realized gain on derivative financial instruments.....	443	—	—	—	443	—	443
Unrealized loss on derivative financial instruments.....	(184)	—	—	—	(184)	(1,047)	(1,231)
Financial income.....	—	—	—	6	6	29	35
Other expense, net.....	—	—	(11)	(51)	(62)	(35)	(97)
Segment income or loss.....	\$ 4,249	\$ (2,416)	\$ (3,007)	\$ (6,536)	\$ (7,710)	\$ (18,827)	\$ (26,537)

All of our operating segments contained revenue from at least one major customer representing greater than 10% of total revenue. The revenue from those customers within their respective segments was as follows:

<i>Amounts in thousands of US dollars</i>	Segment	Customer	For the year ended December 31,		
			2014	2013	2012
MR.....		Scorpio MR Pool Ltd ⁽¹⁾	\$ 112,826	\$ 89,597	\$ 9,558
Handymax.....		Scorpio Handymax Tanker Pool Ltd ⁽¹⁾	54,052	36,199	31,280
Panamax/LR1		Scorpio Panamax Tanker Pool Ltd ⁽¹⁾	46,925	36,018	26,884
LR2		Scorpio LR2 Pool Ltd ⁽¹⁾	67,054	28,203	4,540
			<u>\$ 280,857</u>	<u>\$ 190,017</u>	<u>\$ 72,262</u>

(1) These customers are related parties (see note 15)

14. Common shares

February 2013 Shelf Registration Statement

On February 22, 2013, we filed a Form F-3 with the Securities and Exchange Commission, with an effective date of February 25, 2013, which can be used to issue common shares, preferred shares, debt securities, warrants, purchase contracts, and units. If a debt security is issued, all of our subsidiaries may guarantee the securities issued by the parent company. Each subsidiary is 100% owned and each guarantee of the registered security will be full, unconditional, and joint and several with all other subsidiary guarantees.

Share issuances

In February 2013, we closed on the sale of 30,672,000 newly issued shares of common stock in a registered direct placement of common shares at an offering price of \$7.50 per share. We received net proceeds of \$222.1 million, after deducting placement agent discounts and offering expenses of \$7.9 million.

In March 2013, we closed on the sale of 29,012,000 newly issued shares of common stock in a registered direct placement of common shares at an offering price of \$8.10 per share. We received net proceeds of \$226.8 million, after deducting placement agent discounts and offering expenses of \$8.2 million.

In May 2013, we closed on the sale of 36,144,578 newly issued shares of common stock in a registered direct placement of common shares at an offering price of \$8.30 per share. We received net proceeds of \$289.2 million, after deducting placement agent discounts and offering expenses of \$10.8 million.

In August 2013, we closed on the sale of 20,000,000 newly issued shares of common stock in an underwritten offering of common shares at an offering price of \$9.50 per share. In addition, the underwriters also fully exercised their over-allotment option to purchase 3,000,000 additional common shares at the offering price. We received aggregate net proceeds of \$209.8 million after deducting underwriters' discounts and offering expenses of \$8.7 million.

In November 2013, we issued 3,611,809 common shares to unaffiliated third parties in connection with our acquisition of four MR vessel newbuilding contracts. See Note 5 for further description of this transaction.

In December 2013, we issued 3,523,271 common shares to unaffiliated third parties in connection with our acquisition of four MR vessel newbuilding contracts. See Note 5 for further description of this transaction.

2010 Equity Incentive Plan Issuances

On June 18, 2010, we issued 559,458 shares of restricted stock to our employees for no cash consideration. The share price at the date of issue was \$10.99 per share. The vesting schedule of the restricted stock is (i) one-third of the shares vested on April 6, 2013, (ii) one-third of the shares vested on April 6, 2014, and (iii) one-third of the shares vest on April 6, 2015.

On June 18, 2010, we issued 9,000 shares of restricted stock to our independent directors for no cash consideration. The share price at the date of issue was \$10.85 per share and these shares vested on April 6, 2011.

On January 31, 2011, we issued 281,000 shares of restricted stock to our employees for no cash consideration. The share price at the date of issue was \$9.83 per share. The vesting schedule of the restricted stock is (i) one-third of the shares

vested on January 31, 2012, (ii) one-third of the shares vested on January 31, 2013, and (iii) one-third of the shares vested on January 31, 2014.

On January 31, 2011, we issued 9,000 shares of restricted stock to our independent directors for no cash consideration. The share price at the date of issue was \$9.83 per share. These shares vested on January 31, 2012.

On January 31, 2012, we issued 281,000 shares of restricted stock to employees for no cash consideration. The share price at the date of issue was \$5.65 per share. The vesting schedule of the restricted stock is (i) one-third of the shares vested on January 31, 2013, (ii) one-third of the shares vested on January 31, 2014, and (iii) one-third of the shares vest on January 31, 2015.

On January 31, 2012, we issued 9,000 shares of restricted stock to our independent directors for no cash consideration. The share price at the date of issue was \$5.65 per share. These shares vested on January 31, 2013.

2013 Equity Incentive Plan

In April 2013, we adopted an equity incentive plan, which we refer to as the 2013 Equity Incentive Plan, under which directors, officers, employees, consultants and service providers of us and our subsidiaries and affiliates are eligible to receive incentive stock options and non-qualified stock options, stock appreciation rights, restricted stock, restricted stock units and unrestricted common stock. We reserved a total of 5,000,000 common shares for issuance under the plan.

Under the terms of the plan, stock options and stock appreciation rights granted under the plan will have an exercise price equal to the fair market value of a common share on the date of grant, unless otherwise determined by the plan administrator, but in no event will the exercise price be less than the fair market value of a common share on the date of grant. Options and stock appreciation rights will be exercisable at times and under conditions as determined by the plan administrator, but in no event will they be exercisable later than ten years from the date of grant.

