

# Q4

Q4 2012 REPORT



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# HIGHLIGHTS

## KEY FIGURES

USD 1000	Q4 2012 (unaudited)	Q4 2011 (unaudited)	YTD 2012 (unaudited)	YTD 2011 (audited)
Gross freight revenue	-	6 562	7 391	60 112
Operating (TC) revenue	-	3 786	7 255	28 902
Operating profit (-loss) before depreciation (EBITDA)	-285	683	3 868	11 944
Operating profit/(-loss) (EBIT)	-289	835	3 850	-125 558
<b>Net profit/(-loss)</b>	<b>-221</b>	<b>-94</b>	<b>4 209</b>	<b>-130 997</b>
<b>Basic and diluted earnings per share (USD)</b>	<b>0,00</b>	<b>0,00</b>	<b>0,05</b>	<b>-1,51</b>

## RESULTS

Saga Tankers ASA reports a net total comprehensive income for the fourth quarter 2012 of USD 0.3 million.

The Company has sold all income generating assets and had as such no operating revenues during the quarter.

EBITDA for the fourth quarter was negative USD 0.3 million.

Earnings per share (EPS) for the fourth quarter were USD 0.00.

The Company has during the quarter invested in partnership shares and market based share in various companies. These investments are further described in note 5.

The average number of shares in the quarter was 86,777,409. As per the end of the period, the outstanding number of shares was 86,777,409.

The Company's condensed unaudited financial statements for the fourth quarter of 2012 are enclosed.

## CHANGE OF BUSINESS SCOPE AND ARTICLES OF ASSOCIATION

The Company held an extraordinary general meeting on 17 December 2012 where it was resolved to replace Mr. Espen Lundaas as board member. Mr. Lundaas has been appointed as the Company's new CEO following Mr. Mr. Fredrik Platou stepping down. Mr. Martin Nes was elected to replace Mr.

Lundaas as new board member. The board now consists of Mr. Øystein Stray Spetalen (Chairman), Mr. Martin Nes and Mrs. Brita Eilertsen.

The general meeting also resolved to change the Company's Articles of Association to read: "The business activity of the company is investment, management and consultancy and other services related to shipping, rig, real estate, stock trading and similar business activities, including partnership share and interest in companies engaged in the same or similar business."

The company will continuously evaluate investment opportunities that may arise based on the present framework surrounding the industries in which it operates.

## SUBSEQUENT EVENTS

On 15 January 2013, the Chairman of the Board, Mr. Øystein Stray Spetalen, acquired an additional 30.2% of the shares outstanding, bringing his ownership up to 94.96% in the Company. Each of the remaining shareholders can, pursuant to the Norwegian Public Limited Liability Companies Act section § 4-25 and the Securities Trading Act section § 6-22, require Mr. Spetalen to acquire its remaining shares.

The Company has invested approximately USD 5.4 million in listed shares after the year end.

## STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Matters discussed in this report may constitute forward-looking statements. The forward-looking statements in this report are based on various assumptions, many of which are based 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 to predict and beyond our control, we cannot assure you that we will achieve or accomplish these expectations, beliefs or projections.

Oslo, 27 February 2012

The Board of Directors

# CONSOLIDATED CONDENSED STATEMENT OF COMPREHENSIVE INCOME

<i>USD 1000</i>	<b>Q4 2012</b>	<b>Q4 2011</b>	<b>YTD 2012</b>	<b>YTD 2011</b>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Audited)</i>
Gross freight revenues	-	6 562	7 391	60 112
Voyage related expenses	-	2 776	136	31 210
<b>Operating TC revenues</b>	<b>-</b>	<b>3 786</b>	<b>7 255</b>	<b>28 902</b>
Operating expenses vessels	-8	2 295	1 736	13 844
General administrative expenses	293	808	1 651	3 114
Depreciation (note 2)	4	5	18	10 971
Impairment	-	-	0	112 162
Loss sale fixed assets	-	-157	0	14 369
<b>Operating expenses</b>	<b>289</b>	<b>2 950</b>	<b>3 405</b>	<b>154 460</b>
<b>Operating profit/(-loss)</b>	<b>-289</b>	<b>835</b>	<b>3 850</b>	<b>-125 558</b>
Interest income	-	5	2	6
Interest expense	-	-472	-261	-3 545
Other financial items	68	-462	69	-1 899
<b>Net financial items</b>	<b>68</b>	<b>-930</b>	<b>-190</b>	<b>-5 439</b>
<b>Profit/(-loss) before tax</b>	<b>-221</b>	<b>-94</b>	<b>3 661</b>	<b>-130 997</b>
Taxes	-	-	-	-
<b>Net profit/(-loss)</b>	<b>-221</b>	<b>-94</b>	<b>3 661</b>	<b>-130 997</b>
Other comprehensive income	548	-	548	-
<b>Total comprehensive income</b>	<b>327</b>	<b>-94</b>	<b>4 209</b>	<b>-130 997</b>
<b>Basic and diluted earnings per share (USD)</b>	<b>-0,00</b>	<b>-0,00</b>	<b>0,05</b>	<b>-1,51</b>
Average number of shares in the period	86 777 409	86 777 409	86 777 409	86 777 409
Number of shares outstanding at period end	86 777 409	86 777 409	86 777 409	86 777 409

