Royal Vopak
Annual Report 2001

Key numbers

Net sales	€ 5,639.7 million
Net income*	€ 132.1 million
Earnings per share*	€ 2.61
Number of employees	11,288
Tank storage facilities	75
Distribution centers	195
Coastal tankers	31
Barges	124

Main activities

Oil & Gas Logistics
Chemicals Logistics
Chemical Distribution

Vopak, *the* link between producer and end-user of chemicals and oil products

Markets

Logistics:
Bulk liquid logistics for oil and chemical products
Land logistic services
Inventory management and related services

Distribution:
Sales and distribution of a large assortment of chemical products to industry and end users
Logistic services
Inventory management and related services

* *before amortization of goodwill and excluding extra ordinary result after income taxes*

Royal Vopak
Annual Report 2001

This annual report is also available in Dutch. In cases where textual inconsistencies between the Dutch and English versions occur, the former will prevail.

Copies of the Dutch and English versions of this annual report can be obtained from Royal Vopak, Corporate Communication & Investor Relations Department:
Telephone: +31 10 400 2591
Fax : +31 10 404 7302
E-mail : investor.relations@vopak.com

The annual report is also available on the Internet:
www.vopak.com

Koninklijke Vopak N.V. (Royal Vopak)
Blaak 333, 3011 GB Rotterdam
P.O. Box 863, 3000 AW Rotterdam
Telephone: +31 10 400 2911
Fax : +31 10 413 9829
E-mail : info@vopak.com
Internet : www.vopak.com

Registered at the Company Registry of the Rotterdam Chamber of Commerce under number 24295332.

Contents

Profile

Worldwide Vopak is engaged in the storage of chemical products, oil products and gases and in chemical distribution. In conjunction with these activities, the company provides a wide assortment of value-added services within each of its core activities.

In its core activities, Vopak focuses on producers in the oil and chemical industries and on end users of chemicals.

The strength of Vopak lies in the combination of:

- a strong, worldwide infrastructure of tank storage terminals, distribution centers and transport services, all handled by qualified employees;
- a strong technological infrastructure, with knowledge and expertise in the field of logistics processes in the oil and chemical sector;
- a recognizable quality worldwide;
- a strict policy in the field of safety, health and environment.

Vopak's strategy is focused on strengthening and expanding its leadership position in tank storage as well as in chemical distribution. Initiatives in the fields of e-business, supply chain management and industrial terminaling support the added value provided by Vopak.

The company strives for long-term profitability growth, generated organically and through selective acquisitions in the logistics and chemical distribution fields, as well as through cost control and utilization of economies of scale.

In 2001 Vopak achieved net sales amounting to EUR 5,639.7 million (2000: EUR 4,150.7 million) and net profit before amortization of goodwill and extraordinary results of EUR 132.1 million (2000: EUR 160.1 million). Average gross capital employed amounted to EUR 4,395.3 million (2000: EUR 3,774.7 million). The company had a workforce of 11,288 employees at December 31, 2001 (2000: 9,736).

Vopak shares are listed on the Euronext stock exchange in Amsterdam.

The petrochemical value chain

Refining

Oil products and chemical feedstocks

Petrochemical complex

Base Chemicals

Royal Vopak in the Supply chain

OIL & GAS LOGISTICS

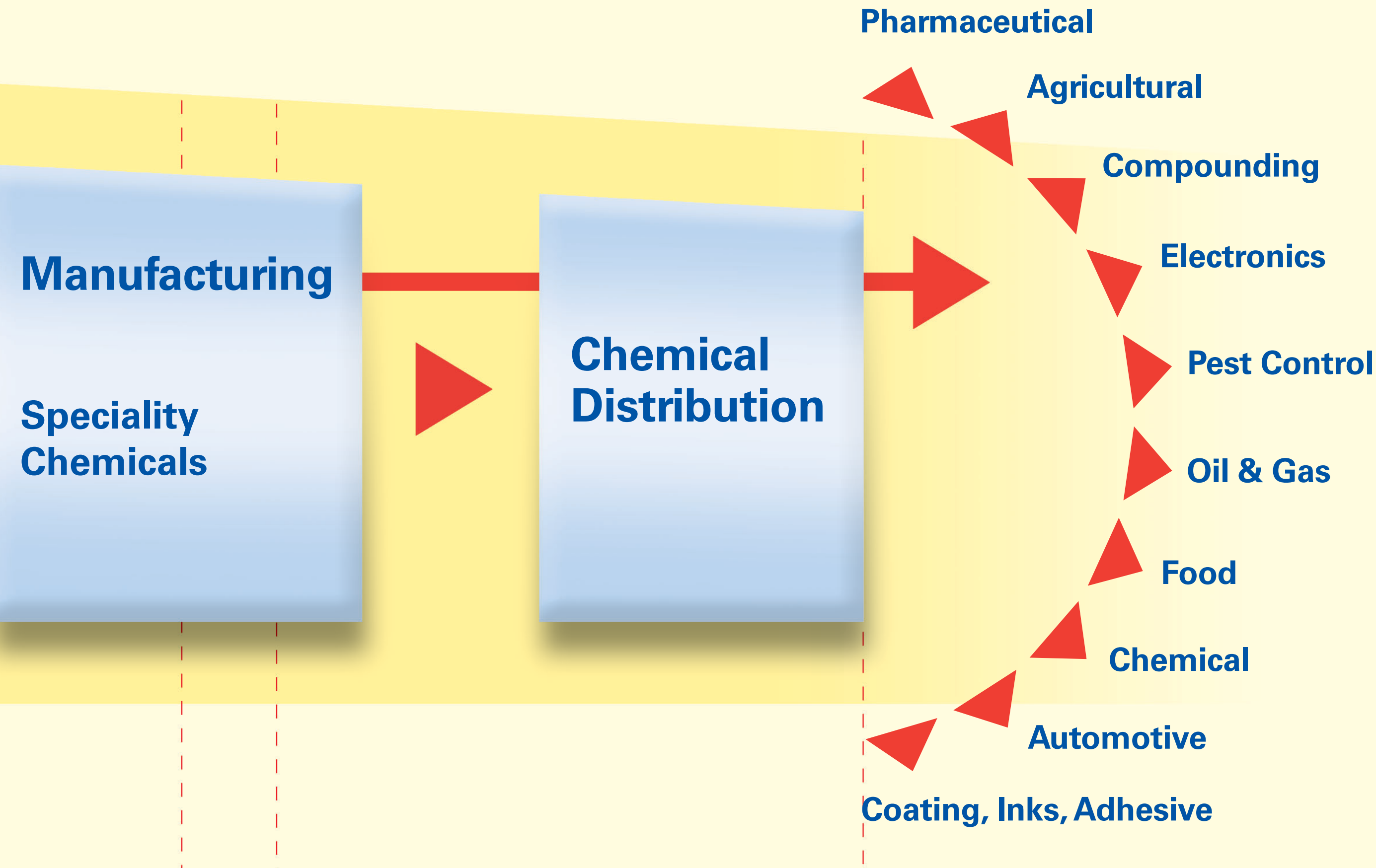
CHEMICALS LOGISTICS

Oil & Gas Logistics

- Terminaling
- Management of tankers and barges
- Agencies

Chemicals Logistics

- Terminaling
- Shipping
- Barging
- Rail-car management
- Logistic services
- Tank containers



CHEMICAL DISTRIBUTION

Chemical Distribution

- Industry sector approach
- Offering pan European network
- Offering pan USA/Canadian network
- Industrial chemicals and polymers

Policy highlights

Premises

- Market leadership in tank storage and chemical distribution
- Added value in related services, such as inland shipping and tanker shipping
- Organization and optimization of logistics from product location to end user
- Quality and safety
- Partnerships and long-term relationships
- Value-based management
- Innovative employer

Strategy	Targets	Steps	Status
Organic growth and selective acquisitions			
Oil & Gas and Chemicals Logistics			
– Optimize terminal network and increase efficiency	– 5-10% sales growth per year	– Acquisitions and investments in chemicals terminals in Europe, North America and Asia	– Acquisition of GATX terminal interests in Asia (China, Malaysia, Singapore and Japan) – Acquisition of Transkem terminals in Finland
		– Disposal of non-strategic terminals	– Sale of 8 terminals – Sale of 21% stake in French terminal DPF
	– Maintain market leadership	– Selective expansion	– Acquisition of Van Wellen in Antwerp – Acquisition of APCS in Australia
– Improve efficiency of shipping and barging		– Strategic alliances	– Vopak Mineral Oil Barging and Van der Sluijs will combine their brokering operations in *Interstream Barging*
– Stronger European focus on integrated logistics services		– Use European logistics network to offer logistics services	– A single organization for European Chemicals Logistics including Logistic Services
Chemical Distribution			
– Grow both organically and through acquisitions	– Double sales within four years (EUR 3 > 6 billion)	– Acquisitions	– EUR 4.8 billion in sales after acquisitions of Ellis & Everard and Vaissière
	– Strengthen European position	– Build pan-European distribution organization	
– Capitalize on economies of scale	– Reduce unit costs – EUR 17 million cost reduction by 2002	– Integrate Ellis & Everard – Reduce number of distribution centers in Europe and US	– 37 warehouse facilities integrated in 2001
	– Simplify business processes trade – Reduce trade working capital		
Reduce capital investment			
– Reduce capital invested in shipping from 17% to less than 10% over the next three years	– Focus on core activities	– Sale of Theodora Tankers	– Sale of Theodora Tankers completed
		– Reduce 50% interest in Broström	– Negotiations ongoing
		– Adjust ownership structure in inland shipping	– 6 barges transferred
		– Sale of 30% interest in heavy-lift shipping company HTG	– Interest in HTG reduced to 20%
		– Sale of 33% interest in dry cargo shipping	
– Divest non-strategic activities		– Sale of dry cargo terminals in the US and of liner agencies	– Dry cargo terminals sold to Kinder Morgen – Sale of Vopak Liner Agencies to Burger completed
– Apply funds released to invest in growth activities			

Key figures

In EUR millions	2001	2000
Results		
Net sales	**5,639.7**	4,150.7
Group operating income before depreciation and amortization (EBITDA)	**505.1**	452.7
Net income	**44.3**	168.8
Net income for common shareholders before amortization of goodwill and excluding extraordinary items after income taxes	**132.1**	160.1
Net cash flow from operating activities	**398.1**	183.4
Investments		
Net investments in tangible fixed assets, financial fixed assets and group companies	**520.0**	357.9
Average gross capital employed	**4,395.3**	3,774.7
Distribution of net income		
Dividend:		
Cumulative financing preference shares	**8.7**	8.7
Common shares	**–**	65.5
Equity and financing		
Stockholders' equity	**1,005.5**	957.3
Long-term debt	**1,400.0**	1,095.8
Net debt [1]	**1,560.4**	1,282.0
Ratios		
Cash Flow Return on Average Invested Capital (CFROI) [2]	**11.4%**	12.0%
Current assets : current liabilities	**1.2**	1.1
Net debt : EBITDA	**3.1**	2.8
Interest cover (EBITDA : net interest)	**4.4**	8.5

1) *Net debt includes guarantees replacing credit and excludes subordinated loans*

2) *EBITDA, excluding other operating income, stated as a percentage of the average gross capital employed, including the historic value of the goodwill paid and excluding tangible and financial fixed assets not used to generate operating income*

Information for shareholders

Data per common share of EUR 1.00

	2001	2000
Net income before amortization of goodwill and excluding extraordinary items after income taxes	**2.61**	3.15
Net income	**0.70**	3.15
Net income excluding extraordinary items after income taxes	**2.25**	3.15
Cash flow	**6.11**	6.08
Stockholders' equity*	**16.43**	15.51
Dividend	**–**	1.25
Pay-out ratio	**–**	41%
Number of shares outstanding		
Weighted average	**50,612,675**	50,748,198
Weighted average fully diluted	**50,615,906**	50,845,933
At December 31	**52,436,976**	52,436,976

** net of stockholders' equity relating to cumulative financing preference shares*

Indication of geographical spread of shareholdings in Vopak*

	Private stockholders	Institutional stockholders	Total
The Netherlands	15%	58%	73%
The United Kingdom	1%	6%	7%
The United States	2%	4%	6%
Belgium	1%	3%	4%
Other	1%	9%	10%
Total	20%	80%	100%

** as reported by Dutch depositary banks as at December 31, 2001*

Financial calendar

24 April 2002 - Annual General Meeting
12 August 2002 - Announcement of interim results for the first half of 2002
6 March 2003 - Announcement of full year results 2002
23 April 2003 - Annual General Meeting

Major holdings

Under the Disclosure of Major Holdings in Listed Companies Act, stockholdings of 5% or more (including depositary receipts for financing preference shares) in the capital of a listed Dutch company must be disclosed to the company concerned. We received the following notifications concerning such holdings:

Shareholders of Royal Vopak

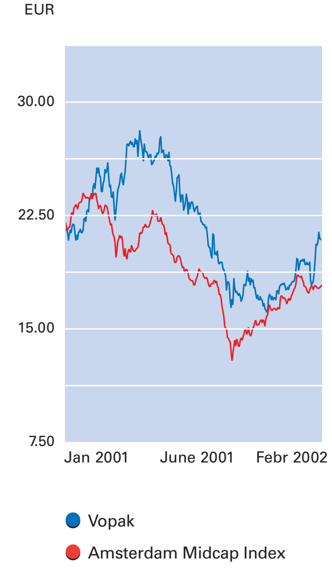
	Stockholders of common shares [1]	Total share-holding [2]	Voting rights [3]	Disclosed at:
HAL Holding N.V.	39.11%	29.64%	26.35%	08.09.00
ING Groep N.V.	7.80%	11.32%	5.26%	28.08.00
CGU plc./ Delta Lloyd	6.60%	8.66%	< 5%	12.11.99
Ducatus N.V.	< 5%	5.71%	< 5%	04.11.99
Coöperatieve Centrale Raiffeisen-Boerenleenbank BA	< 5%	5.71%	< 5%	05.11.99
ABP-PGGM Capital Holdings N.V.	< 5%	5.71%	< 5%	30.11.99
Stichting Administratiekantoor Financieringspreferente aandelen Vopak			32.63%	12.11.99
Total > 5% interests in Vopak common shares	53.51%			
Free Float	46.49%			

[1] number of common shares divided by total number of common shares outstanding

[2] number of common shares and financing preference shares divided by total number of common shares and financing preference shares outstanding

[3] numbers of common shares divided by total number of common shares and financing preference shares outstanding

Weekly closing price
Vopak versus AMX index 2001



Investor Relations

Bart J. van Dam
Telephone: +31 10 400 2591
investor.relations@vopak.com

To our shareholders, customers, partners and employees

From left to right: Gary E. Pruitt, Paul R.M. Govaart, Niels J.A. von Hombracht

2001 was an eventful year in many respects. The global decline in economic activity has also been felt by Vopak. After a positive first six months, the negative effects of the economic climate became increasingly noticeable, especially in our chemical distribution activities. This led to a net profit, before amortization of goodwill and excluding extraordinary results, of EUR 132.1 million (2000: EUR 160.1 million). Nonetheless Vopak was able to solidify its worldwide market leadership position in its two core activities, tank storage and chemical distribution.

The experiences during the past year have led us to reconsider a number of issues that we had in mind when Vopak was started.

Independently from each other, tank storage and chemical distribution each are market leader in their respective sectors. We note that they possess common features as to product knowledge and service expertise toward customers and suppliers in the oil and chemical industry. The expected synergies between the two core activities within the value chain have turned out to be limited, in view of the differences that each activity shows in the way of doing business, the specific economic drivers, and the general business models of each of these two core activities.

We will therefore continue to strive for:

- operational improvement of profitability;
- solidifying each of the core activities;
- expansion of our respective leadership positions in each activity.

The objectives that we have identified earlier, such as stringent cost control and increasing our efficiency, optimization of our fixed assets network, reduction of our interests in the shipping industry and disposal of non-core activities, will continue to be pursued.

In addition, as Executive Board we are reviewing the long-term strategy. The conclusions in that regard will be presented before the Annual General Meeting to be held on April 24, 2002.

Reinforcement of core activities

Logistics

The global infrastructure of tank storage terminals and transport services has been strengthened through the expansion of the terminal network in Finland, Singapore, Malaysia, Japan, and China.

Storage and transport of chemicals, gases, and edible oils in Europe, together with Logistic Services, were combined in the course of the year into a single organization under one management team.
The activities in the field of Logistic Services have been enhanced through the acquisitions of Van Wellen in Antwerp and A.P.C.S. in Australia and the expansion of activities in the fields of waste management and rail transport management in the United States. Also, we have booked solid progress in our SHE policy.

The accelerated optimization of business processes in logistics has not only led to improvement of services on behalf of our customers, but also to savings amounting to approximately EUR 22 million. Such savings amounted to EUR 13 million in 2000. The various companies that belong to this activity have been fully integrated and the subsequent improvement programs are now part of the regular business processes. It is therefore no longer possible to identify the synergy savings specifically resulting from the merger. As from 2002 we will thus no longer report them separately.

Chemical Distribution

Through the acquisition of Ellis & Everard, we have solidified the basis of our chemical distribution activities in both the United States and Europe. The integration of Ellis & Everard with Vopak's existing distribution activities has gone according to plan. In North America, 37 distribution centers were merged with existing facilities. Vopak now has a network of 140 distribution centers, covering all of North America. Vopak USA and Vopak Canada are now able to provide a truly coast-to-coast distribution activity. In the United Kingdom the activities were also merged according to plan. This led to a total cost reduction in chemical distribution activities of EUR 5 million in 2001. Total savings are expected to reach at least EUR 17 million in 2002.

Divestments

Divestments in 2001 included Theodora Tankers, the European liner agency activities, one third of Vopak's 30% interest in the Heavy Transport Group (HTG), the dry-cargo terminals in the United States, and the tank terminals in Hastings (Melbourne, Australia), Richmond (United States), Dalian (China), and Marseilles (France). These disposals resulted in a net book profit of EUR 51,0 million.
We expect to reduce our 50% interest in Broström within the near future.

Results

The economic recession had an adverse effect especially on the second half of 2001. The operational profit (EBITDA) for the full year amounted to EUR 505.1 million (2000: EUR 452.7 million). Both Chemicals Logistics and Oil Logistics realized excellent results. In Chemical Distribution the economic recession, combined with excess capacity in the chemical industry, led to a drop in volumes and product prices and in downward pressure on margins. These effects are reflected in the year's results.

Compared to 2000, net profit was lower because of a non-recurring charge of EUR 152.3 million, of which EUR 129.4 million has been recorded as an extraordinary item. This includes a non-recurring charge of EUR 74.1 million for the write-off of an ICT system for Chemical Distribution, a downward adjustment of the value of the investment in Broström and non-recurring integration costs for the chemical distribution activities of Vopak and Ellis & Everard. The resulting net profit for holders of ordinary shares, after amortization of goodwill and after extraordinary results, amounted to EUR 35.6 million (2000: EUR 160.1 million). This amount will in total be added to other reserves.

