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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 20-F**

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(Mark One)

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**
- OR
- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the fiscal year ended December 31, 2018
- OR
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
- OR
- SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring shell company report \_\_\_\_\_

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 333-179250

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**Navios South American Logistics Inc.**

(Exact name of Registrant as specified in its charter)

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Not Applicable

(Translation of Registrant's Name into English)

Republic of Marshall Islands

(Jurisdiction of incorporation or organization)

Aguada Park Free Zone

Paraguay 2141, Of. 1603

Montevideo, Uruguay

(Address of principal executive offices)

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(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act. None

Securities registered or to be registered pursuant to Section 12(g) of the Act. None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

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Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

There is no public market for the registrant's common stock. There were 20,000 shares of the registrant's, par \$1.00 per share, issued and outstanding as of December 31, 2018.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or (15) (d) of the Securities Exchange Act of 1934. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or emerging growth company. See the definition of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer  Emerging Growth Company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13 (a) of the Exchange Act.

The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP  International Financial Reporting Standards as issued by the International Accounting Standards Board  Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

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*In this report, “Navios Logistics,” “Company,” “we,” “us” and “our” refer to Navios South American Logistics Inc. and its consolidated subsidiaries, as the context may require. We are incorporated as a Marshall Islands corporation. References to “Navios Holdings” are to Navios Maritime Holdings Inc., a Marshall Islands corporation. Navios Holdings is, along with its subsidiaries, our controlling stockholder.*

## **FORWARD-LOOKING STATEMENTS**

Certain statements under the captions “Item 3.D Risk Factors”, “Item 4 Information on the Company” and “Item 5 Operating and Financial Review and Prospects” and elsewhere in this report (including our statements concerning plans and objectives of management for future operations or economic performance, or assumptions related thereto) constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 relating to our business and financial outlook. These forward-looking statements are not historical facts, but rather are based on our current expectations, estimates and projections about our industry, and our beliefs and assumptions. Such statements include, in particular, statements about the strength of world economies, fluctuations in currencies and interest rates, general market conditions, including fluctuations in vessel contract rates, changes in demand for the transportation or storage of grain and mineral commodities and petroleum products, our relationship with Navios Holdings, the financial condition of Navios Holdings and its affiliates, our ability to enter into innovative financing, changes in our operating expenses, including, drydocking and insurance costs, and costs related to changes in governmental rules and regulations or actions taken by regulatory authorities, political, economic and other issues specifically affecting South America and related government regulations, potential liability from pending or future litigation, general domestic and international political conditions, potential disruption of river or seaborne transportation due to accidents or political events, and other statements described in this report. In some cases, you can identify the forward-looking statements by the use of words such as “may,” “could,” “should,” “would,” “expect,” “plan,” “anticipate,” “intend,” “forecast,” “believe,” “estimate,” “predict,” “propose,” “potential,” “continue” or the negative of these terms or other comparable terminology.

These statements are not guarantees of future performance and are subject to certain risks, uncertainties and other factors, some of which are beyond our control, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. We caution you not to place undue reliance on these forward-looking statements, which reflect our view only as of the date of this report. We are not obliged to update these statements or publicly release the result of any revisions to them to reflect events or circumstances after the date of this report or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for us to predict all of these factors. Further, we cannot assess the impact of each such factor on our business or the extent to which any factor, or combination of factors, may cause actual results to be materially different from those contained in these forward-looking statements.

Forward-looking statements include, but are not limited to, such matters as:

- future operating or financial results and future revenues and expenses;
- our ability to implement our business strategy, including areas of possible expansion;
- general market conditions and international logistics and commodities transportation and storage trends, including contract rates, vessel values and factors affecting supply and demand;
- the loss of a customer, our relationships with our customers or the ability or willingness of a customer to perform its obligations under a contract;
- our financial condition and liquidity, including our ability to service our debt, comply with our financial covenants and obtain additional financing in the future to fund capital expenditures, acquisitions and other corporate activities;
- the ability of our contract counterparties to fulfill their obligations to us;
- our ability to expand and maintain relationships with existing customers and obtain new customers;

- our future capital expenditures and investments in the construction, acquisition and refurbishment of our vessels or port facilities (including the amount and nature thereof and the timing of completion thereof, the delivery and commencement of operations dates, expected downtime and lost revenue);
- our ability to leverage Navios Holdings' relationships and reputation within shipping industry to our advantage;
- our anticipated general and administrative expenses;
- fluctuations in currencies and interests rates;
- general political, economic and business conditions in Argentina, Brazil, Uruguay, Paraguay and in other countries in which we operate;
- environmental and regulatory conditions, including changes in laws and regulations or actions taken by regulatory authorities;
- general domestic and international political conditions, including unrest, wars, acts of piracy and terrorism;
- potential liability from pending or future litigation; and
- other factors discussed in "Item 3. Key Information — D. Risk Factors" of this annual report.

You should read this report completely and with the understanding that actual future results may be materially different from expectations. All forward-looking statements made in this report are qualified by these cautionary statements. These forward-looking statements are made only as of the date of this report, and we do not undertake any obligation, other than as may be required by law, to update or revise any forward-looking statements to reflect changes in assumptions, the occurrence of unanticipated events, changes in future operating results over time or otherwise.

## **PART I**

### **Item 1. Identity of Directors, Senior Management and Advisers**

Not Applicable.

### **Item 2. Offer Statistics and Expected Timetable**

Not Applicable.

### Item 3. Key Information

#### A. Selected Financial Data

The selected consolidated historical financial information as of December 31, 2018 and 2017 and for the years ended December 31, 2018, 2017, and 2016, are derived from our audited consolidated financial statements which are included elsewhere in this report. The selected consolidated historical financial information as of December 31, 2016, 2015 and 2014 and for the years ended December 31, 2015 and December 31, 2014 have been derived from our audited financial statements not included in this report. This information is qualified by reference to, and should be read in conjunction with, “Item 5. Operating and Financial Review and Prospects” and our consolidated financial statements and notes thereto included elsewhere in this report.

	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016	Year Ended December 31, 2015	Year Ended December 31, 2014
(Expressed in thousands of U.S. dollars-except share data)					
<b>Statement of Operations Data</b>					
Time charter, voyage and port terminals revenues	\$ 175,126	\$ 180,044	\$ 190,218	\$ 211,701	\$ 208,507
Sales of products	32,508	32,572	30,118	39,347	60,267
Time charter, voyage and port terminal expenses	(31,949)	(33,617)	(32,139)	(33,564)	(47,653)
Direct vessel expenses	(48,962)	(62,554)	(69,130)	(74,746)	(72,187)
Cost of products sold	(31,289)	(30,717)	(27,450)	(36,811)	(58,011)
Depreciation of vessels, port terminals and other fixed assets	(26,583)	(23,322)	(23,105)	(24,146)	(21,264)
Amortization of intangible assets and liabilities	(2,724)	(3,543)	(3,523)	(3,823)	(3,822)
Amortization of deferred drydock and special survey costs	(7,204)	(7,928)	(6,870)	(7,280)	(5,838)
General and administrative expenses	(15,064)	(16,665)	(14,294)	(14,008)	(14,764)
(Provision for)/recovery of losses on accounts receivable	(75)	(569)	(1,304)	52	(548)
Taxes other than income taxes	(7,056)	(9,018)	(9,740)	(11,976)	(9,275)
Gain on sale of assets	28	1,064	—	—	—
Loss on bond extinguishment	—	—	—	—	(27,281)
Interest expense and finance cost	(39,669)	(28,347)	(24,240)	(27,082)	(27,837)
Interest income	517	238	815	569	291
Foreign exchange differences, net	(1,355)	(726)	1,722	219	1,494
Other income, net	9,237	2,725	61	235	941
<b>Income/(loss) before income taxes and noncontrolling interest</b>	<b>\$ 5,486</b>	<b>\$ (363)</b>	<b>\$ 11,139</b>	<b>\$ 18,687</b>	<b>\$ (16,980)</b>
Income tax benefit/(expense)	1,376	3,468	(982)	3,551	276
<b>Net income/(loss)</b>	<b>\$ 6,862</b>	<b>\$ 3,105</b>	<b>\$ 10,157</b>	<b>\$ 22,238</b>	<b>\$ (16,704)</b>
<b>Net income/(loss) attributable to Navios Logistics' stockholders</b>	<b>\$ 6,862</b>	<b>\$ 3,105</b>	<b>\$ 10,157</b>	<b>\$ 22,238</b>	<b>\$ (16,704)</b>
<b>Earnings/(loss) per share attributable to Navios Logistics' stockholders, basic and diluted</b>	<b>\$ 0.34</b>	<b>\$ 0.16</b>	<b>\$ 0.51</b>	<b>\$ 1.11</b>	<b>\$ (0.84)</b>
<b>Weighted average number of shares, basic and diluted</b>	<b>20,000</b>	<b>20,000</b>	<b>20,000</b>	<b>20,000</b>	<b>20,000</b>
<b>Balance Sheet Data (at year end)</b>					
Current assets, including cash and cash equivalents	\$ 127,108	\$ 120,372	\$ 118,602	\$ 119,902	\$ 124,301
Total assets	863,303	868,015	855,180	785,619	786,133
Total long-term debt, net, including current portion	530,186	532,746	427,949	367,568	366,709
Total Navios Logistics' stockholders' equity	286,137	279,275	346,170	336,013	313,775

The following table sets forth the selected consolidated historical financial data for our business.

	Year Ended December 31,				
	2018	2017	2016	2015	2014
	(Expressed in thousands of U.S. dollars, except other operating data)				
<b>Other Financial Data</b>					
Net cash provided by operating activities	\$ 21,158	\$ 36,971	\$ 21,879	\$ 44,985	\$ 13,020
Net cash used in investing activities	(19,646)	(46,321)	(91,173)	(27,039)	(101,858)
Net cash provided by / (used in) financing activities	4,928	21,156	55,869	(8,370)	74,200
Book value per common share	14.31	13.96	17.31	16.80	15.69
Adjusted EBITDA <sup>(1)</sup>	\$ 81,149	\$ 62,539	\$ 68,062	\$ 80,449	\$ 68,771
<b>Other Operating Data</b>					
Grain Port-tons of cargo moved	1,946,889	3,491,400	3,587,337	4,660,280	3,971,200
Iron ore Port-tons of cargo moved	1,057,518	551,000	—	—	—
Liquid Port-cubic meters of stored liquid cargos	317,352	251,467	212,992	207,299	212,866
Liquid Port-cubic meters of sales of products	43,711	53,082	49,379	56,178	61,605
Barge-cubic meters of liquid cargos	166,261	377,026	368,713	306,965	635,576
Barge-dry cargo tons	1,569,191	1,698,186	1,832,984	1,015,549	2,032,461
Cabotage-cubic meters of liquid cargos	1,254,033	1,308,502	1,513,584	1,836,506	1,833,813
Cabotage-available days	2,614	2,516	2,562	3,076	2,756
Cabotage-operating days	1,842	1,811	2,035	2,429	2,177
<b>Revenues per Segment</b>					
Port Business	\$ 99,320	\$ 86,098	\$ 66,386	\$ 81,729	\$ 99,954
Revenue-grain port	24,130	36,880	33,209	39,333	36,417
Revenue-iron ore port	38,943	13,805	—	—	—
Revenue-liquid port	3,739	2,841	3,059	3,049	3,270
Sales of products-liquid port	32,508	32,572	30,118	39,347	60,267
Barge Business	65,212	78,388	101,313	105,974	109,100
Cabotage Business	43,102	48,130	52,637	63,345	59,720

(1) Adjusted EBITDA represents net income/(loss) attributable to Navios Logistics' stockholders before interest, finance costs, depreciation and amortization, income taxes and loss on bond extinguishment. Adjusted EBITDA is presented because it is used by certain investors to measure a company's operating performance.

Adjusted EBITDA is a "non-GAAP financial measure" and should not be considered a substitute for net income, cash flow from operating activities and other operations or cash flow statement data prepared in accordance with accounting principles generally accepted in the United States or as a measure of profitability or liquidity. While Adjusted EBITDA is frequently used as a measure of operating performance, the definition of Adjusted EBITDA used here may not be comparable to that used by other companies due to differences in methods of calculation.

## Adjusted EBITDA Reconciliation to Net Income/(Loss) Attributable to Navios Logistics' Stockholders

	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016	Year Ended December 31, 2015	Year Ended December 31, 2014
	(Expressed in thousands of U.S. dollars)				
Net income/(loss) attributable to Navios Logistics' stockholders	\$ 6,862	\$ 3,105	\$ 10,157	\$ 22,238	\$ (16,704)
Depreciation of vessels, port terminals and other fixed assets	26,583	23,322	23,105	24,146	21,264
Amortization of intangible assets and liabilities	2,724	3,543	3,523	3,823	3,822
Amortization of deferred drydock and special survey costs	7,204	7,928	6,870	7,280	5,838
Loss on bond extinguishment	—	—	—	—	27,281
Interest income	(517)	(238)	(815)	(569)	(291)
Interest expense and finance cost	39,669	28,347	24,240	27,082	27,837
Income tax (benefit)/expense	(1,376)	(3,468)	982	(3,551)	(276)
<b>Adjusted EBITDA</b>	<b>\$ 81,149</b>	<b>\$ 62,539</b>	<b>\$ 68,062</b>	<b>\$ 80,449</b>	<b>\$ 68,771</b>

### B. Capitalization and Indebtedness

Not applicable.

### C. Reasons for the Offer and Use of Proceeds

Not applicable.

### D. Risk Factors

*You should carefully consider all of the information included in this report and the risks described below when evaluating our business and prospects. If any of the following risks actually occurs, our business, results of operations, financial condition or cash flows could be materially adversely affected. In that case, you might lose all or part of your investment. In evaluating our business, you should also refer to the other information set forth in this report, including "Operating and Financial Review and Prospects" and our consolidated financial statements and the related notes included herein.*

### Risks Relating to Our Industry and Our Business

**The international transportation industry is generally cyclical and volatile, and this may lead to volatility in, and reductions of, our vessel contract rates and volatility in our results of operations.**

The international transportation industry is generally both cyclical and volatile, with frequent fluctuations in contract rates. The markets in which we operate are still developing and the nature of the industry's cycle with respect to rates is difficult to determine, including the timing and amount of fluctuations in contract rates and spot market rates. However, we expect that our industry will exhibit significant cyclicity and volatility as it matures. The contract rates earned by the tankers in our cabotage business and barges and pushboats in our barge business will depend in part upon the state of the tankers, barges and pushboats market at the time we seek to charter them. We cannot control the forces affecting the supply and demand for these vessels or for the goods that they carry or predict the state of the respective markets on any future date.

Some of the factors that influence the demand for vessels include, but are not limited to:

- global and regional production of, and demand for, dry bulk commodities, in particular, soybean and iron ore, and petroleum and refined petroleum products;
- local government subsidies that affect the price of refined petroleum products;
- cabotage regulations in the region where we operate;
- embargoes and strikes; and
- changes in river, sea and other transportation patterns and the supply of and rates for alternative means of transportation.

Some of the factors that influence the supply of vessels include, but are not limited to:

- the number of newly constructed vessel deliveries in the area in which we operate;
- the scrapping rate of older vessels;
- the price of steel and other inputs;
- the number of vessels that are out of service at a given time;
- changes in licensing regulations and environmental and other regulations that may limit licenses, the useful life, carrying capacity or the operations of our fleet; and

- port or canal traffic and congestion.

**Our grain port business has seasonal components linked to the grain harvests in the region. At times throughout the year, the capacity of our grain port, including the loading and unloading operations, as well as the space in silos is exceeded, which could materially adversely affect our operations and revenues.**

A significant portion of our grain port business is derived from handling and storage of soybeans and other agricultural products produced in the Hidrovia, mainly during the season between April and September. This seasonal effect could, in turn, increase the inflow and outflow of barges and vessels in our dry port and cause the space in our silos to be exceeded, which in turn would affect our timely operations or our ability to satisfy the increased demand. Inability to provide services in a timely manner may have a negative impact on our clients' satisfaction and result in loss of existing contracts or inability to obtain new contracts.

**We are subject to certain operating risks, including vessel breakdowns or accidents, that could result in a loss of revenue from the affected vessels, which in turn could have a material adverse effect on our results of operations or financial condition.**

Our exposure to operating risks of vessel breakdown and accidents mainly arises in the context of our owned or bareboat chartered and operated vessels, including barges, tankers and pushboats. If any of the vessels in our fleet suffers damage, it may need to be repaired at a drydocking facility. The costs of drydocking are unpredictable and can be substantial. The loss of earnings while these vessels, barges and pushboats are being repaired and repositioned, as well as the actual cost of these repairs, could decrease our revenues and earnings substantially, particularly if a number of vessels, barges and pushboats are damaged or drydocked at the same time. For the fleet which is or may be chartered-in under time charters most operating risks relating to these time chartered vessels remain with their owners. If we pay hire on a chartered-in vessel or barge at a lower rate than the rate of hire it receives from a sub-charterer to whom we have chartered out the vessel, a breakdown or loss of the vessel due to an operating risk suffered by the owner will, in all likelihood, result in our loss of the positive spread between the two rates of hire. Breakdowns, accidents or drydocking costs involving our vessels and losses relating to chartered vessels that are not covered by insurance would result in a loss of revenue from the affected vessels, which may materially adversely affect our financial condition and results of operations.

**We are subject to certain operating risks in our port terminals that could affect the performance of our contractual commitments which could result in a loss of revenue, and which in turn could have a material adverse effect on our results of operations or financial condition.**

Our operations are subject to a number of risks affecting our port facilities. These risks include, but are not limited to, mechanical and electrical failure, accidents, personal injury, loss or theft of cargo, or damage, fires, explosions, business interruption, political conditions and hostilities, labor strikes, adverse weather conditions such as floods, natural disasters, accidents on waterways or in coastal routes or accidents in our loading or unloading terminals, including environmental accidents and collisions, each of which could potentially result in damages, penalties, fines, indemnities or costs payable to third parties and other claims against us. Our exposure to these operating risks in our port terminals may adversely affect our capacity to duly perform our contractual obligations under our take-or-pay contracts. The costs of repairing equipment, including but not limited to cranes, conveyor belts, stacker-reclaimer, shiploaders, or piers are unpredictable and can be substantial. The loss of earnings while these damages are being repaired, as well as the actual cost of these repairs, could decrease our revenues and earnings substantially, particularly if this leads to a default under our contracts, which would materially affect our financial condition and results of operations.

**We depend on a few significant customers for a large part of our revenues, and the loss of one or more of these customers could materially and adversely affect our revenues.**

In each of our businesses, we derive a significant part of our revenues from a small number of customers. We expect that a small number of customers will continue to generate a substantial portion of our revenues for the foreseeable future. For the year ended December 31, 2018, our three largest customers, Vale International S.A. ("Vale"), Cammesa S.A. ("Cammesa") and Axion Energy Paraguay S.A. ("Axion Energy"), accounted for 32.0%, 10.8% and 10.2% of our revenues, respectively, and our five largest customers accounted for approximately 65.4% of our revenues. For the year ended December 31, 2017, our three largest customers, Vale, YPF S.A. ("YPF") and Axion Energy, accounted for 20.3%, 13.7% and 12.7% of our revenues, respectively, and our five largest customers accounted for approximately 61.9% of our revenues. For the year ended December 31, 2016, our three largest customers, Vale, Axion Energy and Cammesa, accounted for 28.0%, 13.8% and 11.5% of our revenues, respectively, and our five largest customers accounted for approximately 67.4% of our revenues. In addition, some of our customers, including many of our most significant customers, operate their own vessels and/or barges as well as port terminals. These customers may decide to cease or reduce the use of our services for various reasons, including employment of their own vessels or port terminals as applicable. The loss of any of our significant customers, including our large take-or-pay customers or the change of the contractual terms of any one of our most significant take-or-pay contracts or any significant dispute with one of these customers could materially adversely affect our financial condition and our results of operations.

If one or more of our customers does not perform under one or more contracts with us and we are not able to find a replacement contract, or if a customer exercises certain rights to terminate the contract, we could suffer a loss of revenues that could materially adversely affect our business, financial condition and results of operations.

We could lose a customer or the benefits of a contract if, among other things:

- the customer fails to make payments because of its financial inability, the curtailment or cessation of its operations, its disagreements with us or otherwise;
- the customer terminates the contract because we fail to meet their contracted storage needs and/or the contracted operational performance;
- the customer terminates the contract because we fail to deliver the vessel within a fixed period of time, the vessel is lost or damaged beyond repair, there are serious deficiencies in the vessel or prolonged off-hire, default under the contract; or
- the customer terminates the contract because the vessel has been subject to seizure for more than a specified number of days.

We could also become involved in legal disputes with customers, including but not limited to our long-term take-or pay customers, relating to our contracts, be it through litigation, arbitration or otherwise, which could lead to delays in, or suspension or termination of our take-or-pay contracts or others and result in time-consuming, disruptive and expensive litigation or arbitration. If such contracts are suspended for an extended period of time, or if a number of our material contracts are terminated or renegotiated, our financial condition and results of operations could be materially adversely affected. Even if we prevail in legal disputes relating to our customer contracts, which could entitle us to compensation, we cannot assure you that we would receive such compensation on a timely basis or in an amount that would fully compensate us for our losses.

**Vale represents a significant portion of our revenue, and the fulfilment of their obligations under the in-force agreements with us, and their inability or unwillingness to honor these obligations could significantly reduce our revenues and cash flow.**

Vale's payments to us represent a significant source of our revenue for us. Reductions in the demand for or the oversupply of iron ore would place Vale under financial pressure and may increase the likelihood of Vale being unable or unwilling to pay us contracted rates or renew contracts upon termination.

If Vale were to terminate or not renew one of their contracts, we may be unable to enter into new contracts under similarly favorable terms or at all. Also, we will not receive any revenues from such vessels while they are un-chartered, but will still be required to pay expenses necessary to maintain and insure the pushboat and barges.

The loss of any of our charterers, time charters or vessels, or a decline in payments under our time charters, could have a material adverse effect on our business, results of operations and financial condition, as well as our cash flows, including cash available for distributions to our shareholders, or our ability to continue to service our indebtedness.

In addition, the ability and willingness of Vale to perform its obligations under the agreements with charter parties and the iron ore port service contract will depend upon a number of factors that are beyond our control and may include, among other things, general economic conditions, the state of the capital markets, the condition of the commodities industry and charter hire rates. Should Vale fail to honor its obligations under the agreements with us, we could sustain significant losses, which in turn could have a material adverse effect on our business, results of operations and financial condition, as well as our cash flows. Notwithstanding the foregoing, our contracts have dispute resolution clauses and protections that we may seek to enforce in such events. For example, on June 10, 2016, the Company initiated arbitration proceedings against Vale pursuant to the dispute resolution provisions of the service contract relating to the iron ore port facility in Nueva Palmira. On December 20, 2016, the arbitration tribunal ruled that the Vale port contract remains in full force and effect, and if Vale were to further repudiate or renounce the contract, we may elect to terminate the contract and be entitled to damages calculated by reference to guaranteed volumes and agreed tariffs for the remaining period of the contract. As of the date hereof, no further claim has been made or received from Vale. Any litigation or arbitration proceeding would be costly and time consuming and may result in the deterioration of our commercial relationships with Vale.

**We are subject to certain credit risks with respect to our counterparties on contracts, and the failure of such counterparties to meet their obligations could cause us to suffer losses on such contracts and thereby decrease revenues and income.**

We charter-out our fleet, provide handling services for commodities and rent the space of our tanks, stockpiles and silos to other parties, who pay us hire on a daily rate or rate per ton or per cubic meter stored or moved. We also enter into spot market voyage contracts, for which we are paid a rate per ton to carry a specified cargo on a specified route. If the counterparties fail to meet their obligations, we could suffer losses on such contracts which could materially adversely affect our financial condition and results of operations. In addition, after a counterparty defaults on a contract, we would have to enter into new contracts at possibly lower rates. It is also possible that we would be unable to secure a contract at all. If we enter into new contracts at lower rates or are unable to replace the contracts, our financial condition and results of operations could be materially adversely affected.

**When our contracts expire, we may not be able to successfully replace them.**

The process for concluding contracts for our services, including port logistics services, vessel contracts and longer-term time charters generally involves a lengthy and intensive screening and vetting process and the submission of competitive bids. In addition to the quality and suitability of our ports and fleet, medium- and longer-term contracts tend to be awarded based upon a variety of other factors relating to the operator, including but not limited to:

- environmental, health and safety record;
- compliance with regulatory industry standards;
- reputation for customer service, technical and operating expertise;
- shipping and port operating experience and quality of operations, including cost-effectiveness;
- construction management experience, including the ability to procure on-time delivery of vessels according to customer specifications;
- ability to negotiate contract terms, including those allocating operational risks;
- competitiveness of the bid in terms of overall price; and
- general reputation in the industry.

As a result of these factors, when our contracts, including our long-term charters, expire, we cannot assure you that we will be able to successfully replace them promptly or at all or at rates sufficient to allow us to operate our business profitably or to meet our obligations, including payment of debt service to our noteholders or lenders. Our ability to renew the contracts on our current or future vessels by the time of their expiration or termination, and the rates payable under any replacement contracts, will depend upon, among other things, economic conditions in the sectors in which our vessels operate at that time, changes in the supply and demand for vessel capacity and changes in the supply and demand for the transportation and storage of commodities as described above.

However, if we are successful in employing our vessels under longer-term contracts, our vessels will not be available for trading in the spot market during an upturn in the market cycle, when spot trading may be more profitable. If we cannot successfully employ our vessels with profitable contracts, our results of operations and operating cash flow could be materially adversely affected.

**Our business can be affected by adverse weather conditions, effects of climate change and other factors beyond our control, that can affect production of the goods we transport and store as well as the navigability of the river system on which we operate.**

A significant portion of our business is derived from the transportation, handling and storage of iron ore, soybeans and other agricultural products produced in the Hidrovia region. Any drought or other adverse weather conditions, such as floods, could result in a decline in production of these products, which would likely result in a reduction in demand for our services. This would, in turn, negatively impact our results of operations and financial condition. Furthermore, our fleet operates in the Parana and Paraguay Rivers, and any changes adversely affecting navigability of either of these rivers, such as changes in the depth of the water or the width of the navigable channel, could, in the short-term, reduce or limit our ability to effectively transport cargo on the rivers. The possible effects of climate change, such as floods, droughts or increased storm activity, could similarly affect the demand for our services or our operations.

A prolonged drought, the possible effects of climate change, or other turn of events that is perceived by the market to have an impact on the region, the navigability of the Parana or Paraguay Rivers or our business in general may, in the short-term, result in a reduction in the market value of our ports, barges and pushboats that operate in the region. These barges and pushboats are designed to operate in wide and relatively calm rivers, of which there are only a few in the world. If it becomes difficult or impossible to operate profitably our barges and pushboats in the Hidrovia and we are forced to sell them to a third party located outside of the region, there is a limited market in which we would be able to sell these vessels, and accordingly we may be forced to sell them at a substantial loss.

**We may be unable to obtain financing for our growth or to fund our future capital expenditures, which could materially adversely affect our results of operations and financial condition.**

Our capital expenditures during 2016, 2017 and 2018 were \$91.2 million, \$46.5 million and \$19.6 million, respectively, mainly used to acquire and/or pay installments for among others one newbuilding estuary tanker vessel, three pushboats, and to expand our port terminal operations through the construction of an iron ore port terminal facility and the development of a new upriver terminal. In order to follow our current strategy for growth, we will need to fund future asset or business acquisitions, increase working capital levels and increase capital expenditures.

In the future, we will also need to make capital expenditures required to maintain our current ports, fleet and infrastructure. Cash generated from our earnings may not be sufficient to fund all of these measures. Accordingly, we may need to raise capital through borrowings or the sale of debt or equity securities. Our ability to obtain bank financing or to access the capital markets for future offerings may be limited by our financial condition at the time of any such financing or offering, as well as by adverse market conditions resulting from, among other things, general economic conditions and contingencies and uncertainties that are beyond our control. If we fail to obtain the funds necessary for capital expenditures required to maintain our ports, fleet and infrastructure, we may be forced to take vessels out of service or curtail operations, which could materially harm our revenues and profitability. If we fail to obtain the funds that might be necessary to acquire new vessels, expand our existing infrastructure, or increase our working capital or capital expenditures, we might not be able to grow our business and our earnings could suffer. Furthermore, despite covenants under the indenture governing the 7.25% Senior Notes due 2022 (the “2022 Senior Notes”) and the Term Loan B Facility (See “Item 5.B. Liquidity and Capital Resources — Long-term Debt Obligations”) and the agreements governing our other indebtedness, we will be permitted to incur additional indebtedness which would limit cash available for working capital and to service our indebtedness.

**For any newbuilding vessels we purchase, delays, cancellations or non-completion of deliveries of such newbuilding vessels could harm our operating results.**

For any newbuilding vessels we purchase, the shipbuilder could fail to deliver the newbuilding vessel as agreed or we could cancel the purchase contract if the shipbuilder fails to meet its obligations. In addition, under charters or contracts we may enter into that are related to a newbuilding, if our delivery of the newbuilding to our customer is delayed, the customer may terminate the contract and, in addition to the resulting loss of revenues, we may be responsible for additional, substantial liquidated damages. We do not derive any revenue from a vessel until after its delivery and are required to pay substantial sums as progress payments during construction of a newbuilding. While we have refund guarantees from financial institutions with respect to such progress payments in the event the vessel is not delivered by the shipyard or is otherwise not accepted by us, there is the potential that we may not be able to collect all portions of such refund guarantees, in which case we would lose the amounts we have advanced to the shipyards for such progress payments.

The completion and delivery of newbuildings could be delayed, cancelled or otherwise not completed because of:

- quality, design or engineering problems;
- changes in governmental regulations or maritime self-regulatory organization standards;
- work stoppages or other labor disturbances at the shipyard;
- bankruptcy or other financial crisis of the shipbuilder;
- a backlog of orders at the shipyard;
- political or economic disturbances;
- weather interference or catastrophic event, such as a major earthquake or fire;
- requests for changes to the original vessel specifications;
- shortages of or delays in the receipt of necessary construction materials, such as steel;
- inability to finance the construction or conversion of the vessels; or
- inability to obtain requisite permits or approvals.

If delivery of a vessel is materially delayed, it could materially adversely affect our future earnings.

**We own and operate an up-river port terminal in San Antonio, Paraguay that we believe is well-positioned to become a hub for industrial development based upon the depth of the river in the area and the convergence between land and river transportation. If the port does not become a hub for industrial development, our future prospects could be materially and adversely affected.**

We own and operate an up-river port terminal with tank storage for refined petroleum products, oil and gas in San Antonio, Paraguay. We believe that the port’s location south of the city of Asuncion, the depth of the river in the area and the convergence between land and river transportation make this port well-positioned to become a hub for industrial development. However, if the location is not deemed to be advantageous, or the use of the river or its convergence with the land is not fully utilized for transportation, then the port would not become a hub for industrial development, and our future prospects could be materially and adversely affected.

**The risks and costs associated with ports as well as vessels increase as the operational port equipment and vessels age.**

The costs to operate and maintain a port or a vessel increase with the age of the port equipment or the vessel. Governmental regulations, safety or other equipment standards related to the age of the operational port equipment or vessels may require expenditures for alterations or the addition of new equipment to our port equipment or vessels and may restrict the type of activities in which these ports or vessels may engage. The failure to make capital expenditures to alter or add new equipment to our barges, pushboats, vessels and/or ports may restrict the type of activities in which these barges, pushboats, vessels and/or ports may engage and may decrease their operational efficiency and increase our costs. As charterers prefer newer vessels that are more fuel efficient than older vessels, the age of some of our vessels, barges and pushboats may make them less attractive to charterers. Cargo insurance rates also increase with the age of a vessel, making older vessels less desirable to charterers as well.

We cannot assure you that, as our operational port equipment and vessels barges and pushboats age, market conditions will justify those expenditures or enable us to operate them profitably during the remainder of their useful lives. If we sell such assets, we may have to sell them at a loss, or opt to scrap our assets, and if clients no longer use our ports or charter-out our vessels due to their age, our results of operations could be materially adversely affected.

**Spare parts or other key equipment needed for the operation of our ports and fleet may not be available off the shelf and we may face substantial delays, which could result in a loss of revenues while waiting for those spare parts to be produced and delivered to us.**

Our ports and our fleet may need spare parts to be provided in order to replace old or damaged parts in the normal course of their operations. Given the increased activity in the maritime industry and the industry that supplies it, the manufacturers of key equipment for our vessels and our ports (such as engine makers, propulsion systems makers, control system makers and others) may not have the spare parts needed available immediately (or off the shelf) and may have to produce them when required. If this was the case, our vessels and our ports may be unable to operate while waiting for such spare parts to be produced, delivered, installed and tested, resulting in a substantial loss of revenues for us.

**We are subject to various laws, regulations and conventions, relating to environmental, health and safety that could require significant expenditures both to maintain compliance with such laws and to pay for any uninsured environmental liabilities resulting from a spill or other environmental disaster.**

Our business is materially affected by government regulation to protect the environment, health and safety in the form of international conventions, national, state and local laws, customs inspections and related procedures, and regulations in force in the jurisdictions in which our ports are located and our fleet operates, as well as in the country or countries of their registration. Because such conventions, laws and regulations are often revised, we cannot predict the ultimate cost of complying with such conventions, laws and regulations, or the impact thereof on the fair market price or useful life of our vessels, or on the operation of our ports. Changes in governmental regulations, safety or other equipment standards, as well as compliance with standards imposed by inland self-regulatory organizations and customer requirements or competition, may require us to make capital and other expenditures. In order to satisfy any such requirements, we may be required to take one or more of our vessels out of service for extended periods of time, with corresponding losses of revenues. In the future, market conditions may not justify these expenditures or enable us to operate our vessels, particularly older vessels, profitably during the remainder of their economic lives, which could have a material adverse effect on our results of operations. This could lead to significant asset write-downs. For example, the recent phase-out of single-hulled vessels require us to either replace, modify or shift the utilization of some of our single-hulled vessels.

Additional conventions, laws and regulations may be adopted that could limit our ability to do business, require capital expenditures or otherwise increase our cost of doing business, which may materially and adversely affect our operations, as well as the shipping industry generally. In various jurisdictions, legislation has been enacted or is under consideration that would impose more stringent requirements on air pollution and other ship emissions, including emissions of greenhouse gases and ballast water discharged from vessels. We are required by various governmental and quasi-governmental agencies to obtain certain permits, licenses and certificates with respect to our operations. Violations of such requirements can result in substantial penalties, and in certain instances, seizure or detention of our vessels.

We believe that the heightened level of environmental and quality concerns among insurance underwriters, regulators and customers is leading to greater inspection and safety requirements on all vessels and may accelerate the scrapping of older vessels throughout the industry. Increasing environmental and safety concerns have created a demand for vessels that conform to higher environmental and safety standards. We are required to maintain operating standards for all of our vessels for operational safety, quality maintenance, continuous training of our officers and crews, and compliance with international, national and local laws and regulations. We believe that our vessels and operations are in substantial compliance with applicable environmental and safety laws, regulations and standards. However, because such laws and regulations are frequently changing and may impose increasingly stricter requirements or be enforced more strictly, future requirements may limit our ability to do business, increase our operating costs, force the early retirement of our vessels, and/or affect their resale value, all of which could have a material adverse effect on our financial condition and results of operations. There is also a risk that any non-compliance that may be found to exist could lead to penalties or fines, that these could be imposed regardless of fault or intent, and that they could materially adversely affect our financial position.

In addition, various international and domestic laws have been adopted that impose liability to pay damages or compensation for environmental loss or other damage resulting from ship operations, notably through pollution by oil or other hazardous or noxious substances. Relevant international laws include the International Convention for Civil Liability for Oil Pollution Damage (the “CLC”) (which imposes liability for pollution damage caused by the escape or discharge of persistent oil from a tanker), and the International Convention on Civil Liability for Bunker Oil Pollution Damage 2001 (which applies to oil pollution damage from the bunkers of vessels other than tankers falling within CLC). Domestic legislation also exists that imposes similar liabilities in respect of pollution damage, notably in respect of incidents falling outside these international regimes. We could also become subject to personal injury or property or natural resources damage claims relating to exposure to, or releases of, regulated materials associated with our current or historic operations. In addition, we are subject to insurance or other financial assurance requirements relating to oil spills and other pollution incidents and are in material compliance with these requirements.

We maintain, for each of our owned vessels, insurance coverage against pollution liability risks in the amount of \$1.0 billion per event. The insured risks include penalties and fines as well as civil liabilities and expenses resulting from accidental pollution. However, this insurance coverage is subject to exclusions, deductibles and other terms and conditions. If any liabilities or expenses fall within an exclusion from coverage, or if damages from a catastrophic incident exceed the \$1.0 billion limitation of coverage per incident, our cash flow, profitability and financial position could be materially and adversely impacted.

For a more detailed discussion regarding the details of these international and domestic laws, please see “Item 4.B. Business Overview.”

**As we expand our business, we may have difficulty managing our growth, including the need to improve our operations and financial systems, staff and crew or to receive required approvals to implement our expansion projects. If we cannot improve these systems, recruit suitable employees or obtain required approvals, we may not be able to effectively control our operations.**

We intend to grow our port terminal, barge and cabotage businesses, either through land acquisition and expansion of our port facilities, through purchases of additional vessels, through chartered-in vessels or acquisitions of other logistics and related or complementary businesses. The expansion and acquisition of new land or addition of vessels to our fleet will impose significant additional responsibilities on our management and staff, and may require us to increase the number of our personnel. We will also have to increase our customer base to provide continued activity for the new businesses.

In addition, approval of governmental, regulatory and other authorities may be needed to implement any acquisitions or expansions. For example, we have available land in Brazil and Uruguay where we plan to develop or expand our port facilities. In order to complete these projects, however, we need to receive required authorization from several authorities. If these authorities deny our request for authorization, or if existing authorizations are revoked, we will not be able to proceed with these projects.

Growing any business by acquisition presents numerous risks. Acquisitions expose us to the risk of successor liability relating to actions involving an acquired company, its management or contingent liabilities incurred before the acquisition. The due diligence we conduct in connection with an acquisition, and any contractual guarantees or indemnities that we receive from the sellers of acquired companies or assets, may not be sufficient to protect us from, or compensate us for, actual liabilities. Any material liability associated with an acquisition could adversely affect our reputation and results of operations and reduce the benefits of the acquisition. Other risks presented include difficulty in obtaining additional qualified personnel, managing relationships with customers and suppliers and integrating newly acquired assets or operations into existing infrastructures.

Management is unable to predict whether or when any prospective acquisition will occur, or the likelihood of a certain transaction being completed on favorable terms and conditions. Our ability to expand our business through acquisitions depends on many factors, including our ability to identify acquisitions or access capital markets at an acceptable cost and negotiate favorable transaction terms. We cannot give any assurance that we will be successful in executing our growth plans or that we will not incur significant expenses and losses in connection therewith or that our acquisitions will perform as expected, which could materially adversely affect our results of operations and financial condition. Furthermore, because the volume of cargo we ship is at or near the capacity of our existing barges during the typical peak harvest season, our ability to increase volumes shipped is limited by our ability to acquire or charter-in additional barges.

With respect to our existing infrastructure, our initial operating and financial systems may not be adequate as we implement our plan to expand, and our attempts to improve these systems may be ineffective. If we are unable to operate our financial and operations systems effectively or to recruit suitable employees as we expand our operations, we may be unable to effectively control and manage the substantially larger operation. Although it is impossible to predict what errors might occur as the result of inadequate controls, it is generally harder to manage a larger operation than a smaller one and, accordingly, more likely that errors will occur as operations grow. Additional management infrastructure and systems will be required in connection with such growth to attempt to avoid such errors.

**Rising crew costs, fuel prices and other cost increases may adversely affect our profits.**

At December 31, 2018, we employed 384 land-based employees and 572 seafarers as crew on our vessels. Crew costs are a significant expense for us. Recently, the limited supply of and increased demand for well-qualified crew, due to the increase in the size of the global shipping fleet, has created upward pressure on crewing costs, which we generally bear under our time and spot contracts. Additionally, labor union activity in the Hidrovia may create pressure for us to pay higher crew salaries and wages. In addition, fuel is one of the largest operating expenses in our barge and cabotage businesses, when the revenue is contracted mainly by ton per cargo shipped. The prices for and availability of fuel may be subject to rapid change or curtailment, respectively, due to, among other things, new laws or regulations, interruptions in production by suppliers, imposition of restrictions on energy supply by government, worldwide price levels and market conditions. Currently, most of our long-term contracts provide for the adjustment of freight rates based on changes in the fuel prices and crew costs. We may be unable to include similar provisions in these contracts when they are renewed or in future contracts with new customers. To the extent our contracts do not pass-through changes in fuel prices to our clients, we will be forced to bear the cost of fuel price increases. We may hedge in the futures market all or part of our exposure to fuel price variations. We cannot assure you that we will be successful in hedging our exposure. In the event of a default by our contractual counterparties or other circumstance affecting their performance under a contract, we may be subject to exposure under, and may incur losses in connection with, our hedging instruments, if any. In certain jurisdictions, the price of fuel is affected by high local taxes and may become more expensive than prevailing international prices. We may not be able to pass onto our customers the additional cost of such taxes and may suffer losses as a consequence of such inability. Such increases in crew and fuel costs may materially adversely affect our results of operations.

**Disruptions in world financial markets and the resulting governmental action in Europe, the United States and in other parts of the world could have a material adverse impact on our ability to obtain financing required to acquire vessels or new businesses. Furthermore, such a disruption would materially adversely affect our results of operations, financial condition and cash flows.**

Global financial markets and economic conditions remain subject to significant vulnerabilities. Continuing turmoil and hostilities in Iraq, Afghanistan, Syria, Ukraine, other current conflicts, the refugee crisis in Europe and Middle East and continuing concerns relating to Brexit have led to increased volatility in global credit and equity markets. Several European countries including Greece, have been affected by increasing public debt burdens and weakening economic growth prospects. This has all materially affected the financial conditions of banks in those countries, including those with which we maintain cash deposits and equivalents, or on which we rely on to finance our vessel and new business acquisitions. Cash deposits and cash equivalents in excess of amounts covered by government-provided insurance are exposed to loss in the event of non-performance by financial institutions. We maintain cash deposits and equivalents in excess of government-provided insurance limits at banks in certain European countries, which may expose us to a loss of cash deposits or cash equivalents.

The ability of banks and credit institutions to finance new projects, including the acquisition of new vessels in the future, was for a time uncertain. A recurrence of global economic weakness may adversely affect the financial institutions that provide our credit facilities and may impair their ability to continue to perform under their financing obligations to us, which could have an impact on our ability to fund current and future obligations.

Furthermore, we may experience difficulties obtaining financing commitments, including commitments to refinance our existing debt as payments come due under our credit facilities, in the future if lenders are unwilling to extend financing to us or unable to meet their funding obligations due to their own liquidity, capital or solvency issues. Due to the fact that we would possibly cover all or a portion of the cost of any new acquisition with debt financing, such uncertainty, combined with restrictions imposed by our current debt, could hamper our ability to finance vessels or other assets and new business acquisitions. In addition, the economic uncertainty worldwide has made demand for shipping services volatile and has reduced charter rates, which may adversely affect our results of operations and financial condition. Currently, the economies of the United States, the European Union (the "EU"), China, Japan, other Asian Pacific countries and India are the main driving force behind the development in seaborne transportation. Reduced demand from such economies has in the past driven decreased rates and vessel values.

We could face risks attendant to changes in economic environments, changes in interest rates, and instability in certain securities markets, among other factors. Major market disruptions and the uncertainty in market conditions and the regulatory climate in the United States, Europe and worldwide could adversely affect our business or impair our ability to borrow amounts under any future financial arrangements. The current market conditions may last longer than we anticipate. These recent and developing economic and governmental factors could have a material adverse effect on our results of operations, financial condition or cash flows.

**Our industry is highly competitive, and we may not be able to compete successfully for services with new companies with greater resources.**

We provide services through our ports and employ our fleet in highly competitive markets. The river and sea coastal logistics market is international in scope and we compete with many different companies, including other port or vessel owners and major oil companies.

With respect to loading, storage and ancillary services, the market is divided between transits and exports, depending on the cargo origin. In the case of transits there are other companies operating in the river system that are able to offer services similar to ours. With respect to exports, our competitors are Montevideo Port in Montevideo and Ontur and TGU in Nueva Palmira. The main competitor of our liquid port terminal in Paraguay is Petropar, a Paraguayan state-owned entity. Other competitors include Copetrol, TLP, Petrobras and Trafigura Pte Ltd.

We face competition in our barge and cabotage businesses with transportation of oil and refined petroleum products from other independent ship owners and from vessel operators. The charter markets in which our vessels compete are highly competitive. Key competitors include the successor of Ultrapetrol Bahamas Ltd., Hidrovias do Brasil, Interbarga, P&O, Imperial Shipping and Fluviomar. In addition, some of our customers, including ADM, Cargill International S.A. (“Cargill”), Louis Dreyfus Holding B.V. (“Louis Dreyfus”) and Vale, have some of their own dedicated barge capacity, which they can use to transport cargo in lieu of hiring a third party. We also compete indirectly with other forms of land-based transportation such as truck and rail. These companies and other smaller entities are regular competitors of ours in our primary trading areas. Competition is primarily based on prevailing market contract rates, vessel location and vessel manager know-how, reputation and credibility.

Our competitors may be able to offer their customers lower prices, higher quality service and greater name recognition than we do. Accordingly, we may be unable to retain our current customers or to attract new customers.

**If we fail to fulfill the oil majors’ vetting processes, it could materially adversely affect the employment of our tanker vessels in the spot and period markets, and consequently our results of operations.**

While numerous factors are considered and evaluated prior to a commercial decision, the oil majors, through their association, OCIMF, have developed and are implementing two basic tools: (a) the Ship Inspection Report Program (“SIRE”) and (b) the Tanker Management and Self Assessment (“TMSA”) program. The former is a ship inspection based upon a thorough Vessel Inspection Questionnaire and performed by OCIMF-accredited inspectors, resulting in a report being logged on SIRE. The report is an important element of the ship evaluation undertaken by any oil major when a commercial need exists.

Based upon commercial needs, there are three levels of assessment used by the oil majors: (a) terminal use, which will clear a vessel to call at one of the oil major’s terminals, (b) voyage charter, which will clear the vessel for a single voyage and (c) term charter, which will clear the vessel for use for an extended period of time. While for terminal use and voyage charter relationships, a ship inspection and the operator’s TMSA will be sufficient for the evaluation to be undertaken, a term charter relationship also requires a thorough office audit. An operator’s request for such an audit is by no means a guarantee one will be performed; it will take a long record of proven excellent safety and environmental protection on the operator’s part as well as high commercial interest on the part of the oil major to have an office audit performed. If we fail to clear the vetting processes of the oil majors, it could have a material adverse effect on the employment of our vessels, and, consequently, on our results of operations.

**A failure to pass inspection by classification societies could result in one or more vessels being unemployable unless and until they pass inspection, resulting in a loss of revenues from such vessels for that period and a corresponding decrease in operating cash flows.**

The hull and machinery of every commercial vessel with certain characteristics must be classed by a classification society that is authorized and is customarily a member of the International Association of Classification Societies Ltd. (“IACS”). The classification society must certify that a vessel has been built and maintained in accordance with the rules of such organization and complies with the applicable rules and regulations of the country whose flag such vessel flies and the international conventions of which that country is a member. The classification society certifies that a vessel is safe and seaworthy in accordance with the applicable rules and regulations of the country of registry of the vessel and with international conventions such as the United Nations Safety of Life at Sea Convention (“SOLAS”). Most of our owned fleet is currently enrolled with Lloyd’s Register of Shipping and RINA (Italian Naval Register).

Vessels, pushboats and barges must undergo an annual survey, an intermediate survey and a special survey. For oceangoing vessels, in lieu of a special survey, a vessel’s machinery may be on a continuous survey cycle, under which the machinery and/or its hull would be surveyed periodically over a five-year period. Certain of our vessels are on continuous survey cycles for machinery inspection. Every oceangoing vessel is also required to be drydocked every two to three years on intermediate survey and every five years on special survey, while pushboats are required to be drydocked every six years on special survey for inspection of the underwater parts of such vessel and every three years for a floating intermediate survey and barges are required to be drydocked up to every eight years on special survey for inspection of the underwater parts of such vessel and every two years for a floating intermediate survey.

If any vessel fails any annual survey, intermediate survey or special survey, the vessel may be unable to trade between ports and, therefore, would be unemployable, potentially causing a material adverse effect on our revenues due to the loss of revenues from such vessel until it was able to trade again.

**Our vessels could be subject to seizure through maritime arrest or government requisition.**

Crew members, suppliers of goods and services to a vessel, barge or pushboat, shippers of cargo, and other parties may be entitled to a maritime lien against a vessel for unsatisfied debts, claims or damages. In many jurisdictions, a maritime lien holder may enforce its lien by arresting the vessel or, under the “sister ship” theory of liability followed in some jurisdictions, arrest the vessel that is subject to the claimant’s maritime lien or any other vessel owned or controlled by the same owner. In addition, a government could seize ownership of one of our vessels or take control of a vessel and effectively become her charterer at charter rates dictated by the government. Generally, such requisitions occur during a period of war or emergency. The maritime arrest, government requisition or any other seizure of one or more of our vessels could interrupt our operations, reducing related revenue and earnings, and may require us to pay very large sums of money to have the arrest lifted.

**The smuggling of drugs or other contraband onto our vessels may lead to governmental claims against us.**

Our vessels operate in South America where smugglers may attempt to hide drugs and other contraband on vessels, with or without the knowledge of crew members. Under some jurisdictions, vessels used for the conveyance of illegal drugs could subject the vessels to forfeiture to the government of such jurisdiction. To the extent our vessels are found with contraband, whether inside or attached to the hull of our vessel and whether with or without the knowledge of any of our crew, we may face governmental or other regulatory claims, which could have a material adverse effect on our business, results of operations, cash flows and financial condition.

**We may employ our fleet on the spot market and thus expose ourselves to risk of losses based on short-term decreases in shipping rates.**

We periodically employ some of our fleet on a spot basis. As of December 31, 2018, 60% of our cabotage fleet and 26% of our barge fleet on a dwt tons basis was employed under time charter or COA contracts. The remaining percentage of our barge fleet and cabotage fleet were employed in the spot market. The spot charter market can be competitive and freight rates within this market may be volatile with the timing and amount of fluctuations in spot rates being difficult to determine. Longer-term contracts provide income at pre-determined rates over more extended periods of time. The cycles in our target markets have not yet been clearly determined but we expect them to exhibit significant volatility as the South American markets mature. We cannot assure you that we will be successful in keeping our fleet fully employed in these short-term markets, or that future spot rates will be sufficient to enable such fleet to be operated profitably, as spot rates may decline below the operating cost of vessels. A significant decrease in spot market rates or our inability to fully employ our fleet by taking advantage of the spot market would result in a reduction of the incremental revenue received from spot chartering and could materially adversely affect our results of operations, and operating cash flow.

**Because the fair market values of vessels may fluctuate significantly, we may incur losses when we sell vessels.**

Vessel values have historically been highly volatile. The market value of our vessels may fluctuate significantly in the future, and we may incur losses when we sell vessels, which would adversely affect our financial condition and results of operations. Some of the factors that affect the fair market value of vessels, all of which are beyond our control, are:

- prevailing level of vessel contract rates;
- number of newly constructed vessel deliveries;
- number of vessels scrapped or otherwise removed from the total fleet;
- changes in environmental and other regulations that may limit the useful life of vessels;
- changes in global and local commodity supply and demand;
- types and sizes of vessels;
- development and viability of other modes of transportation and increase in use of other modes of transportation;
- number of vessels of similar type and size currently on the market for sale;
- cost of newly constructed vessels;
- where the vessels were built and as-built specifications;
- the availability of finance or lack thereof for ordering newbuildings or for facilitating ship sale and purchase transactions;

- the cost of retrofitting or modifying existing vessels to respond to technological advances in vessel design or equipment, changes in applicable environmental or other regulations or standards, or otherwise;
- governmental or other regulations; and
- general economic and market conditions affecting the shipping industry.

**Our industry has inherent operational risks that may not be adequately covered by our insurance.**

The operation of vessels in international and regional trade is inherently risky. Although we carry insurance for our fleet covering risks commonly insured against by vessel owners and operators, such as hull and machinery insurance, war risks insurance and protection and indemnity insurance, all risks may not be adequately insured against, any particular claim may not be paid and any indemnification paid due to the occurrence of a casualty covered by our policies may not be sufficient to entirely compensate us for the damages suffered. We do not currently maintain loss of hire, credit risk or defense insurance, which would cover the loss of revenue if any of our contracts were terminated prior to their expiration and our legal costs to recover related damages. We also do not maintain off-hire insurance, which would cover the loss of revenue during extended vessel off-hire periods, such as those that occur during an unscheduled drydocking due to damage to the vessel from accidents. We maintain business interruption insurance (subject to customary limitations and deductibles) for our port facilities. Furthermore, we do not maintain strike insurance, which would protect us from loss of revenue due to labor disruptions, except at our dry and wet port terminals. Accordingly, any extended vessel off-hire, due to an accident, labor disruption or other reason, could have a material adverse effect on our business. Any claims covered by insurance would be subject to deductibles, and since it is possible that a large number of claims may be brought, the aggregate amount of these deductibles could be material.

We may be unable to procure adequate insurance coverage for our fleet or port terminals at commercially reasonable rates in the future. For example, more stringent environmental regulations have led in the past to increased costs for, and in the future may result in the lack of availability of, insurance against risks of environmental damage or pollution. A catastrophic oil spill or marine disaster could exceed our insurance coverage, which could harm our business, financial condition and operating results. Changes in the insurance markets attributable to terrorist attacks may also make certain types of insurance more difficult for us to obtain. In addition, the insurance that may be available to us in the future may be significantly more expensive than our existing coverage.

Even if our insurance coverage is adequate to cover our losses, we may not be able to timely obtain a replacement vessel or other asset in the event of a loss. Furthermore, in the future, we may not be able to obtain adequate insurance coverage at reasonable rates for our fleet and port terminals. Our insurance policies also contain deductibles, limitations and exclusions, which can result in significant increased overall costs to us.

**Because we obtain some of our insurance through protection and indemnity associations, we may also be subject to calls, or premiums, in amounts based not only on our own claim records, but also on the claim records of all other members of the protection and indemnity associations.**

We may be subject to calls, or premiums, in amounts based not only on our claim records but also on the claim records of all other members of the protection and indemnity associations through which we receive insurance coverage for tort liability, including pollution-related liability. Our payment of these calls could result in significant expenses to us, which could have a material adverse effect on our business, results of operations and financial condition and our indebtedness.

