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14 April 2015



**ANNOUNCEMENT OF RESULTS IN RESPECT OF GUNVOR INVESTMENTS
LIMITED'S INVITATION TO NOTEHOLDERS OF THE U.S.\$500,000,000
AGGREGATE PRINCIPAL AMOUNT OF 5.875 PER CENT. NOTES DUE 2018
ISSUED BY GUNVOR GROUP LTD**

Gunvor Investments Limited (the "**Offeror**") refers to the announcements made on 16 March 2015 and 31 March 2015 in relation to the invitation to holders of the U.S.\$500,000,000 aggregate principal amount of 5.875 per cent. Notes due 2018 issued by Gunvor Group Ltd (the "**Notes**") (the "**Noteholders**") to tender their Notes for purchase by the Offeror for cash, on the terms and subject to the conditions set out in the tender offer memorandum dated 16 March 2015 (the "**Tender Offer Memorandum**") for up to a maximum aggregate principal amount of U.S.\$80,000,000 (the "**Offer**").

Capitalised terms used but not otherwise defined in this announcement shall have the same meanings ascribed to them in the Tender Offer Memorandum.

The Offer is made upon the terms and subject to the conditions set forth in the Tender Offer Memorandum and this release should be read in conjunction with the Tender Offer Memorandum and all of the documents relating to the Offer.

On 31 March 2015, the Offeror announced that as at the Early Tender Deadline, U.S.\$106,550,000 in aggregate principal amount of the Notes had been validly tendered pursuant to the Offer.

The Offeror wishes to announce that as at 08:00 hours (GMT)/09:00 hours (CET) on 14 April 2015 (the "**Expiration Deadline**"), U.S.\$106,750,000 in aggregate principal amount of the Notes has been validly tendered pursuant to the Offer.

In accordance with the Tender Offer Memorandum, the Offeror has only accepted for purchase Notes up to the Maximum Acceptance Amount of U.S.\$80,000,000. Accordingly, the Offer is oversubscribed and pro-ration will apply.

Subject to the Minimum Denomination of U.S.\$200,000, each Noteholder which has validly tendered its Notes by the Early Tender Deadline (and such tender is not subsequently revoked in the limited circumstances in which such revocation is permitted) will (subject to pro-ration) receive the Purchase Price and the Early Tender Premium, being U.S.\$920.00 per U.S.\$1,000 principal amount of Notes validly tendered and accepted for purchase, on the Settlement Date.

Each Noteholder which has validly tendered their Notes after the Early Tender Deadline and by the Expiration Deadline (and such tender is not subsequently revoked in the limited circumstances in which such revocation is permitted) will not be eligible to receive the Early Tender Premium, and will (subject to pro-ration) receive the Purchase Price, being U.S.\$890.00 per U.S.\$1,000 principal amount of Notes validly tendered and accepted for purchase, on the Settlement Date.

In respect of any Notes accepted for purchase, the Offeror will also pay an amount equal to any Accrued Interest, on the Settlement Date.

The Settlement Date is expected to be on 15 April 2015.

FURTHER INFORMATION

The Offeror has retained Deutsche Bank AG, London Branch to act as the Tender Agent in connection with the Offer. Credit Suisse Securities (Europe) Limited is serving as the Dealer Manager.

DEALER MANAGER

Credit Suisse Securities (Europe) Limited

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Attention: Liability Management Desk
Email: liability.management@credit-suisse.com

THE TENDER AGENT

Deutsche Bank AG, London Branch

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Attention: Issuer Services – Debt & Agency Services
Email: xchange.offer@db.com

DISCLAIMER

This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which must be read carefully before any decision is made with respect to the Offer. If any Noteholder is in any doubt as to the action it should take, it is recommended to seek its own legal, tax, accounting and financial advice, including as to any tax consequences, immediately from its stockbroker, bank manager, attorney, accountant or other independent financial or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to participate in the Offer. None of the Offeror, the Dealer Manager, the Tender Agent and any person who controls, or is a director, officer, employee or agent of such persons, or any affiliate of such persons, makes any recommendation as to whether Noteholders should participate in the Offer.

FORWARD LOOKING STATEMENTS

Certain of the statements contained or incorporated by reference in the Tender Offer Memorandum or this announcement are forward-looking statements which can be identified by the use of forward-looking terminology, such as the terms "believes," "expects," "anticipates," "projects," "estimates," "will," "intends," "seeks," "may," "should" or similar expressions or, in each case, their negative, other variations thereof or comparable terminology. These forward-looking statements include all matters that are not historical facts and they appear in a number of places including, without limitation, statements with regard to intentions, beliefs or current expectations relating to, among other things, the Group's future financial position, results, performance, achievements and prospects along with future industry results and performance. By their nature, forward-looking statements involve inherent risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Noteholders are cautioned that the forward-looking statements are not guarantees of the Group's future financial position, results, performance, achievements or prospects and that the Group's actual future financial position, results, performance, achievements and prospects may differ materially from those suggested or implied by the forward-looking statements contained or incorporated by reference in the Tender Offer Memorandum or this announcement.

In addition, these forward-looking statements speak only as of the date of the document in which it is contained. Except to the extent required by applicable law, the Offeror does not intend to update or revise any of the forward-looking statements contained or incorporated by reference in the Tender Offer Memorandum or this announcement, whether as a result of new information, future events or otherwise, and the Offeror hereby expressly disclaims any obligation to do so. All subsequent written or oral forward-looking statements attributed to the Group or persons acting for the Group or on the Group's behalf are expressly qualified in their entirety by the cautionary statements contained throughout the Tender Offer Memorandum or this announcement. Noteholders should not place undue reliance on any such forward-looking statements.