# CONSOLIDATED CONDENSED STATEMENT OF FINANCIAL POSITION

<i>USD 1000</i>	<b>31.12.2012</b>	<b>31.12.2011</b>
	<i>(Unaudited)</i>	<i>(Audited)</i>
<b>ASSETS</b>		
<b>Non-current assets</b>		
Vessels and other assets (note 2)	42	60
Available-for-sale financial assets (note 5)	8 712	
<b>Total non-current assets</b>	<b>8 754</b>	<b>60</b>
<b>Current assets</b>		
Trade receivables	-	924
Other current assets	25	297
Cash and cash equivalents	26 281	16 831
<b>Total Current assets</b>	<b>26 306</b>	<b>18 053</b>
<b>Assets of disposal group classified as held for sale</b>	<b>-</b>	<b>30 827</b>
<b>TOTAL ASSETS</b>	<b>35 060</b>	<b>48 941</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Share capital	14 620	14 620
Share premium	7 498	7 498
Other Equity	141 327	141 327
Accumulated losses	-132 421	-136 082
Other components of equity	548	
<b>Total equity</b>	<b>31 572</b>	<b>27 363</b>
<b>Non-current liabilities</b>		
Net pension liabilities	-	206
<b>Total non-current liabilities</b>	<b>-</b>	<b>206</b>
<b>Current liabilities</b>		
Current portion of long-term debt	-	19 800
Other current liabilities and accruals	3 488	1 571
<b>Total current liabilities</b>	<b>3 488</b>	<b>21 371</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>35 060</b>	<b>48 941</b>

# CONSOLIDATED CONDENSED CASH FLOW STATEMENT

<i>USD 1000</i>	<b>YTD 2012</b>	<b>YTD 2011</b>
	<i>(Unaudited)</i>	<i>(Audited)</i>
Profit before tax	3 661	-130 903
Interest income	-	-2
Interest expenses	261	3 075
Depreciation	18	10 966
Impairment charge	0	112 162
Loss sale fixed asset	-104	14 526
Increase/decrease Inventories	0	1 981
Increase/decrease receivables and prepayments	1 196	2 568
Increase/decrease payables and accruals	-229	500
Increase/decrease other provisions	847	-4 082
<b>Net cash flow from operating activities</b>	<b>6 746</b>	<b>10 793</b>
Investments in Financial assets	-8 166	-
Investments in tangible fixed assets	-	-688
Proceeds from sale of vessel	30 931	24 990
<b>Net cash flow from investing activities</b>	<b>22 765</b>	<b>24 302</b>
Repayments of long term borrowings	-19 800	-29 318
Payments of interest expenses	-261	-3 074
Interest income	-	2
<b>Net cash flow from financing activities</b>	<b>-20 061</b>	<b>-32 390</b>
<b>Net change in cash and cash equivalents</b>	<b>9 450</b>	<b>2 705</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>16 831</b>	<b>25 190</b>
<b>Cash and cash equivalents at end of period</b>	<b>26 281</b>	<b>27 895</b>

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Q4 2012 (unaudited)						
<i>USD 1000</i>	Issued capital	Share premium	Other equity	Accumulated losses	Available for sale reserve	Total
<b>Equity as at 1 January 2012</b>	<b>14 620</b>	<b>7 498</b>	<b>141 327</b>	<b>-136 082</b>		<b>27 363</b>
Net profit/(-loss)	-	-	-	3 661	-	<b>3 661</b>
Other comprehensive income	-	-	-	-	548	<b>548</b>
<b>Total comprehensive income</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3 661</b>	<b>548</b>	<b>4 209</b>
<b>Equity per ending bal. 31 December 2012</b>	<b>14 620</b>	<b>7 498</b>	<b>141 327</b>	<b>-132 421</b>	<b>548</b>	<b>31 572</b>

