Navios Maritime Holdings Inc.
Form 20-F
April 25, 2016
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F

(Mark One)

¨ **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2015

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

001-33311

Navios Maritime Holdings Inc.

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant s Name into English)

Republic of Marshall Islands

(Jurisdiction of incorporation or organization)

7 Avenue de Grande Bretagne, Office 11B2

Monte Carlo, MC 98000 Monaco

(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:

Title of each class	**Name of each exchange on which registered**

Common Stock, par value $.0001 per share	**The New York Stock Exchange**
8.75% Series G Cumulative Redeemable Perpetual Preferred Stock, par value $0.0001 per share (Series G)	**The New York Stock Exchange***
American Depositary Shares, each representing 1/100th of a Share of Series G	**The New York Stock Exchange**
8.625% Series H Cumulative Redeemable Perpetual Preferred Stock, par value $0.0001 per share (Series H)	**The New York Stock Exchange ***
American Depositary Shares, each representing 1/100th of a Share of Series H	**The New York Stock Exchange**

* Not for trading, but in connection with the registration of American Depositary Shares, pursuant to the requirements of the Securities and Exchange Commission

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. None

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:

110,468,753 shares of common stock, 20,000 shares of Series G and 48,000 shares of Series H as of December 31, 2015

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

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 x

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files). Yes x 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 x No ¨

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

Large accelerated filer ¨ Accelerated filer x Non-accelerated filer ¨

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

U.S. GAAP x	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 x

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Please note in this Annual Report, we , us , our , the Company and Navios Holdings all refer to Navios Maritime Holdings Inc. and its consolidated subsidiaries, except as otherwise indicated or where the context otherwise requires.

FORWARD-LOOKING STATEMENTS

This Annual Report should be read in conjunction with the consolidated financial statements and accompanying notes included in this report.

Navios Maritime Holdings Inc. desires to take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and is including this cautionary statement in connection with this safe harbor legislation. This document and any other written or oral statements made by us or on our behalf may include forward-looking statements, which reflect our current views with respect to future events and financial performance. The words may, could, should, would, expect, plan, anticipate, intend, forecast, believe, estimat potential, continue and similar expressions identify forward-looking statements.

The forward-looking statements in this document and in other written or oral statements we make from time to time are based upon current assumptions, many of which are based, in turn, upon further assumptions, including without limitation, management s examination of historical operating trends, data contained in our records, and other data available from third parties. Although we believe that these assumptions were reasonable when made, because these assumptions are inherently subject to significant uncertainties and contingencies which are difficult or impossible to predict and are beyond our control, we cannot assure you that we will achieve or accomplish these expectations, beliefs or projections.

In addition to these important factors and matters discussed elsewhere herein, important factors that, in our view, could cause actual results to differ materially from those discussed in the forward-looking statements include, but are not limited to, the strength of world economies, fluctuations in currencies and interest rates, general market conditions, including fluctuations in charter hire rates and vessel values, changes in demand in the dry cargo shipping industry, changes in the Company s operating expenses, including bunker prices, drydocking and insurance costs, expectations of dividends, distributions from affiliates, the Company s ability to maintain compliance with the continued listing standards of the New York Stock Exchange (the NYSE), changes in governmental rules and regulations or actions taken by regulatory authorities, potential liability from pending or future litigation, general domestic and international political conditions, potential disruption of shipping routes due to accidents or political events, and other important factors described from time to time in the reports we file with the Securities and Exchange Commission, or the SEC. See also Risk Factors below.

We undertake no obligation to update any forward-looking statement or statements to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events, except as required by law. 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 any forward-looking statement.

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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

Navios Holdings selected historical financial information and operating results for the years ended December 31, 2015, 2014, 2013, 2012 and 2011 are derived from the consolidated financial statements of Navios Holdings. The selected consolidated statement of comprehensive (loss)/income data for the years ended December 31, 2015, 2014 and 2013 and the selected consolidated balance sheet data as of December 31, 2015 and 2014 have been derived from our audited consolidated financial statements included elsewhere in this Annual Report. The selected consolidated statement of comprehensive (loss)/income data for the years ended December 31, 2012 and 2011 and the selected consolidated balance sheet data as of December 31, 2013, 2012 and 2011 has been derived from our financial statements, which are not included in this document and are available at www.sec.gov. The selected consolidated financial data should be read in conjunction with Item 5. Operating and Financial Review and Prospects , the consolidated financial statements, related notes and other financial information included elsewhere in this Annual Report. The historical data included below and elsewhere in this Annual Report is not necessarily indicative of our future performance.

	Year Ended December 31, 2015	Year Ended December 31, 2014	Year Ended December 31, 2013	Year Ended December 31, 2012	Year Ended December 31, 2011
	(Expressed in thousands of U.S. dollars except share and per share data)				
Statement of Comprehensive (Loss)/Income Data					
Revenue	$ 480,820	$ 569,016	$ 512,279	$ 616,494	$ 689,355
Administrative fee revenue from affiliates	16,177	14,300	7,868	5,994	4,973
Time charter, voyage and logistics business expenses	(247,882)	(263,304)	(244,412)	(269,279)	(273,312)
Direct vessel expenses	(128,168)	(130,064)	(114,074)	(117,790)	(117,269)
General and administrative expenses incurred on behalf of affiliates	(16,177)	(14,300)	(7,868)	(5,994)	(4,973)
General and administrative expenses	(34,183)	(45,590)	(44,634)	(51,331)	(52,852)
Depreciation and amortization	(120,310)	(104,690)	(98,124)	(108,206)	(107,395)
Provision for losses on accounts receivable	(59)	(792)	(630)	(17,136)	(239)

Interest income	2,370	5,515	2,299	2,717	4,120
Interest expense and finance cost	(113,151)	(113,660)	(110,805)	(106,196)	(107,181)
Loss on derivatives			(260)	(196)	(165)
Gain on sale of assets/partial sale of subsidiary			18	323	38,822
Loss on change in control					(35,325)
Loss on bond and debt extinguishment		(27,281)	(37,136)		(21,199)
Other income	4,840	15,639	17,031	189,239	1,660
Other expense	(34,982)	(24,520)	(10,447)	(10,993)	(12,990)
(Loss)/income before equity in net earnings of affiliated companies	**$ (190,705)**	**$ (119,731)**	**$ (128,895)**	**$ 127,646**	**$ 6,030**

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	Year Ended December 31, 2015	Year Ended December 31, 2014	Year Ended December 31, 2013	Year Ended December 31, 2012	Year Ended December 31, 2011
	(Expressed in thousands of U.S. dollars except share and per share data)				
Equity in net earnings of affiliated companies	61,484	57,751	19,344	48,228	35,246
(Loss)/income before taxes	**$ (129,221)**	**$ (61,980)**	**$ (109,551)**	**$ 175,874**	**$ 41,276**
Income tax benefit/ (expense)	3,154	(84)	4,260	(312)	56
Net (loss)/income	**$ (126,067)**	**$ (62,064)**	**$ (105,291)**	**$ 175,562**	**$ 41,332**
Less: Net (income)/loss attributable to the noncontrolling interest	(8,045)	5,861	(3,772)	(77)	(506)
Preferred stock dividends of subsidiary					(27)
Preferred stock dividends attributable to the noncontrolling interest					12
Net (loss)/income attributable to Navios Holdings common stockholders	**$ (134,112)**	**$ (56,203)**	**$ (109,063)**	**$ 175,485**	**$ 40,811**
(Loss)/income attributable to Navios Holdings common stockholders, basic	**(150,314)**	**(66,976)**	**(110,990)**	**173,780**	**39,115**
(Loss)/income attributable to Navios Holdings common stockholders, diluted	**$ (150,314)**	**$ (66,976)**	**$ (110,990)**	**$ 175,485**	**$ 40,811**
Basic net (loss)/earnings per share attributable to Navios Holdings common stockholders	**$ (1.42)**	**$ (0.65)**	**$ (1.09)**	**$ 1.72**	**$ 0.39**
Weighted average number of shares, basic	**105,896,235**	**103,476,614**	**101,854,415**	**101,232,720**	**100,926,448**

Diluted net (loss)/earnings per share attributable to Navios Holdings common stockholders	**$ (1.42)**	**$ (0.65)**	**$ (1.09)**	**$ 1.58**	**$ 0.37**
Weighted average number of shares, diluted	**105,896,235**	**103,476,614**	**101,854,415**	**111,033,758**	**110,323,652**
Balance Sheet Data (at period end)					
Current assets, including cash and restricted cash	$ 302,959	$ 417,131	$ 339,986	$ 470,567	$ 370,974
Total assets	2,958,813	3,127,697(1)	2,886,453(1)	2,913,189(1)	2,884,602(1)
Total long-term debt, net including current portion	1,581,308	1,612,890(1)	1,478,089(1)	1,329,939(1)	1,424,335(1)
Navios Holdings stockholders equity	$ 988,960	$ 1,152,963	$ 1,065,695	$ 1,206,376	$ 1,059,106
Other Financial Data					
Net cash provided by operating activities	$ 43,478	$ 56,323	$ 59,749	$ 228,644	$ 102,742
Net cash (used in)/provided by investing activities	(36,499)	(244,888)	(258,571)	12,453	(171,363)
Net cash (used in)/provided by financing activities	(91,123)	248,290	128,785	(154,325)	32,307
Book value per common share	8.95	10.89	10.22	11.68	10.34

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	Year Ended December 31, 2015	Year Ended December 31, 2014	Year Ended December 31, 2013	Year Ended December 31, 2012	Year Ended December 31, 2011
	(Expressed in thousands of U.S. dollars except share and per share data)				
Cash dividends per common share	0.17	0.24	0.24	0.30	0.25
Cash dividends per preferred share	216.7	99.9	200.0	201.1	200.0
Cash paid for common stock dividend declared	19,325	25,228	24,710	30,730	25,542
Cash paid for preferred stock dividend declared	16,025	7,502	1,696	1,705	1,696
Adjusted EBITDA[(2)]	$ 112,756	$ 176,698	$ 107,909	$ 399,483	$ 260,826

(1) Revised to reflect the adoption of ASU 2015-03. Refer to Note 2 of the consolidated financial statements.

(2) EBITDA represents net (loss)/ income attributable to Navios Holdings common stockholders before interest and finance costs before depreciation and amortization and income taxes. Adjusted EBITDA in this document represents EBITDA before stock-based compensation. Navios Holdings believes that Adjusted EBITDA is a basis upon which liquidity can be assessed and represents useful information to investors regarding Navios Holdings ability to service and/or incur indebtedness, pay capital expenditures, meet working capital requirements and pay dividends. Navios Holdings also believes that Adjusted EBITDA is used (i) by prospective and current lessors as well as potential lenders to evaluate potential transactions; and (ii) to evaluate and price potential acquisition candidates.

Adjusted EBITDA has limitations as an analytical tool, and therefore, should not be considered in isolation or as a substitute for the analysis of Navios Holdings results as reported under U.S. GAAP. Some of these limitations are: (i) Adjusted EBITDA does not reflect changes in, or cash requirements for, working capital needs; and (ii) although depreciation and amortization are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future. Adjusted EBITDA does not reflect any cash requirements for such capital expenditures. Because of these limitations, among others, Adjusted EBITDA should not be considered as a principal indicator of Navios Holdings performance. Furthermore, our calculation of Adjusted EBITDA may not be comparable to that reported by other companies due to differences in methods of calculation.

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The following table reconciles net cash provided by operating activities, as reflected in the consolidated statements of cash flows, to Adjusted EBITDA:

Adjusted EBITDA Reconciliation from Cash from Operations

	Year Ended December 31, 2015	Year Ended December 31, 2014	Year Ended December 31, 2013	Year Ended December 31, 2012	Year Ended December 31, 2011
	(Expressed in thousands of U.S. dollars except per share data)				
Net cash provided by operating activities	$ 43,478	$ 56,323	$ 59,749	$ 228,644	$ 102,742
Net (decrease)/increase in operating assets	(43,042)	18,025	(57,792)	50,687	77,023
Net (increase)/decrease in operating liabilities	(39,288)	(23,613)	27,087	18,016	(23,633)
Payments for drydock and special survey costs	24,840	10,970	12,119	14,461	12,769
Net interest cost	106,257	104,084	103,122	97,170	97,481
Provision for losses on accounts receivable	(59)	(792)	(630)	(17,136)	(239)
Gain on sale of assets/partial sale of subsidiary			18	323	38,822
Unrealized (loss)/gain on FFA derivatives, warrants, interest rate swaps			(69)	(124)	288
Expenses related to loss on bond and debt extinguishment		(4,786)	(12,142)		(5,573)
Earnings/(losses) in affiliates and joint ventures, net of dividends received	30,398	22,179	(19,781)	7,519	(3,008)
Reclassification to earnings of available-for-sale securities	(1,783)	(11,553)			
Loss on change in control					(35,325)
Noncontrolling interest	(8,045)	5,861	(3,772)	(77)	(521)
Adjusted EBITDA	**$ 112,756**	**$ 176,698**	**$ 107,909**	**$ 399,483**	**$ 260,826**

B. ***Capitalization and Indebtedness***

Not applicable.

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

Not applicable.

D. ***Risk Factors***

Some of the following risks relate principally to the industry in which we operate and our business in general. Other risks relate principally to the securities market and ownership of our common stock. You should carefully consider each of the following risks together with the other information incorporated into this Annual Report when evaluating the Company s business and its prospects. The risks and uncertainties described below are not the only ones the Company faces. Additional risks and uncertainties not presently known to the Company or that the Company currently considers immaterial may also impair the Company s business operations. If any of the following risks relating to our business and operations actually occur, our business, financial condition and results of operations could be materially and adversely affected and in that case, the trading price of our common stock could decline, and you could lose all or part of your investment.

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Risks Associated with the Shipping Industry and Our Operations

The cyclical nature of the shipping industry may lead to decreases in charter rates and lower vessel values, which could adversely affect our results of operations and financial condition. In particular, charter rates in the dry cargo market are currently near historical lows and certain of our vessels may operate below operating cost.

The shipping business, including the dry cargo market, is cyclical in varying degrees, experiencing severe fluctuations in charter rates, profitability and, consequently, vessel values. For example, during the period from January 1, 2014 to December 31, 2015, the Baltic Exchange s Panamax time charter average daily rates experienced a low of $3,258 and a high of $14,188. Additionally, during the period from January 1, 2014 to December 31, 2015, the Baltic Exchange s Capesize time charter average (BCI-4TCA 172,000mt) daily rates experienced a low of $2,594 and a high of $35,316 and the Baltic Dry Index experienced a low of 471 points and a high of 2,113 points. There can be no assurance that the dry bulk charter market will not decrease further. We anticipate that the future demand for our dry bulk carriers and dry bulk charter rates will be dependent upon demand for imported commodities, economic growth in the emerging markets, including the Asia Pacific region, of which China is particularly important, India, Brazil and Russia and the rest of the world, seasonal and regional changes in demand and changes to the capacity of the world fleet. Adverse economic, political, social or other developments can decrease demand and prospects for growth in the shipping industry and thereby could reduce revenue significantly. A decline in demand for commodities transported in dry bulk carriers or an increase in supply of dry bulk vessels could cause a further decline in charter rates, which could materially adversely affect our results of operations and financial condition. If we sell a vessel at a time when the market value of our vessels has fallen, the sale may be at less than the vessel s carrying amount, resulting in a loss.

Demand for container shipments declined significantly from 2008 to 2009 in the aftermath of the global financial crisis but has increased each year from 2009 to 2015. Specifically, from 2009 to 2011, there was improvement in the Far East-to-Europe and Trans-Pacific Eastbound container trade lanes, alongside improvements also witnessed in other, non-main lane, trade routes including certain intra-Asia and North-South trade routes. However, Trans-Pacific Eastbound trade lane growth was less than 1% per year in 2011 and 2012, while the Far East-to-Europe trade lane grew by 3.3% in 2011 but declined by 4.2% in 2012 due to the impact of the continuing European sovereign debt crisis and global economic slowdown, as well as uncertainty regarding the resolution of the budget ceiling and budgetary cuts in the United States. In 2014, worldwide trade volumes increased led by increases in the Trans-Pacific Eastbound and Far East-to-Europe trade lanes as the United States and Europe experienced improved growth. In 2015, total container trade grew by only 2.4% (provisionally) influenced by declines in the Far East to Europe and North America export trades and increases in the Intra-Regional and Mid-East/India trades. Containership supply continued to exceed demand during the year as more large vessels were delivered, generally driving down average daily rates. The oversupply in our market continued to prevent any significant rise in time charter rates for both short- and long-term periods. Additional orders for large and very large containerships were placed during 2014 and 2015, both increasing the expected future supply of larger vessels and having a spillover effect on the market segment for smaller vessels. The recent global economic slowdown and disruptions in the credit markets significantly reduced demand for products shipped in containers and, in turn, containership capacity, which has had an adverse effect on our results of operations and financial condition.

The continuation of such containership oversupply or any declines in container freight rates could negatively affect the liner companies to which we seek to charter our containerships.

Historically, the tanker markets have been volatile as a result of the many conditions and factors that can affect the price, supply and demand for tanker capacity. Demand for crude oil and product tankers is historically well correlated with the growth or contraction of the world economy. The past several years were marked by a major economic slowdown which has had, and continues to have, a significant impact on world trade, including the oil trade. Global

economic conditions remain fragile with significant uncertainty with respect to recovery prospects, levels of recovery and long-term economic growth effects. Energy prices sharply declined

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from mid-2014 to the end of March 2016 primarily as a result of increased oil production worldwide. In response to this increased production, demand for tankers to move oil and refined petroleum products increased significantly and average spot and period charter rates for product and crude tankers rose, and continue to be, at or above historically average rates. Keys to this growth have been steady increases in Chinese and Indian crude oil imports since 2001 and a steady increase in US oil production which has led to a steady decline in US crude oil imports since 2005. Oil products shipments have increased due to refinery closures in Europe, Japan and Australia with oil products being shipped to those regions from India, the Middle East and the US. With the increase in US crude oil production, the US became a net exporter of oil products since 2011 adding to the seaborne movement of oil products. The Organization of Petroleum Exporting Countries (OPEC) is currently producing and shipping oil at very high levels. Should OPEC significantly reduce oil production or should there be significant declines in non-OPEC oil production or should China or other emerging market countries suffer significant economic slowdowns, that may result in a protracted period of reduced oil shipments and a decreased demand for our affiliated tanker vessels and lower charter rates, which could have a material adverse effect on our results of operations and financial condition.

We believe that the current order book for tanker vessels represents a significant percentage of our existing fleet; however the percentage of our total tanker fleet on order as a percent of the total fleet rose slightly from 18% at the end of 2011 to 19% at the end of 2015. An over-supply of tanker capacity may result in a reduction of charter hire rates. If a reduction in charter rates occurs, our affiliates may only be able to charter their tanker vessels at unprofitable rates or may not be able to charter these vessels at all, which could lead to a material adverse effect on our results of operations.

The demand for dry cargo vessels and tankers capacity has generally been influenced by, among other factors:

- global and regional economic conditions;
- developments in international trade;
- changes in seaborne and other transportation patterns, such as port congestion and canal closures or expansions;
- supply and demand for energy resources, commodities, semi-finished and finished consumer and industrial products, and liquid cargoes, including petroleum and petroleum products;
- changes in the exploration or production of energy resources, commodities, semi-finished and finished consumer and industrial products;
- supply and demand for products shipped in containers;
- changes in global production of raw materials or products transported by containerships;

the distance dry bulk cargo or containers are to be moved by sea;

the globalization of manufacturing;

carrier alliances, vessel sharing or container slot sharing that seek to allocate container ship capacity on routes;

weather and crop yields;

armed conflicts and terrorist activities, including piracy;

natural or man-made disasters that affect the ability of our vessels to use certain waterways;

political, environmental and other regulatory developments, including but not limited to governmental macroeconomic policy changes, import- export restrictions and central bank policies;

embargoes and strikes;

technical advances in ship design and construction;

waiting days in ports;

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changes in oil production and refining capacity and regional availability of petroleum refining capacity;

the distance chemicals, petroleum and petroleum products are to be moved by sea;

changes in seaborne and other transportation patterns, including changes in distances over which cargo is transported due to geographic changes in where oil is produced, refined and used; and

competition from alternative sources of energy.

The supply of vessel capacity has generally been influenced by, among other factors:

the number of vessels that are in or out of service;

the scrapping rate of older vessels;

port and canal traffic and congestion;

the number of newbuilding deliveries;

vessel casualties;

the availability of shipyard capacity;

the economics of slow steaming;

the number of vessels that are used for storage or as floating storage offloading service vessels;

the conversion of tankers to other uses, including conversion of vessels from transporting oil and oil products to carrying drybulk cargo and the reverse conversion;

availability of financing for new vessels;

the phasing out of single-hull tankers due to legislation and environmental concerns;

the price of steel;

national or international regulations that may effectively cause reductions in the carrying capacity of vessels or early obsolescence of tonnage; and

environmental concerns and regulations.

Our growth depends on continued growth in demand for dry bulk commodities and the shipping of dry bulk cargoes.

Our growth strategy focuses on expansion in the dry bulk shipping sector. Accordingly, our growth depends on continued growth in worldwide and regional demand for dry bulk commodities and the shipping of dry bulk cargoes, which could be negatively affected by a number of factors, such as declines in prices for dry bulk commodities, or general political and economic conditions.

Reduced demand for dry bulk commodities and the shipping of dry bulk cargoes would have a material adverse effect on our future growth and could harm our business, results of operations and financial condition. In particular, Asian Pacific economies, of which China is especially important, and India have been the main driving force behind the current increase in seaborne dry bulk trade and the demand for dry bulk carriers. A negative change in economic conditions in any Asian Pacific country, but particularly in China, Japan or India, may have a material adverse effect on our business, financial condition and results of operations, as well as our future prospects, by reducing demand and resultant charter rates.

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Disruptions in world financial markets and the resulting governmental action in Europe, the Unites States and 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 adversely affect our results of operations, financial condition and cash flows and could cause the market price of our shares to decline.

Global financial markets and economic conditions have been severely disrupted and volatile in recent years and remain subject to significant vulnerabilities, such as the deterioration of fiscal balances, the rapid accumulation of public debt, continued deleveraging in the banking sector and a limited supply of credit. Recent conflicts in Iraq, Afghanistan, Syria, Ukraine, other current conflicts, and continuing concerns relating to the European sovereign debt crisis 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. In recent years, Standard and Poor s Rating Services (Standard and Poor s) and Moody s Investors Service (Moody s) downgraded the long-term ratings of most European countries sovereign debt and issued negative outlooks. Such downgrades could negatively affect those countries ability to access the public debt markets at reasonable rates or at all, materially affecting 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, which may expose us to a loss of cash deposits or cash equivalents.

In addition, as a result of the ongoing political and economic turmoil in Greece resulting from the sovereign debt crisis and the related austerity measures implemented by the Greek government, the operations of our managers located in Greece may be subjected to new regulations and potential shift in government policies that may require us to incur new or additional compliance or other administrative costs and may require the payment of new taxes or other fees. We also face the risk that strikes, work stoppages, civil unrest and violence within Greece may disrupt the shoreside operations of our managers located in Greece.

Since 2008, a number of financial institutions have experienced serious financial difficulties and, in some cases, have entered bankruptcy proceedings or are in regulatory enforcement actions. These difficulties resulted, in part, from declining markets for assets held by such institutions, particularly the reduction in the value of their mortgage and asset-backed securities portfolios. These difficulties were compounded by financial turmoil affecting the world s debt, credit and capital markets, and the general decline in the willingness by banks and other financial institutions to extend credit, particularly to the shipping industry due to the historically low vessel earnings and values, and, in part, due to changes in overall banking regulations (for example, Basel III). As a result, the ability of banks and credit institutions to finance new projects, including the acquisition of new vessels in the future, were for a time uncertain. Following the stress tests run by the European Central Bank (the ECB), revised capital ratios have been communicated to European banks. This has reduced the uncertainty following the difficulties of the past several years, but it has also led to changes in each bank s lending policies and ability to provide financing or refinancing. 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 in the future, including commitments to refinance our existing debt as balloon payments come due under our credit facilities, if lenders are unwilling to extend financing to us or are 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 or new business acquisitions.

In addition, the economic uncertainty worldwide has markedly reduced demand for shipping services and has decreased charter rates, which may adversely affect our results of operations and financial condition.

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Currently, the economies of 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 and could do so in the future.

The New York Stock Exchange may delist our common stock from trading on its exchange, which could limit your ability to trade our common stock and subject us to additional trading restrictions.

On February 16, 2016, we were notified by NYSE that we were not in compliance with the continued listing standards set forth in Section 802.01C of the NYSE Listed Company Manual because the average closing price of our common stock was less than $1.00 over a consecutive 30 trading-day period.

Under the NYSE Listed Company Manual, a listed company is generally afforded a six-month period following receipt of the NYSE deficiency notice to regain compliance, after which the NYSE will commence suspension of trading and delisting procedures. Regaining compliance requires, on the last trading day of any calendar month, a company s common stock price per share and 30 trading-day average closing share price to be at least $1.00. During this six month period a company s common stock will continue to be traded on the NYSE, subject to compliance with other continued listing requirements and further subject to the discretion of the NYSE to commence delisting procedures against a company s common stock for other reasons, such as selling for an abnormally low price. We received confirmation from the NYSE on April 1, 2016 that we had regained compliance after our average closing share price for the 30 trading-day period ended March 31, 2016 and our closing price on March 31, 2016 exceeded $1.00.

While we are currently in compliance with the NYSE listing standards we cannot assure you that our common stock will continue to be listed on NYSE in the future.

If our common stock ultimately were to be delisted for any reason, we could face significant material adverse consequences, including:

- a limited availability of market quotations for our common stock;
- a limited amount of news and analyst coverage for us;
- a decreased ability for us to issue additional securities or obtain additional financing in the future;
- limited liquidity for our shareholders due to thin trading; and
- loss of our tax exemption under Section 883 of the Internal Revenue Code of 1986, as amended (the Code), loss of preferential capital gain tax rates for certain dividends received by certain non-corporate U.S. holders, and loss of mark-to-market election by U.S. holders in the event we are treated as a passive foreign investment company (PFIC).

A decrease in the level of China s imports of raw materials or a decrease in trade globally could have a material adverse impact on our charterers business and, in turn, could cause a material adverse impact on our results of

operations, financial condition and cash flows.

China imports significant quantities of raw materials. For example in 2015, China imported 940 million tons of iron ore out of a total of 1.367 billion tons shipped globally, accounting for about 69% of the global seaborne iron ore trade, while it only accounted for 14% of seaborne movements of coal in 2015, according to current estimates, that is a decline from over 22% in 2013 (due to a record of 264.9 million tons imported compared to 1.179 billion tons of seaborne coal traded globally) and a continued decline from over 19% in 2014 (239.1 million tons imported versus 1.215 billion tons global seaborne movements). Our dry bulk vessels are deployed by our charterers on routes involving dry bulk trade in and out of emerging markets, and our charterers dry bulk shipping and business revenue may be derived from the shipment of goods within and to the Asia Pacific region from various overseas export markets. Any reduction in, or hindrance to, China-based importers could have a material adverse effect on the growth rate of China s imports and on our charterers business. For instance, the government of China has implemented economic policies aimed at reducing pollution, increasing

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consumption of domestically produced Chinese coal or promoting the export of such coal. This may have the effect of reducing the demand for import of raw materials and may, in turn, result in a decrease in demand for dry bulk shipping. Additionally, though in China there is an increasing level of autonomy and a gradual shift in an emphasis to a market economy and enterprise reform, many of the reforms, particularly some limited price reforms that result in the prices for certain commodities being principally determined by market forces, are experimental and may be subject to revision, change or abolition. The level of imports to, and exports from, China could be adversely affected by changes to these economic reforms by the Chinese government, as well as by changes in political, economic and social conditions or other relevant policies of the Chinese government.

For example, China recently enacted a new tax for non-resident international transportation enterprises engaged in the provision of services of passengers or cargo, among other items, in and out of China using their own, chartered or leased vessels, including any stevedore, warehousing and other services connected with the transportation. The new regulation broadens the range of international transportation companies who may find themselves liable for Chinese enterprise income tax on profits generated from international transportation services passing through Chinese ports. This tax or similar regulations by China may result in an increase in the cost of raw materials imported to China and the risks associated with importing raw materials to China, as well as a decrease in the quantity of raw materials to be shipped from our charterers to China. This could have an adverse impact on our charterers business, operating results and financial condition and could thereby affect their ability to make timely charter hire payments to us and to renew and increase the number of their time charters with us.

Our operations expose us to the risk that increased trade protectionism from China or other nations will adversely affect our business. If the global recovery is undermined by downside risks and the recent economic downturn returns, governments may turn to trade barriers to protect their domestic industries against foreign imports, thereby depressing the demand for shipping. Specifically, increasing trade protectionism in the markets that our charterers serve may cause (i) a decrease in cargoes available to our charterers in favor of local charterers and local owned ships and (ii) an increase in the risks associated with importing goods to China. Any increased trade barriers or restrictions on trade, especially trade with China, would have an adverse impact on our charterers business, operating results and financial condition and could thereby affect their ability to make timely charter hire payments to us and to renew and increase the number of their time charters with us. This could have a material adverse effect on our business, results of operations, financial condition and our ability to pay cash distributions to our unitholders.

When our contracts expire, we may not be able to successfully replace them, or we may not choose to enter into long term contracts at levels that are at or below operating costs.

The process for concluding 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 the vessel, medium and longer term shipping contracts tend to be awarded based upon a variety of other factors relating to the vessel operator, including:

- environmental, health and safety record;
- compliance with regulatory industry standards;
- reputation for customer service, technical and operating expertise;

shipping experience and quality of ship operations, including cost-effectiveness;

quality, experience and technical capability of crews;

the ability to finance vessels at competitive rates and overall financial stability;

relationships with shipyards and the ability to obtain suitable berths;

construction management experience, including the ability to procure on-time delivery of new vessels according to customer specifications;

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willingness to accept operational risks pursuant to the charter, such as allowing termination of the charter for force majeure events; and

competitiveness of the bid in terms of overall price.

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 replace them promptly or at all or at rates sufficient to allow us to operate our business profitably, to meet our obligations, including payment of debt service to our lenders, or to pay dividends. Our ability to renew the charter contracts on our vessels on the expiration or termination of our current charters, or, on vessels that we may acquire in the future, the charter rates payable under any replacement charter 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 of commodities. During periods of market distress when long term charters may be renewed at rates at or below operating costs, we may not choose to charter our vessels for longer terms particularly if doing so would create an ongoing negative cashflow during the period of the charter. We may instead choose or be forced to idle our vessels or lay them up or scrap them depending on market conditions and outlook at the time those vessels become available for charter.

However, if we are successful in employing our vessels under longer-term time charters, 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 in profitable charter contracts, our results of operations and operating cash flow could be materially adversely affected.

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

We periodically employ some of our vessels on a spot basis. The spot charter market is highly competitive and freight rates within this market are highly volatile, while longer-term charter contracts provide income at pre-determined rates over more extended periods of time. We cannot assure you that we will be successful in keeping our vessels fully employed in these short-term markets, or that future spot rates will be sufficient to enable such vessels to be operated profitably. A significant decrease in spot market rates or our inability to fully employ our vessels by taking advantage of the spot market would result in a reduction of the incremental revenue received from spot chartering and adversely affect our results of operations, including our profitability and cash flows, with the result that our ability to pay debt service and dividends could be impaired.

Additionally, if spot market rates or short-term time charter rates become significantly lower than the time charter equivalent rates that some of our charterers are obligated to pay us under our existing charters, the charterers may have incentive to default under that charter or attempt to renegotiate the charter. If our charterers fail to pay their obligations, we would have to attempt to re-charter our vessels at lower charter rates, which would affect our ability to comply with our loan covenants and operate our vessels profitably. If we are not able to comply with our loan covenants and our lenders choose to accelerate our indebtedness and foreclose their liens, we could be required to sell vessels in our fleet and our ability to continue to conduct our business would be impaired.

We depend upon significant customers for part of our revenues. The loss of one or more of these customers or a decline in the financial capability of our customers could materially adversely affect our financial performance.

We have derived a significant part of our revenue from a small number of charterers. During the years ended December 31, 2015, 2014 and 2013, we derived approximately 33.8%, 28.6% and 22.9%, respectively, of our gross revenues from four customers. For the year ended December 31, 2015, one customer accounted for 15.1% of the

Company s revenue. For the year ended December 31, 2014, one customer accounted for 11.9% of the Company s revenue and for the year ended December 31, 2013, none of the Company s customers accounted for more than 10% of the Company s revenue.

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If one or more of our customers is unable to perform under one or more charters with us and we are not able to find a replacement charter, or if a charterer exercises certain rights to terminate the charter, or if a charterer is unable to make its charter payments in whole or in part, 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 time charter if, among other things:

- the customer fails to make charter payments because of its financial inability, disagreements with us or otherwise, which risk is increasing due to the current economic environment;
- the customer terminates the charter 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 periods of off-hire, default under the charter; or
- the customer terminates the charter because the vessel has been subject to seizure for more than a specified number of days.