Outlook

The financial results for 2002 will depend heavily on the pace and extent of economic recovery in North America and Europe. At this moment it is therefore not possible to make any concrete statement about the result that may be expected for this year. After a disappointing financial year 2001 we are now on the right track.
Cost control, further operational improvements, and enlargement of the scope of services will further enhance the bases of our two core activities in 2002.

We respect the recent decision of Ton Spoor to resign as chairman of the Executive Board. We are grateful for his contribution to the development of the company.

I wish to take the opportunity here to thank in particular all of our employees for their dedication. We also owe a debt of gratitude to our customers and suppliers for their trust, and to our shareholders for their confidence in our company, despite the turbulent economic climate that we are currently weathering.

Rotterdam, February 27, 2002

Gary Pruitt
Chairman of the Executive Board

Report of the Supervisory Board

Financial statements

We are pleased to submit to you the financial statements for the year 2001, as presented by the Executive Board. These financial statements have been audited by KPMG Accountants N.V., Independent Public Auditors, and discussed with them. Their audit report, which is free from any qualifications, is presented on page 72. We have approved these financial statements during our meeting on February 27, 2002 and recommend that you adopt them.

We approve the proposal by the Executive Board as set out on page 72 for the appropriation of net income for 2001, after distribution of the dividend of EUR 8.7 million (2000: EUR 8.7 million) on cumulative financing preference shares.

We recommend that the Annual General Meeting approve the financial statements. No proposal for distribution of dividend to common shareholders will be made.

Supervision

The Supervisory Board met six times in the course of 2001 according to a predetermined schedule, with the members of the Executive Board being present.
The subjects discussed at these meetings included the integration and restructuring process within Chemical Distribution following the acquisition of Ellis & Everard. Also discussed were the markets in which Vopak operates, the company's strategy and the related risks, the internal control and ICT systems, the rules applying to statutory two-tier entities, the organizational structure and the management development process.
In particular, after the summer of 2001, discussions were held regarding the consequences of the economic downturn for the strategy and financing of the company.
The Supervisory Board also extensively considered the budget, acquisitions, disposals and capital investments.
In line with the relevant regulation, the Supervisory Board met once during the financial year without the Executive Board, to discuss its own functioning, its relation with the Executive Board and the composition and functioning of the Executive Board.

The Audit Committee was engaged in evaluating the semi-annual and annual statements, while the Remuneration Committee made various recommendations to the Supervisory Board regarding compensation and other employment terms. Lastly, members of the Supervisory Board participated in several consultation meetings of the Central Works Council.

Senior executives

During the Extraordinary General Meeting held on November 9, 2001, Mr. G.E. Pruitt was appointed to the Executive Board. Following the resignation on January 28, 2002 of Mr. A.H. Spoor from his position as chairman of the Executive Board, the Supervisory Board appointed Mr. Pruitt as chairman.

We wish to thank Mr. Spoor for his leadership in the formation of Vopak after the merger of Pakhoed and Van Ommeren and for his contribution to the further growth of the company.

The present terms of Messrs. P. Bouw and R. den Dunnen end at the upcoming Annual General Meeting. They are presenting themselves for re-election, and the Supervisory Board proposes to appoint both of them for a new term.

In addition, the Supervisory Board intends to appoint Prof. G.J. Sharman at this same meeting as one of its members.
In this way the vacancy will be filled which arose in 2001 upon the retirement of Mr. N.S. Rogers on account of reaching the statutory age limit.

We wish to thank all employees and the Executive Board for their dedication and efforts towards the company in 2001.

Rotterdam, February 27, 2002

On behalf of the Supervisory Board

D.R. de Kat
Chairman

Report of the Executive Board

Highlights

Vopak achieved a net profit in 2001, before amortization of goodwill and before extraordinary results, of EUR 132.1 million (2000: EUR 160.1 million). Divestments led to a net extra-ordinary income of EUR 51.0 million. Extraordinary charges amounted to EUR 129.4 million.

Net income for ordinary share-holders (after deduction of preferred dividends) amounts to EUR 35.6 million (2000: EUR 160.1 million). This amount has been added to other reserves.

Earnings per share (before amortization of goodwill and before extraordinary results) amounted to EUR 2.61 (2000: EUR 3.15), while cash flow per share was EUR 6.11 (2000: EUR 6.08).

No proposal will be made to the Annual General Meeting to declare a dividend to common share-holders.

Market situation

Logistics

The worldwide demand for storage capacity and tank shipping for oil products remained at a solid level. Vopak continued the positive trend that was set in 2000 and benefited especially from the favorable global market situation in mineral oils. Utilization rates and throughputs were high. The contract portfolio improved in number and contract duration, as well as in rates.
In Chemicals Logistics, demand and supply were in better balance compared to 2000. Vopak en-hanced its position in Asia through a number of acquisitions.

Chemical Distribution

The chemical industry had to cope with significant excess capacity, a situation that was worsened by the economic recession. This di-rectly impacted on the chemical distribution activities, exerting strong pressure on prices and gross margins as a result of lower product volumes.

Outlook

The financial results for 2002 will depend heavily on the pace of economic recovery in North America and Europe and the extent to which this will take place. Therefore the Executive Board does not consider it possible to issue any specific statement about the results to be expected for 2002. After a dis-appointing financial year 2001, Vopak is on the right track. Cost control, further operational im-provements and growth of services will undoubtedly further enhance the bases of the two core activities in 2002.

Financial performance

Net sales

The economic recession, which was becoming apparent as early as 2001, impacted the financial results of Vopak during the second half of the year significantly. After an excellent first half year for each of the two core activities, the lower level of economic activity in the chemical industry hit the chemical distribution activities hard.

Vopak increased sales in 2001 by 35.9% to EUR 5,639.7 million (2000: EUR 4,150.7 million). This increase relates almost entirely to the acquisition of Ellis & Everard. Exchange rate movements had a small negative effect of 0.4%. On balance net sales remained at the same level.

Oil Logistics once again experienced a good year, as Vopak was able to benefit from the favorable global market situation in mineral oils. Also in Chemicals Logistics, the utilization of storage capacity remained at a satisfactory level. The business process optimization in connection with the integration of the Van Ommeren and Pakhoed organizations led to further cost reductions. Vopak succeeded in realizing cost savings of EUR 22 million during the financial year. Along with the EUR 13 million in savings that were achieved in 2000, this meant total merger benefits of EUR 35 million. The business units involved are by now fully integrated and the improvement programs currently in place are considered part of the regular business processes. It is therefore nearly impossible to quantify further synergy benefits separately.

The economic recession, along with excess capacity in the chemical industry, had a negative impact on the chemical distribution business, especially in the second half of the year. Furthermore the integration of the activities of Ellis & Everard laid a claim on the American and European organizations.

U.S. sales declined across the board, whereas the distribution activities in Canada continued to show growth. In Europe, the weakening of the economy impacted especially the British and Northern European markets, while sales in Southern Europe came under pressure after the third quarter.

Gross margins

In Oil & Gas Logistics and Chemicals Logistics, margins remained at an acceptable level owing to improvements in business processes and, in a number of cases, better contract positions. The margins in Chemical Distribution, both in North America and in Europe, were under significant pressure. The combined effects of the economic downturn and excess capacity in the chemical industry led to a drop both in volumes and in product prices.

Operating income

Operating income (EBITDA) rose by 12% to EUR 505.1 million (2000: EUR 452.7 million). Acquisitions and divestments led to profits of EUR 81.3 million in 2001. Depreciation and amortization increased to EUR 186.7 million (2000: EUR 139.5 million). As from 2001, goodwill is capitalized and

Net sales

In EUR millions	2001	2000
Oil & Gas Logistics	279.4	292.3
Chemicals Logistics	515.7	468.2
Chemical Distribution North America	3,152.5	2,301.2
Chemical Distribution Europe	1,676.7	1,063.0
Others	15.4	26.0
Total	5,639.7	4,150.7

amortized over a period of maximum 20 years. Goodwill amortization in 2001 amounted to EUR 18.1 million (2000: nil).

The table below shows the operating results (EBITDA) including the breakdown for the first and second halfyear of both 2001 and 2000.

Net interest expense

Net interest expense increased by EUR 60.7 million mainly owing to the acquisition of Ellis & Everard. This includes non-recurring expenses incurred in connection with the financing of this acquisition. The average interest rate amounted to 6.1% (2000: 6.5%).

Group operating income before depreciation and amortization (EBITDA)

In EUR millions	EBITDA					
	2001	H2	H1	2000	H2	H1
Oil & Gas Logistics	156.4	73.0	83.4	151.3	79.9	71.4
Chemicals Logistics	204.4	103.7	100.7	178.1	93.2	84.9
Chemical Distribution North America	117.2	51.1	66.1	91.6	45.4	46.2
Chemical Distribution Europe	46.1	11.6	34.5	30.6	8.7	21.9
Other activities	6.3	-1.9	8.2	13.3	6.4	6.9
Unallocated	- 25.3	- 15.0	- 10.3	- 12.2	- 3.5	- 8.7
Total	505.1	222.5	282.6	452.7	230.1	222.6

Equity participations: income and capital employed

The contribution of non-consolidated equity participations to group operating income and capital employed can be broken down as follows:

Income from equity participations and capital employed

In EUR millions	Income from equity participations		Capital employed	
	2001	2000	**2001**	2000
Oil & Gas Logistics	**40.3**	34.2	**132.7**	131.7
Chemicals Logistics	**19.2**	13.0	**135.3**	72.7
Chemical Distribution North America	**–**	–	**0.3**	0.3
Chemical Distribution Europe	**–**	–	**0.2**	0.2
Others	**3.3**	8.2	**69.1**	264.5 *
Total	**62.8**	55.4	**337.6**	469.4

** including investment in Ellis & Everard of EUR 154 million*

Taxation

The effective tax rate on ordinary income for 2001 amounts to 35.4%, which is 4.3% more than in 2000 (31.1%). The increase in tax rate is mainly caused by goodwill amortization expense, which is not deductible for tax purposes.

Extraordinary items

Divestments resulted in a net extraordinary profit of EUR 51.0 million. This is offset by extraordinary expense totalling EUR 129.4 million for the write-off of an IT system for the European distribution organization, the write down of the investment in the shipping company Broström, and non-recurring restructuring costs in connection with the integration of Ellis & Everard. On balance, the income statement thus reflects extraordinary expenses amounting to EUR 78.4 million.

Net profit in 2001 before amortization of goodwill and before extraordinary results is EUR 132.1 million (2000: EUR 160.1 million). Earnings per share (before amortization of goodwill and excluding extraordinary items after taxes) amounted to EUR 2.61 (2000: EUR 3.15), while cash flow per share amounted to EUR 6.11 (2000: EUR 6.08).

Dividend

No proposal will be made to the Annual General Meeting to declare a dividend to common shareholders.

Goodwill

As from 2001 goodwill will be capitalized as intangible fixed assets and amortized over a period of maximum 20 years. Goodwill amounting to EUR 382.5 million was paid in 2001, mainly in connection with the acquisition of Ellis & Everard.

Cash flow return on investment (CFROI)

Cash flow return on investment dropped during the financial year by 0.6% to 11.4%.

In this yield measure, the operating result before interest, taxes, depreciation, including amortization of goodwill (EBITDA) is stated as a percentage of average gross capital employed. The gross invested capital is the historical purchase value of intangible and tangible fixed assets, financial fixed assets, working capital and the goodwill paid in prior years. In this calculation EBITDA, excluding other operating income, is stated as a percentage of average gross capital employed, excluding tangible and financial fixed assets not used to generate operating income.

The historic cost of goodwill paid in prior years amounted to EUR 873.4 million at the end of 2001 (2000: EUR 500.6 million). The return on average gross capital employed for the main operating business units including goodwill can be summarized as follows:

Cash flow return on investment (CFROI)

In EUR millions	2001			2000		
	EBITDA	Average gross capital employed	CFROI	EBITDA	Average gross capital employed	CFROI
Oil & Gas Logistics	153.9	1,007.0	15.3%	151.2	1,158.9	13.0%
Chemicals Logistics	202.7	1,551.8	13.1%	178.7	1,469.5	12.2%
Chemical Distribution North America	117.1	1,108.0	10.6%	91.3	683.6	13.4%
Chemical Distribution Europe	46.3	635.6	7.3%	30.5	338.0	9.0%

For the total portfolio of activities of Vopak the return is 11.4% (2000: 12.0%). This calculation is as follows:

Cash flow return on investment (CFROI)

In EUR millions			**2001**			2000
	EBITDA	**Average gross capital employed**	**CFROI**	EBITDA	Average gross capital employed	CFROI
Total Vopak	**500.9**	**4,395.3**	**11.4%**	452.8	3,774.7	12.0%

Creation of shareholders' value is one of the strategic goals of Vopak. This can be achieved by increasing the Cash Value Added (CVA). For this purpose CFROI is compared against the weighted average cost of capital (WACC) of the group.

Since 2000, Vopak applies value-based management as an instrument to evaluate overall business performance, including the return on investments and acquisitions.

Cash flow and investments

Cash flow from operations increased with EUR 27.0 million to EUR 299.3 million (2000: EUR 272.3 million). Including movements in working capital, the cash flow from operating activities amounted to EUR 398.1 million (2000: EUR 183.4 million). Net investments in 2001, including acquisitions and divestments, amounted to EUR 520.0 million (2000: EUR 357.9 million).

Investments

Net investments, as detailed in the consolidated cash flow statement, amounted to EUR 520.0 million in 2001:

Investments and disposals

In EUR millions		2001
Investments		
Tangible fixed assets	214.1	
Financial fixed assets	58.1	
		272.2
Group companies		467.4
		739.6
Disposals		
Tangible fixed assets	50.5	
Financial fixed assets	43.1	
Group companies	126.0	
		219.6
Net investments		520.0

The breakdown by activity for 2001 is as follows:

Investments by activity

In EUR millions		2001
Oil & Gas Logistics	- 58.4	
Chemicals Logistics	128.8	
Chemical Distribution North America	292.2	
Chemical Distribution Europe	195.3	
Others	- 37.9	
Net investments		520.0

Funding

The net debt increased by EUR 296.3 million to EUR 1,547.4 million (2000: EUR 1,251.1 million). This increase includes EUR 13.3 million arising from currency exchange differences.

The funding position consists of the following elements:

Net debt

In EUR millions	2001	2000
Cash and cash equivalents	**152.3**	115.9
Long-term debt	**- 1,400.0**	- 1,095.8
Current portion of long-term debt	**- 106.4**	- 109.9
Debt owed to banks	**- 193.3**	- 161.3
	- 1,547.4	- 1,251.1

New credit facilities amounting to EUR 925 million were obtained at the start of the year, mainly to finance the Ellis & Everard acquisition. These facilities were lowered to EUR 625 million during the course of the year. Furthermore, Vopak has issued notes to the private market for the aggregate amount of EUR 507 million. In connection with this funding, Vopak will in future mainly focus on new ratios that are related to cash flow.

The principal ratios are:

- Total leverage, defined as net funding position, including guarantees replacing credit and excluding subordinated loans, divided by operating result before depreciation and amortization
- Interest coverage ratio, defined as operating result before depreciation and amortization, divided by interest expense

Funding ratios

	2001	2000
Total leverage	**3.1**	2.8
Interest coverage ratio	**4.4**	8.5

Foreign currencies

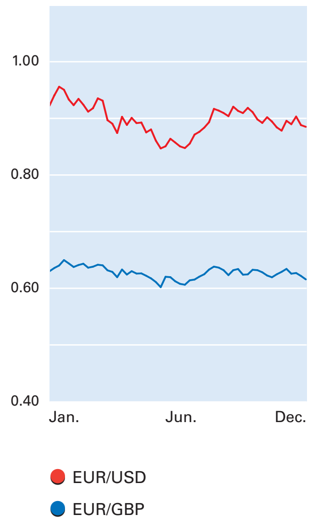
For Vopak, the principal foreign currencies versus the euro are the US dollar (USD), the Singapore dollar (SGD), and the British pound (GBP). Income and expense items in foreign currencies are translated at the weighted average exchange rates applying for the period, taking into account the effects of hedging:

Exchange rates 2001

Per 1 euro	USD	SGD	GBP
Average exchange rate, after hedging (translation rate for income statement items)	0.97	1.74	0.62
Year-end exchange rate (translation rate for balance sheet items)	0.88	1.64	0.61

Exchange rates 2001

Per 1 euro



Organization and employees

Vopak is an internationally oriented company. Key aspects in its human resources policy are the sharing of responsibilities, informal and open communication lines and a strong team spirit that provides opportunities for every person, regardless of nationality, sex, religion, age, or personal lifestyle. Respect forms the basis for every business action.

The specific nature of the services provided to companies in the oil and chemical industry places high demands on employees - at every level within the organization. On the other hand Vopak, with its international character and its high-quality customer network, offers its employees many challenges and exciting career opportunities.

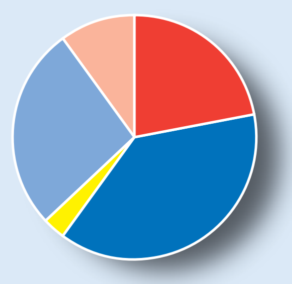
The principle that underlies Vopak's human resources policy is to assist the various Vopak companies in benefiting fully from each other's expertise and from best practices in the field of human resources. At the personal level, employees are encouraged to consider where their added value to the company may lie and how they can develop themselves in a business environment.

The year 2001 saw the harmonization of employment terms of the former merger partners, the integration of Ellis & Everard into the Vopak organization and the consolidation of all European companies in the field of Chemicals Logistics into a single business unit organization. Following the purchase of Ellis & Everard the total number of employees increased to over 12,000 during 2001. Through rationalization and efficiency measures, the total number of Vopak employees could be reduced to 11,288. This reduction has been achieved mainly through natural attrition.

In 2001 further work took place on the development of Vopak's company identity. Vopak realizes the full importance of shared principles, values and objectives as binding elements in the organization and it works actively toward their realization. The most important features of the Vopak culture at this time are focus on results, innovation and accountability. The reinforcement of these features will be a prime focus in the coming years within the management development programs. Continuity and quality of management will be an important objective in that context and qualified employees can fill possible vacancies.

In addition, a program has been developed to strengthen the leadership qualities of our managers. This program, along with the formulation of Vopak's cultural identity, represents the start of a Performance Management System that will become operational in the course of 2002.