The plan administrator may grant shares of restricted stock and awards of restricted stock units subject to vesting, forfeiture and other terms and conditions as determined by the plan administrator. Following the vesting of a restricted stock unit, the award recipient will be paid an amount equal to the number of vested restricted stock units multiplied by the fair market value of a common share on the date of vesting, which payment may be paid in the form of cash or common shares or a combination of both, as determined by the plan administrator. The plan administrator may grant dividend equivalents with respect to grants of restricted stock units.

Adjustments may be made to outstanding awards in the event of a corporate transaction or change in capitalization or other extraordinary event. In the event of a "change in control" (as defined in the plan), unless otherwise provided by the plan administrator in an award agreement, awards then outstanding will become fully vested and exercisable in full.

Our board of directors may amend or terminate the plan and may amend outstanding awards, provided that no such amendment or termination may be made that would materially impair any rights, or materially increase any obligations, of a grantee under an outstanding award. Shareholder approval of plan amendments will be required under certain circumstances. Unless terminated earlier by our board of directors, the plan will expire ten years from the date the plan is adopted.

In the second quarter of 2013, we issued 4,610,000 shares of restricted stock to our employees and 390,000 shares to our independent directors for no cash consideration. The weighted average share price on the issuance dates was \$8.69 per share. The vesting schedule of the restricted stock to our employees is (i) one-third of the shares vest on March 10, 2016, (ii) one-third of the shares vest on March 10, 2017, and (iii) one-third of the shares vest on March 10, 2018. The vesting schedule of the restricted stock to our independent directors is (i) one-third of the shares vested on March 10, 2014, (ii) one-third of the shares vest on March 10, 2015, and (iii) one-third of the shares vest on March 10, 2016.

In October 2013, we amended the 2013 Equity Incentive Plan to increase the number of common shares eligible for issuance to 11,376,044. All other terms of the plan remained unchanged.

In October 2013, we issued 3,749,998 shares of restricted stock to our employees and 250,000 shares to our independent directors for no cash consideration. The weighted average share price on the issuance date was \$9.85 per share. The vesting schedule of the restricted stock to our employees is (i) one-third of the shares vest on October 11, 2016, (ii) one-third of the shares vest on October 11, 2017, and (iii) one-third of the shares vest on October 11, 2018. The vesting schedule of the restricted stock to our independent directors is (i) one-half of the shares vested on October 11, 2014 and (ii) one-half of the shares vest on October 11, 2015.

In February 2014, we issued 2,011,000 shares of restricted stock to our employees and 145,045 shares to our independent directors for no cash consideration. The weighted average share price on the issuance date was \$9.30 per share. The vesting schedule of the restricted stock to our employees is (i) one-third of the shares vest on February 21, 2017, (ii) one-third of the shares vest on February 21, 2018, and (iii) one-third of the shares vest on February 21, 2019. The vesting schedule of the restricted stock to our independent directors is (i) one-third of the shares vest on February 21, 2015, (ii) one-third of the shares vest on February 21, 2016, and (iii) one-third of the shares vest on February 21, 2017.

In September 2014, we reserved an additional 1,088,131 common shares, par value \$0.01 per share, for issuance pursuant to the plan. All other terms of the plan remained unchanged.

In May and September 2014, we issued 213,000 and 5,000 shares of restricted stock to SSH employees, respectively, for no cash consideration. The share prices on the issuance dates were \$8.89 per share and \$9.13 per share, respectively. The vesting schedule of the restricted stock to SSH employees is (i) one-third of the shares vest on February 21, 2017, (ii) one-third of the shares vest on February 21, 2018, and (iii) one-third of the shares vest on February 21, 2019.

In November 2014, we issued 938,131 shares of restricted stock to our employees and 50,000 shares to our independent directors for no cash consideration. The share price on the issuance date was \$8.57 per share. The vesting schedule of the restricted stock to our employees is (i) one-third of the shares vest on November 18, 2017, (ii) one-third of the shares vest on November 18, 2018, and (iii) one-third of the shares vest on November 18, 2019. The restricted shares issued to our independent directors will vest on November 18, 2015.

Compensation expense is recognized ratably over the vesting periods for each tranche using the straight-line method.

Assuming that all the restricted stock will vest, the stock compensation expense in future periods, including that related to restricted stock issued in prior periods will be:

<i>In thousands of U.S. dollars</i>	<u>Employees</u>	<u>Directors</u>	<u>Total</u>
For the year ending December 31, 2015	28,217	1,814	30,031
For the year ending December 31, 2016	23,444	259	23,703
For the year ending December 31, 2017	13,700	21	13,721
For the year ending December 31, 2018	5,190	—	5,190
For the year ending December 31, 2019	669	—	669
	<u>\$ 71,220</u>	<u>\$ 2,094</u>	<u>\$ 73,314</u>

Dividend Payments

The following dividends were paid in the years ended December 31, 2014 and 2013:

<u>Dividends per share</u>	<u>Date Paid</u>
\$0.025	June 25, 2013
\$0.035	September 25, 2013
\$0.07	December 18, 2013
\$0.08	March 26, 2014
\$0.09	June 12, 2014
\$0.10	September 10, 2014
\$0.12	December 12, 2014

Stock Buyback Program

In April 2014, we resumed purchasing shares under our stock buyback program that was authorized in July 2010. Additionally, in April 2014, our board of directors approved a new stock buyback program with authorization to purchase up to \$100.0 million of shares of our common stock, replacing the program announced in July 2010.

In June 2014, our board of directors approved a new stock buyback program with authorization to purchase up to \$150 million of shares of the Company's common stock. This program replaced our stock buyback program that was approved in April 2014.

In July 2014, our board of directors approved a new stock buyback program with authorization to purchase up to \$150 million of shares of the Company's common stock. This program replaced our stock buyback program that was approved in June 2014. As of December 31, 2014, the remaining authorization under this was \$75.2 million.

During 2014, the Company acquired an aggregate of 37,579,136 of its common shares that are being held as treasury shares, which include (i) 19,951,536 common shares that were purchased in the open market at an average price of \$9.09 per share, (ii) 7,500,000 common shares that were acquired in exchange for 3,422,665 shares in Dorian and (iii) 10,127,600 common shares that were acquired using part of the proceeds we received from the issuance of our \$360 million of Convertible Notes in June 2014.

