Preliminary reorganisation plan

Nynas AB (publ)

2020-01-21

PRELIMINARY REORGANISATION PLAN

District court of Södertörn, case no. Ä 19371-19

Company:	Nynas AB (publ), 556029-5029 P.O. box 10700 121 29 Stockholm
CEO and board of directors:	Bo Askvik (CEO) Board members and alternate members, see Appendix 1
Auditor:	Ernst & Young Aktiebolag, 556053-5873 Box 7850 103 99 Stockholm
Auditor-in-charge:	Rickard Andersson
Share capital:	67,532,000 SEK
Shareholders:	PDV. Europa B.V., reg. no. 27133447, 50,001 % Neste AB, reg. no. 556232-3906, 49,999 %
Petition for and decision of reorganisation:	Petition filed on 13 December 2019, decision on 13 December 2019, 16.01 p.m.
Administrators:	Mikael Kubu Ackordscentralen Stockholm AB Strandvägen 35 114 56 Stockholm Telephone: +468-670 44 00 Advokat Lars Eric Gustafsson Advokatfirmaet Schjødt AS, filial Sweden Box 715 101 33 Stockholm Tfn: +468-505 501 00
Meeting among the creditors:	24 January 2020, 09.30 a.m. at the district court of Södertörns

OVERVIEW OF THE PRELIMINARY REORGANISATION PLAN

A successful reorganisation of Nynas AB (publ) ("**Nynas**") requires mainly the following:

- moratorium for payment of all unsecured claims from 13 December 2019, 16.01 p.m. and during a period of at least three months thereafter. The moratorium covers all claims that have arisen prior to the petition for reorganisation, i.e. claims that have arisen prior to 14.39 p.m. on 13 December 2019;
- change of ownership structure of Nynas such that the operations can be conducted without being subject to U.S. financial sanctions and such that new equity can be contributed to the company;
- bridge financing of up to 1.5 billion SEK, in order to secure the production, and establishing new long-term financing for the business;
- continued adaptation of the refinery operations with regards to crude oil;
- improvement of sales volumes, mainly relating to the NSP business, in order to increase the utilisation of the production capacity; and
- no reduction of the workforce is planned, as it is instead of utmost importance that employees of Nynas are retained.

1 The administrators' role

The administrators shall analyse whether the operations that Nynas conducts can continue, unchanged or in part, and, if so, in what manner. The administrators shall also investigate whether there is a need for agreeing on a composition or moratorium with the creditors and, if so, the conditions for such composition or moratorium.

The administrator shall, together with Nynas, draw up a reorganisation plan and present to the creditors how the purpose of the reorganisation shall be fulfilled. The administrator shall also make sure that the creditors' interest is not set aside and that the relationship between the creditors is not displaced.

2 Background

2.1 History and operations of Nynas

Nynas was founded in 1928 by Axel Ax:son Johnson, which established Nynas's first refinery in Nynäshamn, Sweden. Today, Nynas is the parent company of a global group, operating in the oil refinery business, consisting of 46 entities across multiple countries. In addition to the refinery in Nynäshamn, Nynas operates a refinery in Gothenburg, Sweden, a refinery in Eastham, United

Kingdom and a refinery in Harburg, Germany. The refinery in Eastham is operated through a joint venture. The refinery in Harburg is operated through a German subsidiary that directly and indirectly operates the refinery through a German limited partnership, Nynas GmbH & Co KG. Nynas also has, through different co-operation structures, access to refineries in other parts of the world. The structure of the Nynas group is shown in Appendix 2.

The operations of Nynas were initially focused on the production of petroleum and diesel as well as bitumen, the latter which is a fundamental component in the manufacture of asphalt. The operations of Nynas has successively been developed and specialised and Nynas is currently a leading actor and producer of naphthenic specialty products ("**NSP**") globally, and within bitumen on a European basis. NSP is used as a component in other products, e.g. rubber tires. The core competence of Nynas is to refine heavy crude oil into NSP and bitumen products.