Average number of employees by activity



- Chemical Distribution North America
- Chemicals Logistics
- Oil & Gas Logistics
- Chemical Distribution Europe
- Other

Safety, health and environment

Safe practices, healthy working conditions and conservation of the environment are essential for the well being of all employees and for the sustainable profitability of Vopak. For that reason, the global SHE policy (Safety, Health and Environment) gets the highest priority at all levels within the company and forms an integrated component of business operations. Management of the Vopak companies is responsible for the local implementation of the SHE standards that have been formulated on a company-wide basis. Central elements therein include organization and communication, standards and procedures, training and education, reporting, assessment and controls, and change management. During the financial year, Vopak spent approximately 15% of its total investments on SHE-related improvements.

In 2001 the extra focus on SHE within the Vopak companies led to a significant number of improvements. In response to the events of September 11, for example, all security measures were re-examined and, where necessary, reinforced. In addition, Vopak implemented an advanced knowledge management system, which significantly increased its ability to compare results among business units, to share best practices, to exchange product information and to standardize procedures. Updates on SHE progress are distributed regularly through newsletters and bulletins, both at local level and worldwide.

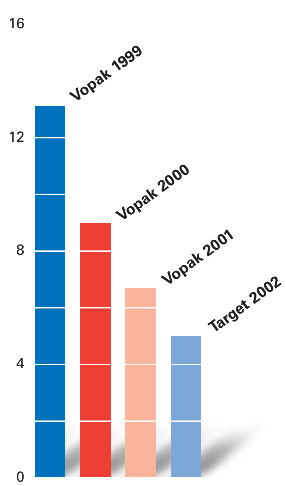
The training and education programs on SHE issues have been expanded and intensified during 2001.

The joint effort made by all Vopak employees resulted in a reduction of more than 25% of the 'lost time injury rate' (LTIR, the number of accidents resulting in absence per one million working man hours) compared to 2000. Regrettably we have to report a fatal accident in 2001, which took place at one of the Dutch terminals.
With a view to meeting the increasingly stricter industry LTIR requirements, Vopak's objective is to reduce this figure even further. Against this background, Vopak therefore benchmarks its SHE policy against the chemical industry standards.
The goal for 2002 is a further reduction of the LTIR. Continuing focus on improvement and intensification of the SHE policy must be guaranteed to achieve this objective.
In addition to the business unit audit programs, Vopak performs regular audits within the context of an active risk management policy. As from July 2001, Vopak began applying a new audit program called IRMA (Integrated Risk Management Audit). Applying IRMA methodology, the company identifies the SHE risks and issues recommendations for improvement.

Vopak participates actively in a number of industry and government task forces that support the development of future legislation.

LTIR performance

LTIR per 1 million workhours



Main development by business activity

Activities

Storage and value added services

- Storage
- Product handling
- Blending
- Upgrading
- Inventory management

Transport and value added services

- Deep-sea and coastal tanker shipping
- Inland tanker barging
- Agency and Captains' Room

OIL & GAS LOGISTICS

Business Units

- Vopak Oil Logistics Europe & Middle East
- Vopak Logistics Asia
- Vopak Vegoil Logistics
- Chemgas
- Vopak Agencies
- Broström (50%)

Peer Group

- Oiltanking
- Kinder Morgen
- IMTT
- ST Services
- Petroplus
- Williams

Oil & Gas Logistics

Income statement

In EUR millions	2001	2000
Net sales	279.4	292.3
Other operating income	2.5	0.1
Gross margin	278.2	288.5
Expenses	- 162.1	- 171.4
Income from equity participations	40.3	34.2
EBITDA	156.4	151.3
Depreciation	- 40.2	- 36.3
Group operating income	116.2	115.0

Balance sheet

In EUR millions	2001	2000
Intangible fixed assets	–	–
Tangible fixed assets	306.3	365.8
Financial fixed assets	133.8	131.7
Total fixed assets	440.1	497.5
Inventories	3.1	3.1
Trade accounts receivable	54.5	82.9
Other accounts receivable	32.5	27.2
Accounts receivable, prepaid expenses and accrued income	87.0	110.1
Trade accounts payable	- 47.1	- 62.8
Other accounts payable	- 68.5	- 66.6
Accounts payable and other debts	- 115.6	- 129.4
Capital employed*	414.6	481.3

** Capital employed consists of intangible and tangible fixed assets excluding work under construction, financial fixed assets and working capital net of financing and cash elements*

CFROI

In EUR millions	2001	2000
EBITDA*	153.9	151.2
Average gross capital employed	1,007.0	1,158.9
In percentage		
CFROI	15.3	13.0

** EBITDA excluding other operating income*

Vopak is a prominent worldwide logistics service provider in the field of oil products. In Europe, Asia and the Middle East Vopak is the largest independent player in the market. The most important activities are tank storage and transport, both in combination with value added services. Vopak's customers range from traders and governments (for which the company manages strategic stocks) to refineries and petrochemical companies. Most Vopak customers operate worldwide and look for service providers who also operate on a worldwide basis.

Vopak is optimally equipped to meet this demand, with its network of 75 terminals - 51 suitable for storage of oil products - spread across Europe, North America, the Middle East, Asia and Latin America.
These are modern, well-equipped, and efficient business operations. Total tank storage capacity for fluid oil products amounts to approximately 16 million m^3. For water transport to the European hinterland, Vopak has access to a fleet of 88 barges. In addition, Vopak offers its customers transport possibilities via the deep-sea and coastal tankers of Broström and related companies. In the oil market, the structural demand for logistic services by independent providers has grown as a result of the rationalization of refinery capacity and the restructuring of the oil industry. This has resulted in opportunities for new players.

Stricter environmental legislation for fuels will also lead to increased demand for specialized storage capacity. An important development is the legal requirement to reduce the sulfur content in fuels. The complexity of the treatment of sulphurous products has grown since these requirements are not uniform for all countries or for all products.

This leads to additional demand for more specialized storage.

For independent logistic service providers such as Vopak, this presents significant market opportunities. Vopak addresses this situation by improving the geographic coverage of its terminal network in strategic locations and by concluding more long-term service contracts, where tank capacity and related logistic services have come to form an integrated part of the customer's logistics process.

The profitability of Oil Logistics is determined by the combination of storage tank utilization, throughput (the frequency with which the products enter and leave the tank) and the operational availability of the fleet. Within Oil Logistics, tank storage generates a relatively stable cash flow, of which a large equity portion is invested in a network of Vopak-owned terminals.

Mineral oil products

Tank storage

In 2001, the positive trend that prevailed during the preceding year continued and Vopak benefitted from the favorable market situation worldwide in mineral oils. Capacity utilization and throughput were high. The contract portfolio improved both in numbers, contract duration, and pricing. The quality of sales thus improved substantially. Synergy benefits realized through the integration of the Van Ommeren and Pakhoed organizations, as well as projects aimed at further process improvement, led to a drop in cost levels, while service quality was maintained.

In Rotterdam, Vopak realized a substantial improvement of the existing infrastructure by completing the integration of the two Europoort terminals and the conversion of storage tanks, which created new possibilities for the storage of other high-quality oil products.

The Europoort terminal in Rotterdam has developed into an important European hub for fuel oil. This has resulted in a growing demand for specialized storage services. Vopak has adjusted its capacity to accommodate this demand.

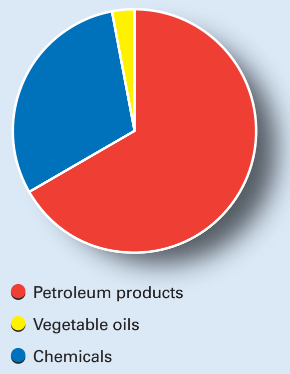
The terminals in Basel and Hamburg benefitted significantly from the booming market and realized high throughput. Tallinn, the export port for oil products produced in Russia, once again had a good year, surpassing the tonnage that had been processed in 2000.

Vopak sold its 21% minority interest in the French terminal Dépôts Pétroliers de Fos S.A. (DPF) in Marseille during the year.

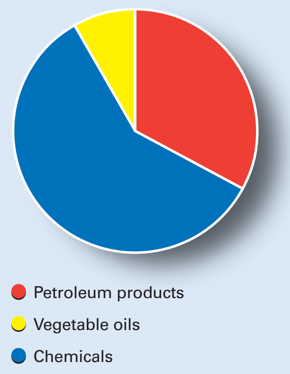
The terminal in Fujairah (United Arab Emirates), in which Vopak has a 30% interest, was fully utilized during the entire year. Fujairah is strategically located just outside the Arabian Gulf and proves to be an excellent location for independent tank storage. Its contract position improved substantially. Storage capacity has meanwhile been expanded by 85,000 m^3.

In Southeast Asia, the various Vopak terminals, especially in Singapore fulfill an important hub function. Not only from a logistic but also from a commercial point of view, this hub function represents a suitable location for customers in the sale and distribution of their products to other Asian destinations. Due to the higher utilization rate and renewal of contract duration at higher prices in Singapore, Vopak realized a better result here than in 2000. Major contributing factors to this improvement included the storage of fuel for the bunker market and energy

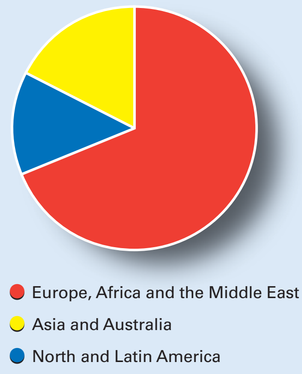
Tonnage received



Net sales



Tank storage capacity by geographical area



companies as well as the storage of aviation fuel and the blending of gasoline for other Asian countries.

During the year, Vopak sold its interest in the under-performing Hastings Terminal (Melbourne), Australia.

Transport

In the Swiss shipping area, the barge fleet was able to profit from higher production volumes. The German fleet, on the other hand, performed poorly. In the course of the year, a number of ships belonging to the German and Swiss fleet were sold.

During the financial year, Vopak Mineral Oil Barging signed an agreement in principle with Van der Sluijs to bundle the shipping activities of the two companies through a joint venture. At the start of 2002, a collaboration agreement to that effect was concluded. Following approval by the European Commission, the new combination will operate as from the second quarter of 2002 under the name *Interstream Barging*. The combination thus becomes one of the largest tank freight shippers for the transport of mineral oil products in the Netherlands, Belgium, and on the Rhine in Germany.

Broström, in which Vopak still has a 50% interest, can look back on a good year in deep-sea and coastal shipping. Its strategy is aimed at participation in the customer's logistics processes using a modern fleet on a contract basis. This policy is bearing fruit. Results improved compared to 2000, in particular through excellent performance in the contracted volumes, partially offsetting the somewhat weaker spot market. Vopak expects to reduce its interest in Broström in 2002.

In 2001 Vopak sold Theodora Tankers to Targit Shipping of Sweden. The sale of Theodora Tankers is a consequence of the strategy to reduce the amount of capital invested in non-core activities.

Gases

Tank storage

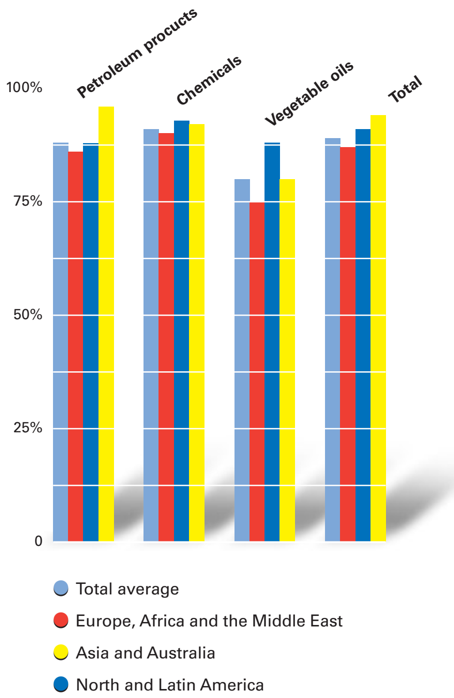
With a storage capacity of 72,000 tons, the Chemgas Terminal in Vlissingen is the largest independent gas storage terminal in Northwestern Europe. During the second half of the financial year the LPG market was considerably down. Reasons for this include the lower use of LPG compared to other fuels, the relatively mild winter, and the limited demand by the chemical industry. The demand for storage of chemical gases stayed high by comparison. However, the expected propylene import growth has not materialized.

Transport

While the market as a whole was soft, Chemgas Shipping maintained its position as market leader in Northwestern Europe in the field of tank shipping of chemical gases and LPG and related logistic services. Contract positions remained unchanged. A drop in activity was experienced especially on the spot market. Innovation and further cost control were the central themes in the year 2001.

Rate of utilization

As a % of total capacity



Vegetable oils

Vopak had a good year both in storage and transport of vegetable oils and oleo-chemicals. The utilization rate and throughput of the terminals continued at a high level.

Owing to increased production levels in countries such as Malaysia, the European import of tropical oils (palm oil, palm pit oil, coconut oil) grew. The production and consumption of environmentally friendly oleo-chemicals likewise continue to grow.

Food safety is becoming an increasingly important theme, impacted by the mad-cow and foot-and-mouth disease crises and related quality controls, which are subjected to stricter standards. This presents significant opportunities for Vopak activities.

Three ships that belong to the edible oil barging fleet were sold and leased back during the year.

Agencies

Liner agencies

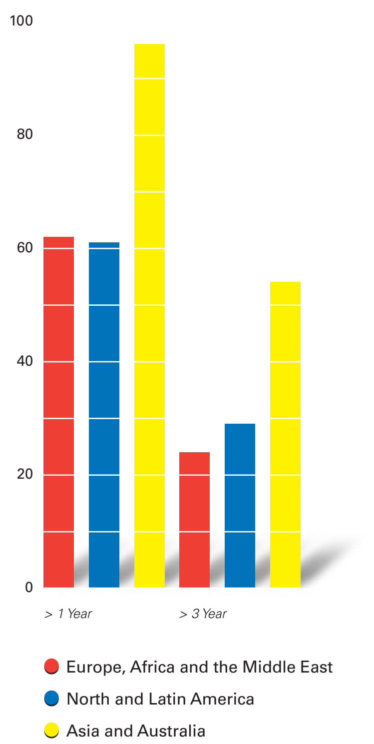
During the year Vopak sold its liner agencies to Koninklijke Burger Groep. This involved activities in the Netherlands, Belgium, France, Germany and Sweden.

Shipping agencies

The shipping agencies experienced diverse results, with the positive developments in handling of tankers, especially in Rotterdam, largely offsetting the business drop in most other locations. The introduction at the start of 2001 of the *Hubview* concept, which is based on Internet technology, expanded the application potential of the Hub agency concept. Vopak coordinates all European agency activities for various foreign ship owners, in its position as main agent.

Revenues by contract duration

As a % of sales



Main developments by business activity

Activities

Storage and value added services

- Storage
- Blending
- Upgrading
- Drumming
- Truck and Railtankcar loading and unloading
- Warehousing
- (Re-) Packaging
- Stock and inventory management
- Flow-management
- Industrial terminaling
- Co-siting

Transport and value added services

- Deep-sea and coastal tanker shipping
- Inland tanker shipping
- Tank containers
- Waste management
- Railcar management
- Transport management
- On-site-Logistics





CHEMICALS LOGISTICS

Business Units

- Vopak Chemicals Logistics Europe and Africa
- Vopak Logistics North America
- Vopak Logistics Latin America
- Vopak Logistics Asia
- Vopak Barging Europe
- Vopak Chemical Tankers
- Vopak Logistic Services
- VOTG Tanktainer (40%)

Peer Group

- Oiltanking
- Stolt Nielsen
- Odfjell
- LBC

Chemicals Logistics

Income statement

In EUR millions	2001	2000
Net sales	515.7	468.2
Other operating income	1.7	- 0.6
Gross margin	517.4	467.6
Expenses	- 332.2	- 302.5
Income from equity participations	19.2	13.0
EBITDA	204.4	178.1
Depreciation	- 68.9	- 66.8
Group operating income	135.5	111.3

Balance sheet

In EUR millions	2001	2000
Intangible fixed assets	5.7	–
Tangible fixed assets	866.3	818.1
Financial fixed assets	135.7	72.7
Total fixed assets	1,007.7	890.8
Inventories	0.7	1.1
Trade accounts receivable	96.6	100.1
Other accounts receivable	94.5	60.6
Accounts receivable, prepaid expenses and accrued income	191.1	160.7
Trade accounts payable	- 47.6	- 40.3
Other accounts payable	- 132.4	- 95.4
Accounts payable and other debts	- 180.0	- 135.7
Capital employed*	1,019.5	916.9

** Capital employed consists of intangible and tangible fixed assets excluding work under construction, financial fixed assets and working capital net of financing and cash elements*

CFROI

In EUR millions	2001	2000
EBITDA*	202.7	178.7
Average gross capital employed	1,551.8	1,469.5
In percentage		
CFROI	13.1	12.2

** EBITDA excluding other operating income*

Vopak provides services for large customers by applying its extensive knowledge of logistics processes. This generally involves chemical producers and processors of chemical products, the oil and petrochemical industries, traders and specialized distributors, all of whom operate worldwide. A clear trend toward outsourcing of non-core activities is also noticeable in the chemical industry. Efficient inventory management through just-in-time delivery plays a significant role in this trend.

The company's strategy focuses on supplying logistics services to the chemical industry that provide clear added value based on the one-stop-shopping concept. Against this background, Chemicals Logistics activities were combined under a single management during the year.

Vopak concepts such as *industrial terminaling* fit well into this strategy. Based on long-term contracts with industrial parties, Vopak builds the tank storage and pipe connections. Next it manages and controls these installations and performs supplementary logistics services on behalf of the surrounding chemical industry.

The company's customers can always count on recognizable quality, reliability and efficiency, as well as on compliance with strict requirements in the field of safety, health and environment.

Vopak services are based on a network of 75 tank storage terminals, including 61 suitable for storage of chemical products, spread over Europe, North America, the Middle East, Asia and Latin America. The terminals are situated in locations that are strategic in relation to its users and the main shipping routes and they provide a wide range of services that supplement the storage and transshipping facilities. Total storage capacity amounts to approximately 10 million m^3. Vopak is capable of handling the entire supply chain of services, both over water and on land. The company does this in part using its own assets (such as tankers, barges and warehouses) and in part through services contracted from third parties (such as trucks, rail and containers).

The Chemicals Logistics activities generally involve a relatively high investment level because of the use of specialized facilities for storage and transport. This reflects the diversity of chemical products and related environmental and safety requirements. Within Chemicals Logistics tank storage generates relatively stable cash flows. The level of profitability is determined by the utilization of storage tanks, the operational deployment of the fleet, and the ability to offer a chain of integrated value-added services.