Furthermore, a number of our charters are at above-market rates, such that any loss of such charter may require us to recharter the vessel at significantly lower rates. Additionally, our charterers from time to time have sought to renegotiate their charter rates with us. We no longer maintain insurance against the risk of default by our customers.

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.

We charter-out our vessels to other parties who pay us a daily rate of hire. We also enter into contracts of affreightment (COAs) pursuant to which we agree to carry cargoes, typically for industrial customers, who export or import dry bulk cargoes. Additionally, we may enter into Forward Freight Agreements (FFAs), parts of which are traded over-the-counter. We also enter into spot market voyage contracts, where we are paid a rate per ton to carry a specified cargo on a specified route. The FFAs and these contracts and arrangements subject us to counterparty credit risks at various levels. 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, if a charterer defaults on a time charter, we may only be able to enter into new contracts at lower rates. It is also possible that we would be unable to secure a charter at all. If we re-charter the vessel at lower rates or not at all, our financial condition and results of operations could be materially adversely affected.

Trading and complementary hedging activities in freight, tonnage and FFAs subject us to trading risks, and we may suffer trading losses which could adversely affect our financial condition and results of operations.

Due to dry bulk shipping market volatility, success in this shipping industry requires constant adjustment of the balance between chartering-out vessels for long periods of time and trading them on a spot basis. A long-term contract to charter a vessel might lock us into a profitable or unprofitable situation depending on the direction of freight rates over the term of the contract. We may seek to manage and mitigate that risk through trading and complementary hedging activities in freight, tonnage and FFAs. We may be exposed to market risk in relation to our FFAs and could suffer substantial losses from these activities in the event that our expectations are incorrect. We may trade FFAs with

an objective of both economically hedging the risk on the fleet, specific vessels or freight commitments and taking advantage of short-term fluctuations in market prices. There can be no assurance that we will be able at all times to successfully protect ourselves from volatility in the shipping market. We may not successfully mitigate our risks, leaving us exposed to unprofitable contracts, and may suffer trading losses resulting from these hedging activities.

In our hedging and trading activities, we focus on short-term trading opportunities in which there is adequate liquidity in order to limit the risk we are taking. There can be no assurance we will be successful in limiting our risk, that significant price spikes will not result in significant losses, even on short term trades, that

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liquidity will be available for our positions, or that all trades will be done within our risk management policies. Any such risk could be significant. In addition, the performance of our trading activities can significantly increase the variability of our operating performance in any given period and could materially adversely affect our financial condition. The FFA market has experienced significant volatility in the past few years and, accordingly, recognition of the changes in the fair value of FFAs could in the future cause significant volatility in earnings.

We are subject to certain operating risks, including vessel breakdowns or accidents, that could result in a loss of revenue from the chartered-in vessels and which in turn could have an 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 vessels. The rest of our core fleet is chartered-in under time charters and, as a result, most operating risks relating to these time chartered vessels remain with their owners. If we pay hire on a chartered-in vessel 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. Although we maintain insurance policies (subject to deductibles and exclusions) to cover us against the loss of such spread through the sinking or other loss of a chartered-in vessel, we cannot assure you that we will be covered under all circumstances or that such policies will be available in the future on commercially reasonable terms. Breakdowns or accidents involving our vessels and losses relating to chartered vessels which are not covered by insurance would result in a loss of revenue from the affected vessels adversely affecting our financial condition and results of operations.

The operation of ocean-going vessels entails the possibility of marine disasters including damage or destruction of the vessel due to accident, the loss of a vessel due to piracy or terrorism, damage or destruction of cargo and similar events that may cause a loss of revenue from affected vessels and damage our business reputation, which may in turn lead to loss of business.

The operation of ocean-going vessels entails certain inherent risks that may materially adversely affect our business and reputation, including:

- the damage or destruction of vessels due to marine disaster such as a collision;
- the loss of a vessel due to piracy and terrorism;
- cargo and property losses or damage as a result of the foregoing or drastic causes such as human error, mechanical failure and bad weather;
- environmental accidents as a result of the foregoing; and
- business interruptions and delivery delays caused by mechanical failure, human error, war, terrorism, political action in various countries, labor strikes or adverse weather conditions.

Any of these circumstances or events could substantially increase our costs. For example, the costs of replacing a vessel or cleaning up environmental damage could substantially lower our revenues by taking vessels out of operation permanently or for periods of time. Furthermore, the involvement of our vessels in a disaster or delays in delivery, damage or the loss of cargo may harm our reputation as a safe and reliable vessel operator and cause us to lose business.

The operation of vessels, such as dry bulk carriers, has certain unique risks. With a dry bulk carrier, the cargo itself and its interaction with the vessel can be an operational risk. By their nature, dry bulk cargoes are often heavy, dense, easily shift, and react badly to water exposure. In addition, dry bulk carriers are often subjected to battering treatment during unloading operations with grabs, jackhammers (to pry encrusted cargoes out of the hold) and small bulldozers. This treatment may cause damage to the vessel. Vessels damaged due to treatment during unloading procedures may be more susceptible to breach at sea. Hull breaches in dry bulk

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carriers may lead to the flooding of the vessels holds. If a dry bulk carrier suffers flooding in its forward holds, the bulk cargo may become so dense and waterlogged that its pressure may buckle the vessel s bulkheads leading to the loss of a vessel.

The total loss or damage of any of our vessels or cargoes could harm our reputation as a safe and reliable vessel owner and operator. If we are unable to adequately maintain or safeguard our vessels, we may be unable to prevent any such damage, costs, or loss that could negatively impact our business, financial condition, results of operations, cash flows and ability to pay dividends.

Some of these inherent risks could result in significant damage, such as marine disaster or environmental incidents, and any resulting legal proceedings may be complex, lengthy, costly and, if decided against us, any of these proceedings or other proceedings involving similar claims or claims for substantial damages may harm our reputation and have a material adverse effect on our business, results of operations, cash flow and financial position. In addition, the legal systems and law enforcement mechanisms in certain countries in which we operate may expose us to risk and uncertainty. Further, we may be required to devote substantial time and cost defending these proceedings, which could divert the attention of management from our business.

Any of these factors may have a material adverse effect on our business, financial conditions and results of operations.

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

The shipping business and vessel operation are materially affected by government regulation in the form of international conventions, national, state and local laws, and regulations in force in the jurisdictions in which vessels operate, as well as in the country or countries of their registration. Governmental regulations, safety or other equipment standards, as well as compliance with standards imposed by maritime self-regulatory organizations and customer requirements or competition, may require us to make capital and other expenditures. 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. In order to satisfy any such requirements, we may be required to take any 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. This could lead to significant asset write downs. In addition, violations of environmental and safety regulations can result in substantial penalties and, in certain instances, seizure or detention of our 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 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 effluent discharges from our vessels. For example, the International Maritime Organization (IMO) periodically proposes and adopts amendments to revise the International Convention for the Prevention of Pollution from Ships (MARPOL), such as the revision to Annex VI which came into force on July 1, 2010. The revised Annex VI implements a phased reduction of the sulfur content of fuel and allows for stricter sulfur limits in designated emission control areas (ECAs). Thus far, ECAs have been formally adopted for the Baltic Sea area (limiting SOx emissions only); the North Sea area including the English Channel (limiting SOx emissions only) and the North American ECA (which came into effect on August 1, 2012 limiting SOx, NOx and particulate matter emissions). The United States Caribbean Sea ECA, which became effective on January 1, 2014, limits SOx, NOx and particulate matter emissions. As of January 2015, the limit for fuel oil

sulphur levels falls to 0.1.% m/m in emission control areas established to limit SOx and particulate matter emissions. California has adopted more

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stringent low sulfur fuel requirements within California regulated waters. In addition, the IMO, the U.S. and states within the U.S. have proposed or implemented requirements relating to the management of ballast water to prevent the harmful effects of foreign invasive species.

The operation of vessels is also affected by the requirements set forth in the International Safety Management (ISM) Code. The ISM Code requires shipowners and bareboat charterers to develop and maintain an extensive Safety Management System that includes the adoption of a safety and environmental protection policy setting forth instructions and procedures for safe vessel operation and describing procedures for dealing with emergencies. In addition, the IMO has introduced the first ever mandatory measures for an international greenhouse gas reduction regime for a global industry sector. These energy efficiency measures took effect on January 1, 2013 and apply to all ships of 400 gross tonnage and above. They include the development of a ship energy efficiency management plan (SEEMP) which is akin to a safety management plan, with which the industry will have to comply. The failure of a ship owner or bareboat charterer to comply with the ISM Code and IMO measures 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.

For all vessels, including those operated under our fleet, international liability for oil pollution is governed by the International Convention on Civil Liability for Bunker Oil Pollution Damage (the Bunker Convention). In 2001, the IMO adopted the Bunker Convention, which imposes strict liability on shipowners for pollution damage and response costs incurred in contracting states caused by discharges, or threatened discharges, of bunker oil from all classes of ships. The Bunker Convention also requires registered owners of ships over a certain size to maintain insurance to cover their liability for pollution damage in an amount equal to the limits of liability under the applicable national or international limitation regime, including liability limits calculated in accordance with the Convention on Limitation of Liability for Maritime Claims 1976, as amended (the 1976 Convention), discussed in more detail in the following paragraph. The Bunker Convention became effective in contracting states on November 21, 2008 and as of March 8, 2016 was in effect in 82 states comprising approximately 92.13% of the gross tonnage of the world s merchant fleet. In non-contracting states, liability for such bunker oil pollution typically is determined by the national or other domestic laws in the jurisdiction where the spillage occurs.

The International Convention for Civil Liability for Oil Pollution Damage (the CLC) and Bunker Convention also provide vessel owners a right to limit their liability, depending on the applicable national or international regime. The 1976 Convention is the most widely applicable international regime limiting maritime pollution liability. Rights to limit liability under the 1976 Convention are forfeited where a spill is caused by a shipowner s intentional or reckless conduct. Certain jurisdictions have ratified the IMO s Protocol of 1996 to the 1976 Convention, referred to herein as the Protocol of 1996. The Protocol of 1996 provides for substantially higher liability limits in those jurisdictions than the limits set forth in the 1976 Convention. Finally, some jurisdictions, such as the United States, are not a party to either the 1976 Convention or the Protocol of 1996, and, therefore, a shipowner s rights to limit liability for maritime pollution in such jurisdictions may be uncertain.

Environmental legislation in the United States merits particular mention as it is in many respects more onerous than international laws, representing a high-water mark of regulation with which ship owners and operators must comply, and of liability likely to be incurred in the event of non-compliance or an incident causing pollution. In the United States, the Oil Pollution Act (OPA) establishes an extensive regulatory and liability regime for the protection and cleanup of the environment from cargo and bunker oil spills from vessels, including tankers. The OPA covers all owners and operators whose vessels trade in the United States, its territories and possessions or whose vessels operate in United States waters, which includes the United States territorial sea and its 200 nautical mile exclusive economic zone. Under the OPA, vessel owners, operators and bareboat charterers are responsible parties and are jointly, severally and strictly liable (unless the spill results solely from the act or omission of a third party, an act of God or an

act of war) for all containment and clean-up costs and other damages arising from discharges or substantial threats of discharges, of oil from their vessels.

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In addition to potential liability under the federal OPA, vessel owners may in some instances incur liability on an even more stringent basis under state law in the particular state where the spillage occurred. For example, California regulations prohibit the discharge of oil, require an oil contingency plan be filed with the state, require that the ship owner contract with an oil response organization and require a valid certificate of financial responsibility, all prior to the vessel entering state waters.

In recent years, the EU has become increasingly active in the field of regulation of maritime safety and protection of the environment. In some areas of regulation the EU has introduced new laws without attempting to procure a corresponding amendment to international law. Notably, the EU adopted in 2005 a directive, as amended in 2009, on ship-source pollution, imposing criminal sanctions for pollution not only where pollution is caused by intent or recklessness (which would be an offence under MARPOL), but also where it is caused by serious negligence. The concept of serious negligence may be interpreted in practice to be little more than ordinary negligence. The directive could therefore result in criminal liability being incurred in circumstances where it would not be incurred under international law.

In response to the Deepwater Horizon incident, the European Union has issued Directive 2013/30/EU of the European Parliament and of the Council of June 12, 2013 on safety of offshore oil and gas operations. The objective of this Directive is to reduce as much as possible the occurrence of major accidents relating to offshore oil and gas operations and to limit their consequences, thus increasing the protection of the marine environment and coastal economies against pollution, establishing minimum conditions for safe offshore exploration and exploitation of oil and gas and limiting possible disruptions to European Union indigenous energy production, and to improve the response mechanisms in case of an accident. The Directive was implemented on July 19, 2015. As far as the environment is concerned, the UK has various new or amended regulations such as: the Offshore Petroleum Activities (Offshore Safety Directive) (Environmental Functions) Regulations 2015 (OSDEF), the 2015 amendments to the Merchant Shipping (Oil Pollution Preparedness, Response and Cooperation Convention) Regulations 1998 (OPRC 1998) and other environmental Directive requirements, specifically the Environmental Management System and (ii) the Offshore Petroleum Licensing (Offshore Safety Directive) Regulations 2015 will implement the licensing Directive requirements.

Criminal liability for a pollution incident could not only result in us incurring substantial penalties or fines, but may also, in some jurisdictions, facilitate civil liability claims for greater compensation than would otherwise have been payable.

We maintain insurance coverage for each owned vessel in our fleet against pollution liability risks in the amount of $1.0 billion in the aggregate for any one 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 aggregate liability of $1.0 billion for any one event, our cash flow, profitability and financial position would be adversely impacted.

Climate change and government laws and regulations related to climate change could negatively impact our financial condition.

Regarding climate change in particular, we are and will be, directly and indirectly, subject to the effects of climate change and may, directly or indirectly, be affected by government laws and regulations related to climate change. A number of countries have adopted or are considering the adoption of, regulatory frameworks to reduce greenhouse gas emissions. In the U.S., the United States Environmental Protection Agency (EPA) has declared greenhouse gases to be dangerous pollutants and has issued greenhouse gas reporting requirements for emissions sources in certain industries

(which does not include the shipping industry). The EPA does require owners of vessels subject to MARPOL Annex VI to maintain records for nitrogen oxides standards and in-use fuel specifications.

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In addition, while the emissions of greenhouse gases from international shipping are not subject to the Kyoto Protocol to the United Nations Framework Convention on Climate Change, which requires adopting countries to implement national programs to reduce greenhouse gas emissions, the IMO intends to develop limits on greenhouse gases from international shipping. In 2011, it responded to the global focus on climate change and greenhouse gas emissions by developing specific technical and operational efficiency measures and a work plan for market-based mechanisms. These include the mandatory measures of the SEEMP, outlined above, and an energy efficiency design index (EEDI) for new ships. Over the past few years, the IMO has considered its position on market-based measures. However, the international discussions have yet to bring agreement on global market-based measures or other instruments that would cut greenhouse gas emissions from the international maritime transport sector as a whole, including existing ships. A third IMO study (2014) on Greenhouse gases has been approved. Among the numerous proposals being considered by the working group are the following: a port state levy based on the amount of fuel consumed by the vessel on its voyage to the port in question; a global emissions trading scheme which would allocate emissions allowances and set an emissions cap; and an international fund establishing a global reduction target for international shipping, to be set either by the United Nations Framework Covention on Climate Change (UNFCCC) or the IMO. At its 64th session in 2012, the MEPC indicated that 2015 was the target year for Member States to identify market-based measures for international shipping. At its 66th session in 2014, the MEPC continued its work on developing technical and operational measures relating to energy-efficiency measures for ships, following the mandatory efficiency measures which became effective January 1, 2013. It adopted the 2014 Guidelines on the Method of Calculation of the Attained EEDI, applicable to new ships. It further adopted amendments to MARPOL Annex VI concerning the extension of the scope of application of the EEDI to LNG fuel carriers, ro-ro cargo ships (vehicle carriers), ro-ro passenger ships and cruise passengers ships with nonconventional propulsion. At its 67th session in 2014, the MEPC adopted the 2014 Guidelines on survey and certification of the EEDI, updating the previous version to reference ships fitted with dual-fuel engines using LNG and liquid fuel oil. The MEPC also adopted amendments to the 2013 Interim Guidelines for determining minimum propulsion power to maintain the manoeuvrability of ships in adverse conditions, to make the guidelines applicable to phase 1 (starting January 1, 2015) of the EEDI requirements. At its 68th session in 2015, the MEPC agreed upon proposed language regarding a data collection system for fuel consumption of ships above 5,000 gross tons, a concept first proposed at its 66th session. Further, the MEPC amended the 2014 Guidelines on EEDI survey and certification as well as the method of calculating of EEDI for new ships.

In December 2011, UN climate change conference (the Durban Conference) took place in Durban and concluded with an agreement referred to as the Durban Platform for Enhanced Action. The Durban Conference did not result in any proposals specifically addressing the shipping industry s role in climate change but the progress that has been made by the IMO in this area was widely acknowledged throughout the negotiating bodies of the UNFCCC process and an ad hoc working group was established.

Although regulation of greenhouse gas emissions in the shipping industry was discussed during the 2015 UN Climate Change Conference in Paris (the Paris Conference), the agreement reached among the 195 nations did not expressly reference the shipping industry. Following the Paris Conference, the IMO announced it would continue its efforts on this issue at the IMO s Marine Environment Protection Committee in April 2016.

The European Union announced in April 2007 that it planned to expand the European Union emissions trading scheme by adding vessels, and a proposal from the European Commission was expected if no global regime for reduction of seaborne emissions had been agreed to by the end of 2011. As of January 31, 2013 the European Commission has stopped short of proposing that emissions from ships be included in the EU s emissions-trading scheme (ETS). However on October 1, 2012 it announced that it would propose measures to monitor, verify and report on greenhouse-gas emissions from the shipping sector. On June 28, 2013, the European Commission adopted a communication setting out a strategy for progressively including greenhouse gas emissions from maritime transport in the EU s policy for reducing its overall greengouse emissions. The first step proposed by the European Commission

was an EU Regulation to an EU-wide system for the monitoring, reporting and verification of carbon dioxide emissions from large ships starting in 2018. The Regulation was

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adopted on April 29, 2015 and took effect on July 1, 2015, with monitoring, reporting and verification requirements beginning on January 1, 2018. This Regulation may be seen as indicative of an intention to maintain pressure on the international negotiating process.

We cannot predict with any degree of certainty what effect, if any possible climate change and government laws and regulations related to climate change will have on our operations, whether directly or indirectly. While we believe that it is difficult to assess the timing and effect of climate change and pending legislation and regulation related to climate change on our business, we believe that climate change, including the possible increase in severe weather events resulting from climate change, and government laws and regulations related to climate change may affect, directly or indirectly, (i) the cost of the vessels we may acquire in the future, (ii) our ability to continue to operate as we have in the past, (iii) the cost of operating our vessels, and (iv) insurance premiums, deductibles and the availability of coverage. As a result, our financial condition could be negatively impacted by significant climate change and related governmental regulation, and that impact could be material.

We are subject to vessel security regulations and will incur costs to comply with recently adopted regulations and we may be subject to costs to comply with similar regulations that may be adopted in the future in response to terrorism.

Since the terrorist attacks of September 11, 2001, there have been a variety of initiatives intended to enhance vessel security. On November 25, 2002, the Maritime Transportation Security Act of 2002, or MTSA, came into effect. To implement certain portions of the MTSA, in July 2003, the U.S. Coast Guard issued regulations requiring the implementation of certain security requirements aboard vessels operating in waters subject to the jurisdiction of the United States. Similarly, in December 2002, amendments to the International Convention for the Safety of Life at Sea, or SOLAS, created a new chapter of the convention dealing specifically with maritime security. The new chapter went into effect in July 2004, and imposes various detailed security obligations on vessels and port authorities, most of which are contained in the newly created International Ship and Port Facilities Code, or ISPS Code. Among the various requirements are:

- on-board installation of automatic information systems, or AIS, to enhance vessel-to-vessel and vessel-to-shore communications;
- on-board installation of ship security alert systems;
- the development of vessel security plans; and
- compliance with flag state security certification requirements.

Furthermore, additional security measures could be required in the future which could have a significant financial impact on us. The U.S. Coast Guard regulations, intended to be aligned with international maritime security standards, exempt non-U.S. vessels from MTSA vessel security measures, provided such vessels have on board a valid International Ship Security Certificate, or ISSC, that attests to the vessel s compliance with SOLAS security requirements and the ISPS Code. We will implement the various security measures addressed by the MTSA, SOLAS and the ISPS Code and take measures for the vessels to attain compliance with all applicable security requirements within the prescribed time periods. Although management does not believe these additional requirements will have a

material financial impact on our operations, there can be no assurance that there will not be an interruption in operations to bring vessels into compliance with the applicable requirements and any such interruption could cause a decrease in charter revenues. Furthermore, additional security measures could be required in the future which could have a significant financial impact on us.

The cost of vessel security measures has also been affected by the escalation in recent years in the frequency and seriousness of acts of piracy against ships, notably off the coast of Somalia, including the Gulf of Aden and Arabian Sea area. Attacks of this kind have commonly resulted in vessels and their crews being detained for several months, and being released only on payment of large ransoms. Substantial loss of revenue and other costs may be incurred as a result of such detention. Although we insure against these losses to the

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extent practicable, the risk remains of uninsured losses which could significantly affect our business. Costs are incurred in taking additional security measures in accordance with Best Management Practices to Deter Piracy, notably those contained in the BMP3 industry standard. A number of flag states have signed the 2009 New York Declaration, which expresses commitment to Best Management Practices in relation to piracy and calls for compliance with them as an essential part of compliance with the ISPS Code.

Acts of piracy on ocean-going vessels have increased in frequency and magnitude, which could adversely affect our business.

The shipping industry has historically been affected by acts of piracy in regions such as the South China Sea, the Indian Ocean, the Gulf of Aden off the coast of Somalia and the Red Sea. Although the frequency of sea piracy worldwide decreased during 2013 to its lowest level since its increase in 2009, sea piracy incidents continue to occur, particularly in the Gulf of Aden and towards the Mozambique Channel in the North Indian Ocean and increasingly in the Gulf of Guinea. A significant example of the heightened level of piracy came in February 2011 when the M/V Irene SL, a crude oil tanker which was not affiliated with us, was captured by pirates in the Arabian Sea while carrying crude oil estimated to be worth approximately $200 million. In December 2009, the Navios Apollon, a vessel owned by our affiliate, Navios Maritime Partners L.P. (Navios Partners), was seized by pirates 800 miles off the coast of Somalia while transporting fertilizer from Tampa, Florida to Rozi, India and was released on February 27, 2010. In January 2014, a vessel owned by our affiliate, Navios Maritime Acquisition Corporation (Navios Acquisition), the Nave Atropos, was attacked by a pirate action group in international waters off the coast of Yemen and in February 2016, the Nave Jupiter, a vessel also owned by Navios Acquisition, came under attack from pirate action groups on her way our from her loading terminal about 50 nautical miles off Bayelsa, Nigeria. The crew and the on-board security team successfully implemented a counter piracy action plan and standard operating procedures and deterred the attacks with no consequences to the vessels or the crew. If these piracy attacks result in regions (in which our vessels are deployed) being characterized by insurers as war risk zones or Joint War Committee (JWC) war and strikes listed areas, premiums payable for such insurance coverage could increase significantly and such insurance coverage may be more difficult to obtain. Crew costs, including those due to employing onboard security guards, could increase in such circumstances. While the use of security guards is intended to deter and prevent the hijacking of our vessels, it could also increase our risk of liability for death or injury to persons or damage to personal property. In addition, while we believe the charterer remains liable for charter payments when a vessel is seized by pirates, the charterer may dispute this and withhold charter hire until the vessel is released. A charterer may also claim that a vessel seized by pirates was not on-hire for a certain number of days and it is therefore entitled to cancel the charter party, a claim that we would dispute. We may not be adequately insured to cover losses from these incidents, which could have a material adverse effect on us. In addition, detention hijacking as a result of an act of piracy against our vessels, or an increase in cost, or unavailability of insurance for our vessels, could have a material adverse impact on our business, financial condition, results of operations and cash flows. Acts of piracy on ocean-going vessels could adversely affect our business and operations.

Political and government instability, terrorist attacks, increased hostilities or war could lead to further economic instability, increased costs and disruption of our business.

We are an international company and conduct our operations primarily outside the United States. Changing economic, political and governmental conditions in the countries where we are engaged in business or where our vessels are registered will affect us. Terrorist attacks, such as the attacks in the United States on September 11, 2001, in Spain on March 11, 2004, in London on July 7, 2005, in Paris on January 7, 2015, and on November 13, 2015, and in Brussels on March 22, 2016, and the United States continuing response to these attacks and other current and future conflicts, as well as the recent conflicts in Iraq, Afganistan, Syria, Ukraine, continue to cause uncertainty in the world financial markets, including the energy markets. Continuing hostilities in the Middle East may lead to additional armed

conflicts or to further acts of terrorism and civil disturbance in the United States or elsewhere, which could result in increased volatility and turmoil in the financial markets and may contribute further to economic instability. Current and future conflicts and terrorist attacks may adversely

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affect our business, operating results, financial condition, ability to raise capital and future growth. Terrorist attacks on vessels, such as the October 2002 attack on the M/V Limburg, a VLCC not related to us, may in the future also negatively affect our operations and financial condition and directly impact our vessels or our customers.

Furthermore, our operations may be adversely affected by changing or adverse political and governmental conditions in the countries where our vessels are flagged or registered and in the regions where we otherwise engage in business. Any disruption caused by these factors may interfere with the operation of our vessels, which could harm our business, financial condition and results of operations. Our operations may also be adversely affected by expropriation of vessels, taxes, regulation, tariffs, trade embargoes, economic sanctions or a disruption of or limit to trading activities, or other adverse events or circumstances in or affecting the countries and regions where we operate or where we may operate in the future.

Governments could requisition our vessels during a period of war or emergency, resulting in a loss of earnings

A government could requisition title or seize our vessels. Requisition of title occurs when a government takes a vessel and becomes the owner. A government could also requisition our vessels for hire, which would result in the government s taking control of a vessel and effectively becoming the charterer at a dictated charter rate. Generally, requisitions occur during periods of war or emergency, although governments may elect to requisition vessels in other circumstances. Requisition of one or more of our vessels would have a substantial negative effect on us as we would potentially lose all revenues and earnings from the requisitioned vessels and permanently lose the vessels. Such losses might be partially offset if the requisitioning government compensated us for the requisition.

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 must be classed by a classification society authorized by its country of registry. 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 SOLAS. Our owned fleet is currently enrolled with Nippon Kaiji Kiokai, Bureau Veritas, Lloyd s Register, DNV GL and American Bureau of Shipping.

A vessel must undergo an annual survey, an intermediate survey and a special survey. In lieu of a special survey, a vessel s machinery may be on a continuous survey cycle, under which the machinery would be surveyed periodically over a five-year period. Our vessels are on special survey cycles for hull inspection and continuous survey cycles for machinery inspection. Every vessel is also required to be drydocked every two to three years for inspection of the underwater parts of such vessel.

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 negative impact on our revenues due to the loss of revenues from such vessel until she is able to trade again.

Increased inspection procedures and tighter import and export controls could increase costs and disrupt our business.

International shipping is subject to various security and customs inspection and related procedures in countries of origin and destination and trans-shipment points. Inspection procedures may result in the seizure of contents of our vessels, delays in the loading, offloading, trans-shipment or delivery and the levying of customs duties, fines or other penalties against us.

It is possible that changes to inspection procedures could impose additional financial and legal obligations on us. Changes to inspection procedures could also impose additional costs and obligations on our

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customers and may, in certain cases, render the shipment of certain types of cargo uneconomical or impractical. Any such changes or developments may have a material adverse effect on our business, results of operations, and financial condition.

The shipping industry has inherent operational risks that may not be adequately covered by our insurance.

The operation of ocean-going vessels in international 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 (which include environmental damage and pollution insurance), all risks may not be adequately insured against, and any particular claim may not be paid. We do not currently maintain strike or 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 except in cases of loss of hire up to a limited number of days due to war or a piracy event. Accordingly, any extended period in which a vessel is off-hire, due to an accident or otherwise, 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 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 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. 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.

Maritime claimants could arrest our vessels, which could interrupt our cash flow.

Crew members, suppliers of goods and services to a vessel, shippers of cargo, and other parties may be entitled to a maritime lien against a vessel for unsatisfied debts, claims or damages against such vessel. In many jurisdictions, a maritime lien holder may enforce its lien by arresting a vessel through foreclosure proceedings. The arrest or attachment of one or more of our vessels could interrupt our cash flow and require us to pay large sums of funds to have the arrest lifted. We are not currently aware of the existence of any such maritime lien on our vessels.

In addition, in some jurisdictions, such as South Africa, under the sister ship theory of liability, a claimant may arrest both the vessel which is subject to the claimant s maritime lien and any associated vessel, which is any vessel owned or controlled by the same owner. Claimants could try to assert sister ship liability against one vessel in our fleet for claims relating to another ship in the fleet.

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The risks and costs associated with vessels increase as the vessels age.

The costs to operate and maintain a vessel in operation increase with the age of the vessel. The average age of the vessels in our fleet is 7.4 years, and most dry bulk vessels have an expected life of approximately 25 years. In some instances, charterers prefer newer vessels that are more fuel efficient than older vessels. Cargo insurance rates also increase with the age of a vessel, making older vessels less desirable to charterers as well. Governmental regulations, safety or other equipment standards related to the age of the vessels may require expenditures for alterations or the addition of new equipment to our vessels and may restrict the type of activities in which these vessels may engage. We cannot assure you that, as our vessels age, market conditions will justify those expenditures or enable us to operate our vessels profitably during the remainder of their useful lives. If we sell vessels, we may have to sell them at a loss, and if charterers no longer charter-out vessels due to their age, our earnings could be materially adversely affected.

Technological innovation could reduce our charter hire income and the value of our vessels.

The charter hire rates and the value and operational life of a vessel are determined by a number of factors including the vessel s efficiency, operational flexibility and physical life. Efficiency includes speed, fuel economy and the ability to load and discharge cargo quickly. Flexibility includes the ability to enter harbors, utilize related docking facilities and pass through canals and straits. The length of a vessel s physical life is related to its original design and construction, its maintenance and the impact of the stress of operations. If new vessels are built that are more efficient or more flexible or have longer physical lives than our vessels, competition from these more technologically advanced vessels could adversely affect the amount of charter hire payments we receive for our vessels and the resale value of our vessels could significantly decrease. As a result, our results of operations and financial condition could be adversely affected.

We may be required to make significant investments in ballast water management which may have a material adverse effect on our future performance, results of operations, and financial position.

The International Convention for the Control and Management of Vessels Ballast Water and Sediments, or the BWM Convention, aims to prevent the spread of harmful aquatic organisms from one region to another, by establishing standards and procedures for the management and control of ships ballast water and sediments. The BWM Convention calls for a phased introduction of mandatory ballast water exchange requirements to be replaced in time with mandatory concentration limits. Investments in ballast water treatment may have a material adverse effect on our future performance, results of operations, cash flows and financial position.

If we fail to manage our planned growth properly, we may not be able to expand our fleet successfully, which may adversely affect our overall financial position.

We have grown our fleet and business significantly. We intend to continue to expand our fleet in the future. Our growth will depend on:

- locating and acquiring suitable vessels;
- identifying reputable shipyards with available capacity and contracting with them for the construction of new vessels;

integrating any acquired vessels successfully with our existing operations;

enhancing our customer base;

managing our expansion; and

obtaining required financing, which could include debt, equity or combinations thereof.

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Additionally, the marine transportation and logistics industries are capital intensive, traditionally using substantial amounts of indebtedness to finance vessel acquisitions, capital expenditures and working capital needs. If we finance the purchase of our vessels through the issuance of debt securities, it could result in:

- default and foreclosure on our assets if our operating cash flow after a business combination or asset acquisition were insufficient to pay our debt obligations;

- acceleration of our obligations to repay the indebtedness even if we have made all principal and interest payments when due if the debt security contained covenants that required the maintenance of certain financial ratios or reserves and any such covenant was breached without a waiver or renegotiation of that covenant;

- our immediate payment of all principal and accrued interest, if any, if the debt security was payable on demand; and

- our inability to obtain additional financing, if necessary, if the debt security contained covenants restricting our ability to obtain additional financing while such security was outstanding.

In addition, our business plan and strategy is predicated on buying vessels at what we believe is near the low end of the cycle in what has typically been a cyclical industry. However, there is no assurance that shipping rates and vessels asset values will not sink lower, or that there will be an upswing in shipping costs or vessel asset values in the near-term or at all, in which case our business plan and strategy may not succeed in the near-term or at all. Growing any business by acquisition presents numerous risks such as undisclosed liabilities and obligations, difficulty experienced in obtaining additional qualified personnel and managing relationships with customers and suppliers and integrating newly acquired operations into existing infrastructures. We may not be successful in growing and may incur significant expenses and losses.