Nynas is well-known both nationally and internationally. In the production of NSP, Nynas is a leading brand and a global market leader. In the production of bitumen, Nynas is the market leader in northern Europe. Nynas has an especially strong position in the Nordic countries, with a considerable share of the bitumen market in Sweden, Norway and Finland, among other countries. Nynas is therefore an important player of considerable importance for the industry and the infrastructure in general.

2.2 Ownership and management

The total number of shares outstanding in Nynas is 67,352. The shares have been issued in two classes, class A shares and class B shares, respectively. The Dutch company PDV Europa B.V., reg. no. 27133447, owns 50.001 percent of the shares and Neste AB, reg. no. 556232-3906, owns the remaining 49.999 percent of the shares in Nynas. PDV Europa B.V. is part of the group of companies of which the Venezuelan company Petróleos de Venezuela S.A., reg. no. 73023 ("**PdVSA**") is the parent. The majority shareholder in PdVSA is the Venezuelan state. Neste AB is a subsidiary to the Finnish company Neste Oyj, reg. no. 18523029. The largest shareholder in Neste Oyj is the Finnish state.

The board of directors of Nynas consists of ten members, including two employee representatives. In the board of directors, four members represent Neste Oyj and four members represent PdVSA. Bo Askvik is, since 16 January 2019, CEO of Nynas.

3 Reasons for the financial difficulties

3.1 U.S. sanctions against Venezuela

Nynas has, since many years, purchased crude oil from Venezuela, where PdVSA operates. Venezuelan crude oil has large benefits as to both its price and suitability for the production of NSP in combination with bitumen in relation to other crude oil.

On 25 August 2017, the U.S. issued trade sanctions against Venezuela (Executive Order 13808 of August 24, 2017) and PdVSA. In short, the sanctions mean that any credit in USD given to PdVSA cannot exceed 90 days. The sanctions also cover entities controlled to at least 50 percent by PdVSA, meaning that Nynas also is subject to the sanctions. The sanctions imply that a U.S. entity is prohibited from in any way handling claims vis-à-vis Nynas later than 90 days after the liability arose. The due date for all liabilities to an American credit institution or liabilities denominated in USD can therefore not exceed 90 days.

The U.S. Treasury Department's Office of Foreign Assets Control ("**OFAC**") is the body under the U.S. Department of the Treasury that exercises control over the compliance of sanctions that the U.S. has issued against countries and organisations. OFAC is the author of a list, called Specially Designated Nationals ("**SDN**"), which contains entities that American citizens and entities situated in the U.S. are prohibited from dealing with. The entities on the list of SDN's are thus in practice prohibited from both dealing with American entities as well as transacting in USD. The prohibition from dealing in USD is a consequence of the clearing by an American bank that must occur in all transactions denominated in USD, and the fact that all American banks are subject to the sanctions. Thus, even if Nynas instructs a Swedish bank to perform a payment in USD, a U.S. bank must be involved in the transaction for the clearing of it.

The initial sanctions issued in August 2017 that related to a decreased credit time did not cover commercial purchases of crude oil from Venezuela or the sale of products based on Venezuelan crude oil, and did therefore not directly impact Nynas's sales, even though the sanctions did mean an increase in indirect costs for purchase and production. These initial sanctions are in force as long as Nynas is owned to at least 50 percent, directly or indirectly, and/or is controlled by PdVSA.

On 28 January 2019, the U.S. harshened the sanctions when PdVSA became listed as an SDN on OFAC's list over prohibited trade partners. Nynas, as owned indirectly by 50 percent by PdVSA, was thus also designated as an SDN, which made it impossible in practice for Nynas to make payments in USD. The pricing in the oil industry is mainly done in USD and USD is also the currency mainly used in transactions in the oil industry, both as regards crude oil and after the crude oil has been refined. The designation of PdVSA as an SDN thus severely impacted the operations of Nynas.