Shares outstanding

In May 2014, our shareholders approved an amendment to our Amended and Restated Articles of Incorporation to increase our authorized common stock to 400,000,000 from 250,000,000. Accordingly, we currently have 425,000,000 registered shares of which 400,000,000 are designated as common shares with a par value of \$0.01 and 25,000,000 designated as preferred shares with a par value of \$0.01.

As of December 31, 2014, we had 164,574,542 shares outstanding. These shares provide the holders with rights to dividends and voting rights.

15. Related party transactions

Transactions with entities controlled by the Lolli-Ghetti family (herein referred to as related party affiliates) in the consolidated statement of income or loss and balance sheet are as follows:

<i>In thousands of U.S. dollars</i>	For the year ended December 31,		
	2014	2013	2012
Pool revenue ⁽¹⁾			
Scorpio MR Pool Ltd	\$ 112,826	\$ 89,597	\$ 9,558
Scorpio Handymax Tanker Pool Ltd.....	54,052	36,199	31,280
Scorpio Panamax Tanker Pool Ltd.....	46,925	36,018	26,884
Scorpio LR2 Pool Ltd	67,054	28,203	4,540
Vessel operating costs ⁽²⁾	(7,947)	(3,703)	(2,280)
Commissions ⁽³⁾	(771)	(218)	(532)
Administrative expenses ⁽⁴⁾	(4,823)	(1,944)	(1,862)

(1) These transactions relate to revenue earned in the Scorpio LR2, Scorpio Panamax, Scorpio MR, and Scorpio Handymax Tanker Pools (the Pools), which are owned by Scorpio LR2 Pool Limited, Scorpio Panamax Tanker Pool Limited, Scorpio MR Pool Limited, and Scorpio Handymax Tanker Pool Limited, respectively. The Pools are related party affiliates.

(2) These transactions represent technical management fees charged by SSM, a related party affiliate, which are included in vessel operating costs in the consolidated statement of income or loss. We believe our technical management fees for the years ended December 31, 2014, 2013 and 2012 were at arms-length rates as they were based on contracted rates that were the same as those charged to other vessels managed by SSM at the time the management agreements were entered into. In June 2013, this fee was increased to \$685 per vessel per day from \$548 per vessel per day for technical management.

(3) These transactions represent the expense due to SCM for commissions related to the commercial management services provided by SCM under the Commercial Management Agreement (see description below). Each vessel pays a commission of 1.25% of their gross revenue when not in the Pools. These expenses are included in voyage expenses in the consolidated statement of income or loss.

When our vessels are in the Pools, SCM, the pool manager, charges fees of \$300 per vessel per day with respect to our Panamax/LR1 vessels, \$250 per vessel per day with respect to our LR2 vessels, and \$325 per vessel per day with respect to each of our Handymax and MR vessels, plus 1.50% commission on gross revenues per charter fixture. These are the same fees that SCM charges other vessels in these pools, including third party owned vessels.

(4) We have an Administrative Services Agreement with Scorpio Services Holding Limited, or SSH, for the provision of administrative staff and office space, and administrative services, including accounting, legal compliance,

financial and information technology services. SSH is a related party to us. We reimburse SSH for the reasonable direct or indirect expenses it incurs in providing us with the administrative services described above. SSH also arranges vessel sales and purchases for us. The services provided to us by SSH may be sub-contracted to other entities within the Scorpio Group.

Additionally, our Commercial Management Agreement with SCM includes a daily flat fee charged payable to SCM for the vessels that are not in one of the pools managed by SCM. The flat fee is \$250 per day for Panamax/LR1 and LR2 vessels and \$300 per day for Handymax and MR vessels.

- The expense for the year ended December 31, 2014 of \$4.8 million included (i) the flat fee of \$1.3 million charged by SCM, which was included in voyage expenses on the consolidated statement of income or loss (ii) administrative fees of \$3.1 million charged by SSH which was included in general and administrative expenses in the consolidated statement of income or loss (iii) restricted stock amortization of \$0.3 million, which relates to the issuance of an aggregate 218,000 shares of restricted stock to SSH employees for no cash consideration in May 2014 (see Note 14 for further description of these issuances and their vesting conditions) and (iv) reimbursement expenses of \$0.1 million that were included in general and administrative expenses in the consolidated statement of income or loss.
- The expense for the year ended December 31, 2013 of \$1.9 million included the flat fee of \$0.3 million charged by SCM and administrative fees of \$1.6 million charged by SSH and were included in voyage expenses and general and administrative expenses in the consolidated statement of income or loss.
- The expense for the year ended December 31, 2012 of \$1.9 million included the flat fee of \$0.7 charged by SCM, and administrative fees of \$1.2 million charged by SSH and were both included in voyage expenses and general and administrative expenses in the consolidated statement of income or loss.

In December 2014, we reached an agreement with Scorpio Bulkers Inc. or Scorpio Bulkers, a related party to purchase newbuilding contracts for four LR2 product tankers to be constructed at shipyards in South Korea and options to purchase two additional LR2 newbuilding contracts. The purchase price for each of the four LR2 newbuilding contracts was \$51.0 million with scheduled vessel deliveries in the first three quarters of 2016. The purchase price for the two option contracts is fixed at \$52.5 million for each contract with scheduled vessel deliveries in the fourth quarter of 2016. The options expire on May 31, 2015. We are working with the seller and the shipyards to novate the contracts to us.

The independent members of the Company's Board of Directors unanimously approved the transaction with Scorpio Bulkers described in the preceding paragraph.