**A change in tax laws, treaties or regulations, or their interpretation, of any country in which we operate could result in a high tax rate on our earnings, which could result in a significant negative impact on our earnings and cash flows from operations.**

Tax laws and regulations are highly complex and subject to interpretation. Consequently, we are subject to changing tax laws, treaties and regulations in and between countries in which we operate. Our income tax expense is based upon our interpretation of tax laws in effect in various countries at the time that the expense was incurred. A change in these tax laws, treaties or regulations, or in the interpretation thereof, or in the valuation of our deferred tax assets, could result in a materially higher tax expense or a higher effective tax rate on us, and such change could be significant to our financial results. If any tax authority successfully challenges our operational structure, inter-company pricing policies or the taxable presence of our key subsidiaries in certain countries; or if the terms of certain income tax treaties are interpreted in a manner that is adverse to our structure; or if we lose a material tax dispute in any country, our effective tax rate on our earnings could increase substantially and our earnings and cash flows from these operations could be materially adversely affected.

**We are a majority-owned subsidiary of Navios Holdings, through which significant controlling stockholders, along with members of our management team, may exert considerable influence over our actions in ways that may not serve the interests of investors.**

Navios Holdings and Peers Business Inc. are our significant stockholders. Navios Holdings owns 63.8% of our outstanding common stock, and Angeliki Frangou, our Chairman, beneficially owns approximately 29.4% of the outstanding common stock of Navios Holdings. Peers Business Inc., which is owned by Claudio Pablo Lopez, our Chief Executive Officer, Horacio Enrique Lopez, our Chief Operating Officer — Shipping Division, and Carlos Augusto Lopez, our Chief Commercial Officer — Shipping Division, owns 36.2% of our outstanding common stock. Navios Holdings and Peers Business Inc., as the beneficial owners of our common stock have the power to control our actions and the outcome of matters on which our stockholders are entitled to vote. Navios Holdings, Ms. Frangou and the Lopez family may pursue interests different from the interest of our debt holders in determining these matters.

In addition, we and our shareholders are party to a shareholders' agreement. Pursuant to this shareholders' agreement, when we became subject to the reporting requirements of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), the shares of our common stock held by Navios Holdings were to convert into shares of Class B Common Stock, with each share of Class B Common Stock entitling its holder to ten votes per share. Navios Holdings has currently waived such conversion provision. If and when the conversion occurs, it will permit Navios Holdings to control our business even if it does not hold a majority economic interest in our company. See "Item 7. Major Shareholders and Related Party Transactions."

**We have a meaningful relationship with Navios Holdings, and we depend on Navios Holdings for certain legal, advisory, administrative and other services and benefit from its global network to obtain competitive financing. If our relationship with Navios Holdings ended or was significantly altered, our business and results of operations could be materially adversely affected.**

Navios Holdings has indicated that it has been evaluating a number of strategic alternatives for us, including our becoming an independent business. While there can be no certainty as to timing, Navios Holdings could decide to pursue these alternatives during 2019. We are party to an administrative services agreement with Navios Holdings (the "Administrative Services Agreement"), pursuant to which Navios Holdings provides certain services to us, including bookkeeping, audit and accounting services, legal and insurance services, administrative and clerical services, banking and financial services, advisory services, client and investor relations and integration of any acquired businesses. We rely on Navios Holdings to perform obligations under the agreement. If we undergo a change of control, Navios Holdings may terminate this agreement upon 120 days' notice. If this agreement is terminated or our relationship with Navios Holdings ended or was significantly altered, we may not have access to these services or be able to capitalize on Navios Holdings' global network of relationships to source acquisitions, obtain competitive debt financing, and engage in innovative financing and could incur operational difficulties or losses. In addition, we may not benefit from the same financial flexibility our association with Navios Holdings provides us and, as a result, may not be able to access debt financing on favorable terms, or at all. If our relationship with Navios Holdings ends or is significantly altered, our business, results of operations and financial position could be materially adversely affected. See "Item 7.B Certain Relationships and Related Party Transactions — Administrative Services Agreement."

**Certain of our directors, officers, and principal stockholders are affiliated with entities engaged in business activities similar to those conducted by us which may compete directly with us, causing such persons to have conflicts of interest.**

Some of our directors, officers and principal stockholders have affiliations with entities that have similar business activities to those conducted by us. Our controlling stockholder, Navios Holdings, is a global, vertically integrated seaborne shipping and logistics company which operates numerous businesses focused on the transport and transshipment of dry bulk commodities including iron ore, coal and grain. In addition, certain of our directors are also directors of shipping companies and they may enter similar businesses in the future. These other affiliations and business activities may give rise to certain conflicts of interest in the course of such individuals' affiliation with us. Although we do not prevent our directors, officers and principal stockholders from having such affiliations, we use our best efforts to cause such individuals to comply with all applicable laws and regulations in addressing such conflicts of interest. Our officers and employee directors devote their full time and attention to our ongoing operations, and our non-employee directors devote such time as is necessary and required to satisfy their duties as directors of a company.

**Our success depends upon our management team and other employees, and if we are unable to attract and retain key management personnel and other employees, our results of operations may be negatively impacted.**

Our success depends to a significant extent upon the abilities and efforts of our management team and our ability to retain them. In particular, many members of our senior management team, including our Chairman, our Chief Executive Officer, our Chief Financial Officer, our Chief Operating Officers and our Chief Commercial Officer, have extensive experience in the logistics and shipping industries. If we were to lose their services for any reason, it is not clear whether any available replacements would be

able to manage our operations as effectively. The loss of any of the members of our management team could impair our ability to identify and secure vessel contracts, to maintain good customer relations and to otherwise manage our business, which could have a material adverse effect on our financial performance and our ability to compete. We do not maintain key man insurance on any of our officers. Further, the efficient and safe operation of our fleet and ports requires skilled and experienced crew members and employees. Difficulty in hiring and retaining such crew members and employees could adversely affect our results of operations.

**We are incorporated in the Republic of the Marshall Islands, a country that does not have a well-developed body of corporate law, which may negatively affect the ability of public stockholders to protect their interests.**

Our corporate affairs are governed by our Amended and Restated Articles of Incorporation and bylaws and by the Marshall Islands Business Corporations Act or the BCA. The provisions of the BCA resemble the provisions of the corporation laws of a number of states in the United States. However, there have been few judicial cases in the Republic of the Marshall Islands interpreting the BCA. The rights and fiduciary responsibilities of directors under the law of the Republic of the Marshall Islands are not as clearly established as the rights and fiduciary responsibilities of directors under statutes or judicial precedent in existence in certain U.S. jurisdictions. Stockholder rights may differ as well. The BCA does specifically incorporate the non-statutory law, or judicial case law, of the State of Delaware and other states with substantially similar legislative provisions, and the BCA is interpreted and construed by Delaware laws and the laws of other states with substantially similar legislative provisions. Accordingly, investors may have more difficulty protecting their interests in the face of actions by management, directors or controlling stockholders than they would in the case of a corporation incorporated in the State of Delaware or other U.S. jurisdictions.

**We, and certain of our officers and directors may be difficult to serve with process as we and our subsidiaries are incorporated in various jurisdictions outside the United States and certain of our officers and directors may reside outside of the United States.**

We are a corporation organized under the laws of the Republic of the Marshall Islands. Our subsidiaries that guarantee our debt securities are organized under the laws of Argentina, the Republic of the Marshall Islands, Panama, Paraguay, Brazil and Uruguay. Certain of our directors and officers are residents of Greece or other non-U.S. jurisdictions. Substantial portions of the assets of these persons are located in Argentina, Greece, Panama, Paraguay, Uruguay or other non-U.S. jurisdictions. Thus, it may not be possible for investors to affect service of process upon us, our guarantors, or our non-U.S. directors or officers, or to enforce any judgment obtained against these persons in U.S. courts. Also, it may not be possible to enforce U.S. securities laws or judgments obtained in U.S. courts against these persons in a non-U.S. jurisdiction.

**We are a holding company, and depend entirely on the ability of our subsidiaries to distribute funds to us in order to satisfy our financial and other obligations.**

We are a holding company, and as such we have no significant assets other than the equity interests of our subsidiaries. Our subsidiaries conduct all of our operations and own all of our operating assets. As a result, our ability to service our indebtedness and satisfy our obligations depends on the performance of our subsidiaries and their ability to distribute funds to us. The ability of our subsidiaries to make distributions to us may be restricted by, among other things, restrictions under our credit facilities and applicable laws of the jurisdictions of their incorporation or organization. For example, our subsidiaries' future credit agreements may contain significant restrictions on the ability of our subsidiaries to pay dividends or make other transfers of funds to us. Further, some countries in which our subsidiaries are incorporated require our subsidiaries to receive central bank approval before transferring funds out of that country. If we are unable to obtain funds from our subsidiaries, we will not be able to service our debt and satisfy our obligations unless we obtain funds from other sources, which may not be possible.

**We are a "foreign private issuer" which exempts us from certain SEC requirements.**

We are a foreign private issuer within the meaning of rules promulgated under the Exchange Act. As such, we are exempt from certain provisions applicable to United States public companies including:

- the rules under the Exchange Act requiring the filing with the SEC of quarterly reports on Form 10-Q or current reports on Form 8-K; and
- the provisions of Regulation FD aimed at preventing issuers from making selective disclosures of material information.

Accordingly, investors in the 2022 Senior Notes will not be able to obtain information of the type described above.

**Our international activities increase the compliance risks associated with economic and trade sanctions imposed by the United States, the European Union and other jurisdictions.**

Our international operations and activities could expose us to risks associated with trade and economic sanctions, prohibitions or other restrictions imposed by the United States or other governments or organizations, including the United Nations, the European Union and its member countries. Under economic and trade sanctions laws, governments may seek to impose modifications to, prohibitions/restrictions on business practices and activities, and modifications to compliance programs, which may increase compliance costs, and, in the event of a violation, may subject us to fines and other penalties.

Iran

Prior to January 2016, the scope of sanctions imposed against Iran, the government of Iran and persons engaging in certain activities or doing certain business with and relating to Iran was expanded by a number of jurisdictions, including the United States, the EU and Canada. In 2010, the United States enacted the Comprehensive Iran Sanctions Accountability and Divestment Act (“CISADA”), which expanded the scope of the former Iran Sanctions Act. The scope of U.S. sanctions against Iran were expanded subsequent to CISADA by, among other U.S. laws, the National Defense Authorization Act of 2012 (the “2012 NDAA”), the Iran Threat Reduction and Syria Human Rights Act of 2012 (“ITRA”), Executive Order 13662, and the Iran Freedom and Counter-Proliferation Act of 2012 (“IFCA”). The foregoing laws, among other things, expanded the application of prohibitions to non-U.S. companies such as our company and to transactions with no U.S. nexus, and introduced limits on the ability of non-U.S. companies and other non-U.S. persons to do business or trade with Iran when such activities relate to specific activities such as investment in Iran, the supply or export of refined petroleum or refined petroleum products to Iran, the supply and delivery of goods to Iran which could enhance Iran’s petroleum or energy sectors, and the transportation of crude oil from Iran to countries which do not enjoy Iran crude oil sanctions waivers (our tankers called in Iran but did not engage in the prohibited activities specifically identified by these sanctions).

U.S. economic sanctions on Iran fall into two general categories: “Primary” sanctions, which prohibit U.S. persons or U.S. companies and their foreign branches, U.S. citizens, foreign owned or controlled subsidiaries, U.S. permanent residents, persons within the territory of the United States from engaging in all direct and indirect trade and other transactions with Iran without U.S. government authorization, and “secondary” sanctions, which are mainly nuclear-related sanctions. While most of the U.S. nuclear-related sanctions with respect to Iran (including, inter alia, CISADA, ITRA, and IFCA) and the EU sanctions on Iran were initially lifted on January 16, 2016 through the implementation of the Joint Comprehensive Plan of Action (the “JCPOA”) entered into between the permanent members of the United Nations Security Council (China, France, Russia, the U.K. and the U.S.) and Germany, there are still certain limitations under that sanctions framework in place with which we need to comply. The primary sanctions with which U.S. persons or transactions with a U.S. nexus must comply are still in force and have not been lifted or relaxed. However, the following sanctions which were lifted under the JCPOA were reimposed (“snapped back”) on May 8, 2018 as a result of the U.S. withdrawal from the JCPOA.

- Sanctions on the purchase or acquisition of U.S. dollar banknotes by the Government of Iran;
- Sanctions on Iran’s trade in gold or precious metals;
- Sanctions on the direct or indirect sale, supply, or transfer to or from Iran of graphite, raw, or semi-finished metals such as aluminum and steel, coal, and software for integrating industrial processes;
- Sanctions on significant transactions related to the purchase or sale of Iranian rials, or the maintenance of significant funds or accounts outside the territory of Iran denominated in the Iranian rial;
- Sanctions on the purchase, subscription to, or facilitation of the issuance of Iranian sovereign debt; and
- Sanctions on Iran’s automotive sector.

Following a 180-day wind-down period ending on November 4, 2018, the U.S. government will re-impose the following sanctions that were lifted pursuant to the JCPOA, including sanctions on associated services related to the activities below:

- Sanctions on Iran’s port operators, and shipping and shipbuilding sectors, including on the Islamic Republic of Iran Shipping Lines (IRISL), South Shipping Line Iran, or their affiliates;
- Sanctions on petroleum-related transactions with, among others, the National Iranian Oil Company (NIOC), Naftiran Intertrade Company (NICO), and National Iranian Tanker Company (NITC), including the purchase of petroleum, petroleum products, or petrochemical products from Iran;
- Sanctions on transactions by foreign financial institutions with the Central Bank of Iran and designated Iranian financial institutions under Section 1245 of the National Defense Authorization Act for Fiscal Year 2012 (NDAA);
- Sanctions on the provision of specialized financial messaging services to the Central Bank of Iran and Iranian financial institutions described in Section 104(c)(2)(E)(ii) of the Comprehensive Iran Sanctions and Divestment Act of 2010 (CISADA);
- Sanctions on the provision of underwriting services, insurance, or reinsurance; and
- Sanctions on Iran’s energy sector.

U.S. Iran sanctions also prohibit significant transactions with any individual or entity that the U.S. government has designated as an Iran sanctions target.

EU sanctions remain in place in relation to the export of arms and military goods listed in the EU common military list, missiles-related goods and items that might be used for internal repression. The main nuclear-related EU sanctions which remain in place include restrictions on:

- Graphite and certain raw or semi-finished metals such as corrosion-resistant high-grade steel, iron, aluminum and alloys, titanium and alloys and nickel and alloys (as listed in Annex VIIB to EU Regulation 267/2012 as updated by EU Regulation 2015/1861 (the “EU Regulation”));
- Goods listed in the Nuclear Suppliers Group list (listed in Annex I to the EU Regulation);
- Goods that could contribute to nuclear-related or other activities inconsistent with the JCPOA (as listed in Annex II to the EU Regulation); and
- Software designed for use in nuclear/military industries (as listed in Annex VIIA to the EU Regulation).

The above EU sanctions activities can only be engaged if prior authorization (granted on a case-by-case basis) is obtained. The remaining restrictions apply to the sale, supply, transfer or export, directly or indirectly to any Iranian person/for use in Iran, as well as the provision of technical assistance, financing or financial assistance in relation to the restricted activity. Certain individuals and entities remain sanctioned and the prohibition to make available, directly or indirectly, economic resources or assets to or for the benefit of sanctioned parties remains. “Economic resources” is widely defined and it remains prohibited to provide vessels for a fixture from which a sanctioned party (or parties related to a sanctioned party) directly or indirectly benefits. It is therefore still necessary to carry out due diligence on the parties and cargoes involved in fixtures involving Iran.

#### Russia/Ukraine

As a result of the crisis in Ukraine and the annexation of Crimea by Russia in 2014, both the United States and the EU have implemented sanctions against certain Russian individuals and entities.

The EU has imposed travel bans and asset freezes on certain Russian persons and entities pursuant to which it is prohibited to make available, directly or indirectly, economic resources or assets to or for the benefit of the sanctioned parties. Certain Russian ports including Kerch Commercial Seaport; Sevastopol Commercial Seaport and Port Feodosia are subject to the above restrictions. Other entities are subject to sectoral sanctions, which limit the provision of equity financing and loans to the listed entities. In addition, various restrictions on trade have been implemented which, amongst others, include a prohibition on the import into the EU of goods originating in Crimea or Sevastopol as well as restrictions on trade in certain dual-use and military items and restrictions in relation to various items of technology associated with the oil industry for use in deep water exploration and production, Arctic oil exploration and production or shale oil projects in Russia. As such, it is important to carry out due diligence on the parties and cargoes involved in fixtures relating to Russia.

The United States has imposed sanctions against certain designated Russian entities and individuals (“U.S. Russian Sanctions Targets”). These sanctions block the property and all interests in property of the U.S. Russian Sanctions Targets. This effectively prohibits U.S. persons from engaging in any economic or commercial transactions with the U.S. Russian Sanctions Targets unless the same are authorized by the U.S. Treasury Department. Similar to EU sanctions, U.S. sanctions also entail restrictions on certain exports from the United States to Russia and the imposition of Sectoral Sanctions, which restrict the provision of equity and debt financing to designated Russian entities. While the prohibitions of these sanctions are not directly applicable to us, we have compliance measures in place to guard against transactions with U.S. Russian Sanctions Targets, which may involve the United States or U.S. persons and thus implicate prohibitions. The United States also maintains prohibitions on trade with Crimea.

The United States has also taken a number of steps toward implementing aspects of the Countering America’s Adversaries Through Sanctions Act (“CAATSA”), a major piece of sanctions legislation.

Under CAATSA, the United States has imposed secondary sanctions relating to Russia’s energy export pipelines, investments in special Russian crude oil projects. CAATSA has a provision that requires the U.S. President to sanction persons who knowingly engage in significant transactions with parties affiliated with Russia’s defense and intelligence sectors.

#### Venezuela-Related Sanctions

The U.S. sanctions with respect to Venezuela prohibit various financial and other transactions and activities, dealings with designated Venezuelan government officials and entities, and curtail the provision of financing to PDVSA and other government entities. EU sanctions against Venezuela are primarily governed by EU Council Regulation 2017/2063 of 13 November 2017 concerning restrictive measures in view of the situation in Venezuela. This includes financial sanctions and restrictions on listed persons and an, arms embargo, and related prohibitions and restrictions including restrictions related to internal repression.

## US Executive Orders

The following Executive Orders govern the U.S. sanctions with respect to Venezuela that U.S. persons must comply with.

- 13857 — Taking Additional Steps to Address the National Emergency with Respect to Venezuela (January 28, 2019) — Expanded the definition of “Government of Venezuela” to include Petroleos de Venezuela, S.A. (“PdVSA”).
- 13850 — Blocking Property of Additional Persons Contributing to the Situation in Venezuela (November 1, 2018)
- 13835 — Prohibiting Certain Additional Transactions with Respect to Venezuela (May 21, 2018)
- 13827 — Taking Additional Steps to Deal with the Situation in Venezuela (March 19, 2018) — prohibits all transactions related to, provision of financing for, and other dealings in, by a United States person or within the United States, in any digital currency, digital coin, or digital token, (the Petro) that was issued by, for, or on behalf of the Government of Venezuela on or after January 9, 2018.
- 13808 — Imposing Additional Sanctions with Respect to the Situation in Venezuela (August 24, 2017) — This executive Order prohibits transactions involving, dealings in, and the provision of financing for (by (US persons) of :
  - New debt with a maturity of greater than 90 days of PdVSA;
  - New debt with a maturity of greater than 30 days or new equity of the Government of Venezuela, other than debt of PdVSA;
  - Bonds issued by the Government of Venezuela prior to August 25, 2017, the EO’s effective date;
  - Dividend payments or other distributions of profits to the Government of Venezuela from any entity directly or indirectly owned or controlled by the Government of Venezuela; or
  - Direct or indirect purchase by U.S. persons or persons within the U.S. of securities from the Government of Venezuela, other than securities qualifying as new debt with a maturity of less than or equal to 90 or 30 days as covered by the EO (Section 1).
- 13692 — Blocking Property and Suspending Entry of Certain Persons Contributing to the Situation in Venezuela (March 8, 2015) — blocks designated Venezuelan government officials.

## Other U.S. Economic Sanctions Targets

In addition to Iran and certain Russian entities and individuals, as indicated above, the United States maintains economic sanctions against Syria, Cuba, North Korea, and sanctions against entities and individuals (such as entities and individuals in the foregoing targeted countries, designated terrorists, narcotics traffickers) whose names appear on the List of SDNs and Blocked Persons maintained by the U.S. Treasury Department (collectively, the “Sanctions Targets”). We are subject to the prohibitions of these sanctions to the extent that any transaction or activity we engage in involves Sanctions Targets and a U.S. person or otherwise has a nexus to the United States.

## Other EU Economic Sanctions Targets

The EU also maintains sanctions against Syria, Sudan, North Korea and certain other countries and against individuals listed by the EU. These restrictions apply to our operations and as such, to the extent that these countries may be involved in any business it is important to carry out checks to ensure compliance with all relevant restrictions and to carry out due diligence checks on counterparties and cargoes.

## Compliance

Considering the aforementioned U.S. prohibitions of as well as EU sanctions and the nature of our business, there is a sanctions risk for us due to the worldwide nature of the shipping and logistics business, which we seek to minimize by the implementation of our corporate Sanctions policy and our compliance with all applicable sanctions and embargo laws and regulations. Although we intend to maintain such compliance, there can be no assurance that we will be in compliance in the future, particularly as the scope of certain laws may be unclear and may be subject to changing interpretations, and the law may change. Moreover, despite, for example, relevant provisions in our contracts forbidding the use of our assets in trade that would violate economic sanctions, our counterparties may nevertheless violate applicable sanctions and embargo laws and regulations and those violations could in turn negatively affect our reputation and be imputed to us. In addition, given our relationship with Navios Holdings, we cannot give any assurance that an adverse finding against Navios Holdings by a governmental or legal authority or others with respect to the matters discussed herein or any future matter related to regulatory compliance by Navios Holdings or ourselves will not have a material adverse impact on our business, reputation or the value of our securities.

We are constantly monitoring developments in the United States, the European Union and other jurisdictions that maintain economic sanctions against Iran, other countries, and other sanctions targets, including developments in implementation and enforcement of such sanctions programs. Expansion of sanctions programs, embargoes and other restrictions in the future (including additional designations of countries and persons subject to sanctions), or modifications in how existing sanctions are interpreted or enforced, could prevent our vessels from calling in ports in sanctioned countries or could limit their cargoes. If any of the risks described above materialize, it could have a material adverse impact on our business and results of operations.

To reduce the risk of violating economic sanctions, we have a policy of compliance with applicable economic sanctions laws and have implemented and continue to implement and diligently follow compliance procedures to avoid economic sanctions violations.

**We could be materially adversely affected by violations of the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act, and anti-corruption laws in other applicable jurisdictions.**

As an international logistics company, we may operate in countries known to have a reputation for corruption. The U.S. Foreign Corrupt Practices Act of 1977 (the “FCPA”) and other anti-corruption laws and regulations in applicable jurisdictions generally prohibit companies registered with the SEC and their intermediaries from making improper payments to government officials for the purpose of obtaining or retaining business. Under the FCPA, U.S. companies may be held liable for some actions taken by strategic or local partners or representatives. Legislation in other countries includes the U.K. Bribery Act 2010 (the “U.K. Bribery Act”) which is broader in scope than the FCPA because it does not contain an exception for facilitation payments. We and our customers may be subject to these and similar anti-corruption laws in other applicable jurisdictions. Failure to comply with legal requirements could expose us to civil and/or criminal penalties, including fines, prosecution and significant reputational damage, all of which could materially and adversely affect our business and results of operations, including our relationships with our customers, and our financial results. Compliance with the FCPA, the U.K. Bribery Act and other applicable anti-corruption laws and related regulations and policies imposes potentially significant costs and operational burdens on us. Moreover, the compliance and monitoring mechanisms that we have in place including our Code of Ethics and our anti-bribery and anti-corruption policy, may not adequately prevent or detect all possible violations under applicable anti-bribery and anti-corruption legislation. However, we believe that the procedures we have in place to prevent bribery are adequate and that they should provide a defense in most circumstances to a violation or a mitigation of applicable penalties, at least under the U.K.’s Bribery Act.

**Risks Relating to Argentina**

Argentine government actions concerning the economy, including decisions with respect to inflation, interest rates, price controls, foreign exchange controls, wages and taxes, restrictions on production, imports and exports, have had and could continue to have a material adverse effect on us. We cannot provide any assurance that future economic, social and political developments in Argentina, over which we have no control, will not impair our business, financial condition or results of operations, the guarantees or the market price of the 2022 Senior Notes.

**The future economic and political environment of Argentina is uncertain.**

Since assuming office on December 10, 2015, the Macri administration has announced several economic and policy reforms, including, foreign exchange, foreign trade and infrastructure. The Macri Administration has further settled claims with substantially all of the holdout bondholders who had not previously participated in Argentina’s sovereign debt restructurings (in terms of claims) and regained access to the international capital markets, issuing several new series of sovereign bonds. On May 7, 2018, the Argentine government subscribed a stand-by agreement with the International Monetary Fund (“IMF”), whereby the IMF granted a Stand-By Loan to Argentina for an amount of up to 50.0 billion for a term of up to 36 months. The total Stand-By Loan was increased for an amount of up to approximately \$56.3 billion.

As of the date hereof, the impact that these measures and any future measures taken by the current administration will have on the Argentine economy cannot be predicted. In particular, we have no control over the implementation of the reforms to the regulatory framework that governs our operations and cannot guarantee that these reforms will be implemented or implemented in a manner that will benefit our business. The failure of these measures to achieve their intended goals could adversely affect the Argentine economy, which, in turn may have an adverse effect on our financial condition and results of operations.

**The continuing inflation may have material adverse effects on the Argentine economy.**

Over the last few years, the Argentine government has implemented certain programs aimed at controlling inflation and monitoring the prices of many goods and services, including price agreements between the Argentine government and private sector companies.

On December 27, 2017, the Central Bank updated its inflation target regime by adopting the inflation targets set by the Ministry of the Treasury for the next three years, including targets of 15% for 2018, 10% for 2019 and 5% by the end of 2020. However, inflation reached a rate of 47.6% for the year 2018.

A high inflation economy could undermine Argentina's cost competitiveness abroad if not offset by a devaluation of the Argentine peso, which could also negatively affect economic activity and employment levels. While most of the client contracts of our Argentine subsidiaries are denominated in U.S. dollars, freight under those contracts is collected in Argentine pesos at the prevailing exchange rate. These contracts also include crew cost adjustment terms. Uncertainty about future inflation may contribute to slowdown or contraction in economic growth. Argentine inflation rate volatility makes it impossible to estimate with reasonable certainty the extent to which activity levels and results of operations of our Argentine subsidiaries could be affected by inflation and exchange rate volatility in the future.

**The Argentine Central Bank has imposed restrictions on the transfer of funds outside of Argentina and other exchange controls in the past and may do so in the future, which could prevent our Argentine subsidiaries from transferring funds for the payment of the 2022 Senior Notes or the related guarantees.**

Controls and restrictions may be imposed in the future, and could impair our ability to transfer funds generated by our Argentine operations in U.S. dollars outside Argentina to us for the payment of our indebtedness. In addition, any other restrictions or requirements that may be imposed in the future, expose us to the risk of losses arising from fluctuations in the exchange rate of the Argentine peso.

**The Argentine government has made certain changes to its tax rules that affected our operations in Argentina in the past, and could further increase the fiscal burden on our operations in Argentina in the future.**

If the Argentine government decides to alter the tax regime in Argentina, our results of operations and financial condition could be materially and adversely affected.

**The Argentine economy could be adversely affected by economic developments in other global markets.**

Argentina's economy is vulnerable to external shocks that could be caused by adverse developments affecting its principal trading partners. A significant decline in the economic growth of any of Argentina's major trading partners (including Brazil, the European Union, China and the United States) could have a material adverse impact on Argentina's balance of trade and could adversely affect Argentina's economic growth. Argentina may also be affected by other countries that have influence over world economic cycles. If interest rates rise significantly in developed economies, including the United States, emerging market economies, including Argentina, could find it increasingly challenging and expensive to borrow capital and refinance existing debt, which could negatively affect their economic growth.

**Future policies of the Argentine government may affect the economy as well as our operations.**

During past years, the Argentine government took several actions to re-nationalize concessions and public services companies that were privatized in the 1990's, such as Aguas Argentinas S.A. and Aerolíneas Argentinas S.A. On May 3, 2012, expropriation law 26,741 was passed by the Argentine Congress, providing for the expropriation of 51% of the share capital of YPF S.A., represented by an identical stake of Class D shares owned, directly or indirectly, by Repsol YPF and its controlled or controlling entities, which have been declared of public interest. The Argentine government made an offer to compensate Repsol YPF for around \$5.0 billion, which was accepted by the Board of Directors and shareholders of Repsol YPF and confirmed by the Argentine Congress.

Although the current administration has not implemented or advocated any nationalization or expropriation measures, similar measures, such as mandatory renegotiation or modification of existing contracts, new taxation policies, changes in laws, regulations and policies affecting foreign trade, investment, among others, that may be adopted by the Argentine government in the future could adversely affect our business, financial condition and results of operations.

### **Risks Relating to Uruguayan Free Zone Regulation**

Certain of our subsidiaries in Uruguay are operating as direct free trade zone users under an agreement with the Free Zone Division of the Uruguayan Department of Trade allowing them to operate in isolated public and private areas within national borders and to enjoy tax exemptions and other benefits, such as a generic exemption on present and future national taxes including the Corporate Income Tax, Value-Added Tax and Wealth Tax. Other benefits that our subsidiaries enjoy are simplified corporate law provisions, the ability to negotiate preferential public utility rates with government agencies and government guarantees of maintenance of such benefits and tax exemptions. Free trade zone users do not need to pay import and export tariffs to introduce goods from abroad to the free trade zone, to transfer or send such goods to other free trade zones in Uruguay or send them abroad. However, our subsidiaries may lose all the tax benefits granted to them if they breach or fail to comply with the free trade zone contracts or framework. The right of the Uruguay Department of Trade — Free Zones Division to early terminate the Free Zone User Agreement is subject to an explanation on the specific factual and legal reasons in which such decision is based. Generic decisions will not be admissible, just like not all breaches by the Free Zone User will entitle the Uruguayan Department of Trade — Free Zones Division to early terminate the Free Zone User Agreement. Such a decision must therefore be proportional to the noncompliance's nature. Under the Free Zone Agreement, the following are some of the causes under which the Uruguay Department of Trade — Free Zones Division may terminate the Free Zone User Agreement: the non fulfilment of the obligations to improve the land, as per the terms of each Free Zone User Agreement; material breaches the terms of the Free Zone User Agreement; violation of labor laws; failure to pay agreed fees to the Uruguayan authorities; failure to make required social security contributions requirements; or the commission of illegal acts or acts expressly forbidden by the Free Zone User Agreement. Should CNSA or Corporacion Navios Granos S.A. ("Granos") lose their Free Zone User status, they will not be able to operate their terminal facilities.

### **Other Risks Relating to the Countries in which We Operate**

**We are an international company that is exposed to the risks of doing business in many different, and often less developed and emerging market countries.**

We are an international company and conduct all of our operations outside of the United States, and we expect to continue doing so for the foreseeable future. These operations are performed in countries that are historically less developed and stable than the United States, such as Argentina, Brazil, Bolivia, Paraguay and Uruguay.

Some of the other risks we are generally exposed to through our operations in emerging markets include among others:

- political and economic instability, changing economic policies and conditions, and war and civil disturbances;
- recessions in economies of countries in which we have business operations;
- frequent government interventions into the country's economy, including changes to monetary, fiscal and credit policy;
- the imposition of additional withholding, income or other taxes, or tariffs or other restrictions on foreign trade or investment, including currency exchange controls and currency repatriation limitations;
- the modification of our status or the rules and regulations relating to the international tax-free trade zone in which we operate our dry port;
- the imposition of executive and judicial decisions upon our vessels by the different governmental authorities associated with some of these countries;
- the imposition of or unexpected adverse changes in foreign laws or regulatory requirements;
- longer payment cycles in foreign countries and difficulties in collecting accounts receivable;
- difficulties and costs of staffing and managing our foreign operations;
- compliance with anti-bribery laws; and
- acts of terrorism.

These risks may result in unforeseen harm to our business and financial condition. Also, some of our customers are headquartered in South America, and a general decline in the economies of South America, or the instability of certain South American countries and economies, could materially adversely affect us.

Our business in emerging markets requires us to respond to rapid changes in market conditions in these countries. Our overall success in international markets depends, in part, upon our ability to succeed in different legal, regulatory, economic, social and political conditions. We may not continue to succeed in developing and implementing policies and strategies that will be effective in each location where we do business. Furthermore, the occurrence of any of the foregoing factors may have a material adverse effect on our business and results of operations.

**The governments of Argentina, Bolivia, Brazil, Paraguay and Uruguay have entered into a treaty that commits each of them to participate in a regional initiative to integrate the region's economies. There is no guarantee that such an initiative will be successful or that each of the governments involved in the initiative will follow through on its intentions to participate and if such regional initiative is unsuccessful, it could have a material adverse impact on our results of operations.**

The governments of Argentina, Bolivia, Brazil, Paraguay and Uruguay have entered into a treaty that commits each of them to participate in a regional initiative to integrate the region's economies, a central component of which is water transportation in the Hidrovia. Although we believe that this regional initiative of expanding navigation on the Hidrovia river system will result in significant economic benefits, there is no guarantee that such an initiative will ultimately be successful, that each country will follow through on its intention to participate, or that the benefits of this initiative will match our expectations of continuing growth in the Hidrovia or reducing transportation costs. If the regional initiative is unsuccessful, our results of operations could be materially and adversely affected.

**Changes in rules and regulations with respect to cabotage or their interpretation in the markets in which we operate could have a material adverse effect on our results of operations.**

In the markets in which we currently operate, in cabotage or regional trades, we are subject to restrictive rules and regulations on a region by region basis. Our operations currently benefit from these rules and regulations or their interpretation. For instance, preferential treatment is extended in Argentine cabotage for Argentine flagged vessels or foreign flagged vessels operated by local established operators with sufficient Argentine tonnage under one to three years' licenses, including our Argentine cabotage vessels. Changes in cabotage rules and regulations or in their interpretation may have an adverse effect on our current or future cabotage operations, either by becoming more restrictive (which could result in limitations to the utilization of some of our vessels in those trades) or less restrictive (which could result in increased competition in these markets).

**Because we generate the majority of our revenues in U.S. dollars but incur a significant portion of our expenses in other currencies, exchange rate fluctuations could cause us to suffer exchange rate losses, thereby increasing expenses and reducing income.**

We engage in regional commerce with a variety of entities. Although our operations expose us to certain levels of foreign currency risk, our revenues are predominantly U.S. dollar-denominated at the present. Additionally, our South American subsidiaries transact certain operations in Uruguayan pesos, Paraguayan guaranies, Argentinean pesos and Brazilian reals; however, all of the subsidiaries' primary cash flows are U.S. dollar-denominated. Currencies in Argentina and Brazil have fluctuated significantly against the U.S. dollar in the past. As of December 31, 2018, 2017 and 2016 approximately 48.6%, 60.3% and 61.1%, respectively, of our expenses were incurred in currencies other than U.S. dollars. Transactions in currencies other than the functional currency are translated at the exchange rate in effect at the date of each transaction. Expenses incurred in foreign currencies against which the U.S. dollar falls in value can increase, thereby decreasing our income. A greater percentage of our transactions and expenses in the future may be denominated in currencies other than U.S. dollars. As part of our overall risk management policy, we may attempt to hedge these risks in exchange rate fluctuations from time to time but cannot guarantee we will be successful in these hedging activities. Future fluctuations in the value of local currencies relative to the U.S. dollar in the countries in which we operate may occur, and if such fluctuations were to occur in one or a combination of the countries in which we operate, our results of operations or financial condition could be materially adversely affected.

#### **Risks Relating to Our Indebtedness**

**We have substantial debt and may incur substantial additional debt, which could adversely affect our financial health and our ability to obtain financing in the future, react to changes in our business and make payments on the 2022 Senior Notes, the Term Loan B Facility and our other obligations.**

At December 31, 2018, we had \$538.2 million in aggregate principal amount of debt, including the 2022 Senior Notes and the Term Loan B Facility, outstanding.

Our substantial debt could have important consequences to our business, lenders of the Term Loan B Facility and holders of the 2022 Senior Notes, including the following:

- our ability to obtain additional financing for working capital, capital expenditures, debt service requirements, acquisitions of businesses or vessels or general corporate purposes and our ability to satisfy our obligations with respect to the 2022 Senior Notes or the Term Loan B Facility may be impaired in the future, or such financing may not be available on favorable terms;
- a substantial portion of our cash flow from operations must be dedicated to the payment of principal and interest on our indebtedness, thereby reducing the funds available to us for other purposes;
- it may be more difficult for us to satisfy our obligations to our lenders and noteholders, resulting in possible defaults on and acceleration of such indebtedness;
- we may be more vulnerable to general adverse economic and industry conditions;
- we may be at a competitive disadvantage compared to our competitors with less debt or comparable debt at more favorable interest rates and that, as a result, we may not be positioned to withstand economic downturns;
- our ability to refinance indebtedness may be limited or the associated costs may increase; and
- our flexibility to adjust to changing market conditions and ability to withstand competitive pressures could be limited, or we may be prevented from carrying out capital spending that is necessary or important to our growth strategy and efforts to improve operating margins or our business.

Our ability to service our debt will depend upon, among other things, our future financial and operating performance, which will be affected by prevailing economic conditions and financial, business, regulatory and other factors, some of which are beyond our control. If our operating results are not sufficient to service our current or future indebtedness, we will be forced to take actions such as reducing or delaying our business activities, acquisitions, investments or capital expenditures, selling assets, restructuring or refinancing our debt, or seeking additional equity capital or bankruptcy protection. We may not be able to effect any of these remedies on satisfactory terms, or at all.

**Despite our current indebtedness levels, we and our subsidiaries may be able to incur substantially more debt, including secured debt. This could further exacerbate the risks associated with our substantial indebtedness.**

We and our subsidiaries may be able to incur substantial additional indebtedness in the future. The agreements governing our indebtedness do not fully prohibit us or our subsidiaries from doing so. At December 31, 2018, we had \$538.2 million in aggregate principal amount of debt, including the 2022 Senior Notes and the Term Loan B Facility, outstanding. Any secured indebtedness permitted under the 2022 Senior Notes would be effectively senior to the 2022 Senior Notes to the extent of the value of the assets securing such indebtedness, as would all indebtedness of non-guarantor subsidiaries. We also may incur new indebtedness if we expand our business or purchase new vessels or for other purposes. If new debt is added to our current debt levels, the related risks that we now face would increase and we may not be able to meet all our debt obligations, including the repayment of the 2022 Senior Notes or the Term Loan B Facility. In addition, the indenture governing the 2022 Senior Notes and the Term Loan B Facility do not prevent us from incurring obligations that do not constitute indebtedness as defined therein.

**The indenture governing the 2022 Senior Notes and the Term Loan B Facility imposes significant operating and financial restrictions on us that may limit our ability to successfully operate our business and adversely affect the holders of the 2022 Senior Notes.**

The indenture governing the 2022 Senior Notes and the Term Loan B Facility imposes significant operating and financial restrictions on us, including those that limit our ability to engage in actions that may be in our long-term interests. These restrictions limit our ability to, among other things:

- incur additional debt;
- pay dividends or make other restricted payments;
- create or permit certain liens;
- make investments;
- make capital expenditures;
- engage in sale and leaseback transactions;
- change the management of vessels or terminate the management agreements we have relating to each vessel;
- sell vessels or other assets;
- enter into long-term vessel arrangements without the consent of the lender;

- create or permit restrictions on the ability of our restricted subsidiaries to pay dividends or make other distributions to us; or
- consolidate or merge with or into other companies or sell all or substantially all of our assets.

We are required to be in compliance with the covenants contained in the indenture governing the 2022 Senior Notes and those of the Term Loan B Facility. In addition, our future credit agreements may require that we maintain other specific financial covenants. We may be required to take action to reduce our debt or to act in a manner contrary to our business objectives to meet these ratios and satisfy these covenants and ratios. Events beyond our control, including changes in the economic and business conditions in the markets in which we operate, may affect our ability to comply with these covenants. We cannot assure you that we will meet these ratios or satisfy these covenants or that our lender will waive any failure to do so. A breach of any of the covenants in, or our inability to maintain the required financial ratios under, our credit agreements would prevent us from borrowing additional money under the facilities and could result in a default under them.

Our future debt is likely to be secured by mortgages on our vessels, barges or ports, vessels under construction pursuant to shipbuilding contracts, guarantees by our subsidiaries and/or other related assets, such as assignments of insurances and earnings or some combination of the foregoing. If a default occurs under future credit facilities, the lenders could elect to declare such debt, together with accrued interest and other fees and expenses, to be immediately due and payable and foreclose on the collateral, including our vessels, barges, ports or other assets securing that debt. In a case where a credit facility was used to finance the scheduled payments as they come due under shipbuilding contracts, such a default could result in default by us under the associated shipbuilding contract and possible foreclosure of our rights in the related newbuild. In addition, a payment default under a shipbuilding contract would give the shipyard the right to terminate the contract without any further obligation to finish construction and may give it rights against us for having failed to make the required payments.

Any loss of vessels or assets could significantly decrease our ability to generate positive cash flow from operations and, therefore, to service our debt. Moreover, if the lenders under a credit facility or other agreement in default were to accelerate the debt outstanding under that facility, it could result in a cross default under other debt. If all or part of our debt were to be accelerated, we may not have or be able to obtain sufficient funds to repay it upon acceleration. This could have serious consequences to our financial condition and results of operations and could cause us to become bankrupt or insolvent. Our ability to comply with these covenants in future periods will also depend substantially on the value of our assets, our success at keeping our costs low, our ability to successfully implement our overall business strategy and our charter rates. Any future credit agreement or amendment may contain similar or more restrictive covenants.

**Our ability to generate the significant amount of cash needed to service our debt obligations and our ability to refinance all or a portion of our indebtedness or obtain additional financing depends on multiple factors, many of which may be beyond our control.**

Our ability to make scheduled payments on, or to refinance our obligations under, our debt, will depend on our financial and operating performance, which, in turn, will be subject to prevailing economic and competitive conditions and to the financial and business factors, many of which may be beyond our control. We cannot assure you that our business will generate sufficient cash flow from operations, that currently anticipated business opportunities will be realized on schedule or at all, or that future borrowings will be available to us in amounts sufficient to enable us to service our indebtedness and any amounts borrowed under future credit facilities, or to fund our other liquidity needs.

We will use cash to pay the principal and interest on our debt. These payments limit funds otherwise available for working capital, capital expenditures, vessel acquisitions and other purposes. As a result of these obligations, our current liabilities may exceed our current assets. We may need to take on additional debt as we expand our ports and fleet or make acquisitions, which could increase our ratio of debt to equity. The need to service our debt may limit funds available for other purposes and our inability to service debt in the future could lead to acceleration of our debt and foreclosure on our ports or owned vessels.

We cannot assure you that we will be able to refinance any of our indebtedness or obtain additional financing, particularly because of our anticipated high levels of indebtedness and the indebtedness incurrence restrictions imposed by the agreements governing our indebtedness, as well as prevailing market conditions. We could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our indebtedness service and other obligations.

The indenture governing the 2022 Senior Notes restricts our ability to dispose of assets and use the proceeds from any such dispositions. If we do not reinvest the proceeds of asset sales in our business (in the case of asset sales of non-collateral with respect to such indebtedness) or in new vessels or other related assets that are mortgaged in favor of a lender under a credit facility (in the case of assets sales of collateral securing), we may be required to use the proceeds to repurchase senior indebtedness other than the 2022 Senior Notes. Our Term Loan B Facility contains similar restrictions. We cannot assure you we will be able to consummate any asset sales, or if we do, what the timing of the sales will be or whether the proceeds that we realize will be adequate to meet indebtedness service obligations when due.

**If volatility in the London InterBank Offered Rate, or LIBOR, occurs, or if LIBOR is replaced as the reference rate under our debt obligations, it could affect our profitability, earnings and cash flow.**

LIBOR has historically been volatile, with the spread between LIBOR and the prime lending rate widening significantly at times. These conditions are the result of the disruptions in the international credit markets. Because the interest rates borne by our outstanding indebtedness fluctuate with changes in LIBOR, if this volatility were to occur, it would affect the amount of interest payable on our debt, which in turn, could have an adverse effect on our profitability, earnings and cash flow.

Furthermore, interest in most loan agreements in our industry has been based on published LIBOR rates. Recently, however, there is uncertainty relating to the LIBOR calculation process, which may result in the phasing out of LIBOR in the future. As a result, lenders have insisted on provisions that entitle the lenders, in their discretion, to replace published LIBOR as the base for the interest calculation with their cost-of-funds rate. Such provisions could significantly increase our lending costs, which would have an adverse effect on our profitability, earnings and cash flow.

In addition, the banks currently reporting information used to set LIBOR will likely stop such reporting after 2021, when their commitment to reporting information ends. The Alternative Reference Rate Committee, or “Committee”, a committee convened by the United States Federal Reserve that includes major market participants, has proposed an alternative rate to replace U.S. Dollar LIBOR: the Secured Overnight Financing Rate, or “SOFR.” The impact of such a transition away from LIBOR would be significant for us because of our substantial indebtedness.

**The market values of our vessels may fluctuate significantly which could cause us to breach covenants in debt that we may incur.**

Factors that influence vessel values include:

- prevailing level of vessel contract rates;
- number of newly constructed vessel deliveries;
- number of vessels scrapped or otherwise removed from the total fleet;
- governmental and other regulations and changes in environmental and other regulations that may limit the useful life of vessels;
- changes in global commodity supply and demand;
- types and sizes of vessels;
- development and viability of other modes of transportation and increase in use of other modes of transportation;
- number of vessels of similar type and size currently on the market for sale;
- lifetime maintenance records;
- technological advances;
- where the vessels were built and as-built specification;
- the availability of finance or lack thereof for ordering newbuildings or for facilitating ship sale and purchase transactions;
- the cost of retrofitting or modifying existing vessels to respond to technological advances in vessel design or equipment, changes in applicable environmental or other regulations or standards, or otherwise;
- cost of newly constructed vessels;
- governmental or other regulations; and
- general economic and market conditions affecting the shipping industry.

If the market values of our owned vessels decrease, we may breach covenants contained in any existing or future credit facility. If we breach such covenants and are unable to remedy any relevant breach, our lenders could accelerate our debt and foreclose on that debt. Any loss of vessels would significantly decrease our ability to generate positive cash flow from operations and, therefore, service our debt. In addition, if the book value of a vessel is impaired due to unfavorable market conditions, or a vessel is sold at a price below its book value, we would incur a loss.

**The 2022 Senior Notes are unsecured and structurally subordinated to the rights of our and the guarantors' existing and future secured creditors.**

The indenture governing the 2022 Senior Notes permits us to incur a significant amount of secured indebtedness, including indebtedness to be used for acquisitions of vessels and businesses. At December 31, 2018, we had approximately \$538.2 million of indebtedness outstanding, including \$136.3 million of secured indebtedness. Accordingly, the 2022 Senior Notes will be effectively subordinated to all secured indebtedness. If an event of default occurs under any existing or future credit facility or under other future secured indebtedness, the senior secured lenders will have a prior right to our assets mortgaged in their favor, to the exclusion of the holders of the 2022 Senior Notes, even if we are in default under the 2022 Senior Notes. In that event, our assets and the assets of the subsidiary guarantors would first be used to repay in full all indebtedness and other obligations secured by them, resulting in all or a portion of our assets being unavailable to satisfy the claims of the holders of the 2022 Senior Notes and other unsecured indebtedness. Therefore, in the event of any distribution or payment of our assets in any foreclosure, dissolution, winding-up, liquidation, reorganization, or other bankruptcy proceeding, subject to any preferential treatment afforded to resident creditors of any particular jurisdiction, holders of 2022 Senior Notes will participate in our remaining assets ratably with all holders of our unsecured indebtedness that is deemed to be of the same class as such 2022 Senior Notes, and potentially with all of our other general creditors, based upon the respective amounts owed to each holder or creditor or other creditors who receive preferential treatment under applicable law. In any of the foregoing events, we cannot assure you that there will be sufficient assets to pay amounts due on the 2022 Senior Notes. As a result, holders of 2022 Senior Notes may receive less, ratably, than holders of secured indebtedness.

**The 2022 Senior Notes and the Term Loan B Facility will be effectively subordinated to the obligations of any future non-guarantor subsidiaries.**

We may be able to create future non-guarantor subsidiaries or unrestricted subsidiaries under the indenture governing the 2022 Senior Notes and the Term Loan B Facility. The 2022 Senior Notes and the Term Loan B Facility will not be guaranteed by any future unrestricted subsidiaries. Unrestricted subsidiaries may, among other things, incur without limitation additional indebtedness and liens, make investments and acquisitions, and sell assets or stock. In addition, we will be able to sell unrestricted subsidiaries, or distribute unrestricted subsidiaries or the proceeds from a sale of any of their assets or stock to stockholders, or enter into merger, joint venture or other transactions involving them, or any combination of the foregoing, without restrictions. Payments on the 2022 Senior Notes and the Term Loan B Facility are only required to be made by us and the subsidiary guarantors. Accordingly, claims of holders of the 2022 Senior Notes and the Term Loan B Facility are structurally subordinated to the claims of creditors of any subsidiary that is designated in the future as an "unrestricted subsidiary" or is a securitization subsidiary, in each case in accordance with the indenture, and any future subsidiaries that are not wholly-owned by us, including trade creditors. All obligations of our non-guarantor subsidiaries, including trade payables, will have to be satisfied before any of the assets of such subsidiary would be available for distribution, upon liquidation or otherwise, to us or a subsidiary guarantor.

**We may be unable to raise funds necessary to finance the change of control repurchase offer required by the indenture governing the 2022 Senior Notes.**

If we experience specified changes of control, we would be required to make an offer to repurchase all of the 2022 Senior Notes (unless otherwise redeemed) at a price equal to 101% of the principal amount thereof plus accrued and unpaid interest, if any, to the repurchase date. The occurrence of specified events that would constitute a change of control may constitute a default under any credit facility. The indebtedness under a credit facility would be immediately due and payable in an event of default including, due to change of control. As a result, following a change of control event, we may not be able to repurchase 2022 Senior Notes unless we first repay all indebtedness outstanding under such credit facilities and any of our other indebtedness that contains similar provisions, or obtain a waiver from the holders of such indebtedness to permit us to repurchase the 2022 Senior Notes. We may be unable to repay all of that indebtedness or obtain a waiver of that type.

Any requirement to offer to repurchase outstanding 2022 Senior Notes may therefore require us to refinance our other outstanding debt, which we may not be able to do on commercially reasonable terms, if at all. In addition, our failure to purchase the 2022 Senior Notes after a change of control in accordance with the terms of the indenture would constitute an event of default under the indenture, which in turn may result in a default under any credit facility.

Our inability to repay the indebtedness under a credit facility will constitute an event of default under the indenture governing the 2022 Senior Notes, which could have materially adverse consequences to us and to the holders of the 2022 Senior Notes. In the event of a change of control, we cannot assure you that we would have sufficient assets to satisfy all of our obligations under any such credit facility and the 2022 Senior Notes. If we are unable to fulfill such debt obligations it could materially adversely affect our financial condition and results of operations.

**The international nature of our operations may make the outcome of any insolvency or bankruptcy proceedings difficult to predict.**

We are incorporated under the laws of the Republic of the Marshall Islands and our subsidiaries are incorporated under the laws of Argentina, Brazil, the Marshall Islands, Panama, Paraguay and Uruguay and certain other countries other than the United States, and we conduct operations in countries around the world. Consequently, in the event of any bankruptcy, insolvency or similar proceedings involving us or one of our subsidiaries, bankruptcy laws other than those of the United States could apply. We have limited operations in the United States. If we become a debtor under the United States bankruptcy laws, bankruptcy courts in the United States may seek to assert jurisdiction over all of our assets, wherever located, including property situated in other countries. There can be no assurance, however, that we would become a debtor in the United States or that a United States bankruptcy court would be entitled to, or accept, jurisdiction over such bankruptcy case or that courts in other countries that have jurisdiction over us and our operations would recognize a United States bankruptcy court's jurisdiction if any other bankruptcy court would determine it had jurisdiction.

The 2022 Senior Notes and the Term Loan B Facility are guaranteed by guarantors organized under the laws of different countries. The holders' rights under the guarantees are thus subject to the laws of these jurisdictions, and there can be no assurance that the holders will be able to effectively enforce their rights in multiple bankruptcy, insolvency or similar proceedings. Moreover, such multi-jurisdictional proceedings are typically complex and costly for creditors and often result in substantial uncertainty and delay in the enforcement of rights of holders.

In addition, the bankruptcy, insolvency, administrative and other laws of the various jurisdictions of organization may be materially different from, or in conflict with, each other and those of the United States in certain areas, including creditors' rights, priority of creditors, the ability to obtain post-petition interest and the duration of the insolvency proceeding. The application of these various laws in multiple jurisdictions could trigger disputes over which jurisdiction's law should apply and could adversely affect the ability of the holders of the 2022 Senior Notes and the lenders of the Term Loan B Facility to enforce their rights and to collect payment in full under the 2022 Senior Notes and the Term Loan B Facility and the guarantees.

#### Brazil

Brazilian legal framework for economically distressed companies or individuals generally consists of the provisions set forth by the Brazilian Bankruptcy and Reorganization Federal Law ("BBRL" — Law No. 11101, dated February 9, 2005). The BBRL contains certain provisions that resemble bankruptcy under U.S. Chapters 11 and 7. It regulates two different situations: (i) reorganization, that may take place (a) in court (judicial reorganization) or (b) out of court (extrajudicial reorganization), both aiming at surpassing debtor's financial distress; and (ii) bankruptcy, which is intended to liquidate the company and its assets and must be always administered by a judicial court.

A bankruptcy request can be filed by the company, its shareholders or partners, or any of its creditors. BBRL lists the events upon which bankruptcy may be requested by a company's creditors, including the following: (i) failure to provide payment of any liquid obligation when owed in a credit instrument in an amount higher than 40 minimum monthly wages; (ii) arbitrarily anticipate the liquidation of assets or making payment in a damaging or fraudulent way; (iii) simulated deal or sale of all or substantially all assets to a third party, creditor or otherwise, attempted or actually performed; (iv) transfer of establishment to third parties, creditors or otherwise, without the consent of all other creditors and without keeping sufficient assets to fulfill its obligations; and (v) failure to provide payment or assets to guarantee liquid obligations owed in a judicial enforcement proceeding. A bankruptcy order entails two important matters concerning credits: (i) acceleration of all company indebtedness, and (ii) conversion of foreign currency-denominated debts into national currency ones.

Any judgment obtained against us in Brazilian courts in respect of any payment obligations under the guarantees normally would be expressed in the Brazilian currency equivalent of the U.S. dollar amount of such sum at the exchange rate in effect (i) on the date of actual payment, (ii) on the date on which such judgment is rendered, or (iii) on the date on which collection or enforcement proceedings are started against us. Consequently, in the event of bankruptcy, all of our debt obligations that are denominated in foreign currency, including the guarantees, will be converted into Brazilian currency at the prevailing exchange rate on the date of declaration of our bankruptcy by the court. We cannot assure to holders of our 2022 Senior Notes and the lenders of the Term Loan B Facility that such rate of exchange will afford full compensation of the amount due on the 2022 Senior Notes and the Term Loan B Facility. Finally, bankruptcy proceedings in Brazil usually take from five to 12 years and generally the assets are not sufficient to pay off the creditors.