Nynas has, ever since the financial sanctions against PdVSA were issued, made its utmost in order to make sure that the sanctions do not impact its business. The U.S. Department of the Treasury can grant exemptions from sanctions through a General License. Concurrently with PdVSA being designated as an SDN on 28 January 2019, General License No. 13, covering Nynas, was issued. According to this exemption, transactions were allowed where the only involved PdVSA entity was Nynas or a subsidiary of Nynas, which would otherwise be prohibited due to Nynas being designated as an SDN. However, as noted above, the initial financial sanctions from August 2017 are still in force. Notwithstanding the exemption issued through General License No. 13, a U.S. person is thus prohibited from extending credit to Nynas for periods longer than 90 days.

The exemption was initially in force until 27 July 2019, but has been extended several times and is now in force until 14 April 2020. On 17 October 2019, when the most recent extension was granted, Nynas was however expressly prohibited from purchasing Venezuelan crude oil, which had not been the case prior to that extension.

3.2 Practical consequences

The prohibition for Nynas to purchase Venezuelan crude oil, issued on 17 October 2019, has meant that Nynas has had to make radical changes to its supply of crude oil, which has led to an increase in purchase price.

However, the main impairment coming from the sanctions relates to the financial branch of Nynas's operations. In spite of transactions with Nynas being exempted from sanctions, through the abovementioned General License No. 13, Nynas's banks have refrained from assisting in transactions involving Nynas. The reason for this is likely due to the banks' risk assessment of, e.g., potential exposure to so-called secondary sanctions and the considerable compliance issues that must be investigated before every transaction. Nynas can thus from time to time neither make nor receive payments. Even more serious is the fact that Nynas has not been able to borrow new funds due to the financial sanction from August 2017, which is still in force.

The sanctions have also led to increased costs for financing and administration for Nynas. For example, sales and shipping personnel of Nynas have had to make considerable efforts in contacts with suppliers, customers and banks in order to, as far as possible, maintain continued deliveries and business relationships.

Another factor that has strained Nynas is the acquisition in 2011, with final accession during 2014–2016, of the refinery in Harburg, Germany. The refinery, which was acquired from Shell, was mainly used for the production of petroleum products for fuel purposes. Nynas has made considerable investments in order to convert the production towards NSP products. The conversion of the refinery during 2015–2016 became more costly than expected and the planned start of the refinery was, because of this, delayed. Nynas's total investment in the Harburg refinery amounts to approximately 2.2 billion SEK, including the purchase price for the acquisition of the refinery. An operational improvement scheme has given satisfactory results and since 2017, the production at the refinery runs unhindered. Nynas has since then concluded that the refinery is not yet as profitable as was first envisioned at the time of the acquisition. This is due to the fact that growth in volumes for the NSP business has not been realised, mainly because of the sanctions, and because of lower margins than what was estimated at the time of the acquisition of the refinery.

In April 2016, Nynas renegotiated a five-year syndicated credit facility from a consortium consisting of Svenska Handelsbanken AB (publ), Skandinaviska Enskilda Banken AB (publ), Dansk Bank A/S, Danmark, Sverige Filial, Nordea Bank Abp, filial i Sverige, Swedbank AB (publ) and ING Belgium NV/S.A. (the "**Banks**"), which has constituted Nynas's main external source of financing, apart from shareholder contributions received in June 2018. The Banks have, however, stated that they are no longer interested in continuing to finance Nynas, and even less so since the stricter sanctions came in to force on 28 January 2019.

In addition to the abovementioned bank financing, Nynas has also, due to the unwillingness of Nynas's banks to remit payments, with reference to the risk for secondary sanctions, incurred a credit with its main supplier of crude oil amounting to approximately 3.5 billion SEK.

During the beginning of July 2019, Nynas and its main supplier of crude oil and the Banks, respectively, conducted extensive negotiations and agreed, in parallel and mutually, on a stand-still, meaning that repayment of outstanding liabilities was not to be made to any party. The stand-still agreement was successively extended on a number of occasions, until 11 December 2019.