We had the following balances with related parties, which have been included in the consolidated balance sheets:

<i>In thousands of U.S. dollars</i>	As of December 31,	
	2014	2013
Assets:		
Accounts receivable (due from the Pools)	\$ 74,125	\$ 68,512
Accounts receivable (SSM)	121	—
Accounts receivable (SCM)	1	8
Liabilities:		
Accounts payable (owed to the Pools)	\$ 3,894	\$ 95
Accounts payable and accrued expenses (SSM)	276	1
Accounts payable and accrued expenses (SCM)	774	—
Accounts payable and accrued expenses (SSH) ⁽¹⁾	3,160	—
Deposit from Scorpio Bulkers ⁽²⁾	31,277	—

(1) Commission payable to SSH relating to the deliveries of *STI Sloane*, *STI Broadway*, *STI Finchley*, *STI Condotti*, *STI Battery*, *STI Clapham*, *STI Poplar* and *STI Soho* newbuilding vessels.

(2) In December 2014, we agreed to buy four LR2 tankers from Scorpio Bulkers and received an option to purchase two additional LR2 tankers. Pursuant to this agreement, we received \$31.3 million as a security deposit for the scheduled installments on these vessels that are expected to occur prior to the closing date of the sale. This amount will be reimbursed to Scorpio Bulkers upon closing. See Note 5 for further description of this transaction.

The Administrative Services Agreement with SSH includes a fee for arranging vessel purchases and sales, on our behalf, equal to 1% of the gross purchase or sale price, payable upon the consummation of any such purchase or sale. These fees are capitalized as part of the carrying value of the related vessel for a vessel purchase and are included as part of the gain or loss on sale for a vessel disposal.

- During the year ended December 31, 2014, we paid SSH an aggregate fee of \$26.1 million, which consisted of \$11.7 million related to the purchase and delivery of 33 newbuilding vessels, \$14.0 million relating to the purchase and sale of our seven VLCCs under construction, and \$0.4 million relating to the sales of *Noemi* and *Senatore*.
- During the year ended December 31, 2013, we paid SSH an aggregate fee of \$9.1 million, which consisted of \$2.5 million related to the purchase and delivery of seven newbuilding vessels in 2013 and \$6.6 million on the purchase and subsequent sale of our VLGC business to Dorian in November 2013.
- During the year ended December 31, 2012, we paid SSH an aggregate fee of \$2.4 million, which consisted of \$0.5 million on the sales of three Handymax vessels and \$1.9 million on the purchase and delivery of our first five newbuilding vessels.

In 2011, we also entered into an agreement to reimburse costs to SSM as part of its supervision agreement for newbuilding vessels. \$0.02 million, \$0.2 million and \$0.1 million were charged under this agreement during the years ended December 31, 2014, 2013 and 2012, respectively.

Key management remuneration

The table below shows key management remuneration for the years ended December 31, 2014, 2013 and 2012:

<i>In thousands of U.S. dollars</i>	For the year ended December 31,		
	2014	2013	2012
Short-term employee benefits (salaries)	\$ 7,454	\$ 5,433	\$ 2,896
Share-based compensation ⁽¹⁾	23,553	10,274	3,368
Total	\$ 31,007	\$ 15,707	\$ 6,264

⁽¹⁾ Represents the amortization of restricted stock issued under our equity incentive plans as described in note 14.

There are no post-employment benefits.

16. Vessel revenue

During the year ended December 31, 2014, we had four vessels that earned revenue through long-term time-charter contracts (with initial terms of one year or greater). The remaining vessels earned revenue from the Scorpio Group Pools or in the spot market. During the years ended December 31, 2013 and December 31, 2012, all revenue was generated from vessels operating in the Scorpio Group Pools or in the spot market.

Revenue Sources

<i>In thousands of U.S. dollars</i>	For the year ended December 31,		
	2014	2013	2012
Pool revenue	\$ 280,857	\$ 190,017	\$ 72,262
Voyage revenue (spot market)	48,112	17,563	43,119
Time charter revenue	13,538	—	—
Other revenue	300	—	—
	\$ 342,807	\$ 207,580	\$ 115,381

17. Charterhire

The following table depicts our time chartered-in vessel commitments during the year ended December 31, 2014.

	Name	Year built	Type	Delivery ⁽¹⁾	Charter Expiration	Rate (\$/ day)	
<i>Active as of December 31, 2014</i>							
1	Kraslava	2007	Handymax	January-11	May-15	13,650	
2	Krisjanis Valdemars	2007	Handymax	February-11	April-15	13,650	(2)
3	Jinan	2003	Handymax	April-13	April-15	12,600	
4	Iver Prosperity	2007	Handymax	September-13	April-16	12,500	(3)
5	Histria Azure	2007	Handymax	April-12	April-15	13,550	
6	Histria Coral	2006	Handymax	July-11	July-15	13,550	
7	Histria Perla	2005	Handymax	July-11	July-15	13,550	
8	Targale	2007	MR	May-12	May-15	14,850	(4)
9	Nave Orion	2013	MR	March-13	April-15	14,300	(5)
10	Gan-Trust	2013	MR	January-13	January-16	16,250	(6)
11	USMA	2007	MR	January-13	January-15	14,500	
12	SN Federica	2003	LR1	February-13	May-15	11,250	(7)
13	SN Azzurra	2003	LR1	December-13	August-15	13,600	
14	King Douglas	2008	LR1	August-13	November-15	15,000	
15	Hellespont Progress	2006	LR1	March-14	March-15	15,000	(8)
16	FPMC P Eagle	2009	LR1	September-12	September-15	14,525	
17	FPMC P Hero	2011	LR2	April-13	May-15	15,500	
18	FPMC P Ideal	2012	LR2	January-13	January-15	15,500	
19	Swarna Jayanti	2010	LR2	March-14	March-15	15,000	(9)
20	Densa Alligator	2013	LR2	September-13	September-15	17,550	
21	Densa Crocodile	2015	LR2	February-15	February-16	21,050	(10)
22	Khawr Aladid	2006	LR2	July-13	July-15	15,400	
23	Fair Seas	2008	LR2	January-13	March-15	17,500	
24	Southport	2008	LR2	December-13	February-15	15,700	
<i>Time Charters That Expired In 2014</i>							
1	Freja Polaris	2004	Handymax	April-13	April-14	12,700	
2	Iver Progress	2007	Handymax	October-13	September-14	12,500	
3	Ugale	2007	MR	January-13	January-14	14,000	
4	STX Ace 6	2007	MR	May-12	May-14	14,150	
5	Gan-Triumph	2010	MR	May-13	June-14	14,150	
6	Hafnia Lupus	2012	MR	April-12	April-14	14,760	
7	Hellespont Promise	2007	LR1	December-12	August-14	14,250	
8	Orange Stars	2011	LR2	April-13	April-14	16,125	
9	Pink Stars	2010	LR2	April-13	April-14	16,125	
10	Four Sky	2010	LR2	September-13	September-14	16,250	

(1) Represents delivery date or estimated delivery date.