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

If we purchase any newbuilding vessels, the shipbuilder could fail to deliver the newbuilding vessel as agreed or their counterparty could cancel the purchase contract if the shipbuilder fails to meet its obligations. In addition, under charters we may enter into that are related to a newbuilding, if our delivery of the newbuilding to our customer is delayed, we may be required to pay liquidated damages during such delay. For prolonged delays, the customer may terminate the charter 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 expect to 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 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;

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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 results of operations and financial condition and our ability to make cash distributions.

Although we have long-standing relationships with certain Japanese shipowners that provide us access to competitive contracts, we cannot assure you that we will always be able to maintain such relationships or that such contracts will continue to be available in the future.

We have long-standing relationships with certain Japanese shipowners that give us access to time charters at favorable rates and that, in some cases, include options to purchase the vessels at favorable prices relative to the current market. We cannot assure you that we will have such relationships indefinitely. In addition, there is no assurance that Japanese shipowners will generally make contracts available on the same or substantially similar terms in the future.

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

We expect that our vessels will call in ports in South America and other areas where smugglers attempt to hide drugs and other contraband on vessels, with or without the knowledge of crew members. 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 an adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends.

Our vessels may be subject to unbudgeted periods of off-hire, which could materially adversely affect our business, financial condition and results of operations.

Under the terms of the charter agreements under which our vessels operate, or are expected to operate in the case of a newbuilding, when a vessel is off-hire, or not available for service or otherwise deficient in its condition or performance, the charterer generally is not required to pay the hire rate, and we will be responsible for all costs (including the cost of bunker fuel) unless the charterer is responsible for the circumstances giving rise to the lack of availability. A vessel generally will be deemed to be off-hire if there is an occurrence preventing the full working of the vessel due to, among other things:

operational deficiencies;

the removal of a vessel from the water for repairs, maintenance or inspection, which is referred to as drydocking;

equipment breakdowns;

delays due to accidents or deviations from course;

occurrence of hostilities in the vessel s flag state or in the event of piracy;

crewing strikes, labor boycotts, certain vessel detentions or similar problems; or

our failure to maintain the vessel in compliance with its specifications, contractual standards and applicable country of registry and international regulations or to provide the required crew.

Under some of our charters, the charterer is permitted to terminate the time charter if the vessel is off-hire for an extended period, which is generally defined as a period of 90 or more consecutive off-hire days. Under some circumstances, an event of force majeure may also permit the charterer to terminate the time charter or suspend payment of charter hire.

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As we do not maintain off-hire insurance except in cases of loss of hire up to a limited number of days due to war or piracy events any extended off-hire period could have a material adverse effect on our results of operations, cash flows and financial condition.

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 states. Under economic and trade sanctions laws, governments may seek to impose prohibitions or 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

During the last few years, the scope of sanctions imposed against 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 European Union and Canada. In 2010, the U.S. 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 economic sanctions to non-U.S. companies, such as our company, and introduced limits on the ability of companies and 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 (tankers owned by an affiliate of ours called in Iran but did not engage in the sanctionable activities specifically identified by these laws.)

U.S. economic sanctions on Iran fall into two general categories: Primary sanctions, which prohibit U.S. persons (including citizens, and permanent residents, and companies and persons located in 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 targeted at non-U.S. persons for certain transactions with respect to Iran. While most of the nuclear-related sanctions with respect to Iran were lifted on January 16, 2016 through the implementation of the Joint Comprehensive Plan of Action (JCPOA) entered into between the permanent members of the United Nations Security Council (China, France, Russia, the United Kingdom and the United States), the European Union, Germany, and Iran, there are still certain limitations 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, except in a very limited fashion. In addition, a very limited set of U.S. secondary sanctions remains in place.

After the lifting of most of the nuclear-related sanctions on January 16, 2016, 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 sanctions which remain in place include restrictions on:

i. Graphite and certain raw or semi-finished metals such as corrosion-resistant high-grade steel, iron, aluminium and alloys, titanium and alloys and nickel and alloys (listed in Annex VIIB to EU Regulation 267/2012 as updated by EU Regulation 2015/1861 (the EU Regulation));

ii. Goods and technologies listed in the Nuclear Suppliers Group list (listed in Annex I to the EU Regulation);

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iii. Goods and technologies that could contribute to reprocessing or enrichment related or heavy water related or other activities inconsistent with the JCPOA (as listed in Annex II to the EU Regulation); and

iv. Software designed for use in nuclear/military industries (as listed in Annex VIIA to the EU Regulation).

Dealing with the above is no longer prohibited, but prior authorization must be obtained first and is granted on a case-by-case basis. 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 for fixtures involving Iran.

Russia/Ukraine

As a result of the crisis in Ukraine and the annexation of Crimea by Russia in 2014, both the U.S. and EU have implemented sanctions against certain persons and 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.

The U.S. 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 they are authorized by the U.S. Treasury Department. 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 subject us to sanctions or prohibitions. The EU has imposed sanctions against certain Russian entities and individuals (EU Russian Sanctions Targets). These sanctions effectively prohibit EU persons from engaging in any economic or commercial transactions with the EU Russian Sanctions Targets unless the same are authorized by the competent EU export control authority.

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, Sudan, 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, 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 Sanction Targets

In addition to Iran and certain Russian entities and individuals, as indicated above, the EU maintains economic sanctions against, inter alia, Syria, Sudan, limited sanctions against 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 consolidated lists of persons, groups and entities subject to EU financial

sanctions maintained by the EU External. We are subject to the prohibitions of these sanctions.

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Compliance

Although we believe that we are in compliance with all applicable sanctions and embargo laws and regulations, and 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, may be subject to changing interpretations, or may change. Moreover, despite, for example, relevant provisions in charter parties forbidding the use of our vessels in trade that would violate economic sanctions, our charterers may nevertheless violate applicable sanctions and embargo laws and regulations as a result of actions that do not involve us or our vessels, and those violations could in turn negatively affect our reputation and potentially be inputed to us. In addition, given our relationship with Navios Acquisition, Navios Partners and Navios Maritime Midstream Partners L.P. (Navios Midstream), we cannot give any assurance that an adverse finding against Navios Acquisition or Navios Partners or Navios Midstream 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 Acquisition, Navios Partners or Navios Midstream will not have a material adverse impact on our business, reputation, or the market price or trading of our common stock.

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 that may result in breach of their charter contracts. If any of the risks described above materialize, it could have a material adverse impact on our business and the 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 follow compliance procedures to avoid economic sanctions violations.

We could be 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 shipping 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, legislated in 2010, which is broader in scope than the FCPA because it does not contain an exception for facilitating 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 certain circumstances to a violation or a mitigation of applicable penalties, at least under the U.K. Bribery Act.

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Our Chairman and Chief Executive Officer holds approximately 28.5% of our common stock and will be able to exert considerable influence over our actions; her failure to own a significant amount of our common stock or to be our Chief Executive Officer would constitute a default under our secured credit facilities.

Ms. Angeliki Frangou owns approximately 28.5% of the outstanding shares of our common stock, and has filed a Schedule 13D indicating that she intends, subject to market conditions, to purchase in total $20.0 million of our common stock (as of May 15, 2015, she had purchased approximately $10.0 million of the total $20.0 million in value of our common stock). As the Chairman, Chief Executive Officer and a significant stockholder, she has the power to exert considerable influence over our actions and the outcome of matters on which our stockholders are entitled to vote including the election of directors and other significant corporate actions. The interests of Ms. Frangou may be different from your interests. Furthermore, if Ms. Frangou ceases to hold a minimum of 20% of our common stock, does not remain actively involved in the business, or ceases to be our Chief Executive Officer, then we will be in default under our secured credit facilities.

The loss of key members of our senior management team could disrupt the management of our business.

We believe that our success depends on the continued contributions of the members of our senior management team, including Ms. Angeliki Frangou, our Chairman, Chief Executive Officer and principal stockholder. The loss of the services of Ms. Frangou or one of our other executive officers or senior management members could impair our ability to identify and secure new charter 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 may be unable to attract and retain qualified, skilled employees or crew necessary to operate our business or may have to pay substantially increased costs for our employees and crew.

Our success will depend in part on our ability to attract, hire, train and retain highly skilled and qualified personnel. In crewing our vessels, we require technically skilled employees with specialized training who can perform physically demanding work. Competition to attract, hire, train and retain qualified crew members is intense. In addition, recently, the limited supply of, and increased demand for, well-qualified crew members, due to the increase in the size of global shipping fleet, has created upward pressure on crewing costs, which we generally bear under our period, time and spot charters. If we are not able to increase our hire rates to compensate for any crew cost increases, our business, financial condition and results of operations may be adversely affected. Any inability we experience in the future to attract, hire, train and retain a sufficient number of qualified employees could impair our ability to manage, maintain and grow our business.

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. Certain of our directors are also directors of other 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 public company.

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Because we generate substantially all of our revenues in U.S. dollars but incur a 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 worldwide commerce with a variety of entities. Although our operations may expose us to certain levels of foreign currency risk, our transactions are predominantly U.S. dollar-denominated at the present. Additionally, our South American subsidiaries transact a nominal amount of their operations in Uruguayan pesos, Paraguayan Guaranies, Argentinean pesos and Brazilian Reales, whereas our wholly-owned vessel subsidiaries and the vessel management subsidiaries transact a nominal amount of their operations in Euros; however, all of the subsidiaries primary cash flows are U.S. dollar-denominated. In 2015, approximately 36.7% 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 change in exchange rates between the U.S. dollar and each of the foreign currencies listed above of 1.00% would change our net loss for the year ended December 31, 2015 by $1.5 million.

For example, as of December 31, 2015, the value of the U.S. dollar as compared to the Euro increased by approximately 11.3% compared with the respective value as of December 31, 2014. A greater percentage of our transactions and expenses in the future may be denominated in currencies other than U.S. dollar. As part of our overall risk management policy, we attempt to hedge these risks in exchange rate fluctuations from time to time. We may not always be successful in such hedging activities and, as a result, our operating results could suffer as a result of non-hedged losses incurred as a result of exchange rate fluctuations.

We are incorporated in the Republic of the Marshall Islands, which does not have a well-developed body of corporate law.

Our corporate affairs are governed by our amended and restated articles of incorporation and by-laws and by the Marshall Islands Business Corporations Act (BCA). The provisions of the BCA are intended to resemble 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. Accordingly, you may have more difficulty protecting your interests in the face of actions by management, directors or controlling stockholders than you 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 are incorporated in the Republic of the Marshall Islands and such persons may reside outside of the United States.

We are a corporation organized under the laws of the Republic of the Marshall Islands, and all of our assets are located outside of the United States. In addition, several 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 Greece or other non-U.S. jurisdictions. Thus, it may not be possible for investors to affect service of process upon us, 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.

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Being a foreign private issuer exempts us from certain SEC and NYSE requirements.

We are a foreign private issuer within the meaning of rules promulgated under the Securities Exchange Act of 1934, as amended (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;
- the sections of the Exchange Act regulating the solicitation of proxies, consents or authorizations in respect of a security registered under the Exchange Act;
- the provisions of Regulation FD aimed at preventing issuers from making selective disclosures of material information; and
- the sections of the Exchange Act requiring insiders to file public reports of their stock ownership and trading activities and establishing insider liability for profits realized from any short-swing trading transaction (i.e., a purchase and sale, or sale and purchase, of the issuer s equity securities within less than six months).
- the obligation to obtain shareholder approval in connection with the approval of, and material revisions to, equity compensation plans.

Because of these exemptions, investors are not afforded the same protections or information generally available to investors holding shares in public companies organized in the United States.

Risks Relating to Our Common Stock

Our stock price may be volatile, and investors in our common stock could lose all or part of their investment.

The following factors could cause the price of our common stock in the public market to fluctuate significantly:

- variations in our quarterly operating results;
- changes in market valuations of companies in our industry;
- fluctuations in stock market prices and volumes;

issuance of common stock or other securities in the future;

the addition or departure of key personnel;

announcements by us or our competitors of new business or trade routes, acquisitions or joint ventures; and

the other factors discussed elsewhere in this Annual Report.

Volatility in the market price of our common stock may prevent investors from being able to sell their common stock at or above the price an investor pays for our common stock in an offering. In the past, class action litigation has often been brought against companies following periods of volatility in the market price of those companies common stock. We may become involved in this type of litigation in the future. Litigation is often expensive and diverts management s attention and company resources and could have a material effect on our business, financial condition and operating results.

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Risks Relating to Our Series G and Series H and the Depositary Shares

Our Series G and Series H are subordinated to our debt obligations, and a holder s interests could be diluted by the issuance of additional shares, including additional Series G, Series H and by other transactions.

Our Series G, with a liquidation preference of $2,500.00 per share and our Series H, with a liquidation preference of $2,500.00 per share (the Series G and the Series H together referred to as the Series G and H), both represented by American Depositary Shares (the Depositary Shares), are subordinated to all of our existing and future indebtedness. As of December 31, 2015, our total debt was $1,608.5 million. We may incur substantial additional debt from time to time in the future, and the terms of the Series G and H do not limit the amount of indebtedness we may incur. In December 2015 and February 2016, we announced the suspension of payment of quarterly dividends on our common stock and on the Series G and Series H, respectively.The payment of principal and interest on our debt reduces cash available for distribution to us and on our shares, including the Series G and H and the Depositary Shares, should such dividends be reinstated.

The issuance of additional preferred stock on a parity with or senior to our Series G and H would dilute the interests of the holders of our Series G and H, and any issuance of any preferred stock senior to or on parity with our Series G and H or additional indebtedness could affect our ability to pay dividends on, redeem or pay the liquidation preference on our Series G and H. No provisions relating to our Series G and H protect the holders of our Series G and H in the event of a highly leveraged or other transaction, including a merger or the sale, lease or conveyance of all or substantially all our assets or business, which might adversely affect the holders of our Series G and H.

Our Series G and H will rank *pari passu* with any other class or series of our capital stock established after the original issue date of the Series G and H that is not expressly subordinated or senior to the Series G and H (Parity Securities) as to the payment of dividends and amounts payable upon liquidation or reorganization. If less than all dividends payable with respect to the Series G and H and any Parity Securities are paid, any partial payment shall be made pro rata with respect to shares of Series G and H and any Parity Securities entitled to a dividend payment at such time in proportion to the aggregate amounts remaining due in respect of such shares at such time.

We may not have sufficient cash from our operations to enable us to pay dividends on or to redeem our Series G and H, and accordingly the Depositary Shares, as the case may be, following the payment of expenses and the establishment of any reserves.

In February 2016, we announced the suspension of payment of quarterly dividends on the Series G and Series H. We will reinstate and pay quarterly dividends on the Series G and H, and accordingly the Depositary Shares, only from funds legally available for such purpose when, as and if declared by our board of directors. We may not have sufficient cash available to reinstate such dividend or to pay dividends each quarter if and when reinstated. In addition, we may have insufficient cash available to redeem the Series G and H, and accordingly the Depositary Shares. The amount of cash we can use to pay dividends or redeem our Series G and H and the Depositary Shares depends upon the amount of cash we generate from our operations, which may fluctuate significantly, and other factors, including the following:

- changes in our operating cash flow, capital expenditure requirements, working capital requirements and other cash needs;

the amount of any cash reserves established by our board of directors;

restrictions under our credit facilities and other instruments and agreements governing our existing and future debt, including restrictions under our existing credit facilities and indentures governing our debt securities on our ability to pay dividends if an event of default has occurred and is continuing, or if the payment of the dividend would result in an event of default, and on our ability to redeem equity securities;

restrictions under Marshall Islands law as described below; and

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our overall financial and operating performance, which, in turn, is subject to prevailing economic and competitive conditions and to the risks associated with the shipping industry, our dry bulk operations and the other factors described herein, many of which are beyond our control.

The amount of cash we generate from our operations may differ materially from our net income or loss for the period, which will be affected by noncash items, and our board of directors in its discretion may elect not to declare any dividends. We may incur other expenses or liabilities that could reduce or eliminate the cash available for distribution as dividends. As a result of these and the other factors mentioned above, we may pay dividends during periods when we record losses and may not pay dividends during periods when we record net income.

Our ability to pay dividends on and to redeem our Series G and H, and therefore holders ability to receive payments on the Depositary Shares, is limited by the requirements of Marshall Islands law.

If we reinstate the payment of dividends, Marshall Islands law provides that we may pay dividends on and redeem the Series G and H only to the extent that assets are legally available for such purposes. Legally available assets generally are limited to our surplus, which essentially represents our retained earnings and the excess of consideration received by us for the sale of shares above the par value of the shares. In addition, under Marshall Islands law we may not pay dividends on or redeem Series G and H if we are insolvent or would be rendered insolvent by the payment of such a dividend or the making of such redemption.

The Series G and H represent perpetual equity interests.

The Series G and H represent perpetual equity interests in us and, unlike our indebtedness, will not give rise to a claim for payment of a principal amount at a particular date. As a result, holders of the Series G and H (and accordingly the Depositary Shares) may be required to bear the financial risks of an investment in the Series G and H (and accordingly the Depositary Shares) for an indefinite period of time. In addition, the Series G and H will rank junior to all our indebtedness and other liabilities, and any other senior securities we may issue in the future with respect to assets available to satisfy claims against us.

Holders of Depositary Shares have extremely limited voting rights, will have even more limited rights than holders of the Series G and H and may encounter difficulties in exercising some of such rights.

Voting rights of holders of Depositary Shares will be extremely limited. Our common stock is the only class of stock carrying full voting rights. Holders of the Series G and H, and accordingly holders of the Depositary Shares, generally have no voting rights. In February 2016, we announced the suspension of payment of quarterly dividends on the Series G and Series H. As such, (i) we will use commercially reasonable efforts to obtain an amendment to our articles of incorporation to effectuate any and all such changes thereto as may be necessary to permit either the Series G Preferred Shareholders or the Series H Preferred Shareholders, as the case may be, to exercise the voting rights described in the following clause (ii)(x), and (ii) if and when dividends payable on either the Series G or the Series H, as the case may be, are in arrears for six or more quarterly periods, whether or not consecutive (and whether or not such dividends shall have been declared and whether or not there are profits, surplus, or other funds legally available for the payment of dividends), then (x) if our articles of incorporation have been amended as described in the preceding clause (i), the holders of Series G or the holders of Series G, as the case may be, will have the right (voting together as a class with all other classes or series of parity securities upon which like voting rights have been conferred and are exercisable), to elect one additional director to serve on our board of directors, and the size of our board of directors will be increased as needed to accommodate such change (unless the size of our board of directors already has been increased by reason of the election of a director by holders of securities on parity with either the Series G or Series H, as the case may be, upon which like voting rights have been conferred and with which the Series G and H voted as a class for the election of such director), and (y) if our articles of incorporation have not been

amended as described in the preceding clause (i), then, until such amendment is fully approved and effective, the dividend rate on the

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Series G or the Series H, as the case may be, shall increase by 25 basis points. There can be no assurance that any such amendment to our articles of incorporation will be approved by our common stockholders. Any such amendment to our articles of incorporation, if obtained, shall also provide that the right of such holders of Series G or Series H, as the case may be, to elect members of our board of directors will continue until such time as all accumulated and unpaid dividends on the Series G or Series H, as the case may be, have been paid in full or sufficient funds for such payment have been declared and set apart for such purpose.

Furthermore, holders of the Depositary Shares may encounter difficulties in exercising any voting rights acquired by the Series G or the Series H for as long as they hold the Depositary Shares rather than the Series G or the Series H. For example, holders of the Depositary Shares will not be entitled to vote at meetings of holders of Series G or of the Series H, and they will only be able to exercise their limited voting rights by giving timely instructions to The Bank of New York Mellon (the Depositary) in advance of any meeting of holders of Series G or the Series H, as the case may be. The Depositary will be the holder of the Series G or the Series H underlying the Depositary Shares and holders may exercise voting rights with respect to the Series G or the Series H represented by the Depositary Shares only in accordance with the deposit agreement (the Deposit Agreement) relating to the Depositary Shares. To the limited extent permitted by the Deposit Agreement, the holders of the Depositary Shares should be able to direct the Depositary to vote the underlying Series G or the Series H, as the case may be, in accordance with their individual instructions. Nevertheless, holders of Depositary Shares may not receive voting materials in time to instruct the Depositary to vote the Series G or the Series H, as the case may be, underlying their Depositary Shares. Also, the Depositary and its agents are not responsible for failing to carry out voting instructions of the holders of Depositary Shares or for the manner of carrying out such instructions. Accordingly, holders of Depositary Shares may not be able to exercise voting rights, and they will have little, if any, recourse if the underlying Series G or the Series H, as the case may be, is not voted as requested.

The Depositary Shares and the Series G and Series H are relatively new issues of securities with no established trading markets. Various factors may adversely affect the price of the Depositary Shares.

The Depositary Shares and the Series G and Series H are relatively new issues of securities with no established trading markets. Even though the Depositary Shares are listed on the NYSE, there may be little or no secondary market for the Depositary Shares, in which case the trading price of the Depositary Shares could be adversely affected and a holder s ability to transfer its securities will be limited. If an active trading market does develop on the NYSE, the Depositary Shares may trade at prices lower than the offering price and the secondary market may not provide sufficient liquidity. In addition, since the Series G and Series H do not have a stated maturity date, investors seeking liquidity in the Depositary Shares will be limited to selling their Depositary Shares in the secondary market absent redemption by us. We do not expect that there will be any other trading market for the Series G and Series H except as represented by the Depositary Shares.

One of the factors that will influence the price of the Depositary Shares will be the dividend yield on the Depositary Shares (as a percentage of the price of the Depositary Shares) relative to market interest rates. An increase in market interest rates, which are currently at low levels relative to historical rates, may lead prospective purchasers of the Depositary Shares to expect a higher dividend yield, and higher interest rates would likely increase our borrowing costs and potentially decrease funds available for distribution. Accordingly, higher market interest rates could cause the market price of the Depositary Shares to decrease.

Other factors, some of which are beyond our control, will also influence the market prices of the Depositary Shares. Factors that might influence the market prices of the Depositary Shares include:

whether we are able to reinstate dividends on the Series G and Series H;

the market for similar securities;

our issuance of debt or preferred equity securities;

our creditworthiness;

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our financial condition, results of operations and prospects; and

economic, financial, geopolitical, regulatory or judicial events that affect us or the financial markets generally.

Accordingly, the Depositary Shares that an investor purchases may trade at a discount to their purchase price.

The Series G and H represented by the Depositary Shares have not been rated, and ratings of any other of our securities may affect the trading price of the Depositary Shares.

We have not sought to obtain a rating for the Series G and H, and both stocks may never be rated. It is possible, however, that one or more rating agencies might independently determine to assign a rating to either the Series G or the Series H or that we may elect to obtain a rating of either our Series G or the Series H in the future. In addition, we have issued securities that are rated and may elect to issue other securities for which we may seek to obtain a rating. Any ratings that are assigned to the Series G or the Series H in the future, that have been issued on our outstanding securities or that may be issued on our other securities, if they are lower than market expectations or are subsequently lowered or withdrawn, could imply a lower relative value for the Series G or the Series H and could adversely affect the market for or the market value of the Depositary Shares of the Series G and H Preferred Shares repectively. Ratings only reflect the views of the issuing rating agency or agencies and such ratings could at any time be revised downward or withdrawn entirely at the discretion of the issuing rating agency. A rating is not a recommendation to purchase, sell or hold any particular security, including the Series G and H and the Depositary Shares. Ratings do not reflect market prices or suitability of a security for a particular investor and any future rating of the Series G and H and the Depositary Shares may not reflect all risks related to us and our business, or the structure or market value of the Series G and H and the Depositary Shares.

The amount of the liquidation preference of our Series G and H is fixed and holders will have no right to receive any greater payment regardless of the circumstances.

The payment due upon liquidation for both our Series G and H is fixed at the liquidation preference of $2,500.00 per share (equivalent to $25.00 per Depositary Share) plus accumulated and unpaid dividends to the date of liquidation (whether or not declared). If in the case of our liquidation, there are remaining assets to be distributed after payment of this amount, holders will have no right to receive or to participate in these amounts. Furthermore, if the market price for the Series G or the Series H, as the case may be, is greater than the liquidation preference, holders will have no right to receive the market price from us upon our liquidation.

The Series G and H are only redeemable at our option and investors should not expect us to redeem either the Series G or the Series H on the dates they respectively become redeemable or on any particular date afterwards.

We may redeem, at our option, all or from time to time part of the Series G or the Series H on or after January 28, 2019 and July 8, 2019 respectively. If we redeem the Series G, holders of the Series G will be entitled to receive a redemption price equal to $2,500.00 per share (equivalent to $25.00 per Depositary Share) plus accumulated and unpaid dividends to the date of redemption (whether or not declared). If we redeem the Series H, holders of the Series H will be entitled to receive a redemption price equal to $2,500.00 per share (equivalent to $25.00 per Depositary Share) plus accumulated and unpaid dividends to the date of redemption (whether or not declared). Any decision we may make at any time to propose redemption of either the Series G or the Series H will depend upon, among other things, our evaluation of our capital position, the composition of our shareholders equity and general market conditions at that time. In addition, investors might not be able to reinvest the money they receive upon redemption of the Series G or the Series H, as the case may be, in a similar security or at similar rates. We may elect to exercise our

partial redemption right on multiple occasions.

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Holders of Depositary Shares may be subject to additional risks related to holding Depositary Shares rather than shares.

Because holders of Depositary Shares do not hold their shares directly, they are subject to the following additional risks, among others:

- a holder of Depositary Shares will not be treated as one of our direct shareholders and may not be able to exercise shareholder rights;
- distributions on the Series G and H represented by the Depositary Shares will be paid to the Depositary, and before the Depositary makes a distribution to holder on behalf of the Depositary Shares, withholding taxes or other governmental charges, if any, that must be paid will be deducted;
- we and the Depositary may amend or terminate the Deposit Agreement without the consent of holders of the Depositary Shares in a manner that could prejudice holders of Depositary Shares or that could affect their ability to transfer Depositary Shares, among others; and
- the Depositary may take other actions inconsistent with the best interests of holders of Depositary Shares.

Risks Relating to Our Debt

We have substantial debt and may incur substantial additional debt, including secured 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 under the notes.

As of December 31, 2015, we had $1,608.5 million in aggregate principal amount of debt outstanding of which $725.0 million was unsecured.

Our substantial debt could have important consequences to holders of our common stock. Because of our substantial debt:

- our ability to obtain additional financing for working capital, capital expenditures, debt service requirements, vessel or other acquisitions or general corporate purposes and our ability to satisfy our obligations with respect to our debt may be impaired in the future;
- 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;

- we will be exposed to the risk of increased interest rates because our borrowings under our senior secured credit facilities will be at variable rates of interest;

- it may be more difficult for us to satisfy our obligations to our lenders, 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, as a result, we may not be better 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 expenditures that are necessary or important to our growth strategy and efforts to improve operating margins or our business.

We and our subsidiaries may be able to incur substantial additional indebtedness in the future as the terms of the indenture governing our 8.125% Senior Notes due 2019 (the 2019 Notes) and the indenture governing our 7.375% First Priority Ship Mortgage Notes issued on November 29, 2013 (the 2022 Notes) do

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not fully prohibit us or our subsidiaries from doing so. The terms of the indenture governing the 7.25% Senior Notes due 2022 (the 2022 Logistics Senior Notes) of Navios South American Logistics (Navios Logistics) and the agreements governing the terms of the other indebtedness of Navios Logistics also permit Navios Logistics to incur substantial additional indebtedness in accordance with the terms of such agreements. 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 of our debt obligations.

The agreements and instruments governing our debt contain restrictions and limitations that could significantly impact our ability to operate our business.

Our secured credit facilities and our indentures impose certain operating and financial restrictions on us. These restrictions limit our ability to:

incur or guarantee additional indebtedness;

create liens on our assets;

make new investments;

engage in mergers and acquisitions;

pay dividends or redeem capital stock;

make capital expenditures;

engage in certain FFA trading activities;

change the flag, class or commercial and technical management of our vessels;

enter into long-term charter arrangements without the consent of the lender; and

sell any of our vessels.

The agreements governing the terms of Navios Logistics indebtedness impose similar restrictions upon Navios Logistics.

Therefore, we and Navios Logistics will need to seek permission from our respective lenders in order to engage in some corporate and commercial actions that believe would be in the best interest of our respective business, and a

denial of permission may make it difficult for us or Navios Logistics to successfully execute our business strategy or effectively compete with companies that are not similarly restricted. The interests of our and Navios Logistics lenders may be different from our respective interests or those of our holders of common stock, and we cannot guarantee that we or Navios Logistics will be able to obtain the permission of lenders when needed. This may prevent us or Navios Logistics from taking actions that are in best interests of us, Navios Logistics or our stockholders. Any future debt agreements may include similar or more restrictive restrictions.

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

The ability of us and Navios Logistics to make scheduled payments on or to refinance our respective debt obligations will depend on our respective 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 the control of us and Navios Logistics.

The principal and interest on such debt will be paid in cash. The payments under our and Navios Logistics debt will limit funds otherwise available for our respective working capital, capital expenditures, vessel acquisitions and other purposes. As a result of these obligations, the current liabilities us or Navios Logistics may exceed our respective current assets. We or Navios Logistics may need to take on additional debt

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as we expand our respective fleets or other operations, which could increase our respective ratio of debt to equity. The need to service our respective debt may limit funds available for other purposes, and our or Navios Logistics inability to service debt in the future could lead to acceleration of such debt, the foreclosure on assets such as owned vessels or otherwise negatively affect us.

We may be unable to raise funds necessary to finance the change of control repurchase offer required by the indentures governing our outstanding notes and our secured credit facilities.

The indenture governing the 2019 Notes, the indenture governing the 2022 Notes, the indentures governing the 2022 Logistics Senior Notes and our and Navios Logistics secured credit facilities contain certain change of control provisions. If we or Navios Logistics experience specified changes of control under our respective notes, we or Navios Logistics, as the case may be, will be required to make an offer to repurchase all of our respective outstanding 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 our and Navios Logistics secured credit facilities. In the event of a change of control under these debt agreements, we cannot assure you that we would have sufficient assets to satisfy all of our obligations under these debt agreements, including but not limited to, repaying all indebtedness outstanding under the applicable secured credit facilities or repurchasing the applicable notes.

If the volatility in the London InterBank Offered Rate, or LIBOR, continues, it could affect our profitability, earnings and cash flow.

LIBOR has been volatile, with the spread between LIBOR and the prime lending rate widening significantly at times. These conditions are the result of the recent 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 continue, 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. See also Item 11 Qualitative and Quantitative Disclosures about Market Risk.

Furthermore, interest in most loan agreements in our industry has been based on published LIBOR rates. Recently, however, 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.

The market values of our vessels, which have declined from historically high levels, may fluctuate significantly, which could cause us to breach covenants in our credit facilities and result in the foreclosure of our mortgaged vessels.

Factors that influence vessel values include:

- number of newbuilding 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 dry cargo commodity supply;

types and sizes of vessels;

development, viability and increase in use, of other modes of transportation;

cost of vessel acquisitions;

cost of newbuilding vessels;

governmental or other regulations;

prevailing level of charter rates;

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general economic and market conditions affecting the shipping industry; and

the cost of retrofitting or modifying existing ships to respond to technological advances in vessel design or equipment, changes in applicable environmental or other regulations or standards, or otherwise.

If the market values of our owned vessels decrease, we may breach covenants contained in our secured credit facilities. If we breach such covenants and are unable to remedy any relevant breach, our lenders could accelerate our debt and foreclose on the collateral, including our vessels. 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. Navios Logistics may be subject to similar ramifications under its credit facilities if the market values of its owned vessels decrease.

In addition, as vessels grow older, they generally decline in value. We will review our vessels for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. We review certain indicators of potential impairment, such as undiscounted projected operating cash flows expected from the future operation of the vessels, which can be volatile for vessels employed on short-term charters or in the spot market. Any impairment charges incurred as a result of declines in charter rates would negatively affect our financial condition and results of operations. In addition, if we sell any vessel at a time when vessel prices have fallen and before we have recorded an impairment adjustment to our financial statements, the sale may be at less than the vessel s carrying amount on our financial statements, resulting in a loss and a reduction in earnings.

We may require additional financing to acquire vessels or business or to exercise vessel purchase options, and such financing may not be available.

In the future, we may be required to make substantial cash outlays to exercise options or to acquire vessels or business and will need additional financing to cover all or a portion of the purchase prices. We intend to cover the cost of such items with new debt collateralized by the vessels to be acquired, if applicable, but there can be no assurance that we will generate sufficient cash or that debt financing will be available. Moreover, the covenants in our senior secured credit facility, the indentures or other debt, may make it more difficult to obtain such financing by imposing restrictions on what we can offer as collateral.

We have substantial equity investments in seven companies, six of which are not consolidated in our financial results, and our investment in such companies is subject to the risks related to their respective businesses.

As of December 31, 2015, we had a 63.8% ownership interest in Navios Logistics, and, as a result, Navios Logistics is a consolidated subsidiary. As such, the income and losses relating to Navios Logistics and the indebtedness and other liabilities of Navios Logistics are shown in our consolidated financial statements.