Q4 2011 (Audited)						
<i>USD 1000</i>	Issued capital	Share premium	Other equity	Accumulated losses		Total
<b>Equity as at 1 January 2011</b>	<b>14 620</b>	<b>7 498</b>	<b>141 327</b>	<b>-5 085</b>		<b>158 360</b>
Net profit/(-loss)	-	-	-	-130 997		<b>-130 997</b>
Other comprehensive income	-	-	-	-		<b>-</b>
<b>Total comprehensive income</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-130 997</b>		<b>-130 997</b>
<b>Equity per ending balance 30 September 2011</b>	<b>14 620</b>	<b>7 498</b>	<b>141 327</b>	<b>-136 082</b>		<b>27 363</b>

# NOTES

## NOTE 1 – BASIS FOR PREPARATION

The Company's condensed interim financial statements have been prepared in accordance with IAS 34 Interim Financial Reporting as approved by the EU and requirements in the Norwegian Securities Trading Act. This condensed interim financial statement for the fourth quarter is adopted by the Board of Directors on 27 February 2012.

The accounting policies adopted in the preparation of the condensed interim financial statements are consistent with those presented in the Annual Report of 2011.

None of the new accounting standards or amendments that came into effect from 1 January 2012 has had a significant impact during 2012.

## NOTE 2 – VESSELS AND OTHER ASSETS

<i>USD 1000</i>	<b>Other assets</b>	<b>Total</b>
Acquisition cost, 1 January 2012	88	<b>88</b>
Acquisition of assets	-	-
<b>Acquisition cost, ending balance 31 December 2012</b>	<b>88</b>	<b>88</b>
Accumulated depreciation, 1 January 2012	-28	<b>-28</b>
Depreciation	-18	<b>-18</b>
<b>Accumulated depreciation, ending balance 31 December 2012</b>	<b>-46</b>	<b>-46</b>
<b>Net carrying amount, ending balance 31 December 2012</b>	<b>42</b>	<b>42</b>

## NOTE 3 – OPERATING SEGMENTS

The Company has prior to Q4 2012 operated one type of vessel, VLCC. During Q4 2012, the Company had sold all assets and did not own any revenue generating assets compared to previously reported quarterly financial statements.

The Company had during Q4 2012 acquired partnership shares and market based shares in various companies as further described in note 5.

For management purposes, the Company's business is not organized into separate operating segments and hence only has one reportable operating segment which is in line with the consolidated figures presented in this report. Group financing is also monitored on a Group basis.

## NOTE 4 – SAGA AGNES CLAIM SUMMARY

As informed in the financial report for the third quarter 2012, the Charterers of Saga Agnes AS has presented the Group with a claim of about USD 2 million related to the time charterparty for the vessel "Saga Agnes. The matter will be resolved through arbitration.



## NOTE 5 – AVAILABLE-FOR-SALE FINANCIAL ASSETS

	2012	2011
At 1 January	0	0
Additions	8 711	0
<b>At 31 December</b>	<b>8 711</b>	<b>0</b>

Available-for-sale financial assets include the following:

	2012	2011
Unlisted shares	275	0
Partnership shares	2 230	
Listed shares	6 206	0
<b>Total</b>	<b>8 711</b>	<b>0</b>

The financial assets are denominated in NOK and are measured at Fair value. None of the financial assets is impaired.

## NOTE 6 – SUBSEQUENT EVENTS

On 15 January 2013, the Chairman of the Board, Mr. Øystein Stray Spetalen, acquired an additional 30.2% of the shares outstanding, bringing his ownership up to 94.96% in the Company. Each of the remaining shareholders can, pursuant to the Norwegian Public Limited Liability Companies Act section § 4-25 and the Securities Trading Act section § 6-22, require Mr. Spetalen to acquire its remaining shares.

## NOTE 7 – 20 LARGEST INVESTORS

	NAME	31.12.2012
1	SPETALEN	64,51 %
2	SPENCER TRADING INC	17,06 %
3	BLYSTAD SHIPHOLDING INC	13,22 %
4	AVANZA BANK AB	0,65 %
5	UNION TANKERS AS	0,46 %
6	ASTRUP FEARNLEY A/S	0,36 %
7	KOLBERG	0,31 %
8	KOLBERG MOTORS AS	0,31 %
9	NORDSTJERNEN AS	0,28 %
10	MOUNT AIRY SHIPPING & TRADING LTD	0,24 %
11	SKIBSAKTIESELSKAPET ABACO	0,23 %
12	RAMS AS	0,18 %
13	ADRIAN FINANS AS	0,17 %
14	NISTUÅ II AS	0,13 %
15	RHIANNON AS	0,13 %
16	GADD HOLDING	0,12 %
17	MYKLAND INVEST AS	0,12 %
18	SKAGENKAIEN EIENDOM AS	0,12 %
19	PAK INVEST AS	0,09 %
20	NORSVEIS AS	0,08 %
	<b>TOTAL</b>	<b>98,78%</b>



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