The sanctions are the main circumstance that has radically impaired Nynas's profitability which has led to Nynas not being able to fulfil its commitments according to loan agreements and pay for oil deliveries. After it was made clear that the stand-still period agreed with the Banks would cease with immediate effect on 11 December 2019, the whole amount owed to the Banks by Nynas fell due. Given that no new agreement could be met, and Nynas therefore could not pay for oil deliveries that had been ordered, the board of directors and management of Nynas saw no other solution than petitioning for a company reorganisation. The petition for reorganisation was filed with the district court of Södertörn on 13 December 2019, which granted the petition the same day.

4 Reorganisation of the operations

4.1 The purpose of the reorganisation

The main purpose of the reorganisation is to handle the insolvency situation and investigate whether Nynas's operations can be improved. Ongoing measures for this, following an action plan that has been drawn up, is described in more detail in section 4.2 below.

A company reorganisation normally entails an offer to the creditors for a composition, i.e. that claims that have arisen prior to the initiation of the reorganisation are written off to a certain degree. In this reorganisation, however, the aim is that all suppliers and other creditors, with the exception of subordinated shareholder loans, the Banks and Nynas's main supplier of crude oil, will receive full payment on their claims when the reorganisation is complete. The intention is therefore that a composition or subordination only will include the above-mentioned larger creditors.

4.2 Measures taken thus far

4.2.1 *Maintaining operations, etc.*

When the reorganisation was initiated on 13 December 2019, Nynas's bank balance, including funds in transfer, were approximately 1.4 billion SEK.

However, Nynas had no ability to access the funds held with the Banks since the accounts were frozen after the petition for company reorganisation was granted, and Nynas therefore lacked access to liquidity for day-to-day operations. It also became clear that, due to the sanctions in place against Nynas and PdVSA, the Banks were reluctant to open administration accounts on behalf of the administrators, as is normally done in reorganisations. Nynas regained access to its own accounts approximately a week after the petition for the reorganisation was granted.

As of the day of the granting of the petition for reorganisation, 13 December 2019, Nynas had liabilities to the Banks in the aggregate amount of 565 million EUR. On 17 December 2019, the Banks set off funds that Nynas held with each of the Banks, in an aggregate amount of 73.2 million EUR. An additional set-off was made on 8 January 2020, with an amount of 26.1 million EUR. These set-offs have reduced Nynas's liquidity with the same amount. All set-offs made have been challenged by Nynas by written notification to each Bank, stating that the set-offs, with regards to the circumstances under which they were made, have not been allowed.

The lack of liquidity meant that Nynas could not pay for required deliveries of water, oil and gas, among other things. Thanks to big support from crucial suppliers and due to the possibility to offer security for such deliveries through super priority, the operations could continue until Nynas gained renewed access to its bank accounts. Payments for deliveries have thereafter been made from these accounts, under the supervision of the administrators.

At the outset of the reorganisation, it was clear that a reduction of the employee force is not planned to take place. It is highly important that Nynas's employees are retained and that motivation and team spirit are kept high, the strains of the ongoing reorganisation notwithstanding.

4.2.2 *Change of ownership structure*

As has been explained above, the sanctions against PdVSA and Venezuela has had a considerable negative impact on Nynas's operations. It is therefore necessary to immediately make changes to the ownership structure of Nynas in such a way that Nynas is no longer covered by the sanctions.

The management of Nynas and its legal counsel have, together with the administrators, drawn up a proposal for a new ownership structure, which has been presented to the majority shareholders of Nynas, Neste and PdVSA. After negotitations, the parties have agreed on a Term Sheet, which prescribes measures to be taken to change the ownership structure of Nynas in such a way that Nynas, after the measures have been taken, is deemed to no longer be subject to the sanctions against PdVSA and Venezuela.

The agreed-upon measures are conditioned upon and will only be taken if OFAC gives a written confirmation that the measures will lead to Nynas no longer being covered by the sanctions.

A relief from the sanctions would imply considerable advantages for the operative business, since transactions in USD would once again be possible and since Nynas would be able to borrow funds without the limitation as to time and other restrictions. The conditions are therefore favourable for establishing a new, long-term credit facility for the business as soon as Nynas is relieved from the sanctions.