We also have substantial equity investments in two public companies that are accounted for under the equity method Navios Acquisition and Navios Partners. As of December 31, 2015, we held 43.6% of the voting stock and 46.6% of the economic interest of Navios Acquisition and 20.1% of the equity interest in Navios Partners (including a 2.0% general partner interest). As of such date, the carrying value of our investments in these two affiliated companies amounted to $368.7 million.

In addition to the value of our investment, we receive dividend payments relating to our investments. As a result of our investments, in fiscal year 2015, we received $18.2 million and $28.0 million in dividends from Navios

Acquisition and Navios Partners, respectively. Furthermore, we receive management and general and administrative fees from Navios Acquisition and Navios Partners, which amounted to $102.9 million and $62.7 million, respectively, in fiscal year 2015.

On October 9, 2013, Navios Holdings, Navios Acquisition and Navios Partners established Navios Europe Inc. (Navios Europe I) and had economic interests of 47.5%, 47.5% and 5.0%, respectively. As of December 31,

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2015, Navios Holdings portion of the investment in Navios Europe was $5.5 million. Effective November 2014, Navios Holdings, Navios Acquisition and Navios Partners have voting interest of 50%, 50% and 0%, respectively.

On February 18, 2015, Navios Holdings, Navios Acquisition and Navios Partners established Navios Europe (II) Inc. (Navios Europe II) and had economic interests of 47.5%, 47.5% and 5.0%, respectively and voting interests of 50%, 50% and 0%, respectively. As of December 31, 2015, Navios Holdings portion of the investment in Navios Europe II was $7.3 million.

During the year ended December 31, 2013, the Company received shares of Korea Line Corporation (KLC) and during the year ended December 31, 2015 the Company received shares of Pan Ocean Co.Ltd (STX) in relation to defaulted charter contracts, which were valued at fair value upon the day of issuance. As of December 31, 2015, the Company retained a total of 344,649 KLC and STX shares, and their carrying amount was $5.2 million.

Our ownership interest in Navios Logistics, Navios Acquisition, Navios Partners, Navios Europe I, Navios Europe II, KLC, and STX the reflection of such companies (or the investment relating thereto) on our balance sheets and any income generated from or related to such companies are subject to a variety of risks, including risks relating to the respective business of Navios Logistics, Navios Acquisition, Navios Partners, Navios Europe I and Navios Europe II as disclosed in their respective public filings with the SEC or management reports. The occurrence of any such risks may negatively affect our financial condition.

We evaluate our investments in Navios Acquisition, Navios Partners, Navios Europe I, Navios Europe II, KLC and STX for other-than-temporary impairment (OTTI) on a quarterly basis. Consideration is given to (i) the length of time and the extent to which the fair value has been less than the carrying value, (ii) their financial condition and near term prospects, and (iii) the intent and ability of the Company to retain our investment in these companies, for a period of time sufficient to allow for any anticipated recovery in fair value.

As of December 31, 2015, management considers the decline in the market value of its investment in Navios Partners and Navios Acquisition to be temporary. However, there is the potential for future impairment charges relative to these equity securities if their respective fair values do not recover and our OTTI analysis indicates such write downs are necessary which may have a material adverse impact on our results of operations in the period recognized.

As of September 30, 2015 and June 30, 2014, the Company considered the decline in fair value of the KLC shares as other-than-temporary and therefore recognized a loss of $1.8 million and $11.5 million, respectively, out of accumulated other comprehensive income /(loss). The respective loss was included in other expense in the accompanying consolidated statement of comprehensive income /(loss).

There were no OTTI losses during the year ended December 31, 2013.

Risks Relating to Navios Logistics

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

A significant portion of Navios Logistics dry 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 its dry port and cause the space in its silos to be exceeded, which in turn would affect its timely operations or its ability to satisfy the increased demand.

Inability to provide services in a timely manner may have a negative impact on its clients satisfaction and result in loss of existing contracts or inability to obtain new contracts.

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Navios Logistics depends on a few significant customers for a large part of its revenues and the loss of one or more of these customers could materially and adversely affect its revenues.

In each of Navios Logistics businesses, a significant part of its revenues is derived from a small number of customers. For the year ended December 31, 2015, its two largest customers, Vale and Cammessa, accounted for 27.8% and 12.9% of its revenues, respectively, and its five largest customers accounted for approximately 61.7%. For the year ended December 31, 2014, Navios Logistics three largest customers, Vale, Cammessa and Axion Energy, accounted for 22.8% 13.8% and 10.7% of its revenues, respectively, and its five largest customers accounted for approximately 60.3%. For the year ended December 31, 2013, Navios Logistics two largest customers, Vale and Petropar, accounted for 18.5% and 10.7% of its revenues, respectively and its five largest customers accounted for approximately 56.4%. In addition, some of Navios Logistics customers, including many of its most significant customers, operate their own vessels and/or barges. These customers may decide to cease or reduce the use of its services for various reasons, including employment of their own vessels. The loss of any of its significant customers could materially adversely affect its results of operations.

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

Navios Logistics 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, disagreements with Navios Logistics or otherwise;
- the customer terminates the contract because Navios Logistics fails to meet their contracted storage needs;
- the customer terminates the contract because Navios Logistics fails 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.

On March 30, 2016, Navios Logistics received a message from Vale International stating that Vale International will not be performing the service contract entered into between Corporacion Navios S.A. (CNSA) and Vale International on September 27, 2013 for the iron ore port facility currently under construction in Nueva Palmira, Uruguay. While Navios Logistics believes that Vale International s position is without merit and that the contract remains in force, no assurances can be provided that Vale International will finally perform the contract, failing which, Navios Logistics will take legal measures to enforce its entitlement to damages in accordance with the contract terms. If Vale International fails to perform the contract, there may be a significant impact on Navios Logistics business.

Navios Logistics business can be affected by adverse weather conditions, effects of climate change and other factors beyond its control, that can affect production of the goods it transports and stores as well as the navigability of the river system on which it operates.

A significant portion of Navios Logistics business is derived from the transportation, handling and storage of 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 its services. This would, in turn, negatively impact its results of operations and financial condition. Furthermore, Navios Logistics 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 its ability to effectively transport cargo on the rivers. For example, Navios Logistics was adversely affected by the decline in soybean production associated with the drought experienced mainly in the first quarter of 2011 throughout the main

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soybean growing areas of the Hidrovia. Low water levels, which began during the fourth quarter of 2011 and extended into 2012, also affected the volume carried. The possible effects of climate change, such as floods, droughts or increased storm activity, could similarly affect the demand for its services or its 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 Navios Logistics business in general may, in the short-term, result in a reduction in the market value of its 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 Navios Logistics barges and pushboats in the Hidrovia and Navios Logistics is forced to sell them to a third party located outside of the region, there is a limited market in which it would be able to sell these vessels, and accordingly it may be forced to sell them at a substantial loss.

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

Navios Logistics capital expenditures during 2013, 2014 and 2015 were $61.5 million, $101.9 million and $27.0 million, respectively, used to acquire and/or pay installments for among others one product tanker, a bunker vessel, six pushboats, 142 barges and to expand Navios Logistics port terminal operations through the construction of one drying and conditioning facility, a new conveyor belt, new tanks, a silo and an iron ore port facility. In order to follow its current strategy for growth, Navios Logistics will need to fund future asset or business acquisitions, increase working capital levels and increase capital expenditures.

In the future, Navios Logistics will also need to make capital expenditures required to maintain its current ports, fleet and infrastructure. Cash generated from its earnings may not be sufficient to fund all of these measures. Accordingly, Navios Logistics may need to raise capital through borrowings or the sale of debt or equity securities. Navios Logistics ability to obtain bank financing or to access the capital markets for future offerings may be limited by its 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 its control. If Navios Logistics fails to obtain the funds necessary for capital expenditures required to maintain its ports, fleet and/or infrastructure, Navios Logistics may be forced to take vessels out of service or curtail operations, which could materially harm its revenues and profitability. If Navios Logistics fails to obtain the funds that might be necessary to acquire new vessels, expand its existing infrastructure, or increase its working capital or capital expenditures, it might not be able to grow its business and its earnings could suffer. For example, Navios Logistics has signed an agreement with Vale International S.A. (Vale International) for the storing and transshipping of iron ore and other commodities. To serve this contract, Navios Logistics is expanding its existing terminal infrastructure at an investment cost estimated at approximately $150.0 million which its plans to finance with a combination of cash on its balance sheet, operating cash flows, and exploit debt financing. As of December 31, 2015, Navios Logistics has already invested in dredging, acquisition of rights to land adjacent to its existing dry port and other works and expects to continue investing over the next year or more. If Navios Logistics fails to obtain the funds necessary for such capital expenditure, it may not be able to service its agreement with Vale International, materially affecting its future earnings. Furthermore, despite covenants under the indenture governing the 2022 Logistics Senior Notes and the agreements governing its other indebtedness, Navios Logistics will be permitted to incur additional indebtedness which would limit cash available for working capital and to service its indebtedness.

If Navios Logistics fails to meet construction benchmarks with respect to the expansion of its Nueva Palmira port terminal or secure the funds necessary for such capital expenditure, Navios Logistics may not be able to service its agreement with Vale International, materially affecting its future earnings.

Navios Logistics has signed an agreement with Vale International for the storing and transshipping of iron ore and other commodities. To serve this contract, Navios Logistics is expanding its existing terminal infrastructure at an investment cost estimated at approximately $150.0 million which Navios Logistics is financing with a combination of cash on its balance sheet, operating cash flows, debt and export financing. The agreement sets forth certain benchmarks during the construction phase of the expansion. If such construction benchmarks are not met the contract may be terminated, materially affecting its business, financial condition,

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results of operations and future earnings. As of December 31, 2015, Navios Logistics has already invested in dredging, acquisition of rights to land adjacent to its existing dry port and other works, and is continuing to invest in equipment design and manufacture and civil design and construction and other works and expects to continue investing over the next year or more. If Navios Logistics fails to obtain the funds necessary for such capital expenditure, Navios Logistics may not be able to service its agreement with Vale International, materially affecting our business, financial condition, results of operations and future earnings.

The completion of the expansion of the port terminal could be delayed or otherwise not completed because of:

- quality, design or engineering problems;
- changes in governmental regulations;
- work stoppages or other labor disturbances at the port terminal;
- bankruptcy or other financial crisis of our suppliers or contractors;
- a backlog of orders with our suppliers;
- political or economic disturbances;
- weather interference or catastrophic event, such as a major earthquake, flood or fire;
- shortages of or delays in the receipt of necessary construction materials or equipment;
- inability to finance the construction or importation of key equipment;
- inability to obtain requisite permits or approvals or revocation of such permits or approvals by the Uruguayan government; or
- the inability of our contractors or suppliers to meet our schedule.

If the completion of the expansion of the port terminal is materially delayed, it could materially adversely affect Navios Logistics business, financial condition, results of operations and future earnings.

For any newbuilding vessels Navios Logistics purchases, delays, cancellations or non-completion of deliveries of such newbuilding vessels could harm its operating results.

For any newbuilding vessels Navios Logistics purchases, the shipbuilder could fail to deliver the newbuilding vessel as agreed or Navios Logistics could cancel the purchase contract if the shipbuilder fails to meet its obligations. In addition, under charters or contracts Navios Logistics may enter into that are related to a newbuilding, if its delivery of the newbuilding to its customer is delayed, the customer may terminate the contract and, in addition to the resulting loss of revenues, Navios Logistics may be responsible for additional, substantial liquidated damages. Navios Logistics does not derive any revenue from a vessel until after its delivery and is required to pay substantial sums as progress payments during construction of a newbuilding. While Navios Logistics has 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 Navios Logistics, there is the potential that Navios Logistics may not be able to collect all portions of such refund guarantees, in which case Navios Logistics would lose the amounts it has 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;

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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 its future earnings.

The failure of Petrobras to successfully implement its business plan for 2015-2019 could adversely affect Navios Logistics business.

In June 2015, Petrobras announced its business plan for 2015-2019, which includes a projected capital expenditure budget of $130.3 billion between 2015 and 2019, reducing its previously projected capital expenditure budget of $220.6 billion for the period 2014-2018. In January 2016, Petrobras, announced its decision to further reduce its projected capital expenditure budget for the period 2015-2019, from $130.3 billion to $98.4 billion. In May 2011, Navios Logistics signed 15-year charter contracts with Petrobras for six Panamax vessels, which are subject to Navios Logistics option to cancel the contracts if Navios Logistics is unable to secure acceptable financing for the construction of the vessels (to be completed by 2018). Navios Logistics has yet to make any capital expenditures related to the vessels, therefore the potential decrease in Petrobras capital expenditures will not expose it to any losses. Any failure to capitalize on Navios Logistics relationship with Petrobras could affect Navios Logistics future growth opportunities.

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

Navios Logistics ports and its fleet may need spare parts to be provided in order to replace old or damaged parts in the normal course of its operations. Given the increased activity in the maritime industry and the industry that supplies it, the manufacturers of key equipment for Navios Logistics vessels and its 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, Navios Logistics vessels and 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 Navios Logistics.

Navios Logistics owns and operates an up-river port terminal in San Antonio, Paraguay that it believes 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, its future prospects could be materially and adversely affected.

Navios Logistics owns and operates an up-river port terminal with tank storage for refined petroleum products, oil and gas in San Antonio, Paraguay. Navios Logistics believes 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 its 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 Navios

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Logistics port equipment or vessels and may restrict the type of activities in which these ports or vessels may engage. Given the increased activity in the maritime industry and the industry that supplies it, the manufacturers of key equipment for its vessels and ports (such as engine makers, propulsion systems makers, control systems 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, Navios Logistics vessels and ports may be unable to operate while waiting for such spare parts to be produced, delivered, installed and tested, resulting in substantial loss of revenues for Navios Logistics. The average age of Navios Logistics seven double-hulled product tankers is seven years. In some cases, charterers prefer newer vessels that are more fuel efficient than older vessels. Cargo insurance rates also increase with the age of a vessel, making older vessels less desirable to charterers as well. Navios Logistics cannot assure you that, as its operational port equipment and vessels age, market conditions will justify those expenditures or enable Navios Logistics to operate its ports and vessels profitably during the remainder of their useful lives. If Navios Logistics sells such assets, it may have to sell them at a loss, and if clients no longer use its ports or charter-out its vessels due to their age, its results of operations could be materially adversely affected.

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

Navios Logistics intends to grow its port terminal, barge and cabotage businesses, either through land acquisition and expansion of its 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 its fleet will impose significant additional responsibilities on its management and staff, and may require Navios Logistics to increase the number of its personnel. Navios Logistics will also have to increase its 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, Navios Logistics has available land within the Nueva Palmira Free Zone in Uruguay as well as near the Free Zone where Navios Logistics plans to expand its port facility and construct a port terminal for minerals and liquid cargo. In order to complete these projects, however, Navios Logistics needs to receive required authorization from several authorities. If these authorities deny Navios Logistics request for authorization or if existing authorizations are revoked, it will not be able to proceed with these projects.

Growing any business by acquisition presents numerous risks. Acquisitions expose Navios Logistics 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 Navios Logistics conducts in connection with an acquisition, and any contractual guarantees or indemnities that it receives from the sellers of acquired companies or assets may not be sufficient to protect it from, or compensate it for, actual liabilities. Any material liability associated with an acquisition could adversely affect its 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. Navios Logistics ability to expand its business through acquisitions depends on many factors, including its ability to identify acquisitions or access capital markets at an acceptable cost and negotiate favorable transaction terms. Navios Logistics cannot give any assurance that it will be successful in executing its growth plans or that it will not incur significant expenses and losses in connection therewith or that its acquisitions will perform as expected, which could materially adversely affect its results of

operations and financial condition. Furthermore, because the volume of cargo Navios Logistics ships is at or near the capacity of its existing barges during the typical peak harvest season, its ability to increase volumes shipped is limited by its ability to acquire or charter-in additional barges.

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With respect to Navios Logistics existing infrastructure, its initial operating and financial systems may not be adequate as Navios Logistics implements its plan to expand, and its attempts to improve these systems may be ineffective. If Navios Logistics is unable to operate its financial and operations systems effectively or to recruit suitable employees as it expands its operations, it 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 Navios Logistics profits.

At December 31, 2015, Navios Logistics employed 350 land-based employees and 713 seafarers as crew on its vessels. Crew costs are a significant expense for Navios Logistics. 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 Navios Logistics generally bears under its time and spot contracts. Additionally, labor union activity in the Hidrovia may create pressure for Navios Logistics to pay higher crew salaries and wages. In addition, fuel is one of the largest operating expenses in its barge and cabotage businesses, where 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 Navios Logistics long term contracts provide for the adjustment of freight rates based on changes in the fuel prices and crew costs. Navios Logistics may be unable to include similar provisions in these contracts when they are renewed or in future contracts with new customers. To the extent its contracts do not pass-through changes in fuel prices to its clients, Navios Logistics will be forced to bear the cost of fuel price increases. Navios Logistics may hedge in the futures market all or part of its exposure to fuel price variations. Navios Logistics cannot assure you that it will be successful in hedging its exposure. In the event of a default by its contractual counterparties or other circumstance affecting their performance under a contract, Navios Logistics may be subject to exposure under, and may incur losses in connection with, its 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. Navios Logistics may not be able to pass onto its 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 Navios Logistics results of operations.

Navios Logistics industry is highly competitive, and it may not be able to compete successfully for services with new companies with greater resources.

Navios Logistics provides services through its ports and employs its fleet in highly competitive markets. The river and sea coastal logistics market is international in scope and Navios Logistics competes 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 Navios Logistics. With respect to exports, its competitors are Montevideo Port in Montevideo and Ontur and TGU in Nueva Palmira. The main competitor of its liquid port terminal in Paraguay is Petropar, a Paraguayan state-owned entity. Other competitors include Copetrol, and Petrobras, which are also customers of Navios Logistics port.

Navios Logistics faces competition in its 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 its vessels compete are highly competitive. Key competitors include Ultrapetrol Bahamas Ltd. and Fluviomar. In addition, some of its 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. Navios Logistics also competes indirectly with other forms of land-based transportation such as truck and rail. These

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companies and other smaller entities are regular competitors of Navios Logistics in its primary tanker trading areas. Competition is primarily based on prevailing market contract rates, vessel location and vessel manager know-how, reputation and credibility.

Navios Logistics competitors may be able to offer their customers lower prices, higher quality service and greater name recognition than it does. Accordingly, it may be unable to retain its current customers or to attract new customers.

If Navios Logistics fails to fulfill the oil majors vetting processes, it could materially adversely affect the employment of its tanker vessels in the spot and period markets, and consequently its 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 Navios Logistics fails to clear the vetting processes of the oil majors, it could have a material adverse effect on the employment of its vessels, and, consequently, on its results of operations.

Navios Logistics may employ its fleet on the spot market and thus expose itself to risk of losses based on short-term decreases in shipping rates.

Navios Logistics periodically employs some of its fleet on a spot basis. As of December 31, 2015, 67% of its cabotage fleet and 61% of its barge fleet on a dwt tons basis was employed under time charter or COA contracts. The remaining percentage of its barge and cabotage fleet was 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 its target markets have not yet been clearly determined but Navios Logistics expects them to exhibit significant volatility as the South American markets mature. Navios Logistics cannot assure you that it will be successful in keeping its fleet fully employed in these short-term markets, or that future spot rates will be sufficient to enable such fleet to be operated profitably. A significant decrease in spot market rates or its inability to fully employ its 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 its results of operations, and operating cash flow.

Navios Logistics does not carry any strike insurance of its vessels. As a result, if Navios Logistics were to become subject to a labor strike, it may incur uninsured losses, which could have a material adverse effect on its results of operations.

Navios Logistics does not currently maintain any strike insurance for its vessels. As a result, if the crew of its vessels were to initiate a labor strike, Navios Logistics could incur uninsured liabilities and losses as a result. There can be no guarantee that Navios Logistics will be able to obtain additional insurance coverage in the

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future, and even if Navios Logistics is able to obtain additional coverage, it may not carry sufficient insurance coverage to satisfy potential claims. Should uninsured losses occur, it could have a material adverse effect on its results of operations.

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

Some of Navios Logistics directors, officers and principal stockholders have affiliations with entities that have similar business activities to those conducted by Navios Logistics. In addition, certain of Navios Logistics 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 Navios Logistics. Although Navios Logistics does not prevent its directors, officers and principal stockholders from having such affiliations, Navios Logistics uses its best efforts to cause such individuals to comply with all applicable laws and regulations in addressing such conflicts of interest. Navios Logistics officers and employee directors devote their full time and attention to its ongoing operations, and its non-employee directors devote such time as is necessary and required to satisfy their duties as directors of a company.

Navios Logistics success depends upon its management team and other employees, and if it is unable to attract and retain key management personnel and other employees, its results of operations may be negatively impacted.

Navios Logistics success depends to a significant extent upon the abilities and efforts of its management team and its ability to retain them. In particular, many members of its senior management team, including its Chairman, its Chief Executive Officer, its Chief Financial Officer, its Chief Operating Officers and its Chief Commercial Officer, have extensive experience in the logistics and shipping industries. If Navios Logistics was to lose their services for any reason, it is not clear whether any available replacements would be able to manage its operations as effectively. The loss of any of the members of its management team could impair Navios Logistics ability to identify and secure vessel contracts, to maintain good customer relations and to otherwise manage its business, which could have a material adverse effect on its financial performance and its ability to compete. Navios Logistics does not maintain key man insurance on any of its officers. Further, the efficient and safe operation of its fleet and ports requires skilled and experienced crew members and employees. Difficulty in hiring and retaining such crew members and employees could adversely affect its results of operations.

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 Navios Logistics. Navios Logistics cannot provide any assurance that future economic, social and political developments in Argentina, over which it has no control, will not impair its business, financial condition or results of operations, the guarantors or the market price of the 2022 Logistics Senior Notes.

The continuing rise in inflation and the Argentine government s limited access to foreign financing may have material adverse effects on the Argentine economy.

In the past, Argentina has experienced periods of high inflation. Inflation has increased since 2005 and has remained relatively high ever since. According to data published by the *Instituto Nacional de Estadísticas y Censos*, or INDEC, the year-on-year inflation rate (as measured by changes in the consumer price index, or CPI), was 9.5%, 10.8%,

10.5% for 2011, 2012 and 2013, respectively. The reliability of INDEC s statistics has been widely questioned due to the substantial disparity between its inflation rate and the higher rates calculated by

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independent economists. In February 2013, the IMF censured Argentina for its inaccurate financial statistics. In response, in 2014, INDEC adopted the IPCNu, an improved methodology for calculating the CPI, and estimated the 2014 CPI to be 23.9%.

More recently, INDEC estimated the cumulative CPI for 2015, until October, to be 11.9%. However, the newly elected Argentinian government declared a state of administrative emergency, suspending momentarily the publication of all indexes until the INDEC is capable of accurately calculating such indexes. During this suspension period, the inflation rate will be informed through data provided by the City of Buenos Aires and the province of San Luis, according to which the inflation rate in December 2015 was 3.9% and 6.5%, respectively.

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 Navios Logistics 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 Navios Logistics Argentine subsidiaries could be affected by inflation and exchange rate volatility in the future.

Additionally, Argentina had, until recently, virtually no access to foreign financing resulting from a default, several restructurings, and a series of payment suspensions over the past decade. Although, in February 2016, the newly elected Argentinian government reached an agreement with certain bondholders to settle their claims on the country s defaulted sovereign bonds and subsequently, in April 2016, the Argentinian government returned to the international capital markets after 15 years, offering bonds of over $15.0 billion, the country s continued access to foreign financing remains uncertain. Due to limited access to the international capital markets, the Argentine government uses the Argentine Central Bank s foreign-currency reserves for the payment of Argentina s current debt, the reduction of which may weaken Argentina s ability to overcome economic deterioration in the future. Argentina s foreign currency reserves have declined significantly since the end of 2012 and now stand at approximately US$ 29.3 billion. With limited access to international private financing, Argentina may not be able to finance its obligations, and financing from multilateral financial institutions may be limited or not available. This could also inhibit the ability of the Argentine Central Bank to adopt measures to curb inflation and could materially adversely affect Argentina s economic growth and public finances.

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 Navios Logistics Argentine subsidiaries from transferring funds for the payment of the 2022 Logistics Senior Notes or the related guarantees.

In 2001 and during the first half of 2002, Argentina experienced a massive withdrawal of deposits from the Argentine financial system in a short period of time, as depositors lost confidence in the Argentine government s ability to repay its foreign debt, its domestic debt and to maintain the convertibility regime. This precipitated a liquidity crisis within the Argentine financial system, which prompted the Argentine government to impose exchange controls and restrictions on the ability of depositors to withdraw their deposits.

Furthermore, in 2001 and 2002 and until February 7, 2003, the Argentine Central Bank restricted Argentine individuals and corporations from transferring U.S. dollars abroad without its prior approval. In 2003 and 2004, the government reduced some of these restrictions, including those requiring the Argentine Central Bank s prior authorization for the transfer of funds abroad in order to pay principal and interest on debt obligations. Nevertheless, significant government controls and restrictions remained in place, and increased during 2008 and into 2009, when the

Argentine government imposed new restrictions on foreign exchange outflows, including through certain transactions on securities traded locally. Additionally, the Argentine federal tax authority imposed new restrictions and limitations on the purchase of foreign currency.

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In December 2015, the Argentinian government implemented several reforms to the foreign exchange market regulations, and provided easier access to the foreign exchange market for individuals and companies. The new regulations include the elimination of (a) the requirement to register foreign exchange transactions in the local tax authority, (b) the requirement to transfer the proceeds of new financial indebtedness transactions into Argentina and settle such proceeds through the MULC (the single and free floating foreign exchange market); (c) the re-establishment of the $2.0 million monthly limit per resident on the creation of offshore assets; and (d) the elimination of the requirement for a registered, non-transferable and non-interest-bearing deposit required in connection with several transactions involving foreign currency inflows, among others.

Some remaining controls and restrictions, and any additional restrictions of this kind that may be imposed in the future, could impair Navios Logistics ability to transfer funds generated by its Argentine operations in U.S. dollars outside Argentina to Navios Logistics for the payment of Navios Logistics indebtedness. In addition, any other restrictions or requirements that may be imposed in the future, expose Navios Logistics 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 affect Navios Logistics operations in Argentina and could further increase the fiscal burden on its operations in Argentina in the future.

Since 1992, the Argentine government has not permitted the application of an inflation adjustment on the value of fixed assets for tax purposes. Since the substantial devaluation of the Argentine peso in 2002, the amounts that the Argentine tax authorities permit Navios Logistics to deduct as depreciation for its past investments in plant, property and equipment have been substantially reduced, resulting in a higher effective income tax charge. If the Argentine government continues to increase the tax burden on Navios Logistics operations in Argentina, its results of operations and financial condition could be materially and adversely affected.

Future policies of the Argentine government may affect the economy as well as Navios Logistics operations.

In recent years the Argentine government has taken 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. It is unclear whether such expropriation policies will continue and to what extent they will affect the Argentine economy, and thereby Navios Logistics business, results of operations and financial condition.

Risks Relating to Uruguayan Free Zone Regulation

Certain of Navios Logistics subsidiaries in Uruguay are operating as direct free trade zone users under an agreement with the Free Zone Division of the Uruguayan General Directorate of Commerce 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 Navios Logistics 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, Navios Logistics 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, including exceeding the 25% limit on non-Uruguayan employees or engaging in industrial, commercial or service activities outside of a free trade zone in Uruguay. In this case, Navios Logistics subsidiaries may continue with their operations from the free zone, but under a different tax regime.

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Other Risks Relating to the Countries in which Navios Logistics Operates

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

Navios Logistics is an international company and conducts all of its operations outside of the United States, and expects 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 Navios Logistics is generally exposed to through its 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 Navios Logistics has 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 its status or the rules and regulations relating to the international tax-free trade zone in which Navios Logistics operates its dry port;
- the imposition of executive and judicial decisions upon Navios Logistics 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 its foreign operations;

compliance with anti-bribery laws; and

acts of terrorism.

These risks may result in unforeseen harm to Navios Logistics business and financial condition. Also, some of its 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 Navios Logistics.

For example the Brazilian economy has experienced significant volatility in recent decades, characterized by periods of low or negative growth, high and variable levels of inflation and currency devaluation. Historically, Brazil s political situation has influenced the performance of the Brazilian economy, and political crises have affected the confidence of investors and the general public. Future developments in policies of the Brazilian government and/or the uncertainty of whether and when such policies and regulations may be implemented, all of which are beyond our control, could have a material adverse effect on Navios Logistics. Additionally, the Brazilian government frequently implements changes to the Brazilian tax regime, including changes in prevailing tax rates and the imposition of temporary taxes, which may affect Navios Logistics.

Navios Logistics business in emerging markets requires it to respond to rapid changes in market conditions in these countries. Navios Logistics overall success in international markets depends, in part, upon its ability to succeed in different legal, regulatory, economic, social and political conditions. Navios Logistics may

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not continue to succeed in developing and implementing policies and strategies that will be effective in each location where it does business. Furthermore, the occurrence of any of the foregoing factors may have a material adverse effect on its 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 Navios Logistics 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 Navios Logistics believes 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 its expectations of continuing growth in the Hidrovia or reducing transportation costs. If the regional initiative is unsuccessful, its 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 Navios Logistics operates could have a material adverse effect on its results of operations.

In the markets in which Navios Logistics currently operates, in cabotage or regional trades, it is subject to restrictive rules and regulations on a region by region basis. Navios Logistics 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 Navios Logistics Argentine cabotage vessels. Changes in cabotage rules and regulations or in their interpretation may have an adverse effect on Navios Logistics current or future cabotage operations, either by becoming more restrictive (which could result in limitations to the utilization of some of its vessels in those trades) or less restrictive (which could result in increased competition in these markets).

Because Navios Logistics generates the majority of its revenues in U.S. dollars but incurs a significant portion of its expenses in other currencies, exchange rate fluctuations could cause Navios Logistics to suffer exchange rate losses, thereby increasing expenses and reducing income.

Navios Logistics engages in regional commerce with a variety of entities. Although Navios Logistics operations expose it to certain levels of foreign currency risk, its revenues are predominantly U.S. dollar-denominated at the present. Additionally, Navios Logistics 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, 2015, 2014 and 2013, approximately 61.9%, 47.3% and 55.9%, respectively, of Navios Logistics 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 Navios Logistics income. A greater percentage of its transactions and expenses in the future may be denominated in currencies other than U.S. dollars. As part of its overall risk management policy, Navios Logistics may attempt to hedge these risks in exchange rate fluctuations from time to time but cannot guarantee it 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 Navios Logistics operates may occur, and if such fluctuations were to occur in one or a combination of the countries in which

Navios Logistics operates, its results of operations or financial condition could be materially adversely affected.

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Tax Risks

We may earn United States source income that is subject to tax, thereby adversely affecting our results of operations and cash flows.

Under the Internal Revenue Code, or the Code, 50.0% of the gross shipping income of a vessel owning or chartering corporation that is attributable to transportation that either begins or ends, but that does not both begin and end, in the United States is characterized as U.S.-source shipping income. U.S.-source shipping income generally is subject to a 4.0% U.S. federal income tax without allowance for deduction or, if such U.S.-source shipping income is effectively connected with the conduct of a trade or business in the United States, U.S. federal corporate income tax (the highest statutory rate presently is 35.0%) as well as a branch profits tax (presently imposed at a 30.0% rate on effectively connected earnings), unless that corporation qualifies for exemption from tax under Section 883 of the Code. We believe that we and each of our subsidiaries qualifies and will continue to qualify for the foreseeable future for this statutory tax exemption under Section 883 with respect to our U.S.-source shipping income, provided that our common stock continues to be listed on the NYSE and represents more than 50% of the total combined voting power of all classes of our stock entitled to vote and of the total value of our stock, and less than 50% of our common stock is owned, actually or constructively under specified stock attribution rules, on more than half the number of days in the relevant year by persons who each own 5% or more of the vote and value of our common stock. Our ability to qualify for the exemption at any given time will depend upon circumstances related to the ownership of our common stock at such time and thus are beyond our control. Furthermore, our board of directors could determine that it is in our best interests to take an action that would result in this tax exemption not applying to us in the future. Accordingly, we can give no assurance that we would qualify for the exemption under Section 883 with respect to any such income we earn. If we were not entitled to the Section 883 exemption for any taxable year, we generally would be subject to a 4.0% U.S. federal gross income tax with respect to our U.S.-source shipping income or, if such U.S. source shipping income were effectively connected with the conduct of a trade or business in the United States, U.S. federal corporate income tax as well as a branch profits tax for those years. As a result, depending on the trading patterns of our vessels, we could become liable for tax, and our net income and cash flow could be adversely affected. Please see the discussion under Taxation Material U.S. Federal Income Tax Considerations U.S. Federal Income Taxation of the Company Taxation of Our Shipping Income.

Navios Holdings may be taxed as a United States corporation.