Tank storage

Europe and Africa

2001 was a good year for Vopak's tank storage companies. Demand for storage capacity remained solid. Sales and operating income performed well above 2000 levels, in spite of a partial reduction in storage capacity in Rotterdam and the United Kingdom. Lower costs resulting from improved business processes, along with better product/market combinations and higher throughput, contributed to the better result. In addition, higher product volumes in Belgium, the United Kingdom, South Africa and the acquisition of two Finnish terminals led to a higher profit contribution. The total contract position improved compared to 2000.

During the year much attention was directed to market research and customer segmentation. This led to a better insight into the exact needs of customers and into the way to approach them. As a result, Vopak can now better align its services and organization with the specific demands and wishes of individual customers.

The cooperation within Chemicals Logistics between tank storage, tank shipping, barging, and logistic services is starting to bear fruit now that the businesses are operating in a single organization, under an all-encompassing management.

The chemical industry progressively places higher SHE demands on logistic service providers. Against that background, Vopak ensures that its SHE policy meets increasingly strict chemical industry standards.

As to the competitive situation among seaports in the ARA region, Antwerp in particular, is playing an increasingly significant role. Therefore, Vopak decided to centralize its commercial management for tank storage in the seaports in the ARA area.

The operating results of the Rotterdam terminals improved greatly as a consequence of adjustments to the Botlek terminal, where storage capacity was adapted to accommodate more product/market-specific combinations such as methanol. Rotterdam is an important distribution hub in the region. Vopak manages the entire logistics chain here for a number of large contracts: tank shipping, storage, and barging. Methanol is delivered to the chemical industry by means of pipelines, barge vessels, and tank trucks.

The terminals in London and Ipswich showed better results compared to 2000. The Tees terminal clearly suffered from the lower activity levels in the chemical industry in the United Kingdom, which resulted from the deterioration of its competitive position.

In Finland two terminals were taken over by Vopak in April. They provide a strategic position in the export of chemicals from countries that belong to the former Soviet Union.

Developments in South Africa were positive. Vopak's SHE policy is turning out to be a significant competitive advantage.

North America

The North American terminals experienced high utilization rates and volumes. In the second half of the financial year, however, the economic slowdown was clearly felt here too. In addition, the effect of the expansion of tank storage capacity along the American Gulf Coast was becoming noticeable toward the end of the year. Profits rose, partly as a result of the successful renegotiations for renewal of part of the outstanding contracts. The share of long-term contracts in the overall portfolio rose to over 53% (2000: 46%).

Activities in the fields of Waste Management and Logistic Services showed stable growth but clearly suffered during the second half of the year from the economic slowdown. To enable implementation of the facility management concept, a reorganization to increase efficiency and to reduce labor costs was carried out at the terminals. Excellent results were also achieved in the SHE area, with the number of accidents dropping substantially.

During the year, Vopak sold its marginally performing terminal in Richmond, California.

Latin America

The worldwide economic downturn also affected the Latin American region. Nonetheless tank storage operations in Brazil, Chile, and Peru experienced a good year, as the terminals were able to maintain a constantly high utilization rate. The results for Mexico lagged behind expectations. Storage capacity in Aratu, Brazil has been enlarged by 17,000 m^3.

In Chile, the quality of the contract portfolio improved considerably, in particular through a shift from vegetable oils to chemicals, which will allow a more stable market position in the long run.

The demand for storage capacity in Peru declined due to the political tension engulfing the country during a major part of the year. Nonetheless, good results were achieved.

Mexico suffered severely from the economic downturn in the United States and the lower price for crude oil. The utilization rate of the Vera Cruz terminal was disappointing. For that reason vegetable oils are increasingly being replaced by chemicals, which are more lucrative. Early February 2002 Vopak acquired a tank storage company for chemical storage in Altamira, which is located in an important industrial region. This terminal is in an excellent position to provide logistic services to industrial companies in this region.

Asia

The local chemical production capacity in Asia is growing strongly. Vopak participates fully in this development through the enlargement of its own network, the development of logistic centers at new chemical production and end-user locations, and by providing value-added logistic services.
The demand for storage capacity was good during the entire year, partially due to a strong spot market.
The utilization rate was high.
Vopak strengthened its position in Asia significantly through the takeover of the Asian tank storage activities of GATX Corporation. Vopak acquired interests in and the management of the Penjuru Terminal in Singapore (capacity 152,000 m^3), the Kertih Terminal in Malaysia (395,000 m^3) and the Chinese Shandong Lanshan Terminal (96,000 m^3). Especially in Singapore, the integration with the existing interests has already led to significant efficiency benefits. In addition, Vopak acquired the 40% interest of GATX in the Japanese joint venture with Nippon Express and Nagase. This joint venture operates chemical terminals, in Kawasaki, Kobe and Yokohama, with a combined capacity of 136,000 m^3.

Vopak is having great success in Asia with its *industrial terminaling* concept. Examples of this include Vopak's Map Ta Phut Terminal in Thailand, the Engro Vopak Terminal in Pakistan, the Sakra Terminal in Singapore and the recently acquired Kertih Terminal in Malaysia.

Vopak also expanded the capacity of its Sakra Terminal in Singapore by 38,000 m^3. This was in connection with the new factory of Mitsui Bi-phenol for industrial terminaling, on the basis of a long-term contract for 15 years. This expansion has led to further improvement of the Sakra Terminal results.

Vopak sold its non-strategic 10% interest in the Dalian Terminal in China.

Logistic Services

In 2000 Vopak launched the Logistic Services activity, which was intended to strengthen Vopak's on land-logistic services. Cooperation between the various Vopak business units is a prerequisite here. On behalf of customers Logistic Services takes over the management of the logistics process, thereby reducing overall logistic expenses. An increasing number of customers are looking for a broad service package such as this.

The Logistic Services companies established in Europe, the United States, Asia, and Australia gradually expanded their activities in 2001.
In the Benelux, a strong position has meanwhile been built up with Logistic Services using the network of third parties in addition to its own centers. The acquisition and successful integration of Van Wellen in Belgium has led to cost savings and improvement of Vopak's market position in the Antwerp region.

The first on-site project was started in France, whereby Vopak carries out logistics activities from the location of the customer.
Vopak also entered into several new flow management contracts in 2001. Under these contracts, Logistic Services stores products for customers and organizes the logistic process, including just-in-time delivery of products and invoicing requirements.

Logistic Services activities started in 2000 in Singapore, China, Taiwan and Australia developed in a positive way. In Australia, Vopak acquired a 55% interest in A.P.C.S., which meant a start of expansion of logistic services in this country.

Tanker shipping

For Vopak's chemicals coastal tanker shipping operation, the year 2001 meant a turnaround, with the market showing a significant improvement. The general downturn in the chemical sector had little impact on sales. A large number of contracts was concluded or renewed at better prices, while the spot market, which accounts for approximately 25% of sales, also improved strongly. New contracts replaced

approximately 10% of sales. All these factors led to considerable profit growth.
In addition, two of the sixteen ships of the chemicals fleet were sold and not replaced.

The first full operational year of the ChemPool with Essberger was altogether satisfactory. The objective of the joint pool has been realized: based on a larger fleet create flexibility in the availability of specialized vessels, leading to a improvement in the quality of services provided and realize higher utilization rates for the ships. This has contributed to improved results. With two ships less than in 2000, the pool transported 4.8 million tons during the year; an increase of 10%.

Inland tanker shipping

Despite the economic slowdown in the chemical industry, 2001 was a year in which Vopak Barging Europe achieved a significant profit increase. While sales increased, operating profit grew, owing to lower costs, higher prices, improvement of the quality of the contract portfolio, higher utilization, and taking optimal advantage of the shortage in stainless steel storage capacity. The increased demand for shipping capacity for petroleum products also had a positive impact on the results of the chemicals fleet. Vopak Barging Europe was, furthermore, able to benefit from more intensive cooperation with the tank storage and coastal shipping companies within the Chemicals Logistics group. The quality system that was realized in 2001 contributed significantly to the improvement of SHE performance; the LTIR was much lower.

As part of the privatization program to reduce capital invested, three ships were sold during the year.

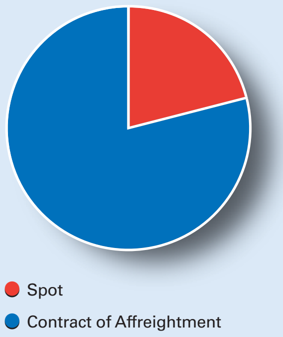
In 2001, a substantial number of newly constructed double-hull, mainly coated tankers was launched by European inland tank shipping companies. This trend is likely to continue. The penalty for new built will disappear in 2003, so a wave of new built vessels can be expected as from that time. The fleet belonging to Vopak Barging Europe consists mainly of double-hull, stainless steel ships. Along with a largely privatized fleet, which consists mainly of ships with coated tanks, Vopak can offer its customers an ideal mix of specialized shipping capacity.
The demand for high-quality, double-hull tonnage, which is Vopak's specialty, continues to grow.

Tank containers

This activity, performed under the name of VOTG Tanktainer, in which Vopak has a 40% interest, can look back on a positive year.

Vopak Chemical Tankers

Contract position



Main developments by business activity

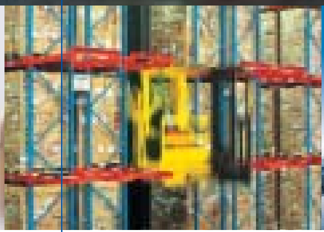
Activities

Sales services

- Selling commodity and specialty chemical products
- Financial services
- Procurement and sourcing
- Technical information and support on product knowledge, product application, safety and environment
- E-Business
- Order fulfillment and processing
- Invoicing and administration

Logistic services

- Warehousing of dry and liquid products
- Product handling
- (Re-) Packaging
- Blending and mixing
- Waste management
- Technical information and support
- Training
- Stock and inventory management
- Transport management
- Vendor managed inventory
- Supply chain optimization
- Sampling and sample distribution



CHEMICAL DISTRIBUTION

Business Units

Chemical Distribution North America
- Canada
- The United States

Chemical Distribution Europe:
- Belgium
- Denmark
- Finland
- France
- Germany
- Ireland
- Italy
- The Netherlands
- Norway
- Poland
- Portugal
- Spain
- Turkey
- The United Kingdom
- Sweden
- Switzerland

Peer Group

- Brenntag
- Ashland
- Solvadis
- Chemcentral
- Helm AG
- Biesterfeld

Chemical Distribution North America

Chemical Distribution

Vopak is engaged in the chemical distribution business throughout both North America and Europe. In this activity the company purchases and sells chemical products, both under its own name and risk and as agent, and also handles the financial and logistics aspects. This means that the company buys thousands of different commodity products in bulk quantities, mainly from prominent international producers, processes these, repacks them in quantities that are matched to the needs of the customer, sells them, and delivers them to some 250,000 industrial end users. In addition, Vopak sells and distributes dry or liquid packaged specialty chemicals, under the producer's brand name, to a large group of end users. For this purpose, Vopak operates an extensive network of 195 distribution centers, spread across the United States, Canada, and fourteen European countries. In this way the company provides producers with a unique and efficient distribution channel for a broad assortment of chemical products in medium or small sizes, both packaged and unpackaged.

In the United States and Canada, Vopak takes a leading position in this business sector, with market shares of 15% and 33% respectively. In the heavily fragmented European market, Vopak has a market share of 8%. The company aims for further growth and enlargement of its market share in these regions.

Profitability in the chemical distribution sector depends on the one hand, on the level of gross margins and volumes that can be achieved based on the overall level of economic activity, and, on the other hand, by the level of control over working capital, logistics efficiency and product throughput.

Income statement

In EUR millions	2001	2000
Net sales	3,152.5	2,301.2
Other operating income	0.1	0.3
Gross margin	641.5	431.0
Expenses	- 524.3	- 339.4
Income from equity participations	–	–
EBITDA	117.2	91.6
Depreciation	- 46.3	- 19.9
Group operating income	70.9	71.7

Balance sheet

In EUR millions	2001	2000
Intangible fixed assets	237.2	–
Tangible fixed assets	386.2	301.8
Financial fixed assets	0.3	0.3
Total fixed assets	623.7	302.1
Inventories	318.5	241.0
Trade accounts receivable	346.6	286.1
Other accounts receivable	73.2	44.8
Accounts receivable, prepaid expenses and accrued income	419.8	330.9
Trade accounts payable	- 374.9	- 316.0
Other accounts payable	- 131.3	- 56.3
Accounts payable and other debts	- 506.2	- 372.3
Capital employed*	855.8	501.7

** Capital employed consists of intangible and tangible fixed assets excluding work under construction, financial fixed asssets and working capital net of financing and cash elements*

CFROI

In EUR millions	2001	2000
EBITDA*	117.1	91.3
Average gross capital employed	1,108.0	683.6
In percentage		
CFROI	10.6	13.4

** EBITDA excluding other operating income*

Business results in chemical distribution in North America suffered severely from various causes. Firstly, the combination of the economic recession and excess production capacity in the chemical industry resulted in pressure on volumes and product pricing, which in turn impacted on achievable gross margins. Secondly, the integration of the newly acquired Ellis & Everard took extra effort. During the fourth quarter, the effects of the tragic events of September 11, also played a clear role. Sales rose in 2001 by EUR 851.3 million to EUR 3,152.5. million. This increase is almost entirely attributable to the acquisition of Ellis & Everard.
In Canada, where Vopak has a leading position, the company achieved excellent results. Similarly, in the market for chemical pesticides, Vopak was able to improve its solid position even further, achieving increased sales and operating profits.

Although the year was generally disappointing from a financial viewpoint, progress was booked in other fields. The successful integration of Ellis & Everard, which was acquired in January 2001, into the former Van Waters & Rogers organization was important in this respect, as the name Vopak USA was established as a new trademark for chemical distribution. The result is an improvement of Vopak's market share by almost 50%, expansion of the assortment with bulk products, access to the distribution market for specialty chemicals, and economies of scale in both purchasing and sales. A solid basis was established for growth and improvement of business results, certainly when the economy recovers.

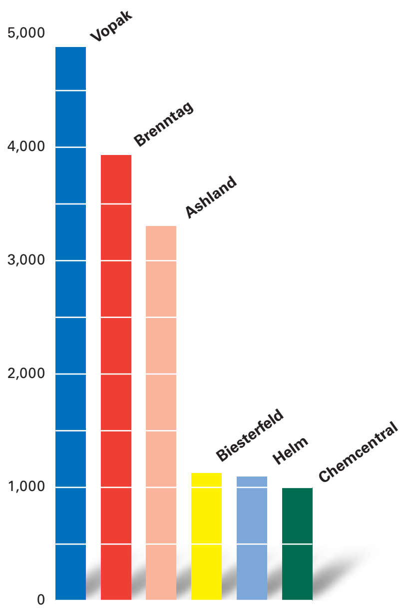
Since the Ellis & Everard acquisition, the facilities of the two companies were merged and a large number of new facilities were added, especially in the Northeastern and Southeastern regions of the United States. This led to substantial cost savings. Vopak now has a network of 140 distribution centers throughout North America, enabling it to operate on a truly coast-to-coast basis.

In addition, actions to improve the infrastructure have been initiated through standardization of the existing ICT systems. In this way Vopak has achieved connectivity with the ICT infrastructure of its principal trading partners. Through the new system, the costs related to sales and administration can be significantly reduced over the coming years.

In the year 2001 Vopak USA saw capacity expansion of its distribution network in Los Angeles. Vopak opened the largest and technologically most advanced distribution center for chemicals in the world. This project follows upon the opening by Vopak of major centers in Chicago and Philadelphia.

Global chemical distribution market in 2000

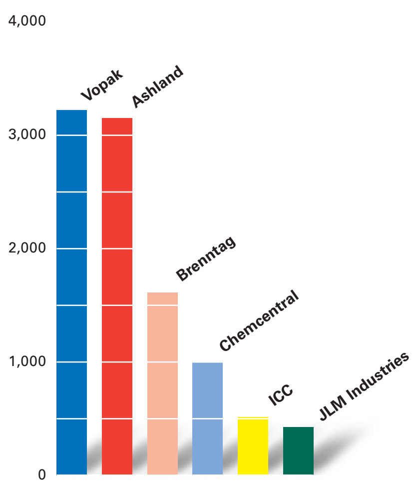
Sales in EUR millions



Based on: 2000 annual reports and Districonsult

North American chemical distribution market in 2000

Sales in EUR millions



Based on: 2000 annual reports and Districonsult

Chemical Distribution Europe

Income statement

In EUR millions	2001	2000
Net sales	1,676.7	1,063.0
Other operating income	- 0.2	0.1
Gross margin	314.0	206.4
Expenses	- 267.9	- 175.8
Income from equity participations	–	–
EBITDA	46.1	30.6
Depreciation	- 28.2	- 13.2
Group operating income	17.9	17.4

Balance sheet

In EUR millions	2001	2000
Intangible fixed assets	127.2	–
Tangible fixed assets	113.4	79.2
Financial fixed assets	0.2	0.2
Total fixed assets	240.8	79.4
Inventories	157.0	103.2
Trade accounts receivable	302.3	231.4
Other accounts receivable	54.3	21.9
Accounts receivable, prepaid expenses and accrued income	356.6	253.3
Trade accounts payable	- 227.6	- 162.3
Other accounts payable	- 84.9	- 36.8
Accounts payable and other debts	- 312.5	- 199.1
Capital employed*	441.9	236.8

** Capital employed consists of intangible and tangible fixed assets excluding work under construction, financial fixed assets and working capital net of financing and cash elements*

CFROI

In EUR millions	2001	2000
EBITDA*	46.3	30.5
Average gross capital employed	635.6	338.0
In percentage		
CFROI	7.3	9.0

** EBITDA excluding other operating income*

The European distribution companies realized sales in 2001 of EUR 1,676.7 million. This increase is almost entirely attributable to the acquisition of Ellis & Everard.

Vopak holds the number two position in Europe in the distribution of chemical products. Its ambition, however, is to achieve a market leading position, similar to that of Vopak in North America. The acquisition of Ellis & Everard has resulted in more critical mass, in particular regarding Vopak's Northern European activities.

In the United Kingdom, Vopak has become the market leader with strong positions in the total range of commodity and specialty chemicals. The activities of Univar UK have been combined with those of Ellis & Everard according to plan, with intended cost savings being realized.

The efforts that accompanied the integration and the weaker economic situation in Europe in the second half of the year had a strongly negative effect on operating results, especially those of the United Kingdom and the Scandinavian countries. In Southern Europe on the other hand, the distribution activities kept pace and even showed further growth, despite the economic slowdown.

In Spain, the takeover of Hispano Productos Quimicos in the fall of 2001 offers the possibility for further expansion of the product assortment. Related results should become evident in 2002. Operating results in the French market, which is vitally important to Vopak, are slightly higher than expected. Vaissière Favre performed well during the first year after acquisition. Vopak's position in the polymers sector has been substantially strengthened through the acquisition of Distrupol, a subsidiary of Ellis & Everard.