Immediately after the owners agreed upon a new ownership structure, a petition was filed with OFAC on 17 January 2020 that Nynas should no longer be considered to be covered by the sanctions against PdVSA. OFAC has not yet given an answer to the petition.

4.2.3 *Bridge financing and financial advisor*

The operations of Nynas have continued without interruption during the reorganisation. The refineries have, however, been operated on a smaller scale due to the financial difficulties of Nynas, which has led to a reduction in oil purchases. It is now necessary to make additional oil purchases, since the stock of oil otherwise will not suffice for production from March 2020 and onward.

Nynas has sufficient funds to cover costs for day-to-day operations during the reorganisation according to a liquidity budget that has been drawn up. After the set-off from the Banks of an aggregate of 1.1 billion SEK (99.3 million EUR), Nynas lacks ability to complete planned and necessary purchases of oil in order to meet demand from customers and maintain production volumes. There is a need for external bridge financing of up to 1.5 billion SEK, which funding should be secured by the end of January 2020.

Nynas's management and owners have agreed to engage Carnegie Investment Bank AB ("**Carnegie**") to assist Nynas in negotiations with potential investors, concerning both short-term bridge financing and long-term equity capital. Carnegie is one of the leading Nordic financial advisors with considerable experience in capital raising and with sufficient resources to handle the mandate in question. Given the considerable assets of Nynas, which can be offered as security for the bridge financing, the possibilities to secure the necessary short-term funding are deemed to be advantageous.

If Nynas does not in timely manner secure the necessary funding for purchases of crude oil, this would have devastating consequences for the road maintenance and construction industry in the Nordics during 2020, with an acute decrease in the supply of asphalt as a consequence.

4.2.4 *Adjustment of the operations*

As has been stated in section 3.1, Nynas has, since 28 January 2019, avoided being designated as a direct SDN according to General License No. 13, which has been extended several times. However, the most recent extension, which is in force until 14 April 2020, has been paired with a provision expressly prohibiting Nynas from purchasing Venezuelan oil. Even if OFAC would confirm that Nynas, thanks to the change in ownership structure, no longer is subject to the sanctions against PdVSA, Nynas would likely still not be able to purchase Venezuelan oil, given the risk for secondary sanctions from such purchases.

All of Nynas's refineries are adapted for the Venezuelan crude oil that Nynas historically has purchased. The management of Nynas has prior to the initiation of the reorganisation taken measures in order to adapt the production from Venezuelan crude oil to other types of crude. Nynas has been granted the necessary licenses and made investments in the refineries, which makes it possible to produce all of Nynas's products from non-Venezuelan oil. After adjustment to non-Venezuelan oil, the percentage of the oil that is refined to NSP or bitumen will be lower, and the costs will therefore be higher.

The process to fully adapt the production equipment is estimated to require additional investments in the amount of approximately 500 million SEK. The adaptation is estimated to have a negative impact on Nynas's profits for the year 2020 of approximately 90 million USD. A 36-month budget has been drawn up, which shows profibatility in the future. The adaptation is also estimated to free up working capital in the approximate amount of 600 million SEK, thanks to the ability to reduce crude oil inventory levels.

5 Creditor committee

If a creditor so demands at the meeting among creditors on 24 January 2020, the district court shall appoint a creditor committee. The creditor committee consists, as a general rule, of a maximum of three persons and one employee representative. In special cases, e.g. in large reorganisations, additional committee members can be appointed. Appointment is often made of representatives of the largest unsecured creditors, since it is often these that are most affected by the result of the reorganisation.

The administrators shall confer with the creditor committee on important issues, which normally occurs through meetings with the administrators and the company under reorganisation. Since the committee members therefore is granted access to non-public information about the company and its business, the members of the committee sign a non-disclosure agreement.

The purpose of appointing a creditor committee is mainly to give the creditors, represented by the committee, insight in and information about the day-to-day work with the reorganisation. The creditor committee is also a valuable tool for the company and the administrators since action plans and reorganisation measures can be discussed, on non-disclosure terms, continually and openly. Both Nynas and the undersigned administrators deem it to be of value that a creditor committee is appointed in the reorganisation in question.