The purchase by International Shipping Enterprises Inc. (ISE), our predecessor, of all of the outstanding shares of common stock of Navios Holdings, and the subsequent downstream merger of ISE with and into Navios Holdings took place on August 25, 2005. Navios Holdings is incorporated under the laws of the Republic of the Marshall Islands. ISE received an opinion from its counsel for the merger transaction that, while there is no direct authority that governs the tax treatment of the transaction, it was more likely than not that Navios Holdings would be taxed by the United States as a foreign corporation. Accordingly, we take the position that Navios Holdings will be taxed as a foreign corporation by the United States. If Navios Holdings were to be taxed as a U.S. corporation, its taxes would be significantly higher than they are currently.

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

We are an international company that conducts business throughout the world. 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 our worldwide earnings, and such change could be significant to our financial results. If any tax authority successfully challenges our operational structure, intercompany 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,

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or if we lose a material tax dispute in any country, our effective tax rate on our worldwide earnings from our operations could increase substantially and our earnings and cash flows from these operations could be materially adversely affected. For example, in accordance with the currently applicable Greek law, foreign flagged vessels that are managed by Greek or foreign ship management companies having established an office in Greece are subject to duties towards the Greek state which are calculated on the basis of the relevant vessel s tonnage. The payment of said duties exhausts the tax liability of the foreign ship owning company and the relevant manager against any tax, duty, charge or contribution payable on income from the exploitation of the foreign flagged vessel.

We and our subsidiaries may be subject to taxation in the jurisdictions in which we and our subsidiaries conduct business. Such taxation would result in decreased earnings available to our stockholders.

Investors are encouraged to consult their own tax advisors concerning the overall tax consequences of the ownership of our common stock arising in an investor s particular situation under U.S. federal, state, local and foreign law.

U.S. tax authorities could treat us as a passive foreign investment company, which could have adverse U.S. federal income tax consequences to U.S. holders.

A foreign corporation will be treated as a passive foreign investment company, or PFIC, for U.S. federal income tax purposes if either (1) at least 75% of its gross income for any taxable year consists of certain types of passive income or (2) at least 50% of the quarterly average value of the corporation s assets produce or are held for the production of those types of passive income. For purposes of these tests, passive income includes dividends, interest, capital gains and rents (other than rents derived other than in the active conduct of a rental business). For purposes of these tests, income derived from the performance of services does not constitute passive income. U.S. stockholders of a PFIC are subject to a disadvantageous U.S. federal income tax regime with respect to the income derived by the PFIC, the distributions they receive from the PFIC and the gain, if any, they derive from the sale or other disposition of their shares in the PFIC and additional tax filing obligations.

Based upon our actual and projected income, assets and activities, we believe that we should not be a PFIC for our taxable year ended December 31, 2015 or for subsequent taxable years. Based upon our operations as described herein, our income from time charters should not be treated as passive income for purposes of determining whether we are a PFIC. Accordingly, our income from our time chartering activities should not constitute passive income, and the assets that we own and operate in connection with the production of that income should not constitute passive assets.

There is substantial legal authority supporting this position consisting of case law and U.S. Internal Revenue Service, or IRS, pronouncements concerning the characterization of income derived from time charters and voyage charters as services income for other tax purposes. However, it should be noted that there is also authority which characterizes time charter income as rental income rather than services income for other tax purposes. Accordingly, no assurance can be given that the IRS or a court of law will accept this position and there is a risk that the IRS or a court of law could determine that we are a PFIC. In addition, no assurance can be given as to our current and future PFIC status, because such status requires an annual factual determination based upon the composition of our income and assets for the entire taxable year. The PFIC determination also depends on the application of complex U.S. federal income tax rules concerning the classification of our income and assets for this purpose, and there are legal uncertainties involved in determining whether the income derived from our chartering activities and from our logistics activities constitutes rental income or income derived from the performance of services. We have not sought, and we do not expect to seek, an IRS ruling on this issue. As a result, the IRS or a court could disagree with our position. In addition, although we intend to conduct our affairs in a manner to avoid, to the extent possible, being classified as a PFIC with respect to any taxable year, we cannot assure you that the nature of our operations, or the nature or composition of our income or assets, will not change in the future, or that we can avoid PFIC status in the future.

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If the IRS were to find that we are or have been a PFIC for any taxable year, our U.S. stockholders would face adverse U.S. federal income tax consequences and certain information reporting requirements. Under the PFIC rules, unless those stockholders make an election available under the Code (which election could itself have adverse consequences for such stockholders, and which election may not be available if our common stock were to cease to be listed on the NYSE), such stockholders would be liable to pay U.S. federal income tax at the then prevailing ordinary income tax rates, plus interest, upon excess distributions and upon any gain from the disposition of their shares of common stock, as if the excess distribution or gain had been recognized ratably over the stockholder s holding period of the common stock. In addition, for each year during which we are treated as a PFIC and you actually or constructively own our common stock you generally will be required to file IRS Form 8621 with your U.S. federal income tax return to report certain information concerning your ownership of our common stock. Please see the discussion under Taxation Material U.S. Federal Income Tax Considerations Taxation of U.S. Holders of our Common Stock Passive Foreign Investment Company Status.

Item 4. Information on the Company

A. History and Development of the Company

The legal and commercial name of the Company is Navios Maritime Holdings Inc. The Company s office and principal place of business is located at 7 Avenue de Grande Bretagne, Office 11B2, Monte Carlo, MC 98000 Monaco, and its telephone number is (011) + (377) 9798-2140. The Company is a corporation incorporated under the BCA and the laws of the Republic of the Marshall Islands. Trust Company of the Marshall Islands, Inc. serves as the Company s agent for service of process, and the Company s 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.

On August 25, 2005, pursuant to a Stock Purchase Agreement dated February 28, 2005, as amended, by and among ISE, Navios Holdings, and all the shareholders of Navios Holdings, ISE acquired Navios Holdings through the purchase of all of the outstanding shares of common stock of Navios Holdings. As a result of this acquisition, Navios Holdings became a wholly-owned subsidiary of ISE. In addition, on August 25, 2005, simultaneously with the acquisition of Navios Holdings, ISE effected a reincorporation from the State of Delaware to the Republic of the Marshall Islands through a downstream merger with and into its newly acquired wholly-owned subsidiary, whose name was and continued to be Navios Maritime Holdings Inc.

The Company operates a fleet of owned Capesize, Panamax, Ultra Handymax and Handysize vessels and a fleet of time chartered Capesize, Panamax, Ultra Handymax and Handysize vessels that are employed to provide worldwide transportation of bulk commodities. Navios Holdings is a global, vertically integrated seaborne shipping and logistics company focused on the transport and transshipment of dry bulk commodities including iron ore, coal and grain. For over 60 years, Navios Holdings has had in-house technical ship management expertise that has worked with producers of raw materials, agricultural traders and exporters, industrial end-users, ship owners and charterers.

Navios Logistics

Navios Logistics 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.

On January 1, 2008, pursuant to a share purchase agreement, Navios Holdings contributed cash, and the authorized capital stock of its wholly-owned subsidiary CNSA in exchange for the issuance and delivery of 63.8% of Navios Logistics outstanding stock. Navios Logistics acquired all ownership interests in the Horamar

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Group (Horamar) in exchange for cash, and the issuance of 36.2% of Navios Logistics outstanding stock. As of December 31, 2015, Navios Holdings owns 63.8% of Navios Logistics.

Affiliates (not consolidated under Navios Holdings)

Navios Partners

Navios Partners (NYSE:NMM) is an international owner and operator of dry cargo vessels and is engaged in the seaborne transportation services of a wide range of dry cargo commodities including iron ore, coal, grain, fertilizer and also containers, chartering its vessels under medium to long-term charters.

On August 7, 2007, Navios Holdings formed Navios Partners under the laws of Marshall Islands. Navios GP L.L.C., or the general partner, a wholly-owned subsidiary of Navios Holdings, was also formed on that date to act as the general partner of Navios Partners and received a 2.0% general partner interest in Navios Partners.

On or prior to the closing of Navios Partners initial public offering, or IPO, in November 2007, Navios Holdings entered into certain agreements with Navios Partners: (a) a management agreement with Navios Partners pursuant to which Navios Shipmanagement Inc. (the Manager) , a wholly-owned subsidiary of Navios Holdings, provides Navios Partners with commercial and technical management services; (b) an administrative services agreement with the Manager pursuant to which the Manager provides Navios Partners administrative services; and (c) an omnibus agreement with Navios Partners, governing, among other things, when Navios Partners and Navios Holdings may compete against each other as well as rights of first offer on certain dry bulk carriers.

Since the formation of Navios Partners, Navios Holdings sold in total ten vessels to Navios Partners (the Navios Hope, the Navios Apollon, the Navios Hyperion, the Navios Aurora II, the Navios Fulvia, the Navios Melodia, the Navios Pollux, the Navios Luz, the Navios Orbiter and the Navios Buena Ventura) and also sold the rights of Navios Sagittarius to Navios Partners. All vessels were sold in exchange of cash and 5,601,920 common units of Navios Partners in total. As of December 31, 2015, Navios Holdings interest in Navios Partners was 20.1% (including 2.0% general partner interest).

Navios Acquisition

Navios Acquisition (NYSE:NNA) is an owner and operator of tanker vessels focusing in the transportation of petroleum products (clean and dirty) and bulk liquid chemicals.

On July 1, 2008, Navios Acquisition completed its IPO. On May 28, 2010, Navios Acquisition consummated the vessel acquisition which constituted its initial business combination. Following such transaction, Navios Acquisition commenced its operations as an operating company. On that date, Navios Holdings acquired control over Navios Acquisition, and consequently concluded a business combination had occurred and consolidated the results of Navios Acquisition from that date until March 30, 2011.

On May 28, 2010, Navios Holdings entered into (a) a management agreement with Navios Acquisition pursuant to which Navios Tankers Management Inc. (the Tankers Manager) provides Navios Acquisition commercial and technical management services; (b) an administrative services agreement with the Tankers Manager pursuant to which the Tankers Manager provides Navios Acquisition administrative services and is in turn reimbursed for reasonable costs and expenses; and (c) an omnibus agreement with Navios Acquisition and Navios Partners (the Acquisition Omnibus Agreement) in connection with the closing of Navios Acquisition s vessel acquisition, governing, among other things, competition and rights of first offer on certain types of vessels and businesses.

On March 30, 2011, Navios Holdings exchanged 7,676,000 shares of Navios Acquisition common stock it held for 1,000 shares of non-voting Series C Convertible Preferred Stock of Navios Acquisition and had 45.0% of the voting power and 53.7% of the economic interest in Navios Acquisition, since the preferred stock is

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considered, in substance, common stock for accounting purposes. From March 30, 2011, Navios Acquisition has been considered as an affiliate entity of Navios Holdings and not as a controlled subsidiary of the Company.

In February, May and September 2013, Navios Acquisition completed multiple offerings, including registered direct offerings and private placements to Navios Holdings and certain members of the management of Navios Acquisition, Navios Partners and Navios Holdings. A total of 94,097,529 shares were issued. As part of these offerings, Navios Holdings purchased in private placements an aggregate of 46,969,669 shares of Navios Acquisition common stock for $160.0 million. In February 2014, Navios Acquisition completed a public offering of 14,950,000 shares of its common stock.

As of December 31, 2015, Navios Holdings ownership of the outstanding voting stock of Navios Acquisition was 43.6% and its economic interest in Navios Acquisition was 46.6%.

Navios Europe I

Navios Europe I is engaged in the marine transportation industry through the ownership of five tanker and five container vessels.

On October 9, 2013, Navios Holdings, Navios Acquisition and Navios Partners established Navios Europe I under the laws of Marshall Islands and had economic interests of 47.5%, 47.5% and 5.0%, respectively. On December 18, 2013, Navios Europe I acquired ten vessels for aggregate consideration consisting of (i) cash (which was funded with the proceeds of senior loan facilities (the Senior Loans I) of $120.4 million and loans aggregating to $10.0 million from Navios Holdings, Navios Acquisition and Navios Partners (in each case, in proportion to their economic interests in Navios Europe I) (collectively, the Navios Term Loans I) and (ii) the assumption of a junior participating loan facility (the Junior Loan I). In addition to the Navios Term Loans, Navios Holdings, Navios Acquisition and Navios Partners also made available to Navios Europe I (in each case, in proportion to their economic interests in Navios Europe I) revolving loans of up to $24.1 million to fund working capital requirements (collectively, the Navios Revolving Loans I). Effective November 2014, Navios Holdings, Navios Acquisition and Navios Partners have voting interest of 50%, 50% and 0%, respectively.

Navios Midstream

Navios Midstream (NYSE: NAP) is a publicly traded master limited partnership which owns and operates very large crude oil tankers under long-term employment contracts.

On October 13, 2014, Navios Acquisition formed Navios Midstream under the laws of the Marshall Islands. Navios Maritime Midstream Partners GP LLC, or the Midstream General Partner, a wholly-owned subsidiary of Navios Acquisition, was also formed on that date to act as the general partner of Navios Midstream and received a 2.0% general partner interest in Navios Midstream.

As of December 31, 2015, and following the completion of the Navios Midstream s IPO in November 2014 and the issuance of 1,592,920 of Subordinated Series A Units to Navios Acquistion in June 2015, Navios Acquisition had 60.9% interest and Navios Holdings had indirect economic interest of 28.3% (through its ownership in Navios Acquisition) and no direct equity interest.

On or prior to the closing of Navios Midstream s IPO, Navios Holdings entered into certain agreements with Navios Midstream: (a) a management agreement with Navios Midstream pursuant to which the Tankers Manager, a wholly-owned subsidiary of Navios Holdings, provides Navios Midstream with commercial and technical

management services; (b) an administrative services agreement with the Tankers Manager pursuant to which the Tankers Manager provides Navios Midstream administrative services; and (c) an omnibus agreement with Navios Midstream, Navios Acquisition and Navios Partners, governing, among other things, when Navios Holdings, Navios Acquisition and Navios Partners may compete with Navios Midstream.

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At the same time, Navios Holdings entered into an option agreement with Navios Acquisition, which expires on November 18, 2024, under which Navios Acquisition, which owns and controls Midstream General Partner, granted Navios Holdings the option to acquire a minimum of 25% of the outstanding membership interests in Midstream General Partner, and the incentive distribution rights in Navios Midstream at fair value. As of December 31, 2015, Navios Holdings had not exercised any part of that option.

Navios Europe II

Navios Europe II is engaged in the marine transportation industry through the ownership of seven dry bulkers and seven container vessels.

On February 18, 2015, Navios Holdings, Navios Acquisition and Navios Partners established Navios Europe II under the laws of Marshall Islands and had economic interests of 47.5%, 47.5% and 5.0%, respectively, and voting interests of 50%, 50% and 0%, respectively. From June 8, 2015 through December 31, 2015, Navios Europe II acquired 14 vessels for aggregate consideration consisting of: (i) cash (which was funded with the proceeds of a $131.6 million senior loan facility (the Senior Loans II) and loans aggregating to $14.0 million from Navios Holdings, Navios Acquisition and Navios Partners (in each case, in proportion to their economic interests in Navios Europe II) (collectively, the Navios Term Loans II) and (ii) the assumption of a junior participating loan facility (the Junior Loan II) with a face amount of $182.2 million and fair value of $99.1 million, at the acquisition date. In addition to the Navios Term Loans II, Navios Holdings, Navios Acquisition and Navios Partners will also make available to Navios Europe II (in each case, in proportion to their economic interests in Navios Europe II) revolving loans up to $38.5 million to fund working capital requirements (collectively, the Navios Revolving Loans II).

B. Business overview

Introduction

Navios Holdings is a global, vertically integrated seaborne shipping and logistics company focused on the transport and transshipment of dry bulk commodities including iron ore, coal and grain. For over 60 years, Navios Holdings has had an in-house ship management expertise that has worked with producers of raw materials, agricultural traders and exporters, industrial end-users, ship owners, and charterers. Navios Holdings current core fleet (excluding the Navios Logistics fleet), the average age of which is approximately 7.4 years, consists of a total of 61 vessels, aggregating approximately 6.3 million dwt. Navios Holdings owns 13 Capesize vessels (169,000-182,000 dwt), 14 modern Ultra Handymax vessels (50,000-59,000 dwt), 12 Panamax vessels (74,000-85,000 dwt) and one Handysize vessel. It also time charters-in and operates a fleet of four Ultra Handymax, one Handysize, nine Panamax, and seven Capesize vessels under long-term time charters, 17 of which are currently in operation, with the remaining four newbuilding charter-in vessels scheduled for delivery on various dates through the fourth quarter of 2016 and 2017. Navios Holdings has options to acquire all of the 21 time chartered-in vessels (on one of which Navios Holdings holds an initial 50% purchase option).

Navios Holdings also offers commercial and technical management services to the fleets of Navios Partners, Navios Acquisition, Navios Midstream, Navios Europe I and Navios Europe II. Navios Partners fleet is comprised of 12 Panamax vessels, eight Capesize vessels, three Ultra-Handymax vessels and eight container vessels. In each of October 2013, August 2014, February 2015, and January 2016 the Company amended its existing management agreement with Navios Partners to fix the fees for ship management services of its owned fleet at: (i) $4,100 daily rate per Ultra-Handymax vessel; (ii) $4,200 daily rate per Panamax vessel; (iii) $5,250 daily rate per Capesize vessel; (iv) $6,700 daily rate per container vessel of TEU 6,800; (v) $7,400 daily rate per container vessel of more than TEU 8,000; and (vi) $8,750 daily rate per very large container vessel of more than TEU 13,000 through December 31,

2017. Drydocking expenses under this agreement will be reimbursed by Navios Partners at cost at occurrence. Navios Acquisition s fleet is comprised of 30 tankers and 8 VLCC vessels. In May 2014, the Company extended the duration of its existing management agreement with Navios Acquisition until May 2020 and fixed the fees for ship management services of Navios Acquisition s owned fleet for two

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additional years through May 2016 at: (i) $6,000 daily rate per owned MR2 product tanker and chemical tanker vessel; (ii) $7,000 daily rate per owned LR1 product tanker vessel; and (iii) $9,500 daily rate per VLCC vessel. Drydocking expenses under this agreement will be reimbursed by Navios Acquisition at cost at occurrence. Navios Midstream s fleet is comprised of six VLCC vessels and Navios Holdings receives a daily management fee of $9,500 per VLCC vessel. Drydocking expenses under this agreement will be reimbursed by Navios Midstream at cost at occurrence. Navios Europe I s fleet is comprised of five tankers and five container vessels and management fees and drydocking expenses under the management agreement will be reimbursed at cost at occurrence. Navios Europe II s fleet is comprised of seven dry bulker and seven container vessels and management fees and drydocking expenses under the management agreement will be reimbursed at cost at occurrence.

Navios Holdings strategy and business model focuses on:

Operation of a high quality, modern fleet. Navios Holdings owns and charters-in a modern, high quality fleet, having an average age of approximately 7.4 years that provides numerous operational advantages including more efficient cargo operations, lower insurance and vessel maintenance costs, higher levels of fleet productivity, and an efficient operating cost structure.

Pursuing an appropriate balance between vessel ownership and a long-term chartered-in fleet. Navios Holdings controls, through a combination of vessel ownership and long-term time chartered vessels, approximately 6.3 million dwt in tonnage, making Navios Holdings one of the largest independent dry bulk operators in the world. Navios Holdings ability, through its long-standing relationships with various shipyards and trading houses, to charter-in vessels allows it to control additional shipping capacity without the capital expenditures required by new vessel acquisition. In addition, having purchase options on all of the 21 time chartered vessels (including those to be delivered) permits Navios Holdings to determine when is the most commercially opportune time to own or charter-in vessels. Navios Holdings intends to monitor developments in the sales and purchase market to maintain the appropriate balance between owned and long-term time chartered vessels.

Capitalize on Navios Holdings established reputation. Navios Holdings believes its reputation and commercial relationships enable it to obtain favorable long-term time charters, enter into the freight market and increase its short-term tonnage capacity to complement the capacity of its core fleet, as well as to obtain access to cargo freight opportunities through COA arrangements not readily available to other industry participants. This reputation has also enabled Navios Holdings to obtain vessel acquisition terms as reflected in the purchase options contained in some of its long-term charters.

Utilize industry expertise to take advantage of market volatility. The dry bulk shipping market is cyclical and volatile. Navios Holdings uses its experience in the industry, sensitivity to trends, and knowledge and expertise as to risk management and FFAs to hedge against, and in some cases, to generate profit from, such volatility.

Maintain customer focus and reputation for service and safety. Navios Holdings is recognized by its customers for the high quality of its service and safety record. Navios Holdings high standards for

performance, reliability, and safety provide Navios Holdings with an advantageous competitive profile.

Enhance vessel utilization and profitability through a mix of spot charters, time charters, and COAs and strategic backhaul and triangulation methods. Specifically, this strategy is implemented as follows:

The operation of voyage charters or spot fixtures for the carriage of a single cargo from load port to discharge port;

The operation of time charters, whereby the vessel is hired out for a predetermined period but without any specification as to voyages to be performed, with the ship owner being responsible for operating costs and the charterer for voyage costs;

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The use of COAs, under which Navios Holdings contracts to carry a given quantity of cargo between certain load and discharge ports within a stipulated time frame, but does not specify in advance which vessels will be used to perform the voyages; and

The shipping industry uses fleet utilization to measure a company s efficiency in finding suitable employment for its vessels and minimizing the days its vessels are off-hire. At 98.6% as of December 31, 2015, Navios Holdings believes that it has one of the highest fleet utilization rates in the industry.

In addition, Navios Holdings attempts, through selecting COAs on what would normally be backhaul or ballast legs, to enhance vessel utilization and, hence, profitability. In such cases, the cargoes are used to position vessels at or near major loading areas (such as the Gulf of Mexico) where spot cargoes can readily be obtained. This reduces ballast time as a percentage of the round voyage. This strategy is referred to as triangulation.

Navios Holdings is one of relatively few major owners and operators of this type in the dry bulk market, and has vast experience in this area. In recent years, it has further raised the commercial sophistication of its business model by using market intelligence derived from its risk management operations and, specifically, its freight derivatives hedging desk, to make more informed decisions regarding the management of its fleet.

Competitive Advantages

Controlling approximately 6.3 million dwt (excluding Navios Logistics) in dry bulk tonnage, Navios Holdings is one of the largest independent dry bulk operators in the world. Management believes that Navios Holdings occupies a competitive position within the industry in that its reputation in the global dry bulk markets permits it to enter into at any time, and take on spot, medium or long-term freight commitments, depending on its view of future market trends. In addition, many long-term charter deals may be brought to the attention of Navios Holdings prior to even being quoted in the open market. Even in the open market, Navios Holdings solid reputation allows it to take in large amounts of tonnage on a short, medium, or long-term basis on very short notice. This ability is possessed by relatively few ship owners and operators, and is a direct consequence of Navios Holdings market reputation for reliability in the performance of its obligations in each of its roles as a ship owner, COA operator, and charterer. Navios Holdings, therefore, has much greater flexibility than a traditional ship owner or charterer to quickly go long or short relative to the dry bulk markets.

Navios Holdings long involvement and reputation for reliability in the Asian Pacific region have also allowed it to develop privileged relationships with many of the largest trading houses in Japan, such as Marubeni Corporation and Mitsui & Co. Through these institutional relationships, Navios Holdings has obtained long-term charter-in deals, with options to extend time charters and options to purchase the majority of the vessels. Through its established reputation and relationships, Navios Holdings has had access to opportunities not readily available to most other industry participants who lack Navios Holdings brand recognition, credibility, and track record.

In addition to its long-standing reputation and flexible business model, management believes that Navios Holdings is well-positioned in the dry bulk market on the basis of the following factors:

A high-quality, modern fleet of vessels that provides a variety of operational advantages, such as lower insurance premiums, higher levels of productivity, and efficient operating cost structures, as well as a competitive advantage over owners of older fleets, especially in the time charter market, where age,

fuel economy and quality of a vessel are of significant importance in competing for business;

A core fleet which has been chartered-in (some through 2026, assuming minimum available charter extension periods are exercised) on terms generally that allow Navios Holdings to charter-out the vessels at an attractive spread during strong markets and to weather down cycles in the market while maintaining low costs;

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Strong commercial relationships with both freight customers and Japanese trading houses and ship owners, providing Navios Holdings with access to future attractive long-term time charters on newbuildings with valuable purchase options;

Strong in-house technical management team who oversee every step of technical management, from the construction of the vessels to subsequent shipping operations throughout the life of a vessel, including the superintendence of maintenance, repairs and drydocking, providing efficiency and transparency in Navios Holdings owned fleet operations;

Visibility into worldwide commodity flows through its physical shipping operations and port terminal operations in South America; and

An experienced management team with a strong track record of operational experience and a strong brand having a well established reputation for reliability and performance.

Management intends to maintain and build on these qualitative advantages, while at the same time continuing to benefit from Navios Holdings reputation.

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Shipping Operations

Navios Holdings Fleet. Navios Holdings controls a core fleet of 40 owned vessels and 21 chartered-in vessels (all of which have purchase options). The average age of the operating fleet is 7.4 years.

Owned Fleet. Navios Holdings owns and operates a fleet comprised of 14 modern Ultra Handymax vessels, 13 Capesize vessels, 12 Panamax vessels and one Handysize vessel.

Owned Vessels

Vessel Name	Vessel Type	Year Built	Deadweight (in metric tons)
Navios Serenity	Handysize	2011	34,690
Navios Ionian	Ultra Handymax	2000	52,067
Navios Horizon	Ultra Handymax	2001	50,346
Navios Herakles	Ultra Handymax	2001	52,061
Navios Achilles	Ultra Handymax	2001	52,063
Navios Vector	Ultra Handymax	2002	50,296
Navios Meridian	Ultra Handymax	2002	50,316
Navios Mercator	Ultra Handymax	2002	53,553
Navios Arc	Ultra Handymax	2003	53,514
Navios Hios	Ultra Handymax	2003	55,180
Navios Kypros	Ultra Handymax	2003	55,222
Navios Astra	Ultra Handymax	2006	53,468
Navios Ulysses	Ultra Handymax	2007	55,728
Navios Celestial	Ultra Handymax	2009	58,063
Navios Vega	Ultra Handymax	2009	58,792
Navios Magellan	Panamax	2000	74,333
Navios Star	Panamax	2002	76,662
Navios Northern Star	Panamax	2005	75,395
Navios Amitie	Panamax	2005	75,395
Navios Taurus	Panamax	2005	76,596
Navios Asteriks	Panamax	2005	76,801
Navios Galileo	Panamax	2006	76,596
N Amalthia	Panamax	2006	75,318
N Bonanza	Panamax	2006	76,596
Navios Avior	Panamax	2012	81,355
Navios Centaurus	Panamax	2012	81,472
Navios Sphera	Panamax	2016	84,872
Navios Stellar	Capesize	2009	169,001
Navios Bonavis	Capesize	2009	180,022
Navios Happiness	Capesize	2009	180,022
Navios Phoenix	Capesize	2009	180,242
Navios Lumen	Capesize	2009	180,661
Navios Antares	Capesize	2010	169,059
Navios Etoile	Capesize	2010	179,234

Navios Bonheur	Capesize	2010	179,259
Navios Altamira	Capesize	2011	179,165
Navios Azimuth	Capesize	2011	179,169
Navios Ray	Capesize	2012	179,515
Navios Gem	Capesize	2014	181,336
Navios Mars	Capesize	2016	181,259

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Long-Term Fleet. In addition to the 40 owned vessels, Navios Holdings controls a fleet of seven Capesize, nine Panamax, four Ultra Handymax, and one Handysize vessels under long-term time charters, having an average age of approximately 3.8 years. Of the 21 chartered-in vessels, 17 are currently in operation and four are scheduled for delivery at various times through 2016 and 2017, as set forth in the following table:

Long-term Chartered-in Fleet in Operation

Vessel Name	Vessel Type	Year Built	Deadweight (in metric tons)	Purchase Option [1]
Navios Lyra	Handysize	2012	34,718	Yes[2]
Navios Primavera	Ultra Handymax	2007	53,464	Yes
Navios Oriana	Ultra Handymax	2012	61,442	Yes
Navios Mercury	Ultra Handymax	2013	61,393	Yes
Navios Venus	Ultra Handymax	2015	61,339	Yes
Navios Aldebaran	Panamax	2008	76,500	Yes
Navios Marco Polo	Panamax	2011	80,647	Yes
Navios Southern Star	Panamax	2013	82,224	Yes
Sea Victory	Panamax	2014	77,095	Yes
Navios Sky	Panamax	2015	82,056	Yes
Navios Amber	Panamax	2015	80,994	Yes
Beaufiks	Capesize	2004	180,310	Yes
King Ore	Capesize	2010	176,800	Yes
Navios Koyo	Capesize	2011	181,415	Yes
Navios Obeliks	Capesize	2012	181,415	Yes
Dream Canary	Capesize	2015	181,528	Yes
Dream Coral	Capesize	2015	181,249	Yes

Long-term Chartered-in Fleet to be Delivered

Vessels	Vessel Type	Delivery Date	Deadweight (in metric tons)	Purchase Option
Navios Coral	Panamax	Q4 2016	84,000	Yes
Navios Felix	Capesize	Q4 2016	180,000	Yes
Navios Citrine	Panamax	Q1 2017	81,000	Yes
Navios Dolphin	Panamax	Q1 2017	81,000	Yes

(1) Generally, Navios Holdings may exercise its purchase option after three to five years of service.
(2) Navios Holdings holds the initial 50% purchase option on the vessel.

Many of Navios Holdings current long-term chartered-in vessels are chartered from ship owners with whom Navios Holdings has long-standing relationships. Navios Holdings pays these ship owners daily rates of hire for such vessels, and then charters out these vessels to other parties, who pay Navios Holdings a daily rate of hire. Navios Holdings also enters into COAs pursuant to which Navios Holdings has agreed to carry cargoes, typically for industrial customers, who export or import dry bulk cargoes. Further, Navios Holdings enters into spot market voyage contracts, where Navios Holdings is paid a rate per ton to carry a specified cargo from point A to point B.

Short-Term Fleet: Navios Holdings short-term fleet is comprised of Capesize, Panamax and Ultra Handymax vessels chartered-in for duration of less than 12 months. The number of short-term vessels varies from time to time.

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Exercise of Vessel Purchase Options

Navios Holdings has executed several purchase options comprising of six Ultra Handymax, six Panamax and one Capesize vessels. The Navios Meridian, Navios Mercator, Navios Arc, Navios Galaxy I, Navios Magellan, Navios Horizon, Navios Star, Navios Hyperion, Navios Orbiter, Navios Hope, Navios Fantastiks, Navios Vector and Navios Astra were delivered on various dates from November 30, 2005 until February 21, 2011. Navios Holdings currently has options to acquire all of the 17 chartered-in vessels currently in operation and all of the four long-term chartered-in vessels on order (on one of the 21 purchase options Navios Holdings holds a 50% initial purchase option).

Commercial Ship Management: Commercial management of Navios Holdings , Navios Partners, Navios Acquisition s, Navios Midstream s, Navios Europe I s and Navios Europe II s fleet involves identifying and negotiating charter party employment for the vessels. In addition to its internal commercial ship management capabilities, Navios Holdings uses the services of a related party, Acropolis Chartering & Shipping Inc. (Acropolis), based in Piraeus, as well as numerous third-party charter brokers, to solicit, research, and propose charters for its vessels. Charter brokers research and negotiate with different charterers, and propose charters to Navios Holdings for cargoes suitable for carriage by Navios Holdings , Navios Partners, Navios Acquisition s, Navios Midstream s, Navios Europe I s and Navios Europe II s vessels. Navios Holdings then evaluates the employment opportunities available for each type of vessel and arranges cargo and country exclusions, bunkers, loading and discharging conditions, and demurrage.

Technical Ship Management: Navios Holdings provides, through its subsidiaries, Navios Shipmanagement Inc. and Navios Tankers Management Inc., technical ship management and maintenance services to its owned vessels and has also provided such services to Navios Partners , Navios Acquisition s, Navios Midstream s, Navios Europe I s and Navios Europe II s vessels under the terms of the management agreements between the parties. Based in Piraeus, Greece, Monaco and Singapore, this operation is run by experienced professionals who oversee every step of technical management, from the construction of the vessels to subsequent shipping operations throughout the life of a vessel, including the superintendence of maintenance, repairs and drydocking.

Operation of the Fleet: The operations departments supervise the post-fixture business of the vessels in Navios Holdings , Navios Partners, Navios Acquisition s, Navios Midstream s, Navios Europe I s and Navios Europe II s fleet (i.e., once the vessel is chartered and being employed) by monitoring their daily positions to ensure that the terms and conditions of the charters are being fulfilled.

Financial Risk Management: Navios Holdings actively engages in assessing financial risks associated with fluctuating future freight rates, daily time charter hire rates, fuel prices, credit risks, interest rates and foreign exchange rates. Financial risk management is carried out under policies approved and guidelines established by the Company s executive management.

