

Teekay Stavanger is responsible for managing our North Sea shuttle tanker and FSO operations, supporting our growing Rio office and developing new business. Our mandate is to provide safe solutions and high quality service to our customers. We are committed to growing our business, being successful, and offering our employees a great work environment.

Our employees are our greatest asset. They are self-managed, passionate and responsible, while guided by our purpose, values, organizational principles and strategy. We communicate openly, honestly and directly, and we walk the talk.

We are organized by projects and in a flat and flexible manner. This makes us very agile, allows us to quickly respond to new opportunities and helps us to constantly adapt to the dynamic and ever changing business environment we operate in.

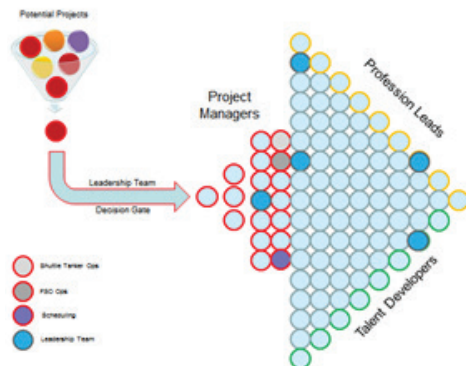


Figure 1 - Projects drive the business

Commercial Professions	Marine & Offshore Project Professions	Operational Professions	Business Support Professions
Business Development	Offshore Project Management	Shuttle Tanker Ops	QA
Scheduling	Shuttle Project Management	FSO Operations	Strategic Development
Contracts	Site Management	HSE	F&A
Legal	Turret & Mooring	Vetting	Human Resources
Offshore Loading	Procurement	Marine HR	Communication
DP EIA	Document Control	Maintenance	IT
		Structure	Office Management
		VOC Operations	Administration

Figure 2 - Our Professions

The **Leadership Team** is responsible for the overall results. They develop the business strategy, manage the portfolio, set overall targets, appoint project managers and act as role models. They also act as decision gate for potential projects.

All employees are part of a profession, the functional area of expertise that we need in house, in order to successfully run our, or win new business.

Profession Leads act as the go-to person for the professions. They coordinate activities within the functional area of expertise and ensure we have and meet appropriate quality standards in line with overall targets. They also make sure we have a continued expertise development. For each profession, there is a **Profession Owner** on the leadership team. The profession lead agrees with the profession owner on mandate and deliverables. Leadership team members acting as profession lead are also the owner of that particular profession. They align mandate and deliverables with the head of the business unit.

Talent Developers form our talent board, which is responsible for defining and delivering on our talent strategy. Each employee selects their talent developer from the talent board.

While the professions and talent board support the business, it is the projects that drive it.

Project Managers are given the mandate to execute their projects with full accountability for the project outcome. They are empowered to organize their project teams as they feel most appropriate, and, for the duration of the project, they report directly to a member of the leadership team, acting as project owner.

Role clarity is provided by accountability plans that each employee creates for themselves after consulting with the relevant profession leads, project managers, and their talent developer.

Titles exist only towards the external world and everyone picks their own title as required. They are chosen based on project and business needs and must fit the purpose.

This organizational model gives everyone the opportunity to maximize value creation while making their jobs meaningful and fun at the same time. We can freely collaborate and ultimately achieve more for less.

GOALS

Setting ambitious goals is the first step of making them become true. Every year we set ourselves a set of ambitious goals for the entire business unit. They are clear, measurable and in line with the overall strategy of the business

unit, Teekay Offshore Partners (TOO) and Teekay Corporation. This helps us to be as aligned and focused as possible.

The goals support our priorities for the year.

For 2013 these are:

1. Drive performance on HSE, vetting and OPEX
2. Maintain a sustainable manning cost level
3. Deliver Samba Class on time and budget
4. Sell unsold shuttle tanker capacity
5. Execute Remora strategy and start operations of the first Hi Load in Brazil
6. Win FSO tenders in North Sea
7. Develop strategy for adjacent business lines (EOR, EWT, WI, Offshore Construction etc.)
8. Continue STEAM project to reduce cost and create an agile organization

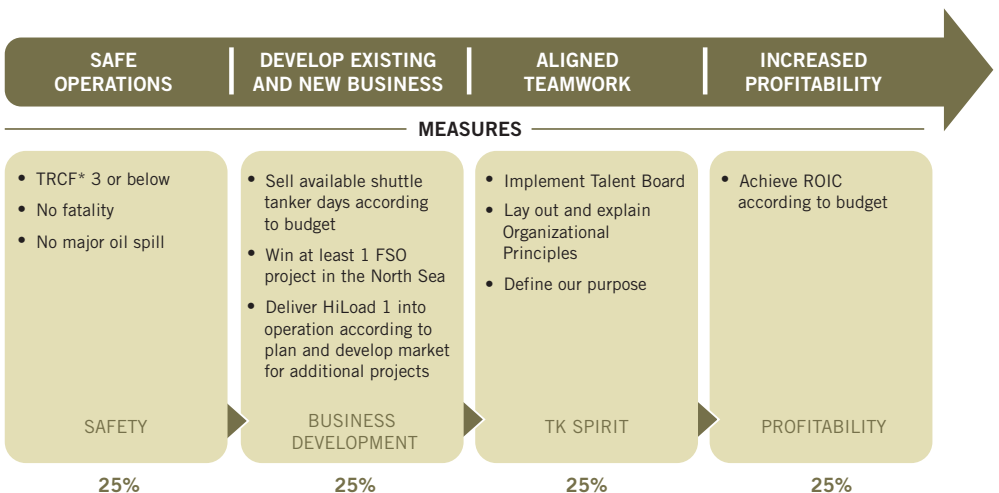


Figure 3 - Team Goals 2013