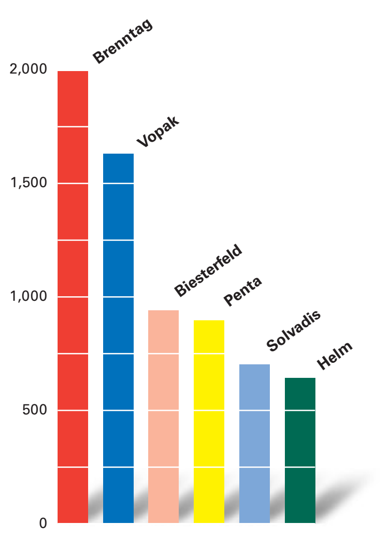
Much attention was paid in 2001 to cost control and the effects of related efforts will also be clearly felt in 2002.

A growing trend in 2001 was that of single sourcing, whereby, on an exclusive basis, a single distributor purchases, stores, and distributes specified packages of non-strategic chemicals on a just-in-time basis. Vopak is able to benefit from this trend through its expertise, extensive assortment of products, and European network of distribution centers.

Further strengthening of current activities in the Benelux and acquiring a position in Germany, will continue to be the goals for the coming years.

European chemical distribution market in 2000

Sales in EUR millions



Based on: 2000 annual reports and Districonsult

At the start of 2002, Vopak decided to discontinue further development of the European ICT system. On the basis of a detailed cost/benefit study, it became apparent that the operational benefits that were estimated at the start of the project would not be achieved. Vopak will enhance its pan-European operation in other ways.

Stevedore companies

In line with the strategy mentioned earlier, interests in the four American dry cargo terminals were disposed of during the year.

Other shipping interests

Van Ommeren Clipper Shipholdings (VOC) is a dry cargo shipping company, in which Vopak, NeSBIC (the venture capital subsidiary of Fortis) and the Clipper Group, each have a one third interest. VOC operates from offices in Rotterdam (the Netherlands), Stamford (U.S.A.) and Melbourne (Australia). It has access to a fleet consisting of between 25 and 50 modern handysize bulkcarriers.
Due to the drop in economic activity, its transport volume was lower compared to the previous year.

In line with its efforts to reduce the use of capital in the shipping business, Vopak sold one third of its 30% interest in the Heavy Transport Group during the year. The heavy-lift shipping activities were furthermore divided between Cableship Contractors Holding NV, in which Vopak now has an interest of 20% and the heavy-lift shipping company Dockwise Transport BV. Vopak's interest in this last company was reduced further to approximately 14.5%, due to a merger with a Norwegian group. The Heerema Group continues to hold management control over these companies.

Corporate governance

Vopak attaches great value to a proper balance between the interests of its various stakeholders. Integrity, openness, supervision, accountability and transparency in reporting are the cornerstones of the corporate governance policy of Vopak. In addition, the company wishes to deal respectfully with public interests.

Vopak is organized according to the two-tier board company regime for large enterprises. Under this regime the Supervisory Board appoints its own members, while the Annual General Meeting, the Executive Board and the Dutch Central Works Council have the right to nominate candidates. The Annual General Meeting and the Central Works Council may also raise objections against intended appointments.
In this context, Vopak is closely monitoring the current discussion regarding the recently submitted bill for amendment of the two-tier regime.

The remuneration of members of the Executive Board and the Supervisory Board, as well as the shares and options held by individual members, are presented on pages 70 and 71 of this report.

The composition of the Board of Supervisors represents a balance of backgrounds. Its members have experience in areas that are related to the core activities of Vopak and international experience in the foreign markets in which Vopak operates. This includes international experience ranging from economic and social fields to political and business activities. Experience in human resources management is also a prerequisite for certain members.
Given the international scope and volume of Vopak's activities, it is important that the Supervisory Board include non-Dutch members who are familiar with Vopak's principal foreign markets.

Risks and risk management

Market risks

Vopak engages in a wide range of activities in the logistics chains of the oil and chemical industry. As such, financial results are impacted by economic developments in various regions of the world and by the dynamics of the markets in which Vopak operates.

Vopak's logistics activities are generally in line with the level of business in the oil and chemical industry. Fluctuations in levels of industrial activity have varying effects on the company's operations.

Services are provided especially with a view to establishing long-term relationships with players, regardless of size, in the oil and chemical industry. This long-term character helps to stabilize the company's flow of income.
In Chemical Distribution, the growth of industrial production affects the level of sales. A large variety of customers and products forms an underlying basis for the stability of operating profits.

Oil Logistics

Vopak has stabilized its flow of income from tank storage by concentrating on services with lower sensitivity to economic cycles. Such services include the supply of raw materials for the petrochemical industry, kerosene for airlines and bunkers for ships. By entering into long-term contracts with oil processing companies and oil distribution companies, fewer facilities are available for speculative storage. In this way, dependence on future prices of oil products is reduced significantly.

Chemicals Logistics

In tank storage of chemicals, reduced business activity initially leads to larger inventories and thus to higher tank utilization, whereas upturns in the business cycle lead to increased throughput. To maintain a stable flow of income for Chemicals Logistics, Vopak focuses, in cooperation with the chemicals industry, on establishing long-term contracts with customers and on the development of multifunctional terminals located in the vicinity of chemical production or logistics centers, throughout the world.

Chemical Distribution

The impact of industrial output on the sales of the Chemical Distribution business unit varies by country, region and industry and is dependent on the demand for chemical products and prices. Vopak limits this impact by reducing inventories and trade receivables as demand drops. The price risk in Chemical Distribution is low owing to a large variety of customer-specific products, each with its own price movement. Inventory risks are likewise limited, with products seldom remaining in inventory for longer than 40 days.

Political risks

The activities, investments, and sales of Vopak relate mostly to countries that are politically stable. The risk profile can thus be considered low.

Operational risks

Operational risks may be defined as risks arising from activities on site. Because of the nature of the business, the handling of hazardous products plays an important role in this regard. This impacts human beings and the environment, assets belonging both to Vopak and to third parties, and the continuity of the company. Vopak has taken a large number of measures to mitigate and manage these risks. In 2001 an Integrated Risk Management Audit (IRMA) has been implemented, focusing on the operational risks including safety, health and environmental aspects.
The transparency of the risks is thereby increased, and additional improvement measures can be taken where needed.

Besides the technical and operational measures taken to mitigate risks, Vopak has chosen to cover the principal risks regarding property, business interruption and legal liability through appropriate insurance.

The chapter on Safety, Healthy, and Environment (page 23) goes into further detail on the steps taken by Vopak to deal with these risks.

Credit risks

In Logistics, the risk of bad debts is usually limited, as the customers requiring logistics services are large producers. Furthermore Vopak stores high-value products for these customers, and it generally has the right of retention. In Chemical Distribution, credit risk is limited as each customer only represents a small part of Vopak's net sales. As a matter of policy, Vopak carefully checks the creditworthiness of its customers.

Interest and currency risks

Vopak's interest and currency exposure policies aim to minimize the company's finance costs within the desired interest rate risk profile, and to limit the impact of negative exchange rate fluctuations on cash flows generated by business units. The use of financial instruments and their valuation are described in more detail under Financial instruments on page 63 of the financial statements.

On December 31, 2001, 74% (2000: 63%) of net interest-bearing debt, amounting to EUR 1,547.4 million (2000: EUR 1,251.1 million), was financed or covered directly at a fixed interest rate, with remaining terms to maturity varying between one and twelve years. Vopak aims to maintain a 3 to 1 ratio for fixed versus variable interest rates on net interest-bearing debt.

Transaction positions in foreign currencies that result from logistics activities are relatively minor and managed centrally whenever possible. At least 50% of the net outstanding balance is hedged - insofar as this is feasible at acceptable cost - by means of forward transactions and currency options. No speculative positions are maintained; however, the company is exposed to currency risks on unhedged transaction positions. The foreign currency transaction positions in distribution relate mainly to chemical product purchases. As a rule, these positions are hedged immediately through forward transactions and forward options.

The net results of foreign group companies are hedged on a selective basis through Average Rate Options (AROs). In 2001, net results denominated in US dollars (including dollar-linked currencies) and British pounds were hedged against the risk of a rise of the euro exchange rate above EUR/USD 0.94 and EUR/GBP 0.62 respectively.
The related figures were translated at rates of EUR/USD 0.97 and EUR/GBP 0.62 because of the lower net results. These option positions were structured in such a way that exchange rate movements of the USD or GBP versus the euro did not significantly affect results.

The sensitivity of expected consolidated net income for 2002 to fluctuations in the US dollar is approximately EUR 7 million (2001: EUR 12 million) for a change in the exchange rate of the US dollar versus the euro of EUR 0.10. Foreign exchange differences on transaction positions are charged or credited to the income statement as appropriate.

Consolidated financial statements

Consolidated income statement

In EUR millions		2001		2000
Net sales	5,639.7		4,150.7	
Other operating income	4.2		- 0.1	
Total operating income		5,643.9		4,150.6
Cost of sales		3,877.3		2,727.1
Gross margin		1,766.6		1,423.5
Wages, salaries, and social security charges	742.1		549.2	
Depreciation and amortization	186.7		139.5	
Other operating expenses	582.2		477.0	
Total operating expenses		1,511.0		1,165.7
Operating income		255.6		257.8
Income from equity participations		62.8		55.4
Group operating income		318.4		313.2
Interest income	24.1		34.4	
Interest expense	- 137.9		- 87.5	
Interest		- 113.8		- 53.1
Income from ordinary activities before income taxes		204.6		260.1
Income taxes		- 72.4		- 80.9
Income from ordinary activities after income taxes		132.2		179.2
Extraordinary expense	- 163.3		–	
Extraordinary income	57.4		–	
Taxes on extraordinary income and expense	27.5		–	
Extraordinary income/expense after income taxes		- 78.4		–
Consolidated net income		53.8		179.2
Third-party interests in consolidated net income		- 9.5		- 10.4
Net income		44.3		168.8
Dividend on cumulative financing preference shares		- 8.7		- 8.7
Net income for holders of common shares		35.6		160.1

Earning per share (before amortization of goodwill and excluding extraordinary items after income taxes)	2.61	3.15
Earnings per share (excluding extraordinary items after income taxes)	2.25	3.15
Fully diluted earnings per share (excluding extraordinary items after income taxes)	2.25	3.15

Consolidated balance sheet at December 31, after proposed distribution of net income

In EUR millions		2001		2000
Intangible fixed assets	**370.1**		–	
Tangible fixed assets	**1,740.1**		1,681.3	
Financial fixed assets	**478.1**		600.7	
Total fixed assets		**2,588.3**		2,282.0
Inventories	**479.3**		348.4	
Accounts receivable	**1,047.5**		865.8	
Prepaid expenses and accrued income	**57.6**		91.1	
Securities	**12.7**		15.5	
Cash and cash equivalents	**152.3**		115.9	
Total current assets		**1,749.4**		1,436.7
Amounts owed to banks	**193.3**		161.3	
Current portion of long-term debt	**106.4**		109.9	
Trade accounts and other accounts payable	**1,176.6**		955.1	
Dividends	**8.7**		74.2	
Total current liabilities		**1,485.0**		1,300.5
Current assets less current liabilities		**264.4**		136.2
Total assets less current liabilities		**2,852.7**		2,418.2
Long-term debt		**1,400.0**		1,095.8
Provision for deferred tax liabilities	**136.7**		134.6	
Provision for pensions	**42.6**		33.1	
Other provisions	**209.7**		160.2	
Total provisions		**389.0**		327.9
Third-party interests	**58.2**		37.2	
Stockholders' equity	**1,005.5**		957.3	
Group equity		**1,063.7**		994.5
Total		**2,852.7**		2,418.2

Consolidated statement of cash flows

In EUR millions		2001		2000
Net income	**44.3**		168.8	
Adjustments for:				
- Depreciation and amortization	**186.7**		139.5	
- Write down and diminution of value	**83.0**		–	
- Movements in provisions	**- 2.4**		- 15.8	
- Movements in third-party interests	**9.0**		4.4	
- Distributed/retained income from equity participations	**35.2**		- 25.0	
- Unrealized exchange gains	**–**		0.3	
- Gain on sale of tangible fixed assets	**- 4.4**		0.1	
- Gain on sale of group companies and equity participations	**- 52.1**		–	
Gross cash flow from operating activities	**299.3**		272.3	
Movements in working capital (excluding cash and cash equivalents, short-term credit and dividend)	**94.0**		- 73.1	
Effect of changes in exchange rates	**4.8**		- 15.8	
Net cash flow from operating activities		**398.1**		183.4
Investments:				
- Tangible fixed assets	**- 214.1**		- 243.9	
Acquisitions (including goodwill):				
- Financial fixed assets	**- 58.1**		- 175.8	
- Group companies	**- 467.4**		- 60.6	
Total investments		**- 739.6**		- 480.3
Disposals:				
- Tangible fixed assets	**50.5**		4.4	
- Financial fixed assets	**43.1**		51.8	
- Group companies	**126.0**		66.2	
Total disposals		**219.6**		122.4
Net cash flow from investing activities		**- 520,0**		- 357.9
Financing:				
- Repayment of long-term debt	**- 1,211.5**		- 140.8	
- New long-term debt	**1,396.7**		416.7	
- Net proceeds from share issues	**9.3**		3.7	
- Repurchase of shares in own capital	**–**		- 45.0	
- Net movements in short-term financing	**- 6.5**		16.2	
- Dividend distributions	**- 74.2**		- 68.6	
Net cash flow from financing activities		**113.8**		182.2
Net cash flow		**- 8.1**		7.7
Exchange and translation differences		**2.5**		3.4
Movements in cash and cash equivalents owing to consolidations and deconsolidations		**42.0**		6.1
Increase in cash and cash equivalents		**36.4**		17.2

Group accounting policies

Basis of consolidation

The consolidated financial statements include the financial statements of Royal Vopak and its group companies. Group companies are companies which together form an economic entity operating under joint management and over whose commercial and financial policy Royal Vopak as a rule exercises power of control as a result.
The assets, liabilities, income and expenses are included in full in the financial statements, net of the share of third parties in group equity and results, which share is disclosed separately in the income statement and the balance sheet.

The most significant changes in the consolidation compared with 2000 are:

	consolidation/deconsolidation date
- Acquisition of Ellis & Everard	January 1, 2001
- Purchase of two terminals in Finland	April 1, 2001
- Acquisition of an 83.3% interest in Jurong Terminal, Singapore	July 1, 2001
- Sale of Theodora Tankers	May 1, 2001
- Sale of dry-cargo terminals in the U.S.	July 1, 2001

In 2001, various other interests were consolidated or deconsolidated, all of which were immaterial for the consolidated financial statements.

A list of consolidated group companies pursuant to Section 414, Book 2, of the Netherlands Civil Code has been filed with the Company Registry in Rotterdam and is available for inspection.

Change in accounting policies

In accordance with international financial reporting requirements and the amended Guidelines for Annual Reporting in The Netherlands, a change has been made to the method of accounting for differences between the cost and net asset value of new equity participations. The change applies to the 2001 financial year and thereafter. As from 2001, goodwill is capitalized under intangible fixed assets and amortized over its estimated useful economic life, subject to a maximum of 20 years. Up to and including 2000, goodwill paid was taken directly to reserves.
This change in accounting policies as from 2001 caused Stockholders' equity at December 31, 2001 to increase by EUR 370.1 million and income for 2001 to decrease by EUR 18.1 million.

Accounting policies

General

These financial statements are prepared under the historical cost convention. Departures, if any, from historical cost rules are mentioned separately. Unless otherwise stated, assets and liabilities are shown at nominal value.

Income and expenses are accounted for in accordance with the accruals concept. Income is recognized when realized and losses are accounted for the moment they are foreseen.

Assets are depreciated evenly over the term of their expected useful economic lives. The depreciation periods are disclosed under Tangible fixed assets.

Income taxes are computed on the income shown in the financial statements in accordance with local tax legislation in the countries concerned.

Transactions denominated in foreign currencies are translated into euros at the rate of exchange ruling on the date of transaction; resulting exchange differences are taken directly to the income statement.

Gains and losses on transactions concluded to hedge foreign currency risks on assets and liabilities are included in the valuation of the items concerned.

Gains and losses on transactions concluded to hedge future cash flows are recognized at the same time that the corresponding cash flows are recognized.

The method of accounting for exchange differences on foreign group companies, equity participations and receivables of a financing nature, as well as loans denominated in foreign currencies raised to hedge foreign currency risks, is discussed in the separate section on foreign currency translation.

Definitions
Income is determined on the basis of the following definitions:

Net sales are defined as the amounts charged, net of sales tax, to third parties for goods delivered and services provided in the year under review.

Other operating income relates mainly to gains on disposed tangible and financial fixed assets. Gains or losses relating to the discontinuation of activities, either in full or in part, are included under extraordinary income or expense.

The item cost of sales relates to the cost of goods supplied, calculated partly on the basis of average purchase prices.

Income from equity participations relates to the company's share in the result of equity participations over which it exercises significant influence, dividend from other equity participations, downward value adjustments, interest on loans (of a financing nature) granted to equity participations and other income.

Exchange gains and losses on loans denominated in foreign currencies are included under interest insofar as the loans have not been raised to hedge foreign currency risks. Unless otherwise stated, assets and liabilities are at face value.

Intangible fixed assets
Differences between the cost and net asset value at the date of acquisition of new equity participations are capitalized from 2001 onwards as goodwill and amortized over their estimated useful economic life, subject to a maximum of 20 years.

Tangible fixed assets
Property, plant and equipment are carried at historical cost (including interest on loan capital during construction), net of straight-line depreciation based on the expected useful economic lives of the assets concerned and taking into account any expected residual value.

The depreciation periods of the main assets are as follows:

- buildings	20 to 50 years
- main components of tank storage terminals	40 years
- sea-going vessels	20 years
- inland vessels	20 to 25 years

Survey costs are capitalized under tangible fixed assets and taken to income over a period of five years on average.

Where necessary, assets are written down to their lower operating value (value impairments).

Tangible fixed assets under construction are carried at the costs incurred up to the balance sheet date.

Financial fixed assets

Equity participations over which the company exercises significant influence are carried at net asset value, where necessary allowing for expected value impairments. Other equity participations are carried at cost.

Loans (of a financing nature) granted to equity participations and loans to third parties are stated at face value, net of an allowance, as appropriate.

Current assets

Inventories are carried at the lower of cost (calculated partly on the basis of average purchase prices) and market value, net of an allowance for obsolescence, as appropriate.

Accounts receivable are stated net of an allowance for doubtful accounts.

Securities are carried at the lower of cost and market value.