#### Panama

Under Panamanian bankruptcy laws, Panamanian courts would not agree to hear any bankruptcy arising from activities in another country other than Panama. If there is a bankruptcy proceeding against a Panamanian corporation operating in another country, it will be the bankruptcy courts of that country which will be competent to hear the bankruptcy proceeding.

Any judgment issued by a court of competent jurisdiction with respect to a Panamanian corporation operating outside Panama may be enforceable in Panama by registering such judgment with the Supreme Court in Panama.

#### Paraguay

Bankruptcy proceedings in Paraguay may be less favorable to holders of our 2022 Senior Notes and the lenders of the Term Loan B Facility than in other jurisdictions. For example, Paraguayan creditors receive preferential treatment, which means that creditors resident in Paraguay would receive payments prior to any payment being made on the guarantees. Furthermore, the obligations under the guarantees would be subordinated to certain statutory preferences such as maritime privileges, amongst which are claims for salaries, wages, taxes, port facilities and others.

## Uruguay

Uruguayan courts shall have jurisdiction to declare bankruptcy when:

- the debtor has a permanent address, its main business or a local office in Uruguay; or
- the debtor has or had an office, establishment or exploitation within Uruguayan territory, even when its permanent address or effective center of its activities is located abroad.

If the guarantors, or any of the creditors of the guarantors, file a petition for bankruptcy in Uruguay, Uruguayan bankruptcy law will apply except for the impact of the bankruptcy declaration on the contracts that are governed by a foreign law.

Upon a court declaration of bankruptcy, all the debtor's assets, either located within Uruguayan territory or abroad, shall be placed under the control of a receiver to be appointed for the benefit of all creditors. However, if the debtor has also been declared bankrupt in the country where it had its domicile or effective place of business; the Uruguayan bankruptcy will only include the remaining assets or rights located abroad once the foreign bankruptcy procedure is concluded.

In some cases, after a bankruptcy court declaration, the bankrupt party may continue to manage its assets with the cooperation of a receiver. Otherwise, the receiver will run the business and manage the bankrupt party.

In addition to the above, certain transactions occurring prior to the declaration of bankruptcy may be found by the court to be null and void, or may be declared null and void by the court after an examination of the merits, as follows:

- contracts entered into for no proper consideration executed within the previous two years of the court declaration of bankruptcy;
- any mortgage or pledge of any assets granted to secure prior and pending obligations with a creditor, or to secure a new obligation assumed with the same creditor immediately after the former obligation is cancelled, if the encumbrance is granted within six months of the court declaration;
- any payments made to a creditor for obligations that are not yet due, if the payment was completed within six months of the court declaration; and
- cancellation of contracts executed within six months of the court declaration.

In addition, upon the petition of an interested party, the court may nullify transactions entered into up to two years prior to the entry into the bankruptcy if it is concluded that they were entered into with a malicious intent (fraud) to prevent creditors from satisfying their bona fide claims and the contracting party knew or should have known that the party facing the bankruptcy was insolvent or had suspended payments on its obligations.

Claw back actions become time barred two years after the declaration of bankruptcy.

## Argentina

Under Argentine law, in the event that a guarantor becomes subject to a reorganization proceeding or to bankruptcy, the relevant guarantee, if granted within two years before the declaration of bankruptcy, may be deemed to have been a fraudulent transfer and declared void, if the guarantor did not receive a fair consideration in exchange for the granting of such guarantee. The validity and enforceability of the guarantee granted by a guarantor that is an Argentine entity requires the guarantee to be granted in the best interest of the Argentine guarantor and that the Argentine guarantor receives fair and adequate consideration for the granting of the guarantees.

In addition, under Argentine law, a guarantee is considered accessory to the principal obligation. Therefore, in case our underlying obligations under the 2022 Senior Notes or the indenture and the Term Loan B Facility are declared null, the guarantees would, under Argentine law, be deemed to be null as well.

If proceedings were brought in the courts of Argentina seeking to enforce the Argentine guarantor's obligations under the 2022 Senior Notes and the Term Loan B Facility, the Argentine guarantor would not be required to discharge its obligations in the original currency of the 2022 Senior Notes and the Term Loan B Facility. Any judgment obtained against the Argentine guarantor in Argentine courts in respect of any payment obligations under the 2022 Senior Notes and the Term Loan B Facility could be discharged solely in Argentine pesos equivalent to the U.S. dollar amount of such payment at a certain exchange rate. There can be no assurance that such rates of exchange will afford our noteholders full compensation of the amount invested in the 2022 Senior Notes and the Term Loan B Facility plus accrued interest nor that the currency exchange regulations will permit the noteholders to convert any amount of Argentine pesos received into U.S. dollars (please refer to paragraph entitled "*Foreign exchange policies implemented by the Argentine government in the past have limited, and if implemented again, could continue to limit the ability of the guarantors of the 2022 Senior Notes that and the Term Loan B Facility are Argentine companies to make money remittances outside of Argentina in respect of the guarantees*").

## **Certain requirements must be met for the recognition and enforceability of a foreign judgment by courts outside the United States.**

### Argentina

Foreign judgments would be recognized and enforced by the courts in Argentina provided that the requirements of Article 517 of the Federal Civil and Commercial Procedure Code (if enforcement is sought before federal courts) are met. These requirements include (1) the judgment, which must be final in the jurisdiction where rendered, must have been issued by a court competent pursuant to Argentine principles regarding international jurisdiction and must have resulted from a personal action, or an *in rem* action with respect to personal property if such property was transferred to Argentine territory during or after the prosecution of the foreign action, (2) the defendant against whom enforcement of the judgment is sought must have been personally served with the summons and, in accordance with due process of law, must have been given an opportunity to defend against such foreign action, (3) the judgment must be valid in the jurisdiction where rendered and its authenticity must be established in accordance with the requirements of Argentine law, (4) the judgment must not violate the principles of public policy of Argentine law, and (5) the judgment must not be contrary to a prior or simultaneous judgment of an Argentine court.

We have been advised that there is doubt as to the enforceability in Argentina, in original actions or in actions for enforcement of judgments of United States courts, of civil liabilities predicated solely upon the federal securities laws of the United States.

Moreover, court costs, including (without limitation) filings fees and deposits to secure judgments, and the payment of stamp taxes may be required by the competent authorities in Argentina in case a foreign judgment has effects in Argentina, upon, for instance, re-litigation, enforcement or registration of such judgment in Argentina.

### Brazil

Judgments of Brazilian courts enforcing obligations under the guarantees would be payable only in Brazilian currency. If proceedings were brought in the courts of Brazil seeking to enforce the obligations under the guarantees, we would not be required to discharge our obligations in a currency other than Brazilian currency. Any judgment obtained against us in Brazilian courts in respect of any payment obligations under the guarantees would be expressed in Brazilian currency. We cannot assure you that this amount in Brazilian currency will afford you full compensation of the amount sought in any such litigation.

Certain requirements must be met for the recognition and enforceability of foreign judgments in Brazil. Subject to the following, a final and conclusive judgment for civil liabilities rendered by any court in the United States or elsewhere in respect of the 2022 Senior Notes and the Term Loan B Facility and the guarantees would be recognized in the courts of Brazil (to the extent that Brazilian courts have jurisdiction) and such courts would enforce such judgment without any retrial or reexamination of the merits of the original action only if such judgment has been previously ratified by the Brazilian Superior Court of Justice (Superior Tribunal de Justiça) with such ratification being subject to:

- the judgment fulfilling all formalities required for its enforceability under the laws of the jurisdiction where the judgment was rendered;
- the judgment contemplating an order to pay a determined sum of money;
- the judgment being issued by a competent court after proper service of process of the parties, which service must comply with Brazilian law if made within Brazil, or after sufficient evidence of the parties' absence has been given, pursuant to applicable law;
- the judgment not being subject to appeal (the decision is final, there is a *res judicata*);
- the judgment being legalized by the Brazilian consulate with jurisdiction over the location of the court which issued the judgment;
- the judgment being translated into Portuguese by a certified translator; and
- the judgment not being contrary to Brazilian public order, Brazilian sovereignty or Brazilian good practices.

Notwithstanding the foregoing, no assurance can be given that such ratification would be obtained, that the process described above would be conducted in a timely manner or that a Brazilian court would enforce a monetary judgment for violation of the U.S. securities laws with respect to the 2022 Senior Notes and the Term Loan B Facility and the guarantees. In addition:

- civil actions may be brought before Brazilian courts based on the federal securities laws of the United States and that, subject to applicable law, Brazilian courts may enforce such liabilities in such actions against us and the guarantors (provided that provisions of the federal securities laws of the United States do not contravene Brazilian public order, Brazilian sovereignty or Brazilian good practices and provided further that Brazilian courts can assert jurisdiction over the particular action); and
- the ability of a creditor to satisfy a judgment by attaching certain assets of the defendant is limited by provisions of Brazilian law.

In addition, a plaintiff, whether Brazilian or non-Brazilian, who resides outside Brazil or is outside Brazil during the course of litigation in Brazil and who does not own real property in Brazil must grant a pledge to guarantee the payment of the defendant's legal fees and court expenses related to court procedures for the collection of payments under the 2022 Senior Notes and the Term Loan B Facility and the guarantees.

#### Panama

Foreign judgments would be recognized and enforced in Panama by the Supreme Court, provided that the requirements of Article 1419 of the Judicial Code of the Republic of Panama are met. Article 1419 establishes that judgments issued by foreign courts as well as foreign arbitral awards will be effective in accordance with the respective agreements or treaties. If there are no special treaties with the country in which the judgment has been issued, the judgment can be executed in Panama, unless there is proof that the country does not recognize judgments issued by Panamanian courts. If the judgment comes from a country in which awards or judgments issued by Panamanian courts are not recognized, then the judgment will not be recognized in Panama. Without prejudice to what is established in special treaties, no foreign judgment will be executed in Panama unless it complies with the following requisites: (1) that the judgment be issued as a consequence of a personal action, provided that it is specially stipulated by the law in testamentary successions in foreign countries; (2) that the judgment has not been issued in contumacy, contempt of court or default, it being understood, that the lawsuit has not been personally served or notified to the defendant, being said personal service of process ordered by the competent court, unless the defendant in contumacy requests its execution; (3) that the obligation contained in the judgment be licit in Panama; and (4) that the copy of the judgment be authentic. Judgment means the decision granting the pretention.

#### Paraguay

Foreign judgments have force in Paraguay provided that: (1) the judgment was obtained in an action in personam; (2) the defendant must have been personally served with the summons and given an opportunity to defend against foreign action (3) the obligation on which the action was based is valid in accordance with Paraguay's law; (4) the decision is final; and proper certification and legalization is complied with in accordance with Paraguay law; (5) the judgment has not been pronounced by default of condemned party; (6) the judgment does not violate Paraguayan law principles of public policy, and (7) the judgment is not contrary to a prior or simultaneous judgment by a Paraguayan court.

#### Uruguay

Should the courts of the United States rule to enforce the guarantees granted by the Uruguayan subsidiaries, such decision will be recognized and enforced in Uruguay without review of its merits provided the following requirements are met:

- the foreign decision shall meet the formal requirements necessary for it to be considered authentic in the jurisdiction where it was rendered (i.e. notarization, legalization and/or apostille as the case may be);
- the foreign decision and any relevant documents should be duly legalized in the country where the decision was issued and translated into Spanish (if necessary) by a duly authorized Uruguayan translator;
- the decision shall have been rendered by a court with international jurisdiction to hear the matter pursuant to its own law and the matter should not be one in which Uruguayan Courts enjoy exclusive jurisdiction;
- the defendant must have been properly served notice of the proceeding and granted a reasonable opportunity to defend and present its case;
- the judgment must be final ("res judicata") in the country where it was issued;
- the decision shall not violate Uruguayan international public policy principles.

For the purposes of enforcement and collection in Uruguay, the request for recognition ("exequatur") shall be first filed before the Supreme Court of Justice in Uruguay, who shall verify compliance with the aforementioned requirements. Service of notice shall be given on the defendant who will have 20 days to file its objection to the application for recognition. The Supreme Court's decision shall be final and cannot be challenged later.

If enforcement is granted, the file will be sent to the competent lower court to carry out proceedings for enforcement and collection. Upon completion of the Exequatur proceeding as described above, it will be possible to enforce the guarantees against each of the Uruguayan subsidiaries, without the need to appoint any agent for service of process.

**Obligations under the guarantees are subordinated to certain statutory preferences.**

The obligations under the guarantees are subordinated to certain statutory preferences. In the event of a liquidation, bankruptcy or judicial reorganization in certain jurisdictions including Argentina, Brazil, Paraguay and Uruguay, such statutory preferences, including post-petition claims, claims for salaries, wages, social security, taxes, court fees and expenses and claims secured by collateral, among others, will have preference over any other claims, including claims by any investor in respect of the guarantees. In such event, enforcement of the guarantees may be unsuccessful, and noteholders may be unable to collect amounts that they are due under the 2022 Senior Notes and the Term Loan B Facility.

**Our being subject to certain fraudulent transfer and conveyance statutes may have adverse implications for the holders of the 2022 Senior Notes and the lenders of the Term Loan B Facility.**

Fraudulent transfer and insolvency laws may void, subordinate or limit the 2022 Senior Notes and the guarantees and the Term Loan B Facility.

Marshall Islands

We and some of the guarantors as of the issue date are organized under the laws of the Republic of the Marshall Islands. While the Republic of the Marshall Islands does not have a bankruptcy statute or general statutory mechanism for insolvency proceedings, a Marshall Islands court could apply general U.S. principles of fraudulent conveyance, discussed below, in light of the provisions of the Marshall Islands Business Corporations Act, or the BCA, restricting the grant of guarantees without a corporate purpose. In such case, a Marshall Islands court could void or subordinate the 2022 Senior Notes and the Term Loan B Facility or the guarantees, including for the reasons a U.S. court could void or subordinate a guarantee as described below.

United States

Federal and state fraudulent transfer and conveyance statutes may apply to the issuance of the 2022 Senior Notes and the Term Loan B Facility and the incurrence of the guarantees, particularly any future guarantees of any U.S. subsidiaries we might create. Under U.S. federal bankruptcy law and comparable provisions of U.S. state fraudulent transfer or conveyance laws, if any such law would be deemed to apply, which may vary from state to state, the 2022 Senior Notes and the Term Loan B Facility or the guarantees could be voided as a fraudulent transfer or conveyance if a court determines that (1) we or any of the guarantors, as applicable, issued the 2022 Senior Notes and the Term Loan B Facility or incurred the guarantees with the intent of hindering, delaying or defrauding creditors or (2) we or any of the guarantors, as applicable, received less than reasonably equivalent value or fair consideration in return for either issuing the 2022 Senior Notes and the Term Loan B Facility or incurring the guarantees and, in the case of (2) only, one of the following is also true at the time thereof:

- we or any of the guarantors, as applicable, were insolvent or rendered insolvent by reason of the issuance of the 2022 Senior Notes and the Term Loan B Facility or the incurrence of the guarantees;
- the issuance of the 2022 Senior Notes and the Term Loan B Facility or the incurrence of the guarantees left us or any of the guarantors, as applicable, with an unreasonably small amount of capital to carry on the business;
- we or any of the guarantors intended to, or believed that we or such guarantor would, incur debts beyond our or such guarantor's ability to pay as they mature; or
- we or any of the guarantors was a defendant in an action for money damages, or had a judgment for money damages docketed against us or such guarantor if, in either case, after final judgment, the judgment is unsatisfied.

If a court were to find that the issuance of the 2022 Senior Notes and the Term Loan B Facility or the incurrence of the guarantee was a fraudulent transfer or conveyance, the court could void the payment obligations under the 2022 Senior Notes and the Term Loan B Facility or such guarantee, or require the holders of the 2022 Senior Notes and the lenders of the Term Loan B Facility to repay any amounts received with respect to such guarantee. In the event of a finding that a fraudulent transfer or conveyance occurred, you may not receive any repayment on the 2022 Senior Notes and the Term Loan B Facility. Further, the voidance of the 2022 Senior Notes and the Term Loan B Facility could result in an event of default with respect to our and our subsidiaries' other debt that could result in acceleration of such debt.

As a general matter, value is given for a transfer or an obligation if, in exchange for the transfer or obligation, property is transferred or an antecedent debt is secured or satisfied. A debtor will generally not be considered to have received value in connection with a debt offering if the debtor did not substantially benefit directly or indirectly from the transaction. In that regard, a debtor will generally not be considered to have received value if the proceeds of a debt offering were used to make a dividend payment or otherwise retire or redeem equity securities issued by the debtor. In particular, if any of the guarantees were legally challenged, such guarantee could be subject to the claim that, since the guarantee was incurred for the Co-Issuers' benefit, and only indirectly for the benefit of the guarantor, the obligations of the applicable guarantor were incurred for less than reasonably equivalent value or fair consideration.

The measures of insolvency for purposes of fraudulent transfer or conveyance laws vary depending upon the applicable jurisdiction's governing law, such that we cannot be certain as to the standards a court would use to determine whether or not we or the guarantors were solvent at the relevant time or, regardless of the standard that a court uses, that the issuance of the guarantees would not be further subordinated to our or any of our guarantors' other debt or whether the 2022 Senior Notes and the Term Loan B Facility, the guarantees or the granting of liens to secure the 2022 Senior Notes and the Term Loan B Facility or the guarantees would be avoided as a preference, fraudulent transfer, fraudulent conveyance, or otherwise. Generally, however, an entity would be considered insolvent if, at the time it incurred debt:

- the sum of its debts, including contingent liabilities, was greater than the fair value of all its assets; or
- the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and mature; or
- it could not pay its debts as they become due.

In addition, any payment by us pursuant to the 2022 Senior Notes and the Term Loan B Facility or by a guarantor made at a time when we or such guarantor is subsequently found to be insolvent could be avoided and required to be returned to us or such guarantor or to a fund for the benefit of our or the guarantors' creditors if such payment is made to an insider within a one-year period prior to a bankruptcy filing or within 90 days to any non-insider party and such payment would give the holders of the 2022 Senior Notes and the lenders of the Term Loan B Facility more than such holders of the 2022 Senior Notes and the lenders of the Term Loan B Facility would have received in a liquidation under Chapter 7 of the U.S. Bankruptcy Code.

### Argentina

A court could, under fraudulent conveyance law, declare null and void the following transactions if celebrated within two years before the declaration of bankruptcy:

- transactions where the guarantor did not receive a fair consideration in exchange for celebrating such transaction;
- early payment of obligations maturing at the time of the declaration of bankruptcy or afterwards;
- pledges, mortgages or any other privileges in relation to any obligation not already overdue and which originally did not have such privilege;
- transactions where the counterparty was aware of the insolvency of the guarantor.

Therefore, it may be possible that the guarantees may not be enforceable under Argentine law. In the event that a guarantor becomes subject to a reorganization proceeding or to bankruptcy, the relevant guarantee, if granted within two years before the declaration of bankruptcy, may be deemed to have been a fraudulent transfer and declared void, if the guarantor did not receive a fair consideration in exchange for the granting of such guarantee. The validity and enforceability of the guarantee granted by a guarantor that is an Argentine entity requires the guarantee to be granted in the best interest of the Argentine guarantor and that the Argentine guarantor receives fair and adequate consideration for the granting of the guarantees.

In addition, under Argentine law, a guarantee is considered accessory to the principal obligation. Therefore, in case our underlying obligations under the 2022 Senior Notes or the indenture and the Term Loan B Facility are declared null, the guarantees would, under Argentine law, be deemed to be null as well.

### Brazil

A court could, under fraudulent conveyance law, subordinate or void the guarantee of any subsidiary guarantor if it found that such guarantee was incurred with actual intent to hinder, delay or defraud creditors, and that the guarantor was any of the following:

- already insolvent;
- rendered insolvent by reason of its entering into such guarantee;
- engaged in business or transactions for which the assets remaining constituted unreasonable small capital; or
- intended to incur, or believed that it would incur, debts beyond its ability to pay such debts as they mature.

If a court were to void the guarantee of a subsidiary guarantor as a fraudulent conveyance, or hold it unenforceable for any other reason, holders of the 2022 Senior Notes and the lenders of the Term Loan B Facility would cease to have a claim against that subsidiary guarantor and would be creditors solely of Navios Logistics and any subsidiary guarantor whose guarantee was not voided or held unenforceable.

## Paraguay

Under Paraguay law which does not forbid providing such guarantees to related or non-related parties, the guarantee of the 2022 Senior Notes and the Term Loan B Facility may not be enforceable as the guarantee is considered accessory to the principal obligation, which if declared null or void, would imply that the guarantee would be deemed likewise null or void. The guarantees are valid, binding and enforceable against the guarantors. However, if a guarantor becomes subject to a creditors meeting or bankruptcy proceedings, within one year of granting the guarantee, the guarantee may be deemed to have been a fraudulent transfer and declared null.

Under Paraguayan law, fraudulent conveyance of assets is covered by Art. 305 to 316 of the Civil Code by which an affected creditor may ask the Civil and Commercial Courts to annul the fraudulent or simulated conveyance, reverting the transferred assets to the debtor, which then become attachable by local or foreign creditors. In the event of bankruptcy of a Paraguayan subsidiary, Article 8 of Law 154/69 states that the declaration of bankruptcy in a foreign country cannot be opposed to creditors domiciled in Paraguay or over assets held by a debtor in the country, nor covered by agreements that have been executed with such debtor. If bankruptcy is declared by Paraguayan courts, creditors that are part of the bankruptcy process in a foreign country shall not be taken into consideration by the local courts; if local creditors have been fully paid, foreign creditors may be paid with the remaining assets. The bankruptcy declared in a United States court will not imply the bankruptcy of the subsidiary operating in Paraguayan jurisdiction under Paraguayan law. Under fraudulent conveyance law, a court may void the guarantee if it deems that it was incurred with the intention to hinder or defraud its creditors.

## Uruguay

A court could, under fraudulent conveyance or bankruptcy law, subordinate or void the guarantee of any subsidiary guarantor if it found that such guarantee was incurred with actual intent to hinder, delay or defraud creditors, or such subsidiary guarantor did not receive fair consideration or reasonably equivalent value for the guarantee.

In addition, under Uruguayan law, a guarantee is considered accessory to the principal obligation. Therefore, in case our underlying obligations under the 2022 Senior Notes and the Term Loan B Facility or the indenture are declared null, the guarantees would, under Uruguayan law, be deemed to be null as well. If a court were to void the guarantee of a subsidiary guarantor as a fraudulent conveyance, or hold it unenforceable for any other reason, holders of the 2022 Senior Notes and the lenders of the Term Loan B Facility would cease to have a claim against that subsidiary guarantor and would be creditors solely of Navios Logistics and any subsidiary guarantor whose guarantee was not voided or held unenforceable.

## Other Jurisdictions

The laws of the other jurisdictions in which guarantors may be organized may also limit the ability of such guarantors to guarantee debt of a parent company. These limitations arise under various provisions or principles of corporate law which include provisions requiring a subsidiary guarantor to receive adequate corporate benefit from the financing, rules governing preservation of share capital, thin capitalization and fraudulent transfer principles. In certain of these jurisdictions, the guarantees will contain language limiting the amount of debt guaranteed so that the applicable local law restrictions will not be violated. Accordingly, if you were to enforce the guarantees in such jurisdictions, your claims may be limited. Furthermore, although we believe that the guarantees of such guarantors are enforceable (subject to local law restrictions), a third party creditor may challenge these guarantees and prevail in court. We can provide no assurance that the guarantees will be enforceable.

## **Foreign exchange policies by the Argentine government in the past have limited, and if implemented again, could continue to limit the ability of the guarantors of the 2022 Senior Notes and the Term Loan B Facility that are Argentine companies to make money remittances outside of Argentina in respect of the guarantees.**

In Argentina, since the amendment of the convertibility law in December 2001, the Argentine government has imposed several restrictions on the purchase of foreign currency in the exchange market and the transfer of funds outside of Argentina. The Macri Administration has rendered ineffective the restrictions on deposits and reduced or eliminated the exchange restrictions that established controls on the inflow and outflow of capital and the acquisition of foreign currency. On January 11, 2018, in order to provide more flexibility to the foreign exchange system and to promote competition, the free-floating exchange market (the "FX Market") (Mercado Libre de Cambios) was created by virtue of Decree No. 27/2018 and regulated by Communication "A" 6436, which entered into force on March 1, 2018, replacing the MULC and allowing new players to enter the system. In spite of this trend, the Argentine government could, in the future, impose additional exchange controls or modify negotiation conditions or eliminate the current FX Market MULC (the single and free floating foreign exchange market) or restrict the movement of capital or impose controls of another nature that could restrict the transfer of funds outside of Argentina for payments required to be made in respect of the guarantee of the 2022 Senior Notes and the Term Loan B Facility.

## **Item 4. Information on the Company**

### **A. History and Development of the Company**

We have a long history of operating in the Hidrovia region of South America. Corporacion Navios Sociedad Anonima (“CNSA”) was founded by one of our predecessor companies in 1955. Horammar Group (“Horamar”) was formed in 1992, and was combined with CNSA in January 2008 to form Navios Logistics. CNSA owned and operated the largest bulk transfer and storage port terminal in Uruguay. Horamar was a privately held Argentina-based group specializing in the transportation and storage of liquid cargoes and the transportation of dry bulk cargo in South America along the Hidrovia river system. The combination of CNSA and Horamar under the Navios Logistics umbrella created one of the largest logistics businesses in the Hidrovia region of South America.

On January 1, 2008, pursuant to a share purchase agreement, Navios Holdings contributed: (a) \$112.2 million in cash; and (b) the authorized capital stock of its wholly owned subsidiary CNSA in exchange for the issuance and delivery of 12,765 shares of Navios Logistics, representing 63.8% of its outstanding stock. Navios Logistics acquired all ownership interests in Horamar in exchange for: (a) \$112.2 million in cash, and (b) the issuance of 7,235 shares of Navios Logistics representing 36.2% of Navios Logistics’ outstanding stock. As a result, Navios Holdings owns 63.8% of Navios Logistics.

For a discussion of our capital expenditures, see “Item 5.B Liquidity and Capital Resources.”

### **B. Business Overview**

#### **Our Company**

Navios Logistics believes it is one of the largest logistics companies in the Hidrovia region of South America, focusing on the Hidrovia region river system, the main navigable river system in the region, and on the cabotage trades along the eastern coast of South America. Navios Logistics is focused on providing its customers integrated transportation, storage and related services through its port facilities, its large, versatile fleet of dry and liquid cargo barges and its product tankers. Navios Logistics serves the needs of a number of growing South American industries, including mineral and grain commodity providers as well as users of refined petroleum products. Navios Logistics’ controlling shareholder, Navios Holdings, provides significant business expertise and know-how to our operations.

Navios Logistics reports its operations based on three reportable segments: Port Terminal Business, Barge Business and Cabotage Business. For further historical segment information, please see our audited consolidated financial statements included elsewhere in this report.

Navios Logistics has a diverse customer base including global agricultural, mining and petroleum companies. Its customers include affiliates of ADM, Axion Energy, Bunge, Cargill, Glencore, Louis Dreyfus, Petrobras, Petropar (the national oil company of Paraguay), Shell, Vale, Vitol and YPF. Navios Logistics has a long history of operating in the Hidrovia region and has been able to generate and maintain longstanding relationships with its customers. In its grain port facilities in Uruguay, Navios Logistics has been serving three of its key customers, ADM, Cargill and Louis Dreyfus, for more than 20 years on average. In its liquid port facility, liquid barge transportation and cabotage business, Navios Logistics has long-term relationships with its global petroleum customers for more than 17 years on average (such as Axion Energy, Petrobras Group, YPF and Shell or their successors). In its dry barge business, Navios Logistics started its relationship with Vale in 2008 for iron ore transportation and has signed new contracts since then. Navios Logistics is committed to provide quality logistics services for its customers and further developing and maintaining its long-term relationships.

Navios Logistics serve its customers in the Hidrovia region through its three port storage and transfer facilities, one for agricultural, forest-related exports, one for mineral related exports both located in Nueva Palmira Free Zone, Uruguay, and one for refined petroleum products in San Antonio, Paraguay. Navios Logistics complements its three port terminals with a diverse fleet of 336 barges and pushboats and 8 vessels, including six oceangoing tankers, one bunker vessel and one river and estuary tanker vessel which operate in our cabotage business. Navios Logistics provides transportation for dry cargo (cereals, cotton pellets, soybeans, wheat, limestone (clinker), mineral iron, and rolling stones) and liquid cargo (hydrocarbons such as crude oil, gas oil, naphtha, fuel oil and vegetable oils) and liquefied cargo (liquefied petroleum gas or LPG).

Since the business combination in January 2008, Navios Logistics has grown its vessel fleet from 123 to 344 vessels, including barges, pushboats and tankers, of which 344 are owned by Navios Logistics. The following is the current core fleet as of April 26, 2019.

## Navios Logistics Fleet Summary (owned)

<u>Pushboats/ Barges/ Inland Oil Tankers Fleet</u>	<u>Number of Vessels</u>	<u>Capacity/BHP</u>	<u>Description</u>
Pushboat fleet	27	95,920 BHP	Various Sizes and Horsepower
Dry Barges	272	481,350 DWT	Dry Cargo
Tank Barges	34	110,187 m3	Liquid Cargo
LPG Barges	3	4,752 m3	LPG
<b>Total</b>	<b>336</b>		

<u>Product Tanker Fleet</u>	<u>Year Built</u>	<u>DWT</u>	<u>Description</u>
Estefania H	2008	12,000	Double-hulled Product Tanker
Malva H	2008	8,974	Double-hulled Product Tanker
Makenita H	2009	17,508	Double-hulled Product Tanker
Sara H	2009	9,000	Double-hulled Product Tanker
San San H	2010	16,871	Double-hulled Product Tanker
Ferni H	2010	16,871	Double-hulled Product Tanker
Heman H	2012	1,693	Double-hulled Bunker Vessel
Elena H	2018	4,999	Double-hulled Product Tanker
<b>Total</b>		<b>87,916</b>	

## Port Terminal Operations

### Uruguay Dry Ports

We believe we own and operate the largest independent bulk transfer and storage port terminal complex in Uruguay based on throughputs. In 2017 and 2018, 4.0 million and 3.0 million tons of grain and mineral cargo, respectively, were moved through our dry port terminals. Our dry port terminal complex comprises of a grain terminal, and a new iron ore terminal that commenced operations in 2017.

We have free zone user agreements with the Republic of Uruguay dating back to the 1950s for the lands on which we operate. The agreements have been extended to 2046 and may be extended further until 2066 at our option. Additionally, since our terminals are located in the Nueva Palmira Free Zone, foreign commodities moving through the terminal are free of Uruguayan taxes.

We believe that countries in the region will continue to increase use of land for agriculture and implement technology for increasing yields on productive lands. As a result, we have experienced significant growth in the last ten years from 1.0 million tons of grain moved in 2000 to 3.5 million tons in of grain moved in 2017. In 2018, 1.9 million tons of grain moved through our terminal as local production of soybean and our throughput was adversely affected by a drought in the region. We have also been expanding our grain silo capacity from 280,000 tons of grain cargo in 2009 to 460,000 tons of grain cargo as of December 31, 2018. We installed a grain drying and conditioning facility on 13.6 acres of land adjacent to our dry port terminal, which has been operational since May 2011. In addition, in October 2013 we completed the construction of an additional vessel-loading conveyor belt.

We have expanded our dry bulk terminal operations and we believe there is significant potential for further expansion. Following the completion of the development of the iron ore terminal that commenced operations in 2017, we have already developed 74 acres of land, and we have 144 acres available to be developed inside or near the Nueva Palmira Free Zone.

*Grain Port Operation:* The commodities most frequently handled include grain and grain products. Our grain port terminal receives bulk cargoes from barges, trucks, and vessels, and either transfers them directly to dry bulk carriers or stores them in our modern silos for later shipment. The grain port terminal operates 24 hours per day, seven days per week, to provide barge and ship traffic with safe and fast turnarounds. Multiple operations may be conducted simultaneously at the grain port terminal, including cargoes from oceangoing vessels, barges, trucks and grain silos. The grain port terminal uses a fixed fee structure for customers.

*Grain Port Infrastructure:* The grain port terminal is unique in the region because of its sophisticated design, efficiency and multimodal operations. Our grain port terminal has specially designed storage facilities and conveying systems that provide significant flexibility in cargo movements aimed at avoiding delays to trucks, vessels and barge convoys. The grain port terminal currently offers 460,000 tons (soybean basis) of clean and secure grain silo capacity. With nine silos (some with internal separations) available for storage, our facility provides customers storage for their commodities separate from those of other customers. The grain port terminal has the latest generation, high precision, independent weigh scales for loading activity.

The grain port terminal has two docks. The main outer dock is 240 meters long and accommodates vessels of up to 85,000 dwt loading to the maximum draft permitted for vessels at the Martin Garcia Bar and Mitre Canal. The dock has three modern ship loaders that since the construction of the second conveyor line to the main pier are capable of loading vessels at rates of up to 48,000 tons per day, depending on the vessel, use of silos and on the type of commodity. The secondary inner dock is 170 meters long and is dedicated to the discharge of barge convoys, which is carried out on both sides of the dock. The grain port terminal is capable of discharging barge convoys at rates averaging 10,000 to 14,000 tons per day, depending on the type of barges and commodity. There is also a fixed-duty cycle crane to discharge barge convoys. In addition, discharging at our facility is optimized through the use of commodity-appropriate bucket size and type.

*Iron Ore Port Operation:* The commodities most frequently handled include iron ore and manganese. Our iron ore port terminal receives minerals from barges and either transfers them directly to dry bulk carriers or stores them in our stockpiles for later shipment. The iron ore port terminal operates 24 hours per day, seven days per week, to provide barge and ship traffic with safe and fast turnarounds.

*Iron Ore Port Infrastructure:* The iron ore port terminal is unique in the region because of its sophisticated design, efficiency and multimodal operations. Our iron ore port terminal has specially designed storage facilities and conveying systems that provide significant flexibility in cargo movements aimed at avoiding delays to vessels and barge convoys. On shore the new facilities comprise an area of approximately 20 acres with two stockpiles for mineral with a storage capacity of up to 700,000 tons. With two stockpiles available for storage, our facility provides customers storage for their commodities separate from those of other customers. Mineral at the stockpile are handled by a Stacker/Reclaimer. Auxiliary equipment for barge mooring, power, environment control and water treatment are also part of the iron ore terminal facility.

The iron ore port terminal has two new docks. The main outer dock is 300 meters long with two berths for ocean going vessels able to accommodate vessels on both sides; up to 150,000 dwt on the outer side, and up to 85,000 dwt on the inner side, loading to the maximum draft permitted for vessels at the Martin Garcia Bar and Mitre Canal. The secondary inner dock is 200 meters long and is dedicated for the discharge of barge convoys, able to accommodate and discharge two barges at the same time. Vessels are loaded with a travelling shiploader and barges are unloaded by two cranes.

#### Paraguay Liquid Port

We own and operate an up-river port terminal with tank storage for refined petroleum products, oil and gas in San Antonio, Paraguay, approximately 17 miles by river from the capital of Asuncion. We believe our port terminal is one of the largest independent storage facilities for crude and petroleum products in Paraguay based on storage capacity. Our port terminal has a current capacity of 45,660 cubic meters. The port facility serves international operators from Paraguay and Bolivia supplying products that support the growing demand for energy. Because Paraguay is not an oil producing country, its needs for both crude and refined petroleum products are served entirely by imports. The main sources of supply are from Argentina and, to a much lesser extent, Bolivia. The strategic location of the terminal at the center of the Paraguay-Parana waterway has comparative advantages for the provision of services to both southern and northern regions.

The port terminal was built to carry out terminal operations efficiently, including the loading and unloading of ships and trucks with fuels, storage tanks and subsequent clearance for vessels and trucks. The business is carried out through the purchase and sale of refined petroleum products and the storage, handling or transportation services that relate to liquid and gas products. We own tanks approved by the Paraguayan National Customs Office, which gives us a competitive advantage over other suppliers dedicated to the field.

*Port Operation:* The port provides short and long-term storage services for liquid cargo, as well as the sale of liquid products.

*Port Infrastructure:* Currently, the port has 11 major and two auxiliary tanks in operation with a capacity of 45,660 cubic meters. The plates are carbon steel, as specified by the American Standard for Testing Materials, and the construction was performed according to the standards of the American Petroleum Institute. We have available space to increase capacity to 90,000 or 100,000 cubic meters of storage at the terminal to meet our customers' future demand.

The pier is a structure of reinforced concrete built on stilts, beams and slabs. It is 45 meters long and 4.5 meters wide, and includes two platforms, each with 148 square meters of surface area. One of the platforms, used for operation during periods of high river level, has a height of 9.05 meters. The second platform is used during periods of lower river level and has a height of 5.0 meters.

The port has an area for truck operations with a reinforced concrete floor and metal roof mounted on trusses and steel columns profiles. There are three platforms, one for liquid fuels, another for LPG and a platform to discharge trucks with alcohol and other refined petroleum products.

### Barge Operations

*Overview:* We service the Argentine, Bolivian, Brazilian, Paraguayan and Uruguayan river transportation markets through our fleet of 336 vessels in our barge business. We operate different types of pushboats and wet and dry barges for delivering a wide range of dry and liquid products between ports in the Parana, Paraguay and Uruguay River systems in South America (the Hidrovia or the “waterway”). We typically contract our vessels either on a time charter basis or on a CoA basis.

*Fleet:* We control 336 vessels in our barge business, including 27 pushboats, 272 dry barges, 34 tank barges and three LPG barges. Our dry barge fleet is nearly three times the size it was in January 2008.

*Products Transported:* We transport liquid cargo (hydrocarbons such as crude oil, gas oil, naphtha, fuel oil and vegetable oils), liquefied cargo (liquefied petroleum gas (LPG)) and dry cargo (cereals, cotton pellets, soy bean, wheat, limestone (clinker), mineral iron and rolling stones). During 2018, we transported approximately 1.8 million cubic meters of liquids or tons of dry cargo, consisting of approximately 0.2 million cubic meters of liquids and 1.6 million tons of dry cargo (compared to 2.1 million in 2017, 2.2 million in 2016, and 1.3 million in 2015).

### Cabotage Operations

*Overview:* Our cabotage operations serve oil majors and major trading companies in the region to transport petroleum products from the refineries to various coastal destinations. The Argentine cabotage market is restricted to established local operators with either Argentine flagged vessels or foreign flagged vessels with one-to-three year licenses for companies with sufficient Argentine tonnage. We have the competitive advantage of being able to operate in the Brazilian cabotage market through a Brazilian pushboat operator, Hidronave South American Logistics S.A. (“Hidronave S.A.”), since Brazilian law provides a preference for the utilization of Brazilian-flagged vessels in its cabotage trade.

Our fleet consists of six oceangoing product tanker vessels, one bunker vessel and one river and estuary product tanker.

On July 10, 2013, we became the sole shareholder of Hidronave S.A. by acquiring the then remaining 49% noncontrolling interest. This acquisition serves as a platform to enable us to build our Brazilian cabotage business if we choose to do so, since Hidronave S.A. has the certificates and other documentation required to conduct business in Brazil.

*Fleet:* The table below reflects our cabotage tanker fleet as of April 26, 2019:

Vessel	Type	Built	DWT	Employment Date	Charter-Out Duration	Expiration Date of License
Malva H	Product Tanker	2008	8,974	No current contract	—	May 22, 2019
Estefania H	Product Tanker	2008	12,000	October 01, 2018	12 months	September 27, 2019
Makenita H	Product Tanker	2009	17,508	February 16, 2019	36 months	June 25, 2019
Sara H	Product Tanker	2009	9,000	March 01, 2019	7 months	April 30, 2019
Ferni H	Product Tanker	2010	16,871	August 29, 2018	24 months	July 2, 2019
San San H	Product Tanker	2010	16,871	February 01, 2019	8 months	May 31, 2019
Elena H	Product Tanker	2018	4,999	October 13, 2018	60 months	August 17, 2022
Heman H	Bunker Vessel	2012	1,693	December 31, 2018	3 months	October 6, 2020

Our foreign-flagged cabotage tanker vessels operate under licenses of one to three years' duration issued by the Argentinean maritime authorities. Such licenses for our vessels expire at various times until August 2022. Upon expiration, the licenses are generally renewed for periods of one to three years. While renewal is pending, the vessels operate under provisional licenses of two to three months' duration which are re-issued until the longer-term license is obtained.

*Products Transported:* We transport liquid cargo (hydrocarbons such as crude oil, gas oil, naphtha, fuel oil and vegetable oils). During 2018, our cabotage fleet transported approximately 1.3 million cubic meters of liquids (compared to 1.3 million cubic meters in 2017 and 1.5 million cubic meters in 2016).

## **Competitive Strengths**

We believe that the following strengths allow us to maintain a competitive advantage within the markets we serve:

*Leading Integrated Logistics Company in the Hidrovia Region Serving Diversified End Markets.* We believe we own and operate the largest independent bulk transfer and storage port terminal complex in Uruguay based on throughputs and one of the largest independent storage facilities for crude and petroleum products in Paraguay based on storage capacity. We believe we also are one of the largest owners and operators of a diverse and versatile fleet of dry and wet barges, pushboats and oil tankers in the Hidrovia region. Our port, barge and cabotage operations serve the needs of a diverse range of industries, including mineral and grain commodity providers as well as users of refined petroleum products. We have been able to combine our ports, barges, pushboats and tankers to offer an integrated logistics solution to our customers. For example, we have customers that use both our dry port and dry barge services such as Vale, ADM, Sodrugestvo and Vicentin, and other customers that use our liquid port, liquid barge and cabotage services such as Axion Energy and Vitol.

*Developing Leading Position Through Investment and Expansion in our Port Terminals.* Our dry port facility has served the growing grain and ore exports of countries in the Hidrovia region since 1955 and its location at Nueva Palmira serves our customers' export needs by providing easy access to the Atlantic Ocean. Our crude and petroleum product port and storage facility in Paraguay, serves the needs of our customers in Paraguay, a country with no crude production and limited refining capacity, and in the Hidrovia region.

*Large Scale and Modern Fleet Drive Efficient Operations.* We believe we are one of the largest providers of storage and marine transportation services in the Hidrovia region, which gives us economies of scale and increased negotiating power. As a fully integrated operator with in-house technical and commercial management of our fleet, we are able to control costs and increase savings across our vertically integrated business lines. We closely monitor operating expenses and continuously undertake cost-cutting initiatives such as the adoption of best practices and the utilization of process improvement teams.

We also seek to optimize the use of pushboats. For example, we use some of our pushboats as part of convoys which are mixed to include both liquid and dry barges. Since most liquid products are transported upriver and most dry products are transported downriver in the region, the use of these mixed convoys allows us to use our pushboats efficiently and limit the incurrence of additional costs related to the repositioning of our barges along the river system.

*Preferential Treatment in Certain Markets.* Most countries provide preferential treatment, referred to as "cabotage privileges," for vessels that are flagged in their jurisdiction or chartered in for operation by local ship operators. All of our oceangoing vessels enjoy cabotage privileges in Argentina. In addition, Brazilian law provides a preference for the utilization of Brazilian-flagged vessels in its cabotage trade. Our Brazilian subsidiary, gives us the competitive advantage of being able to operate in the Brazilian cabotage market, enabling us to obtain employment in preference to vessels without those cabotage privileges. Furthermore, the countries of the Hidrovia region have established a regional cabotage system in which we participate.

*Long-Term Relationships with High Quality Customers.* We have a long history of operating in the Hidrovia region of South America. We have long-standing relationships with a diverse group of large customers, primarily comprised of major international agriculture and oil companies and their affiliates such as ADM, Cargill, Louis Dreyfus, Petrobras, Petropar, YPF, Shell and Vale. These long term customer relationships arise from our reputation for reliability and high-quality service. In our grain port terminal in Uruguay, we have been serving three of our key customers, ADM, Cargill and Louis Dreyfus, for more than 20 years on average. In our liquid port facility, liquid barge transportation and cabotage business, we have long term relationships with our global petroleum customers for more than 17 years on average. In our barge business, we started our relationship with Vale in 2008 for iron ore transportation and have signed new contracts since then.

*Track Record of High Standards of Performance and Safety.* Our in-house technical ship management services are provided in accordance with the highest standard in the industry established by class societies, the IMO and the OCIMF and have been vetted by the oil majors. The quality of our fleet, as well as the expertise of our fleet managers, crews and engineering resources, helps us maintain safe, reliable and consistent performance. We maintain well documented and internationally certified safety and quality management systems, perform periodic audits and conduct training, each of which affects all areas of our activities, including operations, maintenance and crewing.

*Established History and Experienced Management Team.* We have operated in the Hidrovia region for more than 50 years and have an experienced management team, led by our Chief Executive Officer Claudio Pablo Lopez. Mr. Lopez and his family members have collectively been involved in the logistics industry in the region since 1976. Our directors and senior executive officers have, on average over 20 years of experience in the logistics and transportation industries. Our management team has significant expertise in various lines of businesses and has been instrumental in developing and maintaining our certified safety, quality management systems and executing our growth plan. Our management has driven significant growth in time charter, voyage and port terminal revenues and sales of products.

## **Business Strategy**

Our business strategy is to continue to operate as a diversified logistics and port terminals company and to maximize our growth and profitability while limiting our exposure to the cyclical nature of individual sectors of the logistics industry. We intend to leverage our expertise and strong customer relationships to increase volume, efficiency and market share in a targeted manner. We will continue to build upon our reputation in the logistics and port terminals industry by pursuing the following strategies:

*Capitalize on Attractive Fundamentals in Our Businesses.* As one of the largest owners and operators of barges and product tankers in the Hidrovia region, with some of the largest, most modern and strategically located port facilities, we believe we are well positioned to capitalize on the attractive fundamentals for storage and marine transportation services in the region. There currently exists a shortage of adequate rail and highway infrastructure in South America to meet the growing demand for exports, and the Hidrovia river system and coastal trade represent some of the more cost-efficient methods of transportation in the region. The Hidrovia river system is one of the largest navigable river systems in the world, comparable in length to the Mississippi River system in the United States. A comparison of the two river systems illustrates the significant potential for future development of the Hidrovia which serves economies that are expected to grow in the future. For example, during the period 2019-2024, Argentina is expected to grow 2.5% on average, Brazil 2.2% on average, Uruguay 2.8% on average, and Paraguay 3.9% on average, according to the International Monetary Fund's latest available data on World Economic Outlook (April 2019). Advanced economies, including the United States, are expected to grow 1.8% on average during the same period, according to the same source. If such growth in the Hidrovia Region economies does not materialize, it could materially delay or prevent the Hidrovia Region from realizing its potential.

We plan to use our position in the Hidrovia region to grow our businesses to take advantage of this opportunity. We regularly review opportunities to invest in new port facilities and other infrastructure and increase the size and capacity of our barge fleet. We have developed a new transshipment facility for minerals in Nueva Palmira and we plan to develop a new transshipment facility for liquid bulk. We also plan on incorporating additional chemical/product tankers into our cabotage fleet. We believe that these tankers will serve a demand for vessels from our existing customers to service routes where both the point of origin and destination are in South America. We may also seek to add capacity by acquiring assets or companies currently operating in the Hidrovia region, and may add businesses and services that we believe are complementary to those we currently offer. We may also enter into joint venture arrangements with third parties with respect to these businesses.

*Continue to Optimize Our Chartering Strategy.* We continually monitor developments in the logistics industry and make charter-related decisions based on an individual vessel and segment basis, as well as on our view of overall market conditions in order to implement our overall business strategy. Some of our charters provide fixed pricing, minimum volume requirements and fuel price adjustment formulas. On other occasions, we enter into CoAs, which allow us flexibility in transporting a certain cargo to its destination. In our cabotage business, we typically operate under time charters with durations in excess of one year at inception. Furthermore, we intend to develop relationships with new customers and cargoes as we grow our fleet capacity.

*Generating Operational Efficiencies.* We have identified opportunities and are implementing our plans to improve overall efficiency and profitability. For example, in our barge business, we have increased the size and capacity of our barge fleet. We will also continue to focus on optimizing our barge and tug scheduling, maximizing loads and convoy size and minimizing empty return voyages.

*Continue to Improve Quality.* We have developed a reputation for having quality operations in the storage and marine transportation industry. We have implemented a quality improvement process to identify customer requirements and maintain processes designed to meet those requirements. We seek to involve the entire workforce to continually improve these processes on an ongoing basis. Our emphasis on quality allows us to provide customer service at a competitive price. Our reputation enhances our ability to successfully secure valuable contracts and has allowed us to build strong relationships with our customers.

*Continue to Capitalize on Our Relationship with Navios Holdings.* Navios Holdings has developed considerable experience and a global network of relationships during its over 60-year history of investing and operating in the maritime industry. We believe our relationship with Navios Holdings, including our ability to leverage Navios Holdings' global network of relationships, and its relationships with commercial and other banks will enable us to engage in innovative financing and to access debt and capital markets financing on favorable terms as evidenced by our credit facilities, our 2022 Senior Notes and our Term Loan B Facility.

We also believe that we benefit from the risk management practices adopted by Navios Holdings. Navios Holdings closely monitors its counterparties' credit exposure. Navios Holdings has established policies designed for contracts to be entered into with counterparties that have appropriate credit history and we have access to Navios Holdings' policies and personnel for this purpose. We believe that we can use our relationship with Navios Holdings and its established reputation in order to obtain favorable long-term time contracts and attract new customers. If our relationship with Navios Holdings ends or is significantly altered, our business, results of operations and financial position could be materially adversely affected. See "Item 3.D Risk Factors — Risks Relating to Our Industry and Our Business. We have a meaningful relationship with Navios Holdings, and we depend on Navios Holdings for certain legal, advisory, administrative and other services and benefit from its global network to obtain competitive financing. If our relationship with Navios Holdings ended or was significantly altered, our business and results of operations could be materially adversely affected."

### **Our Fleet Management**

We conduct all daily technical and commercial management for our owned fleet in-house. These services, as well as administration of our fleet, are provided from several offices situated in Argentina, Paraguay, Uruguay and Brazil. We will continue to undertake all technical and commercial management for our barges and pushboats and vessels, such as drydocking, repairs and maintenance, including the purchasing of supplies, spare parts and husbandry items, crewing, superintendence and preparation and payment of all related accounts on our behalf.

### **Employees and Crewing**

We crew our fleet with Argentine, Brazilian and Paraguayan officers and seamen. Our fleet managers are responsible for selecting the crew.

As of December 31, 2018, we employed 384 land-based employees: 50 employees in the Asuncion, Paraguay office, 21 employees at the port facility in San Antonio, Paraguay, 99 employees in the Buenos Aires, Argentina office, eight employees in the Montevideo, Uruguay office, 196 employees at the port facility in Nueva Palmira, Uruguay, and 10 employees in the Corumba, Brazil office.

Certain of our operations in Argentina, Paraguay, Uruguay and Brazil are unionized. We believe that we have good relations with our employees and seamen and since our inception we have had no history of significant work stoppages.

### **Competition**

We believe we are one of the largest logistics providers in the region. We believe our ownership of river ports, including our port terminals in Uruguay that provide access to the ocean, allows us to offer a logistics solution superior to our competitors that also operate barges and pushboats. We also compete based on reliability, efficiency and price.

With respect to loading, storage and ancillary services, the market is divided between transits and exports, depending on the cargo origin. In the case of transits there are other companies operating in the river system that are able to offer services similar to ours. However, most of these companies are proprietary service providers that are focused on servicing their own cargo. Unlike these companies, we are an independent service provider in the market for transits. With respect to exports, our competitors are Montevideo Port in Montevideo, Ontur in Nueva Palmira, and TGU in Nueva Palmira. The main competitor of our liquid port terminal in Paraguay is Petropar, a Paraguayan state-owned entity. Other competitors include Copetrol, TLP, Trafigura Pte Ltd. and Petrobras.

We face competition in our barge and cabotage businesses with transportation of oil and refined petroleum products from other independent ship owners and from vessel operators who primarily charter vessels to meet their cargo carrying needs. The charter markets in which our vessels compete are highly competitive. Key competitors include the successor of Ultrapetrol Bahamas Ltd., Hidrovias do Brasil, Interbarge, P&O, Imperial Shipping and Fluviomar. In addition, some of our customers, including ADM, Cargill, Louis Dreyfus and Vale, have some of their own dedicated barge capacity, which they can use to transport cargo in lieu of hiring a third party. We also compete indirectly with other forms of land-based transportation such as truck and rail. Competition is primarily based on prevailing market contract rates, vessel location and vessel manager know-how, reputation and credibility. These companies and other smaller entities are regular competitors of ours in our primary tanker trading areas. We believe that our ability to combine our ports in Uruguay and Paraguay with our versatile fleet of barges, pushboats and tankers to offer integrated, end-to-end logistics solutions for both our dry and liquid customers seeking to transport mineral and grain commodities and liquid cargoes through the Hidrovia region has allowed us to differentiate our business and offer superior services compared to our competitors.

## Corporate Information

Our legal and commercial name is Navios South American Logistics Inc. We have been incorporated under the laws of the Republic of the Marshall Islands since December 17, 2007. Our office and principal place of business is located at Aguada Park Free Zone, Paraguay 2141, Of. 1603 Montevideo, Uruguay and our telephone number is +(30) (210) 459-5000. Our website is <http://www.navios-logistics.com>. The information on our website is not incorporated by reference into this report and should not be considered to be a part of this report. Trust Company of the Marshall Islands, Inc. serves as our agent for service of process, and our registered address, as well as address of its agent for service of process is Trust Company Complex, Ajeltake Island, P.O. Box 1405, Majuro, Marshall Islands MH96960. We maintain offices in Montevideo — Uruguay, Buenos Aires — Argentina, Asuncion — Paraguay, and Corumba — Brazil. We own the Nueva Palmira dry ports and transfer facilities indirectly through our Uruguayan subsidiaries, CNSA and Granos, and the San Antonio port facility through our Paraguayan subsidiary, Petrolera San Antonio S.A. (“Petrosan”). All of our subsidiaries are wholly owned.

## Environmental and Government Regulation

Government regulations relating to the environment, health or safety significantly affect our operations, including the ownership and operation of our vessels and our port facilities. Our operations are subject to international conventions, national, state and local laws, and regulations in force in international waters and the jurisdictional waters of the countries in which our vessels may operate or are registered. The legal requirements affecting our operations include, but are not limited to, the IMO International Convention for the Prevention of Pollution from Ships, the IMO International Convention on Civil Liability for Oil Pollution Damage of 1969, and its protocols of 1976, 1984, and 1992, the IMO International Convention on Civil Liability for Bunker Oil Pollution Damage, 2001, the IMO International Convention for the Safety of Life at Sea and the International Convention on Load Lines of 1966. Additionally, the 1982 United Nations Convention of the Law of the Seas also includes regulations that aim to protect and preserve the marine environment (part XII).

As a general provision, section 192 of the Law of the Seas states that all States have the obligation to protect and preserve the marine environment. In addition, section 193 claims that States have the right to exploit their natural resources pursuant to their environmental policies and in accordance with their duty to protect and preserve the marine environment.