OFFER AND DISTRIBUTION RESTRICTIONS

This announcement is for information purposes only and is not an offer to purchase or a solicitation of an offer to sell any securities. This announcement and the Tender Offer Memorandum does not constitute an offer or an invitation to participate in the Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such offer or invitation or for there to be such participation under applicable laws. The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Tender Offer Memorandum comes are required by each of the Offeror, the Dealer Manager and the Tender Agent to inform

themselves about and to observe any such restrictions.

United Kingdom

The communication of the Tender Offer Memorandum and any other documents or materials relating to the Offer is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the FSMA. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons (i) falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Promotion Order), (ii) falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc") of the Financial Promotion Order, (iii) outside the United Kingdom, or (iv) persons falling within Article 43(2) of the Financial Promotion Order or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order.

France

The Offer is not being made, directly or indirectly, to the general public in the Republic of France ("**France**"). Neither the Tender Offer Memorandum nor any other documents or materials relating to the Offer have been or shall be distributed to the general public in France and only (i) providers of investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers*) and/or (ii) qualified investors (*investisseurs qualifiés*) other than individuals, in each case acting on their own account and all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 of the French *Code Monétaire et Financier*, are eligible to participate in the Offer. The Tender Offer Memorandum and any other document or material relating to the Offer have not been and will not be submitted for clearance to nor approved by the *Autorité des marchés financiers*.

Switzerland

Neither the Tender Offer Memorandum nor any other documents or materials relating to the Offer constitutes a prospectus as such term is understood pursuant to article 652a or article 1156 of the Swiss Federal Code of Obligations or a listing prospectus within the meaning of the listing rules of the SIX Swiss Exchange Ltd. or any other regulated trading facility.

Monaco

The Offer may not be offered or sold, directly or indirectly, to the public in Monaco other than by (i) a Monaco duly authorised intermediary acting as a professional institutional investor which has such knowledge and experience in financial and business matters as to be capable of evaluating the risks and merits of an investment in the Offer; (ii) a Monegasque professional investor; or (iii) a duly registered Monegasque registered bank or portfolio management company.

Russia

Neither the Tender Offer Memorandum nor any information contained therein nor any other document or materials relating to the Offer is an offer, or an invitation to make offers, to sell, exchange or otherwise transfer securities in the Russian Federation to or for the benefit of any Russian person or entity and does not constitute an advertisement or offering of securities in the Russian Federation within the meaning of Russian securities laws. Information contained in the Tender Offer Memorandum or any other document or materials

relating to the Offer is not intended for any persons in the Russian Federation who are not "qualified investors" within the meaning of Article 51.2 of the Federal Law No. 39-FZ "On the Securities Market" dated 22 April 1996, as amended (the "**Russian QIs**") and must not be distributed or circulated into Russia or made available in Russia to any persons who are not Russian QIs, unless and to the extent they are otherwise permitted to access such information under Russian law.

Singapore

The Tender Offer Memorandum and any other documents or materials relating to the Offer have not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, the Tender Offer Memorandum and any other documents or materials relating to the Offer may not be circulated or distributed to persons in Singapore other than (i) to an institutional investor under Section 274 of the SFA, (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275, of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Italy

None of the Tender Offer Memorandum or any other documents or materials relating to the Tender Offer Memorandum have been or will be submitted to the clearance procedure of the Commissione Nazionale per le Società e la Borsa ("**CONSOB**") pursuant to Italian laws and regulations. The Offer is being carried out in the Republic of Italy as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the "**Financial Services Act**") and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended (the "**Issuers' Regulation**"), as the case may be. This Offer is also being carried out in compliance with article 35-bis, paragraph 7 of the Issuers' Regulation.

A Noteholder located in the Republic of Italy can tender the Notes through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of 29 October 2007, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Notes or the Offer.

Cyprus

The communication of the Tender Offer Memorandum and any other documents or materials relating to the Offer is not being made, and such documents and/or materials have not been approved, by the Cyprus Securities and Exchange Commission or any other regulator in a member state of the European Union. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in Cyprus. The communication of such documents and/or materials as a financial promotion is only being made to those persons in Cyprus falling within the definition of qualified persons (as defined in section 4(3) of the Cyprus Prospectus Law 114/2005 as amended), or otherwise under any other exemption provided by the same law.

General

Neither the Tender Offer Memorandum nor the electronic transmission thereof constitutes an offer to buy or the solicitation of an offer to sell Notes (and tenders of Notes for purchase pursuant to the Offer will not be accepted from Noteholders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer and the Dealer Manager or any of its affiliates is such a licensed broker or dealer in any such jurisdiction, such Offer shall be deemed to be made by the Dealer Manager or such affiliate, as the case may be, on behalf of the Offeror in such jurisdiction.

Each Noteholder participating in the Offer will be deemed to give certain representations in respect of the other jurisdictions referred to above and generally as set out in "*Procedures for Participating in the Offer*". Any tender of Notes for purchase pursuant to the Offer from a Noteholder that is unable to make these representations will not be accepted.

Each of the Offeror, the Dealer Manager and the Tender Agent reserves the right, in its sole and absolute discretion, to investigate, in relation to any tender of Notes for purchase pursuant to the Offer whether any such representation given by a Noteholder is correct and, if such investigation is undertaken and as a result the Offeror determines (for any reason) that such representation is not correct, such tender or submission may be rejected.