Provisions

Provisions are formed for commitments (actual or legally enforceable) and losses whose amount, though uncertain, can be reasonably estimated and where it is probable that settlement of the commitment will entail an outflow of funds.

The provision for deferred tax liabilities is stated at the non-discounted value of obligations arising from timing differences in the valuation of assets and liabilities for financial reporting and for tax purposes. Deferred tax assets are valued to the extent that it is likely that they will be realized.

The provision for non-activity schemes is formed for obligations arising from various schemes for older staff and early retirement schemes. It covers the costs which are expected to be for the company's account for the whole term of the scheme and relates to staff members who have opted for a scheme or who are still eligible to do so. For pre-pension schemes, provisions are formed for actuarially calculated commitments to the extent they represent past service.

Employee pension schemes have been formed and adapted to the customs and economic conditions of the countries where the participants are employed. They are partly administered by separate company pension funds and partly placed with insurance companies. Appropriate provisions are formed for certain commitments which have not been reinsured.

Supplementary provisions are formed to cover actuarially calculated pension entitlements which, based on current salary levels, the various pension schemes are unable to fund. For US companies, the provision for pension entitlements is formed in accordance with FAS 87, with the vested benefit obligation used as the basis in the case of a shortfall.

For US companies, the provision for benefits after leaving service, other than pensions, is calculated according to FAS 106. This provision is included under Other provisions.

Provisions for reorganizations are formed for estimated amounts based on reorganization plans drawn up at the balance sheet date, where the party concerned justifiably expects the plans to be carried out. These provisions are included under Other provisions.

Foreign currency translation

Balance sheet items (including amounts relating to tangible fixed assets) denominated in foreign currencies are translated into euros at the exchange rates ruling on the balance sheet date. Exchange gains or losses on foreign group companies, equity participations and receivables of a financing nature, as well as loans denominated in foreign currencies raised to hedge currency risks, arising from differences between the rates at the beginning and the end of the accounting reference period, are taken directly to reserves, net of income taxes. Items in the income statement are translated at average exchange rates, allowing for currency risk hedging effects.

Cash flow policies

The statement of cash flows is drawn up using the indirect method. Cash includes cash equivalents. Cash flows denominated in foreign currencies are translated at estimated average exchange rates. Foreign exchange and translation gains and losses on cash and cash equivalents are presented separately. The cash flows in the statement of cash flows are divided between operating activities, investing activities and financing activities.

Receipts and expenditure relating to interest, dividends received and income taxes are included under net cash flow from operating activities.

Acquisitions of group companies and equity participations are included under net cash flow from investing activities.

Dividend distributions are included under net cash flow from financing activities.

Notes to the consolidated income statement

All amounts are in EUR millions, unless stated otherwise.

General

The acquisition of Ellis & Everard, accounted for as from January 1, 2001, had a significant impact on the 2001 consolidated income statement. Ellis & Everard's sales for 2000 amounted to EUR 1,503 million, generating an operating income of EUR 59.2 million.

Net sales

Breakdown of net sales by geographical area:

		2001	2000
	The Netherlands	**402.4**	387.1
	Other European countries and Africa	**1,822.7**	1,212.3
	North and Latin America	**3,321.3**	2,468.4
	Asia and Australia	**93.3**	82.9
Total		**5,639.7**	4,150.7

Breakdown of net sales by activity:

		2001	2000
	Oil & Gas Logistics	**279.4**	292.3
	Chemicals Logistics	**515.7**	468.2
	Chemical Distribution North America	**3,152.5**	2,301.2
	Chemical Distribution Europe	**1,676.7**	1,063.0
	Other	**15.4**	26.0
Total		**5,639.7**	4,150.7

Wages, salaries and social security charges

		2001	2000
	Wages and salaries	**610.9**	466.8
	Social security charges	**80.0**	68.4
	Pension premiums	**51.2**	14.0
Total		**742.1**	549.2

For the remuneration of company directors reference is made to the financial statements of Royal Vopak.

Average number of employees

On average, the group employed 11,808 staff (including temporary staff) in 2001, distributed as follows by activity:

	2001	2000
Oil & Gas Logistics	**1,197**	1,905
Chemicals Logistics	**3,201**	3,029
Chemical Distribution North America	**4,458**	3,153
Chemical Distribution Europe	**2,637**	1,676
Other	**315**	344
Total	**11,808**	10,107

Movements in the number of employees

	2001	2000
Number at January 1	**9,736**	9,872
Movements owing to acquisitions/disposals	**1,852**	- 46
Other movements	**- 300**	- 90
Number at December 31	**11,288**	9,736

Depreciation and amortization

	2001	2000
Amortization	**18.1**	–
Depreciation	**168.6**	139.5
Total	**186.7**	139.5

Income from equity participations

	2001	2000
Share in income from equity participations	**59.0**	48.8
Interest	**3.2**	5.7
Other income	**0.6**	0.9
Total	**62.8**	55.4

Group operating income

The breakdown by activity is as follows:

	2001	2000
Oil & Gas Logistics	**116.2**	115.0
Chemicals Logistics	**135.5**	111.3
Chemical Distribution North America	**70.9**	71.7
Chemical Distribution Europe	**17.9**	17.4
Other	**- 22.1**	- 2.2
Total	**318.4**	313.2

Against relatively high pension charges, a significant part being attributable to Chemical Distribution North America, there was a one-off gain in this segment of EUR 27 million.

Interest income and expense

Net interest expense includes interest incurred during construction of EUR 0.5 million (2000: EUR 0.8 million).

Income taxes

Income taxes on income from ordinary activities amounted to EUR 72.4 million (2000: EUR 80.9 million), and can be broken down as follows:

		2001		2000
The Netherlands:				
Current tax charge	**1.5**		1.5	
Deferred tax charge	**14.6**		20.0	
		16.1		21.5
Other countries:				
Current tax charge	**39.6**		41.7	
Deferred tax charge	**16.7**		17.7	
		56.3		59.4
Income taxes on income from ordinary activities		**72.4**		80.9

	%	%
Weighted average statutory tax rates	**38.1**	36.2
Effect participation exemption	**- 10.1**	- 6.7
Effect non-deductible goodwill	**3.3**	–
Effect non-deductible expenses	**2.2**	1.5
Other	**1.9**	0.1
Effective tax burden	**35.4**	31.1

Extraordinary income/expense after income taxes

		2001		2000
Extraordinary income:				
- On sale of groupcompanies	35.3		–	
- On sale of financial fixed assets	22.1		–	
Extraordinary expense:				
- Integration costs Ellis & Everard	- 40.8		–	
- Reorganization costs	- 19.4		–	
- Write-off IT-systeem European Chemical Distribution	- 86.3		–	
- Other	- 16.8		–	
Balance before income taxes		**- 105.9**		–
Income taxes		27.5		–
Balance after income taxes		**- 78.4**		–

The adjustments of the value of the equity participation in Broström to expected realizable value is included under Other.

Earnings per share

Earnings per share is calculated by dividing the Net income for holders of common shares by the weighted average number of issued shares. The weighted average number of issued shares over 2001 is 50,612,675 (2000: 50,748,198).

In calculating the fully diluted earnings per share the weighted average number of issued shares are corrected for the dilution effects of option plans. The weighted average number of issued shares after correction is 50,615,906 (2000: 50,845,933).

Notes to the consolidated balance sheet

All amounts are in EUR millions, unless stated otherwise.

General

The size of the balance sheet items is significantly affected by the acquisition of Ellis & Everard.

Intangible fixed assets

Movements in this item were as follows:

	Total
Net book value at January 1, 2001	**–**
Movements:	
- Goodwill	**382.5**
- Amortization	**- 18.1**
- Exchange differences	**5.7**
Net book value at December 31, 2001	**370.1**
Cost	**389.4**
Accumulated depreciation	**- 19.3**
Net book value at December 31, 2001	**370.1**

Goodwill mainly represents the goodwill paid on the acquisition of Ellis & Everard, which will be amortized over maximum 20 years.

Tangible fixed assets

Movements in this item were as follows:

	Land and buildings	Tank storage terminals	Vessels	Machinery, equipment, fixtures and fittings	Work under construction	Total
Net book value at January 1, 2001	330.3	859.3	312.4	95.3	84.0	**1,681.3**
Movements:						
- Additions	25.3	70.0	15.6	40.0	63.2	**214.1**
- Reclassification	48.4	- 54.9	–	20.7	- 14.2	**–**
- Consolidations	82.4	59.2	–	58.4	6.3	**206.3**
- Deconsolidations	- 30.4	- 9.3	- 41.4	- 0.7	- 0.6	**- 82.4**
- Disposals	- 7.2	- 4.2	- 11.0	- 22.6	- 1.0	**- 46.0**
- Depreciation	- 17.4	- 79.3	- 30.4	- 41.5	–	**- 168.6**
- Write down	–	–	–	–	- 75.0	**- 75.0**
- Exchange differences	10.4	0.5	0.7	- 1.2	–	**10.4**
Net book value at December 31, 2001	441.8	841.3	245.9	148.4	62.7	**1,740.1**
Cost	568.2	1,787.7	426.1	364.6	62.7	**3,209.3**
Accumulated depreciation	- 126.4	- 946.4	- 180.2	- 216.2	–	**- 1,469.2**
Net book value at December 31, 2001	441.8	841.3	245.9	148.4	62.7	**1,740.1**

Financial fixed assets

Movements in this item were as follows:

	Equity participations	Loans to equity participations	Other loans	**Total**
Balance at January 1, 2001	396.5	72.9	131.3	**600.7**
Movements:				
- Share in income	59.0	–	–	**59.0**
- Dividends received	- 94.2	–	–	**- 94.2**
- Investments	32.2	0.5	2.6	**35.3**
- Disposals	- 16.9	- 4.1	- 0.1	**- 21.1**
- Consolidations	- 101.2	–	–	**- 101.2**
- Deconsolidations	- 3.4	–	–	**- 3.4**
- Exchange differences	4.4	0.4	6.7	**11.5**
- Other movements	14.5	- 23.0	–	**- 8.5**
Balance at December 31, 2001	290.9	46.7	140.5	**478.1**

Other loans include subordinated loans of EUR 124.5 million (2000: EUR 118.5 million).

The value of equity participations at January 1, 2001 includes an amount of EUR 154.0 million for the acquisition of 29.9% of the shares in Ellis & Everard. In view of the full acquisition of Ellis & Everard, this amount is reported in 2001 under Consolidations. This heading also includes the interest acquired in tank terminals in Japan, Malaysia and China. Disposals comprises the sales of 10% of the interest in HTG (reduced from 30% to 20%).

The adjustment of the value of the equity participation in Broström to expected realizable value is included under Other movements.

In accordance with Section 379, Book 2, of the Netherlands Civil Code, a list of the principal group companies and equity participations has been filed with the Company Registry in Rotterdam for inspection. The list also includes the information required under Section 414, Book 2, of the Netherlands Civil Code.

Inventories

This item relates mainly to inventories of the chemical distribution companies.

Accounts receivable

	2001	2000
Trade accounts receivable	**800.2**	704.6
Other accounts receivable	**247.3**	161.2
Total	**1,047.5**	865.8

Cash and cash equivalents

	2001	2000
Cash/bank	**123.3**	46.7
Deposits	**29.0**	69.2
Total	**152.3**	115.9

Amounts owed to banks

This item relates to bank credits; the information on derivatives is disclosed separately in the note on Financial instruments.

Trade accounts and other accounts payable

		2001	2000
	Trade accounts payable	700.2	583.3
	Taxes and social security	76.0	108.7
	Other accounts payable, accruals and deferred income	400.4	263.1
Total		1,176.6	955.1

Long-term debt

		Face value		Due after 5 years		Average interest rates		Average term in years	
		2001	2000	2001	2000	2001	2000	2001	2000
	Bond loans	63.5	63.5	–	–	7.1%	7.0%	1.5	1.5
	Subordinated loans	34.0	42.6	–	8.5	5.4%	6.0%	2.7	3.2
	Mortgage loans	41.0	40.4	7.4	8.4	2.5%	6.7%	2.2	3.1
	Private placements								
	and bank loans	1,136.2	393.2	666.5	322.6	6.6%	7.1%	6.2	5.8
	Stand-by loans	118.6	554.6	35.0	231.0	3.5%	5.7%	3.2	3.7
	Other loans	6.7	1.5	–	–	4.3%	10.0%	4.5	5.6
Total		1,400.0	1,095.8	708.9	570.5				
Weighted average						6.1%	6.5%	5.5	4.2

Repayments due in 2002 to an amount of EUR 106.4 million are included under the item Current portion of long-term debt.

Movements in long-term debt were as follows:

Balance at January 1, 2001		1,095.8
	Movements:	
	- New loans	1,396.7
	- Consolidations	111.2
	- Deconsolidations	- 4.9
	- Repayments	- 1,211.5
	- Movement in current portion of long-term debt	3.5
	- Exchange differences	9.2
Balance at December 31, 2001		1,400.0

Breakdown of loans by currency:

	Local currency		euro	
	2001	2000	**2001**	2000
euro (EUR)	**367.9**	631.8	**367.9**	631.8
US dollar (USD)	**553.3**	287.8	**626.3**	310.0
Canadian dollar (CAD)	**–**	81.0	**–**	58.1
Australian dollar (AUD)	**–**	25.6	**–**	15.3
Swiss franc (CHF)	**50.0**	10.0	**33.6**	6.6
Singapore dollar (SGD)	**9.3**	–	**5.7**	–
English pound (GBP)	**221.7**	46.0	**362.8**	74.0
Swedish crown (SEK)	**34.5**	–	**3.7**	–

Based on interest rate swap contracts, the effective interest rate for the long-term loans as at December 31, 2001 amounted to 6.5%.

Breakdown of interest rate swap contracts by currency:

	Principal amount (in millions of euro)		Weighted average fixed swap interest rate		Weighted average term in years	
	2001	2000	**2001**	2000	**2001**	2000
euro (EUR)	**34.4**	111.9	**5.4%**	5.5%	**3.3**	1.4
US dollar (USD)	**128.5**	124.2	**6.3%**	6.3%	**2.5**	3.2
Canadian dollar (CAD)	**35.3**	35.9	**5.3%**	5.3%	**2.1**	3.1
Australian dollar (AUD)	**6.9**	9.8	**7.0%**	7.2%	**1.5**	2.0

The subordinated loans are subordinated to all existing and future debts of Royal Vopak. Of the subordinated loans, an amount of EUR 8.5 million is included under Current portion of long-term debt.

For the subordinated loan of EUR 45.5 million contracted in December 1996 an ORANGE agreement was concluded. Under this agreement, the company was granted an option to issue new common shares in exchange for the repayment - on the respective maturity dates - of the loan. At December 31, 2001, the balance of the loan amounted to EUR 28.4 million. In exchange, the other parties are required, subject to certain conditions, to acquire these shares. The issue price will be calculated on the basis of the average stock exchange quotation on the first five of the six stock exchange trading days preceding each issue date. The shares will be available together with the shares already listed.
The number of common shares of EUR 1.00 par value each resulting from the issues in 2001 is nil (2000: nil).

For the total of the various long-term debt components, the disclosed interest rates and remaining terms to maturity are weighted averages. Security for the mortgage loans was provided on property and vessels of group companies. For the unencumbered property in the Netherlands, Royal Vopak has undertaken a number of capital providers not to mortgage the property without their approval.

In 2001, Royal Vopak entered into new private loans for a total amount of EUR 506.7 million. The loans bear a fixed rate of interest and have terms of between 7 and 15 years. Most are due to be repaid at the end of their term. The newly taken up private placements at December 31, 2001 can be broken down as follows:

		Local currency	euro
		2001	**2001**
	US dollar (USD)	**390.0**	**441.4**
	English pound (GBP)	**35.0**	**57.3**
	euro (EUR)	**8.0**	**8.0**
Total			**506.7**

The ratio requirements for these private loans are amongst others:

- The ratio of the net financing position (including guarantees replacing credit) to EBITDA at December 31, 2001 must not exceed 3.75 : 1. As at year-end 2001, the ratio was 3.2 : 1.
- The ratio of EBITDA to interest must not be less than 3.5 : 1. As at year-end 2001, the ratio was 4.4 : 1.
- Stockholders' equity must not be less than EUR 725 million. As at year-end 2001 the shareholders' equity was EUR 1,005.5 million.

Certain restrictions apply to these facilities, including a partial negative pledge provision.

A number of major subholdings have provided guarantees regarding compliance with the commitments under the terms of these private loans.

The syndicated financing facilities of EUR 925 million arranged by Royal Vopak and various subsidiaries in November 2000 were reduced to EUR 625 million in 2001. As at December 31, 2001, an amount of EUR 300 million is outstanding under these facilities.

The ratio requirements for these facilities are amongst others:

- The ratio of the net financing position (including guarantees replacing credit and excluding subordinated loans) to EBITDA at December 31, 2001 must not exceed 3.5 : 1. As at year-end 2001, the ratio was 3.1 : 1.
- The ratio of EBITDA to interest must not be less than 4 : 1. As at year-end 2001, the ratio was 4.4 : 1.
- The ratio of current assets to current liabilities must be at least 1 : 1. With working capital of EUR 264.4 million, this requirement was comfortably met.

Certain restrictions apply to these facilities as well, including a partial negative pledge provision. Royal Vopak and a number of major subholdings have provided guarantees regarding compliance with the commitments under the terms of these loans.

In most of its other loan agreements, Royal Vopak has undertaken to ensure that certain balance sheet ratios are not exceeded. For the private and stand-by loans concerned, the debt/equity ratio may not exceed 2.5 : 1.

For this purpose, equity includes 50% of the provision for deferred tax liabilities.

Calculation of debt/equity ratio at December 31, 2001:

Stockholders' equity as per the balance sheet	**1,005.5**
50% of the provision for deferred tax liabilities	**68.4**
Adjusted stockholders' equity	**1,073.9**
Long-term loan capital as per the balance sheet	**1,789.0**
Less 50% of the provision for deferred tax liabilities	**68.4**
Adjusted long term loan capital	**1,720.6**

This results in a debt/equity ratio of 1.6 : 1 (December 31, 2000: 1.3 : 1), which means that the ratio requirements were met as of December 31, 2001.

With regard to its working capital, Royal Vopak has undertaken for most of its loan agreements to maintain a current ratio of at least 1 : 1.

Financial instruments

General

In their ordinary business activities, the group companies of Royal Vopak make use of various financial instruments in accordance with a financial policy approved by the Executive Board.

These financial instruments are divided into instruments accounted for under assets and liabilities and instruments not recognized in the balance sheet.

The latter are used exclusively for hedging ordinary business risks. To the extent that financial instruments are used for hedging risks, the estimated gains and losses to be realized on the hedged transactions will offset one another and are accounted for together with the transactions.