(2) The agreement also contains a 50% profit and loss sharing provision whereby we split all of the vessel's profits and losses above or below the daily base rate with the vessel's owner.

(3) In September 2014, we declared an option to extend the charter for an additional year at \$13,500 per day effective March 2015.

(4) In March 2015, we declared an option to extend the charter for an additional year at \$15,200 per day effective May 17, 2015. We also have an option to extend the charter for an additional year at \$16,200 per day.

(5) We have an option to extend the charter for an additional year at \$15,700 per day.

(6) The daily base rate for the first year was \$15,750 per day, the rate for the second year is \$16,250 per day, and the rate for the third year is \$16,750 per day. We have options to extend the charter for up to two consecutive one year periods at \$17,500 per day and \$18,000 per day, respectively.

(7) We have an option to extend the charter for an additional year at \$12,500 per day. We have also entered into an agreement with the vessel owner whereby we split all of the vessel's profits above the daily base rate.

(8) In February 2015, we declared an option to extend the charter for an additional year at \$16,250 per day effective March 2015. We have an option to extend the charter for an additional year at \$17,250 per day.

(9) In February 2015, we declared an option to extend the charter for an additional six months at \$16,250 per day effective March 2015.

(10) This vessel was delivered in February 2015. We have an option to extend the charter for an additional year at \$22,600 per day.

The undiscounted remaining future minimum lease payments under these arrangements as of December 31, 2014 are \$60.0 million. The obligations under these agreements will be repaid as follows:

<i>In thousands of U.S. dollars</i>	As of December 31,	
	2014	2013
Less than 1 year	\$ 57,878	\$ 96,103
1 - 5 years	2,169	17,854
Total.....	<u>\$ 60,047</u>	<u>\$ 113,957</u>

The total expense recognized under charterhire agreements during the years ended December 31, 2014, 2013 and 2012 was \$139.2 million, \$115.5 million and \$43.7 million, respectively.

18. General and administrative expenses

General and administrative expenses primarily represent employee benefit expenses, professional fees and administration/commercial management fees (see note 15).

Employee benefit expenses consist of:

<i>In thousands of US dollars</i>	For the year ended December 31,		
	2014	2013	2012
Short term employee benefits (salaries).....	\$ 9,268	\$ 6,673	\$ 4,066
Share based compensation (see note 14).....	29,726	13,142	3,490
	<u>\$ 38,994</u>	<u>\$ 19,815</u>	<u>\$ 7,556</u>

19. Financial expenses

Financial expenses consist of:

<i>In thousands of U.S. dollars</i>	For the year ended December 31,		
	2014	2013	2012
Interest payable on debt ⁽¹⁾	\$ 15,888	\$ 982	\$ 3,421
Amortization of deferred financing fees ⁽²⁾	4,834	332	4,093
Commitment fees on undrawn portions of debt.....	48	1,391	998
Total financial expenses.....	<u>\$ 20,770</u>	<u>\$ 2,705</u>	<u>\$ 8,512</u>

(1) The increase in interest payable from the year ended December 31, 2013 was primarily driven by an overall increase in the Company's debt balance during the year ended December 31 2014. Total debt outstanding, net of deferred financing fees, was \$1.6 billion at December 31, 2014 compared to \$167.1 million at December 31, 2013. The decrease in interest payable from the year ended December 31, 2012 was primarily driven by an increase in interest capitalized during the year ended December 31, 2013 which was the result of the significant growth in our Newbuilding Program.

(2) The increase in amortization of deferred financing fees from the year December 31, 2013 was primarily due to an increase in financing fees incurred on the vessels delivered under our Newbuilding Program in 2014. The amortization of deferred financing fees in the year ended December 31, 2012 includes a \$3.0 million charge arising from the amendment of the 2011 Credit Facility to extend its availability period from May 2013 to January 2014.

20. Tax

Scorpio Tankers Inc. and its subsidiaries are incorporated in the Republic of the Marshall Islands, and in accordance with the income tax laws of the Marshall Islands, are not subject to Marshall Islands' income tax. Based upon review of applicable laws and regulations, and after consultation with counsel, we do not believe we are subject to material income taxes in any jurisdiction, including the United States of America. Therefore, we did not have any tax charges, benefits, or balances as of or for the periods ended December 31, 2014, 2013 and 2012.

21. Earnings/loss per share

The calculation of both basic and diluted earnings/loss per share is based on net income/loss attributable to equity holders of the parent and weighted average outstanding shares of:

<i>In thousands of U.S. dollars except for share data</i>	For the year ended December 31,		
	2014	2013	2012
Net income / (loss) attributable to equity holders of the parent	\$ 52,091	\$ 17,015	\$ (26,537)
Basic weighted average number of shares	171,851,061	146,504,055	41,413,339
Effect of dilutive potential basic shares:			
Restricted stock	4,441,741	1,835,323	—
Diluted weighted average number of shares	176,292,802	148,339,378	41,413,339

The dilutive effect of 4,441,741 and 1,835,323 shares of restricted stock for the years ended December 31, 2014 and 2013 is related to 12,387,327 and 9,653,970 unvested restricted shares, respectively. During the year ended December 31, 2012, we incurred a loss and as a result, the inclusion of potentially dilutive shares in the diluted loss per share calculation would have an antidilutive effect on the loss per share for the period. Therefore, all restricted shares of 1,036,791 for the year ended December 31, 2012 have been excluded from the diluted loss per share calculation for these periods.