The Viña del Mar Agreement on Port State Control is in force in Argentina, Bolivia, Brazil, Colombia, Chile, Cuba, Honduras, Guatemala, Ecuador, Mexico, Panamá, Perú, República Dominicana, Uruguay and Venezuela. Said Agreement enables State Port Authorities to supervise vessels reaching their ports.

We must also comply with legal requirements relating to the management and disposal of hazardous materials and wastes, air emissions, wastewater discharges, the management of ballast waters, maintenance and inspection, and development and implementation of emergency procedures. In addition, vessel classification societies impose safety and other requirements with respect to our vessels. Compliance with these requirements entails significant expense, including vessel modifications and implementation of certain operating procedures. Violations of such requirements can result in substantial penalties, and in certain instances, seizure or detention of our vessels.

International treaties and conventions, as well as national and local laws, can subject us to material liabilities in the event that there is a release of oil or other regulated substances from our vessels or at our port operations. We could also become subject to personal injury or property damage claims relating to exposure to, or releases of, regulated substances associated with our current or historic operations. In addition, we are subject to insurance or other financial assurance requirements relating to oil spills and other pollution incidents and are in material compliance with these requirements.

A variety of governmental and private entities, each of which may have unique requirements, subject our vessels and port terminals to both scheduled and unscheduled inspections. These entities include the local port authorities (harbor master or equivalent), port state controls, classification societies, flag state administration (country of registry) and charterers, particularly terminal operators. Our port terminals are subject to inspections by Hidrografia and the Free Zone Authority in Uruguay and the Environmental Secretary in Paraguay. Certain of these entities require us to obtain permits, licenses and certificates for the operation of our vessels and port facilities. Failure to maintain necessary permits or approvals could result in the imposition of substantial penalties or require us to incur substantial costs or temporarily suspend operation of one or more of our vessels.

We believe that the heightened level of environmental and quality concerns among insurance underwriters, regulators and charterers is leading to greater inspection and safety requirements on all vessels and may accelerate the scrapping of older vessels throughout the industry. Increasing environmental and safety concerns have created a demand for vessels that conform to the stricter environmental and safety standards. We are required to maintain operating standards for all of our vessels for operational safety, quality maintenance, continuous training of our officers and crews, and compliance with international as well as South American laws and regulations. We believe that the operation of our vessels is in substantial compliance with applicable environmental, health and safety laws and regulations; however, because such laws and regulations are frequently changing and may impose increasingly stricter requirements or be enforced more strictly, such future requirements may limit our ability to do business, increase our operating costs, require reductions in cargo capacity, ship modifications or other operational changes or restrictions, lead to reduced availability of insurance coverage or increased policy costs, result in denial of access to certain ports or waters or detention in certain ports, force the early retirement of our vessels, and/or affect their resale value, all of which could have a material adverse effect on our financial condition and results of operations.

## ***Environmental and Safety Regulation — IMO***

The IMO is the United Nations agency concerned with maritime safety and the prevention of pollution by ships. The IMO has adopted a number of international conventions with respect to maritime safety, pollution prevention and liability and compensation, the most significant of which are described below.

### ***IMO — Pollution Prevention***

The MARPOL Convention (“MARPOL”), which was adopted by the IMO in 1973 and has been updated through various amendments, imposes environmental standards on the shipping industry relating to oil spills, management of garbage, the handling and disposal of noxious liquids, harmful substances in packaged forms, sewage and air emissions. In particular, in 1992, amendments to Annex I of MARPOL requirements imposed phase-out dates for tankers that are not certified as double-hull. Annex I of MARPOL, which was subsequently revised in 2001 and 2003, has been adopted by all countries in the Hidrovia Region, other than Paraguay. In 1984, Argentinean authorities (the “PNA”) adopted MARPOL for domestic trade. In 2008, the PNA adopted a resolution for the phase-out for single hull river vessels and barges from 2013 to 2018. This new regulation may accelerate the scrapping/modification of older river vessels and barges.

Annex III of MARPOL regulates the transportation of marine pollutants, including standards on packing, marking, labeling, documentation, stowage, quality limitations and pollution prevention. Annex III has been adopted by all countries in the Hidrovia Region, other than Paraguay. These requirements have been expanded by the International Maritime Dangerous Goods Code, which imposes additional standards for all aspects of the transportation of dangerous goods and marine pollutants by sea.

Argentinean authorities are considering the ratifications of the 2001 International Convention on Civil Liability for Bunker Oil Pollution Damage (BUNKER), the 1989 International Convention On Salvage, the 2007 Nairobi International Convention on the Removal of Wrecks, and the Convention on Limitation of Liability for Maritime Claims, 1976 London, 19 November 1976 as amended by Protocol of 1996 to amend the Convention on Limitation of Liability for Maritime Claims of 19 November 1976.

### ***Air Emissions***

In September 1997, the IMO adopted Annex VI to MARPOL to address air pollution from ships. Annex VI was ratified in May 2004 and became effective in May 2005. Of the Hidrovia countries, as of January 31, 2013, only Brazil has adopted Article VI of MARPOL. Annex VI sets limits on sulphur oxide and nitrogen oxide emissions from vessel exhausts and prohibits deliberate emissions of ozone depleting substances (such as halons and chlorofluorocarbons), emissions of volatile compounds from cargo tanks, and the shipboard incineration of specific substances. Annex VI also includes a global cap on the sulphur content of fuel oil and allows for special areas to be established with more stringent controls on sulphur emissions.

In October 2008, the IMO adopted amendments to Annex VI regarding particulate matter, nitrogen oxide and sulphur oxide emission standards that entered into force in July 1, 2010. The amended Annex VI aims to reduce air pollution from vessels by, among other things, implementing a progressive reduction of sulphur oxide emissions from ships and establishing new tiers of stringent nitrogen oxide emission standards for marine engines. We may incur additional costs to comply with these revised standards. The amendments include Regulation 15 of Annex VI of MARPOL 73/78, as revised by IMO Resolution MEPC.176 (58), which regulates volatile organic compound (“VOC”) emissions from tankers in designated ports or terminals of an entity regulating such emissions. Regulation 15.6 requires that a tanker carrying crude oil must have on board and implement a VOC Management Plan approved by the flag state in accordance with IMO resolution MEPC.185 (59). This VOC Management Plan must be specific to each ship. Our tanker vessels have an approved VOC management plan.

### ***Ballast Water***

The IMO adopted the International Convention for the Control and Management of Ships’ Ballast Water and Sediments in February 2004 (the “BWM Convention”). The BWM Convention’s implementing regulations call for a phased introduction of mandatory ballast water exchange requirements, to be replaced in time with mandatory concentration limits. With Finland’s accession to the Agreement on September 8, 2016, the 35% threshold was reached, and the BWM convention will enter into force on September 8, 2017. Out of the Hidrovia countries, as of March, 2017, Brazil is the only one that has adopted the BWM Convention. The entry of the BWM Convention and revised guidance may result in additional compliance costs.

If the mid-ocean exchange of ballast water is made mandatory at the international level, or if water treatment requirements are implemented, the cost of compliance could increase for ocean carriers. Although we do not believe that the costs of compliance with a mandatory mid-ocean ballast exchange would be material, it is difficult to predict the overall impact of such a requirement on our business.

### ***Hidrovia Convention — RIOCON***

The Hidrovia countries (Brazil, Bolivia, Paraguay, Argentina and Uruguay) are beginning the discussion to standardize all requirements and regulations relating to pollution from vessels. The CIH (Comité Intergubernamental de la Hidrovia) is developing a new convention named RIOCON (an adapted version of MARPOL). Additional or new conventions, laws and regulations may be adopted that could adversely affect our ability to manage our ships.

### ***IMO — Safety***

The IMO has adopted the International Convention for the Safety of Life at Sea (the “SOLAS Convention”) and the International Convention on Load Lines of 1966 (the “LL Convention”), which imposes standards for the regulation of design and operational features of ships. The SOLAS Convention has been adopted by all of the countries in the Hidrovia Region, and, as of January 31, 2013, the LL Convention has been adopted by all of the countries in the Hidrovia Region other than Paraguay. We believe that all of our vessels are in substantial compliance with standards imposed by the SOLAS Convention and the LL Convention.

The operation of our vessels is subject to the requirements set forth in the IMO International Management Code for the Safe Operation of Ships and for Pollution Prevention (the “ISM Code”) pursuant to Chapter IX of the SOLAS Convention. The ISM Code requires vessel owners and bareboat charterers to develop and maintain an extensive “Safety Management System” that includes, among other things, the adoption of a safety and environmental protection policy setting forth instructions and procedures for safe operation and describing procedures for dealing with emergencies. The ISM Code requires that vessel operators obtain a safety management certificate for each vessel they operate. No vessel can obtain a certificate unless its manager has been awarded a document of compliance, issued by each flag state, under the ISM Code. The failure of a vessel owner or bareboat charterer to comply with the ISM Code may subject such party to increased liability, may decrease available insurance coverage for the affected vessels, and may result in a denial of access to, or detention in, certain ports. Currently, each of the vessels in our fleet is ISM code-certified. However, there can be no assurance that such certification will be maintained indefinitely.

### ***Oil Pollution Liability***

Many countries have ratified and follow the liability scheme adopted by the IMO and set out in the International Convention of Civil Liability for Oil Pollution Damage (the “CLC”) and the Convention for the Establishment of an International Fund for Oil Pollution of 1971, as amended. Under these conventions and depending on whether the country in which the damage results is a party to the 1992 Protocol to the CLC, a vessel’s registered owner is strictly liable for pollution damage caused on the territorial waters of a contracting state by discharge of persistent oil, subject to certain complete defenses. This liability is subject to a financial limit calculated by reference to the tonnage of the ship. The right to limit liability is forfeited under the CLC where the spill is caused by the owner’s actual fault and, under the 1992 Protocol, where the spill is caused by the owner’s intentional or reckless conduct. Vessels trading to contracting states must provide evidence of insurance covering the limited liability of the owner. Of the countries in the Hidrovia Region, only Argentina and Uruguay have adopted the 1992 Protocol to the CLC. Brazil has ratified the CLC 69 but not the 1992 Protocol. In jurisdictions where the CLC has not been adopted, various legislative schemes or common law govern, and liability is imposed either on the basis of fault or in a manner similar to the CLC. None of the Hidrovia countries are part of the 2003 Protocol that amends the International Convention on the Establishment of an International Fund for compensation for oil pollution damages 1992.

Also at the international level, the IMO International Convention on Civil Liability for Bunker Oil Pollution Damage, 2001 (the “Bunker Convention”) was adopted in March 2001 and became effective in November 2008. The Bunker Convention imposes strict liability on ship owners for pollution damage in jurisdictional waters of ratifying states caused by discharges of “bunker oil” (oil used or intended for use in the operation or propulsion of the ship) in order to ensure that adequate, prompt and effective compensation is available to persons who suffer damage caused by spills of oil, when carried as fuel in ships’ bunkers. The Bunker Convention applies to damage caused in the territory, including the territorial sea, and in exclusive economic zones of party states and provides a free-standing instrument covering pollution damage only. As with the CLC upon which the Bunker Convention is modeled, a key requirement in this convention is the need for the registered owner of a vessel to maintain compulsory insurance cover. To date, none of the countries in the Hidrovia Region have adopted the Bunker Convention.

Another key provision is the requirement for direct action, which allows a claim for compensation for pollution damage to be brought directly against an insurer. The Bunker Convention requires ships over 1,000 gross tonnage to maintain insurance or other financial security, such as the guarantee of a bank or similar financial institution, to cover the liability of the registered owner for pollution damage in an amount equal to the limits of liability under the applicable national or international limitation regime, but in all cases, not exceeding an amount calculated in accordance with the Convention on Limitation of Liability for Maritime Claims, 1976, as amended (the “1976 Convention”). Rights to limit liability under the 1976 Convention are forfeited where a spill is caused by a shipowner’s intentional or reckless conduct. Some jurisdictions have ratified the 1996 LLMC Protocol to the 1976 Convention, which provides for liability limits substantially higher than those set forth in the 1976 Convention. Finally, some jurisdictions are not a party to either the 1976 Convention or the 1996 LLMC Protocol, and therefore shipowners’ rights to limit liability for maritime pollution in such jurisdictions may be uncertain. To date, none of the countries in the Hidrovia region have adopted the 1976 Convention and the 1996 LLMC Protocol.

Argentina and Brazil are part of the International Convention Relating to Intervention on the High Seas in Cases of Oil Pollution Casualties 1969. Said convention states the right of coastal States to take necessary measures on the high seas to prevent, mitigate or eliminate grave and imminent danger to their coastline or related interests from pollution or threat of pollution of the sea by oil, following a maritime casualty or acts related to such a casualty. In addition, Brazil has acceded to the 1973 Protocol that amend the 1969 Convention.

Title VII of the Navigation and Security Protocol of RIOCON, applies to the prevention, reduction and control of pollution from vessels in the Hidrovia Region.

Additionally, each country of the Hidrovia region has its own laws related to oil pollution.

- *Argentina:* Pursuant to section 41 of the Argentine National Constitution as amended in 1994, all citizens have the right to a healthy environment, balanced and apt for human development so that the productive activities satisfy current needs without harming future generations and citizens and companies have the duty to preserve it. In addition, section 41 states that the damage will generate the duty to remedy the environment. The Water Pollution Prevention & Surveillance Act (22.190) prohibits the dumping of oil in the waterways and establishes rules for the prevention of pollution of waterways and other elements of the environment by pollutant agents from vessels and naval devices. This Act also makes an owner and a “disponent owner” of a vessel (i.e., the person or company that has commercial control over a vessel’s operations without owning the vessel) that causes pollution strictly liable for any clean-up costs and imposes fines for violations. The Dangerous Waste Act (24.051) regulates the creation, handling, transport and final disposal of dangerous waste and makes the owner and/or guardian of the waste strictly liable and imposes fines and/or imprisonment for violations. The National Environmental Policy Act (25.675) establishes the minimum budgets needed to achieve sustainable and adequate management of the environment, makes the person who causes the environmental damage strictly liable, and states that activities that could pollute the environment must be insured. Chapter VIII of the REGINAIVE (Maritime, River and Lake Navigation Regime) also governs environmental issues and imposes fines for violations. The International Convention on Oil Pollution Preparedness, Response and Co-operation (OPRC 1990) is also in force in Argentina (Act N° 24.292). The OPRC 1990 requires governments of coastal states to establish measures for dealing with pollution incidents. The Convention calls for the establishment of stockpiles of oil spill combating equipment, holding exercises and development of detailed plans for dealing with pollution incidents. According to the OPRC 1990 tankers should have an oil pollution emergency plan on board, among other measures. Argentina is also part of the 1972 Convention on the Prevention of Marine Pollution by Dumping of Wastes and Other Matter (Act N° 21.947) enacted to promote the effective control and prevent of all sources of pollution of the marine environment. The Convention further prohibits the dumping of any wastes or other matter in whatever form or condition except authorized. In addition, as of August 1st, 2015, a new Civil and Commercial Code is in force in Argentina. Said new code states that the owner or the keeper of dangerous or vicious objects or the person who profits from such activities, shall be liable for the resultant damages (section 1757 and others).
- *Bolivia:* A carrier is in principle liable for any pollution damage caused by cargo carried under its care. This liability may be extended to the cargo owner.
- *Brazil:* The Brazilian legal framework which governs marine pollution incidents encompasses several infra-constitutional Laws and regulations, the main statutes being: Law no. 6.938/81 (Brazilian National Policy on the Environment); Law no. 7.347/1985 (which regulates the Civil Public Action); Law no. 9.966/2000 (“Oil Law”); Law no. 9.605/98 (Environmental Crimes Law); and the Decree no. 83,540/79, which regulates the Decree that gave the force of Law to the International Convention on Civil Liability for Oil Pollution 1969 (“CLC-69”) Also, there are several regulations and international conventions ratified by Brazil, which apply (subject to qualifications) to marine pollution casualties, including: the London Convention of 1972 (“LC-72”); SOLAS 1974; MARPOL 73/78; and OPRC 90. In 1992, Brazil signed the Acuerdo de Transporte Fluvial por la Hidrovia Paraguay-Parana, together with Argentina, Bolivia, Paraguay and Uruguay, in order to develop the Hidrovia Paraguay-Paraná. In December 1997, Brazil signed together with Argentina an Agreement on Environmental Cooperation, which fosters the cooperation to preserve the marine environment, especially with respect the pollution of coastal areas.

According to the aforementioned legislation, liability for environmental pollution damages in Brazil can be assessed in three different spheres: civil; administrative; and criminal. Insofar as the liability regime for civil damages caused to the environment or to affected third parties by oil pollution, this is one of joint strict liability, i.e. the owner and its insurer, as well as any other guarantor, are jointly liable for damages, independent of fault, based on Article 14, §1°, of Law no. 6.938/81 and Article 9, §2° of the Decree no. 83.540/79. Limitation of liability as set out in the CLC-69 is not applicable in Brazil. Insofar as administrative liability, according to Article 25 of the Oil Law, in the event of oil pollution damages, the following parties can be held administratively liable for the above-mentioned fines: the ship owner; the ship owner’s legal representative; the ship operator; the concessionaire; the master or crewman; the representatives of the port, terminal, platform, shipyard or marina; and the cargo owner. According to the same article, the administrative penalties can vary from simple warnings to fines in total up to R\$50 million. Brazil is party to the 1990 International Convention on Oil Pollution Preparedness, Response and Co-operation.

- *Paraguay:* The Constitution of Paraguay regulates protection of the environment and the carrier, the cargo owners and any persons connected to a spill or pollution incident may be held strictly liable, jointly and severally. Paraguay, together with all the countries of the MERCOSUR has signed the Framework Agreement on Environment (2003), which also promotes the environmental protection within the area.
- *Uruguay:* Uruguay enacted Law n° 16.688, in order to regulate the prevention and surveillance of pollution in Uruguayan waters. This law provides for strict, joint and several liability of owners and disponent owners of vessels or other floating devices, aircrafts and shore and off-shore crafts or installations that cause pollution for any damages and cleanup costs and imposes fines in case of violations. Act n° 13.833 forbids dumping hydrocarbons and any harmful substance and imposes fines and other penalties in case of infringement. Uruguay is party to the Protocols of 1992 that have amended both the 1969 Civil Liability Convention and the 1971 Fund Convention. In addition, Uruguay is part of the 1990 International Convention on Oil Pollution Preparedness, Response and Co-operation as well as the 2000 Protocol (OPRC-HNS 2000).

We currently maintain, for each of our owned vessels, insurance coverage against pollution liability risks in the amount of \$1.0 billion per event. The insured risks include penalties and fines as well as civil liabilities and expenses resulting from accidental pollution. However, this insurance coverage is subject to exclusions, deductibles and other terms and conditions. If any liabilities or expenses fall within an exclusion from coverage, or if damages from a catastrophic incident exceed the \$1.0 billion limitation of coverage per event, our cash flow, profitability and financial position could be materially and adversely impacted.

### ***Greenhouse Gas Regulation***

In February 2005, the Kyoto Protocol to the United Nations Framework Convention on Climate Change entered into force. Pursuant to the Kyoto Protocol, adopting countries are required to implement national programs to reduce emissions of certain gases, generally referred to as greenhouse gases, which are suspected of contributing to global warming. Currently, the greenhouse gas emissions from international shipping do not come under the Kyoto Protocol.

In December 2011, UN climate change talks took place in Durban and concluded with an agreement referred to as the Durban Platform for Enhanced Action. In preparation for the Durban Conference, the International Chamber of Shipping (“ICS”) produced a briefing document, confirming the shipping industry’s commitment to cut shipping emissions by 20% by 2020, with significant further reductions thereafter. The ICS called on the participants in the Durban Conference to give the IMO a clear mandate to deliver emissions reductions through market-based measures, for example a shipping industry environmental compensation fund. Notwithstanding the ICS’ request for global regulation of the shipping industry, the Durban Conference did not result in any proposals specifically addressing the shipping industry’s role in climate change. However, the IMO has been developing a work plan to limit or reduce greenhouse gas emissions from international shipping through the development of technical, operational and market-based measures. As part of this work plan, in July 2011 the IMO adopted mandatory measures to reduce greenhouse gas emissions from shipping. Specifically, regulations under Annex VI of MARPOL were amended to add a new Chapter 4 that mandates an Energy Efficiency Design Index for new ships and a Ship Energy Efficiency Management Plan for all ships. The regulations apply to all ships over 400 gross tonnage and came into effect on January 2, 2013. Of the Hidrovia countries, to date only Brazil has adopted Article VI of MARPOL. Any passage of climate control legislation or further implementation of regulatory initiatives by the IMO or individual countries where we operate that restrict emissions of greenhouse gases from vessels could require us to make significant financial expenditures that we cannot predict with certainty at this time.

### ***Inspections***

A variety of governmental and private entities subject our vessels to both scheduled and unscheduled inspections. Inspection procedures can result in the seizure of our vessels or their cargos, delays in the loading, offloading or delivery and the levying of customs duties, fines or other penalties against us. The primary inspection programs to which we are subject are described below.

### ***Inspection by Classification Societies***

Every oceangoing vessel must be “classed” by a classification society. The classification society certifies that the vessel is “in class,” signifying that the vessel has been built and maintained in accordance with the rules of the classification society and complies with applicable rules and regulations of the vessel’s country of registry and the international conventions of which that country is a member. In addition, where surveys are required by international conventions and corresponding laws and ordinances of a flag state, the classification society will usually undertake them on application or by official order, acting on behalf of the authorities concerned.

The classification society also undertakes on request other surveys and checks that are required by regulations and requirements of the flag state. These surveys are subject to agreements made in each individual case and/or to the regulations of the country concerned.

For maintenance of the class, regular and extraordinary surveys of hull, machinery, including the electrical plant, and any special equipment classed are required to be performed as follows:

*Annual Surveys.* For oceangoing vessels, annual surveys are conducted for the hull and the machinery, including the electrical plant, and, where applicable, for special equipment classed, at intervals of 12 months from the date of commencement of the class period indicated in the certificate.

*Intermediate Surveys.* Extended annual surveys are referred to as intermediate surveys and typically are conducted two and a half years after commissioning and each class renewal. Intermediate surveys may be carried out on the occasion of the second or third annual survey.

*Special Surveys.* Special surveys, also known as class renewal surveys, are carried out every five years for the vessel's hull, machinery, including the electrical plant, and for any special equipment classed, at the intervals indicated by the character of classification for the hull. At the special survey, the vessel is thoroughly examined, including audio-gauging to determine the thickness of the steel structures. Should the thickness be found to be less than class requirements, the classification society would prescribe steel renewals. The classification society may grant a one-year grace period for completion of the special survey. Substantial amounts of funds may have to be spent for steel renewals to pass a special survey if the vessel experiences excessive wear and tear. In lieu of the special survey, a vessel owner has the option of arranging with the classification society for the vessel's machinery to be on a continuous survey cycle. This process is also referred to as continuous survey machinery. We have made arrangements with the classification societies for most of our vessels to be on a continuous survey cycle for machinery.

All of our oceangoing vessels are certified as being "in class." For inland waterways navigation, class is not mandatory; although most insurance underwriters and oil major vetting department require class certificates (by a classification society which is a member of the International Association of Classification Societies). We were among the first owners operating in the Hidrovia Region offering barges and pushboats with class certificates. Presently, we have almost the complete inland fleet under class. For the inland fleet, the statutory certificates are issued directly by the flag authority.

Our inland fleet is subject to regularly scheduled drydocking and special surveys which are carried out up to every eight years. Currently, our inland fleet is scheduled for intermediate surveys and special surveys as follows: Special Drydock every six years for pushboats and every eight years for barges and Afloat Intermediate Inspection in the middle of each six for pushboats and every two years for barges. All areas subject to survey as defined by the classification society are required to be surveyed at least once per class period, unless shorter intervals between surveys are prescribed elsewhere. Most oceangoing vessels are also drydocked every 30 to 36 months for inspection of the underwater parts and for repairs related to inspections. River units are only drydocked up to every eight years for inspection of the underwater parts and for repairs related to inspections. If any defects are found, the classification surveyor will issue a "recommendation" which must be rectified by the vessel owner within prescribed time limits.

### ***SIRE Inspections***

One of the most significant safety initiatives to be introduced by the OCIMF, an oil industry trade group focusing on the promotion of safety and pollution prevention from tankers and at oil terminals, is the Ship Inspection Report Program (SIRE). This program was originally launched in 1993 to specifically address concerns about substandard shipping. The SIRE Program is a unique tanker risk assessment tool of value to charterers, ship operators, terminal operators and government bodies concerned with ship safety.

The SIRE system is a very large database of up-to-date information about tankers. Essentially, SIRE has focused tanker industry awareness on the importance of meeting satisfactory tanker quality and ship safety standards. Since its introduction, the SIRE Program has received industry-wide acceptance and participation by both OCIMF members, SIRE Program participants and by ship operators. The expansion of barges and small vessels into SIRE was inaugurated in late 2004. Since its introduction, more than 170,000 inspection reports have been submitted to SIRE. Currently, there are over 22,500 reports on over 8,000 vessels for inspections that have been conducted in the last 12 months. On average, program recipients access the SIRE database at a rate of more than 8,000 reports per month.

The SIRE program requires a uniform inspection protocol that is predicated by the following:

- Vessel Inspection Questionnaire
- Barges Inspection Questionnaire
- Uniform SIRE Inspection Report
- Vessels Particulars Questionnaire
- Barge Particulars Questionnaire
- SIRE Enhanced Report Manager

These features have been established to make the program more uniform and user friendly and to provide a level of transparency unique in the marine transportation industry.

SIRE has established itself as a major source of technical and operational information to prospective charterers and other program users. Its increasing use corresponds with oil industry efforts to better ascertain whether vessels are well managed and maintained.

Inspection reports are maintained on the index for a period of 12 months from the date of receipt and are maintained on the database for two years. SIRE inspection reports for our tankers are available on the database.

SIRE access is available, at a nominal cost, to OCIMF members, bulk oil terminal operators, port authorities, canal authorities, and oil, power, industrial or oil trader companies that charter tankers and barges as a normal part of their business. It is also available, free of charge, to governmental bodies which supervise safety and/or pollution prevention in respect of oil tankers/barges (e.g., port state control authorities, etc).

### ***Inspection by Oil Major Vetting Departments***

For the past several years the oil majors have created their own vetting departments in order to carry out their own surveys. These surveys are made by their own or external surveyors with SIRE I accreditation. Some oil majors have requirements that exceed the IMO and OCIMF requirements. YPF, for example, mandates the use of an IGS (Inert Gas System) for vessels below 20,000 dwt carrying clean products that have a flash point below 60 degrees Celsius. This requirement requires us to install IGSs in our vessels, although not compulsory under international regulations. We have successfully satisfied the operational, safety, environmental and technical vetting criteria of Axion Energy, YPF and Petrobras, and have qualified to do business with them. For Axion Energy, we have been successfully vetted for oceangoing and coastal trade and for single operations. For YPF and Petrobras, we have been successfully vetted for oceangoing trade and for YPF and Axion Energy we have been successfully vetted for inland trade.

### ***TMSA Program***

OCIMF's Tanker Management and Self Assessment ("TMSA") program was introduced in 2004 as a tool to help vessel operators assess, measure and improve their management systems. The TMSA program has been expanded to encompass all tank vessel operators, including those managing coastal vessels and barges. The program encourages vessel operators to assess their safety management systems against listed key performance indicators and provides best practice guidance to minimize the possibility of problems reoccurring. Because non-SOLAS vessels are not subject to the ISM Code, operators of such vessels may use this guide as a tool to measure and improve their operations. A company that incorporates the guidelines contained in the TMSA into their management system may be considered as having an active assessment process, even if not being inspected under the SIRE scheme or having ISM as a management system. Vessel operators can use their assessment results to develop a phased improvement plan that improves safety and environmental performance. Although the TMSA program provides guidance, responsibility for vessel operations, and distribution of this data, lies exclusively with the vessel operator. The TMSA program builds upon the ISM Code and can provide valuable feedback to the charterer on the effectiveness of the vessel operator's management system. Beginning this year OCIMF upgrade the present TMSA 2 to the TMSA 3 version that we are under implementation process.

## **Risk of Loss and Liability Insurance**

### ***General***

The operation of any cargo vessel includes significant risks, such as perils of navigable waters, mechanical failure of the vessel, physical damage suffered by the vessel due to explosion, fire or collision, the loss of property on board, loss or damage to cargo, business interruption, hostilities, crew and third party accidents, labor strikes, etc. In addition, there is always an inherent possibility of marine disasters like oil spillages and other environmental mishaps arising from owning and operating vessels in the international trade. Despite potential risks out of the scope of the current coverage, we believe that our present insurance set of coverage is adequate and represents the average insurance level of any well-known maritime company. We contract with high-quality insurance companies that are leaders in the industry.

### ***Hull and Machinery and War Risk Insurances***

We have marine hull and machinery and war risk insurance, which provides coverage for partial damage arising from mechanical failure (tugs and vessels only), fire, explosion, stranding, collision and grounding, as well as in case of actual or constructive total loss, for all the fleet. Each of the owned vessels is covered according to inland industry standards. Coverage is placed at Lloyd's market.

### ***Protection and Indemnity Insurance***

Protection and indemnity (“P&I”) insurance is provided by mutual protection and indemnity associations, also known as P&I Clubs. This insurance covers third-party liabilities in connection with its shipping activities. P&I insurance is intended to cover a range of incidents, including, but not limited to, third-party liability and other related expenses arising from injury, illness or death of crew and other third parties, the loss of or damage to cargo, claims arising from collisions with other vessels, damage to third-party property, such as buoys, piers or bridges, pollution liabilities arising from oil or other substances, towage liabilities or wreck removal of the insured unit. Coverage is provided in accordance with the association’s rules and the members terms of entry subject to a limit of such sums as are provided by the International Group’s reinsurance and overspill arrangements in force at that time but currently not less than \$3.1 billion for each accident or occurrence except for oil pollution liabilities which are limited to \$1.0 billion for each accident or occurrence. The 13 P&I associations that comprise the International Group insure approximately 95% of the world’s commercial tonnage and have entered into a pooling agreement to reinsure each association’s liabilities. As a member of a P&I association, which is a member of the International Group, we are subject to calls payable to the associations based on our claim records as well as the claim records of all other members of the individual associations, and members of the pool of P&I associations comprising the International Group.

### ***Environmental Insurance for Port Activities***

We maintain civil liability for environmental damage caused by certain port activities. Specifically concerning Uruguayan regulations applicable to Nueva Palmira dry plant, Uruguayan Decree No. 413/992 sets forth legal, administrative, technical, and economic requirements to be met by companies providing port services, in order to qualify as such within the ports of Uruguay. Said companies must maintain a civil liability insurance covering claims and damages caused to individuals or the environment due to their service providing activities.

### ***Uninsured Risks***

Not all risks are insured and not all risks are insurable. The principal insurable risks, which nonetheless remain uninsured across our business are “loss of hire,” “off-hire,” “strikes,” “defense,” and “credit risk.” We do not insure against these risks because the costs are regarded as disproportionately high relative to the risks and/or such cover is not commercially beneficial or contractually necessary. The loss of hire or strike insurances provide, subject to a deductible, a limited indemnity for hire that would not be receivable by the shipowner for reasons set forth in such policies. Should a vessel on time charter, where the vessel is paid a fixed hire day-by-day, suffer a serious mechanical breakdown, the daily hire will no longer be payable by the charterer. The purpose of the loss of hire insurance is to secure the loss of hire during such periods. In the case of strike insurance, if a vessel is being paid a fixed sum to perform a voyage and the ship becomes strike-bound at a loading or discharging port, or the crew of the vessel goes on strike, the insurance covers the cost of running the vessel during such periods. We maintain business interruption and strike insurance for our dry and wet port terminal facilities. The defense cover is intended to pay the cost of defending a member’s position in a dispute related to a contract signed with third parties. For example, if a charter party is signed and for any reason the vessel is placed off hire, the cover pays the fees of lawyers defending the member’s position, but not the amount in dispute.

### **Risk Management**

Risk management in the river and ports logistics industry involves balancing a number of factors in a cyclical and potentially volatile environment. Fundamentally, the challenge is to appropriately allocate capital to competing opportunities of owning or chartering vessels and in our port facilities. In part, this requires a view of the overall health of the market, as well as an understanding of capital costs and returns.

We seek to manage risk through a number of strategies, including vessel control strategies (chartering and ownership) and freight carriage. Our vessel control strategies include seeking the appropriate mix of owned vessels, long- and short-term chartered-in vessels, coupled with purchase options, when available, and spot charters. We also enter into CoAs, which gives us, subject to certain limitations, the flexibility to determine the means of getting a particular cargo to its destination. In our liquid port (Petrosan), our strategy involves the analysis of market opportunities in order to buy and sell refined petroleum products, and to manage the appropriate mix in storage of owned and third-party products.

### **Commitments and Contingencies — Legal Proceedings**

The Company is subject to legal proceedings, claims and contingencies arising in the ordinary course of business. When such amounts can be estimated and the contingency is probable, management accrues the corresponding liability. While the ultimate outcome of lawsuits or other proceedings against us cannot be predicted with certainty, management does not believe the costs, individually or in aggregate, of such actions will have a material effect on our consolidated financial position, results of operations or cash flows.

The Company had a dispute with Vale regarding the termination date of a COA contract, which was under arbitration proceedings in New York. On February 10, 2017, a New York arbitration tribunal ruled in favor of Navios Logistics on this dispute with Vale and the latter was ordered to pay the Company \$21.5 million, including all unpaid invoices, compensation for late payment of invoices, and reimbursement of legal fees incurred. The full amount had been received in March 2017.

On August 16, 2018, there was a fire incident at the iron ore port terminal in Nueva Palmira, Uruguay for which the Company maintains property and loss of earnings insurance coverage for such types of events (subject to applicable deductibles and other customary limitations). As of December 31, 2018, an insurance claim receivable of \$11.6 million was recorded in the Company's prepaid expenses and other current assets, of which \$9.2 million was recorded in "Other income, net" in the consolidated statements of operations.

Navios Logistics has issued a guarantee and indemnity letter that guarantees the performance by Petrolera San Antonio S.A. (a consolidated subsidiary) of all its obligations to Vitol S.A. up to \$12.0 million. This guarantee expires on March 1, 2020.

### C. Organizational Structure

Navios Logistics maintains offices in Montevideo — Uruguay, Buenos Aires — Argentina, Asuncion — Paraguay, and Corumba — Brazil. Navios Logistics holds the rights to operate the ports and transfer facilities in Nueva Palmira indirectly through its Uruguayan subsidiaries, CNSA and Granos, and owns the San Antonio port facility through its Paraguayan subsidiary, Petrosan.

The table below sets forth Navios Logistics' current corporate structure.

Navios Logistics was incorporated as a Marshall Islands corporation on December 17, 2007 and its subsidiaries are listed below:

#### Subsidiaries included in the consolidation:

Company Name	Country of Incorporation	Nature	Percentage of Ownership	Statement of operations		
				2018	2017	2016
Corporacion Navios S.A.	Uruguay	Port-Facility Owning Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Energias Renovables del Sur S.A.	Uruguay	Land Owning Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Nauticler S.A.	Uruguay	Sub-Holding Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Compania Naviera Horamar S.A.	Argentina	Vessel-Operating Management Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Compania de Transporte Fluvial International S.A.	Uruguay	Sub-Holding Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Ponte Rio S.A.	Uruguay	Operating Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
HS Tankers Inc.	Panama	Tanker-Owning Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
HS Navigation Inc.	Panama	Tanker-Owning Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
HS Shipping Ltd. Inc.	Panama	Tanker-Owning Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
HS South Inc.	Panama	Tanker-Owning Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Petrovia Internacional S.A.	Uruguay	Land-Owning Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Mercopar S.A.	Paraguay	Operating/Barge-Owning Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Petrolera San Antonio S.A.	Paraguay	Port Facility-Owning Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Stability Oceanways S.A.	Panama	Barge and Pushboat-Owning Operating Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Hidronave South American Logistics S.A.	Brazil	Pushboat-Owning Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Horamar do Brasil Navegação Ltda	Brazil	Non-Operating Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Navarra Shipping Corporation	Marshall Is.	Tanker-Owning Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Pelayo Shipping Corporation	Marshall Is.	Tanker-Owning Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Navios Logistics Finance (US) Inc.	Delaware	Operating Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Varena Maritime Services S.A.	Panama	Barge and Pushboat-Owning Operating Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Honey Bunkering S.A.	Panama	Tanker-Owning Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Naviera Alto Parana S.A.	Paraguay	Operating Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Edolmix S.A.	Uruguay	Port-Terminal Rights Owning Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Cartisur S.A.	Uruguay	Non-Operating Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
NP Trading S.A.	British Virgin Islands	Sub-Holding Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Ruswe International S.A.	Uruguay	Barge-Operating Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Delta Naval Trade S.A.	Panama	Non-Operating Company	100%	1/1-12/31	1/1-12/31	7/21-12/31
Terra Norte Group S.A.	Paraguay	Non-Operating Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Corporacion Navios Granos S.A. (1)	Uruguay	Port-Facility Owning Company	100%	11/30-12/31	—	—
Docas Fluvial do Porto Murtinho S.A. (1)	Brazil	Land Owning Company	95%	11/12-12/31	—	—

(1) The companies were created during the year ended December 31, 2018.

#### D. Property, Plants and Equipment

Our only material property is our owned vessels, barges and pushboats and the port terminal facilities in Paraguay and Uruguay. See “Item 4.B Business Overview” above.

We and our subsidiaries currently lease (or occupy as free zone users, as the case may be), the following premises:

- Our subsidiary CNSA, as a free zone direct user at the Nueva Palmira Free Zone, holds the right to occupy the land on which we operate our port and transfer facilities, located at Zona Franca, Nueva Palmira, Uruguay. CNSA has been authorized to operate as a free zone user on November 29, 1955 by a resolution of the Executive, who on September 27, 1956 approved an agreement, as required by applicable law at the time. On December 4, 1995, CNSA’s rights as a direct user were renewed in a single free zone user agreement. On March 4, 2016, the extension of the agreement has been modified, allowing CNSA to install and operate a transfer station to handle and store goods, and to build and operate a plant to receive, prepare and dry grain, iron ore, minerals and all types of liquid cargo on land in the Nueva Palmira Free Zone. As a part of a restructuring process, on November 13, 2018, CNSA has modified its user agreement with the Free Zone of Nueva Palmira, returning to the Free Trade Zone the area in which the facilities of the grain terminal were located, so that such area was subsequently assigned to Granos, another Navios Logistics’ subsidiary. By the means of the restructuring process, CNSA currently performs all activities related to transshipment and deposit of minerals, whereas Granos performs activities related to the transshipment and deposit of agro-commodities and grains. Under the aforementioned agreement, CNSA has the right of use of approximately 37 acres and pays a total fixed annual fee that amounts to \$0.1 million, payable over eight consecutive months beginning in January of each year and increasing yearly in proportion to the variation in the U.S. Consumer Price Index corresponding to the previous year. There is also a transshipment fee of \$ 0.25 per ton transshipped. CNSA has also assumed certain obligations with respect to improving the land subject to the agreement, and the agreement is terminable by the Free Zone Division if we breach the terms of the agreement, or labor laws and social security contributions, and if we commit illegal acts or acts expressly forbidden by the agreement. The agreement entered into between CNSA and the Free Zone expires on March 3, 2046, with a 20-year extension at our option, until 2066.
- As a consequence of the above-mentioned restructuring process, on November 13, 2018, Granos has entered into a user agreement with the Free Zone of Nueva Palmira, having been authorized to operate as a direct free zone user, therefore being allowed to install and operate a transfer station to handle and store goods, and to build and operate a plant to receive, prepare and dry grain and all types of liquid cargo on land in the Nueva Palmira Free Zone. By the means of the said agreement, Granos currently has the right of use of approximately 46 acres and pays a total fixed annual fee that amounts to \$0.2 million, payable over eight consecutive months beginning in January of each year and increasing yearly in proportion to the variation in the U.S. Consumer Price Index corresponding to the previous year. There is also a transshipment fee of \$ 0.25 per ton transshipped. The agreement with the Free Zone expires on March 3, 2046, with a 20-year extension at our option, until 2066.
- CNSA also leases approximately 400 square meters of space at Paraguay 2141, Montevideo, Uruguay, pursuant to a lease that expires in November 2020.
- Our subsidiary Compania Naviera Horamar S.A. leases approximately 409 square meters at Cepeda 429 Street, San Nicolás, Buenos Aires, Argentina, pursuant to a lease agreement that expires in November 2020.
- Compania Naviera Horamar S.A. leases approximately 277 square meters at 874 California Street, Buenos Aires, Argentina. The lease agreement expires in August 31, 2021.
- Compania Naviera Horamar S.A. leases a piece of land called “La Misteriosa” in an Island in the Province of Entre Rios, Argentina, Department of Islands of Ibicuy and Paranacito. As per an amendment dated December 13, 2018, the lease agreement has been suspended until April 30, 2019.
- Compania Naviera Horamar S.A. leases approximately 1,370 square meters of office space at Av. Juana Manso 205, Buenos Aires, Argentina, pursuant to a lease agreement that expires in June 2021.
- Merco Par S.A.C.I. leases approximately 655 square meters of office space at Avenida Aviadores del Chaco No 1.669 corner San Martín, Asuncion, Paraguay, pursuant to a lease agreement that expires in October 2023.
- Our subsidiary CNSA owns premises in Montevideo, Uruguay. This space is approximately 112 square meters and is located at Juan Carlos Gomez 1445, Oficina 701, Montevideo 1100, Uruguay.
- Our subsidiary Petrolera San Antonio S.A. owns the premises from which it operates in Avenida San Antonio, Paraguay. This space is approximately 146,744 square meters and is located between Avenida San Antonio and Virgen de Caacupe, San Antonio, Paraguay.
- Our subsidiary Compania Naviera Horamar S.A. owns two storehouses located at 880 Calle California, Ciudad Autonoma de Buenos Aires, Argentina and at 791/795 Calle General Daniel Cerri, Ciudad Autonoma de Buenos Aires, Argentina of approximately 259 and 825 square meters, respectively. Compania Naviera Horamar S.A. also owns approximately 1,139 square meters of office space located in 846 Avenida Santa Fe, Ciudad Autonoma de Buenos Aires, Argentina.

- Our subsidiary Petrovia Internacional S.A. owns three plots of land in Nueva Palmira, Uruguay, two of approximately 29 acres each and one of 23 acres.
- Our subsidiary Hidronave South American Logistics leases an office space at 688, 15 de novembro street, Corumbá, Brazil, pursuant to a lease agreement that expires in May 2020.
- Our subsidiary Docas Fluvial de Porto Murtinho Ltda. owns plots of land in Porto Murtinho, Brazil. This land is approximately 58,876 square meters and it is located on the shoreline of the Paraguay River.

#### **Item 4A. Unresolved Staff Comments**

None.

#### **Item 5. Operating and Financial Review and Prospects**

The following is a discussion of the financial condition and results of operations of Navios Logistics. All of these financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America (“U.S. GAAP”). You should read this section together with the consolidated financial statements, including the notes to those financial statements, for each of the fiscal years ended December 31, 2018, 2017 and 2016 which are included elsewhere in this Annual Report.

This report contains forward-looking statements. These forward-looking statements are based on Navios Logistics’ current expectations and observations. See “Forward-Looking Statements” and “Item 3.D Risk Factors” in this report for the factors that, in Navios Logistics’ view, could cause actual results to differ materially from the forward-looking statements contained in this report.

#### **General**

Navios Logistics was incorporated under the laws of the Republic of the Marshall Islands on December 17, 2007. We believe we are one of the largest logistics companies in the Hidrovia region river system, the main navigable river system in the region, and on the cabotage trades along the eastern coast of South America. We serve our customers in the Hidrovia region through our three port storage and transfer facilities, one for agricultural and forest-related exports, one for mineral related exports both located in Nueva Palmira Free Zone, Uruguay, and one for refined petroleum products in San Antonio, Paraguay. We complement our three port terminals with a diverse fleet of 336 barges and pushboats and eight vessels, including six oceangoing tankers, one bunker vessel and one river and estuary product tanker, which operate in our cabotage business. We provide transportation for dry cargo (cereals, cotton pellets, soybeans, wheat, limestone (clinker), mineral iron, and rolling stones) and liquid cargo (hydrocarbons such as crude oil, gas oil, naphtha, fuel oil and vegetable oils) and liquefied cargo (liquefied petroleum gas or “LPG”).

For a discussion of our history and development, see “Item 4.A History and Development of the Company”.

#### **Ports**

We own three port storage and transfer facilities, one for agricultural and forest-related exports, one for mineral related exports and one for refined petroleum products. Our port facilities in Nueva Palmira, Uruguay, with a total storage capacity for grains of 460,000 metric tons, and a stockpile capacity of 700,000 tons for mineral ores, moved 3.0 million tons of dry cargo in 2018, as compared to 4.0 million tons of dry cargo in 2017. Our port facility in San Antonio, Paraguay, with a total storage capacity of 45,660 cubic meters, moved approximately 317,352 cubic meters of stored liquid cargos and had 43,711 cubic meters of sales of products concerning liquid fuels (primarily diesel and naphtha) in 2018 as compared to approximately 251,467 cubic meters of stored cargos and 53,082 cubic meters of sales of products in 2017.

#### **Fleet**

Our current core fleet consists of a total of 344 owned vessels, barges and pushboats.

See “Item 4.B Business Overview” for details on our current core fleet.

## ***Recent Developments***

On April 25, 2019, Navios Logistics entered into an agreement with Navios Holdings, pursuant to which we have provided Navios Holdings with a secured credit facility of up to \$50.0 million to be used for general corporate purposes, including the repurchase of 7.375% First Priority Ship Mortgage Notes due 2022 (the “2022 Notes”). This credit facility is secured by (i) any 2022 Notes purchased by Navios Holdings with these funds and (ii) equity interests in five companies that have entered into certain bareboat contracts. Each such bareboat contract has a ten-year term for a newbuilding bulk carrier and an option to acquire the related vessel. The credit facility is available in multiple drawings, has an arrangement fee of \$0.5 million, a fixed interest rate of 12.75% for the first year and a fixed interest rate of 14.75% for the second year, payable annually. The secured credit facility includes negative covenants substantially similar to the 2022 Notes and customary events of default. The credit facility matures in April 2021. As of April 25, 2019, \$19.0 million was drawn under this facility of which \$18.7 million was used to acquire the 2022 Notes from Navios Logistics. During March 2019 and as of April 15, 2019, Navios Logistics purchased \$35.5 million of the 2022 Notes from unaffiliated third parties in open market transactions for \$17.6 million plus accrued interest.

## **A. Operating Results**

### **Overview**

#### **Factors affecting our results of operations**

For further discussion on factors affecting our results of operations, see also “Item 3.D Risk Factors” included elsewhere in this report. For information regarding governmental, economic, fiscal, monetary or political policies that could materially affect our operations, see “Item 3.D Risk Factors — Risks Relating to Argentina”, “Risks Relating to Uruguayan Free Zone Regulation” and “Other Risks Relating to the Countries in which We Operate.”

#### ***Contract Rates***

The shipping and logistics industry has been highly volatile in the recent past. In order to have full utilization of its fleet and storage capacity, we must be able to renew the contracts on our fleet and ports upon the expiration or termination of current contracts. This ability depends upon economic conditions in the sectors in which the vessels, barges and pushboats operate, changes in the supply and demand for vessels, barges and pushboats and changes in the supply and demand for the transportation and storage of commodities.

#### ***Weather Conditions***

As we specialize in the transport and storage of liquid cargoes, as well as the transport of dry bulk cargoes along the Hidrovia, any changes adversely affecting the region, such as low water levels, could reduce or limit our ability to effectively transport cargo.

Droughts and other adverse weather conditions, including any possible effects of climate change, could result in a decline in production of the agricultural products we transport and store and this could result in a reduction in demand for services.

See “Item 11. Quantitative and Qualitative Disclosures about Market Risk for a discussion of Foreign Currency Transactions, Inflation and Fuel Price Increases.”

#### ***Seasonality***

Certain of our businesses have seasonality aspects, and seasonality affects the results of our operations and revenues, particularly in the first and last quarters of each year. Generally, the high season for the barge business is the period between February and July as a result of the South American harvest and higher river levels. Any growth in production and transportation of commodities may offset part of this seasonality. During the South American late spring and summer, mainly from November to January, the low level of water in the northern Hidrovia could adversely affect our operations because the water level is not high enough to accommodate the draft of a heavily laden vessel. Such low levels also adversely impact our ability to employ convoys as the water level towards the banks of the river may be too low to permit vessel traffic even if the middle of the river is deep enough to permit passage. With respect to dry port terminal operations in Uruguay, the high season is mainly from April to September, linked with the arrival of the first barges down the river and with the oceangoing vessels’ logistics operations. Our liquid port terminal operations in Paraguay and our cabotage business are not significantly affected by seasonality as the operations of the liquid port and cabotage business are primarily linked to refined petroleum products.

#### **Statement of Operations Breakdown by Segment**

We report our operations based on three reportable segments: Port Terminal Business, Barge Business and Cabotage Business. The Port Terminal Business includes the dry port terminals operations and the liquid port terminal operations. For further historical segment information, please see our audited consolidated financial statements included elsewhere in this report.

## Financial Highlights

### For the year ended December 31, 2018 compared to the year ended December 31, 2017

The following table presents consolidated revenue and expense information for the years ended December 31, 2018 and 2017 and was derived from our audited consolidated financial statements.

<b>(Expressed in thousands of U.S. dollars)</b>	<b>Year Ended December 31, 2018</b>	<b>Year Ended December 31, 2017</b>
Time charter, voyage and port terminal revenues	\$ 175,126	\$ 180,044
Sales of products	32,508	32,572
Time charter, voyage and port terminal expenses	(31,949)	(33,617)
Direct vessel expenses	(48,962)	(62,554)
Cost of products sold	(31,289)	(30,717)
Depreciation of vessels, port terminals and other fixed assets	(26,583)	(23,322)
Amortization of intangible assets	(2,724)	(3,543)
Amortization of deferred drydock and special survey costs	(7,204)	(7,928)
General and administrative expenses	(15,064)	(16,665)
Provision for losses on accounts receivable	(75)	(569)
Taxes other than income taxes	(7,056)	(9,018)
Interest expense and finance cost	(39,669)	(28,347)
Interest income	517	238
Gain on sale of assets	28	1,064
Foreign exchange differences, net	(1,355)	(726)
Other income, net	9,237	2,725
<b>Income/(Loss) before income taxes</b>	<b>\$ 5,486</b>	<b>\$ (363)</b>
Income tax benefit	1,376	3,468
<b>Net income</b>	<b>\$ 6,862</b>	<b>\$ 3,105</b>

*Time Charter, Voyage and Port Terminal Revenues:* For the year ended December 31, 2018, revenue decreased by \$4.9 million or 2.7% to \$175.1 million, as compared to \$180.0 million for 2017. Revenue from the barge business decreased by a \$13.2 million or 16.8% to \$65.2 million for the year ended December 31, 2018, as compared to \$78.4 million for the same period in 2017. This decrease was mainly attributable to lower liquid cargo transportation. Revenue from the cabotage business decreased by \$5.0 million or 10.4% to \$43.1 million for the year ended December 31, 2018, as compared to \$48.1 million for the same period during 2017. This decrease was mainly attributable to lower rates achieved. The overall decrease was partially mitigated by a \$13.3 million or 24.8% increase in revenue from the port terminal business to \$66.8 million for the year ended December 31, 2018, as compared to \$53.5 million for the same period during 2017. The increase was mainly attributable to the operations of the iron ore terminal, servicing the Vale contract, for the full year in 2018, compared to partial year in 2017.

*Sales of Products:* For the year ended December 31, 2018, sales of products decreased by \$0.1 million or 0.2% to \$32.5 million, as compared to \$32.6 million for the same period during 2017. This decrease was attributable to a decrease in volume of the products sold at the Paraguayan liquid port terminal.

*Time Charter, Voyage and Port Terminal Expenses:* Time charter, voyage and port terminal expenses decreased by \$1.7 million or 5.0% to \$31.9 million for the year ended December 31, 2018, as compared to \$33.6 million for the same period in 2017. The decrease was mainly due to a \$1.8 million or 10.2% decrease in the barge business to \$15.5 million for the year ended December 31, 2018, as compared to \$17.3 million for the same period in 2017. This decrease was mainly attributable to the reduced number of voyages. Time charter and voyage expenses of the cabotage business decreased by \$0.3 million or 16.1% to \$1.6 million for the year ended December 31, 2018, as compared to \$1.9 million for the same period of 2017. This decrease was mainly attributable to the decreased voyage expenses. The overall decrease was partially mitigated by a \$0.4 million or 2.8% increase in time charter, voyage and port terminal expenses from the port terminal business to \$14.8 million for the year ended December 31, 2018, as compared to \$14.4 million for the same period in 2017. The increase was mainly attributable to the operations of the iron ore terminal, servicing the Vale contract, for the full year in 2018, compared to partial year in 2017.

*Direct Vessel Expenses:* Direct vessel expenses decreased by \$13.6 million or 21.7% to \$49.0 million for the year ended December 31, 2018, as compared to \$62.6 million for the same period in 2017. Direct vessel expenses of the cabotage business decreased by \$8.9 million or 27.7% to \$23.1 million for the year ended December 31, 2018, as compared to \$32.0 million for the same period in 2017. This decrease was mainly attributable to a decrease in the Argentinean crew costs. Direct vessel expenses of the barge business decreased by \$4.7 million or 15.4% to \$25.9 million for the year ended December 31, 2018, as compared to \$30.6 million for the same period in 2017, mainly attributable to decreased crew costs. Direct vessel expenses include crew costs, victualling costs, dockage expenses, lubricants, stores, insurance, maintenance and repairs.

*Cost of Products Sold:* For the year ended December 31, 2018, cost of products sold increased by \$0.6 million or 1.9% to \$31.3 million, as compared to \$30.7 million for the same period during 2017. This increase was attributable to an increase in the price of the products sold at the Paraguayan liquid port terminal.

*Depreciation of Vessels, Port Terminals and Other Fixed Assets:* Depreciation of vessels, port terminals and other fixed assets, increased by \$3.3 million or 14.0% to \$26.6 million for the year ended December 31, 2018, as compared to \$23.3 million for the same period of 2017. Depreciation in the port terminal business increased by \$2.1 million or 39.1% to \$7.3 million for the year ended December 31, 2018, as compared to \$5.2 million for the same period of 2017. This increase was mainly attributable to the operations of the iron ore terminal, servicing the Vale contract, for the full year in 2018, compared to partial year in 2017. Depreciation in the barge business increased by \$1.2 million or 8.1% to \$16.4 million for the year ended December 31, 2018, as compared to \$15.2 million for the same period in 2017, mainly due to the commencement of operations of the three new pushboats. Depreciation in the cabotage business remained stable at \$2.9 million for both years ended December 31, 2018 and December 31, 2017.