In accordance with the company's interest rate policy, the interest rates charged on a portion of the debts are fixed for periods not exceeding 15 years. This is achieved, in addition to raising loans with a fixed rate of interest, by means of various derivatives, such as interest rate swaps, currency swaps, forward interest rate contracts, caps and floors.

In accordance with the company's currency policy, at least 50% of net transaction positions are hedged against currency risks. This is effected by using currency options and forward exchange contracts. The net income of foreign group companies is hedged on a selective basis using average rate options.

Group companies use procedures and guidelines for limiting credit risks for each contract party or market. These procedures and the geographical spread of group companies' activities reduce Royal Vopak's exposure to risks associated with credit concentrations and market risks.

The instruments used for managing interest rate and currency risks, as well as the degree of the risks associated with the use of these instruments are as follows:

Financial instruments recognized in the balance sheet

The financial instruments recognized under assets and liabilities include cash and cash equivalents, current and long-term receivables and debts. The estimated market value of these instruments at December 31, 2001, approximates their book value.

The market value of bond loans is based on stock exchange quotations or discounted value. The value of other long-term debts is estimated by calculating the present value of cash flows using the swap curve as a basis.

The table below shows the market value and the book value of the other financial instruments recognized in the balance sheet at December 31, 2001.

	Market value		Book value	
	2001	2000	**2001**	2000
Bond loans	**65.8**	122.0	**63.5**	118.2
Other loans	**1,553.2**	1,128.0	**1,442.9**	1,087.5

Financial instruments not recognized in the balance sheet

Hedging instruments, such as interest rate swaps, forward exchange contracts and currency options, are used to manage the risks.

The market value of forward exchange contracts reflects the unrealized results by revaluing the contracts at foreign exchange rates ruling on the balance sheet date.

The market value of interest rate swaps, forward interest rate contracts, options on swaps, caps and floors, if any, is estimated on the basis of mark to market statements provided at the end of the fiscal year by the banks concerned.

The table below shows the market value and the nominal value of the financial instruments not recognized in the balance sheet at December 31, 2001.

	Market value		Nominal value*	
	2001	2000	**2001**	2000
Cross currency swaps	**–**	3.6	**–**	37.7
Interest rate swaps (from variable to fixed)	**- 10.5**	- 4.1	**205.1**	281.8
Interest rate swaps (from fixed to variable)	**1.3**	0.3	**56.7**	68.1
Caps (bought)	**1.1**	–	**159.9**	21.3
Floors (sold)	**- 1.6**	–	**75.0**	–
Currency options (bought)	**–**	8.5	**–**	425.0
Currency options (sold)	**–**	- 6.2	**–**	188.4
Currency purchase contracts	**- 0.1**	- 2.8	**21.5**	165.5
Currency sales contracts	**- 2.9**	3.2	**634.3**	529.5
Total	**- 12.7**	2.5		

** The nominal value shows the value at which the instruments are held, but provides no information on the underlying positions*

Provisions

Movements in this item were as follows:

	Deferred tax liabilities	Pensions	Non-activity	Environ-mental risks	Reorganiza-tion and other	**Total**
Balance at January 1, 2001	134.6	33.1	14.6	45.2	100.4	**327.9**
Movements:						
- Additions	9.7	34.1	14.2	13.8	51.8	**123.6**
- Consolidations	1.1	0.1	–	33.6	23.9	**58.7**
- Deconsolidations	- 1.8	- 1.3	–	–	- 2.4	**- 5.5**
- Withdrawals	- 5.2	- 25.5	- 5.0	- 16.7	- 72.0	**- 124.4**
- Exchange differences	- 1.7	2.1	–	6.0	2.3	**8.7**
Balance at December 31, 2001	136.7	42.6	23.8	81.9	104.0	**389.0**

The provisions are mainly of a long-term nature.

For determining the provision for deferred tax liabilities, account was taken of a deferred tax asset of EUR 44.5 million (2000: EUR 47.0 million).

The reorganization and other provisions consist mainly of provisions for reorganization and post-retirement benefits other than pensions and non-activity.

Stockholders' equity

A breakdown of stockholders' equity is included in the Notes to the financial statements of Royal Vopak.

Breakdown by activity

	Oil & Gas Logistics	Chemicals Logistics	Chemical Distribution North America	Chemical Distribution Europe	Other	**Total**
Income statement						
Net sales	279.4	515.7	3,152.5	1,676.7	15.4	**5,639.7**
Depreciation and amortization	- 40.2	- 68.9	- 46.3	- 28.2	- 3.1	**- 186.7**
Income from equity participations	40.3	19.2	–	–	3.3	**62.8**
Group operating income	116.2	135.5	70.9	17.9	- 22.1	**318.4**
Balance sheet						
Intangible fixed assets	–	5.7	237.2	127.2	–	**370.1**
Tangible fixed assets	310.2	886.5	401.4	119.6	22.4	**1,740.1**
Financial fixed assets	133.8	135.7	0.3	0.2	208.1	**478.1**
Other assets	90.1	191.8	738.3	513.6	50.6	**1,584.4**
Total assets	534.1	1,219.7	1,377.2	760.6	281.1	**4,172.7**
Liabilities	- 115.6	- 180.0	- 506.2	- 312.5	- 71.0	**- 1,185.3**
Capital employed	418.5	1,039.7	871.0	448.1	210.1	**2,987.4**
Total investments fixed assets	27.1	60.3	289.9	205.9	48.7	**631.9**

Breakdown by geographic area

	The Netherlands	Other Europe and Africa	North and Latin America	Asia and Australia	Total
Income statement					
Net sales	402.4	1,822.7	3,321.3	93.3	**5,639.7**
Depreciation and amortization	- 51.3	- 46.6	- 64.9	- 23.9	**- 186.7**
Income from equity participations	2.8	45.7	2.5	11.8	**62.8**
Group operating income	48.4	111.6	110.9	47.5	**318.4**
Balance sheet					
Intangible fixed assets	–	130.8	238.0	1.3	**370.1**
Tangible fixed assets	147.7	457.2	819.7	315.5	**1,740.1**
Financial fixed assets	71.7	160.8	131.4	114.2	**478.1**
Other assets	229.2	555.2	777.9	22.1	**1,584.4**
Total assets	448.6	1,304.0	1,967.0	453.1	**4,172.7**
Liabilities	- 225.1	- 361.3	- 563.5	- 35.4	**- 1,185.3**
Capital employed	223.5	942.7	1,403.5	417.7	**2,987.4**
Total investments fixed assets	132.8	176.4	313.3	9.4	**631,9**

Off-balance-sheet commitments

Commitments not shown in the balance sheet

The company had entered into investment commitments per the end of 2001 to a total of EUR 30.9 million (2000: EUR 45.9 million). Rental and lease commitments per the end of 2001, relating mainly to land and buildings, amounted to EUR 515.8 million (2000: EUR 435.3 million).

Breakdown of annual rental and lease commitments, in EUR millions:

2002	79.4
2003	68.3
2004	56.2
2005	46.9
2006	37.4
after 2006	227.6

Contingent liabilities

Guarantees and security provided on behalf of equity participations and third parties amounted to EUR 55.6 million at December 31, 2001 (2000: EUR 97.3 million).

In 1993, the group company Furness Intercontinental Services in Dordrecht was confronted with a large-scale cigarette fraud committed by organized crime. In 1994 and 1995, the company, being the holder of the documents, was held liable by the tax authorities for the excise duties, sales tax and import duties payable. The claim was contested and is not expected to have any adverse material financial consequences for Royal Vopak. When Furness was transferred to HIM N.V., it was agreed that this claim would be settled by Royal Vopak.

Financial statements

Income statement

In EUR millions	2001	2000
Income from group companies		
after income taxes	59.4	164.3
Other expense/income after income taxes	- 15.1	4.5
Net income	**44.3**	168.8

Balance sheet at December 31, after proposed distribution of net income

In EUR millions		2001		2000
Financial fixed assets	2,040.7		1,818.8	
Total fixed assets		2,040.7		1,818.8
Accounts receivable	11.0		12.7	
Prepaid expenses and accrued income	2.3		4.0	
Cash and cash equivalents	16.9		30.0	
Total current assets		30.2		46.7
Amounts owed to banks	17.1		42.7	
Current portion of long-term debt	74.4		86.9	
Trade accounts and other accounts payable	35.6		67.0	
Dividends	8.7		74.2	
Total current liabilities		135.8		270.8
Current assets less current liabilities		- 105.6		- 224.1
Total assets less current liabilities		1,935.1		1,594.7
Long-term debt		919.9		625.4
Provisions		9.7		12.0
Paid-up and called-up capital stock	77.8		77.8	
Legal reserve for equity participations	64.8		44.7	
Paid-in surplus	429.2		430.9	
Other reserves	433.7		403.9	
Stockholders' equity		1,005.5		957.3
Total		1,935.1		1,594.7

Notes to the financial statements

All amounts are in EUR millions, unless stated otherwise.

Accounting policies

Group companies are carried at net asset value.
The other accounting policies are the same as those used for the consolidated financial statements.

Financial fixed assets

	Group companies	Loans to group companies	Equity participations	Loans to equity participations	Total
Balance at January 1, 2001	433.1	1,363.8	–	21.9	**1,818.8**
Movements:					
- Investments, including					
acquisitions and advances	161.7	99.6	23.1	–	**284.4**
- Disposals, repayments	–	- 18.5	–	- 21.9	**- 40.4**
- Exchange differences	4.1	- 2.5	–	–	**1.6**
- Net income	59.4	–	–	–	**59.4**
- Dividends received	- 82.1	–	–	–	**- 82.1**
- Other movements	- 1.0	–	–	–	**- 1.0**
Balance at December 31, 2001	575.2	1,442.4	23.1	–	**2,040.7**

Loans to group companies include subordinated loans amounting to EUR 26.3 million (2000: EUR 26.3 million).

Long-term debt

	Face value		Due after 5 years		Average interest rate		Average term in years	
	2001	2000	**2001**	2000	**2001**	2000	**2001**	2000
Bond loans	**63.5**	63.5	**–**	–	**7.1%**	7.0%	**1.5**	1.5
Subordinated loans	**34.0**	42.6	**–**	8.5	**5.4%**	6.0%	**2.7**	3.2
Private placements								
and bank loans	**707.4**	193.7	**603.3**	162.7	**7.3%**	6.4%	**7.9**	5.6
Stand-by loans	**115.0**	325.6	**35.0**	231.0	**3.4%**	5.4%	**3.5**	5.2
Total	**919.9**	625.4	**638.3**	402.2				
Weighted average					**6.6%**	5.9%	**6.6**	4.6

Provisions

	2001	2000
Non-activity	**3.7**	4.7
Reorganization and other	**6.0**	7.3
Total	**9.7**	12.0

The provisions are mainly of a long-term nature.

Stockholders' equity

The company's authorized capital stock amounts to EUR 240 million, divided into 80,000,000 common shares, 40,000,000 cumulative financing preference shares and 120,000,000 cumulative preference shares, all of EUR 1.00 par value each.

The issued share capital at December 31, 2001 consisted of 52,436,976 common shares, of which 1,736,645 are still in treasury stock in connection with existing stock option plans, and 25,400,000 cumulative financing preference shares. In 2001 335,945 option rights were exercised.

Each year, a dividend of EUR 8.7 million is distributed to the holders of depositary receipts for cumulative financing preference shares, which is equivalent on average to 6.03% of the issue price of these shares (EUR 144.1 million in total). The dividend on the cumulative financing preference shares is fixed up to and including 2004.

Movements in stockholders' equity were as follows:

	Common shares	Cumulative financing preference shares	Legal reserve for equity participations	Paid-in surplus	Other reserves	**Total stockholder's equity**
Balance at January 1, 2001	52.4	25.4	44.7	430.9	403.9	**957.3**
Movements:						
- Addition from income	–	–	–	–	35.6	**35.6**
- Translation differences on the consolidation of foreign group companies	–	–	–	–	4.4	**4.4**
- Transfer from other reserves to legal reserve	–	–	20.1	–	- 20.1	**–**
- Issued to holders of option rights	–	–	–	- 1.7	8.9	**7.2**
- Other	–	–	–	–	1.0	**1.0**
Balance at December 31, 2001	52.4	25.4	64.8	429.2	433.7	**1,005.5**

Under the Articles of Association of Royal Vopak, holders of cumulative financing preference shares are entitled to a portion of the paid-in surplus.

Option rights

The options have a term of five years from the year of grant. The option holder can exercise the rights during the exercise periods, subject to observance of a specific model code. Conditional employee stock options can be exercised three years after being granted.

Breakdown of option rights granted:

	Term	Year of options	Options granted	Exercise price in euro's	Outstanding rights at December 31 2001	2000
	Unconditional options					
	till 22 – 08 – 2001	1996	522,600	21.61	**–**	376,640
	till 11 – 10 – 2001	1996	300,000	23.32	**–**	218,250
	till 11 – 09 – 2002	1997	20,100	27.77	**20,100**	20,100
	till 10 – 10 – 2002	1997	300,000	31.31	**277,750**	282,750
	till 29 – 10 – 2003	1998	402,000	19.81	**312,890**	346,390
	till 09 – 10 – 2003	1998	300,000	18.88	**238,625**	261,000
			1,844,700		**849,365**	1,505,130
	Conditional options					
	till 01 – 03 – 2005	2000	857,000	24.70	**817,000**	857,000
	till 10 – 11 – 2006	2001	40,000	16.73	**40,000**	–
			897,000		**857,000**	857,000
Total			**2,741,700**		**1,706,365**	2,362,130

The number of unconditional options expiring in 2001 was 319,820; the corresponding number of conditional options was 40,000.

Remuneration and option rights of Executive and Supervisory Directors

Remuneration of Executive and Supervisory Directors

The total remuneration paid to current and former Executive Directors amounted to EUR 1.9 million (2000: EUR 4.8 million). The breakdown for current Executive Directors is as follows:

	in thousands of euros	2001	2000[1]
	G.E. Pruitt[2]	**61**	–
	P.R.M. Govaart[3]	**557**	175
	N.J.A. von Hombracht	**559**	607
	A.H. Spoor	**743**	822
Total		**1,920**	1,604

[1] *Restated*

[2] *Remuneration 2001 since date of appointment*

[3] *Remuneration 2000 since date of appointment*

The remuneration paid to the company's Supervisory Directors amounted to EUR 0.2 million (2000: EUR 0.2 million).

At December 31, 2001, Supervisory Directors held no shares (2000: 1,000) and Executive Directors held 3,021 shares (2000: nil).

The breakdown of option rights granted to current Executive Directors in 2001, as included in the breakdown above, is as follows:

	Term	Year of options	Options granted	Exercise price in euro's	Outstanding rights at December 31 2001	2000
	2001	1996	13,400	21.61	–	13,400
	2001	1996	22,000	23.32	–	22,000
	2002	1997	23,000	31.31	**23,000**	23,000
	2003	1998	10,050	19.81	**10,050**	10,050
	2003	1998	23,000	18.88	**23,000**	23,000
	2005	2000	100,000	24.70	**100,000**	100,000
	2006	2001	40,000	16.73	**40,000**	–
Total			**231,450**		**196,050**	191,450

In 2001, the current Executive Directors exercised 4,000 options.

Off-balance-sheet commitments

Royal Vopak is the head of a tax group with virtually all Dutch wholly-owned group companies.

Guarantees and security provided on behalf of equity participations and third parties amounted to EUR 55.6 million (2000: EUR 66.1 million). Guarantees and security provided on behalf of group companies amounted to EUR 642.0 million (2000: EUR 367.0 million).

Joint and several liability undertakings were issued to an amount of EUR 327.0 million (2000: EUR 276.0 million) for bank credits granted to Royal Vopak and its subsidiaries. EUR 67.0 million (2000: EUR 92.0 million) of this related to bank credits granted to foreign subsidiaries.

The company has issued joint and several liability undertakings for a number of its Dutch group companies. These written undertakings have been filed with the office of the Company Registry in whose area of jurisdiction the group company concerned has its corporate seat. The list of equity participations filed with the Company Registry for inspection states for which Royal Vopak group companies joint and several liability undertakings have been issued.

Rotterdam, February 27, 2002

The Executive Board

G.E. Pruitt, President
P.R.M. Govaart
N.J.A. von Hombracht

The Supervisory Board

D.R. de Kat, President
Y. Bobillier
P. Bouw
R. den Dunnen
J.M. Hessels
H. de Ruiter
M. van der Vorm

Other information

Auditors' report

Introduction
We have audited the financial statements of Royal Vopak in Rotterdam for the year 2001. 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.

Scope
We conducted our audit in accordance with auditing standards generally accepted in the Netherlands. 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.

Opinion
In our opinion, the financial statements give a true and fair view of the financial position of the company at December 31, 2001 and of the result for the year then ended in accordance with accounting principles generally accepted in the Netherlands and comply with the financial reporting requirements included in Part 9 of Book 2 of the Netherlands Civil Code.

Rotterdam, February 27, 2002

KPMG Accountants N.V.

Articles of Association provisions governing the distribution of net income

Article 27 (paragraphs 7) of the Articles of Association of Royal Vopak:

7. From the profit remaining after application of the preceding paragraphs, such amounts shall be reserved as to be determined by the managing board subject to the approval of the supervisory board. To the extent that this profit is not reserved with application of the preceding sentence, this profit shall be at the free disposal of the general meeting, with the proviso that no further dividend distribution shall be made on the preference shares and the financing preference shares.

Proposed distribution of net income

The dividend on cumulative financing preference shares amounts to EUR 8.7 million. The remaining net profit will be added to other reserves. No proposal will be made to the Annual General Meeting to declare a dividend to common shareholders.

Stichting Vopak

The objective of Stichting Vopak, established in Rotterdam, is to promote the interests of Royal Vopak and of all those involved with this company or any of its affiliated companies in order to safeguard the company's continuity and/or identity and/or independence.

The Board is currently made up as follows:

- W.E. de Vin, President
- D.R. de Kat
- C.J. Oort
- R.E. Selman
- A.P. Timmermans

No cumulative preference shares in Royal Vopak were issued as at the balance sheet date.

Royal Vopak and Stichting Vopak entered into a Preference Share Option Agreement for the company's cumulative preference shares on November 1, 1999. Under this agreement, Stichting Vopak undertook vis-à-vis Royal Vopak to take, where necessary, cumulative preference shares in the capital stock of Royal Vopak, but subject to a maximum amount equal to 100% of the par value of the capital stock issued to third parties in the form of common and financing preference shares at the time the option is exercised, less the par value of one common share.

Stichting Vopak is authorized to exercise the option if in its judgment this is desired to achieve its objective.