Freight Rate Risk. Navios Holdings may use FFAs to manage and mitigate its risk to its freight market exposures in shipping capacity and freight commitments and respond to fluctuations in the dry bulk shipping market by augmenting its overall long or short position. These FFAs settle monthly in cash on the basis of publicly quoted indices, not physical delivery. These instruments typically cover periods from one month to one year, and are based on time charter rates or freight rates on specific quoted routes. Navios Holdings may enter into these FFAs through over-the-counter transactions and over LCH, the London Clearing House. Navios Holdings FFA trading personnel work closely with the chartering group to ensure that the most up-to-date information is incorporated into the Company s

commercial ship management strategy and policies. See Risk Factors Risks Associated with the Shipping Industry and Our Dry bulk Operations Trading and complementary hedging activities in freight, tonnage and FFAs subject us to trading risks, and we may suffer trading losses which could adversely affect our financial condition and results of operations for additional detail on the financial implications, and risks of our use of FFAs.

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Credit Risk. Navios Holdings closely monitors its credit exposure to charterers and FFAs counterparties. Navios Holdings has established policies to ensure that contracts are entered into with counterparties that have appropriate credit history. Counterparties and cash transactions are limited to high quality credit collateralized corporations and financial institutions. Most importantly, Navios Holdings has guidelines and policies that are designed to limit the amount of credit exposure.

Interest Rate Risk. Navios Holdings may use from time to time interest rate swap agreements to reduce exposure to fluctuations in interest rates. These instruments allow Navios Holdings to raise long-term borrowings at floating rates and swap them into fixed rates. Although these instruments are intended to minimize the anticipated financing costs and maximize gains for Navios Holdings that may be set off against interest expense, they may also result in losses, which would increase financing costs. Currently, Navios Holdings holds no interest rate swap contracts. See also item 11 Quantitative and Qualitative Disclosures about Market Risks Interest Rate Risk.

Foreign Exchange Risk. Although Navios Holdings revenues are U.S. dollar-based, 24.4% of its expenses, related to its Navios Logistics segment, are in Uruguayan pesos, Argentinean pesos, Paraguayan Guaranies and Brazilian Reales and 10.1% of its expenses related to operation of its Greek, Belgian and Monaco offices, are in Euros. Navios Holdings monitors its Euro, Argentinean Peso, Uruguayan Peso, Paraguayan Guarani and Brazilian Real exposure against long-term currency forecasts and enters into foreign currency contracts when considered appropriate.

Customers

Dry bulk Vessel Operations

The international dry bulk shipping industry is highly fragmented and, as a result, there are numerous charterers. Navios Holdings assessment of a charterer s financial condition and reliability is an important factor in negotiating employment of its vessels. Navios Holdings generally charters its vessels to major trading houses (including commodities traders), major producers and government-owned entities. Navios Holdings customers under charter parties, COAs, and its counterparties under FFAs, include national, regional and international companies, such as Cargill International S.A., GIIC, Louis Dreyfus Commodities, Oldendorff Carriers, Swiss Marine, Rio Tinto and Mansel Ltd. For the year ended December 31, 2015, one customer accounted for 15.1% of the Company s revenue. For the year ended December 31, 2014, one customer accounted for 11.9% of the Company s revenue and for the year ended December 31, 2013, none of the Company s customers accounted for more than 10% of the Company s revenue.

Logistics Business Operations

Customers of Navios Logistics include affiliates of Archer Daniels Midland Company (ADM), Axion Energy, Bunge, Cargill, Glencore, Louis Dreyfus, Petrobras, Petropar (the national oil company of Paraguay), Shell, Vale, Vitol and YPF. In its dry port facility in Uruguay, Navios Logistics has been serving three of its key global customers, ADM, Cargill and Louis Dreyfus, for more than 17 years on average. In its liquid port facility, liquid barge transportation and cabotage business, Navios Logistics has had long-term relationships with its global petroleum customers for more than 13 years on average (such as Axion Energy, Petrobras Group, YPF and Shell). 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 providing quality logistics services for its customers and further developing and maintaining its long-term relationships.

Concentrations of credit risk with respect to accounts receivables are limited due to Navios Logistics 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 its trade receivables. For the year ended December 31, 2015, Navios Logistics two largest customers, Vale and Cammessa, accounted for 27.8% and 12.9% of its revenues, respectively, and Navios Logistics five largest customers accounted for approximately 61.7% of its revenues. For the year ended

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December 31, 2014, Navios Logistics three largest customers, Vale, Cammessa and Axion Energy, accounted for 22.8%, 13.8% and 10.7% of its revenues, respectively, and Navios Logistics five largest customers accounted for approximately 60.3% of its revenues. For the year ended December 31, 2013, Navios Logistics two largest customers, Vale and Petropar, accounted for 18.5% and 10.7% of its revenues, respectively, and Navios Logistics five largest customers accounted for approximately 56.4% of its revenues.

Competition

The dry bulk shipping markets are extensive, diversified, competitive and highly fragmented, divided among approximately 1,775 independent dry bulk carrier owners. The world s active dry bulk fleet consists of approximately 10,700 vessels, aggregating approximately 776 million dwt as of December 31, 2015. As a general principle, the smaller the cargo carrying capacity of a dry bulk carrier, the more fragmented is its market, both with regard to charterers and vessel owner/operators. Even among the larger dry bulk owners and operators, whose vessels are mainly in the larger sizes, only four companies are known to have fleets of 100 vessels or more after the merger of the two largest Chinese shipping companies, China Ocean Shipping and China Shipping Group into China COSCO Shipping. The other three are the largest Japanese shipping companies, Mitsui O.S.K. Lines, Kawasaki Kisen and Nippon Yusen Kaisha. There are about 45 owners known to have fleets of between 30 and 100 vessels. However, vessel ownership is not the only determinant of fleet control. Many owners of bulk carriers charter their vessels out for extended periods, not just to end users (owners of cargo), but also to other owner/operators and to tonnage pools. Such operators may, at any given time, control a fleet many times the size of their owned tonnage. Navios Holdings is one such operator; others include Cargill, Pacific Basin Shipping, Bocimar, Zodiac Maritime, Louis Dreyfus/Cetragpa, Cobelfret, Torvald Klaveness and Swiss Marine.

It is likely that we will face substantial competition for long-term charter business from a number of experienced companies. Many of these competitors will have significantly greater financial resources than we do. It is also likely that we will face increased numbers of competitors entering into our transportation sectors, including in the dry bulk sector. Many of these competitors have strong reputations and extensive resources and experience. Increased competition may cause greater price competition, especially for long-term charters.

Navios Logistics

Navios Logistics is one of the largest logistics providers in the Hidrovia region of South America. Navios Logistics believes its ownership of river ports, including its port terminal in Uruguay that provides access to the ocean, allows it to offer a logistics solution superior to its competitors that also operate barges and pushboats. Navios Logistics also competes 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 Navios Logistics. However, most of these companies are proprietary service providers that are focused on servicing their own cargo. Unlike these companies, Navios Logistics is an independent service provider in the market for transits. With respect to exports, its competitors are Montevideo Port in Montevideo and Ontur in Nueva Palmira, neither of which has storage, and TGU in Nueva Palmira. The main competitor of its liquid port terminal in Paraguay is Petropar, a Paraguayan state-owned entity. Other competitors include Copetrol and Petrobras, which are also customers of Navios Logistics port.

Navios Logistics faces competition in its 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. Key competitors include Ultrapetrol Bahamas Ltd. and Fluviomar. In addition, some

of Navios Logistics 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. Navios Logistics also competes 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-

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how, reputation and credibility. These companies and other smaller entities are regular competitors of Navios Logistics in its primary tanker trading areas.

Navios Logistics believes that its ability to combine its ports in Uruguay and Paraguay with its versatile fleet of barges, pushboats and tankers to offer integrated, end-to-end logistics solutions for both its dry and liquid customers seeking to transport mineral and grain commodities and liquid cargoes through the Hidrovia region has allowed Navios Logistics to differentiate its business and offer superior services compared to its competitors.

Intellectual Property

We consider NAVIOS to be our proprietary trademark, service mark and trade name. We hold several U.S. and E.U. trademark registrations for our proprietary logos and the domain name registration for our website.

Governmental and Other Regulations

Sources of Applicable Rules and Standards: Shipping is one of the world s most heavily regulated industries, and, in addition, it is subject to many industry standards. Government regulation significantly affects the ownership and operation of vessels. These regulations consist mainly of rules and standards established by international conventions, but they also include national, state, and local laws and regulations in force in jurisdictions where vessels may operate or are registered, and which are commonly more stringent than international rules and standards. This is the case particularly in the United States and, increasingly, in Europe.

A variety of governmental and private entities subject vessels to both scheduled and unscheduled inspections. These entities include local port authorities (the U.S. Coast Guard, harbor masters or equivalent entities), classification societies, flag state administration (country vessel of registry), and charterers, particularly terminal operators. Certain of these entities require vessel owners to obtain permits, licenses, and certificates for the operation of their vessels. Failure to maintain necessary permits or approvals could require a vessel owner to incur substantial costs or temporarily suspend operation of one or more of its vessels.

Heightened levels of environmental and quality concerns among insurance underwriters, regulators, and charterers continue to lead to greater inspection and safety requirements on all vessels and may accelerate the scrapping of older vessels throughout the industry. Increasing environmental concerns have created a demand for vessels that conform to stricter environmental standards. Vessel owners are required to maintain operating standards for all vessels that will emphasize operational safety, quality maintenance, continuous training of officers and crews and compliance with U.S. and international regulations.

International Environmental Regulations: The International Maritime Organization (IMO) has adopted a number of international conventions concerned with ship safety and with preventing, reducing or controlling pollution from ships. These fall into two main categories, consisting firstly of those concerned generally with ship safety standards, and secondly of those specifically concerned with measures to prevent pollution.

Ship Safety Regulation: In the former category the primary international instrument is the Safety of Life at Sea Convention of 1974, as amended, or SOLAS, together with the regulations and codes of practice that form part of its regime. Much of SOLAS is not directly concerned with preventing pollution, but some of its safety provisions are intended to prevent pollution as well as promote safety of life and preservation of property. These regulations have been and continue to be regularly amended as new and higher safety standards are introduced with which we are required to comply.

An amendment of SOLAS introduced the International Safety Management (ISM) Code, which has been effective since July 1998. Under the ISM Code the party with operational control of a vessel is required to develop an extensive safety management system that includes, among other things, the adoption of a safety and

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environmental protection policy setting forth instructions and procedures for operating its vessels safely and describing procedures for responding to emergencies. The ISM Code requires that vessel operators obtain a safety management certificate for each vessel they operate. This certificate evidences compliance by a vessel s management with code requirements for a safety management system. No vessel can obtain a certificate unless its manager has been awarded a document of compliance, issued by the flag state for the vessel, under the ISM Code. Noncompliance with the ISM Code and other IMO regulations, such as the mandatory ship energy efficiency management plan (SEEMP) which is akin to a safety management plan and came into effect on January 1, 2013, may subject a ship owner to increased liability, may lead to decreases in available insurance coverage for affected vessels, and may result in the denial of access to, or detention in, some ports. For example, the United States Coast Guard and European Union authorities have indicated that vessels not in compliance with the ISM Code will be prohibited from trading in ports in the United States and European Union.

Another amendment of SOLAS, made after the terrorist attacks in the United States on September 11, 2001, introduced special measures to enhance maritime security, including the International Ship and Port Facilities Security Code (ISPS Code).

Our owned fleet maintains ISM and ISPS certifications for safety and security of operations. In addition, the Manager voluntarily implements and maintains certifications pursuant to the International Organization for Standardization, or ISO, for its office and ships covering both quality of services and environmental protection (ISO 9001 and ISO 14001, respectively).

International Regulations to Prevent Pollution from Ships: In the second main category of international regulation, the primary instrument is the International Convention for the Prevention of Pollution from Ships, or MARPOL, which imposes environmental standards on the shipping industry set out in Annexes I-VI of MARPOL. These contain regulations for the prevention of pollution by oil (Annex I), by noxious liquid substances in bulk (Annex II), by harmful substances in packaged forms within the scope of the International Maritime Dangerous Goods Code (Annex III), by sewage (Annex IV), by garbage (Annex V), and by air emissions (Annex VI).

These regulations have been and continue to be regularly amended as new and more stringent standards of pollution prevention are introduced with which we are required to comply.

For example, MARPOL Annex VI, together with the NOx Technical Code established thereunder, sets limits on sulphur oxide and nitrogen oxide emissions from ship exhausts and prohibits deliberate emissions of ozone depleting substances, such as chlorofluorocarbons. It 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 emissions. Originally adopted in September 1997, Annex VI came into force in May 2005 and was amended in October 2008 (as was the NOx Technical Code) to provide for progressively more stringent limits on such emissions from 2010 onwards. The revised Annex VI provides, in particular, for a reduction of the global sulfur cap, initially to 3.5% (from the previous cap of 4.5%), which came into effect on January 1, 2012, then progressively reducing to 0.50% effective from January 1, 2020, subject to a feasibility review to be completed no later than 2018 (regarding the availability of compliant fuel which could defer the requirement to January 1, 2025); and the establishment of new tiers of stringent nitrogen oxide emissions standards for marine engines, depending on their date of installation. We anticipate incurring costs in complying with these more stringent standards. At the 68th session of MEPC, in 2015, draft amendments to Annex VI were approved for additional record requirements for operational compliance with NOx Tier III emission control areas, and are set for adoption at the 69th session to be held in 2016.

The revised Annex VI further allows for designation, in response to proposals from member parties, of Emission Control Areas (ECAs) that impose accelerated and/or more stringent requirements for control of sulfur oxide,

particulate matter, and nitrogen oxide emissions. Thus far, ECAs have been formally adopted for the Baltic Sea area (limits SOx emissions only); the North Sea area including the English Channel (limiting SOx emissions only) and the North American ECA (which came into effect on August 1, 2012 limiting SOx, NOx and particulate matter emissions). The United States Caribbean Sea ECA entered into force on January 1, 2013 and

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has been effective since January 1, 2014, limiting SOx, NOx and particulate matter emissions. For the currently-designated ECAs, much lower sulfur limits on fuel oil content are being phased in (0.1% from January 1, 2015). At its 66th Session, the MEPC adopted amendments (effective September 2015) to Annex VI, regulation 13, regarding NOx and the date for the implementation of the Tier III standards within ECAs. These amendments provide, inter alia, that such standards, applicable on January 1, 2016, apply to marine diesel engines installed on ships which operate in the North American ECA or the U.S. Caribbean Sea ECA and to installed marine diesel engines which operate in other ECAs which might be designated in the future for Tier III NOx control. At its 68th session, the MEPC requested that the IMO Secretariat begin a review by September 1, 2015 of the availability of fuel compliant with regulation 14 of Annex VI (SOx and particulate matter), which requires sulfur content of fuel oil on board ships to be at or below 0.50% m/m by January 1, 2010. These more stringent fuel standards, when fully in effect, are expected to require measures such as fuel switching, vessel modification adding distillate fuel storage capacity, or addition of exhaust gas cleaning scrubbers, to achieve compliance, and may require installation and operation of further control equipment at significantly increased cost.

The revised Annex I to the MARPOL Convention entered into force in January 2007 incorporates various amendments to the MARPOL Convention and imposes construction requirements for oil tankers delivered on or after January 1, 2010. On August 1, 2007, Regulation 12A (an amendment to Annex I) came into force imposing performance standards for accidental oil fuel outflow and required oil fuel tanks to be located inside the double-hull in all ships with an aggregate oil fuel capacity of 600 cubic meters and above, and which are delivered on or after August 1, 2010, including ships for which the building contract is entered into on or after August 1, 2007 or, in the absence of a contract, for which keel is laid on or after February 1, 2008. We intend that all of our newbuild tanker vessels, if any, will comply with Regulation 12A.

Greenhouse Gas (GHG) Emissions: 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. The European Union announced in April 2007 that it planned to expand the European Union emissions trading scheme by adding vessels, and a proposal from the European Commission was expected if no global regime for reduction of seaborne emissions had been agreed by the end of 2011. The Commission has, so far, stopped short of any such proposals to include emissions from ships in the EU s emissions trading scheme (ETS). However, on October 1, 2012, it announced that it would propose measures to monitor verify and report on greenhouse-gas emissions from the shipping sector in early 2013.

On June 28, 2013, the European Commission adopted a Communication setting out a strategy for progressively including greenhouse gas emissions from maritime transport in the EU s policy for reducing its overall GHG emissions. The first step proposed by the Commission is an EU Regulation to an EU-wide system for the monitoring, reporting and verification of carbon dioxide emissions from large ships starting in 2018. The EU Regulation was adopted on April 29, 2015 and took effect on July 1, 2015, with monitoring, reporting and verigfication requirement

beginning on January 1, 2018. This EU Regulation may be seen as indicative of an intention to maintain pressure on the international negotiating process.

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Other International Regulations to Prevent Pollution: In addition to MARPOL, other more specialized international instruments have been adopted to prevent different types of pollution or environmental harm from ships. In February 2004, the IMO adopted an International Convention for the Control and Management of Ships Ballast Water and Sediments, or 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.

The BWM Convention will not enter into force until 12 months after it has been adopted by 30 member-states, the combined merchant fleets of which represent not less than 35% of the gross tonnage of the world s merchant shipping. The number of member-states has already been met, and as of April 19, 2016, the BWM Convention had 49 contracting states for 34.79% of world gross tonnage. Additional countries may ratify in 2016, which may cross the 35% of world gross tonnage threshold, such that entry of the BWM Convention into force is anticipate in the foreseeable future and will likely result in additional compliance costs. At the 68th session of MEPC, the committee approved of a Roadmap for the implementation of the BWM Convention, which encourages early adopters of ballast water management systems approved in accordance with current BWM guidelines and provides protections from penalties for those BWM systems installed according to current guidelines.

European Regulations

European regulations in the maritime sector are in general based on international law. However, since the *Erika* incident in 1999, the European Community has become increasingly active in the field of regulation of maritime safety and protection of the environment. It has been the driving force behind a number of amendments of MARPOL (including, for example, changes to accelerate the time-table for the phase-out of single hull tankers, and to prohibit the carriage in such tankers of heavy grades of oil), and if dissatisfied either with the extent of such amendments or with the time-table for their introduction it has been prepared to legislate on a unilateral basis. It should be noted, for instance, that the EU has its own regime as far as ship emissions are concerned and while it does in some respects align with the IMO regime, this is not always the case. As far as sulfur dioxide emissions are concerned, for example, the EU regulation has not just caught up with the IMO limits for sulfur in ECAs, but it continues to have certain elements that exceed IMO regulations (e.g. as of January 1, 2015, EU Member States must ensure that ships in the Baltic, the North Seam and the English Channel are using gas oils with a sulfur content of no more than 0.10%).

In some instances where it has done so, international regulations have subsequently been amended to the same level of stringency as that introduced in Europe, but the risk is well established that EU regulations may from time to time impose burdens and costs on ship owners and operators which are additional to those involved in complying with international rules and standards.

In some areas of regulation the EU has introduced new laws without attempting to procure a corresponding amendment of international law. Notably, it adopted in 2005 a directive on ship-source pollution, imposing criminal sanctions for pollution not only where this is caused by intent or recklessness (which would be an offence under MARPOL), but also where it is caused by serious negligence . The directive could therefore result in criminal liability being incurred in circumstances where it would not be incurred under international law. Experience has shown that in the emotive atmosphere often associated with pollution incidents, retributive attitudes towards ship interests have found expression in negligence being alleged by prosecutors and found by courts on grounds which the international maritime community has found hard to understand. Moreover, there is skepticism that the notion of serious negligence is likely to prove any narrower in practice than ordinary negligence. Criminal liability for a pollution incident could not only result in us incurring substantial penalties or fines but may also, in some jurisdictions, facilitate civil liability claims for greater compensation than would otherwise have been payable.

United States Environmental Regulations and Laws Governing Civil Liability for Pollution: Environmental legislation in the United States merits particular mention as it is in many respects more onerous

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than international laws, representing a high-water mark of regulation with which ship-owners and operators must comply, and of liability likely to be incurred in the event of non-compliance or an incident causing pollution.

U.S. federal legislation, including notably the Oil Pollution Act of 1990, or OPA, establishes an extensive regulatory and liability regime for the protection and cleanup of the environment from oil spills, including bunker oil spills from dry bulk vessels as well as cargo or bunker oil spills from tankers. OPA affects all owners and operators whose vessels trade in the United States, its territories and possessions or whose vessels operate in United States waters, which includes the United States territorial sea and its 200 nautical mile exclusive economic zone. Under OPA, vessel owners, operators and bareboat charterers are responsible parties and are jointly, severally and strictly liable (unless the spill results solely from the act or omission of a third party, an act of God or an act of war) for all containment and clean-up costs and other damages arising from discharges or substantial threats of discharges, of oil from their vessels. In addition to potential liability under OPA as the relevant federal legislation, vessel owners may in some instances incur liability on an even more stringent basis under state law in the particular state where the spillage occurred.

Title VII of the Coast Guard and Maritime Transportation Act of 2004, or the CGMTA, amended OPA to require the owner or operator of any non tank vessel of 400 gross tons or more, that carries oil of any kind as a fuel for main propulsion, including bunkers, to prepare and submit a response plan for each vessel on or before August 8, 2005. The vessel response plans must include detailed information on actions to be taken by vessel personnel to prevent or mitigate any discharge or substantial threat of such a discharge of ore from the vessel due to operational activities or casualties.

OPA liability limits are periodically adjusted for inflation, and the U.S. Coast Guard issued a final rule on December 21, 2015 to reflect increases in the Consumer Price Index. With this adjustment, OPA currently limits liability of the responsible party for single-hull tank vessels over 3,000 gross tons to the greater of $3,500 per gross ton or $25.846 million (this amount is reduced to $7.05 million if the vessel is less than 3,000 gross tons), for tank vessels over 3,000 gross tons other than a single-hull vessel, liability is limited to $2,200 per gross ton or $18.8 million (or $4.7 million for a vessel less than 3,000 gross tons), whichever is greater. For all other types of vessels, OPA currently limits liability of responsible parties to the greater of $1,100 per gross ton or $0.939 million per vessel that is over 300 gross tons. Under the OPA, these liability limits do not apply if an incident was directly caused by violation of applicable United States Federal Safety, Construction or Operating regulations or by a responsible party s gross negligence or willful misconduct, or if the responsible party fails or refuses to report the incident or to cooperate and assist in connection with oil removal activities.

Under OPA, these limits of liability do not apply if an incident was directly caused by violation of applicable United States federal safety, construction or operating regulations or by a responsible party s gross negligence or willful misconduct, or if the responsible party fails or refuses to report the incident or to cooperate and assist in connection with oil removal activities.

In response to the Deepwater Horizon incident in the Gulf of Mexico, in 2010 the U.S. Congress proposed, but did not adopt legislation to amend OPA to mandate stronger safety standards and increased liability and financial responsibility for offshore drilling operations. While Congressional activity on this topic is expected to continue to focus on offshore facilities rather than on vessels generally, it cannot be known with certainty what form any such new legislative initiatives may take.

In addition, the Comprehensive Environmental Response, Compensation, and Liability Act, or CERCLA, which applies to the discharge of hazardous substances (other than oil) whether on land or at sea, contains a similar liability regime and provides for cleanup, removal and natural resource damages. Liability under CERCLA is limited to the greater of $300 per gross ton or $0.5 million for vessels not carrying hazardous substances as cargo or residue, unless

the incident is caused by gross negligence, willful misconduct, or a violation of certain regulations, in which case liability is unlimited.

Similarly, in response to the Deepwater Horizon incident, the European Union has issued Directive 2013/30/EU of the European Parliament and of the Council of June 12, 2013 on safety of offshore oil and gas

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operations. The objective of this Directive is to reduce, as much as possible, the occurrence of major accidents relating to offshore oil and gas operations and to limit their consequences, thus increasing the protection of the marine environment and coastal economies against pollution, establishing minimum conditions for safe offshore exploration and exploitation of oil and gas, limiting possible disruptions to European Union indigenous energy production, and to improve the response mechanisms in case of an accident. Member states must implement the Directive by July 19, 2015. The UK has various new or amended regulations such as: the Offshore Petroleum Activities (Offshore Safety Directive) (Environmental Functions) Regulations 2015 (OSDEF), the 2015 amendments to the Merchant Shipping (Oil Pollution Preparedness, Response and Cooperation Convention) Regulations 1998 (OPRC 1998) and other environmental Directive requirements, specifically the Environmental Management System. The Offshore Petroleum Licensing (Offshore Safety Directive) Regulations 2015 will implement the licensing Directive requirements.

We currently maintain, for each of our owned vessels, insurance coverage against pollution liability risks in the amount of $1.0 billion per incident. 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 adversely impacted.

OPA requires owners and operators of all vessels over 300 gross tons, even those that do not carry petroleum or hazardous substances as cargo, to establish and maintain with the U.S. Coast Guard evidence of financial responsibility sufficient to meet their potential liabilities under OPA. The U.S. Coast Guard has implemented regulations requiring evidence of financial responsibility in the amount of $1,300 per gross ton, which includes the OPA limitation on liability of $1,000 per gross ton and the CERCLA liability limit of $300 per gross ton for vessels not carrying hazardous substances as cargo or residue. Under the regulations, vessel owners and operators may evidence their financial responsibility by showing proof of insurance, surety bond, self-insurance or guaranty. These limits are also periodically revised. We believe our insurance coverage as described above meets the requirements of OPA.

Under OPA, an owner or operator of a fleet of vessels is required only to demonstrate evidence of financial responsibility in an amount sufficient to cover the vessel in the fleet having the greatest maximum liability under OPA. Under the self-insurance provisions, the ship owner or operator must have a net worth and working capital, measured in assets located in the United States against liabilities located anywhere in the world, that exceeds the applicable amount of financial responsibility. We have complied with the U.S. Coast Guard regulations by providing a certificate of responsibility from third party entities that are acceptable to the U.S. Coast Guard evidencing sufficient self-insurance.

The U.S. Coast Guard s regulations concerning certificates of financial responsibility provide, in accordance with OPA, that claimants may bring suit directly against an insurer or guarantor that furnishes certificates of financial responsibility. In the event that such insurer or guarantor is sued directly, it is prohibited from asserting any contractual defense that it may have had against the responsible party and is limited to asserting those defenses available to the responsible party and the defense that the incident was caused by the willful misconduct of the responsible party. Certain organizations, which had typically provided certificates of financial responsibility under pre-OPA laws, including the major protection and indemnity organizations have declined to furnish evidence of insurance for vessel owners and operators if they are subject to direct actions or required to waive insurance policy defenses. This requirement may have the effect of limiting the availability of the type of coverage required by the Coast Guard and could increase our costs of obtaining this insurance as well as the costs of our competitors that also require such coverage.

OPA specifically permits individual states to impose their own liability regimes with regard to oil pollution incidents occurring within their boundaries, and some states environmental laws impose unlimited liability for oil spills. In some cases, states which have enacted such legislation have not yet issued implementing regulations defining vessels owners responsibilities under these laws. We intend to comply with all applicable state regulations in the ports where our vessels call.

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The United States Clean Water Act prohibits the discharge of oil or hazardous substances in U.S. navigable waters and imposes strict liability in the form of penalties for unauthorized discharges. The Clean Water Act also imposes substantial liability for the costs of removal, remediation and damages and complements the remedies available under CERCLA. The EPA regulates the discharge of ballast water and other substances incidental to the normal operation of vessels in U.S. waters using a Vessel General Permit (VGP), system pursuant to the CWA, in order to combat the risk of harmful organisms that can travel in ballast water carried from foreign ports and to minimize the risk of water pollution through numerous specified effluent streams incidental to the normal operation of vessels. Compliance with the conditions of the VGP is required for commercial vessels 79 feet in length or longer (other than commercial fishing vessels). On March 28, 2013, the EPA adopted the 2013 VGP which took effect on December 19, 2013. The 2013 VGP is valid for five years.

This 2013 VGP imposes a numeric standard to control the release of non-indigenous invasive species in ballast water discharges. On October 5, 2015, the U.S. Court of Appeals for the Second Circuit found the EPA was arbitrary and capricious in issuing the ballast water provisions of the VCP, finding that the EPA failed to adequately explain why stricter technology-based effluent standards should not be applied. The court instructed the EPA to reconsider these issues but held the 2013 VCP remains in effect until the EPA addresses the issues. If the EPA establishes more stringent numeric standards for ballast water discharges, we may incur costs to modify our vessels to comply with new standards. In addition, through the CWA certification provisions, that allow U.S. states to place additional conditions on the use of the VGP within state waters, a number of states have proposed or implemented a variety of stricter ballast water requirements including, in some states, specific treatment standards. Compliance with new U.S. federal and state requirements could require the installation of equipment on our vessels to treat ballast water before it is discharged or the implementation of other port facility disposal arrangements or procedures at potentially substantial cost, and/or otherwise restrict our vessels from entering U.S. waters.

The Federal Clean Air Act (CAA) requires the EPA to promulgate standards applicable to emissions of volatile organic compounds and other air contaminants. Our vessels are subject to CAA vapor control and recovery standards (VCS) for cleaning fuel tanks and conducting other operations in regulated port areas, and to CAA emissions standards for so-called Category 3 marine diesel engines operating in U.S. waters. In April 2010, EPA adopted regulations implementing the provision of MARPOL Annex VI regarding emissions from Category 3 marine diesel engines. Under these regulations, both U.S. and foreign-flagged ships must comply with the applicable engine and fuel standards of Annex VI, including the stricter North America ECA standards which took effect in August 2012, when they enter U.S. ports or operate in most internal U.S. waters including the Great Lakes. Annex VI requirements are discussed in greater detail above under International regulations to prevent pollution from ships. We may incur costs to install control equipment on our vessels to comply with the new standards.

Also under the CAA, since 1990, the U.S. Coast Guard has regulated the safety of VCSs that are required under EPA and state rules. Our vessels operating in regulated port areas have installed VCSs that are compliant with EPA, state and U.S. Coast Guard requirements. On July 16, 2013, the U.S. Coast Guard adopted regulations that made its VCS requirements more compatible with new EPA and State regulations, reflected changes in VCS technology, and codified existing U.S. Coast Guard guidelines. We intend to comply with all applicable state and U.S. federal regulations in the ports where our vessels call.

International laws governing civil liability for oil pollution damage

We operate a fleet of dry cargo vessels that are subject to national and international laws governing pollution from such vessels. Several international conventions impose and limit pollution liability from vessels. An owner of a tanker vessel carrying a cargo of persistent oil as defined by the CLC is subject under the convention to strict liability for any pollution damage caused in a contracting state by an escape or discharge from cargo or bunker tanks. This liability is

subject to a financial limit calculated by reference to the tonnage of the ship, and the right to limit liability may be lost if the spill is caused by the shipowner s intentional or reckless conduct. Liability may also be incurred under the CLC for a bunker spill from the vessel even when she is not carrying such cargo, but is in ballast.

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When a tanker is carrying clean oil products that do not constitute persistent oil that would be covered under the CLC, liability for any pollution damage will generally fall outside the CLC and will depend on other international conventions or domestic laws in the jurisdiction where the spillage occurs. The same principle applies to any pollution from the vessel in a jurisdiction which is not a party to the CLC. The CLC applies in over 100 jurisdictions around the world, but it does not apply in the United States, where the corresponding liability laws such as the OPA discussed above, are particularly stringent.

In 2001, the IMO adopted the International Convention on Civil Liability for Bunker Oil Pollution Damage, or the Bunker Convention, which imposes strict liability on shipowners for pollution damage in jurisdictional waters of ratifying states caused by discharges of bunker oil. The Bunker Convention defines bunker oil as any hydrocarbon mineral oil, including lubricating oil, used or intended to be used for the operation or propulsion of the ship, and any residues of such oil. The Bunker Convention also requires registered owners of ships over a certain size to maintain insurance for pollution damage in an amount equal to the limits of liability under the applicable national or international limitation regime (but not exceeding the amount calculated in accordance with the Convention on Limitation of Liability for Maritime Claims of 1976, as amended, or the 1976 Convention). The Bunker Convention entered into force on November 21, 2008, and as of February 11, 2016 had 81 contracting states. In other jurisdictions liability for spills or releases of oil from ships bunkers continues to be determined by the national or other domestic laws in the jurisdiction where the events or damages occur.

Outside the United States, national laws generally provide for the owner to bear strict liability for pollution, subject to a right to limit liability under applicable national or international regimes for limitation of liability. The most widely applicable international regime limiting maritime pollution liability is the 1976 Convention. Rights to limit liability under the 1976 Convention are forfeited where a spill is caused by a shipowners intentional or reckless conduct. Some states 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 to apply in such states. 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.

Security Regulations

Since the terrorist attacks of September 11, 2001, there have been a variety of initiatives intended to enhance vessel security. On November 25, 2002, the Maritime Transportation Security Act of 2002, or MTSA, came into effect. To implement certain portions of the MTSA, in July 2003, the U.S. Coast Guard issued regulations requiring the implementation of certain security requirements aboard vessels operating in waters subject to the jurisdiction of the United States. Similarly, in December 2002, amendments to SOLAS created a new chapter of the convention dealing specifically with maritime security. The new chapter went into effect in July 2004, and imposes various detailed security obligations on vessels and port authorities, most of which are contained in the newly created ISPS Code. Among the various requirements are:

- on-board installation of automatic information systems, or AIS, to enhance vessel-to-vessel and vessel-to-shore communications;

- on-board installation of ship security alert systems;

the development of vessel security plans; and

compliance with flag state security certification requirements.