*Amortization of Intangibles Assets:* Amortization of intangible assets decreased by \$0.8 million or 23.1% to \$2.7 million for the year ended December 31, 2017, as compare to \$3.5 million for the same period in 2017. Amortization of intangible assets in the barge business decreased by \$1.1 million or 37.0% to \$1.7 million for the year ended December 31, 2018, as compared to \$2.8 million for the same period of 2017. The overall decrease was partially mitigated by a \$0.3 million or 30.3% increase in amortization of intangible assets of the port terminal business to \$1.0 million for the year ended December 31, 2018, as compared to \$0.7 million for the same period of 2017.

*Amortization of Deferred Drydock and Special Survey Costs:* For the year ended December 31, 2018, amortization of deferred drydock and special survey costs decreased by \$0.7 million or 9.1% to \$7.2 million, as compared to \$7.9 million for the same period in 2017.

*General and Administrative Expenses:* General and administrative expenses decreased by \$1.6 million or 9.6% to \$15.1 million for the year ended December 31, 2018, as compared to \$16.7 million for the same period during 2017. This decrease was mainly attributable to a decrease in salaries and general expenses.

*Provision for Losses on Accounts Receivable:* Provision for losses on accounts receivable decreased by \$0.5 million or 86.8% to \$0.1 million for the year ended December 31, 2018, as compared to \$0.6 million for the same period during 2017.

*Taxes Other Than Income Taxes:* Taxes other than income taxes decreased by \$1.9 million or 21.8% to \$7.1 million for the year ended December 31, 2018, as compared to \$9.0 million for the same period during 2017. This decrease was mainly attributable to \$1.2 million decrease in the cabotage business and \$0.7 million decrease in the barge business.

*Interest Expense and Finance Cost:* Interest expense and finance cost increased by \$11.4 million or 39.9% to \$39.7 million for the year ended December 31, 2018, as compared to \$28.3 million for the same period in 2017. The increase was attributable to the increased amount of debt drawn during the period and the reduced amount of capitalized interest, following the completion of the new iron ore terminal, during the year ended December 31, 2017 and the delivery of the three new pushboats in the first quarter of 2018.

*Interest Income:* Interest income increased by \$0.3 million or 117.2% to \$0.5 million for the year ended December 31, 2018, as compared to \$0.2 million for the same period in 2017. The increase is due to higher income from short-term deposits.

*Gain on sales of assets:* Gain on sales of assets was zero for the year ended December 31, 2018, as compared to \$1.1 million for the same period during 2017, mainly attributable to the sale of two self-propelled barges during the year ended December 31, 2017.

*Foreign Exchange Differences, net:* Loss from foreign exchange differences increased by \$0.7 million or 86.6% to \$1.4 million for the year ended December 31, 2018 as compared to \$0.7 million for the same period in 2017. The variation is mainly attributable to the less favorable fluctuation of the U.S. dollar exchange rate against the local currencies in the different countries where we conducted our operations.

*Other Income, Net:* Other income, net increased by \$6.5 million to \$9.2 million for the year ended December 31, 2018, as compared to \$2.7 million for the same period in 2017. Other income, net in the port terminal business increased by \$9.2 million to \$9.2 million for the year ended December 31, 2018, as compared to zero for the same period of 2017. This increase was mainly due to the insurance claim related to the fire incident at the iron ore port terminal. Other income, net in the cabotage business increased by \$0.7 million to \$0.7 million for the year ended December 31, 2018 as compared to zero for the same period during 2017, mainly due to the compensation by the shipyard for the late delivery of the new-building river and estuary tanker that was delivered during the third quarter of 2018. Other expense, net in the barges business increased by \$3.4 million to \$0.7 million for the year ended December 31, 2018 as compared to \$2.7 million other income, net for the same period during 2017, mainly due to the income recorded from an arbitration award during the year ended December 31, 2017.

*Income Tax Benefit/(loss):* Income tax benefit decreased by \$2.1 or 60.3% million to \$1.4 million for the year ended December 31, 2018, as compared to \$3.5 million for the same period in 2017. Income tax benefit from barge business decreased by \$2.4 million or 51.0% to \$2.3 million for the year ended December 31, 2018, as compared to \$4.7 million for the same period in 2017. This decrease was mainly attributable to a reduction of deferred tax liability due to the decrease in future Argentinean income tax rates from 2018 onwards, following the tax reforms voted by the Argentinean Parliament in December 31, 2017. The cabotage business had a decrease in income tax loss of \$0.3 million or 24.1%, to \$0.9 million for the year ended December 31, 2018, as compared to a \$1.2 million in the same period in 2017.

**For the year ended December 31, 2017 compared to the year ended December 31, 2016**

The following table presents consolidated revenue and expense information for the years ended December 31, 2017 and 2016 and was derived from our audited consolidated financial statements.

<u>(Expressed in thousands of U.S. dollars)</u>	<b>Year Ended December 31, 2017</b>	<b>Year Ended December 31, 2016</b>
Time charter, voyage and port terminal revenues	\$ 180,044	\$ 190,218
Sales of products	32,572	30,118
Time charter, voyage and port terminal expenses	(33,617)	(32,139)
Direct vessel expenses	(62,554)	(69,130)
Cost of products sold	(30,717)	(27,450)
Depreciation of vessels, port terminals and other fixed assets	(23,322)	(23,105)
Amortization of intangible assets	(3,543)	(3,523)
Amortization of deferred drydock and special survey costs	(7,928)	(6,870)
General and administrative expenses	(16,665)	(14,294)
Provision for losses on accounts receivable	(569)	(1,304)
Taxes other than income taxes	(9,018)	(9,740)
Interest expense and finance cost	(28,347)	(24,240)
Interest income	238	815
Gain on sale of assets	1,064	—
Foreign exchange differences, net	(726)	1,722
Other income, net	2,725	61
<b>(Loss)/income before income taxes</b>	<b>\$ (363)</b>	<b>\$ 11,139</b>
Income tax benefit / (loss)	3,468	(982)
<b>Net income</b>	<b><u>3,105</u></b>	<b><u>10,157</u></b>

*Time Charter, Voyage and Port Terminal Revenues:* For the year ended December 31, 2017, revenue decreased by \$10.2 million or 5.3% to \$180.0 million, as compared to \$190.2 million for 2016. Revenue from the barge business decreased by a \$22.9 million or 22.6% to \$78.4 million for the year ended December 31, 2017, as compared to \$101.3 million for the same period in 2016. This decrease was mainly attributable to the expiration of certain iron ore transportation contracts in the second half of 2016. Revenue from the cabotage business decreased by \$4.5 million or 8.6% to \$48.1 million for the year ended December 31, 2017, as compared to \$52.6 million for the same period during 2016. This decrease was mainly attributable to a decrease in the cabotage fleet's operating days. The overall decrease was partially mitigated by a \$17.2 million or 47.6% increase in revenue from the port terminal business to \$53.5 million for the year ended December 31, 2017, as compared to \$36.3 million for the same period during 2016. The increase was mainly attributable to the commencement of operations at the new iron ore terminal.

*Sales of Products:* For the year ended December 31, 2017, sales of products increased by \$2.5 million or 8.1% to \$32.6 million, as compared to \$30.1 million for the same period during 2016. This increase was attributable to an increase in volume and price of the products sold at the Paraguayan liquid port terminal.

*Time Charter, Voyage and Port Terminal Expenses:* Time charter, voyage and port terminal expenses increased by \$1.5 million or 4.6% to \$33.6 million for the year ended December 31, 2017, as compared to \$32.1 million for the same period in 2016. The increase was mainly due to a \$2.1 million or 17.0% increase in the port terminal business to \$14.4 million for the year ended December 31, 2017, as compared to \$12.3 million for the same period in 2016. This increase is due to the commencement of operations in the second quarter of 2017 at the new iron ore terminal. The overall increase was partially mitigated by a \$0.4 million or 2.2% decrease in time charter, voyage and port terminal expenses from the barge business to \$17.3 million for the year ended December 31, 2017, as compared to \$17.7 million for the same period in 2016, mainly attributable to the reduced number of voyages. Time charter and voyage expenses of the cabotage business decreased by \$0.2 million or 11.1% to \$1.9 million for the year ended December 31, 2017, as compared to \$2.1 million for the same period of 2016. This decrease was mainly attributable to the decrease in the number of operating days of the fleet.

*Direct Vessel Expenses:* Direct vessel expenses decreased by \$6.5 million or 9.5% to \$62.6 million for the year ended December 31, 2017, as compared to \$69.1 million for the same period in 2016. Direct vessel expenses of the barge business decreased by \$4.9 million or 14.1% to \$30.6 million for the year ended December 31, 2017, as compared to \$35.5 million for the same period in 2016, mainly attributable to decreased repairs and maintenance and crew costs. Direct vessel expenses of the cabotage business decreased by \$1.6 million or 4.7% to \$32.0 million for the year ended December 31, 2017, as compared to \$33.6 million for the same period in 2016. This decrease was mainly attributable to a decrease in the cabotage fleet's operating days. Direct vessel expenses include crew costs, victualling costs, dockage expenses, lubricants, stores, insurance, maintenance and repairs.

*Cost of Products Sold:* For the year ended December 31, 2017, cost of products sold increased by \$3.2 million or 11.9% to \$30.7 million, as compared to \$27.5 million for the same period during 2016. This increase was attributable to the increase in the volume and price of the products sold at the Paraguayan liquid port terminal.

*Depreciation of Vessels, Port Terminals and Other Fixed Assets:* Depreciation of vessels, port terminals and other fixed assets, increased by \$0.2 million or 0.9% to \$23.3 million for the year ended December 31, 2017, as compared to \$23.1 million for the same period of 2016. Depreciation in the port terminal business increased by \$1.7 million or 48.3% to 5.2 million for the year ended December 31, 2017, as compared to \$3.5 million for the same period of 2016, mainly due to the commencement of operations at the new iron ore terminal. Depreciation in the cabotage business increased by \$0.2 million or 10.2% to \$2.9 million for the year ended December 31, 2017, as compared to \$2.7 million for the same period in 2016. Depreciation in the barge business decreased by \$1.7 million or 10.4% to \$15.2 million for the year ended December 31, 2017, as compared to \$16.9 million for the same period in 2016, mainly due to the accelerated depreciation of certain barges recorded in 2016.

*Amortization of Intangibles Assets:* Amortization of intangible assets remained the same for the barge and the port terminal business for the year ended December 31, 2017, as compared to the same period in 2016.

*Amortization of Deferred Drydock and Special Survey Costs:* For the year ended December 31, 2017, amortization of deferred drydock and special survey costs increased by \$1.0 million or 15.4% to \$7.9 million, as compared to \$6.9 million for the same period in 2016.

*General and Administrative Expenses:* General and administrative expenses increased by \$2.4 million or 16.6% to \$16.7 million for the year ended December 31, 2017, as compared to \$14.3 million for the same period during 2016. This increase was mainly attributable to an increase in salaries and general expenses.

*Provision for Losses on Accounts Receivable:* Provision for losses on accounts receivable decreased by \$0.7 million or 56.4% to \$0.6 million for the year ended December 31, 2017, as compared to \$1.3 million for the same period during 2016.

*Taxes Other Than Income Taxes:* Taxes other than income taxes decreased by \$0.7 million or 7.4% to \$9.0 million for the year ended December 31, 2017, as compared to \$9.7 million for the same period during 2016. This decrease was mainly attributable to \$0.6 million decrease in the barge business relating to turnover tax and \$0.1 million decrease in the cabotage business.

*Interest Expense and Finance Cost:* Interest expense and finance cost increased by \$4.1 million or 16.9% to \$28.3 million for the year ended December 31, 2017, as compared to \$24.2 million for the same period in 2016. The increase was attributable to the increased amount of debt and the reduced amount of capitalized interest, following the completion of the new iron ore terminal, during the year ended December 31, 2017.

*Interest Income:* Interest income decreased by \$0.6 million or 70.8% to \$0.2 million for the year ended December 31, 2017, as compared to \$0.8 million for the same period in 2016. The decrease is due to lower income from short-term deposits.

*Gain on sales of assets:* Gain on sales of assets amounted to \$1.1 million for the year ended December 31, 2017, as compared to zero for the same period during 2016, mainly attributable to the sale of two self-propelled barges.

*Foreign Exchange Differences, net:* Loss from foreign exchange differences increased by \$2.4 million to \$0.7 million for the year ended December 31, 2017 as compared to a \$1.7 million gain from foreign exchange differences for the same period in 2016. The variation is mainly attributable to the less favorable fluctuation of the U.S. dollar exchange rate against the local currencies in the different countries where we conducted our operations.

*Other Income, Net:* Other income, net increased by \$2.6 million to \$2.7 million for the year ended December 31, 2017, as compared to \$0.1 million for the same period in 2016. Other income, net in the barges business increased by \$2.5 million to \$2.7 million for the year ended December 31, 2017, mainly due to the income recorded from an arbitration award. Other expense, net in the port terminal business decreased by \$0.1 million to zero for the year ended December 31, 2017, as compared to \$0.1 million other expense for the same period of 2016. Other income, net in the cabotage business was zero for both periods.

*Income Tax Benefit/(loss)*: Income tax benefit increased by \$4.5 million to \$3.5 million for the year ended December 31, 2017, as compared to \$1.0 million of expense for the same period in 2016. The barge business had an increase of \$4.2 million to \$4.7 million for the year ended December 31, 2017, as compared to \$0.5 million benefit for the same period in 2016. This increase was mainly due to a reduction of deferred tax liability due to the decrease in future Argentinean income tax rates from 2018 onwards. The cabotage business had a decrease in income tax expense of \$0.3 million or 17.7%, to \$1.2 million of expense for the year ended December 31, 2017, as compared to a \$1.5 million of expense in the same period in 2016, due to lower pretax profit.

#### Adjusted EBITDA Reconciliation to Net Income/(Loss)

Adjusted EBITDA represents net income/(loss) before interest, taxes, depreciation and amortization and loss on bond extinguishment. Adjusted EBITDA is presented because it is used by certain investors to measure a company's operating performance. Adjusted EBITDA is a "non-GAAP financial measure" and should not be considered a substitute for net income, cash flow from operating activities and other operations or cash flow statement data prepared in accordance with accounting principles generally accepted in the United States or as a measure of profitability or liquidity. While Adjusted EBITDA is frequently used as a measure of operating performance, the definition of Adjusted EBITDA used here may not be comparable to that used by other companies due to differences in methods of calculation.

#### Year Ended December 31, 2018

<u>(Expressed in thousands of U.S. dollars)</u>	<u>Port Terminal Business</u>	<u>Cabotage Business</u>	<u>Barge Business</u>	<u>Total</u>
Net income/(loss)	\$33,765	\$ (616)	\$(26,287)	\$ 6,862
Depreciation of vessels, port terminals and other fixed assets	7,284	2,932	16,367	26,583
Amortization of intangible assets	950	—	1,774	2,724
Amortization of deferred drydock and special survey costs	—	4,576	2,628	7,204
Interest income	(64)	—	(453)	(517)
Interest expense and finance cost, net	16,320	4,928	18,421	39,669
Income tax benefit	—	910	(2,286)	(1,376)
<b>Adjusted EBITDA</b>	<b><u>\$58,255</u></b>	<b><u>\$12,730</u></b>	<b><u>\$ 10,164</u></b>	<b><u>\$81,149</u></b>

#### Year Ended December 31, 2017

<u>(Expressed in thousands of U.S. dollars)</u>	<u>Port Terminal Business</u>	<u>Cabotage Business</u>	<u>Barge Business</u>	<u>Total</u>
Net income/(loss)	\$23,824	\$ (5,861)	\$(14,858)	\$ 3,105
Depreciation of vessels, port terminals and other fixed assets	5,238	2,940	15,144	23,322
Amortization of intangible assets	729	—	2,814	3,543
Amortization of deferred drydock and special survey costs	—	5,148	2,780	7,928
Interest income	(14)	—	(224)	(238)
Interest expense and finance cost, net	7,004	4,784	16,559	28,347
Income tax (benefit)/expense	—	1,199	(4,667)	(3,468)
<b>Adjusted EBITDA</b>	<b><u>\$36,781</u></b>	<b><u>\$ 8,210</u></b>	<b><u>\$ 17,548</u></b>	<b><u>\$62,539</u></b>

#### Year Ended December 31, 2016

<u>(Expressed in thousands of U.S. dollars)</u>	<u>Port Terminal Business</u>	<u>Cabotage Business</u>	<u>Barge Business</u>	<u>Unallocated Interest</u>	<u>Total</u>
Net income/(loss)	\$18,208	\$ (466)	\$(6,593)	\$ (992)	\$10,157
Depreciation of vessels, port terminals and other fixed assets	3,533	2,667	16,905	—	23,105
Amortization of intangible assets	706	—	2,817	—	3,523
Amortization of deferred drydock and special survey costs	—	3,765	3,105	—	6,870
Interest income	(54)	—	(761)	—	(815)
Interest expense and finance cost, net	1,381	4,894	16,973	992	24,240
Income tax expense/(benefit)	—	1,457	(475)	—	982
<b>Adjusted EBITDA</b>	<b><u>\$23,774</u></b>	<b><u>\$12,317</u></b>	<b><u>\$31,971</u></b>	<b><u>\$ —</u></b>	<b><u>\$68,062</u></b>

Adjusted EBITDA increased by \$18.6 million to \$81.1 million for the year ended December 31, 2018, as compared to \$62.5 million for the same period of 2017. This increase was mainly due to (a) a \$13.6 million decrease in direct vessels expenses, of which \$8.9 million was attributable to the cabotage business and \$4.7 million was attributable to the barge business, (b) a \$6.6 million increase in other income, net of which \$9.2 million was attributable to the port terminal business, \$0.8 million was attributable to the cabotage business, partially mitigated by a \$3.4 million decrease in the barge business, (c) a \$2.0 million decrease in taxes other than income taxes, of which \$1.3 million was attributable to the cabotage business and a \$0.7 million to the barge business, (d) a \$1.7 million decrease in time charter, voyage and port terminal expenses, of which \$1.8 million was attributable to the barge business, \$0.3 million decrease in the cabotage business, partially mitigated by \$0.4 million increase in the port terminal business, (e) a \$1.6 million decrease in general and administrative expenses of which \$2.4 million was attributable to the barge terminal business, partially mitigated by a \$0.8 million increase in the cabotage business and (f) a \$0.5 million decrease in provision for losses on accounts receivable. This increase was partially offset by (a) a \$4.9 million decrease in time charter, voyage and port terminal revenues, of which \$13.2 million was attributable in the barge business and \$5.0 million was attributable to the cabotage business, partially mitigated by \$13.3 million increase in the port terminal business, (b) a \$1.1 million decrease in gain on sale of assets attributable to the barge business, (c) a \$0.7 million increase in foreign exchange differences loss attributable to the cabotage business, (d) a \$0.6 million increase in cost of products sold in the port terminal business and (e) a \$0.1 million decrease in sales of products in the port terminal business.

Adjusted EBITDA decreased by \$5.6 million to \$62.5 million for the year ended December 31, 2017, as compared to \$68.1 million for the same period of 2016. This decrease was mainly due to (a) a \$10.2 million decrease in time charter, voyage and port terminal revenues, of which \$22.9 million was attributable in the barge business, \$4.5 million was attributable to the cabotage business, partially mitigated by \$17.2 million increase in the port terminal business, (b) a \$3.2 million increase in cost of products sold in the port terminal business, (c) a \$2.4 million increase in general and administrative expenses of which \$1.2 million was attributable to the port terminal business, \$0.7 million to the barge business and \$0.5 million to the cabotage business, (d) a \$2.4 million increase in foreign exchange differences loss, of which \$1.1 million was attributable to the cabotage business, \$1.0 million to the barge business and \$0.3 million to the port terminal business and (e) a \$1.5 million increase in time charter, voyage and port terminal expenses, of which \$2.1 million was attributable to the port terminal business, partially mitigated by \$0.4 million decrease in the barge business and \$0.2 million decrease in the cabotage business. This decrease was partially offset by (a) a \$6.5 million decrease in direct vessel expenses, of which \$4.9 million was attributable to the barge business and a \$1.6 million in the cabotage business, (b) a \$2.6 million increase in other income, net, of which \$2.5 million was attributable to the barges business and \$0.1 million was attributable to the port terminal business, (c) a \$2.5 million increase in sales of products in the port terminal business, (d) \$1.1 million increase in gain on sale of assets attributable to the barge business, (e) a \$0.7 million decrease in provision for losses on accounts receivable and (f) a \$0.7 million decrease in taxes other than income taxes, of which \$0.6 million was attributable to the barge business and a \$0.1 million to the cabotage business.

## B. Liquidity and Capital Resources

We have historically financed our capital requirements with cash flows from operations, equity contributions from stockholders, borrowings under our credit facilities and issuance of other debt. Main uses of funds have been capital expenditures for the acquisition of new vessels, new construction and upgrades at the port terminals, expenditures incurred in connection with ensuring that the owned vessels comply with international and regulatory standards, repayments of debt and payments of dividends. We may also use funds to repurchase our outstanding indebtedness from time to time. Repurchases may be made in the open market, or through privately negotiated transactions or otherwise, in compliance with applicable laws, rules and regulations, at prices and on terms we deem appropriate and subject to our cash requirements for other purposes, compliance with the covenants under our debt agreements, and other factors management deems relevant. In addition, we regularly review opportunities for acquisitions of businesses and additional vessels, development of new facilities and infrastructure, joint ventures and other corporate transactions that may be material to us. In connection with any such transactions, we may need to raise significant amounts of capital, including debt. We do not have any material contractual arrangements for such transactions at this time. See “— Working Capital”, “— Capital Expenditures” and “— Long-term Debt Obligations and Credit Arrangements” for further discussion of our working capital position.

The following table presents cash flow information for each of the years ended December 31, 2018, 2017 and 2016.

<u>(Expressed in thousands of U.S. dollars)</u>	<u>Year Ended December 31, 2018</u>	<u>Year Ended December 31, 2017</u>	<u>Year Ended December 31, 2016</u>
Net cash provided by operating activities	\$ 21,158	\$ 36,971	\$ 21,879
Net cash used in investing activities	(19,646)	(46,321)	(91,173)
Net cash (used in)/provided financing activities	(4,928)	21,156	55,869
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>(3,416)</b>	<b>11,806</b>	<b>(13,425)</b>
Cash and cash equivalents, beginning of year	79,888	68,082	81,507
<b>Cash and cash equivalents, end of year</b>	<b>\$ 76,472</b>	<b>\$ 79,888</b>	<b>\$ 68,082</b>

**Cash provided by operating activities for the year ended December 31, 2018 as compared to the year ended December 31, 2017:**

Net cash from operating activities decreased by \$15.8 million to \$21.2 million cash provided by operating activities for the year ended December 31, 2018 as compared to \$37.0 million cash provided by operating activities for the year ended December 31, 2017. In determining net cash from operating activities, net income is adjusted for the effect of certain non-cash items including depreciation and amortization and income taxes, which are analyzed in detail as follows:

<u>(Expressed in thousands of U.S. dollars)</u>	<u>Year Ended December 31, 2018</u>	<u>Year Ended December 31, 2017</u>
Net income	\$ 6,862	\$ 3,105
Depreciation of vessels, port terminals and other fixed assets	26,583	23,322
Amortization of intangible assets	2,724	3,543
Accretion of Notes payable-receivable/unwinding of discount	(12)	(25)
Amortization of deferred financing costs	2,362	1,275
Amortization of deferred drydock and special survey costs	7,204	7,928
Provision for losses on accounts receivable	75	569
Gain on sale of assets	(28)	(1,064)
Income tax benefit	(1,376)	(3,468)
<b>Net income adjusted for non-cash items</b>	<b><u>\$ 44,394</u></b>	<b><u>\$ 35,185</u></b>

Accounts receivable, net decreased by \$2.5 million from \$25.7 million at December 31, 2017, to \$28.2 million at December 31, 2018.

Prepaid expenses and other current assets increased by \$11.3 million from \$6.2 million at December 31, 2017 to \$17.5 million at December 31, 2018. This increase was attributable to (a) a \$10.7 million increase in insurance claims to be recovered, including \$9.7 million due to the iron ore port interruption of services as a consequence of the fire incident, (b) a \$1.5 million increase in deferred insurance premiums, (c) a \$0.3 million increase in advances to providers, partially mitigated by (a) a \$0.8 million decrease in prepaid VAT and other taxes and (b) a \$0.4 million decrease in other prepaid expenses.

Accounts payable and due to related parties decreased by \$5.4 million from \$22.5 million at December 31, 2017 to \$17.1 million at December 31, 2018. The main reason for this decrease was the \$5.2 million decrease in trade payable and the \$0.2 million decrease in due to related parties.

Deferred income decreased by \$0.9 million from \$5.7 million at December 31, 2017 to \$4.8 million at December 31, 2018. This decrease mainly relates to the cabotage business.

Inventories decreased by \$3.7 million from \$8.3 million at December 31, 2017 to \$4.6 million at December 31, 2018. This decrease was mainly due to the decrease in inventory of our liquid port in Paraguay.

Accrued expenses decreased by \$1.4 million from \$18.4 million at December 31, 2017 to \$17.0 million at December 31, 2018. This decrease was attributable to (a) a \$1.8 million decrease in accrued salaries, (b) a \$0.9 million decrease in accrued fees, partially mitigated by (a) a \$1.1 million increase in taxes payable and (b) a \$0.2 million increase in accrued interest.

**Cash used in investing activities for the year ended December 31, 2018 as compared to the year ended December 31, 2017:**

Net cash used in investing activities decreased by \$26.7 million to \$19.6 million for the year ended December 31, 2018, from \$46.3 million for the same period in 2017.

Cash used in investing activities for year ended December 31, 2018 was mainly attributable to (a) \$12.4 million in payments for the construction of a river and estuary tanker, (b) \$2.4 million in payments for the construction of the Company's three new pushboats, (c) \$1.9 million in payments for the purchase of other fixed assets, (d) \$1.5 million in payments for the expansion of the Company's dry port terminal, (e) \$1.1 million in payments for the acquisition of land and (f) \$0.5 million in payments for the purchase of covers for dry barges, partially mitigated by \$0.2 million in collections of the Note receivable (as described herein).

Cash used in investing activities for year ended December 31, 2017 was mainly attributable to (a) \$19.0 million in payments for the expansion of the Company's dry port terminal, (b) \$14.6 million in payments for the construction of the Company's three new pushboats, (c) \$6.1 million in payments for the construction of a river and estuary tanker, (d) \$5.5 million in payments for the improvement of barges, pushboats and vessels, (e) \$0.7 million in payments for the purchase of other fixed assets, (f) \$0.6 million in payments for the purchase of covers for dry barges, partially mitigated by (a) \$0.2 million in collections of Note receivable.

**Cash used in financing activities for the year ended December 31, 2018 as compared to cash used in financing activities for the year ended December 31, 2017:**

Net cash used in financing activities increased by \$26.1 million to \$4.9 million for the year ended December 31, 2018, as compared to \$21.2 million of cash provided by financing activities for the same period of 2017.

Cash used in financing activities for the year ended December 31, 2018 was due to (a) \$7.6 million of payments made in connection with the Company's outstanding indebtedness and (b) \$4.2 million in payments for the repayment of the Notes Payable (as defined below), partially mitigated by \$6.9 million of proceeds from long term debt (net of deferred financing costs of \$0.2 million).

Cash provided by financing activities for the year ended December 31, 2017 was due to (a) \$95.5 million of proceeds from Term Loan B Facility (net of deferred financing cost and discount of \$4.5 million), (b) \$13.9 million of proceeds from long term debt (net of deferred financing cost of \$0.1 million) and (c) \$0.7 million of proceeds from Notes Payable, partially mitigated by (a) \$70.0 million dividend paid to shareholders, (b) \$12.4 million of payments for the extinguishment of obligations under capital leases in connection with the product tanker vessels, the San San H and the Ferni H, (c) \$4.0 million of repayment of the Notes Payable and (d) \$2.5 million in payments for the repayment of long-term debt.

**Cash provided by operating activities for the year ended December 31, 2017 as compared to the year ended December 31, 2016:**

Net cash from operating activities increased by \$20.9 million to \$39.9 million cash provided by operating activities for the year ended December 31, 2017 as compared to \$19.0 million cash provided by operating activities for the year ended December 31, 2016. In determining net cash from operating activities, net income is adjusted for the effect of certain non-cash items including depreciation and amortization and income taxes, which are analyzed in detail as follows:

<u>(Expressed in thousands of U.S. dollars)</u>	<u>Year Ended December 31, 2017</u>	<u>Year Ended December 31, 2016</u>
Net income	\$ 3,105	\$ 10,157
Depreciation of vessels, port terminals and other fixed assets	23,322	23,105
Amortization of intangible assets	3,543	3,523
Accretion of Notes payable/unwinding of discount	(25)	477
Amortization of deferred financing costs	1,275	1,002
Amortization of deferred drydock and special survey costs	7,928	6,870
Provision for losses on accounts receivable	569	1,304
Gain on sale of assets	(1,064)	—
Income tax (loss)/benefit	(3,468)	982
<b>Net income adjusted for non-cash items</b>	<b><u>\$ 35,185</u></b>	<b><u>\$ 47,420</u></b>

Accounts receivable, net decreased by \$7.2 million, including the \$21.5 million cash received in March 2017 following the favorable resolution of the arbitration proceedings in New York (see also "Legal Proceedings"), from \$32.9 million at December 31, 2016, to \$25.7 million at December 31, 2017.

Prepaid expenses and other current assets decreased by \$3.6 million from \$9.8 million at December 31, 2016 to \$6.2 million at December 31, 2017. This decrease was attributable to (a) a \$1.1 million decrease in advances to providers, (b) a \$1.0 million decrease in deferred insurance premiums, (c) a \$0.7 million decrease in insurance claims to be recovered, (d) a \$0.5 million decrease in other prepaid expenses and (e) a \$0.3 million decrease in prepaid VAT and other taxes.

Accounts payable and due to related parties decreased by \$7.4 million from \$29.9 million at December 31, 2016 to \$22.5 million at December 31, 2017. The main reason for this increase was the \$7.6 million decrease in trade payable, partially mitigated by an increase of \$0.2 million in due to related parties.

Deferred income increased by \$1.2 million from \$4.5 million at December 31, 2016 to \$5.7 million at December 31, 2017. This decrease mainly relates to the cabotage business.

Inventories increased by \$0.5 million from \$7.8 million at December 31, 2016 to \$8.3 million at December 31, 2017. This increase was mainly due to the increase in inventory of our liquid port in Paraguay.

Accrued expenses increased by \$2.5 million from \$15.9 million at December 31, 2016 to \$18.4 million at December 31, 2017. This increase was attributable to (a) a \$1.1 million increase in accrued interest, (b) a \$0.6 million increase in accrued fees, (c) a \$0.5 million increase in accrued salaries and (d) a \$0.4 million increase in taxes payable, partially mitigated by a \$0.1 million decrease in other accrued expenses.

**Cash used in investing activities for the year ended December 31, 2017 as compared to the year ended December 31, 2016:**

Net cash used in investing activities decreased by \$44.9 million to \$46.3 million for the year ended December 31, 2017, from \$91.2 million for the same period in 2016.

Cash used in investing activities for year ended December 31, 2017 was mainly attributable to (a) \$19.0 million in payments for the expansion of the Company's dry port terminal, (b) \$14.6 million in payments for the construction of the Company's three new pushboats, (c) \$6.1 million in payments for the construction of a river and estuary tanker, (d) \$5.5 million in payments for the improvement of barges, pushboats and vessels, (e) \$0.7 million in payments for the purchase of other fixed assets, (f) \$0.6 million in payments for the purchase of covers for dry barges, partially mitigated by (a) \$0.2 million in collections of Note receivable.

Cash used in investing activities for the year ended December 31, 2016 was mainly the result of (a) \$85.5 million in payments for the expansion of the Company's dry port terminal, (b) \$1.3 million in payments for the construction of the Company's three new pushboats, (c) \$1.4 million in payments for the conversion of two dry barges to tank barges, (d) \$1.2 million in payments for the purchase of covers for the Company's dry barges and (e) \$1.8 million in payments for the improvement of other fixed assets.

**Cash provided by financing activities for the year ended December 31, 2017 as compared to cash used in financing activities for the year ended December 31, 2016:**

Net cash provided by financing activities decreased by \$34.7 million to \$21.2 million cash provided by financing activities for the year ended December 31, 2017, as compared to \$55.9 million of cash provided by financing activities for the same period of 2016.

Cash provided by financing activities for the year ended December 31, 2017 was due to (a) \$95.5 million of proceeds from Term Loan B Facility (net of deferred financing cost and discount of \$4.5 million), (b) \$13.9 million of proceeds from long term debt (net of deferred financing cost of \$0.1 million) and (c) \$0.7 million of proceeds from Notes Payable, partially mitigated by (a) \$70.0 million dividend paid to shareholders, (b) \$12.4 million of payments for the extinguishment of obligations under capital leases in connection with the product tanker vessels, the San San H and the Ferni H, (c) \$4.0 million of repayment of the Notes Payable and (d) \$2.5 million in payments for the repayment of long-term debt.

Cash provided by financing activities for the year ended December 31, 2016 was due to (a) \$35.3 million of proceeds from Notes Payable (as defined herein) and (b) \$25.0 million of proceeds from long term loan partially mitigated by (a) \$3.0 million of payments for obligations under capital leases in connection with the product tanker vessels, the San San H and the Ferni H, (b) \$1.3 million of payments for the repayment of the Notes Payable and (c) \$0.1 million in payments for the repayment of long-term debt.

**Long-term Debt Obligations and Credit Arrangements****2022 Senior Notes**

On April 22, 2014, Navios Logistics and its wholly-owned subsidiary Navios Logistics Finance (US) Inc. ("Logistics Finance" and, together with Navios Logistics, the "Co-Issuers") issued \$375 million in aggregate principal amount of Senior Notes due on May 1, 2022 (the "2022 Senior Notes"), at a fixed rate of 7.25%. The 2022 Senior Notes are unregistered and are fully and unconditionally guaranteed, jointly and severally, by all of Navios Logistics' direct and indirect subsidiaries except for Horamar do Brasil Navegação Ltda ("Horamar do Brasil"), Naviera Alto Parana S.A. ("Naviera Alto Parana") and Terra Norte Group S.A. ("Terra Norte"), which are deemed to be immaterial, and Logistics Finance, which is the co-issuer of the 2022 Senior Notes. The subsidiary guarantees are "full and unconditional," except that the indenture provides for an individual subsidiary's guarantee to be automatically released in certain customary circumstances, such as in connection with a sale or other disposition of all or substantially all of the assets of the subsidiary, in connection with the sale of a majority of the capital stock of the subsidiary, if the subsidiary is designated as an "unrestricted subsidiary" in accordance with the indenture, upon liquidation or dissolution of the subsidiary or upon legal or covenant defeasance or satisfaction and discharge of the 2022 Senior Notes.

The Co-Issuers have the option to redeem the 2022 Senior Notes in whole or in part, at their option, at any time on or after May 1, 2017, at a fixed price of 105.438%, which price declines ratably until it reaches par in 2020. Upon the occurrence of certain change of control events, the holders of the 2022 Senior Notes will have the right to require the Co-Issuers to repurchase some or all of the 2022 Senior Notes at 101% of their face amount, plus accrued and unpaid interest to the repurchase date.

As of December 31, 2018 and December 31, 2017, deferred financing costs associated with the 2022 Senior Notes amounted to \$4.6 million and \$5.7 million, respectively. Interest expense associated with the senior notes amounted to \$27.2 million, \$27.2 million and \$27.2 million for the years ended December 31, 2018, 2017 and 2016, respectively.

The indenture governing the 2022 Senior Notes contains covenants which, among other things, limit the incurrence of additional indebtedness, issuance of certain preferred stock, the payment of dividends, redemption or repurchase of capital stock or making restricted payments and investments, creation of certain liens, transfer or sale of assets, entering into transactions with affiliates, merging or consolidating or selling all or substantially all of Navios Logistics' properties and assets and creation or designation of restricted subsidiaries.

The indenture governing the 2022 Senior Notes includes customary events of default.

In addition, there are no significant restrictions on (i) the ability of the parent company, any issuer (or co-issuer) or any guarantor subsidiaries of the 2022 Senior Notes to obtain funds by dividend or loan from any of their subsidiaries or (ii) the ability of any subsidiaries to transfer funds to the issuer (or co-issuer) or any guarantor subsidiaries.

### ***Term Loan B Facility***

On November 3, 2017, Navios Logistics and Logistics Finance, as co-borrowers, completed the issuance of a \$100.0 million Term Loan B Facility (the "Term Loan B Facility"). The Term Loan B Facility bears an interest rate of LIBOR plus 475 basis points and has a four-year term with 1.0% amortization per annum. The Term Loan B Facility is fully and unconditionally guaranteed, jointly and severally, by all of Navios Logistics' direct and indirect subsidiaries except for Horemor do Brasil, Naviera Alto Parana and Terra Norte, which are deemed to be immaterial, and Logistics Finance, which is the co-borrower of the Term Loan B Facility. The subsidiary guarantees are "full and unconditional," except that the credit agreement governing the Term Loan B Facility provides for an individual subsidiary's guarantee to be automatically released in certain circumstances. The Term Loan B Facility is secured by first priority mortgages on five tanker vessels servicing Navios Logistics cabotage business, as well as by assignments of the revenues arising from certain time charter contracts, and an iron ore port contract.

The Term Loan B Facility contains restrictive covenants including restrictions on indebtedness, liens, acquisitions and investments, restricted payments and dispositions. The Term Loan B Facility also provides for customary events of default, including change of control.

As of December 31, 2018, a balance of \$99.0 million was outstanding under the Term Loan B Facility.

As of December 31, 2018 and December 31, 2017, unamortized deferred financing costs associated with the Term Loan B Facility amounted to \$3.2 million and \$4.3 million, respectively. Interest expense associated with the Term Loan B Facility amounted to \$7.2 million and \$1.0 million for the year ended December 31, 2018 and December 31, 2017, respectively.

### ***Notes Payable***

In connection with the purchase of mechanical equipment for the expansion of its dry port terminal, the Company entered into an unsecured export financing line of credit for a total amount of \$42.0 million, including all related fixed financing costs of \$5.9 million, available in multiple drawings upon the completion of certain milestones ("Drawdown Events"). The Company incurs the obligation for the respective amount drawn by signing promissory notes ("Notes Payable"). Each drawdown is repayable in 16 consecutive semi-annual installments, starting six months after the completion of each Drawdown Event. Together with each Note Payable, the Company shall pay interest equal to six-month LIBOR. The unsecured export financing line is fully and unconditionally guaranteed by Ponte Rio S.A.. As of December 31, 2018, the Company had drawn the total available amount and the outstanding balance of Notes Payable was \$26.9 million.

Interest expense associated with the Notes Payable amounted to \$1.8 million, \$1.0 million and \$1.1 million for the year ended December 31, 2018, December 2017 and December 31, 2016, respectively.

### ***Other Indebtedness***

On December 15, 2016, the Company entered into a \$25.0 million facility with Banco Bilbao Vizcaya Argentaria Uruguay S.A. ("BBVA"), for general corporate purposes. The loan bears interest at a rate of LIBOR (180 days) plus 325 basis points. The loan is repayable in twenty quarterly installments, the first payment of which was due on June 19, 2017, and secured by assignments of certain receivables. As of December 31, 2018, the outstanding amount of the loan was \$19.3 million.

On May 18, 2017, the Company entered into a \$14.0 million term loan facility (the “Term Bank Loan”) in order to finance the acquisition of two product tankers. The Term Bank Loan bears interest at a rate of LIBOR (90 days) plus 315 basis points and is repayable in twenty quarterly installments with a final balloon payment of \$7.0 million on the last repayment date. As of December 31, 2018, the outstanding amount of the Term Bank Loan was \$11.9 million. As of December 31, 2018 and December 31, 2017, unamortized deferred financing costs associated with the Term Bank Loan amounted to \$0.1 million and \$0.1 million, respectively.

On August 17, 2018, the Company entered into a \$7.1 million (€6.2 million) credit agreement in order to finance the 50% of the purchase price of a river and estuary tanker. The credit agreement bears interest at a fixed rate of 675 basis points and is repayable in 24 monthly installments with the final repayment in August 17, 2020. As of December 31, 2018, the outstanding amount of the credit agreement was \$5.9 million. As of December 31, 2018, unamortized deferred financing costs associated with the credit agreement amounted to \$0.1 million.

In connection with the acquisition of Hidronave S.A. on October 29, 2009, the Company assumed a \$0.8 million loan facility that was entered into by Hidronave S.A. in 2001, in order to finance the construction of the pushboat Nazira. As of December 31, 2018, the outstanding loan balance was \$0.2 million. The loan facility bears interest at a fixed rate of 600 basis points. The loan is repayable in monthly installments and the final repayment must occur prior to August 10, 2021.

In connection with the 2022 Senior Notes, the Term Loan B Facility and these other long term liabilities, the Company is subject to certain covenants, commitments, limitations and restrictions.

The Company was in compliance with all the covenants as of December 31, 2018.

The annual weighted average interest rates of the Company’s total borrowings were 7.04%, 6.13% and 6.08% for the year ended December 31, 2018, 2017 and 2016, respectively.

The maturity table below reflects the principal payments for the next five years and thereafter on all credit facilities outstanding as of December 31, 2018, based on the repayment schedule of the respective loan facilities (as described above).

<b>Payment due by period</b>	<b>As of December 31, 2018 (Amounts in millions of U.S. dollars)</b>
December 31, 2019	15.8
December 31, 2020	15.3
December 31, 2021	110.3
December 31, 2022	389.2
December 31, 2023	5.0
December 31, 2024 and thereafter	2.6
<b>Total long-term borrowings</b>	<b>\$ 538.2</b>

### ***Working Capital***

On December 31, 2018, our current assets totaled \$127.1 million, while current liabilities totaled \$53.4 million, resulting in a positive working capital position of \$73.7 million. Our cash forecast indicates that we will generate sufficient cash for at least the next 12 months from April 26, 2019 to make the required principal and interest payments on our indebtedness, provide for the normal working capital requirements of the business and remain in a positive cash position.

Our Argentine subsidiaries could be prevented from transferring funds outside of Argentina. See “Item 3.D Risk Factors — Risks Relating to Argentina.”

### ***Capital Expenditures***

During the third quarter of 2018, a new river and estuary tanker was delivered to Navios Logistics. As of December 31, 2018, Navios Logistics had paid \$18.5 million for the construction of the river and estuary tanker.

During the first quarter of 2018, three new pushboats were delivered to Navios Logistics. As of December 31, 2018, Navios Logistics had paid \$33.0 million for the construction of the three new pushboats.

During the second quarter of 2017, Navios Logistics substantially completed the expansion of its dry port in Uruguay. As of December 31, 2018, Navios Logistics had paid \$159.7 million related to the iron ore terminal expansion.

On September 4, 2017, Navios Logistics signed an agreement for the construction of covers for dry barges for a total consideration of \$1.1 million. As of December 31, 2018, Navios Logistics had paid the whole amount.

### ***Dividend Policy***

The payment of dividends is at the discretion of Navios Logistics' board of directors. Any determination as to dividend policy will be made by Navios Logistics' board of directors and will depend on a number of factors, including the requirements of Marshall Islands law, Navios Logistics' future earnings, capital requirements, financial condition and future prospects and such other factors as Navios Logistics' board of directors may deem relevant. Marshall Islands law generally prohibits the payment of dividends other than from surplus, when a company is insolvent or if the payment of the dividend would render the company insolvent.

Navios Logistics' ability to pay dividends is also restricted by the terms of the indenture governing its 2022 Senior Notes and the Term Loan B Facility.

Because Navios Logistics is a holding company with no material assets other than the stock of its subsidiaries, its ability to pay dividends is dependent upon the earnings and cash flow of its subsidiaries and their ability to pay dividends to Navios Logistics. If there is a substantial decline in any of the markets in which Navios Logistics participates, its earnings will be negatively affected, thereby limiting its ability to pay dividends.

On November 3, 2017, Navios Logistics paid a dividend in the aggregate amount of \$70.0 million, out of which \$44.7 was paid to Navios Holdings.

### **Concentration of Credit Risk**

#### ***Accounts Receivable***

Concentrations of credit risk with respect to accounts receivables are limited due to our large number of customers, who are established international operators and have an appropriate credit history. Due to these factors, management believes that no additional credit risk, beyond amounts provided for collection losses, is inherent in our trade receivables. See D. Risk Factors — We depend on a few significant customers for a large part of our revenues, and the loss of one or more of these customers could materially and adversely affect our revenues.

#### ***Cash Deposits with Financial Institutions***

Cash deposits in excess of amounts covered by government-provided insurance are exposed to loss in the event of non-performance by financial institutions. Although we maintain cash deposits in excess of government-provided insurance limits, we minimize our exposure to credit risk by dealing with a diversified group of major financial institutions.

### **C. Research and Development, Patents and Licenses, etc.**

Not applicable.

### **D. Trend Information**

Our results of operations are affected by certain factors, including our ability to renew contracts on our fleet and ports on the expiration of current contracts which depends on economic conditions in the sectors we operate and changes in the supply and demand for vessels, barges and pushboats and for the transportation and storage of commodities. Other factors that affect our operating results include fluctuations in exchange rates, the impact of inflation and fuel price increases and the seasonality of the industries in which we operate. See "Item 5.A Operating Results — Overview — Factors affecting our results of operations."

## E. Off-Balance Sheet Arrangements

Charter hire payments to third parties for chartered-in barges and pushboats are treated as operating leases for accounting purposes. We currently have no chartered-in barges or pushboats. We are also committed to making rental payments under various operating leases for office and other premises.

The Company issued a guarantee and indemnity letter that guarantees the performance by Petrolera San Antonio S.A. (a consolidated subsidiary) of all its obligations to Vitol up to \$12.0 million. This guarantee expires on March 1, 2020.

## F. Contractual Obligations and Contingencies

The following table summarizes our contractual obligations as of December 31, 2018:

<b>Contractual Obligations (Amounts in millions of U.S. dollars)</b>	<b>Less than 1 year</b>	<b>1-3 years</b>	<b>3-5 years</b>	<b>More than 5 years</b>	<b>Total</b>
Long-term debt obligations <sup>(1)</sup>	\$ 15.8	\$ 125.6	\$ 394.2	\$ 2.6	\$538.2
Rent obligations <sup>(2)</sup>	0.7	0.9	0.2	—	1.8
<b>Total</b>	<b>\$ 16.5</b>	<b>\$ 126.5</b>	<b>\$ 394.4</b>	<b>\$ 2.6</b>	<b>\$540.0</b>

(1) Represents principal payments on amounts drawn on our outstanding credit facilities, the 2022 Senior Notes, the Term loan B Facility and the Notes Payable, which bear interest at fixed or floating rates. The amounts in the table exclude expected interest payments of \$38.2 million (less than 1 year), \$72.2 million (1-3 years), \$14.8 million (3-5 years) and \$0.1 million (more than 5 years). Expected interest payments are based on the terms of the outstanding debt obligations and currently effective interest rates, where applicable.

(2) We have several lease agreements with respect to our various operating offices.

## Recent Accounting Pronouncements

For a description of Navios Logistics' recent accounting pronouncements, see Note 2 to the consolidated financial statements, included herein.

## Critical Accounting Policies

Our consolidated financial statements have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires us to make estimates in the application of its accounting policies based on the best assumptions, judgments and opinions of management. Following is a discussion of the accounting policies that involve a higher degree of judgment and the methods of their application that affect the reported amount of assets and liabilities, revenues and expenses and related disclosure of contingent assets and liabilities at the date of our financial statements. Actual results may differ from these estimates under different assumptions or conditions.

Critical accounting policies are those that reflect significant judgments or uncertainties, and potentially result in materially different results under different assumptions and conditions. We have described below what we believe are our most critical accounting policies that involve a high degree of judgment and the methods of their application. For a description of all of our significant accounting policies, see Note 2 to our consolidated financial statements, included herein.

*Impairment of Long-Lived Assets:* Vessels, other fixed assets and other long-lived assets held and used by Navios Logistics are reviewed periodically for potential impairment whenever events or changes in circumstances indicate that the carrying amount of a particular asset may not be fully recoverable. In accordance with accounting for long-lived assets, management determines projected undiscounted cash flows for each asset group and compares it to its carrying amount. In the event that projected undiscounted cash flows for an asset group is less than its carrying amount, then management reviews fair values and compares them to the asset's carrying amount. In the event that impairment occurs, an impairment charge is recognized by comparing the asset's carrying amount to its fair value. For the purposes of assessing impairment, long lived-assets are grouped at the lowest levels for which there are separately identifiable cash flows.

For all the periods presented, the management of Navios Logistics after considering various indicators, including but not limited to its long-lived assets' contracted revenues and cash flows over their remaining useful life and the economic outlook, concluded that no impairment analysis should be performed on the long-lived assets.

Although management believes the underlying indicators supporting this conclusion are reasonable, if charter rate trends and the length of the current market downturn occur, management may be required to perform impairment analysis that could expose Navios Logistics to material charges in the future.

No impairment loss was recognized for any of the periods presented.

*Vessels, Barges, Pushboats and Other Fixed Assets, Net:* Vessels, barges, pushboats and other fixed assets acquired as parts of business combination are recorded at fair value on the date of acquisition and if acquired as an asset acquisition are recorded at cost (including transaction costs). All other vessels, barges and pushboats acquired are stated at historical cost, which consists of the contract price, and any material expenses incurred upon acquisition (improvements and delivery expenses). Subsequent expenditures for major improvements and upgrading are capitalized, provided they appreciably extend the life, increase the earning capacity or improve the efficiency or safety of the vessels. The cost and related accumulated depreciation of assets retired or sold are removed from the accounts at the time of sale or retirement and any gain or loss is included in the accompanying consolidated statement of operations. We also capitalize interest on long-term construction projects.

Expenditures for routine maintenance and repairs are expensed as incurred.

Depreciation is computed using the straight-line method over the useful life of the assets, after considering the estimated residual value. Management estimates the useful life of the majority of our vessels to be between 15 and 45 years from the asset's original construction or acquisition. However, when regulations place limitations over the ability of a vessel to trade on a worldwide basis, its useful life is re-estimated to end at the date such regulations become effective. An increase in the useful life of a vessel or in its residual value would have the effect of decreasing the annual depreciation charge and extending it into later periods. A decrease in the useful life of a vessel or in its residual value would have the effect of increasing the annual depreciation charge.

*Port Terminals and Other Fixed Assets, Net:* Port terminals and other fixed assets acquired as part of a business combination or asset acquisition are recorded at fair value on the date of acquisition. All other port terminals and other fixed assets are recorded at cost, which consists of the construction contracts prices, and material equipment expenses. Port terminals and other fixed assets are depreciated utilizing the straight-line method at rates equivalent to their average estimated economic useful lives. The cost and related accumulated depreciation of assets retired or sold are removed from the accounts at the time of sale or retirement and any gain or loss is included in the accompanying consolidated statements of operations.

Useful life of the assets, are:

Dry port terminal	5 to 49 years
Oil storage, plant and port facilities for liquid cargoes	5 to 20 years
Other fixed assets	5 to 10 years

*Deferred Drydock and Special Survey Costs:* Our vessels, pushboats and barges are subject to regularly scheduled drydocking and special surveys that are carried out every five years for oceangoing vessels and up to every eight years for pushboats and barges, to coincide with the renewal of the related certificates issued by the classification societies as applicable, unless a further extension is obtained under certain conditions. The costs of drydocking and special surveys are deferred and amortized over the above mentioned periods or to the next drydocking or special survey date if such has been determined. Unamortized drydocking or special survey costs of vessels, pushboats and barges sold are charged against income in the year the vessel, pushboats or barge is sold. Costs capitalized as part of the drydocking or special survey consist principally of the actual costs incurred at the yard, spare parts, paints, lubricants and fuel, labor and services incurred solely during the drydocking or special survey period.

#### **Goodwill and Other Intangibles:**

(i) *Goodwill:* Goodwill is tested for impairment at the reporting unit level at least annually.

We evaluate impairment of goodwill using a two-step process. First, the aggregate fair value of the reporting unit is compared to its carrying amount, including goodwill. We determine the fair value of the reporting unit based on discounted cash flow analysis and believes that the discounted cash flow analysis is the best indicator of fair value for its individual reporting units.

If the fair value of a reporting unit exceeds the carrying amount, no impairment exists. If the carrying amount of the reporting unit exceeds the fair value, then the Company must perform the second step to determine the implied fair value of the reporting unit's goodwill and compare it with its carrying amount. The implied fair value of goodwill is determined by allocating the fair value of the reporting unit to all the assets and liabilities of that reporting unit, as if the reporting unit had been acquired in a business combination and the fair value of the reporting unit was the purchase price. If the carrying amount of the goodwill exceeds the implied fair value, then goodwill impairment is recognized by writing the goodwill down to its implied fair value.

The fair value for goodwill impairment testing was estimated using the expected present value of future cash flows, using judgments and assumptions that management believes were appropriate in the circumstances. The significant factors and assumptions the Company used in its discounted cash flow analysis included: EBITDA, the discount rate used to calculate the present value of future cash flows and future capital expenditures. EBITDA assumptions included revenue assumptions, general and administrative expense growth assumptions, and direct vessel expenses growth assumptions. The future cash flows from operations were determined principally by combining revenues from existing contracts and estimated revenues based on the historical performance of each segment, including utilization rates and actual storage capacity. A weighted average cost of capital ("WACC") was used to discount future estimated cash flows to their present values. The WACC was based on externally observable data regarding risk free rates, risk premiums and systematic risk and on the Company's cost of equity and debt and its capital structure.

These assumptions could be adversely impacted by the current uncertainty surrounding global market conditions, as well as the competitive environment in which we operate.

As of December 31, 2018, the fair value of the reporting units was in significant excess of their carrying values.

No impairment loss was recognized for any of the periods presented.

(ii) *Intangibles other than goodwill*: Our intangible assets and liabilities consist of customer relationships, trade name and port terminal operating rights. Intangible assets resulting from acquisitions accounted for using the purchase method of accounting and are recorded at fair value as estimated by market information, the “relief from royalty” method or discounted cash flows.

The fair value of the trade name was determined based on the “relief from royalty” method which values the trade name based on the estimated amount that a company would have to pay in an arm’s length transaction in order to use that trade name. Other intangibles that are being amortized, such as port terminal operating rights and customers relationships, would be considered impaired if their fair market value could not be recovered from the future undiscounted cash flows associated with the asset.

The fair value of customer relationships was determined based on the “excess earnings” method, which relies upon the future cash flow generating ability of the asset. The asset is amortized under the straight line method.

No impairment loss was recognized for any of the periods presented. Amortizable intangible assets are amortized under the straight line method according to the following weighted average amortization periods:

<u>Intangible assets/liabilities</u>	<u>Years</u>
Trade name	10
Port terminal operating rights	47
Customers relationships	20

## Item 6. Directors, Senior Management and Employees

### A. Directors and Senior Management

#### Directors and Senior Management

The following table sets forth information regarding our current directors and members of our senior management as of April 26, 2019:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Angeliki Frangou	54	Chairman and Director
Claudio Pablo Lopez	60	Chief Executive Officer, Vice Chairman and Director
Carlos Augusto Lopez	58	Chief Commercial Officer-Shipping Division and Director
Horacio Enrique Lopez	63	Chief Operating Officer-Shipping Division and Director
Ruben Martinez	60	Chief Operating Officer-Port Division and Director
Ioannis Karyotis	43	Chief Financial Officer
George Achniotis	54	Executive Vice President-Business Development and Director
Vasiliki Papaefthymiou	50	Executive Vice President-Legal
Efstratios Desypris	46	Senior Vice President-Strategic Planning and Director
Anna Kalathakis	49	Secretary, Senior Vice President-Legal Risk Management

Biographical information with respect to each of our directors and our executive officers is set forth below. The business address for our directors and executive officers is Aguada Park Free Zone, Paraguay 2141, Of. 1603, Montevideo Uruguay.