Potentially dilutive securities (relating to the conversion of the \$360.0 million of Convertible Notes) representing 15,015,451 shares of common stock for the year ended December 31, 2014 were excluded from the computation of diluted earnings per share because their effect would have been antidilutive under the if-converted method. These common shares represent the pro-rated amount of 30,246,624 potential common shares for the year ended December 31, 2014. See Note 11 for further description of the Convertible Notes.

22. Financial instruments

Funding and capital risk management

We manage our funding and capital resources to ensure our ability to continue as a going concern while maximizing the return to the shareholder through optimization of the debt and equity balance.

IFRS 13 requires classifications of fair value measures into Levels 1, 2 and 3. Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values and carrying values of the Company's financial instruments at December 31, 2014 and 2013, respectively, are shown in the table below.

Categories of financial instruments

<i>In thousands of U.S. dollars</i>	As of December 31, 2014		As of December 31, 2013	
	Fair Value	Carrying Value	Fair Value	Carrying Value
Financial assets				
Cash and cash equivalents ⁽¹⁾	\$ 116,143	\$ 116,143	\$ 78,845	\$ 78,845
Loans and receivables ⁽²⁾	78,201	78,201	72,542	72,542
Available for sale investment ⁽³⁾	130,456	130,456	—	—
Financial liabilities				
Accounts payable ⁽⁴⁾	\$ 14,929	\$ 14,929	\$ 20,696	\$ 20,696
Accrued expenses ⁽⁴⁾	55,139	55,139	7,251	7,251
Derivatives designated in a cash flow hedge ⁽⁵⁾	77	77	212	212
Derivatives at fair value through profit or loss ⁽⁵⁾	128	128	665	665
Secured bank loans ⁽⁶⁾	1,173,672	1,173,672	167,129	167,129
Unsecured Senior Notes Due 2020 ⁽⁷⁾	46,591	53,750	N/A	N/A
Unsecured Senior Notes Due 2017 ⁽⁷⁾	49,577	51,750	N/A	N/A
Convertible Notes ⁽⁸⁾	347,292	360,000	N/A	N/A

- (1) Cash and cash equivalents are considered Level 1 items as they represent liquid assets with short-term maturities.
- (2) We consider that the carrying amount of accounts receivable approximate their fair value due to the relative short maturity of these instruments.
- (3) The available for sale investment relates to our investment in Dorian. We consider this investment as a Level 1 item as its share price is quoted on an active market under the symbol 'LPG' on the New York Stock Exchange.
- (4) We consider that the carrying amount of the accounts payable and accrued expenses approximate the fair value due to the relative short maturity of these instruments.
- (5) Derivative financial instruments in 2014 and 2013 consisted of interest rate swaps, recorded at the present value of future cash flows estimated and discounted based on the applicable yield curves which are derived from observable, quoted interest rates to determine the fair value. As such, we classify these liabilities as Level 2 fair value measurements.
- (6) The carrying value of our secured bank loans are measured at amortized cost using the effective interest method. We consider that their carrying value approximates fair value. These amounts are shown net of \$35.5 million and \$2.5 million of unamortized deferred financing fees as of December 31, 2014 and 2013, respectively.
- (7) The carrying value of our Unsecured Senior Notes Due 2020 and 2017 are measured at amortized cost using the effective interest method. The carrying values shown in the table are the face value of the notes. These notes have been recorded net of \$1.7 million and \$1.7 million of unamortized deferred financing fees, respectively, on our consolidated balance sheet. Our Senior Notes Due 2020 and 2017 are quoted on the New York Stock Exchange under the symbols 'SBNA' and 'SBNB', respectively. We consider their fair values to be Level 1 measurements due to their quotation on an active exchange.
- (8) The carrying value of our Convertible Notes shown in the table above is their face value. The liability component of the Convertible Notes has been recorded within Long term debt on the consolidated balance sheet, net of \$8.3 million of unamortized deferred financing fees. The equity component of the Convertible notes has been recorded within Additional paid in capital on the consolidated balance sheet, net of \$1.9 million of deferred financing fees. We consider their fair value to be a Level 2 measurement.

Financial risk management objectives

We identify and evaluate significant risks on an ongoing basis with the objective of managing the sensitivity of our results and financial position to those risks. These risks include market risk, credit risk, liquidity risk and foreign exchange risk.

The use of financial derivatives is governed by our policies as approved by the board of directors.

Market risk

Our activities expose us to the financial risks of changes in interest rates.

In the years ended December 31, 2014, 2013, and 2012, we were party to interest rate swaps to mitigate the risk of rising interest rates. In August 2011, we entered into six interest rate swap agreements to manage interest costs and the risk associated with changing interest rates on our 2011 Credit Facility and 2010 Revolving Credit Facility with three different banks.

Details of the amounts recorded in the consolidated statement of income or loss and statement of other comprehensive income in respect of such instruments are provided in Note 12.

Sensitivity analysis - Interest rate risk

The sensitivity analyses below have been determined based on the exposure to interest rates for non-derivative instruments at the balance sheet date. For floating rate liabilities, the analysis is prepared assuming the amount of liability outstanding at balance sheet date was outstanding for the whole year.

If interest rates had been 1% higher/lower and all other variables were held constant, our net income for the year ended December 31, 2014 would have decreased/increased by \$2.5 million. This is mainly attributable to our exposure to interest rate movements on our 2011 Credit Facility, Newbuilding Credit Facility, 2013 Credit Facility, KEXIM Credit Facility and K-Sure Credit Facility.

If interest rates had been 1% higher/lower and all other variables were held constant, our net income for the year ended December 31, 2013 would have decreased/increased by \$0.2 million. This is mainly attributable to our exposure to interest rate movements on our 2011 Credit Facility, STI Spirit Credit Facility and Newbuilding Credit Facility.

If interest rates had been 1% higher/lower and all other variables were held constant, our net income for the year ended December 31, 2012 would have decreased/increased by \$1.6 million. This is mainly attributable to our exposure to interest rate movements on our 2010 Revolving Credit Facility, 2011 Credit Facility, STI Spirit Credit Facility and Newbuilding Credit Facility.