Furthermore, additional security measures could be required in the future which could have a significant financial impact on us. The U.S. Coast Guard regulations, intended to be aligned with international maritime security standards, exempt non-U.S. vessels from MTSA vessel security measures, provided such vessels have on board a valid International Ship Security Certificate, or ISSC, that attests to the vessel s compliance with SOLAS security requirements and the ISPS Code. We will implement the various security measures addressed by the MTSA, SOLAS and the ISPS Code and take measures for the vessels to attain compliance with all applicable security requirements within the prescribed time periods. Although management

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does not believe these additional requirements will have a material financial impact on our operations, there can be no assurance that there will not be an interruption in operations to bring vessels into compliance with the applicable requirements and any such interruption could cause a decrease in charter revenues. Furthermore, additional security measures could be required in the future which could have a significant financial impact on us.

Inspection by Classification Societies: Every sea going 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 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 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 seagoing ships, 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.

Class Renewal Surveys: Class renewal surveys, also known as special surveys, are carried out for the ship 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 its steel structure. 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 money 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 every four or five years, depending on whether a grace period was granted, a ship owner has the option of arranging with the classification society for the vessel s integrated hull or machinery to be on a continuous survey cycle, in which every part of the vessel would be surveyed within a five-year cycle.

Risk of Loss and Liability Insurance

General: The operation of any cargo vessel includes risks such as mechanical failure, physical damage, collision, property loss, cargo loss or damage, business interruption due to political circumstances in foreign countries, hostilities, and labor strikes. In addition, there is always an inherent possibility of marine disaster, including oil spills and other environmental mishaps, and the liabilities arising from owning and operating vessels in international trade. The OPA, which imposes virtually unlimited liability upon owners, operators and demise charterers of any vessel trading in the United States exclusive economic zone for certain oil pollution accidents in the United States, has made liability insurance more expensive for ship owners and operators trading in the U.S. market. While we believe that our

present insurance coverage is adequate, not all risks can be insured, and there can be no guarantee that any specific claim will be paid, or that we will always be able to obtain adequate insurance coverage at reasonable rates.

Hull and Machinery and War Risk Insurance: We have marine hull and machinery and war risk insurance, which include coverage of the risk of actual or constructive total loss, for all of our owned vessels. Each of the owned vessels is covered up to at least fair market value, with a deductible of $0.1 million per

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Panamax, Handymax and Container vessel and $0.2 million per Capesize vessel for the hull and machinery insurance. We have also extended our war risk insurance to include war loss of hire for any loss of time to the vessel, including for physical repairs, caused by a warlike incident and piracy seizure for up to 270 days of detention / loss of time. There are no deductibles for the war risk insurance or the war loss of hire cover.

Protection and Indemnity Insurance: Protection and indemnity insurance is provided by mutual protection and indemnity associations, or P&I Associations, who indemnify members in respect of discharging their tortious, contractual or statutory third-party legal liabilities arising from the operation of an entered ship. Such liabilities include but are not limited to third-party liability and other related expenses from injury or death of crew, passengers and other third parties, loss or damage to cargo, claims arising from collisions with other vessels, damage to other third-party property, pollution arising from oil or other substances, and salvage, towing and other related costs, including wreck removal. Protection and indemnity insurance is a form of mutual indemnity insurance, extended by protection and indemnity mutual associations and always provided in accordance with the applicable associations rules and members agreed terms and conditions.

Our fleet is currently entered for protection and indemnity insurance with International Group associations where, in line with all International Group Clubs, coverage for oil pollution is limited to $1.0 billion per event. 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 collectively reinsure each association s liabilities. Each vessel that we acquire will be entered with P&I Associations of the International Group. Under the International Group reinsurance program, each P&I club in the International Group is responsible for the first $10.0 million of every claim. In every claim the amount in excess of $10.0 million and up to $80.0 million is shared by the clubs under the pooling agreement. Any claim in excess of $80.0 million is reinsured by the International Group in the international reinsurance market under the General Excess of Loss Reinsurance Contract. This policy currently provides an additional $2.0 billion of coverage for non-oil pollution claims. Further to this, an additional reinsurance layer has been placed by the International Group for claims up to $1.0 billion in excess of $2.08 billion, or $3.08 billion in total. For passengers and crew claims, the overall limit is $3.0 billion for any one event on any one vessel with a sub-limit of $2.0 billion for passengers. With the exception of pollution, passenger or crew claims, should any other P&I claim exceed Group reinsurance limits, the provisions of all International Group Club s overspill claim rules will operate and members of any International Group Club will be liable for additional contributions in accordance with such rules. To date, there has never been an overspill claim, or one even nearing this level.

As a member of the P&I Associations that are members of the International Group, we will be subject to calls payable to the associations based on our individual fleet record, the associations overall its 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. The P&I Associations policy year commences on February 20th. Calls are levied by means of Estimated Total Premiums (ETP) and the amount of the final installment of the ETP varies according to the actual total premium ultimately required by the club for a particular policy year. Members have a liability to pay supplementary calls which might be levied by the board of directors of the club if the ETP is insufficient to cover amounts paid out by the club.

Uninsured Risks: Not all risks are insured and not all risks are insurable. The principal insurable risks which nonetheless remain uninsured across our businesses are loss of hire, strikes, except in cases of loss of hire due to war or a piracy event, defense, and credit risk. Specifically, Navios Holdings does not insure these risks because the costs are regarded as disproportionate. These insurances provide, subject to a deductible, a limited indemnity for hire that would not be receivable by the shipowner for reasons set forth in the policy. 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 strikes 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, the insurance covers the loss of earnings during such periods. However, in some cases when a vessel is transiting high risk war and/or

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piracy areas, Navios Holdings arranges war loss of hire insurance to cover up to 270 days of detention/loss of time. There are no deductibles for the war loss of hire cover. We maintain strike insurance for our port terminal operations.

Should a member leave or entry cease with any of the associations, at the Club s Managers discretion, they may be also be liable to pay release calls or provide adequate security for the same amount. Such calls are levied in respect of potential outstanding Club/Member liabilities on open policy years and include but are not limited to liabilities for Deferred Calls and Supplementary Calls.

Credit Risk Insurance: With effect from March 25, 2014, the Company entered into an agreement to terminate the amended credit default insurance policy. In connection with the termination, Navios Holdings received compensation of $4.0 million in cash direct from the credit default insurer during the second quarter of 2014. The Company has no future requirement to repay any of the lump sum cash payment back to the insurance company.

Risk Management

Risk management in the shipping 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. In part, this requires a view of the overall health of the market as well as an understanding of capital costs and returns. Thus, stated simply, one may charter-in part of a fleet as opposed to owning the entire fleet to maximize risk management and economic results. This is coupled with the challenge posed by the complex logistics of ensuring that the vessels controlled by Navios Holdings are fully employed.

Navios Holdings seeks to manage risk through a number of strategies, including vessel control strategies (chartering and ownership), freight carriage and FFA trading. Navios Holdings 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. Navios Holdings also enters into COAs, which gives Navios Holdings, subject to certain limitations, the flexibility to determine the means of getting a particular cargo to its destination. Navios Holdings FFA trading strategies include taking economic hedges to manage and mitigate risk on vessels that are on-hire or coming off-hire to protect against the risk of movement in freight market rates.

Legal Proceedings

Navios Holdings is not involved in any legal proceedings that it believes will have a material adverse effect on its business, financial position, results of operations and liquidity.

From time to time, Navios Holdings may be subject to legal proceedings and claims in the ordinary course of business. It is expected that these claims would be covered by insurance if they involved liabilities such as those that arise from a collision, other marine casualty, damage to cargoes, oil pollution and death or personal injuries to crew, subject to customary deductibles. Those claims, even if lacking merit, could result in the expenditure of significant financial and managerial resources.

On April 1, 2016, Navios Holdings was named as a defendant in a putative shareholder derivative lawsuit brought by two alleged shareholders of Navios Acquisition purportedly on behalf of nominal defendant, Navios Acquisition, in the United States District Court for the Southern District of New York, captioned *Metropolitan Capital Advisors International Ltd., et al. v. Navios Maritime Holdings, Inc. et al.*, No. 1:16-cv-02437. The lawsuit challenged the March 9, 2016 loan agreement between Navios Holdings and Navios Acquisition pursuant to which Navios Acquisition agreed to provide a revolving loan facility of up to $50.0 million to Navios Holdings (the Loan Facility). The lawsuit asserted that Navios Holdings is a controlling

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stockholder of Navios Acquisition and that Navios Holdings breached its alleged duties to Navios Acquisition in connection with entering into the Loan Facility. The primary relief sought by the plaintiffs was an order from the court barring Navios Holdings from drawing down upon the Loan Facility.

On April 14, 2016, Navios Holdings and Navios Acquisition announced that the Loan Facility had been cancelled, and that no borrowings had been made under the Loan Facility. With the cancellation of the Loan Facility, the plaintiffs have indicated to the Court that they expect that their claims will be dismissed as moot, with the primary issue remaining in the litigation being the plaintiffs anticipated request that the Court award the plaintiffs attorneys fees, which request may be opposed by Navios Holdings and Navios Acquisition.

Crewing and Shore Employees

Navios Holdings crews its vessels primarily with Greek, Ukrainian, Georgian, Filipino, Polish, Romanian, Indian and Russian officers and Filipino, Georgian, Indian, Romanian, Ethiopian and Ukrainian seamen. Navios Holdings fleet manager is responsible for selecting its Greek officers. Other nationalities are referred to Navios Holdings fleet manager by local crewing agencies. Navios Holdings is also responsible for travel and payroll of the crew. The crewing agencies handle each seaman s training. Navios Holdings requires that all of its seamen have the qualifications and licenses required to comply with international regulations and shipping conventions. Navios Logistics crews its fleet with Argentinean, Brazilian and Paraguayan officers and seamen. Navios Logistics fleet managers are responsible for selecting the crew.

As of December 31, 2015, with respect to shore-side employees, Navios Holdings and its subsidiaries employed 178 employees in its Piraeus, Greece office, 12 employees in its New York office, eight employees in its Antwerp, Belgium office, four employees in its Monaco office and one employee in its Singapore office. Navios Logistics employs 29 employees in the Asuncion, Paraguay office, 39 employees at the port facility in San Antonio, Paraguay, 106 employees in the Buenos Aires, Argentina office, eight employees in the Montevideo, Uruguay office, 158 employees at the dry port facility in Uruguay, and 10 employees at Hidronave South American Logistics S.A. s (Hidronave) Corumba, Brazil office.

Facilities

Navios Holdings and its affiliates currently lease the following properties:

Navios Shipmanagement Inc. and Navios Corporation lease approximately 3,882.3 square meters of space at 85 Akti Miaouli, Piraeus, Greece, pursuant to lease agreements that expire in 2017 and 2019.

Kleimar N.V. leases approximately 632 square meters for its offices, in Antwerp, Belgium, pursuant to a lease that expires in 2019.

Navios Corporation leases approximately 16,703 square feet of space at 825 Third Avenue, New York, New York, pursuant to a lease that expires in 2019. Navios Holdings sublets a portion of the 34th floor in the building located at 825 Third Avenue, New York, New York, which premises comprise a portion of the premises under the main lease, to a third party pursuant a sub-lease that expires in 2019.

Navios Tankers Management Inc. leases approximately 253.75 square meters of space at 85 Akti Miaouli, Piraeus, Greece, pursuant to a lease agreement signed on October 29, 2010 and expiring in 2019.

Navios Shipmanagement Inc. leases office space in Monaco pursuant to a lease that expires in June 2018. Navios Logistics and its subsidiaries currently lease, (or occupy as free zone users, as the case may be), the following premises:

CNSA, as a free zone direct user at the Nueva Palmira Free Zone, holds the right to occupy the land on which it operates its port and transfer facility, located at Zona Franca, Nueva Palmira, Uruguay. CNSA was authorized to operate as a free zone user on November 29, 1955 by a resolution of the Executive, which on

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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, which was subsequently amended to incorporate new plots of land until its final version dated March 4, 2016. The agreement currently in force permits 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. The agreement expires on March 3, 2046, with a 20-year extension at Navios Logistics option until 2066. Navios Logistics pays a fixed annual fee of approximately $0.3 million, payable in 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 transhipment fee of $0.20 per ton transshipped until December 31, 2017 and of $ 0.25 per ton transshipped thereafter. Navios Logistics has certain obligations with respect to improving the land subject to the agreement, and the agreement is terminable by the Free Zone Division if Navios Logistics breaches the terms of the agreement, or labor laws and social security contributions, and if Navios Logistics commits illegal acts. In March 2013, CNSA acquired Energias Renovables del Sur S.A., a Nueva Palmira Free Zone direct user pursuant to an agreement with the Free Trade Zone Authority General Trade Bureau of the Ministry of Economy and Finance. In December 2014, Navios Logistics acquired Cartisur S.A. (Cartisur) and Edolmix S.A. (Edolmix), both also Nueva Palmira Free Zone direct users. On March 4, 2016, the lands pertaining to Cartisur were assigned to CNSA.

CNSA also leases approximately 400 square meters of space at Paraguay 2141, Montevideo, Uruguay, pursuant to a lease that expires in November 2020.

Compañía 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 2017.

Petrolera San Antonio S.A. leases approximately 10,481 square meters of a land and a small warehouse next to the river Paraguay at San Miguel district of Asunción over the way to the Club Mbigua, pursuant to a lease agreement that expires in June 2018.

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, pursuant to a lease agreement that expires in May 2018.

Compañía 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 2017.

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 November 2018.

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.

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 Caacupé, San

Antonio, Paraguay.

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 1,208 square meters of office space located in Buenos Aires, Argentina 846 Avenida Santa Fe, Ciudad Autonoma.

Petrovia Internacional S.A. owns three plots of land in Nueva Palmira, Uruguay, two of approximately 29 acres each and one of 23 acres.

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C. Organizational structure

Navios Holdings maintains offices in Piraeus, Greece, Antwerp, Belgium, New York, Monaco and Singapore. Navios Holdings corporate structure is functionally organized: commercial ship management and risk management are conducted through Navios Corporation and its wholly-owned subsidiaries, while the operation and technical management of Navios Holdings owned vessels are conducted through wholly-owned subsidiaries of Navios Holdings. Navios Logistics maintains offices in Buenos Aires, Argentina, Asuncion, Paraguay, Montevideo, Uruguay and Corumba, Brazil. Navios Logistics conducts the commercial and technical management of its vessels, barges and pushboats through its wholly-owned subsidiaries. Navios Logistics also owns the Nueva Palmira port and transfer facility indirectly through its Uruguayan subsidiary, CNSA, and the San Antonio port facility through its Paraguayan subsidiary, Petrolera San Antonio S.A.

As of December 31, 2015, all subsidiaries included in the consolidated financial statements are 100% owned, except for Navios Logistics and its subsidiaries, which is 63.8% owned by Navios Holdings.

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The table below sets forth Navios Holdings corporate structure as of December 31, 2015.

Subsidiaries included in the consolidation:

Company Name	Nature	Ownership Interest	Country of Incorporation	Statement of Operations 2015	2014	2013
Navios Maritime Holdings Inc.	Holding Company		Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navios Corporation	Sub-Holding Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navios International Inc.	Operating Company	100%	Marshall Is.	1/1 -12/31	1/1 - 12/31	1/1 - 12/31
Navimax Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navios Handybulk Inc.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Hestia Shipping Ltd.	Operating Company	100%	Malta	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Anemos Maritime Holdings Inc.	Sub-Holding Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navios Shipmanagement Inc.	Management Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
NAV Holdings Limited	Sub-Holding Company	100%	Malta	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Kleimar N.V.	Operating Company/ Vessel Owning Company/ Management Company	100%	Belgium	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Kleimar Ltd.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Bulkinvest S.A.	Operating Company	100%	Luxembourg	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Primavera Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Ginger Services Co.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Aquis Marine Corp.	Sub-Holding Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navios Tankers Management Inc.	Management Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Astra Maritime Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Achilles Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Apollon Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Herakles Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Hios Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Ionian Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Kypros Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 -12/31	1/1 - 12/31

Meridian Shipping Enterprises Inc.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Mercator Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31

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Company Name	Nature	Ownership Interest	Country of Incorporation	Statement of Operations 2015	2014	2013
Arc Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Horizon Shipping Enterprises Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Magellan Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Aegean Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Star Maritime Enterprises Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Corsair Shipping Ltd.	Vessel Owning Company	100%	Marshall Is	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Rowboat Marine Inc.	Operating Company	100%	Marshall Is	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Beaufiks Shipping Corporation	Operating Company	100%	Marshall Is	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Nostos Shipmanagement Corp.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Portorosa Marine Corp.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Shikhar Ventures S.A.	Vessel Owning Company	100%	Liberia	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Sizzling Ventures Inc.	Operating Company	100%	Liberia	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Rheia Associates Co.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Taharqa Spirit Corp.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Rumer Holding Ltd.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 -12/31	1/1 - 12/31
Pharos Navigation S.A.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Pueblo Holdings Ltd.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Quena Shipmanagement Inc.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Aramis Navigation Inc.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
White Narcissus Marine S.A.	Vessel Owning Company	100%	Panama	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navios GP L.L.C.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Floral Marine Ltd.	Vessel Owning Company	100%	Marshall Is.			
Red Rose Shipping Corp.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Highbird Management Inc.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Ducale Marine Inc.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Vector Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Faith Marine Ltd.	Vessel Owning Company	100%	Liberia	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navios Maritime Finance (US) Inc.	Operating Company	100%	Delaware	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navios Maritime Finance II (US) Inc.	Operating Company	100%	Delaware	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31

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Company Name	Nature	Ownership Interest	Country of Incorporation	Statement of Operations 2015	2014	2013
Tulsi Shipmanagement Co.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Cinthara Shipping Ltd.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Rawlin Services Company	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Mauve International S.A.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 -12/31	1/1 -12/31
Serenity Shipping Enterprises Inc.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Mandora Shipping Ltd	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Solange Shipping Ltd.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Diesis Ship Management Ltd.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	5/14 - 12/31
Navios Holdings Europe Finance Inc.	Sub-Holding Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	6/4 - 12/31
Navios Asia LLC	Sub-Holding Company	100%	Marshall Is.	1/1 12/31	5/19 12/31	
Iris Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 12/31	5/19 12/31	
Jasmine Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 12/31	5/19 12/31	
Emery Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	6/4 - 12/31	
Lavender Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	11/24 - 12/31	
Esmeralda Shipping Corporation	Vessel Owning Company	100%	Marshall Is.			
Triangle Shipping Corporation	Vessel Owning Company	100%	Marshall Is.			
Roselite Shipping Corporation	Operating Company	100%	Marshall Is.	10/09 12/31		
Smaltite Shipping Corporation	Operating Company	100%	Marshall Is.	10/09 12/31		

Affiliates included in the financial statements accounted for under the equity method:

In the consolidated financial statements of Navios Holdings, the following entities are included as affiliates and are accounted for under the equity method for such periods: (i) Navios Partners and its subsidiaries (ownership interest as of December 31, 2015 was 20.1%, which includes a 2.0% general partner interest); (ii) Navios Acquisition and its subsidiaries (economic interest as of December 31, 2015 was 46.6%); (iii) Acropolis (economic interest as of December 31, 2015 was 35.0%); (iv) Navios Europe I and its subsidiaries (economic interest as of December 31, 2015 was 47.5%); and Navios Europe II and its subsidiaries (economic interest as of December 31, 2015 was 47.5%).

D. Property, plants and equipment

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

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Item 4A. Unresolved Staff Comments

None.

Item 5. Operating and Financial Review and Prospects

The following is a discussion of Navios Holdings financial condition and results of operations for each of the fiscal years ended December 31, 2015, 2014 and 2013. Navios Holdings 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 and the accompanying notes to those financial statements, which are included in this document. Where necessary, comparative figures have been reclassified to conform to changes in presentation in the current year.

This report contains forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Reform Act of 1995. These forward-looking statements are based on Navios Holdings current expectations and observations. Included among the factors that, in our view, could cause actual results to differ materially from the forward-looking statements contained in this report are those discussed under Risk Factors and Forward-Looking Statements .

Overview

Navios Holdings is a global, vertically integrated seaborne shipping and logistics company focused on the transport and transshipment of dry bulk commodities, including iron ore, coal and grain. Navios Holdings technically and commercially manages its owned fleet, Navios Acquisition s fleet, Navios Partners fleet, Navios Midstream s fleet, Navios Europe I s fleet and Navios Europe II s fleet, and commercially manages its chartered-in fleet.

On February 2, 2007, Navios Holdings acquired all of the outstanding share capital of Kleimar N.V. (Kleimar). Kleimar is a Belgian maritime transportation company established in 1993. Kleimar is the owner and operator of Capesize, Panamax and Handymax vessels used in the transportation of cargoes and has an extensive COA business.

Navios Logistics, a consolidated subsidiary of Navios Holdings, is 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, serving its customers in the Hidrovia region through two port storage and transfer facilities, one for agricultural, forest and mineral-related exports and the other for refined petroleum products. Navios Logistics complements its two port terminals with a diverse fleet of 360 barges and pushboats (including three pushboats to be delivered) and two small inland oil tankers that operate in its barge business and nine vessels, including six ocean-going tankers, two self-propelled barges and one bunker vessel, which operate in its cabotage business. Navios Holdings currently owns 63.8% of Navios Logistics.

On August 7, 2007, Navios Holdings formed Navios Partners under the laws of Marshall Islands. Navios G.P. L.L.C. (General Partner), a wholly-owned subsidiary of Navios Holdings, was also formed on that date to act as the general partner of Navios Partners and received a 2.0% general partner interest in Navios Partners. Navios Partners is an affiliate and not consolidated under Navios Holdings.

On May 28, 2010, Navios Holdings acquired control over Navios Acquisition. As a result, Navios Holdings concluded a business combination had occurred and consolidated the results of Navios Acquisition from that date until March 30, 2011. From March 30, 2011, Navios Acquisition has been considered as an affiliate entity of Navios Holdings. As of December 31, 2015, Navios Holdings ownership of the outstanding voting stock of Navios Acquisition was 43.6%

and its economic interest in Navios Acquisition was 46.6%.

In May 2013, Navios Holdings formed Navios Asia LLC (Navios Asia) in partnership with a third party and owned 51.0% of Navios Asia and its wholly owned subsidiaries. In May 2014, Navios Holdings became the sole shareholder of Navios Asia by acquiring the remaining 49.0%.

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On October 9, 2013, Navios Holdings, Navios Acquisition and Navios Partners established Navios Europe I and have economic interests of 47.5%, 47.5% and 5.0%, respectively. Effective November 2014, Navios Holdings, Navios Acquisition and Navios Partners have voting interest of 50%, 50% and 0%, respectively.

On October 13, 2014, Navios Acquisition formed Navios Midstream under the laws of the Marshall Islands. Midstream General Partner, a wholly-owned subsidiary of Navios Acquisition, was also formed on that date to act as the general partner of Navios Midstream and received a 2.0% general partner interest in Navios Midstream. As of December 31, 2015, Navios Acquisition had 60.9% economic interest and Navios Holdings had indirect economic interest of 28.3% (through its ownership in Navios Acquisition) and no direct equity interest.

On February 18, 2015, Navios Holdings, Navios Acquisition and Navios Partners established Navios Europe II and have economic interests of 47.5%, 47.5% and 5.0%, respectively and voting interests of 50%, 50% and 0%, respectively.

Charter Policy and Industry Outlook

Navios Holdings policy has been to take a portfolio approach to managing operating risks. This policy may lead Navios Holdings to time charter-out many of the vessels that it is operating (i.e., vessels owned by Navios Holdings or which Navios Holdings has taken into its fleet under charters having a duration of more than 12 months) for long-term periods to various shipping industry counterparties considered by Navios Holdings to have appropriate credit profiles. By doing this, Navios Holdings aims to lock in, subject to credit and operating risks, favorable forward revenue and cash flows which it believes will cushion it against unfavorable market conditions, when the Company deems necessary. In addition, Navios Holdings trades additional vessels taken in on shorter term charters of less than 12 months duration as well as voyage charters or COAs and FFAs.

Generally, this chartering policy had the effect of generating Time Charter Equivalents (TCE) that were higher than spot employment. The average daily charter-in vessel cost for the Navios Holdings long-term charter-in fleet (excluding vessels, which are utilized to serve voyage charters or COAs) was $13,437 per day for the year ended December 31, 2015. The average long-term charter-in hire rate per vessel was included in the amount of long-term hire included elsewhere in this document and was computed by (a) multiplying (i) the daily charter-in rate for each vessel by (ii) the number of days each vessel is in operation for the year; (b) summing those individual multiplications; and (c) dividing such total by the total number of charter-in vessel days for the year. These rates exclude gains and losses from FFAs. Furthermore, Navios Holdings has the ability to increase its owned fleet through purchase options exercisable in the future at favorable prices relative to the then-current market.

Navios Holdings believes that a decrease in global commodity demand from its current level, and the delivery of dry bulk carrier new buildings into the world fleet, could have an adverse impact on future revenue and profitability. However, Navios Holdings believes that the operating cost advantage of its owned vessels and long-term chartered fleet, will continue to help mitigate the impact of the declines in freight rates. A reduced freight rate environment also has an adverse impact on the value of Navios Holdings owned fleet. In reaction to a decline in freight rates, available ship financing can also be negatively impacted.

Navios Logistics owns and operates vessels, barges and pushboats located mainly in Argentina, the largest independent bulk transfer and storage port facility in Uruguay, and an upriver liquid port facility located in Paraguay. Operating results for Navios Logistics are highly correlated to: (i) South American grain production and export, in particular Argentinean, Brazilian, Paraguayan, Uruguayan and Bolivian production and export; (ii) South American iron ore production and export, mainly from Brazil; and (iii) sales (and logistic services) of petroleum products in the Argentine and Paraguayan markets. Navios Holdings believes that the continuing

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development of these businesses will foster throughput growth and therefore increase revenues at Navios Logistics. Should this development be delayed, grain harvests be reduced, or the market experience an overall decrease in the demand for grain or iron ore, the operations in Navios Logistics could be adversely affected.

Fleet

The following is the current core fleet employment profile (excluding Navios Logistics). The current core fleet consists of 61 vessels totaling 6.3 million deadweight tons. The employment profile of the fleet as of April 18, 2016 is reflected in the tables below. The 57 vessels in current operation aggregate approximately 5.9 million deadweight tons and have an average age of 7.4 years. Navios Holdings has currently fixed 75.2% and 32.9% including index-linked charters of available days for 2016 and 2017, respectively, of its fleet (excluding vessels which are utilized to fulfill COAs), representing contracted fees (net of commissions), based on contracted charter rates from our current charter agreements of $105.9 million and $19.0 million, respectively. Although these fees are based on contractual charter rates, any contract is subject to performance by the counterparties and us. Additionally, the level of these fees would decrease depending on the vessels off-hire days to perform periodic maintenance. The average contractual daily charter-out rate for the core fleet (excluding vessels which are utilized to fulfill COAs) is $9,431 and $16,308 for 2016 and 2017, respectively.

Owned Vessels

Vessels	Type	Built	DWT	Charter-out Rate [1]	Profit Share	Expiration Date [2]
Navios Serenity	Handysize	2011	34,690	3,619	No	05/2016
Navios Ionian	Ultra Handymax	2000	52,067	3,800	No	04/2016
Navios Celestial	Ultra Handymax	2009	58,063	8,075	No	04/2016
Navios Vector	Ultra Handymax	2002	50,296	3,800	No	04/2016
Navios Horizon	Ultra Handymax	2001	50,346	4,275	No	04/2016
Navios Herakles	Ultra Handymax	2001	52,061	8,930	No	09/2016
Navios Achilles	Ultra Handymax	2001	52,063	3,771	100% of weighted average Supramax Index 6TC Routes	04/2016 03/2017
Navios Meridian	Ultra Handymax	2002	50,316	3,800	No	04/2016
Navios Mercator	Ultra Handymax	2002	53,553	4,750	No	03/2017
Navios Arc	Ultra Handymax	2003	53,514	3,680	100% of average Supramax Index 6TC Routes	04/2016 12/2016
Navios Hios	Ultra Handymax	2003	55,180	5,453	Pool earnings +5%	03/2016 02/2017
Navios Kypros	Ultra Handymax	2003	55,222	5,453	Pool earnings +4%	03/2016 02/2017
Navios Ulysses	Ultra Handymax	2007	55,728	3,875	Average Supramax Index 6TC Routes	04/2016 04/2016

Navios Vega	Ultra Handymax	2009	58,792	5,596	Pool earnings +7%	03/2016 04/2016
Navios Astra	Ultra Handymax	2006	53,468	7,125	No	04/2016
Navios Magellan	Panamax	2000	74,333	4,560	No	06/2016
Navios Star	Panamax	2002	76,662	9,986	No 100% of average Panamax Index 4TC Routes less $2,488/day	12/2016 12/2018
Navios Asteriks	Panamax	2005	76,801	9,986	No 100% of average Panamax Index 4TC Routes less $2,488/day	11/2016 11/2018
Navios Centaurus	Panamax	2012	81,472	11,983	No 110% of average Panamax Index 4TC Routes less adjustment to be based on index formula	12/2016 12/2018

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Vessels	Type	Built	DWT	Charter-out Rate [1]	Profit Share	Expiration Date [2]
Navios Avior	Panamax	2012	81,355	3,682	Weighted average basis Panamax Index Routes +16.5%	04/2016 03/2017
Navios Galileo	Panamax	2006	76,596	9,986	No 100% of average Panamax Index 4TC Routes less $2,488/day	12/2016 12/2018
Navios Northern Star	Panamax	2005	75,395	2,850	No	05/2016
Navios Amitie	Panamax	2005	75,395	9,986	No 100% of average Panamax Index 4TC Routes less $2,488/day	12/2016 12/2018
Navios Taurus	Panamax	2005	76,596	3,653	Average basis Panamax Index 4TC Routes +4%	04/2016 01/2017
N Amalthia	Panamax	2006	75,318	9,986	No 100% of average Panamax Index 4TC Routes less $2,488/day	12/2016 12/2018
N Bonanza	Panamax	2006	76,596	9,986	No 100% of average Panamax Index 4TC Routes less $2,488/day	11/2016 11/2018
Navios Sphera	Panamax	2016	84,872	11,983	No 123% of average Panamax Index 4TC Routes less adjustment to be based on index formula	01/2017 01/2019
Navios Bonavis	Capesize	2009	180,022	13,110	No	02/2017
Navios Happiness	Capesize	2009	180,022	6,097	$4,750 +50% weighted average Baltic Capesize 5TC Index Routes	04/2016 01/2017
Navios Lumen	Capesize	2009	180,661	5,083	No	01/2017
Navios Stellar	Capesize	2009	169,001		$9,480 adjusted for 50% Pool Earnings or Weighted Average Baltic Capesize 5TC Index	10/2017

					Routes	
Navios Phoenix	Capesize	2009	180,242		$9,480 adjusted for 50% Pool Earnings or Weighted Average Baltic Capesize 5TC Index Routes	08/2017[5]
Navios Antares	Capesize	2010	169,059	3,300	No	05/2016
Navios Etoile	Capesize	2010	179,234	29,356	50% in excess of $38,500	12/02/2020
Navios Bonheur	Capesize	2010	179,259		Pool Earnings	01/2017
Navios Altamira	Capesize	2011	179,165		$9,480 adjusted for 50% Pool Earnings or Weighted Average Baltic Capesize 5TC Index Routes	09/2017
Navios Azimuth	Capesize	2011	179,169	5,083	No	02/2017
Navios Gem	Capesize	2014	181,336	6,219	$7,750 +55% weighted average Baltic Capesize 5TC Index Routes	04/2016 01/2017
Navios Ray	Capesize	2012	179,515	3,100	No	05/2016
Navios Mars	Capesize	2016	181,259		$11,455 adjusted for 50% Pool Earnings or Weighted Average Baltic Capesize 5TC Index Routes	10/2017

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Long-term Chartered-in Vessels

The average daily charter-in rate for the active long-term charter-in vessels (excluding vessels which are utilized to fulfil COAs) for 2016 has been reduced to $12,318/day. We estimate the average days of the long-term charter-in vessels (excluding vessels which are utilized to fulfil COAs) for 2016 are 5,462 days.