**Angeliki Frangou** has been Navios Logistics’ Chairman and a Member of the Board of Directors since its inception in December 2007. Ms. Frangou has also been the Chairman and Chief Executive Officer of Navios Maritime Holdings Inc. (NYSE: NM). In addition, Ms. Frangou has been the Chairman and Chief Executive Officer of Navios Maritime Partners L.P. (NYSE: NMM), an affiliated limited partnership, since August 2007, the Chairman and Chief Executive Officer of Navios Maritime Acquisition Corporation (NYSE: NNA), an affiliated corporation, since March 2008 and the Chairman and Chief Executive Officer of Navios Maritime Containers L.P. (Nasdaq:NMCI), an affiliated limited partnership since April 2017. Ms.

Frangou is the Chairman of IRF European Finance Investments Ltd., listed on the SFM of the London Stock Exchange, and is also a Member of the Board of the United Kingdom Mutual Steam Ship Assurance Association (Bermuda) Limited. Since February 2015, Ms. Frangou has been a Member of the Board of the Union of Greek Shipowners, as well as a Member of the Board of Trustees of Fairleigh Dickinson University. Since July 2013, Ms. Frangou has been a Member of the Board of Visitors of the Columbia University School of Engineering and Applied Science. Ms. Frangou also acts as Vice Chairman of the China Classification Society Mediterranean Committee, and is a member of the International General Committee and of the Hellenic and Black Sea Committee of Bureau Veritas, and is also a member of the Greek Committee of Nippon Kaiji Kyokai. Ms. Frangou received a bachelor's degree in mechanical engineering, summa cum laude, from Fairleigh Dickinson University and a master's degree in mechanical engineering from Columbia University.

**Claudio Pablo Lopez** has been our Vice Chairman, Chief Executive Officer and a member of our Board of Directors since January 2008. Mr. Lopez has been a member of the Board of Directors and Executive Director of Compania Naviera Horamar S.A. from December 2005 to 2014. Mr. Lopez has been the President of the Argentinean Shipowners' Tankers Association (CAENA), the President of the Argentinean Shipping Companies Federation (FENA) and a member of Paraguayan Shipowners' Association. He is also a distinguished member of the Uruguayan-Argentinean Chamber of Commerce, has been member of the Advisory Committee of the Prefectura Naval Argentina and Vice Secretary of Ports and Navigable Waters on behalf of Argentinean Shipowners' Tankers Association. Mr. Lopez is a lawyer, specializing in transportation law, having graduated from the University of Belgrano in Buenos Aires, Argentina. He is a former professor of Maritime Law at the University of Belgrano and also a former adviser to the Senate of the Argentine National Congress. Mr. Lopez is also a member of the Buenos Aires Lawyers' Association. Mr. Lopez is the brother of Carlos Augusto Lopez and Horacio Enrique Lopez, our Chief Commercial Officer — Shipping Division and Chief Operating Officer — Shipping Division, respectively, and members of our Executive Committee.

**Carlos Augusto Lopez** has been our Chief Commercial Officer — Shipping Division since January 2008, and a member of our Board of Directors since January 2008. Mr. Lopez has been a member of the Board of Directors and Vice President of Compania Naviera Horamar S.A. since September 1992. He is former Chairman of Paraná de las Palmas Shipyard and a former member of the Board of Directors of Naviera Conosur S.A. He has also served as Chairman of Harrow S.A. and Sermar S.A. He is a founding member of the Argentinean Flag Shipowners' Chamber (CARBA) and a member of the Argentinean-Paraguayan Chamber of Commerce. He is also a member of several organizations such as the Uruguayan-Argentinean Chamber of Commerce, the Permanent Commission of Transport of the River Plate Basin (CPTCP) and the Ethics Committee of the Argentinean Shipowners' Tanker Association (CABBTA). Mr. Lopez is the brother of Claudio Pablo Lopez, our Vice Chairman, Chief Executive Officer and a director, and Horacio Enrique Lopez, our Chief Operating Officer — Shipping Division, a director and a member of our Executive Committee.

**Horacio Enrique Lopez** has been our Chief Operating Officer — Shipping Division since January 2008, and a member of our Board of Directors since January 2008. He has been a member of the Board of Directors of Compania Naviera Horamar S.A. since December 1997 and started working in Horamar in the operations department. Mr. Lopez has more than 30 years of experience in the shipping business and is currently a member of the Navigation Center of Argentina (CN). He served as Operations Manager of Horamar from 1990 to 1997, and from 1984 to 1990, he served as coordinator of lightering operations. From 1980 to 1984, he managed the Maritime Agency. Before joining Horamar, he served as General Manager of Provesur, a company dedicated to maintenance of life rafts, and prior to this he was technical manager of the same firm. Mr. Lopez is the brother of Claudio Pablo Lopez, our Vice Chairman, Chief Executive Officer and a director, and Carlos Augusto Lopez, our Chief Commercial Officer — Shipping Division, a director and a member of our Executive Committee.

**Ruben Martinez Baeza** has been our Chief Operating Officer — Port Division and a member of our Board of Directors since January 2008. He has been the general manager of Corporacion Navios S.A. since 2005. He has been working with Navios Holdings since 1989 and Navios Logistics since inception, after graduating as mechanical industrial engineer from the University of the Republic at Montevideo, Uruguay. Beginning as a mechanical engineer at Navios Logistics' port terminal at Nueva Palmira, Uruguay, he has been promoted to several positions within Navios Logistics. Having special training in maintenance and asset management, he has been involved in several port terminal development and investments projects during his career.

**Ioannis Karyotis** has been our Chief Financial Officer since March 2011. From 2006 until 2011, Mr. Karyotis was a consultant and later Project Leader at The Boston Consulting Group (BCG), an international management consulting firm. From 2003 until 2005, Mr. Karyotis was Senior Equity Analyst at Eurocorp Securities, a Greek brokerage house, and in 2003, he was Senior Analyst in the Corporate Finance Department at HSBC Pantelakis Securities, a subsidiary of HSBC Bank. Mr. Karyotis began his career in 2002 with Marfin Hellenic Securities as Equity Analyst. He received his bachelor's degree in Economics from the Athens University of Economics and Business (1998). He holds a master's of science in Finance and Economics from the London School of Economics (1999) and an MBA from INSEAD (2006).

**George Achniotis** has been our Executive Vice President — Business Development and Director since January 2008 and has been Navios Holdings’ Chief Financial Officer since April 2007. Prior to being appointed Chief Financial Officer of Navios Holdings, Mr. Achniotis served as Senior Vice President-Business Development of Navios Holdings from August 2006 to April 2007. Before joining Navios Holdings, Mr. Achniotis was a partner at PricewaterhouseCoopers (“PwC”) in Greece, heading the Piraeus office and the firm’s shipping practice. He became a partner at PwC in 1999 when he set up and headed the firm’s internal audit services department from which all Sarbanes-Oxley Act implementation and consultation projects were performed. Mr. Achniotis has served as a director of Navios Maritime Partners L.P. since August 2007, and since February 2008 as the Executive Vice President-Business Development. He has more than 19 years’ experience in the accounting profession with work experience in England, Cyprus and Greece. Mr. Achniotis qualified as a Chartered Accountant in England and Wales in 1991 and he holds a bachelor’s degree in Civil Engineering from the University of Manchester.

**Vasiliki Papaefthymiou** has been our Executive Vice President — Legal since March 2011. She has been a member of Navios Holdings’ Board of Directors since its inception, and prior to that was a member of the Board of Directors of ISE. Ms. Papaefthymiou has served as General Counsel for Maritime Enterprises Management S.A. since October 2001, where she has advised the company on shipping, corporate and finance legal matters. Ms. Papaefthymiou provided similar services as General Counsel to Franser Shipping from October 1991 to September 2001. Ms. Papaefthymiou received her undergraduate degree from the Law School of the University of Athens and a master’s degree in Maritime Law from Southampton University in the United Kingdom. Ms. Papaefthymiou is admitted to practice law before the Bar in Athens, Greece.

**Efstratios Desypris** was appointed our Senior Vice President — Strategic Planning in March 2011 and has been a director since April 2012. In addition, Mr. Desypris is the Chief Financial Controller of Navios Holdings, Navios Partners’ sponsor, since May 2006. He also serves as Chief Financial Officer of Navios Partners and as a director in Navios Europe Inc. Before joining the Navios Group, Mr. Desypris worked for nine years in the accounting profession, most recently as manager of the audit department at Ernst & Young in Greece. Mr. Desypris started his career as an auditor with Arthur Andersen & Co. in 1997. He holds a bachelor of science degree in Economics from the University of Piraeus.

**Anna Kalathakis** has been our Senior Vice President — Legal Risk Management since March 2011. Ms. Kalathakis has been Navios Holdings’ Chief Legal Risk Officer from November 2012, and Senior Vice President — Legal Risk Management from December 2005 until October 2012. Before joining Navios Holdings, Ms. Kalathakis was the General Manager of the Greek office of A. Bilbrough & Co. Ltd. (Managers of the London Steam-Ship Owners’ Mutual Insurance Association Limited, the “London P&I Club”) and an Associate Director of the London P&I Club where she gained experience in the handling of liability and contractual disputes in both the dry and tanker shipping sectors (including collisions, oil pollution incidents, groundings etc.). She previously worked for a U.S. maritime law firm in New Orleans, having been qualified as a lawyer in Louisiana in 1995, and also served in a similar capacity for a London maritime law firm. She qualified as a solicitor in England and Wales in 1999 and was admitted to the Piraeus Bar, Greece, in 2003. She studied International Relations at Georgetown University and holds an MBA from European University in Brussels and a juris doctor degree from Tulane Law School.

## **B. Compensation**

### **Officers’ Compensation**

The aggregate annual compensation paid to our executive officers was approximately \$1.2 million for the year ended December 31, 2018.

### ***Other Arrangements***

We are party to a shareholders’ agreement with certain members of the Lopez family. See “Item 7.B Certain Relationships and Related Party Transactions — Shareholders’ Agreement.”

## **C. Board Practices**

Each member of our board of directors holds office until a successor is duly appointed, elected and/or qualified or until their resignation. No directors are entitled to any benefits upon termination of their term.

## **D. Employees and Crewing**

We crew our fleet with Argentine, Brazilian and Paraguayan officers and seamen. Our fleet managers are responsible for selecting the crew.

As of December 31, 2018, we employed 384 land-based employees: 50 employees in the Asuncion, Paraguay office, 21 employees at the port facility in San Antonio, Paraguay, 99 employees in the Buenos Aires, Argentina office, eight employees in the Montevideo, Uruguay office, 196 employees at the dry port facilities in Uruguay, and 10 employees in the Corumba, Brazil office.

Certain of our operations in Argentina, Uruguay and Brazil are unionized. We believe that we have good relations with our employees and seamen and since our inception we have had no history of work stoppages.

## E. Share Ownership

None of our executive officers nor directors have direct ownership in our common stock. For information on the beneficial ownership of our common stock by an entity related to our Chief Executive Officer and Director, Chief Commercial Officer (Shipping Division) and Director and Chief Operating Officer (Shipping Division) and Director, see “Item 7. Major Shareholders and Related Party Transactions — Major Shareholders.”

### Item 7. Major Shareholders and Related Party Transactions

#### A. Major Shareholders

The following table sets forth the beneficial ownership, as of April 26, 2018, of our common stock and by each person we know to beneficially own more than 5% of our common stock.

Percentage of beneficial ownership is based on 20,000 shares of common stock outstanding on April 26, 2019.

Pursuant to the Shareholders Agreement (as defined herein), when we became subject to the reporting requirements of the Exchange Act following the consummation of the exchange offer, the shares of our common stock held by Navios Holdings were to convert into shares of Class B Common Stock, with each share of Class B Common Stock entitling the holder to ten votes per share. Navios Holdings has currently agreed to waive such conversion provision of the Shareholders’ Agreement. If and when issued, shares of Class B Common Stock are convertible at any time at the option of the holder thereof into one share of common stock and will automatically convert into shares of common stock upon any transfer of shares of Class B Common Stock to a holder other than Navios Holdings or any of its affiliates or any successor to Navios Holdings’ business or of all or substantially all of its assets or if the aggregate number of outstanding shares of common stock and Class B Common Stock beneficially owned by Navios Holdings falls below 20% of the aggregate number of outstanding shares of common stock and Class B Common Stock. See “Item 7.B Certain Relationships and Related Party Transactions — Shareholders’ Agreement.”

Unless otherwise noted, the persons listed in the table below, to our knowledge, have sole voting and investment power over the shares listed. The number of shares of common stock beneficially owned by each person is determined under SEC rules and the information is not necessarily indicative of beneficial ownership for any other purpose. Under SEC rules, a person beneficially owns any shares of capital stock as to which the person has or shares voting or investment power (including the power to dispose).

<u>Name of Beneficial Owner</u>	<u>Shares Beneficially Owned<sup>(1)(2)</sup></u>	
	<u>Number of Shares of Common Stock Beneficially Owned</u>	<u>Percentage of Voting Power</u>
Navios Maritime Holdings Inc. <sup>(1)</sup>	12,765	63.8%
Sinimalec S.A. <sup>(2)</sup>	7,235	36.2%

- (1) Navios Holdings, which beneficially owns shares of our common stock through its wholly owned subsidiary Navios Corporation, is a Marshall Islands corporation with shares of its common stock listed on the New York Stock Exchange, and is controlled by its board of directors, which consists of the following seven members: Angeliki Frangou (its Chairman and Chief Executive Officer), Vasiliki Papaefthymiou, Shunji Sasada, Spyridon Magoulas, John Stratakis, George Malanga, and Efstathios Loizos. In addition, we have been informed by Navios Holdings that, based upon its knowledge, including, documents publicly available filed with the SEC, it believes that the only beneficial owner of greater than 5% of the common stock of Navios Holdings is Angeliki Frangou 29.4% (who has previously filed an amended Schedule 13D indicating that she intends, subject to market conditions, to purchase up to \$20.0 million of common stock and, as of March 31, 2019, she had purchased approximately \$10.0 million of additional shares of common stock). We have been informed by Navios Holdings that, other than Angeliki Frangou, no beneficial owner of greater than 5% of Navios Holdings’ common stock is an affiliate of Navios Holdings.
- (2) Sinimalec S.A. (“Sinimalec”) is a Uruguay corporation which beneficially owns shares of our common stock through its 100% ownership in Peers Business Inc., a Panama corporation (the record holder of such shares) (“Peers”). The families of Claudio Pablo Lopez, our Chief Executive Officer and Vice Chairman, Carlos Augusto Lopez, our Chief Commercial Officer-Shipping Division and Horacio Enrique Lopez, our chief Operating Officer-Shipping Division each beneficially own 33.3% of the voting stock of Sinimalec. There is no contract, arrangement, understanding, relationship or other agreement among or between any of the Lopez brothers regarding the voting power or investment power of their respective ownership interests in Sinimalec. Each of the Lopez brothers expressly disclaims any beneficial ownership in the shares of Sinimalec owned by either of the families of the other brothers.

Our record holders are Navios Holdings and Sinimalec and, therefore, there are no host country holders of record.

## **B. Certain Relationships and Related Party Transactions**

### **Shareholders' Agreement**

Pursuant to a shareholders' agreement (the "Shareholders' Agreement") dated June 17, 2010, between the Company, Navios Corporation and Grandall Investments S.A. ("Grandall") (an entity owned and controlled by Lopez family members, including Claudio Pablo Lopez, our Chief Executive Officer and Vice Chairman) and since December 17, 2012, its successor Peers, the parties agreed:

- the board of directors shall be divided into three classes, with each class to serve for a three-year period;
- a super-voting Class B Common Stock shall be created which shall have 10 votes per common share (as opposed to one vote per common share);
- Navios Holdings will exchange its common stock for shares of Class B Common Stock; and
- blank check preferred stock may be issued with the vote of a majority of the then members of our board of directors who are not affiliated with Navios Corporation.

In addition, the Shareholders' Agreement provides that (i) in the event that Navios Holdings transfers any shares of the Class B Common Stock to any person or entity, other than its affiliates, such transferred Class B Common Stock will automatically convert into shares of common stock, in accordance with our Amended and Restated Articles of Incorporation, and (ii) the shares of Class B Common Stock will automatically convert, in accordance with our Amended and Restated Articles of Incorporation, into shares of common stock if the aggregate number of outstanding shares of common stock and Class B Common Stock beneficially owned by Navios Holdings falls below 20% of the aggregate number of outstanding shares of common stock and Class B Common Stock.

Navios Holdings has currently agreed to waive its right to exchange its common stock for shares of Class B Common Stock. If and when Navios Holdings exchanges its common stock for Class B Common Stock, it is anticipated that Navios Holdings would control greater than 90% of the voting power, which would be significantly more than its economic interest in us. The parties have also waived the classified board provisions at this time.

Pursuant to an Assignment and Succession agreement dated December 17, 2012, Peers, a Panamanian corporation, assumed all rights and obligations of Grandall under the Shareholders' Agreement.

### **Administrative Services Agreement**

We entered into an Administrative Services Agreement for a term of five years beginning on April 12, 2011, with Navios Holdings (the "Manager"), pursuant to which the Manager would provide certain administrative management services to us. In April 2016, we extended the duration of the Administrative Services Agreement until December 31, 2021.

The Administrative Services Agreement may be terminated prior to the end of its term by us upon 120-days' notice if there is a change of control of the Manager or by the Manager upon 120-days' notice if there is a change of control of us. In addition, the Administrative Services Agreement may be terminated by us or by the Manager upon 120-days' notice if:

- the other party breaches the agreement;
- a receiver is appointed for all or substantially all of the property of the other party;
- an order is made to wind up the other party;
- a final judgment or order that materially and adversely affects the other party's ability to perform the Administrative Services Agreement is obtained or entered and not vacated or discharged; or
- the other party makes a general assignment for the benefit of its creditors, files a petition in bankruptcy or liquidation or commences any reorganization proceedings.

Furthermore, at any time after the first anniversary of the Administrative Services Agreement, the Administrative Services Agreement may be terminated by us or by the Manager upon 365-days' notice for any reason other than those described above.

The administrative services will include:

- *bookkeeping, audit and accounting services*: assistance with the maintenance of our corporate books and records, assistance with the preparation of our tax returns and arranging for the provision of audit and accounting services;
- *legal and insurance services*: arranging for the provision of legal, insurance and other professional services and maintaining our existence and good standing in necessary jurisdictions;

- *administrative and clerical services*: providing office space, arranging meetings for our security holders, arranging the provision of IT services, providing all administrative services required for subsequent debt and equity financings and attending to all other administrative matters necessary for the professional management of our business;
- *banking and financial services*: providing cash management including assistance with preparation of budgets, overseeing banking services and bank accounts, arranging for the deposit of funds, negotiating loan and credit terms with lenders and monitoring and maintaining compliance therewith;
- *advisory services*: assistance in complying with United States and other relevant securities laws;
- *client and investor relations*: arranging for the provision of, advisory, clerical and investor relations services to assist and support us in our communications with our security holders; and client and investor relations; and
- integration of any acquired businesses.

We will reimburse the Manager for reasonable costs and expenses incurred in connection with the provision of these services (including allocation of time for employees performing services on our behalf) within 15 days after the Manager submits to us an invoice for such costs and expenses, together with any supporting detail that may be reasonably required.

Under the Administrative Services Agreement, we have agreed to indemnify the Manager and its employees against all actions which may be brought against them under the Administrative Services Agreement including, without limitation, all actions brought under the environmental laws of any jurisdiction, and against and in respect of all costs and expenses they may suffer or incur due to defending or settling such actions; provided, however, that such indemnity excludes any or all losses that may be caused by or due to the fraud, gross negligence or willful misconduct of the Manager or its employees or agents.

Payments made or other consideration provided in connection with all continuing transactions between us and Navios Holdings will be on a basis arrived at by the parties as though they had been bargained for at an arm's-length basis. Such determination is based on our understanding of the industry, comparable transactions by competitors and guidance from experienced consultants. Depending on the nature and scope of the services being provided, the parties may agree to a cash payment or other form of consideration.

Total general and administrative fees charged pursuant to the Administrative Services Agreement for the year ended December 31, 2018 amounted to \$1.0 million (\$1.0 million for the year ended December 31, 2017 and \$1.0 for the year ended December 31, 2016).

At December 31, 2018, 2017 and 2016, the amounts due from/ (to) affiliate companies were as follows:

	<u>December 31,</u> <u>2018</u>	<u>December 31,</u> <u>2017</u>	<u>December 31,</u> <u>2016</u>
	(in millions of U.S. dollars)		
Navios Holdings	\$ 0.2	\$ (0.3)	\$ (0.1)

Such receivables and payables do not accrue interest and do not have a specific due date for their settlement.

*Due to related parties, net*: During the second half of 2012, Navios Logistics acquired one pushboat and three liquid barges, which were previously chartered-in by Navios Logistics, from Holdux Maritima Leasing Corp., a Panamanian company owned by members of the family of Mr. Horacio Alfredo Lopez, the father of Mr. Claudio Pablo Lopez, Navios Logistics' Chief Executive Officer and Vice Chairman, Mr. Carlos Augusto Lopez, Navios Logistics' Chief Commercial Officer — Shipping Division and Mr. Horacio Enrique Lopez, Navios Logistics' Chief Operating Officer — Shipping Division. The total consideration for the acquisition was \$13.4 million to be paid in one initial payment and seven semiannual installments with the final installment payable on June 30, 2016. As of December 31, 2016, the Company had paid the total amount of \$13.4 million.

*Lodging and travel services*: Navios Logistics obtains lodging and travel services from Empresa Hotelera Argentina S.A./ (NH Lancaster) and Pit Jet S.A., both owned by members of the Lopez family, including Claudio Pablo Lopez, Navios Logistics' Chief Executive Officer and Vice Chairman and Carlos Augusto Lopez, Navios Logistics' Chief Commercial Officer — Shipping Division, each of whom has no controlling interest in those companies. Total charges were less than \$0.1 million for the year ended December 31, 2018 (less than \$0.1 million in 2017 and \$0.1 million in 2016) and amounts payable amounted to less than \$0.1 million as of December 31, 2018 and December 31, 2017, respectively.

## Employment Agreements

We have executed employment agreements with several of our key employees who are our noncontrolling shareholders. These agreements stipulate, among other things, severance and benefit arrangements in the event of termination. In addition, the agreements include confidentiality provisions and covenants not to compete.

The employment agreements initially expired on December 31, 2009, but renew automatically for successive one-year periods until either party gives 90 days' written notice of its intention to terminate the agreement. Generally, the agreements call for a base salary ranging from \$0.28 million to \$0.34 million per year, annual bonuses and other incentives provided certain EBITDA performance targets are achieved. Under the agreements, we accrued compensation totaling \$0.9 million for the year ended December 31, 2018 (\$0.9 million both in 2017 and in 2016).

### **C. Interests of Experts and Counsel**

Not applicable.

## **Item 8. Financial Information**

### **A. Consolidated Statements and Other Financial Information**

See Item 18.

### **B. Significant Changes**

Not applicable.

## **Item 9. The Offer and Listing**

Not applicable.

## **Item 10. Additional Information**

### **A. Share Capital**

Not applicable.

### **B. Memorandum of articles of association**

The following brief description of the Company's Amended and Restated Articles of Incorporation ("Articles") and Bylaws does not purport to be complete and is subject in all respects to the provisions of the Amended and Restated Articles of Incorporation and Bylaws.

#### ***Organization, Objects and Purposes***

The Company is organized under the laws of Marshall Islands with a stated purpose to engage in any lawful act or activity for which corporations may now or hereafter be organized under the Marshall Islands Corporation Act. Under its Articles, the Company is authorized to issue 50,000,000 shares of common stock, \$1.00 par value per share.

#### ***Director Controls***

The Bylaws provide that the number of directors comprising the entire Board of Directors is a minimum of one and a maximum of seven. The Board of Directors may be divided into class as more fully described in the Articles. Each director holds office until the next annual meeting of shareholders at which his class stands for election or until such director's earlier resignation, removal from office, death or incapacity. Unless otherwise provided in the Articles, vacancies and newly created directorships resulting from any increase in the number of directors or from any other cause may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director and each director so chosen shall hold office until the next annual meeting and until such director's successor shall be duly elected and shall qualify, or until such director's earlier resignation, removal from office, death or incapacity.

The Bylaws of the Company provide that contracts or transactions between the Company and one or more of its directors (or any other corporation, firm, association, or other entity in which one or more of its directors are directors or officers, or have a substantial financial interest) are not void or voidable by the sole reason that such director or directors are present at the meeting of the Board of Directors, or committee thereof, which approves such contract or transaction, or that his or their votes are counted for such purpose. However, the material facts as to such director's interest in such contract or transaction must be disclosed in good faith or known to the Board of Directors or the committee, and the Board of Directors or committee must approve such contract or transaction by a vote sufficient for such purpose without counting the vote of such interested director.

No committee of the Board of Directors has the power or authority to the fixing of compensation of the directors for serving on the Board of Directors or on any committee.

There are no provisions in the Articles or Bylaws either affirming or limiting borrowing powers exercisable by members of the Board of Directors.

There are no stated age limits for directors and directors need not be stockholders.

### ***Stock Rights***

All shares of common stock have equal entitlement to voting rights, dividends, profit shares and other rights and duties. There are no provisions for changes to the rights of stockholders contained in the Articles, except by resolution of the stockholders.

### ***Shareholder Meetings***

The annual meeting of shareholders of the Company is held on such date and at such time as may be fixed by the Board of Directors and stated in the notice of the meeting, for the purpose of electing directors and for the transaction of only such other business as is properly brought before the meeting in accordance with the Bylaws.

Written notice of an annual meeting stating the place, date and hour of the meeting, must be given to each shareholder entitled to vote at such meeting not less than 15 not more 60 days before the date of the annual meeting.

Unless otherwise required by the Business Corporation Act of the Associations Law of the Republic of the Marshall Islands (the “BCA”), for business to be properly brought before the annual meeting, business must be either (i) specified in the notice of annual meeting (or any supplement or amendment thereto) given by or at the direction of the Board of Directors, (ii) brought before the annual meeting by or at the direction of the Board of Directors, or (iii) properly brought before the annual meeting by a shareholder. In addition to any other applicable requirements, for business to be properly brought before an annual meeting by a shareholder, the shareholder must have given timely notice thereof in writing to the Secretary of the Company. To be timely, a shareholder’s notice must be delivered to or mailed and received at the Company’s principal executive offices not less than 90 nor more than 120 days prior to such meeting.

Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by the BCA or by the Articles, may only be called by two members of the Board of Directors, the Chief Executive Officer or the Chairman. Such request must state the purpose or purposes of the proposed meeting.

Unless otherwise provided by law, written notice of a special meeting of shareholders, stating the time, place and purpose or purposes thereof, must be given to each shareholder entitled to vote at such meeting, not less than 15 or more than 60 days before the date fixed for such meeting. Business transacted at any special meeting of shareholders shall be limited to the purposes stated in the notice.

Any action required to be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of such shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all of the holders of outstanding stock entitled to vote with respect to the subject matter thereof.

### **C. Material Contracts**

Refer to “Item 5. — Operating and Financial Review and Prospects” for a discussion of our long-term debt, including Item 5.F for a discussion of our contractual obligations. Other than these agreements, the Company has no material contracts, other than the contracts entered into the ordinary course of business.

### **D. Exchange controls**

Under the laws of the Marshall Islands, Uruguay, Panama, Brazil and Paraguay, the countries of incorporation of Navios Logistics and its subsidiaries, there are currently no restrictions on the export or import of capital, including foreign exchange controls, or restrictions that affect the remittance of dividends, interest or other payments to non-resident holders of our common stock.

In the case of Argentina, however, it should be noted that since the year 2001, local authorities have established certain foreign exchange restrictions that affect the export or import of capital. Such restrictions have been progressively eased since 2003, while the current Argentinian government implemented certain reforms that provided greater flexibility and easier access to the foreign exchange market. As of the date of this report, almost all of these restrictions have been lifted. However, there can be no assurance that local authorities in Argentina will not modify such regulations in the near future. See “Item 3.D Risk Factors — Risks Relating to Argentina — The Argentine Central Bank has imposed restrictions on the transfer of funds outside Argentina and other exchange controls in the past and may do so in the future, which could prevent our Argentine subsidiaries from transferring funds for the payment of the 2022 Senior Notes or the related guarantees.”

## E. Taxation

### OTHER TAX JURISDICTIONS

Marshall Islands and Panama do not impose a tax on shipping income. Under the laws of Marshall Islands and Panama, the countries of incorporation of the Company and its subsidiaries and the vessels' registration, the companies are subject to registration and tonnage taxes.

Navios Logistics subsidiaries are incorporated in countries, which impose taxes, such as Argentina, Uruguay, Brazil and Paraguay. Income tax liabilities of the Argentinean subsidiaries for the current period is measured at the amount expected to be paid to the taxation authorities using a tax rate of 30.0% on the taxable net income. As a result of the tax reforms voted by the Argentinean Parliament in December 2017, the corporate income tax rate has decreased from 35% in 2017 to 30% for the years 2018 and 2019, and will further decrease to 25% from 2020 onwards. Tax rates and tax laws used to assess the income tax liability are those that are effective on the close of the fiscal period. Additionally, at the end of the fiscal year local companies in Argentina had to calculate an assets tax (Minimum Presumed Income Tax) by applying the effective tax rate of 1.0% over the gross value of the corporate assets (based on tax law criteria). Following the tax reform voted by the Argentinean Parliament in December 2017, and the subsequent resolution in-force since May 2018, this tax will not longer apply as of the fiscal year 2019. Relating to the Paraguayan subsidiaries there are two possible options to determine the income tax liability. Under the first option, income tax liabilities for the current and prior periods are measured at the amount expected to be paid to the taxation authorities, by applying the tax rate of 10.0% on the fiscal profit and loss. 50.0% of revenues derived from international freights are considered Paraguayan sourced (and therefore taxed) if carried between Paraguay and Argentina, Bolivia, Brazil or Uruguay. In any other case, only 30.0% of revenues derived from international freights are considered Paraguayan sourced. Companies whose operations are considered international freights can choose to pay income taxes on their revenues at an effective tax rate of 1.0% on such revenues, without considering any other kind of adjustments. Fiscal losses, if any, are neither deducted nor carried forward.

### CERTAIN MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS

The following is a summary of certain U.S. federal income tax consequences of the purchase, ownership and disposition of the 2022 Senior Notes. This summary is limited to beneficial owners of the 2022 Senior Notes that:

- except as specifically discussed below, are U.S. holders (as defined below); and
- hold the 2022 Senior Notes as capital assets.

As used in this prospectus, a "U.S. holder" means a beneficial owner of 2022 Senior Notes who or that is, for U.S. federal income tax purposes:

- a citizen or individual resident of the United States;
- a corporation (or entity treated as a corporation for such purposes) created or organized in or under the laws of the United States, or any State thereof or the District of Columbia;
- an estate the income of which is includible in its gross income for U.S. federal income tax purposes without regard to its source; or
- a trust, if either (x) it is subject to the primary supervision of a court within the United States and one or more "United States persons" have the authority to control all substantial decisions of the trust or (y) it has a valid election in effect under applicable Treasury regulations to be treated as a "United States person."

The U.S. federal income tax considerations set forth below are based upon the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), existing and proposed Treasury regulations thereunder, and current administrative rulings and court decisions, all as of the date hereof and all of which are subject to change or differing interpretations (possibly with retroactive effect). We have not and will not seek any rulings from the Internal Revenue Service ("IRS") or opinions of counsel regarding the matters discussed below. There can be no assurance that the IRS will not take positions concerning the tax consequences of the purchase, ownership or disposition of the 2022 Senior Notes that are different from those discussed below or that a court will not agree with any such positions.

This summary does not discuss all of the aspects of U.S. federal income taxation that may be relevant to a beneficial owner of the 2022 Senior Notes in light of such beneficial owner's particular investment or other circumstances. This summary also does not discuss considerations or consequences relevant to persons subject to special provisions of U.S. federal income tax law, such as:

- entities that are tax-exempt for U.S. federal income tax purposes and retirement plans, individual retirement accounts and tax-deferred accounts;
- pass-through entities (including partnerships and entities and arrangements classified as partnerships for U.S. federal income tax purposes) and beneficial owners of pass-through entities;
- U.S. expatriates;
- persons that are subject to the alternative minimum tax;
- financial institutions, insurance companies, and dealers or traders in securities or currencies;
- persons having a "functional currency" other than the U.S. dollar; and

- persons that hold the 2022 Senior Notes as part of a constructive sale, wash sale, conversion transaction or other integrated transaction or a straddle, hedge or synthetic security.

If an entity or arrangement classified as a partnership for U.S. federal income tax purposes holds the 2022 Senior Notes, the U.S. federal income tax treatment of a partner in the partnership generally will depend on the status of the partner and the activities of the partnership. Partnerships holding the 2022 Senior Notes and partners in such partnerships should consult their own tax advisors regarding the U.S. federal income tax consequences of purchasing, owning and disposing of the 2022 Senior Notes. In addition, this summary does not address the effect of any U.S. federal estate or gift tax laws, the Medicare tax on investment income or any U.S. state or local or non-U.S. tax laws on a beneficial owner of the 2022 Senior Notes. Each beneficial owner of the 2022 Senior Notes should consult a tax advisor as to the particular tax consequences to it of purchasing, owning and disposing of the 2022 Senior Notes, including the applicability and effect of any U.S. federal estate or gift tax laws, the Medicare tax on investment income or any U.S. state or local or non-U.S. tax laws.

U.S. holders that use an accrual method of accounting for U.S. federal income tax purposes generally are required to include certain amounts in income no later than the time such amounts are reflected on certain applicable financial statements. The application of this rule may require the accrual of income earlier than would be the case under the general U.S. federal income tax rules described below, although it is not clear to what types of income this rule applies. U.S. holders that use an accrual method of accounting for U.S. federal income tax purposes should consult with their tax advisors regarding the potential applicability of this rule to their particular situation.

For U.S. federal income tax purposes, Navios South American Logistics Inc., and not Navios Logistics Finance (US) Inc., is treated as the issuer of the 2022 Senior Notes.

*Stated Interest.* Stated interest on the 2022 Senior Notes will be included in a U.S. holder's gross income as ordinary interest income at the time it is paid or accrued in accordance with the U.S. holder's usual method of accounting for U.S. federal income tax purposes.

Stated interest on the 2022 Senior Notes will constitute income from sources without the United States for foreign tax credit purposes. Such income generally will constitute "passive category income" or, in the case of certain U.S. holders, "general category income," for foreign tax credit purposes.

*Market Discount and Bond Premium.* If a U.S. holder purchases a 2022 Senior Note for an amount that is less than its principal amount, the excess of the principal amount over the U.S. holder's purchase price will be treated as "market discount." However, the market discount will be considered to be zero if it is less than 1/4 of 1% of the principal amount multiplied by the number of complete years to maturity from the date the U.S. holder purchased the 2022 Senior Note.

Under the market discount rules of the Internal Revenue Code, a U.S. holder generally will be required to treat any principal payment on, or any gain realized on the sale, exchange, retirement or other disposition of, a 2022 Senior Note as ordinary income (generally treated as interest income) to the extent of the market discount which accrued but was not previously included in income by the U.S. holder during the period the U.S. holder held the 2022 Senior Note. In addition, the U.S. holder may be required to defer, until the maturity of the 2022 Senior Note or its earlier disposition in a taxable transaction, the deduction of all or a portion of the interest expense on any indebtedness incurred or continued to purchase or carry the 2022 Senior Note. In general, market discount will be considered to accrue ratably during the period from the date of the purchase of the 2022 Senior Note to the maturity date of the 2022 Senior Note, unless the U.S. holder makes an irrevocable election (on an instrument-by-instrument basis) to accrue market discount under a constant yield method. A U.S. holder of a 2022 Senior Note may elect to include market discount in income currently as it accrues (under either a ratable or constant yield method), in which case the rules described above regarding the treatment as ordinary income of gain upon the disposition of the 2022 Senior Note and upon the receipt of certain payments and the deferral of interest deductions will not apply. The election to include market discount in income currently, once made, applies to all market discount obligations acquired on or after the first day of the first taxable year to which the election applies, and may not be revoked without the consent of the IRS.

If a U.S. holder purchases a 2022 Senior Note for an amount in excess of the amount payable at maturity of the 2022 Senior Note, the U.S. holder will be considered to have purchased the 2022 Senior Note with "bond premium" equal to the excess of the U.S. holder's purchase price over the amount payable at maturity (or on an earlier call date if it results in a smaller amortizable bond premium). It may be possible for a U.S. holder of a 2022 Senior Note to elect to amortize the premium over the remaining term of the 2022 Senior Note (or until an earlier call date, as applicable). However, because we may call the 2022 Senior Notes under certain circumstances at a price in excess of their stated principal amount, such amortization may be reduced and/or deferred. Any amortized amount of the premium for a taxable year generally will be treated first as a reduction of interest on the 2022 Senior Note includible in the U.S. holder's gross income in such taxable year to the extent thereof, then as a deduction allowed in that taxable year to the extent of the U.S. holder's prior interest inclusions on the 2022 Senior Note, and finally as a carryforward allowable against the U.S. holder's future interest inclusions on the 2022 Senior Note. If a U.S. holder makes such an election, the U.S. holder's tax basis in the 2022 Senior Note will be reduced by the amount of the allowable amortization. If a U.S. holder does not elect to amortize bond premium, the premium will decrease the gain or increase the loss that such U.S. holder would otherwise recognize on a disposition of its 2022 Senior Note. A U.S. holder's election to amortize premium on a constant yield method will apply to all debt obligations held or subsequently acquired by the U.S. holder on or after the first day of the first taxable year to which the election applies. A U.S. holder may not revoke the election without the consent of the IRS. U.S. holders should consult their own tax advisors before making this election and regarding the calculation and amortization of any bond premium on the 2022 Senior Notes.

*Dispositions of the 2022 Senior Notes.* Unless a nonrecognition provision of the U.S. federal income tax laws applies, upon the sale, exchange, redemption, retirement or other taxable disposition of a 2022 Senior Note, a U.S. holder will recognize taxable gain or loss in an amount equal to the difference, if any, between the amount realized on the sale, exchange, redemption, retirement or other taxable disposition (other than amounts attributable to accrued stated interest, which will be treated as described above) and the U.S. holder's adjusted tax basis in the 2022 Senior Note. A U.S. holder's adjusted tax basis in a 2022 Senior Note will generally be equal to its cost for the 2022 Senior Note, increased by the amount of any market discount with respect to the 2022 Senior Note previously included in the U.S. holder's gross income and reduced by the amount of any amortizable bond premium with respect to the 2022 Senior Note previously amortized by the U.S. holder. Gain or loss recognized by a U.S. holder on the sale, exchange, redemption, retirement or other taxable disposition of a 2022 Senior Note will generally be

capital gain or loss, except with respect to accrued market discount not previously included in income by the U.S. holder, which will be taxable as ordinary income. The capital gain or loss recognized by a U.S. holder will be long-term capital gain or loss if the U.S. holder's holding period for the 2022 Senior Note exceeds one year at the time of the disposition. Long-term capital gains recognized by individual and certain other non-corporate U.S. holders generally are eligible for reduced rates of taxation. The deductibility of capital losses is subject to limitations. Capital gain or loss recognized by a U.S. holder generally will be U.S. source gain or loss for foreign tax credit purposes.

*Certain Reporting Requirements.* Individuals who are U.S. holders (and to the extent specified in applicable Treasury regulations, certain individuals who are non-U.S. holders and certain U.S. holders who are entities) who hold "specified foreign financial assets" (as defined in section 6038D of the Internal Revenue Code) are required to file a report on IRS Form 8938 with information relating to the asset for each taxable year in which the aggregate value of all such assets exceeds \$75,000 at any time during the taxable year or \$50,000 on the last day of the taxable year (or such higher dollar amount as prescribed by applicable Treasury regulations). Specified foreign financial assets would include, among other assets, the 2022 Senior Notes, unless such notes are held through an account maintained with a U.S. financial institution. Substantial penalties apply to any failure to timely file IRS Form 8938, unless the failure is shown to be due to reasonable cause and not due to willful neglect. Additionally, in the event an individual U.S. holder (and to the extent specified in applicable Treasury regulations, an individual non-U.S. holder or a U.S. entity) that is required to file IRS Form 8938 does not file such form, the statute of limitations on the assessment and collection of U.S. federal income taxes of such holder for the related tax year may not close until three years after the date that the required information is filed. U.S. holders (including U.S. entities) and non-U.S. holders should consult their own tax advisors regarding their reporting obligations with respect to specified foreign financial assets.

*Backup Withholding.* In general, "backup withholding" may apply to payments of interest made on a 2022 Senior Note, and to the proceeds of a disposition (including a retirement or redemption) of a 2022 Senior Note, that are made to a non-corporate beneficial owner of the 2022 Senior Notes if that beneficial owner fails to provide an accurate taxpayer identification number to its applicable payor (and certify that such beneficial owner is not subject to backup withholding) or otherwise comply with applicable requirements of the backup withholding rules. Backup withholding is not an additional tax and may be credited against a beneficial owner's U.S. federal income tax liability, provided that the required information is timely furnished to the IRS.

*Non-U.S. Holders.* For purposes of the following discussion, a "non-U.S. holder" means a beneficial owner of the 2022 Senior Notes that is not, for U.S. federal income tax purposes, a U.S. holder or a partnership. A non-U.S. holder generally will not be subject to U.S. federal income or withholding tax on:

- interest received in respect of the 2022 Senior Notes, unless those payments are effectively connected with the conduct by the non-U.S. holder of a trade or business in the United States; or
- gain realized on the sale, exchange, redemption or retirement of the 2022 Senior Notes, unless that gain is effectively connected with the conduct by the non-U.S. holder of a trade or business in the United States or, in the case of gain realized by an individual non-U.S. holder, the non-U.S. holder is present in the United States for 183 days or more in the taxable year of the disposition and certain other conditions are met.

Non-U.S. holders should consult their own tax advisors regarding their U.S. federal income, branch profits and withholding tax consequences if they are subject to any of the exceptions noted above.

A non-U.S. holder may be required to certify its non-U.S. status to avoid backup withholding on payments of interest made on a 2022 Senior Note and on proceeds of a disposition (including a retirement or redemption) of a 2022 Senior Note.

**THIS SUMMARY DOES NOT DISCUSS ANY TAX CONSEQUENCES RELATING TO THE PURCHASE, OWNERSHIP AND DISPOSITION OF THE 2022 SENIOR NOTES OTHER THAN U.S. FEDERAL INCOME TAX CONSEQUENCES AND INVESTORS SHOULD SEEK ADVICE FROM THEIR OWN COUNSEL WITH RESPECT TO SUCH OTHER TAX CONSEQUENCES AS WELL AS THEIR PARTICULAR U.S. FEDERAL INCOME TAX CONSEQUENCES.**

**F. Dividends and paying agents**

Not applicable.

**G. Statement by experts**

Not applicable.

**H. Documents on display**

We file reports and other information with the Securities and Exchange Commission (“SEC”). These materials, including this annual report and the accompanying exhibits, may be inspected the SEC’s website <http://www.sec.gov>.

**I. Subsidiary information**

Not applicable.

**Item 11. Quantitative and Qualitative Disclosures about Market Risks**

We are exposed to certain risks related to interest rate, foreign currency and time charter hire rate fluctuation. Risk management is carried out under policies approved by executive management.

**Interest Rate Risk:**

*Debt instruments:* As of December 31, 2018 and December 31, 2017, we had a total of \$538.2 million and \$542.9 million, respectively, in long-term indebtedness. The debt is dollar denominated except for the credit agreement for a river and estuary tanker that is euro denominated. The debt bears interest at a fixed rate except for the Term Loan B Facility, the Notes Payable, the BBVA loan and the Term Bank loan that bear interest at a floating rate.

Interest rates on the loan facility of Hidronave S.A., the credit agreement for a river and estuary tanker and the 2022 Senior Notes are fixed and, therefore, changes in interest rates affect their fair value which as of December 31, 2018 was \$0.2 million, \$5.9 million and \$343.4 million, respectively, but do not affect the related interest expense. The interest on the Term Loan B Facility, the Notes Payable, the BBVA loan and the Term Bank loan is at a floating rate and, therefore, changes in interest rates would affect their interest rate and related interest expense. As of December 31, 2018, the Company’s floating rate loan facilities was \$161.1 million. A change in the LIBOR rate of 100 basis points would increase interest expense for the year ended December 31, 2018 by \$1.6 million.

**Foreign Currency Transactions:**

Our operating results, which are reported in U.S. dollars, may be affected by fluctuations in the exchange rate between the U.S. dollar and other currencies. For accounting purposes, we use U.S. dollars as our functional and reporting currency. Therefore, revenue and expense accounts are translated into U.S. dollars at the exchange rate in effect at the date of each transaction. The balance sheets of the foreign operations are translated using the exchange rate at the balance sheet date except for property and equipment and equity, which are translated at historical rates.

Our subsidiaries in Uruguay, Argentina, Brazil and Paraguay transact part of their operations in Uruguayan pesos, Argentinean pesos, Brazilian reales and Paraguayan guaranies; however, all of the subsidiaries' primary cash flows are U.S. dollar denominated. For the year ended December 31, 2018 and for the year ended December 31, 2017, approximately 48.6% and 60.3%, respectively, of our expenses were incurred in currencies other than U.S. dollars. Transactions in currencies other than the functional currency are translated at the exchange rate in effect at the date of each transaction. Differences in exchange rates during the period between the date a transaction denominated in a foreign currency is consummated and the date on which it is either settled or translated are recognized in the statement of operations. A change in exchange rates between the U.S. dollar and each of the foreign currencies listed above by 1.00% would change our net income for the year ended December 31, 2018 by \$0.6 million.

**Inflation and Fuel Price Increases:**

The impact of inflation and the resulting pressure on prices in the South American countries in which we operate may not be fully neutralized by equivalent adjustments in the rate of exchange between the local currencies and the U.S. dollar. Specifically, for our vessels, barges and pushboats business, we negotiated, and will continue to negotiate, fuel price adjustment clauses; however, in some cases, prices that we pay for fuel are temporarily not aligned with the adjustments that we obtain under our freight contracts.

**Item 12. Description of Securities Other than Equity Securities**

Not applicable.

**PART II**

**Item 13. Defaults, Dividend Arrearages and Delinquencies**

Not applicable.

**Item 14. Material Modifications to the Rights of Shareholders and Use of Proceeds**

Not applicable.

**Item 15. Controls and Procedures**

**A. Disclosure Controls and Procedures**

The Company's management, with the participation of the Chief Executive Officer and Chief Financial Officer, conducted an evaluation, pursuant to Rule 13a-15 promulgated under the Exchange Act, of the effectiveness of our disclosure controls and procedures as of December 31, 2018. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures were effective as of December 31, 2018.

**B. Management's Annual Report on Internal Control over Financial Reporting**

The management of Navios Logistics is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) or 15d-15(f) of the Exchange Act. Navios Logistics' internal control system was designed to provide reasonable assurance to Navios Logistics' management and Board of Directors regarding the preparation and fair presentation of published financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Navios Logistics' management assessed the effectiveness of Navios Logistics' internal control over financial reporting as of December 31, 2018. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control — Integrated Framework (2013). Based on its assessment, management believes that, as of December 31, 2018, Navios Logistics' internal control over financial reporting is effective based on those criteria.

**C. Attestation Report of the Registered Public Accounting Firm**

Not applicable.

**D. Changes in internal control over financial reporting**

There have been no changes in internal controls over financial reporting that occurred during the year covered by this Annual Report that have materially affected, or are reasonably likely to materially affect, Navios Logistics' internal controls over financial reporting.

**Item 16A. Audit Committee Financial Expert**

The Board of Directors has determined that Mr. Achiotis qualifies as “an audit committee financial expert” as defined in the instructions of Item 16A of Form 20-F. Mr. Achiotis may not be deemed to be “independent” within the definition published by the New York Stock Exchange.

**Item 16B. Code of Ethics**

Navios Logistics has adopted a code of ethics, the Navios Code of Corporate Conduct and Ethics, applicable to officers, directors and employees of Navios Logistics. The Navios Code of Corporate Conduct and Ethics is available for review on Navios Logistics' website at [www.navios-logistics.com](http://www.navios-logistics.com).

**Item 16C. Principal Accountant Fees and Services**

**Audit Fees**

Our principal accountants for fiscal years 2018 and 2017 were Price Waterhouse and Co S.R.L. The audit fees for the audit of each of the years ended December 31, 2018 and 2017 were \$0.8 million and \$0.7 million, respectively.

**Audit-Related Fees**

There were no audit-related fees billed in 2018 and 2017.

**Tax Fees**

There were no tax fees billed in 2018 and 2017.

**All Other Fees**

There were no other fees billed in 2018 and 2017.

**Item 16D. Exemptions from the Listing Standards for Audit Committees**

Not applicable.

**Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

Not applicable.

**Item 16F. Change in Registrant's Certifying Accountant**

Not applicable.

**Item 16G. Corporate Governance**

Not applicable.

**Item 16H. Mine Safety Disclosure**

Not applicable.

**PART III**

**Item 17. Financial Statements**

See Item 18.

**Item 18. Financial Statements**

The financial information required by this Item is set forth on pages F-1 to F-36 and are filed as part of this report statement.

**Item 19. Exhibits**

- 1.1 [Amended Articles of Incorporation of Navios South American Logistics Inc.](#)<sup>(1)</sup>
- 1.2 [Bylaws of Navios South American Logistics Inc.](#)<sup>(1)</sup>
- 2.1 [Shareholders' Agreement, dated as of June 17, 2010, between Navios South American Logistics Inc., Navios Corporation and Grandall Investment S.A.](#)<sup>(1)</sup>
- 2.2 [Amended and Restated Waiver to Shareholder's Agreement.](#)<sup>(2)</sup>
- 2.3 [Indenture, dated April 22, 2014, among Navios South American Logistics Inc., Navios Logistics Finance \(US\) Inc., each of the Guarantors thereto and Wells Fargo Bank, National Association.](#)<sup>(3)</sup>
- 2.4 [First Supplemental Indenture, dated as of November 3, 2014, among Navios South American Logistics Inc., Navios Logistics Finance \(US\) Inc., each of the Guarantors thereto and Wells Fargo Bank, National Association.](#)<sup>(4)</sup>
- 2.5 [Second Supplemental Indenture, dated as of February 6, 2015, among Navios South American Logistics Inc., Navios Logistics Finance \(US\) Inc., each of the Guarantors thereto and Wells Fargo Bank, National Association.](#)<sup>(4)</sup>
- 2.6 [Third Supplemental Indenture, dated as of September 26, 2016, among Navios South American Logistics Inc., Navios Logistics Finance \(US\) Inc., each of the Guarantors thereto and Wells Fargo Bank, National Association.](#)<sup>(5)</sup>
- 2.7 [Fourth Supplemental Indenture, dated as of March 20, 2019, among Navios South American Logistics Inc., Navios Logistics Finance \(US\) Inc., each of the Guarantors thereto and Wells Fargo Bank, National Association.\\*](#)
- 4.1 [Administrative Services Agreement, dated as of April 12, 2011, between Navios South American Logistics Inc. and Navios Maritime Holdings Inc.](#)<sup>(1)</sup>
- 4.2 [Senior Secured Term Loan Agreement, dated December 15, 2016, between Corporacion Navios S.A., as a borrower, and Banco Bilbao Vizcaya Argentaria Uruguay S.A., as lender.](#)<sup>(6)</sup>

4.3 [Credit Agreement, dated as of November 3, 2017, among Navios South American Logistics Inc., Navios Logistics Finance \(US\) Inc., the Guarantors named therein, the several banks, financial institutions, institutional investors and other entities from time to time party thereto as lenders, and Morgan Stanley Senior Funding, Inc., as Administrative Agent.](#) <sup>(7)</sup>

8 [Subsidiaries of Navios South American Logistics Inc.\\*](#)

11 [Code of Ethics<sup>\(2\)</sup>](#)

12.1 [Section 302 Certifications of Principal Executive Officer.\\*](#)

12.2 [Section 302 Certification of Principal Financial Officer.\\*](#)

13 [Section 906 Certifications of Principal Executive and Principal Financial Officer.\\*](#)

101 The following materials from the Company's Annual Report on Form 20-F for the fiscal year ended December 31, 2018, formatted in eXtensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets at December 31, 2018 and 2017; (ii) Consolidated Statements of Operations for each of the years ended December 31, 2018, 2017 and 2016; (iii) Consolidated Statements of Cash Flows for each of the years ended December 31, 2018, 2017 and 2016; (iv) Consolidated Statements of Changes in Equity for each of the years ended December 31, 2018, 2017 and 2016; and (v) the Notes to Consolidated Financial Statements as blocks of text.\*\*

\* Filed herewith.

\*\* Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

- (1) Previously filed with Registration Statement on Form F-4 (Registration No. 333-179250), as filed with the Securities and Exchange Commission on January 31, 2012.
- (2) Previously filed with the Company's Annual Report on Form 20-F for the fiscal year ended December 31, 2011, as filed with the Securities and Exchange Commission on April 5, 2012.
- (3) Previously filed with the Company's Report on Form 6-K, filed with the Securities and Exchange Commission on April 23, 2014.
- (4) Previously filed with the Company's Annual Report on Form 20-F for the fiscal year ended December 31, 2014, as filed with the Securities and Exchange Commission on March 30, 2015.
- (5) Previously filed with the Company's Report on Form 6-K, filed with the Securities and Exchange Commission on November 29, 2016.
- (6) Previously filed with the Company's Annual Report on Form 20-F for the fiscal year ended December 31, 2016, as filed with the Securities and Exchange Commission on March 30, 2017.
- (7) Previously filed with the Company's Report on Form 6-K, filed with the Securities and Exchange Commission on November 6, 2017.

**SIGNATURES**

Navios South American Logistics Inc. hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

NAVIOS SOUTH AMERICAN LOGISTICS INC.

By: NAVIOS SOUTH AMERICAN LOGISTICS INC.

/s/ Claudio Pablo Lopez

Name: Claudio Pablo Lopez

Title: Chief Executive Officer, Vice Chairman and  
Director

Date: April 26, 2019

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## Report of Independent Registered Public Accounting Firm

### To Navios South American Logistics Inc.

To the Board of Directors and Shareholders of Navios South American Logistics Inc.

#### *Opinion on the Financial Statements*

We have audited the accompanying consolidated balance sheets of Navios South American Logistics Inc. and its subsidiaries (the “Company”) as of December 31, 2018 and 2017, and the related consolidated statements of operations, changes in equity and cash flows for each of the three years in the period ended December 31, 2018, including the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2018 in conformity with accounting principles generally accepted in the United States of America.