Credit risk

Credit risk is the potential exposure of loss in the event of non-performance by customers and derivative instrument counterparties.

We only place cash deposits with major banks covered with strong and acceptable credit ratings.

Accounts receivable are generally not collateralized; however, we believe that the credit risk is partially offset by the creditworthiness of our counterparties including the commercial and technical managers. We did not experience material credit losses on our accounts receivables portfolio in the years ended December 31, 2014, 2013, and 2012.

The carrying amount of financial assets recognized in the consolidated financial statements represents the maximum exposure to credit risk without taking account of the value of any collateral obtained. We did not experience any impairment losses on financial assets in the years ended December 31, 2014, 2013, and 2012.

We monitor exposure to credit risk, and believe that there is no substantial credit risk arising from counterparties.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments.

We manage liquidity risk by maintaining adequate reserves and borrowing facilities and by continuously monitoring forecast and actual cash flows.

Current economic conditions make forecasting difficult, and there is the possibility that our actual trading performance during the coming year may be materially different from expectations. Based on internal forecasts and projections that take into account reasonably possible changes in our trading performance, we believe that we have adequate financial resources to continue in operation and meet our financial commitments (including but not limited to newbuilding installments, debt service obligations and charterhire commitments) for a period of at least twelve months from the date of approval of these consolidated financial statements. Accordingly, we continue to adopt the going concern basis in preparing our financial statements.

Remaining contractual maturity on secured and unsecured credit facilities (Note 11)

The following table details our remaining contractual maturity for our secured and unsecured credit facilities. The amounts represent the future undiscounted cash flows of the financial liability based on the earliest date on which we can be required to pay. The table includes both interest and principal cash flows and takes into consideration the amount fixed via the interest rate swap discussed above.

As the interest cash flows are not fixed, the interest amount included has been determined by reference to the projected interest rates as illustrated by the yield curves existing at the reporting date.

To be repaid as follows:

<i>In thousands of U.S. dollars</i>	As of December 31,	
	2014	2013
Less than 1 month.....	\$ 5,001	\$ —
1-3 months.....	45,932	5,137
3 months to 1 year.....	135,909	15,309
1-5 years.....	1,357,945	124,919
5+ years.....	434,865	55,135
Total.....	\$ 1,979,652	\$ 200,500

The following table details our remaining contractual maturity for our interest rate swaps. The amounts represent the future undiscounted cash flows of the financial liability based on the earliest date on which we can be required to pay.

<i>In thousands of U.S. dollars</i>	As of December 31,	
	2014	2013
Less than 1 month.....	\$ —	\$ —
1 - 3 months.....	125	207
3 months to 1 year.....	81	484
1 - 5 years.....	—	190
Total.....	<u>\$ 206</u>	<u>\$ 881</u>

All other current liabilities fall due within less than one month.

Foreign Exchange Rate Risk

Our primary economic environment is the international shipping market. This market utilizes the U.S. Dollar as its functional currency. Consequently, virtually all of our revenues and the majority of our operating expenses are in U.S. Dollars. However, we incur some of our combined expenses in other currencies, particularly the Euro. The amount and frequency of some of these expenses (such as vessel repairs, supplies and stores) may fluctuate from period to period. Depreciation in the value of the U.S. dollar relative to other currencies will increase the U.S. dollar cost of us paying such expenses. The portion of our business conducted in other currencies could increase in the future, which could expand our exposure to losses arising from currency fluctuations.

There is a risk that currency fluctuations will have a negative effect on our cash flows. We have not entered into any hedging contracts to protect against currency fluctuations. However, we have some ability to shift the purchase of goods and services from one country to another and, thus, from one currency to another, on relatively short notice. We may seek to hedge this currency fluctuation risk in the future.

23. Replacement of Auditor

In April 2013, the Board, upon recommendation from our audit committee, appointed PricewaterhouseCoopers Audit as our independent auditor for the fiscal year ending December 31, 2013, replacing Deloitte LLP.

24. Subsequent events

Delivery of Newbuilding Vessels

We took delivery of the following vessels under our Newbuilding Program in January, February and through March 30, 2015.

<u>Name</u>	<u>Month Delivered</u>	<u>Type</u>
<i>STI Tribeca</i>	January 2015	MR
<i>STI Hammersmith</i>	January 2015	Handymax
<i>STI Rotherhithe</i>	January 2015	Handymax
<i>STI Rose</i>	January 2015	LR2
<i>STI Gramercy</i>	January 2015	MR
<i>STI Veneto</i>	January 2015	LR2
<i>STI Alexis</i>	February 2015	LR2
<i>STI Bronx</i>	February 2015	MR
<i>STI Pontiac</i>	March 2015	MR
<i>STI Manhattan</i>	March 2015	MR

As of March 30, 2015, we have 14 vessels under construction, ten vessels are scheduled for delivery for the remainder of 2015 and four vessels throughout 2016. These remaining 14 vessels under construction have an aggregate purchase price of \$620.6 million. Of this amount, \$137.2 million in cash has been paid and \$16.3 million in common stock has been issued, as of that date.

Debt Drawdowns

We made the following drawdowns from our credit facilities in January, February and March 2015.

<u>Credit facility</u>	<u>Drawdown amount (in millions of U.S. dollars)</u>	<u>Drawdown date</u>	<u>Collateral</u>
K-Sure Credit Facility.....	\$ 19.9	January 2015	STI Gramercy
KEXIM Credit Facility	30.3	January 2015	STI Veneto
2013 Credit Facility	35.4	January 2015	STI Alexis
K-Sure Credit Facility.....	19.5	February 2015	STI Bronx
2013 Credit Facility	19.5	March 2015	STI Pontiac
K-Sure Credit Facility.....	19.5	March 2015	STI Manhattan
K-Sure Credit Facility.....	30.3	March 2015	STI Winnie ⁽¹⁾

(1) Amount drawn on March 26, 2015 to finance the delivery of *STI Winnie*, which is scheduled to be delivered on March 31, 2015.