Rotterdam, February 27, 2002

Stichting Vopak

Statement of independence

The Executive Board of Royal Vopak and the Board of Stichting Vopak hereby declare that, in their joint opinion, the requirements of Appendix X of the Listing Regulations of the Euronext N.V. Amsterdam have been satisfied in respect of the independence of the directors of Stichting Vopak.

Rotterdam, February 27, 2002

Stichting Vopak

List of most important group companies and equity participations

Europe/Africa/Middle East

The Netherlands
Chemgas Shipping B.V.
Chemgas Terminal Vlissingen B.V.
Distrupol B.V.
De Humber Amsterdam B.V.
Peacock Tankcontainer Leasing B.V.
Roland B.V.
Vopak Agencies Amsterdam B.V.
Vopak Agencies Rotterdam B.V.
Vopak Agencies Terneuzen B.V.
Vopak Barging Europe B.V.
Vopak Chemical Tankers B.V.
Vopak Chemicals Logistics Europe & Africa B.V.
Vopak Chemicals Logistics Netherlands B.V.
Vopak China B.V.
Vopak Flow-Management B.V.
Vopak Information Services B.V.
Vopak Logistic Services Dordrecht B.V.
Vopak Logistic Services Netherlands B.V.
Vopak Logistic Services Pernis B.V.
Vopak Logistic Services Rotterdam B.V.
Vopak Mineral Oil Barging B.V.
Vopak Oil Logistics Europe & Middle East B.V.
Vopak Products Europe B.V.
Vopak Shared Services B.V.
Vopak Sourcing B.V.
Vopak Terminal Botlek B.V.
Vopak Terminal Botlek-Noord B.V.
Vopak Terminal Chemiehaven B.V.
Vopak Terminal Europoort B.V.
Vopak Terminal Laurenshaven B.V.
Vopak Terminal TTR B.V.
Vopak Terminal Vlaardingen B.V.
Vopak Vegoil Barging B.V.
Vopak Vegoil Logistics B.V.
Bargelink.Com N.V. (20%)
Cross-Ocean B.V. (50%)
Dockwise Transport B.V. (14.56%)
Dutch P & I Services B.V. (42.5%)
Dutch Shipping Defence NV (42.5%)
Maasvlakte Olie Terminal NV (16.67%)
MultiCore CV (25%)
Peacock Container B.V. (50%)
Van Ommeren Clipper Shipholdings B.V. (33.33%)

Belgium
Roland SA
Vopak Agencies Antwerpen NV
Vopak Barging Belgium NV
Vopak Chemicals Logistics Belgium NV
Vopak Logistic Services Belgium NV
Vopak Tanker Chartering Belgium NV
Vopak Terminal ACS NV

Denmark
MBS SvedaKemi Aps

Estland
Pakterminal Ltd. (50%)

Finland
Vopak Chemicals Logistics Finland Oy
MBS Suomi Oy

France
Distrupol SAS
Lambert Rivière SAS
Progiven S.A.
Quarréchim S.A.
Vaissière Favre S.A.
Vopak Logistic Management France SA
Vopak Logistic Management Lyon S.A.

Germany
Sveda Chemical GmbH
Transol Chemiehandel GmbH
Vopak Logistic Services Dusseldorf GmbH
Vopak Mineral Oil Barging Dusseldorf GmbH
Vopak Mineral Oil Barging Hamburg
Vopak Terminal Hamburg GmbH
Vopak Vegoil Barging Germany GmbH
DUPEG Tank Terminal GmbH (50%)
Peacock Container GmbH (50%)
VOTG Tanktainer GmbH (40%)

Ireland
Distrupol Ltd.
Ellis & Everard Ltd.

Italy
UCE SpA

Norway
MBS SvedaKjemi AS

Poland
Dystrybucja Spolka z.o.o.

Portugal
Meller & Essink Limitada

Russia
BNK (25.5%)

Saudi Arabia
SABIC Terminal Services Company Ltd. (10%)

Spain
CAT-Preymer SA
Terminales Quimicos SA (50%)

Turkey
Transol Arisan Depoculuk Ltd. St. (75%)

South Africa
Vopak Terminal Durban (Pty) Ltd.

Sweden
Distrupol AB
MB-Sveda AB
UVX Scandinavia AB
Vopak Logistics Nordic AB
Brostrom AB (50%)

Switzerland
Scheller Handel AG
Vopak (Schweiz) AG

United Arab Emirates
Vopak ENOC Terminal Fujairah Ltd. (30%)

The United Kingdom
D.F. Anstead Ltd.
Distrupol Ltd.
E&E Ltd. (Ellis & Everard)
Fiske Food Ingredients UK Ltd.
Vopak Logistic Services UK Ltd.
Vopak Terminal Barry Ltd.
Vopak Terminal Ipswich Ltd.
Vopak Terminal London

VopakTerminal Purfleet Ltd.

VopakTerminal Teesside Ltd.

VopakTerminal Windmill Ltd.

Chemicals & Oil Storage Management Ltd. (49.99%)

Clarkson Brothers Ltd. (50%)

Asia/Australia

Australia

VopakTerminals Australia Pty Ltd.

VopakTerminals Sydney Pty Ltd.

A.P.C.S. (55%)

China

Vopak Distribution China B.V., Shanghai Representative Office

Vopak Logistics Asia Pte. Ltd., Shanghai Representative

Shandong Lanshan GATX Teminals Company Ltd. (60%)

VopakTerminals Ningbo Co. Ltd. (37.5%)

Xiamen Paktank China (40%)

Japan

Nippon Vopak Co. Ltd. (39.77%)

Korea

VopakTerminals Korea Ltd. (49%)

Malaysia

Kertih Terminals Sdn. Bhd. (30%)

Pakistan

Engro Vopak Terminal Ltd. (50%)

Singapore

Vopak Gastankers Singapore Pte. Ltd.

Vopak Logistics Asia Pte. Ltd.

VopakTerminal Penjuru Pte. Ltd. (83.33%)

VopakTerminals Singapore Pte. Ltd. (69.5%)

Taiwan

Vopak Logistic Services Taiwan Ltd. (25%)

North America

The United States

Chempoint.com Inc.

Paktank Corporation - Los Angeles Terminal

Performance Polymers Inc.

Vopak Logistics Latin America LLC

Vopak USA Inc.

Vopak Logistics North America Inc.

VopakTerminals North America Inc.

VopakTerminal Deer Park Inc.

VopakTerminal Galena Park Inc.

VopakTerminal Savannah Inc.

VopakTerminal Westwego Inc.

VopakTerminal Wilmington Inc.

Vopak Industrial Services Inc.

Vopak Products Americas Corporation Inc.

Canada

Vopak Canada Ltd.

Vopak Logistics of Canada Inc.

VopakTerminals of Canada Inc.

Latin America

Chile

VopakTerminal San Antonio Limitada

Brazil

Vopak Brasterminais Armazens Gerais SA

Uniao-Vopak Armazens Gerais Limitada (50%)

Peru

Vopak Serlipsa SA (49%)

Mexico

VopakTerminals Mexico SA de CV

The Netherlands Antilles

Curaçao

Cableship Contractors Holding NV (20%)

Information on the Executive Board members

Personal details regarding Mr. G.E. Pruitt (Chairman)

Nationality	:	American
Year of birth	:	1950
Prior important function	:	Senior Vice President Finance & Administration, Chief Financial Officer Vopak USA Inc.
Membership Supervisory Boards	:	none
Number of Vopak shares held	:	none
Date of appointment	:	November 9, 2001

Personal details regarding Mr. P.R.M. Govaart (member)

Nationality	:	Dutch
Year of birth	:	1947
Prior important function	:	President Vopak Chemicals Logistics Europe & Africa
Membership Supervisory Boards	:	none
Number of Vopak shares held	:	none
Date of appointment	:	November 3, 2000

Personal details regarding Mr. N.J.A. von Hombracht (member)

Nationality	:	Dutch
Year of birth	:	1951
Prior important function	:	Division President of Pakhoed Logistics Europe
Membership Supervisory Boards	:	none
Number of Vopak shares held	:	521 shares
Date of appointment	:	November 4, 1999

*Personal details regarding Mr. A.H. Spoor **

Nationality	:	Dutch
Year of birth	:	1948
Prior important function	:	Member of the Executive Board Royal Pakhoed Director of Natural Gas Division, Exxon Company International (USA)
Membership Supervisory Boards	:	UTO
Number of Vopak shares held	:	2,500 shares
Date of appointment	:	November 4, 1999

** resigned January 28, 2002*

Information on the Supervisory Board members

Personal details regarding Mr. D.R. de Kat (Chairman)

Nationality : Dutch
Year of birth : 1934
Prior important function : Vice-President of the Executive Board of SHV Holdings N.V.
Membership Supervisory Boards : U.B.M. Catherijne B.V.
SHV Holdings N.V., Vice-Chairman
Verlinden Beheer B.V.
Nijkerk Holding B.V., Chairman
Groupe Lhoist S.A. (Belgium), Chairman
Number of Vopak shares held : none
Date of 1st appointment : September 2, 1999
Year of resignation : 2005
Chairman Remuneration Committee

Personal details regarding Mr. Y. Bobillier (member)

Nationality : Swiss
Year of birth : 1940
Prior important function : President Dow Europe, Zürich
Membership Supervisory Boards : Advisory Board Dow Europe
Advisory Board INSEAD, Switzerland
Number of Vopak shares held : none
Date of 1st appointment : September 2, 1999
Year of resignation : 2003

Personal details regarding Mr. P. Bouw (member)

Nationality : Dutch
Year of birth : 1941
Prior important function : President and CEO of the Executive Board of Royal Dutch Airlines
Membership Supervisory Boards : Getronics N.V., Vice-Chairman
De Nederlandse Bank N.V.
Océ N.V.
CSM N.V., Chairman
NUON N.V.
Number of Vopak shares held : none
Date of 1st appointment : September 2, 1999
Year of resignation : 2002
Chairman Audit Committee

Personal details regarding Mr. R. den Dunnen (member)

Nationality : Dutch
Year of birth : 1939
Prior important function : Secretary General of the Ministry of Housing, Regional Development and the Environment
Alderman for Port Matters of the Rotterdam Municipality
Membership Supervisory Boards : SHB Personeelsplanning B.V., Chairman
VDP Management Consultants
Number of Vopak shares held : none
Date of 1st appointment : November 4, 1999
Year of resignation : 2002

Personal details regarding Mr. J.M. Hessels (member)

Nationality : Dutch
Year of birth : 1942
Main position : Entrepreneur
Prior important function : President of the Executive Board of Royal Vendex KBB N.V.
Membership Supervisory Boards : Euronext N.V., Chairman
N.V. Schiphol Groep
Royal Philips Electronics N.V.
Laurus N.V.
Heineken N.V.
Fortis N.V.
Number of Vopak shares held : none
Date of 1st appointment : September 2, 1999
Year of resignation : 2003
Member Audit Committee
Member Remuneration Committee

Personal details regarding Mr. H. de Ruiter (member)

Nationality : Dutch
Year of birth : 1934
Prior important function : Member of the Executive Board of N.V. Koninklijke Nederlandsche Petroleum Maatschappij
Member of the Group Executive Board of Koninklijke Shell Group of Companies
Membership Supervisory Boards : Koninklijke Ahold N.V., Chairman
Beers N.V, Chairman
Corus Group Plc., Vice-Chairman
Wolters Kluwer N.V., Chairman
Heineken N.V.
N.V. Koninklijke Nederlandsche Petroleum Maatschappij
Aegon N.V., Vice-Chairman
Number of Vopak shares held : none
Date of 1st appointment : September 2, 1999
Year of resignation : 2004
Member Audit Committee
Member Remuneration Committee

Personal details regarding Mr. M. van der Vorm (member)

Nationality : Dutch
Year of birth : 1958
Main position : Chairman of the Executive Board of HAL Holdings N.V. (also see page 9 Information for Shareholders)
Membership Supervisory Boards : Anthony Veder Group N.V.
Koninklijke Boskalis Westminster N.V.
Number of Vopak shares held : none
Date of 1st appointment : November 3, 2000
Year of resignation : 2004
Member Audit Committee

Five-year consolidated review

In EUR millions	2001	2000	1999	1998	1997
Abridged income statement:					
Net sales	**5,640**	4,151	3,583	3,349	3,220
Other operating income	**4**	–	6	5	5
Total operating income	**5,644**	4,151	3,589	3,354	3,225
Operating expenses, including cost					
of sales	**- 5,202**	- 3,753	- 3,219	- 3,009	- 2,889
Depreciation and amortization	**- 187**	- 140	- 129	- 113	- 121
Total operating expenses	**- 5,389**	- 3,893	- 3,348	- 3,122	- 3,010
Income from equity participations	**63**	55	58	69	59
Group operating income	**318**	313	299	301	274
Interest	**- 114**	- 53	- 54	- 59	- 61
Income from ordinary activities before income taxes	**204**	260	245	242	213
Income taxes	**- 72**	- 81	- 79	- 66	- 61
Income from ordinary activities after income taxes	**132**	179	166	176	152
Extraordinary income/expense after					
income taxes	**- 78**	–	- 52	6	9
Consolidated net income	**54**	179	114	182	161
Third-party interests in consolidated					
net income	**- 10**	- 10	- 8	- 11	- 11
Net income	**44**	169	106	171	150
Dividend on cumulative financing					
preference shares	**- 9**	- 9	- 6	- 5	- 5
Net income for holders of common shares	**35**	160	100	166	145
Allocated as follows:					
Addition to reserves	**35**	95	36	103	89
Dividend on common shares	**–**	65	64	63	56
Abridged balance sheet:					
Intangible fixed assets	**370**	–	–	–	–
Tangible fixed assets	**1,740**	1,681	1,598	1,340	1,441
Financial fixed assets	**478**	601	432	479	478
Total fixed assets	**2,588**	2,282	2,030	1,819	1,919
Total current assets	**1,750**	1,437	1,252	1,036	1,056
Total current liabilities	**1,485**	1,301	1,177	1,024	1,050
Current assets less current liabilities	**265**	136	75	12	6
Total assets less current liabilities	**2,853**	2,418	2,105	1,831	1,925
Long-term debt	**1,400**	1,096	788	739	743
Total provisions	**389**	328	341	267	275
Group equity	**1,064**	994	976	825	907

Tank storage terminals	Number	Total capacity in m^3
Africa	1	129,000
Asia	13	2,885,000
Australia	1	134,000
Europe	38	15,772,500
Latin America	11	648,000
Middle East	3	1,817,000
North America	8	2,353,600
Total	**75**	**23,739,100**

Transport	Number	Newbuilt
Short Sea/Deep Sea Shipping		
Oil & Gas Logistics		
Chemgas	7	
Broström	61	4
Chemicals Logistics		
Vopak Essberger ChemPool	24	
Barging		
Oil & Gas Logistics		
Oil Logistics Europe & Middle East	44	
Vegoil Logistics	17	
Chemgas	27	2
Chemicals Logistics		
Barging	36	
Total vessels	**216**	**6**

	North America	Europe
Chemical Distribution		
Warehouses	140	55
Countries	2	14
Storage capacity in m^2	707,711	156,520
Storage capacity in m^3	86,155	74,947
Number of products	29,000	15,000

Vopak

Glossary

Agency	Representative of a shipping company at a port
Backwardation	Price of commodity in current month is higher than in future months
B2B	Business to Business communication between companies
Bunker	Fuel for vessels
Cashflow per share	Net income excluding extraordinary items after income taxes plus depreciation and amortization on tangible and intangible fixed assets divided by the weighted average number of shares outstanding
CFROI (Cashflow return on investment)	$\frac{\textit{EBITDA (exluding other operating income)}}{\textit{Average historical purchase value of intangible and tangible fixed assets, financial fixed assets, working capital and the goodwill paid in prior years}} \times 100\%$
CVA	Cash Value Added
Commodity chemicals	Bulk quantity of standardized chemical feedstocks, transported and stored for processing by industry
Contango	Price of commodity in current month is lower than in future months
Deadweight (dwt)	Load capacity of a vessel expressed in tonnes
Throughput	Product volume received in a single period
Double-hulled tankers	Tankers with an inner and an outer hull, which reduces the risk of leakage in the event of a collision
EBIT	Earnings before interest and tax
EBITDA	Earnings before interest, tax, depreciation and amortization
ERP	Enterprise Resource Planning: using a standard software package to fully support all the business processes in an organization
Forwarding	Having goods transported
Hub	Regional storage and transport center
Industrial terminaling	Terminal with which neighboring oil or chemical plants have contracts for complete logistic services
LPG	Liquified petroleum gas (propane/butane) used as fuel for automobiles, domestic equipment and in industry, as well as a feedstock for the petrochemical industry
Multimodal transport	The different complementary modes of transport, such as the transport of tank containers by sea, road and rail
NAFTA	North American Free Trade Area
Oleochemicals	Semi-finished chemical products derived from plants
Outsourcing	The full or partial sub-contracting of individual business activities/units
Pay out	The portion of net income distributed to stockholders, often expressed as a percentage of net income
Product tanker	Vessel fitted with multiple tanks and separate pipes, for the simultaneous transportation of different oil products and base chemicals
Clean oil products	Kerosene, naphtha, gasoline, gas oil and diesel oil
SHE	Safety, Health and Environment
Spot market	Market in which delivery and payment occur shortly after conclusion of the contract
Solvency	The extent to which a company can meet its debts
Supply chain	The logistics chain from production to consumption
Stevedore	Company handling the transshipment of cargoes into or from a ship
WACC	Weighted average cost of capital

Vopak Business Unit structure

- **Executive Board**
  - **Corporate Staff**
  - Oil & Gas Logistics
    - Oil Logistics Europe & Middle East
    - Vegoil Logistics
    - Agencies
    - Logistics Asia
    - Chemgas
    - Broström (Tanker Shipping) (50%)
  - Chemicals Logistics
    - Chemicals Logistics Europe & Africa
    - Logistics Latin America
    - Logistics North America
    - Logistics Asia
    - Barging
    - Shipping
    - Logistic Services
    - Tank containers
  - Chemical Distribution North America
    - Vopak USA
    - Vopak Canada
  - Chemical Distribution Europe
    - CAT-Preymer Spain
    - Distrupol UK
    - E & E UK/Ireland
    - Fiske Food Ingredients UK
    - RW Greeff UK/Ireland
    - Lambert Rivière France
    - Meller & Essink Portugal
    - MBS Nordic Scandinavia
    - Quarrechim France
    - Roland The Netherlands/Belgium
    - Scheller Switzerland
    - Transol Germany
    - Transol Turkey
    - UCE Italy
    - Vaissière Favre France
    - Vopak Products Europe The Netherlands
    - Dystrybucja Spolka Poland
  - Other activities
    - Cableship Contractors Holding (20%)
    - Dockwise Transport (15%)
    - Van Ommeren Clipper Shipholdings (33%)
    - Cross-Ocean (50%)