6 Overview of assets and liabilities

A preliminary balance sheet, which notes book values as per 31 December 2019, has been drawn up by Nynas. Below is a summary of assets and liabilities, ordered after rights of priority in accordance with the Swedish Rights of Priority Act.

ASSETS[7]	**Book values as per 2019-12-31 (KSEK)**
<u>Assets subject to specific rights of priority</u>	
Fixed assets	
<u>Tangible and intangible</u>	2,853,374
<u>Financial, shares, etc.</u>	2,914,982

[7] The balance sheet items are preliminary and potential need for depreciations have not yet been considered.

Current assets	
Stock	3,533,636
Accounts receivable and other claims[8]	2,319,773
Assets not subject to specific rights of priority	
Cash[9]	836,643
Total assets	**12,458,408**

LIABILITIES	**Estimated values (KSEK) as per 2019-12-31**
Secured liabilities	
Environmental liability[10]	149,685
General right of priority	
Section 10, items 2 and 4 of the Rights of Priority Act, reservation for reorganisation costs and super priorities	391,039
Section 12 of the Rights of Priority Act (estimated costs, excl. social contributions)	74,188
Total secured liabilities:	**614,912**
Unsecured liabilities	
Loans[11] (as per 2020-01-16, converted to SEK, including interest and costs)	
The Banks	4,888,723
Wages (wage guarantee)	32,818
Non-interest bearing accounts payable	405,708
Interest bearing accounts payable relating to crude oil[12]	3,448,560

[8] Of the total amount, approximately 130 million SEK relates to a claim on a supplier of crude oil.
[9] Of the total amount, 385,841 KSEK represent cash in transfer. A set-off of 272,749 KSEK (26.1 million EUR) against cash in transfer has been made on 7 January 2020.
[10] Represents environmental liabilities confirmed in a decision prior to 13 December 2019. Does not represent latent environmental liabilities.
[11] Liabilities towards the Banks include the set-off of approximately 26.1 million EUR made on 7 January 2020.
[12] Interest bearing accounts payable are reduced with a claim of approximately 170 million SEK.

Group liabilities	398,911
Other liabilities and provisions	386,646
Shareholder loans	1,230,463
Total unsecured liabilities:	**10,791,829**
Total liabilities:	**11,406,741**

As is shown by the summary, Nynas has assets totalling a book value of approximately 12.5 billion SEK, before potential depreciation of fixed assets, shares in subsidiaries and stock, while the liabilities total approximately 11.4 billion SEK.

As evident by the above overview, Nynas's assets have considerable value. It should, however, be noted that this is the going concern value. In the event of a bankruptcy, the value of the assets is likely considerably lower and the financial outcome for the creditors considerably worse. A forced shutdown of the refineries comes with both considerable environmental risks and risk for damage to the production facility. The large environmental impact on the industrial properties and land owned by Nynas is also likely to negatively impact the purchase price that an acquirer would be willing to pay in an insolvency situation since, as a general rule, there is no recourse against a bankruptcy estate for sanitation costs, etc. It should also be noted that a bankruptcy of Nynas can have far-reaching and serious negative societal consequences for the bitumen market, with, among other consequences an acute reduction of the supply of asphalt, mainly in the Nordics, and other related products.

7 Other issues

As stated above in section 4.2.1, set-offs in the aggregate amount of 99.3 million EUR have been made after the petition for reorganisation was granted.

Pursuant to chapter 4, section 5 of the Swedish Bankruptcy Act (*konkurslagen (1987:672)*), an agreement or other legal disposition through which a creditor unduly benefits ahead of other creditors or through which the debtor's assets are withheld from the creditors or through which the debtor's liabilities have increased, can be clawed back, if the debtor was, or through the agreement or disposition became, in isolation or together with other circumstances, insolvent and the counterparty knew or should have known about the debtor's insolvency and the other circumstances that made the agreement or disposition unduly.