#### *Basis for Opinion*

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits of these consolidated financial statements in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ PRICE WATERHOUSE & Co. S.R.L.

By: /s/ Marcelo Daniel Pfaff (Partner)  
Marcelo Daniel Pfaff

Buenos Aires, Argentina  
April 26, 2019.

We have served as the Company’s auditor since 2009.

**NAVIOS SOUTH AMERICAN LOGISTICS INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(Expressed in thousands of U.S. dollars — except share data)

	Notes	December 31, 2018	December 31, 2017
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	3	\$ 76,472	\$ 79,888
Accounts receivable, net	4	28,225	25,726
Due from affiliate companies	18	150	—
Note receivable, current portion	6	174	318
Prepaid expenses and other current assets	5	17,512	6,183
Inventories		4,575	8,257
<b>Total current assets</b>		<b>127,108</b>	<b>120,372</b>
Deposits for vessels, port terminals and other fixed assets	6	—	36,849
Vessels, port terminals and other fixed assets, net	6	559,587	529,009
Intangible assets other than goodwill, net	7	57,284	60,008
Goodwill		104,096	104,096
Deferred drydock and special survey costs, net		11,156	16,412
Note receivable, net of current portion	6	428	500
Other long-term assets	8	3,644	769
<b>Total noncurrent assets</b>		<b>736,195</b>	<b>747,643</b>
<b>Total assets</b>		<b>\$ 863,303</b>	<b>\$ 868,015</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Current liabilities</b>			
Accounts payable	9	\$ 17,086	\$ 22,273
Due to affiliate companies	18	—	265
Accrued expenses	9	16,982	18,350
Deferred income		4,763	5,740
Notes payable — current portion	10	4,781	4,711
Current portion of long-term debt	10	9,797	5,254
<b>Total current liabilities</b>		<b>53,409</b>	<b>56,593</b>
Senior notes, net	10	370,424	369,260
Notes payable, net of current portion	10	22,094	26,398
Long-term debt, net of current portion	10	123,090	127,123
Income tax payable		205	466
Deferred tax liability	16	7,177	7,765
Other long-term liabilities		767	1,135
<b>Total noncurrent liabilities</b>		<b>523,757</b>	<b>532,147</b>
<b>Total liabilities</b>		<b>577,166</b>	<b>588,740</b>
<b>Commitments and contingencies</b>	15	—	—
<b>STOCKHOLDERS' EQUITY</b>			
Common stock — \$1.00 par value: 50,000,000 authorized shares; 20,000 shares issued and outstanding in 2018 and 2017	19	20	20
Additional paid-in capital		233,441	233,441
Retained earnings		52,676	45,814
<b>Total stockholders' equity</b>		<b>286,137</b>	<b>279,275</b>
<b>Total liabilities and stockholders' equity</b>		<b>\$ 863,303</b>	<b>\$ 868,015</b>

The accompanying notes are an integral part of these consolidated financial statements.

**NAVIOS SOUTH AMERICAN LOGISTICS INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Expressed in thousands of U.S. dollars — except share data)

	Notes	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016
Time charter, voyage and port terminal revenues		\$ 175,126	\$ 180,044	\$ 190,218
Sales of products		32,508	32,572	30,118
Time charter, voyage and port terminal expenses	12	(31,949)	(33,617)	(32,139)
Direct vessel expenses	13	(48,962)	(62,554)	(69,130)
Cost of products sold		(31,289)	(30,717)	(27,450)
Depreciation of vessels, port terminals and other fixed assets	6	(26,583)	(23,322)	(23,105)
Amortization of intangible assets	7	(2,724)	(3,543)	(3,523)
Amortization of deferred drydock and special survey costs	2	(7,204)	(7,928)	(6,870)
General and administrative expenses	14	(15,064)	(16,665)	(14,294)
Provision for losses on accounts receivable	4	(75)	(569)	(1,304)
Taxes other than income taxes		(7,056)	(9,018)	(9,740)
Interest expense and finance cost		(39,669)	(28,347)	(24,240)
Interest income		517	238	815
Gain on sale of assets		28	1,064	—
Foreign exchange differences, net	2	(1,355)	(726)	1,722
Other income, net		9,237	2,725	61
<b>Income/(Loss) before income taxes</b>		<b>\$ 5,486</b>	<b>\$ (363)</b>	<b>\$ 11,139</b>
Income tax benefit/(expense)	16	1,376	3,468	(982)
<b>Net income</b>		<b>\$ 6,862</b>	<b>\$ 3,105</b>	<b>\$ 10,157</b>
<b>Earnings per share, basic and diluted</b>	21	<b>\$ 0.34</b>	<b>\$ 0.16</b>	<b>\$ 0.51</b>
<b>Weighted average number of shares, basic and diluted</b>		<b>20,000</b>	<b>20,000</b>	<b>20,000</b>

The accompanying notes are an integral part of these consolidated financial statements.

**NAVIOS SOUTH AMERICAN LOGISTICS INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Expressed in thousands of U.S. dollars)

	Notes	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016
<b>OPERATING ACTIVITIES:</b>				
Net income		\$ 6,862	\$ 3,105	\$ 10,157
<b>Adjustments to reconcile net income/(loss) to net cash provided by operating activities:</b>				
Depreciation of vessels, port terminals and other fixed assets	6	26,583	23,322	23,105
Amortization of deferred drydock and special survey costs	2	7,204	7,928	6,870
Income tax (benefit)/expense	16	(1,376)	(3,468)	982
Amortization of deferred financing costs	2	2,362	1,275	1,002
Amortization of intangible assets	7	2,724	3,543	3,523
Accretion of Notes payable-receivable/unwinding of discount		(12)	(25)	477
Gain on sale of assets		(28)	(1,064)	—
Provision for losses on accounts receivable	4	75	569	1,304
<b>Changes in operating assets and liabilities:</b>				
(Increase)/decrease in accounts receivable		(2,574)	6,684	(8,120)
(Increase)/decrease in prepaid expenses and other current assets		(11,329)	3,609	(3,558)
Decrease/(increase) in inventories		3,682	(442)	(2,047)
(Increase)/decrease in other long term assets		(2,875)	1,166	(220)
Payments for drydock and special survey costs	2	(1,948)	(3,687)	(7,220)
Income tax payable (increase)/decrease		(261)	30	435
(Decrease)/increase in accounts payable		(5,590)	(9,164)	1,683
(Decrease)/increase in due to/due from affiliate companies, net		(415)	211	350
(Decrease)/increase in accrued expenses		(581)	2,156	128
(Decrease)/increase in deferred income		(977)	1,223	(2,708)
Decrease in other long term liabilities		(368)	—	(439)
Decrease in due to related parties		—	—	(3,825)
<b>Net cash provided by operating activities</b>		<b>\$ 21,158</b>	<b>\$ 36,971</b>	<b>\$ 21,879</b>
<b>INVESTING ACTIVITIES:</b>				
Acquisition of vessels, port terminals and other fixed assets,	6	(7,307)	(9,932)	(4,262)
Deposits for vessels, port terminals and other fixed assets	6	(12,572)	(36,589)	(86,911)
Proceeds from Notes Receivable		233	200	—
<b>Net cash used in investing activities</b>		<b>\$ (19,646)</b>	<b>\$ (46,321)</b>	<b>\$ (91,173)</b>
<b>FINANCING ACTIVITIES:</b>				
Proceeds from Term Loan B Facility, net of deferred finance costs and discount		—	95,487	—
Proceeds from Notes Payable		—	709	35,306
Proceeds from long term debt, net of deferred finance costs	10	6,919	13,893	25,000
Repayment of long-term debt and payment of principal		(7,607)	(2,519)	(69)
Repayment of Notes Payable		(4,240)	(4,040)	(1,336)
Payments of obligations under capital leases	6	—	(12,374)	(3,032)
Dividends paid		—	(70,000)	—
<b>Net cash (used in)/provided by financing activities</b>		<b>\$ (4,928)</b>	<b>\$ 21,156</b>	<b>\$ 55,869</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>		<b>(3,416)</b>	<b>11,806</b>	<b>(13,425)</b>
<b>Cash and cash equivalents and restricted cash, beginning of year</b>		<b>79,888</b>	<b>68,082</b>	<b>81,507</b>
<b>Cash and cash equivalents and restricted cash, end of year</b>		<b>\$ 76,472</b>	<b>\$ 79,888</b>	<b>\$ 68,082</b>
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:</b>				
Cash paid for interest, net of capitalized interest		\$ 36,999	\$ 25,863	\$ 22,999
<b>Non-cash investing and financing activities:</b>				
Revaluation of vessels due to termination/restructuring of capital lease obligation		\$ —	\$ 5,243	\$ —
Transfers from deposits for vessels, port terminals and other fixed assets		\$ 49,421	\$ 137,357	\$ —
Acquisition of vessels port terminals and other fixed assets, net		\$ (512)	\$ (843)	\$ (472)
Deposits for vessels, port terminals and other fixed assets		\$ —	\$ (726)	\$ (5,726)
Transfers to other long term-assets		\$ (26)	\$ —	\$ —

The accompanying notes are an integral part of these consolidated financial statements.

**NAVIOS SOUTH AMERICAN LOGISTICS INC.**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
(Expressed in thousands of U.S. dollars — except share data)

	Number of shares	Common Stock	Additional Paid-In Capital	Retained Earnings	Total Navios Logistics' Stockholders' Equity	Total Stockholders' Equity
<b>Balance December 31, 2015</b>	<b>20,000</b>	<b>\$ 20</b>	<b>\$303,441</b>	<b>\$32,552</b>	<b>\$ 336,013</b>	<b>\$ 336,013</b>
Net income	—	—	—	\$10,157	\$ 10,157	\$ 10,157
<b>Balance December 31, 2016</b>	<b>20,000</b>	<b>\$ 20</b>	<b>\$303,441</b>	<b>\$42,709</b>	<b>\$ 346,170</b>	<b>\$ 346,170</b>
Net income	—	—	—	\$ 3,105	\$ 3,105	\$ 3,105
Dividends	—	—	\$ (70,000)	—	\$ (70,000)	\$ (70,000)
<b>Balance December 31, 2017</b>	<b>20,000</b>	<b>\$ 20</b>	<b>\$233,441</b>	<b>\$45,814</b>	<b>\$ 279,275</b>	<b>\$ 279,275</b>
Net income	—	—	—	\$ 6,862	\$ 6,862	\$ 6,862
<b>Balance December 31, 2018</b>	<b>20,000</b>	<b>\$ 20</b>	<b>\$233,441</b>	<b>\$52,676</b>	<b>\$ 286,137</b>	<b>\$ 286,137</b>

The accompanying notes are an integral part of these consolidated financial statements.

**NAVIOS SOUTH AMERICAN LOGISTICS INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**(Expressed in thousands of U.S. dollars — except share data)**

**NOTE 1: DESCRIPTION OF BUSINESS**

Navios South American Logistics Inc. (“Navios Logistics” or the “Company”) was incorporated under the laws of the Republic of the Marshall Islands on December 17, 2007. Navios Logistics believes it is one of the largest logistics companies in the Hidrovia region of South America, focusing on the Hidrovia river system, the main navigable river system in the region, and on cabotage trades along the eastern coast of South America. Navios Logistics is focused on providing its customers integrated transportation, storage and related services through its port facilities, its large, versatile fleet of dry and liquid cargo barges and its product tankers. Navios Logistics serves the needs of a number of growing South American industries, including mineral and grain commodity providers as well as users of refined petroleum products. As of December 31, 2018, Navios Maritime Holdings Inc. (“Navios Holdings”) owned 63.8% of Navios Logistics’ stock.

**NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:**

**(a) Basis of Presentation:**

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

**(b) Principles of Consolidation:**

The accompanying consolidated financial statements include the accounts of Navios Logistics and its subsidiaries, both majority and wholly-owned. All significant intercompany balances and transactions between these entities have been eliminated in the consolidated statements.

The Company also consolidates entities that are determined to be variable interest entities as defined in the accounting guidance, if it determines that it is the primary beneficiary. The primary beneficiary of a variable interest entity (“VIE”) is the variable interest holder (e.g., a contractual counterparty or capital provider) deemed to have the controlling financial interest in the VIE and therefore must consolidate it. The primary beneficiary is not necessarily the party with the majority or even any of the voting interests in an entity. Rather, the primary beneficiary is the reporting entity that has both of the following characteristics: a) the power to direct the activities that most significantly impact the VIE’s economic performance; and b) the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE. A VIE is defined as a legal entity where either (a) equity interest holders as a group lack the characteristics of a controlling financial interest, including decision making ability and an interest in the entity’s residual risks and rewards, or (b) the equity holders have not provided sufficient equity investment to permit the entity to finance its activities without additional subordinated financial support, or (c) the voting rights of some investors are not proportional to their obligations to absorb the expected losses of the entity, their rights to receive the expected residual returns of the entity, or both and substantially all of the entity’s activities either involve or are conducted on behalf of an investor that has disproportionately few voting rights.

Based on internal forecasts and projections, management believes that the company has adequate financial resources to continue in operation and meet its financial commitments, including but not limited to capital expenditures and debt service obligations, for a period of at least twelve months from the date of issuance of these consolidated financial statements. Accordingly, the Company continues to adopt the going concern basis in preparing its financial statements.

**NAVIOS SOUTH AMERICAN LOGISTICS INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**(Expressed in thousands of U.S. dollars — except share data)**

**Subsidiaries Included in the Consolidation:**

Subsidiaries are those entities in which the Company has an interest of more than one half of the voting rights or otherwise has power to govern the financial and operating policies. The acquisition method of accounting is used to account for the acquisition of subsidiaries. The cost of an acquisition is measured as the fair value of the assets given up, shares issued or liabilities undertaken at the date of acquisition. The excess of the cost of acquisition over the fair value of the net assets acquired and liabilities assumed is recorded as goodwill.

Company Name	Country of Incorporation	Nature	Percentage of Ownership	Statement of operations		
				2018	2017	2016
Corporacion Navios S.A.	Uruguay	Port-Facility Owning Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Energias Renovables del Sur S.A.	Uruguay	Land Owning Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Nauticler S.A.	Uruguay	Sub-Holding Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Compania Naviera Horamar S.A.	Argentina	Vessel-Operating Management Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Compania de Transporte Fluvial International S.A.	Uruguay	Sub-Holding Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Ponte Rio S.A.	Uruguay	Operating Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
HS Tankers Inc.	Panama	Tanker-Owning Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
HS Navigation Inc.	Panama	Tanker-Owning Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
HS Shipping Ltd. Inc.	Panama	Tanker-Owning Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
HS South Inc.	Panama	Tanker-Owning Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Petrovia Internacional S.A.	Uruguay	Land-Owning Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Mercopar S.A.	Paraguay	Operating/Barge-Owning Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Petrolera San Antonio S.A.	Paraguay	Port Facility-Owning Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Stability Oceanways S.A.	Panama	Barge and Pushboat-Owning Operating Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Hidronave South American Logistics S.A.	Brazil	Pushboat-Owning Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Horamar do Brasil Navegação Ltda	Brazil	Non-Operating Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Navarra Shipping Corporation	Marshall Is.	Tanker-Owning Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Pelayo Shipping Corporation	Marshall Is.	Tanker-Owning Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Navios Logistics Finance (US) Inc.	Delaware	Operating Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Varena Maritime Services S.A.	Panama	Barge and Pushboat-Owning Operating Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Honey Bunkering S.A.	Panama	Tanker-Owning Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Naviera Alto Parana S.A.	Paraguay	Operating Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Edolmix S.A.	Uruguay	Port-Terminal Rights Owning Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Cartisur S.A.	Uruguay	Non-Operating Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
NP Trading S.A.	British Virgin Islands	Sub-Holding Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Ruswe International S.A.	Uruguay	Barge-Operating Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Delta Naval Trade S.A.	Panama	Non-Operating Company	100%	1/1-12/31	1/1-12/31	7/21-12/31
Terra Norte Group S.A.	Paraguay	Non-Operating Company	100%	1/1-12/31	1/1-12/31	1/1-12/31
Corporacion Navios Granos S.A. (1)	Uruguay	Port-Facility Owning Company	100%	11/30-12/31	—	—
Docas Fluvial do Porto Murtinho S.A. (1)	Brazil	Land Owning Company	95%	11/12-12/31	—	—

(1) The companies were created during the year ended December 31, 2018.

**(c) Use of Estimates:**

The preparation of consolidated financial statements in conformity with the accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. On an on-going basis, management evaluates the estimates and judgments, including those related to uncompleted voyages, future drydock dates, the selection of useful lives for tangible and intangible assets, expected future cash flows from long-lived assets to support impairment tests, impairment test for goodwill, provisions necessary for losses on accounts receivable and demurrages, provisions for legal disputes, and contingencies. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates under different assumptions and/or conditions.

**NAVIOS SOUTH AMERICAN LOGISTICS INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**(Expressed in thousands of U.S. dollars — except share data)**

**(d) Cash and Cash Equivalents:**

Cash and cash equivalents consist of cash on hand, deposits held with banks, and other short-term liquid investments with original maturities of three months or less.

**(e) Restricted Cash:**

The Company historically presented changes in restricted cash and cash equivalents depending on the nature of the cash flow within the consolidated statement of cash flows. During the first quarter of 2018, the Company adopted ASU 2016-18, *Statement of Cash Flows (Topic 230): Restricted Cash*, which requires that restricted cash and cash equivalents be included as components of total cash and cash equivalents as presented on the statement of cash flows. The recognition and measurement guidance for restricted cash is not affected. The Company applied this guidance retrospectively to all prior periods presented in the Company's financial statements. Restricted cash balance was zero for all periods presented. See also Note 15.

**(f) Accounts Receivable, Net:**

The amount shown as accounts receivable, net, at each balance sheet date, includes receivables from charterers for hire, freight and demurrage billings, net of a provision for doubtful accounts. At each balance sheet date, all potentially uncollectible accounts are assessed individually for purposes of determining the appropriate provision for doubtful accounts.

**(g) Insurance Claims:**

Insurance claims at each balance sheet date consist of claims submitted and/or claims in the process of compilation or submission (claims pending). They are recorded on the accrual basis and represent the claimable expenses, net of applicable deductibles, incurred through December 31 of each reported period, which are expected to be recovered from insurance companies. Any remaining costs to complete the claims are included in accrued liabilities. Claims receivable mainly represent claims against ports' and vessels' insurance underwriters in respect of damages arising from accidents or other insured risks. While it is anticipated that claims receivable will be recovered within one year, such claims may not all be recovered within one year due to the attendant process of settlement. Nonetheless, amounts are classified as current as they represent amounts currently due to the Company. All amounts are shown net of applicable deductibles.

**(h) Inventories:**

Inventories, which primarily consist of petroleum products and other inventories such as lubricants and stock provisions on board of the owned vessels and pushboats at period end, are valued at the lower of cost or market as determined on the first-in, first-out basis.

**(i) Barges, Pushboats and Other Vessels:**

Barges, pushboats and other vessels acquired as part of a business combination are recorded at fair value on the date of acquisition and if acquired as an asset acquisition are recorded at cost (including transaction costs). All other barges, pushboats and other vessels acquired are stated at cost, which consists of the contract price, capitalized interest and any material expenses incurred upon acquisition (improvements and delivery expenses). Subsequent expenditures for major improvements and upgrading are capitalized, provided they appreciably extend the life, increase the earning capacity or improve the efficiency or safety of the assets. The cost and related accumulated depreciation of assets retired or sold are removed from the accounts at the time of the sale or retirement and any gain or loss is included in the accompanying consolidated statements of operations. We also capitalize interest on long-term construction projects.

Expenditures for routine maintenance and repairs are expensed as incurred.

Depreciation is computed using the straight-line method over the useful life of the assets, after considering the estimated residual value. Management estimates the useful life of the Company's vessels to be between 15 and 45 years from the asset's original construction or acquisition. However, when regulations place limitations over the ability of a vessel to trade on a worldwide basis, its useful life is re-estimated to end at the date such regulations become effective. An increase in the useful life of a vessel or in its residual value would have the effect of decreasing the annual depreciation charge and extending it into later periods. A decrease in the useful life of a vessel or in its residual value would have the effect of increasing the annual depreciation charge.

**NAVIOS SOUTH AMERICAN LOGISTICS INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
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**(j) Port Terminals and Other Fixed Assets, net:**

Port terminals and other fixed assets acquired as part of a business combination are recorded at fair value on the date of acquisition. All other port terminals and other fixed assets are stated at cost and are depreciated utilizing the straight-line method at rates equivalent to their average estimated economic useful lives. The cost and related accumulated depreciation of assets retired or sold are removed from the accounts at the time of sale or retirement and any gain or loss is included in the accompanying consolidated statements of operations.

Useful lives of the assets are:

Dry port terminal	5 to 49 years
Oil storage, plant and port facilities for liquid cargoes	5 to 20 years
Other fixed assets	5 to 10 years

**(k) Deposits for Vessels, Port terminals and Other Fixed Assets:**

Deposits for vessels, port terminals and other fixed assets represent amounts paid by the Company in accordance with the terms of the purchase agreements for the construction of vessels, port terminals and other fixed assets. Deposits for vessels, port terminals and other fixed assets also include pre-delivery expenses. Pre-delivery expenses represent any direct costs to bring the asset to the condition necessary (including possible relocation) for it to be capable of operating in the manner intended by management. Interest costs incurred during the construction (until the asset is substantially complete and ready for its intended use) are capitalized. Capitalized interest for the years ended December 31, 2018, 2017 and 2016 amounted to \$971, \$4,764 and \$5,843, respectively.

**(l) Impairment of Long-Lived Assets:**

Vessels, other fixed assets and other long-lived assets held and used by Navios Logistics are reviewed periodically for potential impairment whenever events or changes in circumstances indicate that the carrying amount of a particular asset may not be fully recoverable. In accordance with accounting for long-lived assets, management determines projected undiscounted cash flows for each asset group and compares it to its carrying amount. In the event that projected undiscounted cash flows for an asset group is less than its carrying amount, then management reviews fair values and compares them to the asset's carrying amount. In the event that impairment occurs, an impairment charge is recognized by comparing the asset's carrying amount to its fair value. For the purposes of assessing impairment, long lived-assets are grouped at the lowest levels for which there are separately identifiable cash flows.

For all the periods presented, the management of Navios Logistics after considering various indicators, including but not limited to its long-lived assets' contracted revenues and cash flows over their remaining useful life and the economic outlook, concluded that no impairment analysis should be performed on the long-lived assets.

Although management believes the underlying indicators supporting this conclusion are reasonable, if charter rate trends and the length of the current market downturn occur, management may be required to perform impairment analysis that could expose Navios Logistics to material charges in the future.

No impairment loss was recognized for any of the periods presented.

**(m) Deferred Drydock and Special Survey Costs:**

The Company's vessels, pushboats and barges are subject to regularly scheduled drydocking and special surveys that are carried out every five years for oceangoing vessels and up to every eight years for pushboats and barges, to coincide with the renewal of the related certificates issued by the classification societies, unless a further extension is obtained under certain conditions. The costs of drydocking and special survey are deferred and amortized over the above mentioned periods or to the next drydocking or special survey date if such has been determined. Unamortized drydocking or special survey costs of vessels, pushboats and barges sold are charged against income in the year the vessel, pushboat or barge is sold. Costs capitalized as part of the drydocking or special survey consist principally of the actual costs incurred at the yard, spare parts, paints, lubricants and fuel, labour and services incurred solely during the drydocking or special survey period. For each of the years ended December 31, 2018, 2017 and 2016, the amortization expense was \$7,204, \$7,928 and \$6,870, respectively and the payments for drydocking and special survey were \$1,948, \$3,687 and \$7,220, respectively. Accumulated amortization as of December 31, 2018 and 2017 amounted to \$41,296 and \$34,092, respectively.

**(n) Deferred Financing Costs:**

Deferred financing costs include fees, commissions and legal expenses associated with obtaining or modifying loan facilities. These costs are amortized over the life of the related debt using the effective interest rate method, and are included in interest expense. Amortization expense for each of the years ended December 31, 2018, 2017 and 2016 was \$2,362, \$1,275 and \$1,002, respectively.

**NAVIOS SOUTH AMERICAN LOGISTICS INC.**  
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**(o) Goodwill and Other Intangibles:**

*(i) Goodwill:* Goodwill is tested for impairment at the reporting unit level at least annually. The Company evaluates impairment of goodwill using a two-step process. First, the aggregate fair value of the reporting unit is compared to its carrying amount, including goodwill. The Company determines the fair value of the reporting unit based on discounted cash flow analysis. The Company believes that the discounted cash flow analysis is the best indicator of fair value for its individual reporting units.

If the fair value of a reporting unit exceeds the carrying amount, no impairment exists. If the carrying amount of the reporting unit exceeds the fair value, then the Company must perform the second step to determine the implied fair value of the reporting unit's goodwill and compare it with its carrying amount. The implied fair value of goodwill is determined by allocating the fair value of the reporting unit to all the assets and liabilities of that reporting unit, as if the reporting unit had been acquired in a business combination and the fair value of the reporting unit was the purchase price. If the carrying amount of the goodwill exceeds the implied fair value, then goodwill impairment is recognized by writing the goodwill down to its implied fair value.

The fair value for goodwill impairment testing was estimated using the expected present value of future cash flows, using judgments and assumptions that management believes were appropriate in the circumstances. The significant factors and assumptions the Company used in its discounted cash flow analysis included: EBITDA, the discount rate used to calculate the present value of future cash flows and future capital expenditures.

EBITDA assumptions included revenue assumptions, general and administrative expense growth assumptions, and direct vessel expenses growth assumptions. The future cash flows from operations were determined principally by combining revenues from existing contracts and estimated revenues based on the historical performance of each segment, including utilization rates and actual storage capacity. A weighted average cost of capital ("WACC") was used to discount future estimated cash flows to their present values. The WACC was based on externally observable data regarding risk free rates, risk premiums and systematic risk and on the Company's cost of equity and debt and its capital structure.

No impairment loss was recognized for any of the periods presented.

*(ii) Intangibles Other Than Goodwill:* Navios Logistics' intangible assets consist of customer relationships, trade name (was fully amortized as of December 31, 2018) and port terminal operating rights.

Intangible assets resulting from acquisitions accounted for using the purchase method of accounting and are recorded at fair value as estimated based on market information, the "relief from royalty" method or discounted cash flows.

The fair value of the trade name was determined based on the "relief from royalty" method which values the trade name based on the estimated amount that a company would have to pay in an arm's length transaction in order to use that trade name. Other intangibles that are being amortized, such as the port terminal operating rights and customer relationships, would be considered impaired if their fair market value could not be recovered from the future undiscounted cash flows associated with the asset. The fair value of customer relationships was determined based on the "excess earnings" method, which relies upon the future cash flow generating ability of the asset. The asset is amortized under the straight line method.

When intangible assets or liabilities associated with the acquisition of a vessel are identified, they are recorded at fair value. Fair value is determined by reference to market data and the discounted amount of expected future cash flows. Where charter rates are higher than market charter rates, an asset is recorded, being the difference between the acquired charter rate and the market charter rate for an equivalent vessel. Where charter rates are less than market charter rates, a liability is recorded, being the difference between the assumed charter rate and the market charter rate for an equivalent vessel. The determination of the fair value of acquired assets and assumed liabilities requires us to make significant assumptions and estimates of many variables including market charter rates, expected future charter rates, the level of utilization of our vessels and our weighted average cost of capital. The use of different assumptions could result in a material change in the fair value of these items, which could have a material impact on our financial position and results of operations.

No impairment loss was recognized for any of the periods presented.

Amortizable intangible assets are amortized under the straight-line method according to the following weighted average amortization periods:

<u>Intangible Assets/Liabilities</u>	<u>Years</u>
Trade name	10
Port terminal operating rights	47
Customer relationships	20

**NAVIOS SOUTH AMERICAN LOGISTICS INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
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**(p) Foreign Currency Translation:**

The Company's and its subsidiaries' functional currency and reporting currency is the U.S. dollar. Therefore, the financial statements of the foreign operations are translated using the exchange rate at the balance sheet date except for property and equipment and equity, which are translated at historical rates. The Company's subsidiaries in Uruguay, Argentina, Brazil and Paraguay transact part of their operations in Uruguayan pesos, Argentinean pesos, Brazilian reals and Paraguayan guaranies. However, all of the subsidiaries' primary cash flows are U.S. dollar-denominated. Transactions in currencies other than the functional currency are translated at the exchange rate in effect at the date of each transaction. Differences in exchange rates during the period between the date a transaction denominated in a foreign currency is consummated and the date on which it is either settled or translated, are recognized in the consolidated statement of operations.

The foreign currency exchange (losses)/gains recognized in the consolidated statement of operations for each of the years ended December 31, 2018, 2017 and 2016 were (\$1,355), (\$726) and \$1,722, respectively.

**(q) Provisions for Contingencies Losses:**

The Company, in the ordinary course of business, is subject to various claims, suits and complaints. Management, in consultation with internal and external advisers, will provide for a contingent loss in the financial statements if the contingency loss is probable at the date of the financial statements and the amount of the loss can be reasonably estimated. If the Company has determined that the reasonable estimate of the probable loss is a range and there is no best estimate within the range, the Company will accrue the lower amount of the range. For probable losses accrued any reasonably possible loss in excess of amounts accrued are disclosed. See Note 15, "Commitments and Contingencies" for further discussion. During the year ended December 31, 2017, the Company recorded \$1,272 in the consolidated statement of operations under "Other income, net" as additional income for several contracts relating to the Barge Business.

**(r) Segment Reporting:**

Operating segments, as defined, are components of an enterprise for which separate financial information is available that is evaluated regularly by the chief operating decision makers in deciding how to allocate resources and in assessing performance. Based on the Company's methods of internal reporting and management structure, the Company has three reportable segments: Port Terminal Business, Cabotage Business and Barge Business. See Note 22 for details.

**(s) Revenue and Expense Recognition:**

On January 1, 2018, the Company adopted the provisions of ASC 606, Revenue from Contracts with Customers (ASC 606). The guidance provides a unified model to determine how revenue is recognized. In doing so, the Company makes judgments including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price, and allocating the transaction price to each performance obligation. Revenue is recognized when (or as) the Company transfers promised goods or services to its customers in amounts that reflect the consideration to which the company expects to be entitled to in exchange for those goods or services, which occurs when (or as) the Company satisfies its contractual obligations and transfers control of the promised goods or services to its customers. Revenues are recognized to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In determining the appropriate amount of revenue to be recognized as it fulfills its obligations under its agreements, the Company performs the following steps: (i) identification of the promised goods or services in the contract; (ii) determination of whether the promised goods or services are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations based on estimated selling prices; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

The Company's contract revenues from time chartering are governed by ASC 840 "Leases". Upon adoption of ASC 606, the timing and recognition of earnings from time charter contracts to which the Company is party did not change from previous practice. The Company has determined to recognize lease revenue as a combined single lease component for all time charters (operating leases) as the related lease component and non lease component will have the same timing and pattern of the revenue recognition of the combined single lease component. The performance obligations in a time charter contract are satisfied over term of the contract beginning when the vessel is delivered to the charterer until it is redelivered back to the Company. As a result of the adoption of these standards, there was no effect on the Company's opening retained earnings, consolidated balance sheets and consolidated statements of comprehensive (loss)/income.

**NAVIOS SOUTH AMERICAN LOGISTICS INC.**  
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Revenue is recorded when (i) services are rendered, (ii) the Company has signed a charter agreement or other evidence of an arrangement, (iii) the price is fixed or determinable, and (iv) collection is reasonably assured. The Company generates revenue from contracts of affreightment/voyage contracts, time charters, bareboat charters, demurrages and contracts covering dry or liquid port terminal operations.

Revenue from contracts of affreightment (“COA”)/voyage contracts relating to our barges is recognized ratably over the estimated relative transit time of each voyage. A voyage is deemed to commence upon the barge’s arrival at the loading port, as applicable under the contract, and is deemed to end upon the completion of discharge under the current voyage. The percentage of transit time is based on the days traveled as of the balance sheet date divided by the total days expected for the voyage. The position of the barge at the balance sheet date is determined by the days traveled as of the balance sheet date over the total voyage of the pushboat having the barge in tow. Revenue arising from contracts that provide our customers with continuous access to convoy capacity is recognized ratably over the period of the contracts.

Since the adoption of Account Standard Codification (“ASC”) 606, “Revenue from Contracts with Customers”, the Company is recognizing revenue ratably from the vessel’s/barge’s arrival at the loading port, as applicable under the contract, to when the charterer’s cargo is discharged as well as defer costs that meet the definition of “costs to fulfill a contract” and relate directly to the contract. The adoption of this standard had no material effect on the Company’s opening retained earnings, consolidated balance sheets and consolidated statements of operations.

Revenues earned under contracts of affreightment (“COA”)/voyage contracts, amounted to \$35,623, \$42,455 and \$62,603 for each of the years ended December 31, 2018, 2017 and 2016, respectively.

Revenues from time chartering and bareboat chartering of vessels and barges are accounted for as operating leases and are thus recognized on a straight line basis as the average revenue over the rental periods of such charter agreements as service is performed, except for loss generating time charters, in which case the loss is recognized in the period when such loss is determined. A time charter involves placing a vessel or barge at the charterer’s disposal for a period of time during which the charterer uses the vessel in return for the payment of a specified daily hire rate. Short period charters for less than three months are referred to as spot-charters. Charters extending three months to a year are generally referred to as medium-term charters. All other charters are considered long-term. Revenues from time chartering and bareboat chartering of vessels and barges amounted to \$72,689, \$84,063 and \$91,347 for each of the years ended December 31, 2018, 2017 and 2016, respectively.

Revenues from dry port terminals operations consist of an agreed flat fee per ton and cover the services performed to unload barges (or trucks), transfer the product into silos or stockpiles for temporary storage and then loading the ocean-going vessels. Revenues are recognized upon completion of loading the ocean-going vessels. Revenue arising from contracts that provide our customers with continuous access to port terminal storage and transshipment capacity is recognized ratably over the period of the contracts. Additionally, fees are charged for vessel dockage and for storage time in excess of contractually specified terms. Dockage revenues are recognized ratably up to completion of loading as the performance obligation is met evenly over the loading period. Storage fees are assessed and recognized at the point when the product remains in the silo storage beyond the contractually agreed time allowed. Storage fee revenue is recognized ratably over the storage period and ends when the product is loaded onto the ocean-going vessel. Revenue from dry port terminal operations amounted to \$58,552, \$43,984 and \$29,056 for each of the years ended December 31, 2018, 2017 and 2016, respectively. Revenues from storage fees in the dry port terminal operations amounted to \$882, \$1,974 and \$446 for each of the years ended December 31, 2018, 2017 and 2016, respectively. Dockage revenues in the dry port terminal operations amounted to \$3,136, \$4,497 and \$3,373 for each of the years ended December 31, 2018, 2017 and 2016, respectively.

Revenues from the liquid port terminal consist mainly of sales of petroleum products in the Paraguayan market and revenues from liquid port operations. Revenues from liquid port terminal operations consist of an agreed flat fee per cubic meter or a fixed rate over a specific period to cover the services performed to unload barges, transfer the products into the tanks for temporary storage and then load the trucks. Revenues from sales of products are recognized upon completion of loading the trucks. Revenues from liquid port terminal operations are recognized ratably over the storage period and ends when the product is loaded onto the trucks. Revenues from sale of products amounted to \$32,508, \$32,572 and \$30,118 for each of the years ended December 31, 2018, 2017 and 2016, respectively. Revenues from liquid port terminal operations amounted to \$3,739, \$2,841 and \$3,059 for each of the years ended December 31, 2018, 2017 and 2016, respectively.

**Time Charter, Voyage and Port Terminal Expenses:**

Time charter and voyage expenses comprise all expenses related to each particular voyage, including time charter hire paid and voyage freight paid, bunkers, port charges, canal tolls, cargo handling, agency fees and brokerage commissions.

**Direct Vessel Expenses:**

Direct vessel expenses consist of all expenses relating to the operation of vessels, including crewing, repairs and maintenance, victualing costs, dockage expenses, insurance, stores and lubricants and miscellaneous expenses such as communications.

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**(t) Financial Instruments:**

Financial instruments carried on the balance sheet include cash and cash equivalents, trade receivables and payables, other receivables, long-term debt and other liabilities. The particular recognition methods applicable to each class of financial instrument are disclosed in the applicable significant accounting policy description of each item, or included below as applicable.

*Financial risk management:* The Company's activities expose it to a variety of financial risks including fluctuations in future freight rates, time charter hire rates, and fuel prices, credit and interest rates risk. Risk management is carried out under policies approved by management. Guidelines are established for overall risk management, as well as specific areas of operations.

*Credit risk:* The Company closely monitors its exposure to customers and counterparties for credit risk. Navios Logistics, through its access to Navios Holdings policies and personnel, has policies designed to limit trading to customers and counterparties with an appropriate credit history. Credit risk with respect to accounts receivable is reduced by the Company by rendering services to established international operators. Management believes that no additional credit risk beyond amounts provided for collection losses is inherent in the Company's trade receivables.

*Liquidity risk:* Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. The Company monitors cash balances for its working capital needs.

*Foreign exchange risk:* Foreign currency transactions are translated into the measurement currency rates prevailing at the dates of transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognized in the consolidated statement of operations.

**(u) Earnings per Share:**

Basic earnings per share are computed by dividing net income by the weighted average number of common shares outstanding during the years presented. There are no dilutive or potentially dilutive securities, accordingly there is no difference between basic and diluted net earnings per share.

**(v) Income Taxes:**

The Company is a Marshall Islands corporation. The Company believes that substantially all of its operations are exempt from income taxes in the Marshall Islands. The Company's subsidiaries are, however, subject to income taxes in some of the countries in which they operate, mainly Argentina, Brazil and Paraguay. The Company's operations in Uruguay and Panama are exempt from income taxes. As per the tax laws of the countries in which the Company operates that are subject to income taxes, the provisions for income taxes have been computed on a separate return basis (i.e., the Company does not prepare a consolidated income tax return). All income tax payments are made by the subsidiaries as required by the respective tax laws.

At any point in time, the Company may have tax audits underway at various stages of completion. The Company evaluates the tax positions and establishes liabilities for uncertain tax positions that may be challenged by local authorities and may not be fully sustained, despite the Company's belief that the underlying tax positions are fully supportable. Uncertain tax positions are reviewed on an ongoing basis and are adjusted in light of changing facts and circumstances, including progress of tax audits, developments in case law, and closing of statute of limitations. Such adjustments are reflected in the tax provision as appropriate.

Argentinean companies have open tax years ranging from 2011 and onwards and Paraguayan and Brazilian companies have open tax years ranging from 2013 and onwards. In relation to these open tax years, the Company believes that there are no material uncertain tax positions. The Company is generally not able to reliably estimate the ultimate settlement amounts until the close of an audit. The Company classifies interest and penalties, related to income taxes in the consolidated statement of operations under income taxes.

The asset and liability method is used to account for future income taxes. Under this method, future income tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts and the tax bases of assets and liabilities. Future income tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. The effect on future income tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A deferred tax asset is recognized for temporary differences or losses carried forward that will result in deductible amounts in future years. Valuation allowance is recognized if, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred tax asset will not be realized.

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On December 29, 2017, the Argentine government enacted the Law 27,430 that made changes to the income tax law in Argentina. The new law modifies the rates for income taxes applicable in beginning on January 1, 2018. In measuring its income tax assets and liabilities, the Company used the rate that is expected to be enacted at the time of the reversal of the asset or liability in the calculation of the deferred tax for the items related to Argentina. An income tax rate of 30% was applied on temporary differences whose reversal is expected to occur in the years before 2020, and a rate of 25% on temporary differences remaining thereafter. During the year ended December 31, 2017, the Company has recorded an income tax benefit of \$2,837 within the caption "Income tax benefit/(expense)" in the consolidated statements of operations related to the change in the rate of the income tax.

**Minimum presumed income tax (MPIT):**

Under the tax laws of Argentina, the Company's subsidiary in that country is subject to a minimum presumed income tax, or MPIT. This tax is supplementary to income tax. The tax is calculated by applying the effective tax rate of 1% on the tax basis of certain assets. The subsidiaries' tax liabilities will be the higher of income tax or MPIT. However, if the MPIT exceeds income tax during any fiscal year, such excess may be computed as a prepayment of any income tax excess over the MPIT that may arise in the next ten fiscal years. The Company has recorded as other non-current asset a total amount of \$162 for the year ended December 31, 2018 (\$226 in 2017) in relation to MPIT.

Through General Instruction N° 2/2017 of the Administracion Federal de Ingresos Publicos ("AFIP") in Argentina, the organization has instructed its legal areas to respect the criteria set by the Supreme Court of Justice of the Nation. This criteria states that there is no minimum profit presumed when a company has recorded losses in the accounting balances and losses tax carry forward in the income tax presentation in the fiscal period. As a consequence of this measure, the Argentine subsidiary of the Company has not determined a tax on minimum presumed income (or advances) for the 2018 fiscal year. Following the tax reform voted by the Argentinean Parliament in December 2017 and the subsequent resolution in-force since May 2018, this tax will no longer apply as of the fiscal year 2019.

**(w) Other Taxes:**

**Turnover tax:**

Under the tax laws of Argentina, the Company's subsidiary in that country is subject to taxes levied on gross revenues. Rates differ depending on the jurisdiction where revenues are earned for tax purposes. Average rates were approximately 3.0% for the year ended December 31, 2018 (5.0% for both 2017 and 2016, respectively). As a result of the tax reform voted by the Argentinean Parliament in December 2017, this rate will be reduced as of January 2019, from 3.0% to 2.0%. Turnover taxes are recorded as part of taxes other than income tax in the consolidated statement of operations and amounted to \$1,343 for the year ended December 31, 2018 (\$2,948 in 2017 and \$3,389 in 2016).

**(x) Dividends:**

Dividends are recorded in the Company's consolidated financial statements in the period in which they are declared. On November 3, 2017, the Company paid a dividend in the aggregate amount of \$70,000, out of which \$44,677 was paid to Navios Holdings.

**(y) Pension Information:**

The Company does not maintain any pension plans. The laws in the different countries in which the Company carries out its operations provide for pension benefits to be paid to retired employees from government pension plans and/or privately-managed pension funds.

**(z) Severance Payments:**

Under certain laws and labor agreements of the countries in which the Company conducts its operations, the Company is required to make minimum severance payments to its dismissed employees without cause and employees leaving its employment in certain other circumstances. Accrual of severance costs is made if they relate to services already rendered, relate to rights that accumulate or vest, are probable of payment and are reasonably estimable. While the Company expects to make severance payments in the future, it is impossible to estimate the number of employees that will be dismissed without proper cause in the future, if any, and accordingly the Company has not recorded such liability. Instead, severance payments are expensed as incurred.

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**(aa) Recent Accounting Pronouncements:**

In October 2018, the Financial Accounting Standards Board (“FASB”) issued ASU 2018-17, Consolidation (Topic 810): “Targeted Improvements to Related Party Guidance for Variable Interest Entities” (“ASU 2018-17”). ASU 2018-17 provides that indirect interests held through related parties in common control arrangements should be considered on a proportional basis for determining whether fees paid to decision makers and service providers are variable interests. This is consistent with how indirect interests held through related parties under common control are considered for determining whether a reporting entity must consolidate a VIE. For Public business entities the amendments are effective for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years. Early adoption is permitted. The Company is currently assessing the impact that adopting this new accounting guidance will have on its disclosures to the consolidated financial statements.

In August 2018, the FASB issued ASU 2018-14, “Compensation — Retirement Benefits — Defined Benefit Plans (Topic 715-20): Disclosure Framework—Changes to the Disclosure Requirements for Defined Benefit Plans”. This update modifies the disclosure requirements for defined benefit pension plans and other postretirement plans. ASU 2018-14 is effective for public business entities that are SEC filers beginning in the first quarter of fiscal year 2021, and earlier adoption is permitted. The Company is currently assessing the impact that adopting this new accounting guidance will have on its disclosures to the consolidated financial statements.

In August 2018, FASB issued ASU 2018-13, “Fair Value Measurement (Topic 820): Disclosure Framework — Changes to the Disclosure Requirements for Fair Value Measurement”. This update modifies the disclosure requirements on fair value measurements. ASU 2018-13 is effective for fiscal years beginning after December 15, 2019, and earlier adoption is permitted. The Company is currently assessing the impact that adopting this new accounting guidance will have on its disclosures to the consolidated financial statements.

In January 2017, FASB issued ASU 2017-04, “Intangibles — Goodwill and Other (Topic 350)”. This update addresses concerns expressed about the cost and complexity of the goodwill impairment test and simplifies how an entity is required to test goodwill for impairment by eliminating Step 2 from the goodwill impairment test. The amendments in this ASU are required for public business entities and other entities that have goodwill reported in their financial statements and have not elected the private company alternative for the subsequent measurement of goodwill. The amendments are effective for public business entities that are SEC filers for fiscal years beginning after December 15, 2019. Early adoption is permitted for all entities. The Company is currently assessing the impact that adopting this new accounting guidance will have on its consolidated financial statements.

In June 2016, FASB issued ASU No. 2016-13, “Financial Instruments — Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments.” This standard requires entities to measure all expected credit losses of financial assets held at a reporting date based on historical experience, current conditions, and reasonable and supportable forecasts in order to record credit losses in a more timely manner. ASU 2016-13 also amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. The standard is effective for interim and annual reporting periods beginning after December 15, 2019, although early adoption is permitted for interim and annual periods beginning after December 15, 2018. In November 2018, FASB issued ASU 2018-19 “Codification Improvements to topic 326, Financial Instruments — Credit Losses”. The amendments in this update clarify that operating lease receivables are not within the scope of ASC 326-20 and should instead be accounted for under the new leasing standard, ASC 842. The Company is currently assessing the impact that adopting this new accounting guidance will have on its consolidated financial statements.

In February 2016, FASB issued ASU 2016-02, “Leases (Topic 842)”. ASU 2016-02 will apply to both capital (or finance) leases and operating leases. According to ASU 2016-02, lessees will be required to recognize assets (right of use asset) and liabilities (lease liabilities) on the balance sheet for both types of leases, capital (or finance) leases and operating leases, with terms greater than 12 months. ASU 2016 — 02 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early application is permitted.

This guidance requires companies to identify lease and non-lease components of a lease agreement. Lease components relate to the right to use the leased asset and non-lease components relate to payments for goods or services that are transferred separately from the right to use the underlying asset. Total lease consideration is allocated to lease and non-lease components on a relative standalone basis. The recognition of revenues related to lease components will be governed by ASC 842 while revenue related to non-lease components will be subject to ASC 606.

In July 2018, FASB issued ASU 2018-10, Codification Improvements to Topic 842 Leases (“ASU 2018-10”). The amendments in ASU 2018-10 affect narrow aspects of the guidance issued in the amendments in ASU 2016-02. The amendments in this update affect the amendments in Update 2016-02, which are not yet effective but for which early adoption upon issuance is permitted. For entities that early adopted Topic 842, the amendments are effective upon issuance of this update, and the transition requirements are the same as those in Topic 842. For entities that have not adopted Topic 842, the effective date and transition requirements will be the same as the effective date and transition requirements in Topic 842.

In addition, in July 2018, FASB issued ASU 2018-11, Targeted Improvements to Topic 842 Leases (“ASU 2018-11”). The improvements in ASU 2018-11 provide for (a) an optional new transition method for adoption that results in initial recognition of a cumulative effect adjustment to retained earnings in the year of adoption and (b) a practical expedient for lessors, under certain circumstances, to combine the lease and non-lease components of revenues for presentation purposes.

In December 2018, FASB issued ASU 2018-20, Narrow-Scope Improvements to Topic 842 for Lessors (“ASU 2018-20”). The improvements in ASU 2018-20 are to clarify guidance for lessors on sales taxes and other similar taxes collected from lessees, certain lessor costs and recognition of variable payments for contracts with lease and non-lease components.

In January 2019, FASB issued ASU 2019-01, Codification Improvements to Topic 842 Leases (“ASU 2019-01”). The amendments in ASU 2019-01 address (i) the determination of the fair value of the underlying asset by lessors that are not manufacturers or dealers, (ii) the presentation on the Statement of Cash Flows — Sales Type and Direct Financing Leases; and (iii) the transition disclosures related to the accounting changes and error corrections (Topic 250).

ASC 842 provides practical expedients that allow entities to not (i) reassess whether any expired or existing contracts are considered or contain leases; (ii) reassess the lease classification for any expired or existing leases; and (iii) reassess initial direct costs for any existing leases.

The Company plans to adopt the standard on January 1, 2019 and expects to elect the use of practical expedients. The Company intends to apply the alternative transition method for adoption as described above. Based on a preliminary assessment, the Company expects the adoption of this guidance to have a material impact on its assets and liabilities due to its office rent agreements and the recognition of right-of-use assets and lease liabilities on its consolidated balance sheets although adoption is not expected to significantly change the recognition, measurement or presentation of lease expenses within the statements of comprehensive (loss)/income or cash flows.

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Following the adoption of the new standard, the Company expects to recognize for its office rent agreements, operating liabilities of \$1,619, with corresponding right of use assets of the same amount based on the net present value of the remaining minimum rental payments for existing operating leases. Additionally, the Company expects to recognize for its office rent agreements, right of use assets of \$1,619.

With regards to the Company's charter-out contracts, the Company is not expecting that the adoption will have a material effect on its consolidated financial statements since the Company is a lessor for these charter-out contracts and the changes are fairly minor. The Company expects to elect the use of practical expedient available to lessors which allows good and services embedded in the charter-out contract that qualify as non-lease components to be combined under a single lease component presentation.

**NOTE 3: CASH AND CASH EQUIVALENTS**

Cash and cash equivalents consisted of the following:

	December 31, 2018	December 31, 2017
Cash on hand and at banks	\$ 73,972	\$ 79,885
Short-term deposits	2,500	3
<b>Total cash and cash equivalents</b>	<b>\$ 76,472</b>	<b>\$ 79,888</b>

Short-term deposits are comprised of deposits with banks with original maturities of less than 90 days.

Cash deposits and cash equivalents in excess of amounts covered by government-provided insurance are exposed to loss in the event of non-performance by financial institutions. Navios Logistics does maintain cash deposits and equivalents in excess of government-provided insurance limits. Navios Logistics also seeks to reduce its exposure to credit risk by dealing with a diversified group of major financial institutions.

**NOTE 4: ACCOUNTS RECEIVABLE, NET**

Accounts receivable consisted of the following:

	December 31, 2018	December 31, 2017
Accounts receivable	\$ 31,081	\$ 28,507
Less: Provision for losses on accounts receivables	(2,856)	(2,781)
<b>Accounts receivable, net</b>	<b>\$ 28,225</b>	<b>\$ 25,726</b>

Changes to the provision for accounts receivables are summarized as follows:

<u>Provision for Losses on Accounts Receivables</u>	<u>Balance at Beginning of Year</u>	<u>(Charges to Expenses)/ Amount Recovered</u>	<u>Amount Utilized</u>	<u>Balance at End of Year</u>
Year ended December 31, 2016	\$ (919)	\$ (1,304)	\$ 11	\$ (2,212)
Year ended December 31, 2017	\$ (2,212)	\$ (569)	\$ —	\$ (2,781)
Year ended December 31, 2018	\$ (2,781)	\$ (75)	\$ —	\$ (2,856)

See Note 2(t) for a discussion of credit risk. For the year ended December 31, 2018, three customers accounted for 32.0%, 10.8% and 10.2% of the Company's revenue. For the year ended December 31, 2017, three customers accounted 20.3%, 13.7% and 12.7% of the Company's revenue, two of them in common with the ones accounted for in 2018. For the year ended December 31, 2016, three customers accounted for 28.0%, 13.8% and 11.5% of the Company's revenue, two of them in common with the customers accounted for in 2017. For the three years, the most significant customer is common.

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**NOTE 5: PREPAID EXPENSES AND OTHER CURRENT ASSETS**

Prepaid expenses and other current assets consist of the following:

	<b>December 31, 2018</b>	<b>December 31, 2017</b>
VAT and other tax credits	1,421	2,186
Insurance claims receivable, net <sup>(1)</sup>	11,761	1,025
Deferred insurance premiums	2,604	1,074
Advances to suppliers	494	192
Other	1,232	1,706
<b>Total prepaid expenses and other current assets</b>	<b><u>\$ 17,512</u></b>	<b><u>\$ 6,183</u></b>

(1) Includes \$11,571 related to the fire incident at the iron ore port terminal in Nueva Palmira, Uruguay.

See Note 2(g) for insurance claims receivable.