The debt drawdowns relating to *STI Tribeca*, *STI Hammersmith*, *STI Rotherhithe* and *STI Rose* occurred in December 2014 to finance the deliveries of these vessels in early January 2015.

Time Chartered-in Vessels

In February 2015, the Company took delivery of a previously announced time chartered-in LR2 tanker that was under construction in South Korea. The vessel is chartered-in for one year at \$21,050 per day and the Company also has an option to extend the charter for one year at \$22,600 per day.

In February 2015, the Company extended the time charter on an LR2 tanker that is currently time chartered-in. The term of the agreement is for six months at \$16,250 per day beginning in March 2015.

In February 2015, the Company extended the time charter on an LR1 tanker that is currently time chartered-in. The term of the agreement is for one year at \$16,250 per day beginning in March 2015.

In March 2015, the Company extended the time charter on an MR tanker that is currently time chartered-in. The term of the agreement is for one year at \$15,200 per day beginning in May 2015.

Dividend Declaration

In February 2015, the board of directors declared a quarterly cash dividend of \$0.12 per share, payable on March 30, 2015 to all shareholders of record as of March 13, 2015.

Convertible Notes due 2019

On March 13, 2015, the conversion rate of our Convertible Notes was adjusted to reflect a cash dividend with respect to our common shares. The new conversion rate for the Convertible Notes was adjusted to 85.2216 of our common shares per \$1,000 principal amount of the Convertible Notes, representing an increase of the prior conversion rate of 1.2031 shares for each \$1,000 principal amount of the Convertible Notes.

Stock Buyback Program

From January 1, 2015 to March 30, 2015, the Company acquired an aggregate of 746,639 of our common shares that are being held as treasury shares at an average price of \$7.91 per share.

The Company has \$69.3 million remaining under its stock buyback program as of the date of this report. The Company expects to repurchase these shares in the open market, at times and prices that are considered to be appropriate by the Company, but is not obligated under the terms of the program to repurchase any shares.

There are 163,827,903 shares outstanding as of the date of this report.

Vessel Sales

Venice was sold in March 2015 for a selling price of \$13.0 million and as part of the sale, we repaid \$6.1 million into our 2010 Revolving Credit Facility. As a result of this repayment, the availability of this facility is reduced by such amount and the quarterly reduction is reduced to \$1.8 million from \$2.1 million per quarter.

The Company also reached agreements to sell *STI Harmony* and *STI Heritage* for \$61.5 million in aggregate. The sales of these vessels are expected to close in April 2015.

Interest Rate Swaps

In March 2015, we terminated the three interest rate swaps under our 2010 Revolving Credit Facility. As a result of this transaction, we will record a write-off of \$0.1 million in the first quarter of 2015.

\$52.0 Million Loan Facility and \$61.2 Million Loan Facility

In March 2015, we received commitments from two European financial institutions for two separate loan facilities of up to \$113.2 million in aggregate to partially finance the purchase of four LR2 product tankers from Scorpio Bulkers, a related party, that was agreed to in December 2014.

The first proposed facility is a \$52.0 million loan facility that will be used to finance a portion of the purchase price of two LR2 product tankers currently under construction at DHSC with expected deliveries in the first and second quarters of 2016. This loan facility has a final maturity of seven years from the date of signing and bears interest at LIBOR plus a margin of 1.95% per annum.

The second proposed facility is a \$61.2 million loan facility that will be used to finance a portion of the purchase price of two LR2 product tankers currently under construction at SSME with expected deliveries in the third and fourth quarters of 2016. This loan facility has a final maturity of five years from the date of delivery of each vessel and bears interest at LIBOR plus a margin ranging between 1.95% and 2.40% per annum (depending on the advance ratio). These loan facilities are subject to customary conditions precedent and the execution of definitive documentation.

\$30.0 Million Term Margin Loan Facility

In March 2015, we entered into a term margin loan facility with Nomura Securities International, Inc., or Nomura for up to \$30.0 million. The 9,392,083 shares that we own in Dorian have been pledged as collateral under this facility, and we are subject to certain covenants, including a loan to value ratio based on the amount outstanding and the market value of the shares that are collateral. Interest on the facility is LIBOR plus 4.50% per annum and the facility matures in March 2016, which can be extended to March 2017 at Nomura's option, at which time a balloon payment will be due. The outstanding balance was \$30.0 million as of March 30, 2015, and the facility was fully drawn.

Corporate Information

SENIOR MANAGEMENT AND DIRECTORS

Emanuele A. Lauro
Chairman & Chief Executive Officer

Robert Bugbee
President & Director

Brian Lee
Chief Financial Officer

Cameron Mackey
Chief Operating Officer & Director

Luca Forgione
General Counsel

Sergio Gianfranchi
Vice President, Vessel Operations

Anoushka Kachelo
Company Secretary

Alexandre Albertini
Director

Ademaro Lanzara
Director

Donald C. Trauscht
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STOCK LISTING

Scorpio Tankers Inc.'s common stock is traded on the New York Stock Exchange under the symbol STNG.

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ABOUT SCORPIO TANKERS INC.

Scorpio Tankers Inc. is a provider of marine transportation of petroleum products worldwide. As of April 1, 2015, our owned fleet consisted of 67 tankers (11 LR2 tankers, 15 Handymax tankers, 39 MR tankers and two LR1 tankers which are expected to be sold in April 2015) with an average age of 1.1 years, 20 time chartered-in product tankers (five LR2, five LR1, three MR and seven Handymax tankers), and 13 newbuilding product tankers under construction (six MR and seven LR2), nine of which are expected to be delivered in the second quarter of 2015 and the remaining four vessels throughout 2016. We also own approximately 16% of Dorian LPG Ltd. Scorpio Tankers Inc. is incorporated in the Republic of the Marshall Islands and has its principal offices in Monaco and New York. Scorpio Tankers is listed on the New York Stock Exchange (NYSE) under the symbol STNG.



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