The Banks do not have security for their respective claim on Nynas, and these claims are therefore unsecured in the event of a bankruptcy. Through the set-offs, the banks have secured payment for parts of their unsecured claims on Nynas. Investigation as to whether the requirements for claw-back in accordance with chapter 4, section 5 of the Swedish Bankruptcy Code are fulfilled, and for set-off in general, is ongoing.

8 Closing remarks

The board of directors and management of Nynas and the undersigned administrators, deem that, through the abovementioned measures, the outlook for achieving a successful reorganisation of Nynas and a long-term profitability is good. The reorganisation should therefore continue until 13 March 2020. It is in our view of utmost importance that the reorganisation can continue in order to avoid unforeseen and far-reaching consequences as regards the supply of bitumen and NSP products to the industry in Sweden, other Nordic countries and northern Europe.

Stockholm on 21 January 2020

Mikael Kubu Lars Eric Gustafsson

Composition of the board of directors

Board members

Jyrki Mäki-Kala
(chair of the board)

Roland Bergvik
(employee representative)

Fernando De Quintal Rodriguez

Hannele Jakosuo-Jansson

Lizet Arelys Navas Medina

Pia Ovrin
(employee representative)

Sheila Rivas Puerta

Mika Rydman

Christian Jan Gustaf Ståhlberg

Aryenis Torrealba

Deputy board members

Orelys Elisabeth Castillo Duran

Nilyen Clarissa Gil
(deputy board member)

Juha-Pekka Kekäläinen

Johan Olausson
(employee representative)

Junior Rivero

Alireza Saberi
(employee representative)

Nynas Group Legal Structure
Subsidiary Companies
20 th January 2020

- **Nynas AB** Sweden
  - Nynas Insurance Co Ltd, Bermuda
  - Nynas UK AB, Branch: Nynas UK
  - Nynäs AB, Sweden 3)
  - Nynas AG, Switzerland
  - Nynas AS, Norway
  - AS Nynas, Estonia
  - Nynas OY, Finland
  - Nynas A/S, Denmark
  - Nynas Sp. z o.o., Poland
  - Nynas Colombia S.A.S, Colombia
  - Nynas USA Inc., USA
  - Nynas Petroleo S.A., Spain
  - Nynas Oil Import AB, Sweden
  - Nynas Naphthenics Pte Ltd, India
  - PT Nynas Indonesia, Indonesia
  - Rep Office: Ukraine
  - Rep Office: Romania
  - Rep Office: Dubai, U.A.E.
  - Nynas GmbH, Germany
  - Nynas S.A., France 2)
  - Nynas Srl, Italy
  - Nynas (Australia) Pty Ltd, Australia 3)
  - Nynas (S. Africa) Pty Ltd, South Africa
  - Nynas do Brasil Ltda, Brazil 1)
  - Nynas Canada Inc., Canada
  - Nynas Naphthenics Yağlari Ticaret Ltd. Şti, Turkey
  - Nynas Mexico SA, Mexico 1)
  - Nynas Servicio SA, Mexico 1)
  - Nynas Technol-Handels GmbH, Austria
  - Nynas Argentina SA, Argentina 1)
  - Nynas Pet. (Shanghai) Co. Ltd, China
  - Nynas PTE Ltd, Singapore
    - Nynas Pte Ltd, Rep.office Japan
  - **Nynas Baltic Sweden AB** Sweden
    - LCC Nynas, Russia, in liquidation
  - **Nynas Ltd** UK
    - Nynas Naphthenics Ltd, UK
    - Nynas Bitumen Ltd, UK 3)
    - Highway Emulsions Ltd, UK 3)
    - Eastham Refinery Ltd, UK (50%)
  - **Nynas Belgium AB** Sweden
    - Nynas NV
  - **Nynas Germany AB** Sweden
    - Nynas Verwaltungs GmbH, General Partner (KG)
      - Nynas GmbH & Co KG
    - Nynas GmbH & Co KG

- 100% ownership, if not otherwise stated
- Darkened box means holding company of subgroup

1) Nynas Oil Import AB holds one or more nominee shares
2) Six Nynas Group employees hold six nominee shares
3) Non-operating companies

APPENDIX 2