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**NOTE 6: VESSELS, PORT TERMINALS AND OTHER FIXED ASSETS, NET**

Vessels, port terminals and other fixed assets, net consist of the following:

<u>Tanker Vessels, Barges and Pushboats</u>	<u>Cost</u>	<u>Accumulated Depreciation</u>	<u>Net Book Value</u>
<b>Balance January 1, 2016</b>	<b>\$470,946</b>	<b>\$ (131,146)</b>	<b>\$339,800</b>
Additions	738	(18,894)	(18,156)
Transfers	3,696	—	3,696
<b>Balance December 31, 2016</b>	<b>\$475,380</b>	<b>\$ (150,040)</b>	<b>\$325,340</b>
Additions	5,531	(17,603)	(12,072)
Disposals	(3,585)	3,585	—
Revaluation of vessels due to termination of capital lease obligation	(5,243)	—	(5,243)
<b>Balance December 31, 2017</b>	<b>\$472,083</b>	<b>\$ (164,058)</b>	<b>\$308,025</b>
Additions	3,581	(18,528)	(14,947)
Transfers from oil storage plant and port facilities for liquid cargoes	629	—	629
Transfers from deposits for vessels, port terminal and other fixed assets, net	49,421	—	49,421
<b>Balance December 31, 2018</b>	<b>\$525,714</b>	<b>\$ (182,586)</b>	<b>\$343,128</b>
<u>Dry Port Terminals</u>	<u>Cost</u>	<u>Accumulated Depreciation</u>	<u>Net Book Value</u>
<b>Balance January 1, 2016</b>	<b>\$ 79,651</b>	<b>\$ (13,619)</b>	<b>\$ 66,032</b>
Additions	452	(2,204)	(1,752)
<b>Balance December 31, 2016</b>	<b>\$ 80,103</b>	<b>\$ (15,823)</b>	<b>\$ 64,280</b>
Additions	4,362	(4,826)	(464)
Transfers from deposits for vessels, port terminals and other fixed assets	137,357	—	137,357
<b>Balance December 31, 2017</b>	<b>\$221,822</b>	<b>\$ (20,649)</b>	<b>\$201,173</b>
Additions	2,530	(6,806)	(4,276)
Disposals	(156)	137	(19)
Transfers to other long term-assets	(26)	—	(26)
<b>Balance December 31, 2018</b>	<b>\$224,170</b>	<b>\$ (27,318)</b>	<b>\$196,852</b>
<u>Oil Storage Plant and Port Facilities for Liquid Cargoes</u>	<u>Cost</u>	<u>Accumulated Depreciation</u>	<u>Net Book Value</u>
<b>Balance January 1, 2016</b>	<b>\$29,035</b>	<b>\$ (10,279)</b>	<b>\$18,756</b>
Additions	1,599	(1,289)	310
Transfers	(1,513)	—	(1,513)
<b>Balance December 31, 2016</b>	<b>\$29,121</b>	<b>\$ (11,568)</b>	<b>\$17,553</b>
Additions	698	(411)	287
<b>Balance December 31, 2017</b>	<b>\$29,819</b>	<b>\$ (11,979)</b>	<b>\$17,840</b>
Additions	—	(478)	(478)
Transfers to tanker vessels, barges and pushboats	(629)	—	(629)
<b>Balance December 31, 2018</b>	<b>\$29,190</b>	<b>\$ (12,457)</b>	<b>\$16,733</b>

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<u>Other Fixed Assets</u>	<u>Cost</u>	<u>Accumulated Depreciation</u>	<u>Net Book Value</u>
<b>Balance January 1, 2016</b>	<b>\$ 5,851</b>	<b>\$ (2,579)</b>	<b>\$ 3,272</b>
Additions	1,945	(718)	1,227
Transfers	(2,183)	—	(2,183)
<b>Balance December 31, 2016</b>	<b>\$ 5,613</b>	<b>\$ (3,297)</b>	<b>\$ 2,316</b>
Additions	184	(482)	(298)
Disposals	(75)	28	(47)
<b>Balance December 31, 2017</b>	<b>\$ 5,722</b>	<b>\$ (3,751)</b>	<b>\$ 1,971</b>
Additions	1,708	(771)	937
Write-off	(34)	—	(34)
<b>Balance December 31, 2018</b>	<b>\$ 7,396</b>	<b>\$ (4,522)</b>	<b>\$ 2,874</b>
<u>Total</u>	<u>Cost</u>	<u>Accumulated Depreciation</u>	<u>Net Book Value</u>
<b>Balance January 1, 2016</b>	<b>\$585,483</b>	<b>\$ (157,623)</b>	<b>\$427,860</b>
Additions	4,734	(23,105)	(18,371)
<b>Balance December 31, 2016</b>	<b>\$590,217</b>	<b>\$ (180,728)</b>	<b>\$409,489</b>
Additions	10,775	(23,322)	(12,547)
Disposals	(3,660)	3,613	(47)
Transfers from deposits for vessels, port terminals and other fixed assets	137,357	—	137,357
Revaluation of vessels due to termination of capital lease obligation	(5,243)	—	(5,243)
<b>Balance December 31, 2017</b>	<b>\$729,446</b>	<b>\$ (200,437)</b>	<b>\$529,009</b>
Additions	7,819	(26,583)	(18,764)
Disposals	(156)	137	(19)
Transfers from deposits for vessels, port terminals and other fixed assets	49,421	—	49,421
Transfers to other long term-assets	(26)	—	(26)
Write-off	(34)	—	(34)
<b>Balance December 31, 2018</b>	<b>\$786,470</b>	<b>\$ (226,883)</b>	<b>\$559,587</b>

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Certain assets of the Company have been pledged as collateral for loan facilities. As of December 31, 2018 and 2017, the net book value of such assets was \$109,456 and \$93,991, respectively. See also Note 10.

On September 4, 2017, Navios Logistics signed an agreement for the construction of covers for dry barges for a total consideration of \$1,115. As of December 31, 2018, Navios Logistics had paid the whole amount (as of December 31, 2017, Navios Logistics had paid \$629).

On November 12, 2018, Navios Logistics acquired approximately 3.5 hectares of undeveloped land located in Port Murtinho region, Brazil. Navios Logistics plans to develop this land for its port operations. As of December 31, 2018, Navios Logistics had paid \$1,097 for the land acquisition.

On May 18, 2017, Navios Logistics acquired two product tankers, Ferni H (16,871 DWT) and San San H (16,871 DWT) for \$11,239 which were previously leased with an obligation to purchase in 2020. Following the acquisition of the two product tankers, the remaining capital lease obligation was terminated and the carrying value of the tankers was adjusted for the difference between the purchase price and the carrying value. See also Note 10.

In February 2017, two self-propelled barges of the Company's fleet, Formosa and San Lorenzo, were sold for a total amount of \$1,109, to be paid in cash. The sale price will be received in installments in the form of lease payments through 2023. The barges may be transferred at the lessee's option, at no cost, at the end of the lease period.

Future minimum collections of Note receivable as of December 31, 2018, are as follows:

<u>Collections Due by Period</u>	<u>December 31, 2018</u>
December 31, 2019	\$ 193
December 31, 2020	113
December 31, 2021	202
December 31, 2022	38
December 31, 2023	129
<b>Total future minimum note receivable collections</b>	<b>675</b>
Less: amount representing interest	(73)
<b>Present value of future minimum Note receivable collections <sup>(1)</sup></b>	<b>\$ 602</b>

(1) Reflected in the balance sheet as Note receivable current and non-current.

**Deposits for vessels, port terminals and other fixed assets**

During the first quarter of 2018, three new pushboats were delivered to Navios Logistics. As of December 31, 2018, a total of \$32,032 had been transferred to "Vessels, port terminals and other fixed assets, net" in the consolidated balance sheets of which capitalized interest amounted to \$3,874. As of December 31, 2017, Navios Logistics had paid \$30,708 for the construction of the three new pushboats.

During the third quarter of 2018, a river and estuary tanker was delivered to Navios Logistics. As of December 31, 2018, a total of \$17,389 had been transferred to "Vessels, port terminals and other fixed assets, net" in the consolidated balance sheets of which capitalized interest amounted to \$628. As of December 31, 2017, Navios Logistics had paid \$6,141 for the construction of the river and estuary tanker (including supervision cost).

During the second quarter of 2017, Navios Logistics substantially completed the expansion of its dry port in Uruguay. As of December 31, 2017, a total of \$137,357 had been transferred to "Vessels, port terminals and other fixed assets, net" in the consolidated balance sheets of which capitalized interest amounted to \$9,971.

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**NOTE 7: INTANGIBLE ASSETS OTHER THAN GOODWILL**

Intangible assets as of December 31, 2018 and 2017 consist of the following:

<u>December 31, 2018</u>	<u>Acquisition Cost</u>	<u>Accumulated Amortization</u>	<u>Net Book Value December 31, 2018</u>
Port terminal operating rights	53,152	(11,838)	41,314
Customer relationships	36,120	(20,150)	15,970
<b>Total intangible assets</b>	<b>\$ 89,272</b>	<b>\$ (31,988)</b>	<b>\$ 57,284</b>

  

<u>December 31, 2017</u>	<u>Acquisition Cost</u>	<u>Accumulated Amortization</u>	<u>Net Book Value December 31, 2017</u>
Port terminal operating rights	53,152	(10,889)	42,263
Customer relationships	36,120	(18,375)	17,745
<b>Total intangible assets</b>	<b>\$ 89,272</b>	<b>\$ (29,264)</b>	<b>\$ 60,008</b>

Amortization expense for each of the years ended December 31, 2018, 2017 and 2016, amounted to \$2,724, \$3,543 and \$3,523, respectively.

The aggregate amortization of acquired intangibles will be as follows:

<u>Description</u>	<u>Within One Year</u>	<u>Year Two</u>	<u>Year Three</u>	<u>Year Four</u>	<u>Year Five</u>	<u>Thereafter</u>	<u>Total</u>
Port terminal operating rights	995	995	995	995	995	36,339	41,314
Customer relationships	1,775	1,775	1,775	1,775	1,775	7,095	15,970
<b>Total</b>	<b>\$2,770</b>	<b>\$2,770</b>	<b>\$2,770</b>	<b>\$2,770</b>	<b>\$2,770</b>	<b>\$ 43,434</b>	<b>\$57,284</b>

**NOTE 8: OTHER LONG-TERM ASSETS**

Other long-term assets as of December 31, 2018 and 2017 consist of the following:

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Prepaid expenses	1,713	—
Fuel delivery	687	687
Other	1,244	82
<b>Total other long-term assets</b>	<b>\$ 3,644</b>	<b>\$ 769</b>

**NOTE 9: ACCOUNTS PAYABLE AND ACCRUED EXPENSES**

Accounts payable consist of the following:

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Trade payable	\$ 15,470	\$ 21,614
Rent payable	183	230
Professional fees payable	1,433	429
<b>Total accounts payable</b>	<b>\$ 17,086</b>	<b>\$ 22,273</b>

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Accrued expenses consist of the following:

	December 31, 2018	December 31, 2017
Accrued salaries	\$ 4,746	\$ 6,563
Taxes	6,094	5,002
Accrued fees	266	1,086
Accrued bond coupon	4,531	4,531
Accrued interest	1,305	1,112
Other	40	56
<b>Total accrued expenses</b>	<b>\$ 16,982</b>	<b>\$ 18,350</b>

**NOTE 10: BORROWINGS**

Borrowings consist of the following:

	December 31, 2018	December 31, 2017
Senior Notes	\$ 375,000	\$ 375,000
Term Loan B Facility	\$ 99,000	\$ 100,000
Notes Payable	\$ 26,875	\$ 31,109
BBVA loan	\$ 19,300	\$ 23,250
Term Bank loan	\$ 11,900	\$ 13,300
Credit agreement for a river and estuary tanker	\$ 5,909	—
Loan for Nazira	\$ 184	\$ 253
<b>Total borrowings</b>	<b>538,168</b>	<b>542,912</b>
Less: current portion	(14,578)	(9,965)
Less: deferred financing costs, net	(7,982)	(10,166)
<b>Total long-term borrowings</b>	<b>\$ 515,608</b>	<b>\$ 522,781</b>

**2022 Senior Notes**

On April 22, 2014, Navios Logistics and its wholly-owned subsidiary Navios Logistics Finance (US) Inc. (“Logistics Finance” and, together with Navios Logistics, the “Co-Issuers”) issued \$375,000 in aggregate principal amount of Senior Notes due on May 1, 2022 (the “2022 Senior Notes”), at a fixed rate of 7.25%. The 2022 Senior Notes are unregistered and are fully and unconditionally guaranteed, jointly and severally, by all of Navios Logistics’ direct and indirect subsidiaries except for Horamar do Brasil Navegação Ltda (“Horamar do Brasil”), Naviera Alto Parana S.A. (“Naviera Alto Parana”) and Terra Norte Group S.A. (“Terra Norte”), which are deemed to be immaterial, and Logistics Finance, which is the co-issuer of the 2022 Senior Notes. The subsidiary guarantees are “full and unconditional,” except that the indenture provides for an individual subsidiary’s guarantee to be automatically released in certain customary circumstances, such as in connection with a sale or other disposition of all or substantially all of the assets of the subsidiary, in connection with the sale of a majority of the capital stock of the subsidiary, if the subsidiary is designated as an “unrestricted subsidiary” in accordance with the indenture, upon liquidation or dissolution of the subsidiary or upon legal or covenant defeasance or satisfaction and discharge of the 2022 Senior Notes.

The Co-Issuers have the option to redeem the 2022 Senior Notes in whole or in part, at their option, at any time on or after May 1, 2017, at a fixed price of 105.438%, which price declines ratably until it reaches par in 2020. Upon the occurrence of certain change of control events, the holders of the 2022 Senior Notes will have the right to require the Co-Issuers to repurchase some or all of the 2022 Senior Notes at 101% of their face amount, plus accrued and unpaid interest to the repurchase date.

As of December 31, 2018 and December 31, 2017, deferred financing costs associated with the 2022 Senior Notes amounted to \$4,576 and \$5,740, respectively. Interest expense associated with the senior notes amounted to \$27,188, \$27,188 and 27,188 for the years ended December 31, 2018, 2017 and 2016, respectively.

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The indenture governing the 2022 Senior Notes contains covenants which, among other things, limit the incurrence of additional indebtedness, issuance of certain preferred stock, the payment of dividends, redemption or repurchase of capital stock or making restricted payments and investments, creation of certain liens, transfer or sale of assets, entering into transactions with affiliates, merging or consolidating or selling all or substantially all of Navios Logistics' properties and assets and creation or designation of restricted subsidiaries.

The indenture governing the 2022 Senior Notes includes customary events of default.

In addition, there are no significant restrictions on (i) the ability of the parent company, any issuer (or co-issuer) or any guarantor subsidiaries of the 2022 Senior Notes to obtain funds by dividend or loan from any of their subsidiaries or (ii) the ability of any subsidiaries to transfer funds to the issuer (or co-issuer) or any guarantor subsidiaries.

***Term Loan B Facility***

On November 3, 2017, Navios Logistics and Logistics Finance, as co-borrowers, completed the issuance of a \$100,000 Term Loan B Facility (the "Term Loan B Facility"). The Term Loan B Facility bears an interest rate of LIBOR plus 475 basis points and has a four-year term with 1.0% amortization per annum. The Term Loan B Facility is fully and unconditionally guaranteed, jointly and severally, by all of Navios Logistics' direct and indirect subsidiaries except for Horamar do Brasil, Naviera Alto Parana and Terra Norte, which are deemed to be immaterial, and Logistics Finance, which is the co-borrower of the Term Loan B Facility. The subsidiary guarantees are "full and unconditional," except that the credit agreement governing the Term Loan B Facility provides for an individual subsidiary's guarantee to be automatically released in certain circumstances. The Term Loan B Facility is secured by first priority mortgages on five tanker vessels servicing Navios Logistics cabotage business, as well as by assignments of the revenues arising from certain time charter contracts, and an iron ore port contract.

The Term Loan B Facility contains restrictive covenants including restrictions on indebtedness, liens, acquisitions and investments, restricted payments and dispositions. The Term Loan B Facility also provides for customary events of default, including change of control.

As of December 31, 2018, a balance of \$99,000 was outstanding under the Term Loan B Facility.

As of December 31, 2018 and December 31, 2017, unamortized deferred financing costs associated with the Term Loan B Facility amounted to \$3,188 and \$4,331, respectively. Interest expense associated with the Term Loan B Facility amounted to \$7,171 and \$1,006 for the year ended December 31, 2018 and December 31, 2017, respectively.

***Notes Payable***

In connection with the purchase of mechanical equipment for the expansion of its dry port terminal, the Company entered into an unsecured export financing line of credit for a total amount of \$41,964, including all related fixed financing costs of \$5,949, available in multiple drawings upon the completion of certain milestones ("Drawdown Events"). The Company incurs the obligation for the respective amount drawn by signing promissory notes ("Notes Payable"). Each drawdown is repayable in 16 consecutive semi-annual installments, starting six months after the completion of each Drawdown Event. Together with each Note Payable, the Company shall pay interest equal to six-month LIBOR. The unsecured export financing line is fully and unconditionally guaranteed by Ponte Rio S.A.. As of December 31, 2018, the Company had drawn the total available amount and the outstanding balance of Notes Payable was \$26,875.

Interest expense associated with the Notes Payable amounted to \$1,775, \$1,013 and \$1,065 for the year ended December 31, 2018, December 2017 and December 31, 2016, respectively.

***Other Indebtedness***

On December 15, 2016, the Company entered into a \$25,000 facility with Banco Bilbao Vizcaya Argentaria Uruguay S.A. ("BBVA"), for general corporate purposes. The loan bears interest at a rate of LIBOR (180 days) plus 325 basis points. The loan is repayable in twenty quarterly installments, the first payment of which was due on June 19, 2017, and secured by assignments of certain receivables. As of December 31, 2018, the outstanding amount of the loan was \$19,300.

On May 18, 2017, the Company entered into a \$14,000 term loan facility (the "Term Bank Loan") in order to finance the acquisition of two product tankers. The Term Bank Loan bears interest at a rate of LIBOR (90 days) plus 315 basis points and is repayable in twenty quarterly installments with a final balloon payment of \$7,000 on the last repayment date. As of December 31, 2018, the outstanding amount of the Term Bank Loan was \$11,900. As of December 31, 2018 and December 31, 2017, unamortized deferred financing costs associated with the Term Bank Loan amounted to \$73 and \$95, respectively.

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On August 17, 2018, the Company entered into a \$7,091 (€6,200) credit agreement in order to finance the 50% of the purchase price of a river and estuary tanker. The credit agreement bears interest at a fixed rate of 675 basis points and is repayable in 24 monthly installments with the final repayment in August 17, 2020. As of December 31, 2018, the outstanding amount of the credit agreement was \$5,909. As of December 31, 2018, unamortized deferred financing costs associated with the credit agreement amounted to \$145.

In connection with the acquisition of Hidronave S.A. on October 29, 2009, the Company assumed a \$817 loan facility that was entered into by Hidronave S.A. in 2001, in order to finance the construction of the pushboat Nazira. As of December 31, 2018, the outstanding loan balance was \$184. The loan facility bears interest at a fixed rate of 600 basis points. The loan is repayable in monthly installments of \$6 each and the final repayment must occur prior to August 10, 2021.

In connection with the 2022 Senior Notes, the Term Loan B Facility and these other long term liabilities, the Company is subject to certain covenants, commitments, limitations and restrictions.

The Company was in compliance with all the covenants as of December 31, 2018.

The annual weighted average interest rates of the Company's total borrowings were 7.04%, 6.13% and 6.08% for the year ended December 31, 2018, 2017 and 2016, respectively.

The maturity table below reflects future payments of the long-term debt outstanding as of December 31, 2018, for the next five years and thereafter.

<u>Year</u>	<u>Amount in thousands of U.S. dollars</u>
2019	\$ 15,821
2020	15,348
2021	110,257
2022	389,205
2023	5,012
2024 and thereafter	2,525
<b>Total</b>	<b><u>\$ 538,168</u></b>

**NOTE 11: FAIR VALUE OF FINANCIAL INSTRUMENTS**

The following methods and assumptions were used to estimate the fair value of each class of financial instrument:

**Cash and cash equivalents:** The carrying amounts reported in the consolidated balance sheets for interest bearing deposits approximate their fair value because of the short maturity of these investments.

**Borrowings:** The book value has been adjusted to reflect the net presentation of deferred financing costs. The outstanding balance of the floating rate loans continues to approximate their fair value, excluding the effect of any deferred finance costs. The 2022 Senior Notes, the credit agreement for the acquisition of a river and estuary tanker and the loan for the acquisition of Hidronave S.A. are fixed rate borrowings and their fair value was determined based on quoted market prices.

**Note receivable:** The carrying amount of the Note receivable approximates its fair value.

**Notes Payable:** The Notes Payable are floating rate obligations and their carrying amounts approximate their fair value as indicated in the table below.

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The estimated fair values of the Company's financial instruments are as follows:

	December 31, 2018		December 31, 2017	
	Book Value	Fair Value	Book Value	Fair Value
Cash and cash equivalents	\$ 76,472	\$ 76,472	\$ 79,888	\$ 79,888
Note receivable, including current portion	\$ 602	\$ 602	\$ 818	\$ 818
Senior notes	\$(370,424)	\$(343,373)	\$(369,260)	\$(361,549)
Term Loan B Facility	\$ (95,812)	\$ (98,505)	\$ (95,669)	\$(101,563)
Notes payable, including current portion	\$ (26,875)	\$ (26,875)	\$ (31,109)	\$ (31,109)
Long-term debt, including current portion	\$ (37,075)	\$ (37,075)	\$ (36,708)	\$ (36,708)

**Fair Value Measurements**

The estimated fair value of our financial instruments that are not measured at fair value on a recurring basis, categorized based upon the fair value hierarchy, are as follows:

Level I: Inputs are unadjusted, quoted prices for identical assets or liabilities in active markets that we have the ability to access. Valuation of these items does not entail a significant amount of judgment.

Level II: Inputs other than quoted prices included in Level I that are observable for the asset or liability through corroboration with market data at the measurement date.

Level III: Inputs that are unobservable.

	Fair Value Measurements at December 31, 2018			
	Total	Level I	Level II	Level III
Cash and cash equivalents	\$ 76,472	\$ 76,472	\$ —	\$ —
Note receivable, including current portion	\$ 602	\$ 602	\$ —	\$ —
Senior Notes	\$(343,373)	\$(343,373)	\$ —	\$ —
Term Loan B Facility	\$ (98,505)	\$ —	\$(98,505)	\$ —
Notes payable, including current portion <sup>(1)</sup>	\$ (26,875)	\$ —	\$(26,875)	\$ —
Long-term debt <sup>(1)</sup>	\$ (37,075)	\$ —	\$(37,075)	\$ —

	Fair Value Measurements at December 31, 2017			
	Total	Level I	Level II	Level III
Cash and cash equivalents	\$ 79,888	\$ 79,888	\$ —	\$ —
Note receivable, including current portion	\$ 818	\$ 818	\$ —	\$ —
Senior Notes	\$(361,549)	\$(361,549)	\$ —	\$ —
Term Loan B Facility	\$(101,563)	\$ —	\$(101,563)	\$ —
Notes payable, including current portion <sup>(1)</sup>	\$ (31,109)	\$ —	\$ (31,109)	\$ —
Long-term debt <sup>(1)</sup>	\$ (36,708)	\$ —	\$ (36,708)	\$ —

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1) The fair value of the Company's debt is estimated based on currently available debt with similar contract terms, interest rates and remaining maturities as well as taking into account our creditworthiness.

**NOTE 12: TIME CHARTER, VOYAGE AND PORT TERMINAL EXPENSES**

Time charter, voyage and port terminal expenses for the years ended December 31, 2018, 2017 and 2016 were as follows:

	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016
Fuel	\$ 11,150	\$ 10,471	\$ 11,839
Time charter	114	1,564	1,521
Ports payroll and related costs	8,302	7,971	6,304
Docking expenses	2,436	3,272	3,287
Maritime and regulatory fees	615	578	610
Towing expenses	2,177	2,597	2,297
Other expenses	7,155	7,164	6,281
<b>Total</b>	<b>\$ 31,949</b>	<b>\$ 33,617</b>	<b>\$ 32,139</b>

**NOTE 13: DIRECT VESSEL EXPENSES**

Direct vessel expenses for the year ended December 31, 2018, 2017 and 2016 were as follows:

	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016
Payroll and related costs	\$ 30,138	\$ 41,231	\$ 41,443
Insurances	3,831	3,534	4,149
Repairs and maintenance	6,638	7,952	12,351
Lubricants	631	736	1,046
Victualing	1,242	1,739	1,973
Travel expenses	2,013	3,343	3,608
Other expenses	4,469	4,019	4,560
<b>Total</b>	<b>\$ 48,962</b>	<b>\$ 62,554</b>	<b>\$ 69,130</b>

**NOTE 14: GENERAL AND ADMINISTRATIVE EXPENSES**

General and administrative expenses at December 31, 2018, 2017 and 2016 were as follows:

	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016
Payroll and related costs	\$ 5,423	\$ 7,030	\$ 5,899
Professional fees	4,677	3,998	3,946
Other expenses	4,964	5,637	4,449
<b>Total</b>	<b>\$ 15,064</b>	<b>\$ 16,665</b>	<b>\$ 14,294</b>

**NOTE 15: COMMITMENTS AND CONTINGENCIES**

Navios Logistics has issued a guarantee and indemnity letter that guarantees the performance by Petrolera San Antonio S.A. (a consolidated subsidiary) of all its obligations to Vitol S.A. up to \$12,000. This guarantee expires on March 1, 2020.

The Company is subject to legal proceedings, claims and contingencies arising in the ordinary course of business. When such amounts can be estimated and the contingency is probable, management accrues the corresponding liability. While the ultimate outcome of lawsuits or other proceedings against the Company cannot be predicted with certainty, management does not believe the costs, individually or in aggregate of such actions will have a material effect on the Company's consolidated financial position, results of operations or cash flows.

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The Company had a dispute with Vale International S.A. (“Vale”) regarding the termination date of a CoA contract, which was under arbitration proceedings in New York. Related to this arbitration, the Company issued a letter of credit amounting to \$2,900 and the total amount was collateralized by a cash deposit, which was presented as restricted cash in the accompanying balance sheets as of December 31, 2016. On February 10, 2017, the arbitration tribunal ruled in favor of Navios Logistics. Vale has been ordered to pay Navios Logistics \$21,500, compensating for all unpaid invoices, late payment of invoices, and legal fees incurred. An amount of \$1,157 was recorded in the consolidated statements of operations under “Other income, net” as part of this compensation during the first quarter of 2017. The full amount was received in March 2017, and the collateralized cash amount of \$2,900, was released.

On August 16, 2018, there was a fire incident at the iron ore port terminal in Nueva Palmira, Uruguay for which the Company maintains property and loss of earnings insurance coverage for such types of events (subject to applicable deductibles and other customary limitations). As of December 31, 2018, an insurance claim receivable of \$11,571 was recorded in the Company’s prepaid expenses and other current assets, of which \$9,197 was recorded in “Other income, net” in the consolidated statements of operations.

**NOTE 16: INCOME TAXES**

As indicated in Note 2(v), the Company is a Marshall Islands corporation. However, the Company is subject to tax in Argentina, Brazil and Paraguay, jurisdictions where certain of its subsidiaries operate. The Company’s operations in Panama and Uruguay are not taxed. The corporate income tax rate in Argentina, Brazil and Paraguay is 30%, 34% and 10%, respectively for the year ended December 31, 2018. As a result of the tax reforms voted by the Argentinean Parliament in December 2017, the corporate income tax rate has decreased from 35% in 2017 to 30% for the years 2018 and 2019 and will further decrease to 25% from 2020 onwards.

The components of income before income taxes in consolidated statements of operations for the years ended December 31, 2018, 2017 and 2016 are as follows:

	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016
Argentina	\$ (5,219)	\$ (6,496)	\$ (789)
Paraguay	454	(1,306)	(7,239)
Uruguay	37,113	36,931	44,432
Panama	(20,262)	(26,701)	(19,391)
Marshall Islands	(6,984)	(2,894)	(6,404)
Others	384	103	530
<b>Total income/(loss) before income taxes and noncontrolling interest</b>	<b>\$ 5,486</b>	<b>\$ (363)</b>	<b>\$ 11,139</b>

Income tax benefit is comprised of:

	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016
Current	\$ 846	\$ (194)	\$ (211)
Deferred	590	3,966	(333)
Total Argentina	\$ 1,436	\$ 3,772	\$ (544)
Current	\$ (58)	\$ (99)	\$ (162)
Deferred	(2)	(205)	(276)
Total Paraguay	\$ (60)	\$ (304)	\$ (438)
<b>Total income tax benefit/(loss)</b>	<b>\$ 1,376</b>	<b>\$ 3,468</b>	<b>\$ (982)</b>

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A reconciliation between the income tax expense resulting from applying the Marshall Islands, Panamanian or Uruguayan statutory income tax rate and the reported income tax expense has not been presented herein, as it would not provide any additional useful information to the users of these consolidated financial statements, as the Company's net income is subject to neither Marshall Islands, Panama nor Uruguay tax.

A reconciliation between the income tax expense resulting from applying the Brazilian or Paraguayan statutory income tax rate and the reported income tax expense has not been presented herein since these amounts are not material to the Company's consolidated financial statements.

Reconciliation of income tax benefit to taxes calculated based on Argentinean statutory tax rate is as follows:

	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016
Loss before income taxes and noncontrolling interest	\$ (5,219)	\$ (6,496)	\$ (789)
Statutory tax rate	30%	35%	35%
Income before taxes at the statutory tax rate	1,566	2,274	276
Permanent differences	(130)	1,498	(820)
<b>Income tax benefit/(loss) of the year</b>	<b>\$ 1,436</b>	<b>\$ 3,772</b>	<b>\$ (544)</b>

The components of deferred income taxes included on the balance sheets were as follows:

	December 31, 2018	December 31, 2017
<b>Deferred income tax assets:</b>		
Future deductible differences	\$ 923	\$ 1,082
Tax loss carry-forward	387	260
Total deferred income tax assets	1,310	1,342
<b>Deferred income tax liabilities:</b>		
Intangible assets	(4,013)	(4,548)
Property, plant and equipment, net	(3,264)	(3,347)
Other	(1,210)	(1,212)
Total deferred income tax liabilities	(8,487)	(9,107)
<b>Net deferred income tax liabilities</b>	<b>\$ (7,177)</b>	<b>\$ (7,765)</b>

**NOTE 17: LEASES**

**Chartered-out:**

As of December 31, 2018, the future minimum revenue (charter-out rates are presented net of commissions, where applicable, and assume no off-hire days) expected to be earned on non-cancelable time charters, COA's with minimum guaranteed volumes and contracts with minimum guaranteed throughput in the Company's ports were as follows:

	Amount
2019	\$ 142,508
2020	98,515
2021	76,825
2022	69,867
2023	58,724
2024 and thereafter	669,615
<b>Total minimum revenue, net of commissions</b>	<b>\$1,116,054</b>

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Revenues from time charters are not generally received when a vessel is off-hire, including time required for scheduled maintenance of the vessel.

**Chartered-in:**

As of December 31, 2018, the Company has no future commitments, net of any commissions, under chartered-in vessels. For the year ended December 31, 2018, charter hire expense for chartered-in pushboats and barges amounted to \$114 (\$1,564 in 2017 and \$1,521 in 2016).

**Office space:**

The future minimum commitments under lease obligations for office space were as follows:

	<u>Amount</u>
2019	\$ 697
2020	631
2021	297
2022	107
2023	81
<b>Total</b>	<b><u>\$1,813</u></b>

Rent expense for office space amounted to \$702 for the year ended December 31, 2018 (\$677 in 2017 and \$720 in 2016). See also Note 2(aa).

**NOTE 18: TRANSACTIONS WITH RELATED PARTIES**

At December 31, 2018 and 2017, the amounts due from/ (to) affiliate companies were as follows:

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Navios Holdings	\$ 150	\$ (265)

Amounts due from/(to) affiliate companies do not accrue interest and do not have a specific due date for their settlement.

*General & administrative expenses:* On April 12, 2011, Navios Logistics entered into an administrative services agreement for a term of five years, with Navios Holdings, pursuant to which Navios Holdings provides certain administrative management services to Navios Logistics. Navios Holdings is reimbursed for reasonable costs and expenses incurred in connection with the provision of these services. In April 2016, we extended the duration of the Administrative Services Agreement until December 31, 2021. Total general and administrative fees charged for the year ended December 31, 2018 amounted to \$1,000 (\$1,000 in 2017 and \$1,000 in 2016).

*Lodging and travel services:* Navios Logistics obtains lodging and travel services from Empresa Hotelera Argentina S.A./ (NH Lancaster) and Pit Jet S.A., both owned by members of the Lopez family, including Claudio Pablo Lopez, Navios Logistics' Chief Executive Officer and Vice Chairman and Carlos Augusto Lopez, Navios Logistics' Chief Commercial Officer — Shipping Division, each of whom has no controlling interest in those companies. Total charges were \$34 for the year ended December 31, 2018 (\$51 in 2017 and \$29 in 2016) and amounts payable amounted to \$4 as of December 31, 2018 and \$16 as of December 31, 2017.

**Shareholders' Agreement**

Pursuant to a shareholders' agreement (the "Shareholders' Agreement") entered into in January 2008 in connection with the original combination of the Uruguayan port business and the upriver barge business, Grandall Investments S.A. ("Grandall") (an entity owned and controlled by Lopez family members, including Claudio Pablo Lopez, our Chief Executive Officer and Vice Chairman) has certain rights as our shareholders, including certain rights of first offer, rights of first refusal, tag along rights, exit options and veto rights. Pursuant to an amendment dated June 17, 2010, when we became subject to the reporting requirements of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), the shares of our common stock held by Navios Holdings were to convert into shares of Class B Common Stock, with each share of Class B Common Stock entitling its holder to ten votes per share. Navios Holdings has currently waived such conversion provision. If and when the conversion occurs, it will permit Navios Holdings to control our business even if it does not hold a majority economic interest in our company.

**NAVIOS SOUTH AMERICAN LOGISTICS INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**(Expressed in thousands of U.S. dollars — except share data)**

Pursuant to an Assignment and Succession agreement dated December 17, 2012, Peers Business Inc., a Panamanian corporation assumed all rights and obligations of Grandall under the Shareholders' Agreement.

**Employment Agreements**

The Company has executed employment agreements with several of its key employees who are noncontrolling shareholders of the Company. These agreements stipulate, among other things, severance and benefit arrangements in the event of termination. In addition, the agreements include confidentiality provisions and covenants not to compete. The employment agreements initially expired in December 31, 2009, but are being renewed automatically for successive one-year periods until either party gives 90 days written notice of its intention to terminate the agreement. Generally, the agreements call for a base salary ranging from \$280 to \$340 per year, annual bonuses and other incentives, provided certain performance targets are achieved. Under the agreements, the Company accrued compensation totaling \$900 for the year ended December 31, 2018 (\$900 in 2017; \$900 in 2016).

**NOTE 19: SHARE CAPITAL**

**Common shares and shareholders**

On August 4, 2010, the Company amended its articles of incorporation increasing its authorized share capital to 50,000,000 shares of common stock with a par value of \$0.01 per share.

As of December 31, 2018 and 2017, the Company has issued 20,000 shares of common stock, with a par value of \$1.00.

Holders of each share of common stock have one vote for each share held of record on all matters submitted to a vote of shareholders. Dividends on shares of common stock may be declared and paid from funds available to the Company.

**NOTE 20: RESTRICTIONS ON DISTRIBUTION OF PROFITS**

Under the laws of the countries in which the Company conducts its operations, the Company is subject to certain restrictions on the distribution of profits. Under the laws of Argentina, Brazil, Paraguay and Uruguay, a minimum of 5% of net income for the year calculated in accordance with local generally accepted accounting principles, plus/less previous years adjustments and, if any, considering the absorption of accumulated losses, must be appropriated by resolution of the shareholders to a legal reserve until such reserve reaches 20% of the outstanding capital of those subsidiaries.

The payment of dividends is in the discretion of Navios Logistics' board of directors. Any determination as to dividend policy will be made by the Company's board of directors and will depend on a number of factors, including the provisions of Marshall Islands law, our future earnings, capital requirements, financial condition and future prospects and such other factors as the Company's board of directors may deem relevant. Marshall Islands law generally prohibits the payment of dividends other than from surplus, when a company is insolvent or if the payment of the dividend would render the company insolvent.

The Company's ability to pay dividends is also restricted by the terms of the indenture governing its 2022 Senior Notes and the Term Loan B Facility. See also Note 10 for restrictions on distribution of dividends under the indenture governing the Senior Notes.

Because Navios Logistics is a holding company with no material assets other than the stock of its subsidiaries, its ability to pay dividends is dependent upon the earnings and cash flow of its subsidiaries and their ability to pay dividends to Navios Logistics. If there is a substantial decline in any of the markets in which Navios Logistics participates, its earnings will be negatively affected, thereby limiting its ability to pay dividends.

On November 3, 2017, Navios Logistics paid a dividend in the aggregate amount of \$70,000, out of which \$44,677 was paid to Navios Holdings.

**NOTE 21: EARNINGS PER COMMON SHARE**

Basic and diluted net earnings per share are computed using the weighted-average number of common shares outstanding. The computations of basic and diluted earnings per share for each of the years ended December 31, 2018, 2017 and 2016, are as follows:

	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016
Net income attributable to Navios Logistics' stockholders	\$ 6,862	\$ 3,105	\$ 10,157
Weighted average number of shares, basic and diluted	20,000	20,000	20,000
Net earnings per share from continuing operations:			
Basic and diluted	\$ 0.34	\$ 0.16	\$ 0.51

**NAVIOS SOUTH AMERICAN LOGISTICS INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**(Expressed in thousands of U.S. dollars — except share data)**

At December 31, 2018, 2017 and 2016, the Company had no dilutive or potentially dilutive securities, accordingly there is no difference between basic and diluted net earnings per share.

**NOTE 22: SEGMENT INFORMATION**

Current accounting guidance establishes standards for reporting information about operating segments in annual financial statements and requires reporting of selected information about operating segments in interim financial reports issued to shareholders. Operating segments are components of a company of which separate financial information is available that is regularly evaluated by the chief operating decision makers in deciding how to allocate resources and assess performance. Chief operating decision makers use net income to evaluate operating performance of each segment. The guidance also establishes standards for related disclosures about a company's products and services, geographical areas and major customers. The Company has determined that its reportable segments are those that are based on the Company's method of internal reporting. Navios Logistics has three reportable segments: Port Terminal Business, Barge Business and Cabotage Business. The Port Terminal Business includes the dry port terminal operations and the liquid port terminal operations. A general description of each segment follows:

**The Port Terminal Business segment**

This segment includes the operating results of Navios Logistics' dry port terminal and liquid port terminal operations.

(i) Dry port terminal operations

Navios Logistics owns and operates the largest independent bulk transfer and storage port terminal facilities in Uruguay based on throughputs. Its dry port terminal operations is comprised of two port terminals, one for agricultural and forest-related exports and one for mineral-related exports which are located in an international tax-free trade zone in the port of Nueva Palmira, Uruguay, at the convergence of the Parana and Uruguay rivers.

(ii) Liquid port terminal operations

Navios Logistics owns and operates an up-river port terminal with tank storage for refined petroleum products, oil and gas in San Antonio, Paraguay, approximately 17 miles by river from the capital of Asuncion. Its port terminal is one of the largest independent storage facilities for crude and petroleum products in Paraguay based on storage capacity.

**The Barge Business segment**

Navios Logistics services the Argentine, Bolivian, Brazilian, Paraguayan and Uruguayan river transportation markets through its fleet. Navios Logistics operates different types of pushboats and wet and dry barges for delivering a wide range of dry and liquid products between ports in the Parana, Paraguay and Uruguay River systems in South America (the Hidrovia or the "waterway"). Navios Logistics contracts its vessels either on a time charter basis or on a CoA basis.

**The Cabotage Business segment**

Navios Logistics owns and operates oceangoing vessels to support the transportation needs of its customers in the South American coastal trade business. Its fleet consists of six oceangoing product tanker vessels, two self-propelled barges until they were sold in February 2017, a river and estuary tanker vessel and a bunker vessel. Navios Logistics contracts its vessels either on a time charter basis or on a CoA basis.

**Unallocated interest**

This reconciling item represents the interest expense resulting from the 2022 Senior Notes, which has not yet been fully allocated to the segments due to the fact that the amount received had been maintained at the corporate level and not utilized by an operating segment as of December 31, 2016. Beginning January 1, 2017, interest expense of the 2022 Senior Notes had been fully allocated to the segments.

Inter-segment transactions, if any, are accounted for at current market prices.

**NAVIOS SOUTH AMERICAN LOGISTICS INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
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The following table describes the results of operations of the three segments, the Port Terminal Business segment, the Barge Business segment and the Cabotage Business segment for the years ended December 31, 2018, 2017 and 2016:

	<b>Port Terminal Business Segment for the Year Ended December 31, 2018</b>	<b>Cabotage Business Segment for the Year Ended December 31, 2018</b>	<b>Barge Business Segment for the Year Ended December 31, 2018</b>	<b>Total</b>
Time charter, voyage and port terminal revenues	\$ 66,812	\$ 43,102	\$ 65,212	\$175,126
Sales of products	32,508	—	—	32,508
Time charter, voyage and port terminal expenses	(14,830)	(1,565)	(15,554)	(31,949)
Direct vessel expenses	—	(23,134)	(25,828)	(48,962)
Cost of products sold	(31,289)	—	—	(31,289)
Depreciation of vessels, port terminals and other fixed assets	(7,284)	(2,932)	(16,367)	(26,583)
Amortization of intangible assets	(950)	—	(1,774)	(2,724)
Amortization of deferred drydock and special survey costs	—	(4,576)	(2,628)	(7,204)
General and administrative expenses	(3,837)	(2,496)	(8,731)	(15,064)
Provision of losses on accounts receivable	—	—	(75)	(75)
Taxes other than income taxes	—	(3,298)	(3,758)	(7,056)
Interest expense and finance cost, net	(16,320)	(4,928)	(18,421)	(39,669)
Interest income	64	—	453	517
Gain on sale of assets	28	—	—	28
Foreign exchange differences, net	(377)	(583)	(395)	(1,355)
Other income/(expense), net	9,240	704	(707)	9,237
<b>Income/(loss) before income taxes</b>	<b>33,765</b>	<b>294</b>	<b>(28,573)</b>	<b>5,486</b>
Income tax benefit	—	(910)	2,286	1,376
<b>Net income/(loss)</b>	<b>\$ 33,765</b>	<b>\$ (616)</b>	<b>\$ (26,287)</b>	<b>\$ 6,862</b>

**NAVIOS SOUTH AMERICAN LOGISTICS INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
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	<b>Port Terminal Business Segment for the Year Ended December 31, 2017</b>	<b>Cabotage Business Segment for the Year Ended December 31, 2017</b>	<b>Barge Business Segment for the Year Ended December 31, 2017</b>	<b>Total</b>
Time charter, voyage and port terminal revenues	\$ 53,526	\$ 48,130	\$ 78,388	\$180,044
Sales of products	32,572	—	—	32,572
Time charter, voyage and port terminal expenses	(14,432)	(1,866)	(17,319)	(33,617)
Direct vessel expenses	—	(32,017)	(30,537)	(62,554)
Cost of products sold	(30,717)	—	—	(30,717)
Depreciation of vessels, port terminals and other fixed assets	(5,238)	(2,940)	(15,144)	(23,322)
Amortization of intangible assets	(729)	—	(2,814)	(3,543)
Amortization of deferred drydock and special survey costs	—	(5,148)	(2,780)	(7,928)
General and administrative expenses	(3,778)	(1,718)	(11,169)	(16,665)
Provision of losses on accounts receivable	—	—	(569)	(569)
Taxes other than income taxes	—	(4,463)	(4,555)	(9,018)
Interest expense and finance cost, net	(7,004)	(4,784)	(16,559)	(28,347)
Interest income	14	—	224	238
Gain on sale of assets	—	—	1,064	1,064
Foreign exchange differences, net	(406)	144	(464)	(726)
Other income, net	16	—	2,709	2,725
<b>Income/(loss) before income taxes</b>	<b>23,824</b>	<b>(4,662)</b>	<b>(19,525)</b>	<b>(363)</b>
Income tax benefit/(expense)	—	(1,199)	4,667	3,468
<b>Net income/(loss)</b>	<b>\$ 23,824</b>	<b>\$ (5,861)</b>	<b>\$ (14,858)</b>	<b>\$ 3,105</b>

**NAVIOS SOUTH AMERICAN LOGISTICS INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
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	Port Terminal Business Segment for the Year Ended December 31, 2016	Cabotage Business Segment for the Year Ended December 31, 2016	Barge Business Segment for the Year Ended December 31, 2016	Unallocated interest	Total
Time charter, voyage and port terminal revenues	\$ 36,268	\$ 52,637	\$ 101,313	\$ —	\$190,218
Sales of products	30,118	—	—	—	30,118
Time charter, voyage and port terminal expenses	(12,340)	(2,098)	(17,701)	—	(32,139)
Direct vessel expenses	—	(33,596)	(35,534)	—	(69,130)
Cost of products sold	(27,450)	—	—	—	(27,450)
Depreciation of vessels, port terminals and other fixed assets	(3,533)	(2,667)	(16,905)	—	(23,105)
Amortization of intangible assets	(706)	—	(2,817)	—	(3,523)
Amortization of deferred drydock and special survey costs	—	(3,765)	(3,105)	—	(6,870)
General and administrative expenses	(2,646)	(1,193)	(10,455)	—	(14,294)
Provision of losses on accounts receivable	—	—	(1,304)	—	(1,304)
Taxes other than income taxes	—	(4,617)	(5,123)	—	(9,740)
Interest expense and finance cost, net	(1,381)	(4,894)	(16,973)	(992)	(24,240)
Interest income	54	—	761	—	815
Foreign exchange differences, net	(78)	1,184	616	—	1,722
Other income, net	(98)	—	159	—	61
<b>Income/(loss) before income taxes</b>	<b>18,208</b>	<b>991</b>	<b>(7,068)</b>	<b>(992)</b>	<b>11,139</b>
Income tax (expense)/benefit	—	(1,457)	475	—	(982)
<b>Net income/(loss)</b>	<b>\$ 18,208</b>	<b>\$ (466)</b>	<b>\$ (6,593)</b>	<b>\$ (992)</b>	<b>\$ 10,157</b>

**NAVIOS SOUTH AMERICAN LOGISTICS INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
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For the Barge Business segment and for the Cabotage Business segment, the Company's vessels operate on a regional basis and are not restricted to specific locations. Accordingly, it is not practicable to allocate the assets of these operations to specific locations. The total net book value of long-lived assets for vessels amounted to \$343,128 and \$344,874 at December 31, 2018 and 2017, respectively.

All of the assets related to the Port Terminal Business segment are located in Uruguay and in Paraguay. The total net book value of long-lived assets for the Port Terminal Business segment amounted to \$213,585 and \$219,013 as of December 31, 2018 and 2017, respectively.

In addition, the net book value of intangible assets other than goodwill allocated to the Barge Business segment and to the Cabotage Business segment, collectively, amounted to \$15,970 and \$17,745 as of December 31, 2018 and 2017, respectively, while the net book value of intangible assets allocated to the Port Terminal segment amounted to \$41,314 and \$42,263 as of December 31, 2018 and 2017, respectively.

Goodwill totaling to \$22,142, \$40,868 and \$41,086 has been allocated to the three segments, the Port Terminal Business, the Barge Business and the Cabotage Business, respectively.

**NOTE 23: SUBSEQUENT EVENTS**

On April 25, 2019, Navios Logistics entered into an agreement with Navios Holdings, pursuant to which we have provided Navios Holdings with a secured credit facility of up to \$50,000 to be used for general corporate purposes, including the repurchase of 7.375% First Priority Ship Mortgage Notes due 2022 (the "2022 Notes"). This credit facility is secured by (i) any 2022 Notes purchased by Navios Holdings with these funds and (ii) equity interests in five companies that have entered into certain bareboat contracts. Each such bareboat contract has a ten-year term for a newbuilding bulk carrier and an option to acquire the related vessel. The credit facility is available in multiple drawings, has an arrangement fee of \$500, a fixed interest rate of 12.75% for the first year and a fixed interest rate of 14.75% for the second year, payable annually. The secured credit facility includes negative covenants substantially similar to the 2022 Notes and customary events of default. The credit facility matures in April 2021. As of April 25, 2019, \$19,000 was drawn under this facility of which \$18,726 was used to acquire the 2022 Notes from Navios Logistics. During March 2019 and as of April 15, 2019, Navios Logistics purchased \$35,500 of the 2022 Notes from unaffiliated third parties in open market transactions for \$17,642 plus accrued interest.

FOURTH SUPPLEMENTAL INDENTURE (this “**Supplemental Indenture**”), dated as of March 20, 2019, among (i) Docas Fluvial do Porto Murtinho Ltda, a company organized under the laws of Brazil, (ii) Corporacion Navios Granos S.A., a company organized under the laws of the Oriental Republic of Uruguay (each, a “**Guaranteeing Subsidiary**” and collectively, the “**Guaranteeing Subsidiaries**”), each a direct or an indirect subsidiary of Navios South American Logistics Inc., a Marshall Islands corporation (the “**Company**”), (iii) the Company, (iv) Navios Logistics Finance (US) Inc., a Delaware corporation (together with the Company, the “**Co-Issuers**”), (v) the other Guarantors (as defined in the Indenture referred to herein) and (vi) Wells Fargo Bank, National Association, as trustee (the “**Trustee**”) under the Indenture referred to below.

WITNESSETH

WHEREAS, the Co-Issuers and the Guarantors have heretofore executed and delivered to the Trustee an indenture (as amended and supplemented from time to time, the “**Indenture**”), dated as of April 22, 2014, providing for the issuance of 7.250% Senior Notes due 2022 (the “**Notes**”);

WHEREAS, the Indenture provides that under certain circumstances each Guaranteeing Subsidiary shall execute and deliver to the Trustee a supplemental indenture pursuant to which each Guaranteeing Subsidiary shall unconditionally guarantee all of the Co-Issuers’ obligations under the Notes and the Indenture on the terms and conditions set forth herein; and

WHEREAS, pursuant to Section 9.01 of the Indenture, the Trustee is authorized to execute and deliver this Supplemental Indenture.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, each Guaranteeing Subsidiary and the Trustee mutually covenant and agree for the equal and ratable benefit of the Holders of the Notes as follows:

1. CAPITALIZED TERMS. Capitalized terms used herein without definition shall have the meanings assigned to them in the Indenture.
2. AGREEMENT TO GUARANTEE. Each Guaranteeing Subsidiary hereby agrees to provide an unconditional Guarantee, on and subject to the terms, conditions and limitations set forth in the Notation of Guarantee and in the Indenture, including, but not limited, to Article Ten thereof.
3. NEW YORK LAW TO GOVERN. THIS SUPPLEMENTAL INDENTURE SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK, WITHOUT GIVING EFFECT TO CONFLICTS OF LAW PRINCIPLES TO THE EXTENT THAT THE APPLICATION OF THE LAWS OF ANOTHER JURISDICTION WOULD BE REQUIRED THEREBY.

4. COUNTERPARTS. The parties to this Supplemental Indenture may sign any number of copies of this Supplemental Indenture. Each signed copy shall be an original, but all of them together represent the same agreement.

5. EFFECT OF HEADINGS. The Section headings herein are for convenience only and shall not affect the construction hereof.

6. THE TRUSTEE. The Trustee shall not be responsible in any manner whatsoever for, or in respect of the validity or sufficiency of this Supplemental Indenture or for or in respect of the recitals contained herein, all of which recitals are made solely by the Guaranteeing Subsidiary and the Co-Issuers.

7. FATCA. The Co-Issuers hereby confirm to the Trustee that they intend to treat this Supplemental Indenture as not resulting in a material modification of the Notes for purposes of the Notes' status as "grandfathered obligations" for Foreign Account Tax Compliance Act ("FATCA") purposes. The Co-Issuers shall give the Trustee prompt written notice if they determine that this Supplemental Indenture will result in a change in the Notes' status as "grandfathered obligations" for FATCA purposes.

*[Remainder of Page Intentionally Left Blank]*

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Indenture to be duly executed and attested, all as of the date first above written.

DOCAS FLUVIAL DE PORTO MURTINHO LTDA

By: /s/ Edivaldo Francisco Mendes  
Name: Edivaldo Francisco Mendes  
Title: Manager/Gerente

CORPORACION NAVIOS GRANOS S.A.

By: /s/ Ruben Martinez  
Name: Ruben Martinez  
Title: Director

NAVIOS SOUTH AMERICAN LOGISTICS INC.,  
as Co-Issuer

By: /s/ Vasiliki Papaefthymiou  
Name: Vasiliki Papaefthymiou  
Title: Executive Vice President–Legal

NAVIOS LOGISTICS FINANCE (US) INC.,  
as Co-Issuer

By: /s/ Vasiliki Papaefthymiou  
Name: Vasiliki Papaefthymiou  
Title: President/Secretary

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CORPORACION NAVIOS S.A.  
NAUTICLER S.A.  
PONTE RIO S.A.  
NAVARRA SHIPPING CORPORATION  
PELAYO SHIPPING CORPORATION  
COMPAÑÍA DE TRANSPORTE FLUVIAL  
INTERNATIONAL S.A.  
PETROVIA INTERNACIONAL S.A.  
HS SHIPPING LTD. INC.  
HS SOUTH INC.  
HS TANKERS INC.  
HS NAVIGATION INC.  
ENERGIAS RENOVABLES DEL SUR S.A.  
DELTA NAVAL TRADE S.A.,  
as Guarantors

By: /s/ Claudio Lopez

Name: Claudio Lopez

Title: Director

HIDRONAVE SOUTH AMERICAN LOGISTICS S.A.,  
as Guarantor

By: /s/ Paulo Henrique de Oliveira

Name: Paulo Henrique de Oliveira

Title: Director

COMPAÑÍA NAVIERA HORAMAR S.A.,  
as Guarantor

By: /s/ Maria Lopez

Name: Maria Lopez

Title: Director

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MERCOPAR S.A.  
PETROLERA SAN ANTONIO S.A.,  
as Guarantor

By: /s/ Cesar Gonzalez  
Name: Cesar Gonzalez  
Title: Director

VARENA MARITIME SERVICES S.A.  
STABILITY OCEANWAYS S.A.  
HONEY BUNKERING S.A.,  
as Guarantor

By: /s/ Anna Kalathaki  
Name: Anna Kalathaki  
Title: Director

EDOLMIX S.A.  
CARTISUR S.A.  
RUSWE INTERNATIONAL S.A.,  
as Guarantors

By: /s/ Ruben Martinez  
Name: Ruben Martinez  
Title: Director

NP TRADING S.A.,  
as Guarantor

By: /s/ Efstartios Desypris  
Name: Efstartios Desypris  
Title: Director

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WELLS FARGO BANK, NATIONAL ASSOCIATION,  
as Trustee

By: /s/ Casey A. Boyle  
Name: Casey A. Boyle  
Title: Assistant Vice President

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## List of Subsidiaries of Registrant

Corporacion Navios S.A.	Uruguay
Nauticler S.A.	Uruguay
Compania Naviera Horamar S.A.	Argentina
Compania de Transporte de Fluvial Internacional S.A.	Uruguay
Ponte Rio S.A.	Uruguay
Petrovia Internacional S.A.	Uruguay
Merco Par S.A.C.I.	Paraguay
Petrolera San Antonio S.A.	Paraguay
Stability Oceanways S.A.	Panama
Navarra Shipping Corporation	Marshall Islands
Pelayo Shipping Corporation	Marshall Islands
Varena Maritime Services S.A.	Panama
HS Tankers Inc.	Panama
HS Navigation Inc.	Panama
HS Shipping Ltd. Inc.	Panama
HS South Inc.	Panama
Navios Logistics Finance (US) Inc.	Delaware
Energias Renovables del Sur S.A.	Uruguay
Hidronave South American Logistics S.A.	Brazil
Horamar do Brasil Navegação Ltda.	Brazil
Honey Bunkering S.A..	Panama
Naviera Alto Parana S.A.	Paraguay
Edolmix S.A.	Uruguay
Cartisur S.A.	Uruguay
NP Trading S.A.	British Virgin Islands
Ruswe International S.A.	Uruguay
Delta Naval Trade S.A.	Panama
Terra Norte Group S.A.	Paraguay
Corporacion Navios Granos S.A.	Uruguay
Docas Fluvial do Porto Murtinho S.A.	Brazil

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Claudio Pablo Lopez, certify that:

1. I have reviewed this annual report on Form 20-F for the year ended December 31, 2018 of Navios South American Logistics Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the company's most recent fiscal quarter (the company's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: April 26, 2019

/s/ Claudio Pablo Lopez  
Claudio Pablo Lopez  
Chief Executive Officer  
(Principal Executive Officer)

**CERTIFICATION OF CHIEF FINANCIAL OFFICER  
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Ioannis Karyotis, certify that:

1. I have reviewed this annual report on Form 20-F for the year ended December 31, 2018 of Navios South American Logistics Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the company's most recent fiscal quarter (the company's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: April 26, 2019

/s/ Ioannis Karyotis

Ioannis Karyotis  
Chief Financial Officer  
(Principal Financial Officer)

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER  
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officers of Navios South American Logistics Inc. (the “Company”) hereby certify, to such officers’ knowledge, that:

(i) the accompanying report on Form 20-F of the Company for the year ended December 31, 2018 (the “Report”) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 26, 2019

/s/ Claudio Pablo Lopez

Claudio Pablo Lopez  
Chief Executive Officer

Date: April 26, 2019

/s/ Ioannis Karyotis

Ioannis Karyotis  
Chief Financial Officer