Vessels	Type	Built	DWT	Purchase Option (3)	Charter-out Rate (1)	Expiration Date (2)
Navios Lyra	Handysize	2012	34,718	Yes(4)	5,985	04/2016
Navios Primavera	Ultra Handymax	2007	53,464	Yes	2,138	04/2016
Navios Oriana	Ultra Handymax	2012	61,442	Yes	6,188(6)	03/2016
					(6)	02/2017
Navios Mercury	Ultra Handymax	2013	61,393	Yes	6,188(6)	03/2016
					(6)	02/2017
Navios Venus	Ultra Handymax	2015	61,000	Yes	6,188(6)	03/2016
					(6)	02/2017
Navios Marco Polo	Panamax	2011	80,647	Yes	11,983	01/2017
					(7)	10/2018
Navios Southern Star	Panamax	2013	82,224	Yes	5,700(8)	04/2016
					(8)	02/2017
Navios Aldebaran	Panamax	2008	76,500	Yes	3,279(9)	04/2016
					(9)	04/2016
Sea Victory	Panamax	2014	77,095	Yes	9,986	11/2016
					(10)	11/2018
Navios Sky	Panamax	2015	82,056	Yes	11,983	03/2017
					(11)	03/2019
Navios Amber	Panamax	2015	80,994	Yes	11,983	01/2017
					(12)	01/2019
Navios Koyo	Capesize	2011	181,415	Yes	5,872(13)	04/2016
					(13)	01/2017
Dream Canary	Capesize	2015	180,528	Yes	10,450	11/2016
Dream Coral	Capesize	2015	181,249	Yes	12,350	11/2017
Beaufiks	Capesize	2004	180,310	Yes		
King Ore	Capesize	2010	176,800	Yes		
Navios Obeliks	Capesize	2012	181,415	Yes		

Long-term Chartered-in Fleet to be Delivered

Vessels	Type	Delivery Date	Purchase Option	DWT
Navios Felix	Capesize	Q4 2016	Yes	180,000
Navios Coral	Panamax	Q4 2016	Yes	84,000
Navios Citrine	Panamax	Q1 2017	Yes	81,000
Navios Dolphin	Panamax	Q1 2017	Yes	81,000

(1) Daily rate net of commissions.
(2) Expected redelivery basis midpoint of full redelivery period.
(3) Generally, Navios Holdings may exercise its purchase option after three to five years of service.
(4) Navios Holdings holds the initial 50% purchase option on the vessel.
(5) Subject to COA of $34,013 per day for the remaining period until fourth quarter of 2016.
(6) Based on Pool Earnings +18%.
(7) 113% of average Panamax Index 4TC Routes less adjustment to be based on index formula
(8) 120% in excess of $6,000 basis Panamax Index 4TC Routes.
(9) Based on weighted average Panamax Index 4TC Routes +10%.
(10) 114% of average Panamax Index 4TC Routes less $2,488/day
(11) 115% of average Panamax Index 4TC Routes less adjustment to be based on index formula
(12) 120% of average Panamax Index 4TC Routes less adjustment to be based on index formula
(13) 150% in excess of $5,050 basis Baltic Capesize Index 5TC.

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Recent Developments

On February 16, 2016, Navios Holdings received notice from the NYSE that it was not in compliance with the NYSE s continued listing standards because the average closing price of our common stock was less than $1.00 over a consecutive 30 trading-day period. Pursuant to the NYSE s rules, Navios Holsings had a six-month cure period following receipt of the notice to bring its stock price per share and average share price above $1.00. Navios Holdings received confirmation from the NYSE on April 1, 2016 that it had regained compliance after its average closing share price for the 30 trading-day period ended March 31, 2016 and its closing price on March 31, 2016 exceeded $1.00.

In March 2016, Navios Holdings entered into a $50.0 million credit facility with Navios Acquisition which was available for multiple drawings up to a limit of $50.0 million. The $50.0 million facility had a margin of LIBOR plus 300 bps and a maturity until December 2018. On April 14, 2016, the facility was terminated. No borrowings had been made under the facility.

On March 4, 2016, Navios Logistics subsidiary CNSA that owns and operates Navios Logistics dry port terminal in Uruguay extended its user agreement with the Nueva Palmira Free Zone, where the dry port terminal is located. The amended agreement expires on March 3, 2046, with a 20-year extension at our option, until 2066.

On March 30, 2016, Navios Logistics received a message from Vale International stating that Vale International will not be performing the service contract entered into between CNSA and Vale International on September 27, 2013 for the iron ore port facility currently under construction in Nueva Palmira, Uruguay. While Navios Logistics believes that Vale International s position is without merit and that the contract remains in force, no assurances can be provided that Vale International will finally perform the contract, failing which, Navios Logistics will take legal measures to enforce its entitlement to damages in accordance with the contract terms. If Vale International fails to perform the contract, there may be a significant impact on Navios Logistics business.

Dividend Policy

In November 2015, due to the prolonged weakness in the dry bulk industry, Navios Holdings announced that the Board of Directors decided to suspend the quarterly dividend to its common stockholders in order to conserve cash and improve its liquidity. In February 2016, in furtherance of its efforts to reduce its cash requirements, Navios Holdings announced the suspension of payment of quarterly dividends on its preferred stock, including the Series G and Series H, until market conditions improve. The Board of Directors and Navios Holdings management believe such a decision is in the best long-term interests of the Company and its stakeholders. The Board of Directors will reassess the Company s distribution policy as the environment changes. The reinstatement, declaration and payment of any further dividend remains subject to the discretion of the Board of Directors and will depend on, among other things, market conditions, Navios Holdings cash requirements after taking into account market opportunities, restrictions under its equity instruments, credit agreements, indentures and other debt obligations and such other factors as the Board may deem advisable.

Navios Acquisition

On March 23, 2016, Navios Holdings received $3.6 million from Navios Acquisition representing the cash dividend for the fourth quarter of 2015.

A. Operating Results

Factors Affecting Navios Holdings Results of Operations:

Navios Holdings actively manages the risk in its operations by: (i) operating the vessels in its fleet in accordance with all applicable international standards of safety and technical ship management; (ii) enhancing vessel utilization and profitability through an appropriate mix of long-term charters complemented by spot charters (time charters for short-term employment) and COAs; (iii) monitoring the financial impact of corporate exposure from both physical and FFAs transactions; (iv) monitoring market and counterparty credit risk limits; (v) adhering to risk management and operation policies and procedures; and (vi) requiring counterparty credit approvals.

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Navios Holdings believes that the important measures for analyzing trends in its results of operations include the following:

Market Exposure: Navios Holdings manages the size and composition of its fleet by seeking a mix between chartering and owning vessels in order to adjust to anticipated changes in market rates. Navios Holdings aims to achieve an appropriate balance between owned vessels and long and short-term chartered-in vessels and controls approximately 6.3 million dwt in dry bulk tonnage. Navios Holdings options to extend the charter duration of vessels it has under long-term time charter (durations of over 12 months) and its purchase options on chartered vessels permit Navios Holdings to adjust the cost and the fleet size to correspond to market conditions.

Available days: Available days are the total number of days a vessel is controlled by a company less the aggregate number of days that the vessel is off-hire due to scheduled repairs or repairs under guarantee, vessel upgrades or special surveys. The shipping industry uses available days to measure the number of days in a period during which vessels should be capable of generating revenues.

Operating days: Operating days are the number of available days in a period less the aggregate number of days that the vessels are off-hire due to any reason, including lack of demand or unforeseen circumstances. The shipping industry uses operating days to measure the aggregate number of days in a period during which vessels actually generate revenues.

Fleet utilization: Fleet utilization is obtained by dividing the number of operating days during a period by the number of available days during the period. The shipping industry uses fleet utilization to measure a company s efficiency in finding suitable employment for its vessels and minimizing the amount of days that its vessels are off-hire for reasons other than scheduled repairs or repairs under guarantee, vessel upgrades, special surveys or vessel positioning.

TCE rates: TCE rates are defined as voyage and time charter revenues less voyage expenses during a period divided by the number of available days during the period. The TCE rate is a standard shipping industry performance measure used primarily to compare daily earnings generated by vessels on time charters with daily earnings generated by vessels on voyage charters, because charter hire rates for vessels on voyage charters are generally not expressed in per day amounts, while charter hire rates for vessels on time charters generally are expressed in such amounts.

Equivalent vessels: Equivalent vessels are defined as the available days of the fleet divided by the number of the calendar days in the period.

Voyage and Time Charter

Revenues are driven primarily by the number and type of vessels in the fleet, the number of days during which such vessels operate and the amount of daily charter hire rates that the vessels earn under charters, which, in turn, are affected by a number of factors, including:

the duration of the charters;

the level of spot market rates at the time of charters;

decisions relating to vessel acquisitions and disposals;

the amount of time spent positioning vessels;

the amount of time that vessels spend in drydock undergoing repairs and upgrades;

the age, condition and specifications of the vessels; and

the aggregate level of supply and demand in the dry bulk shipping industry.

Time charters are available for varying periods, ranging from a single trip (spot charter) to a long-term period which may be many years. Under a time charter, owners assume no risk for finding business and obtaining and paying for fuel or other expenses related to the voyage, such as port entry fees. In general, a long-term time

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charter assures the vessel owner of a consistent stream of revenue. Operating the vessel in the spot market affords the owner greater spot market opportunity, which may result in high rates when vessels are in high demand or low rates when vessel availability exceeds demand. Vessel charter rates are affected by world economics, international events, weather conditions, labor strikes, governmental policies, supply and demand, and many other factors that might be beyond the control of management.

Consistent with industry practice, Navios Holdings uses TCE rates, as a method of analyzing fluctuations between financial periods and as a method of equating revenue generated from a voyage charter to time charter revenue.

TCE rate also serves as an industry standard for measuring revenue and comparing results between geographical regions and among competitors.

The cost to maintain and operate a vessel increases with the age of the vessel. Older vessels are less fuel efficient, cost more to insure and require upgrades from time to time to comply with new regulations. The average age of Navios Holdings owned core fleet is 8.9 years. However, as such fleet ages or if Navios Holdings expands its fleet by acquiring previously owned and older vessels, the cost per vessel would be expected to rise and, assuming all else, including rates, remains constant, vessel profitability would be expected to decrease.

Spot Charters, COAs and FFAs

Navios Holdings enhances vessel utilization and profitability through a mix of voyage charters, short-term charter-out contracts, COAs and strategic cargo contracts.

Navios Holdings may enter into dry bulk shipping FFAs as economic hedges relating to identifiable ship and/or cargo positions or as economic hedges of transactions the Company expects to carry out in the normal course of its shipping business. By utilizing certain derivative instruments, including dry bulk shipping FFAs, the Company manages the financial risk associated with fluctuating market conditions. In entering into these contracts, the Company has assumed the risks relating to the possible inability of counterparties to meet the terms of their contracts.

FFAs cover periods generally ranging from one month to one year and are based on time charter rates or freight rates on specific quoted routes. FFAs are executed either over-the-counter, between two parties, or through LCH, the London clearing house. FFAs are settled in cash monthly based on publicly quoted indices. No over-the-counter trades have been executed since 2012. LCH calls for both base and margin collaterals, which are funded by Navios Holdings, and which in turn substantially eliminates counterparty risk. Certain portions of these collateral funds may be restricted at any given time as determined by LCH. At the end of each calendar quarter, the fair value of dry bulk shipping FFAs traded over-the-counter are determined from an index published in London, United Kingdom and the fair value of those FFAs traded with LCH are determined from the LCH valuations accordingly. Navios Holdings has implemented specific procedures designed to respond to credit risk associated with over-the-counter trades, including the establishment of a list of approved counterparties and a credit committee which meets regularly.

Statement of Operations Breakdown by Segment

Navios Holdings reports financial information and evaluates its operations by charter revenues and not by vessel type, length of ship employment, customers or type of charter. Navios Holdings does not use discrete financial information to evaluate the operating results for each such type of charter. Although revenue can be identified for each type of charters, management does not identify expenses, profitability or other financial information on a charter-by-charter or type of charter basis. The reportable segments reflect the internal organization of the Company and are strategic businesses that offer different products and services. The Company currently has two reportable segments: the Dry

bulk Vessel Operations and the Logistics Business. The Dry bulk Vessel Operations segment consists of the transportation and handling of bulk cargoes through the ownership, operation, and trading of vessels, freight, and FFAs. The Logistics Business segment consists of port terminal business, barge business and cabotage business in the Hidrovia region of South America. Navios Holdings measures segment performance based on net income attributable to Navios Holdings common stockholders.

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For further segment information, please see Note 18 to the Consolidated Financial Statements included elsewhere in this Annual Report.

Period over Period Comparisons

For the year ended December 31, 2015 compared to the year ended December 31, 2014

The following table presents consolidated revenue and expense information for each of the years ended December 31, 2015 and 2014, respectively. This information was derived from the audited consolidated revenue and expense accounts of Navios Holdings for each of the years ended December 31, 2015 and 2014.

(In thousands of U.S. dollars)	Year Ended December 31, 2015	Year Ended December 31, 2014
Revenue	$ 480,820	$ 569,016
Administrative fee revenue from affiliates	16,177	14,300
Time charter, voyage and logistics business expenses	(247,882)	(263,304)
Direct vessel expenses	(128,168)	(130,064)
General and administrative expenses incurred on behalf of affiliates	(16,177)	(14,300)
General and administrative expenses	(34,183)	(45,590)
Depreciation and amortization	(120,310)	(104,690)
Provision for losses on accounts receivable	(59)	(792)
Interest income	2,370	5,515
Interest expense and finance cost	(113,151)	(113,660)
Loss on bond and debt extinguishment		(27,281)
Other income	4,840	15,639
Other expense	(34,982)	(24,520)
Loss before equity in net earnings of affiliated companies	**$ (190,705)**	**$ (119,731)**
Equity in net earnings of affiliated companies	61,484	57,751
Loss before taxes	**$ (129,221)**	**$ (61,980)**
Income tax benefit /(expense)	3,154	(84)
Net loss	**$ (126,067)**	**$ (62,064)**
Less: Net (income)/loss attributable to the noncontrolling interest	(8,045)	5,861
Net loss attributable to Navios Holdings common stockholders	**$ (134,112)**	**$ (56,203)**

Set forth below are selected historical and statistical data for the dry bulk vessel operations segment for each of the years ended December 31, 2015 and 2014 that the Company believes may be useful in better understanding the

Company s financial position and results of operations.

	Year Ended December 31,	
	2015	**2014**
FLEET DATA		
Available days	23,787	21,465
Operating days	23,453	21,422
Fleet utilization	98.6%	99.8%
Equivalent vessels	65	59
AVERAGE DAILY RESULTS		
TCE	$ 7,846	$ 11,830

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During the year ended December 31, 2015, there were 2,322 more available days as compared to 2014, due to (i) an increase in available days for owned vessels by 235 days, mainly due to the delivery of Navios Ray and Navios Gem in the fourth and second quarter of 2014, respectively; and (ii) an increase in charter-in fleet available days by 2,087 days. Navios Holdings can increase or decrease its fleet s size by chartering-in vessels for long or short-term periods (less than one year).

The average TCE rate for the year ended December 31, 2015 was $7,846 per day, $3,984 per day lower than the rate achieved in 2014. This was due primarily to the decline in the freight market during 2015 as compared to 2014.

Revenue: Revenue from dry bulk vessel operations for the year ended December 31, 2015 was $229.8 million as compared to $300.2 million for the same period during 2014. The decrease in dry bulk revenue was mainly attributable to a decrease in TCE per day by 33.7% to $7,846 per day in the year ended December 31, 2015, as compared to $11,830 per day in the same period of 2014. This decrease was partially mitigated by a net increase in available days of our fleet by 2,322 days as described above.

Revenue from the logistics business was $251.0 million for the year ended December 31, 2015 as compared to $268.8 million for the year ended December 31, 2014. The decrease of $17.8 million was mainly attributable to (i) a $18.3 million decrease in the port terminal business mainly attributable to decreased volume and sales prices of the products sold at the Paraguayan liquid port terminal; and (ii) a $3.1 million decrease in the barge business mainly attributable to decreased volume of liquid cargo transported. The overall decrease was partially mitigated by a $3.6 million increase in the cabotage business mainly attributable to an increase in the cabotage fleet s operating days.

Administrative Fee Revenue From Affiliates: Administrative fee revenue from affiliates increased by $1.9 million, or 13.1%, to $16.2 million for the year ended December 31, 2015, as compared to $14.3 million for the year ended December 31, 2014. See general and administrative expenses incurred on behalf of affiliates and general and administrative expenses discussion below.

Time Charter, Voyage and Logistics Business Expenses: Time charter, voyage and logistics business expenses decreased by $15.4 million or 5.9% to $247.9 million for the year ended December 31, 2015, as compared to $263.3 million for the year ended December 31, 2014.

Time charter and voyage expenses from dry bulk operations increased by $19.9 million, or 12.6%, to $177.5 million for the year ended December 31, 2015, as compared to $157.6 million for the year ended December 31, 2014. This was primarily due to the increase in charter-in days (as discussed above), partially mitigated by (i) a decrease in voyage expenses mainly relating to fuel expenses; and (ii) a decrease in loss voyages in the current period.

Of the total expenses for the years ended December 31, 2015 and 2014, $70.4 million and $105.7 million, respectively, related to Navios Logistics. The decrease of $35.3 million in time charter, voyage and logistics business was mainly due to (i) a $20.6 million decrease in the port terminal business mainly attributable to the decline in both the volume and the price of the products sold at the liquid port terminal in Paraguay; and (ii) a $15.5 million decrease in the barge business mainly attributable to lower fuel expenses due to a decrease in the number of voyages under CoA contracts.This overall decrease was partially mitigated by a $0.8 million increase in the cabotage business mainly attributable to increased voyage expense.

Direct Vessel Expenses: Direct vessel expenses decreased by $1.9 million, or 1.5%, to $128.2 million for the year ended December 31, 2015, as compared to $130.1 million for the year ended December 31, 2014. Direct vessel expenses include crew costs, provisions, deck and engine stores, lubricating oils, insurance premiums and costs for maintenance and repairs.

Direct vessel expenses from dry bulk operations decreased by $6.0 million, or 11.3%, to $46.1 million for the year ended December 31, 2015, as compared to $52.1 million for the year ended December 31, 2014. This decrease was mainly attributable to (i) a decrease in crew expenses; (ii) a decrease in lubricants and chemicals expenses; and (iii) a decrease in insurance expenses.

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Of the total amounts of direct vessel expenses for the years ended December 31, 2015 and 2014, $82.0 million and $78.0 million, respectively, related to Navios Logistics. The increase of $4.0 million in direct vessel expenses was mainly due to (i) a $1.5 million increase in the amortization of deferred drydock and special survey costs; and (ii) a $9.1 million increase in direct vessel expenses of the cabotage business mainly attributable to the increase in the cabotage fleet s available days and an increase in crew costs. This increase was partially mitigated by a $6.6 million decrease in direct vessel expenses of the barge business, mainly attributable to lower repairs and maintenance and crew costs.

General and Administrative Expenses Incurred on Behalf of Affiliates: General and administrative expenses incurred on behalf of affiliates increased by $1.9 million, or 13.1%, to $16.2 million for the year ended December 31, 2015, as compared to $14.3 million for the year ended December 31, 2014. See general and administrative expenses discussion below.

General and Administrative Expenses: General and administrative expenses of Navios Holdings are composed of the following:

(in thousands of U.S. dollars)	**Year Ended December 31, 2015**	**Year Ended December 31, 2014**
Administrative fee revenue from affiliates	$ (16,177)	$ (14,300)
General and administrative expenses incurred on behalf of affiliates	16,177	14,300
General and administrative expenses	34,183	45,590

(in thousands of U.S. dollars)	**Year Ended December 31, 2015**	**Year Ended December 31, 2014**
Dry bulk Vessel Operations	$ 20,175	$ 29,951
Logistics Business	14,008	14,764
Sub-total	**34,183**	**44,715**
Credit risk insurance		875
General and administrative expenses	**$ 34,183**	**$ 45,590**

The decrease in general and administrative expenses by $11.4 million, or 25.0%, to $34.2 million for the year ended December 31, 2015, as compared to $45.6 million for the year ended December 31, 2014, was mainly attributable to (i) a $8.2 million decrease in payroll and other related costs; (ii) a $0.8 million decrease attributable to the Logistics Business; (iii) a $0.3 million decrease in professional, legal and audit fees; (iv) a $1.2 million decrease in other administrative expenses, including office expenses; and (v) a $0.9 million decrease in credit risk insurance fees following the termination of the credit default insurance policy on March 25, 2014.

Depreciation and Amortization: For the year ended December 31, 2015, depreciation and amortization increased by $15.6 million to $120.3 million, as compared to $104.7 million for the year ended December 31, 2014. The increase was primarily due to an increase in (i) depreciation and amortization of dry bulk vessels by $10.2 million mainly attributable to the net effect of the re-delivery of two vessels to their headowners in the fourth quarter of 2015, the

early re-delivery of one of the aforementioned vessels from its charterer in the first quarter of 2015 and the subsequent write-off of their purchase option, favorable and unfavorable lease balances; (ii) the new vessel deliveries during 2014 (as discussed above) by $2.5 million; and (iii) depreciation and amortization of the logistics business by $2.9 million, mainly due to the depreciation of three new pushboats, and 72 new dry barges acquired in 2014 and the acquisition of a bunker vessel that commenced operations in the first quarter of 2015.

Provision for Losses on Accounts Receivable: For the year ended December 31, 2015, provision for losses on accounts receivable decreased by $0.7 million to $0.1 million, as compared to $0.8 million for the year ended December 31, 2014. The decrease was mainly attributable to the logistics business.

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Interest Income: Interest income decreased by $3.1 million to $2.4 million for the year ended December 31, 2015, as compared to $5.5 million for the same period in 2014, mainly due to $4.4 million decrease attributable to the arrangement fee earned in 2014 pursuant to the Navios Acquisition s short-term credit facility. This decrease was partially mitigated by (i) $1.0 million increase in interest income attributable to the dry bulk vessel operations, mainly due to interest income from Navios Europe I and Navios Europe II; and (ii) $0.3 million increase in interest income of the logistics business, mainly due to higher income from short-term deposits.

Interest Expense and Finance Cost: Interest expense and finance cost for the year ended December 31, 2015 decreased by $0.5 million, or 0.4%, to $113.2 million, as compared to $113.7 million in the same period of 2014. This decrease was due to a $0.8 million decrease in interest expense and finance cost of the logistics business, mainly attributable to an increased amount of interest capitalized, which was partially mitigated by a $0.3 million increase in interest expense and finance cost of dry bulk vessel operations.

Other Income: Other income decreased by $10.8 million to $4.8 million for the year ended December 31, 2015, as compared to $15.6 million for the year ended December 31, 2014. The decrease was due to a $9.1 million decrease in other income of dry bulk vessels operations and a $1.7 million decrease in other income of the logistics business.

The decrease in other income of the dry bulk vessels operations is mainly due to (i) a $7.2 million decrease in income, relating to the sale of a defaulted counterparty claim to an unrelated third party during 2014; and (ii) a $3.6 million decrease in income relating to the termination of the credit default insurance policy in 2014. This decrease was partially offset by (i) a $0.9 million increase in gains from foreign exchange differences, and (ii) a $0.8 million increase in miscellaneous other income.

The decrease in other income of the logistics business was mainly due to the increased loss from foreign exchange differences as a result of the less favorable fluctuation of the U.S. dollar exchange rate against the local currencies in the countries where Navios Logistics conducts its operations.

Other Expense: Other expense increased by $10.5 million to $35.0 million for the year ended December 31, 2015, as compared to $24.5 million for the year ended December 31, 2014. This increase was due to a $7.5 million increase in other expense of dry bulk vessels operations and a $3.0 million increase in other expense of the logistics business.

The increase in other expense of dry bulk vessels operations is mainly due to a $18.8 million increase in claims under the Navios Partners Guarantee (as defined below) during 2015. This increase was partially mitigated by (i) a $9.7 million decrease in expense relating to the reclassification to earnings of available-for-sale securities for an other-than-temporary impairment during 2015 compared to last year; and (ii) a $1.6 million decrease in miscellaneous other expense. The increase in other expense of the logistics business was mainly due to an increase in taxes other-than-income taxes.

Equity in Net Earnings of Affiliated Companies: Equity in net earnings of affiliated companies increased by $3.7 million, or 6.5%, to $61.5 million for the year ended December 31, 2015, as compared to $57.8 million for the same period in 2014. This increase was mainly due to a $6.4 million increase in investment income which was partially offset by a $2.7 million decrease in amortization of deferred gain from the sale of vessels to Navios Partners (as more fully described below). The $6.4 million increase in investment income consisted of (i) $23.8 million relating to Navios Acquisition (a $35.8 million increase in equity income, partially mitigated by a $12.0 million decrease mainly as a result of gains recorded in 2014 following the issuance of shares after Navios Acquisition s offering in February 2014 and the vesting of restricted stock awards in October 2014); (ii) a $1.3 million increase in investment income from Navios Europe II; and (iii) a $0.5 million increase in investment income from Navios Europe I. This total increase was partially mitigated by (i) a $18.8 million decrease in investment income from Navios Partners ($11.2

million decrease as a result of gains recorded in 2014 following the issuance of shares for Navios Partners offering in February 2014, and a $7.6 million decrease in equity income); and (ii) a $0.4 million decrease in investment income from Acropolis.

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The Company recognizes the gain from the sale of vessels to Navios Partners immediately in earnings only to the extent of the interest in Navios Partners owned by third parties and defers recognition of the gain to the extent of its own ownership interest in Navios Partners (see also Item 7.B. Related Party Transactions).

Income Tax Benefit/(Expense): Income tax benefit increased by $3.3 million to $3.2 million benefit for the year ended December 31, 2015, as compared to a $0.1 million expense for the year ended December 31, 2014. The total change in income tax was attributable to Navios Logistics mainly due to the effect of the pre-tax losses of certain subsidiaries of the barge business and lower pre-tax profit in the cabotage business.

Net (Income)/ LossAttributable to the Noncontrolling Interest: Net income attributable to the noncontrolling interest increased by $13.9 million to $8.0 million income for the year ended December 31, 2015, as compared to $5.9 million loss for the same period in 2014. This increase was mainly attributable to logistics business net income for the year ended December 31, 2015 compared to net loss for the same period in 2014.

For the year ended December 31, 2014 compared to the year ended December 31, 2013

The following table presents consolidated revenue and expense information for each of the years ended December 31, 2014 and 2013, respectively. This information was derived from the audited consolidated revenue and expense accounts of Navios Holdings for each of the years ended December 31, 2014 and 2013.

(In thousands of U.S. dollars)	**Year Ended December 31, 2014**	**Year Ended December 31, 2013**
Revenue	$ 569,016	$ 512,279
Administrative fee revenue from affiliates	14,300	7,868
Time charter, voyage and logistics business expenses	(263,304)	(244,412)
Direct vessel expenses	(130,064)	(114,074)
General and administrative expenses incurred on behalf of affiliates	(14,300)	(7,868)
General and administrative expenses	(45,590)	(44,634)
Depreciation and amortization	(104,690)	(98,124)
Provision for losses on accounts receivable	(792)	(630)
Interest income	5,515	2,299
Interest expense and finance cost	(113,660)	(110,805)
Loss on derivatives		(260)
Gain on sale of assets		18
Loss on bond and debt extinguishment	(27,281)	(37,136)
Other income	15,639	17,031
Other expense	(24,520)	(10,447)
Loss before equity in net earnings of affiliated companies	**$ (119,731)**	**$ (128,895)**
Equity in net earnings of affiliated companies	57,751	19,344
Loss before taxes	**$ (61,980)**	**$ (109,551)**

Income tax (expense)/benefit	(84)	4,260
Net loss	**$ (62,064)**	**$ (105,291)**
Less: Net loss/(income) attributable to the noncontrolling interest	5,861	(3,772)
Net loss attributable to Navios Holdings common stockholders	**$ (56,203)**	**$ (109,063)**

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Set forth below are selected historical and statistical data for the dry bulk vessel operations segment for each of the years ended December 31, 2014 and 2013 that the Company believes may be useful in better understanding the Company s financial position and results of operations.

	Year Ended December 31,	
	2014	**2013**
FLEET DATA		
Available days	21,465	19,364
Operating days	21,422	19,062
Fleet utilization	99.8%	98.4%
Equivalent vessels	59	53
AVERAGE DAILY RESULTS		
TCE	$ 11,830	$ 12,029

During the year ended December 31, 2014, there were 2,101 more available days as compared to 2013, due to (i) an increase in available days for owned vessels by 1,861 days, mainly due to the delivery of the Navios Taurus, Navios Galileo, Navios Amitie, Navios Northern Star and N Amalthia in the second half of 2013 and the N Bonanza, Navios Gem and Navios Ray in 2014; and (ii) an increase in charter-in fleet available days by 240 days. Navios Holdings can increase or decrease its fleet s size by chartering-in vessels for long or short-term periods (less than one year).

The average TCE rate for the year ended December 31, 2014 was $11,830 per day, $199 per day lower than the rate achieved in 2013. This was due primarily to the decline in the freight market during 2014 as compared to 2013.

Revenue: Revenue from dry bulk vessel operations for the year ended December 31, 2014 was $300.2 million as compared to $275.2 million for the same period during 2013. The increase of $25.0 million in dry bulk revenue was mainly attributable to an increase in available days as described above. This increase was partially mitigated by a decrease in TCE per day by 1.7% to $11,830 per day in the year ended December 31, 2014, as compared to $12,029 per day in the same period of 2013.

Revenue from the logistics business was $268.8 million for the year ended December 31, 2014 as compared to $237.1 million for the year ended December 31, 2013. The increase of $31.7 million was mainly attributable to (i) a $14.4 million increase in the port terminal business mainly attributable to an increase in the Paraguayan liquid port s volume of products sold; (ii) a $11.9 million increase in the barge business mainly attributable to the commencement of operations of three new dry cargo convoys under long-term time charter contracts during the second quarter of 2014; and (iii) a $5.4 million increase in the cabotage business mainly attributable to an increase in the cabotage fleet s operating days and the higher time-charter rates achieved.

Administrative Fee Revenue From Affiliates: Administrative fee revenue from affiliates increased by $6.4 million, or 81.7%, to $14.3 million for the year ended December 31, 2014, as compared to $7.9 million for the year ended December 31, 2013. See general and administrative expenses discussion below.

Time Charter, Voyage and Logistics Business Expenses: Time charter, voyage and logistics business expenses increased by $18.9 million or 7.7% to $263.3 million for the year ended December 31, 2014, as compared to $244.4 million for the year ended December 31, 2013.

Time charter and voyage expenses from dry bulk operations decreased by $1.6 million, or 1.0%, to $157.6 million for the year ended December 31, 2014, as compared to $159.2 million for the year ended December 31, 2013. This was primarily attributable to lower short-term and long-term charter-in daily rates in the year ended December 31, 2014 compared to 2013.

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Of the total expenses for the years ended December 31, 2014 and 2013, $105.7 million and $85.2 million, respectively, were related to Navios Logistics. The increase of $20.5 million in time charter, voyage and logistics business was mainly due to (i) a $15.7 million increase in the port terminal business mainly attributable to the volume of products sold in the liquid port in Paraguay; and (ii) a $4.8 million increase in the barge business mainly attributable to higher fuel expenses due to an increase in the number of voyages under COA contracts and an increase in time charter expense due to the short term charter-in of 36 barges delivered during the second and third quarter of 2014.

Direct Vessel Expenses: Direct vessel expenses increased by $16.0 million, or 14.0%, to $130.1 million for the year ended December 31, 2014, as compared to $114.1 million for the year ended December 31, 2013. Direct vessel expenses include crew costs, provisions, deck and engine stores, lubricating oils, insurance premiums and costs for maintenance and repairs.

Direct vessel expenses from dry bulk operations increased by $14.1 million, or 37.1%, to $52.1 million for the year ended December 31, 2014, as compared to $38.0 million for the year ended December 31, 2013. This increase was mainly attributable to the increased number of vessels in Navios Holdings fleet since the third quarter of 2013.

Of the total amounts of direct vessel expenses for the years ended December 31, 2014 and 2013, $78.0 million and $76.1 million, respectively, related to Navios Logistics. The increase of $1.9 million in direct vessel expenses was mainly due to (i) a $2.4 million increase in the amortization of deferred drydock and special survey costs; and (ii) a $1.3 million increase in direct vessel expenses of the barge business mainly attributable to the commencement of operations of three new drycargo convoys under long-term time charter contracts during the second quarter of 2014. This increase was partially mitigated by a $1.8 million decrease in direct vessel expenses of the cabotage business mainly attributable to lower crew and repairs and maintenance costs.

General and Administrative Expenses Incurred on Behalf of Affiliates: General and administrative expenses incurred on behalf of affiliates increased by $6.4 million, or 81.7%, to $14.3 million for the year ended December 31, 2014, as compared to $7.9 million for the year ended December 31, 2013. See general and administrative expenses discussion below.

General and Administrative Expenses: General and administrative expenses of Navios Holdings are composed of the following:

(in thousands of U.S. dollars)	**Year Ended December 31, 2014**	**Year Ended December 31, 2013**
Administrative fee revenue from affiliates	$ (14,300)	$ (7,868)
General and administrative expenses incurred on behalf of affiliates	14,300	7,868
General and administrative expenses	45,590	44,634

(in thousands of U.S. dollars)	**Year Ended December 31, 2013**	**Year Ended December 31, 2012**

Dry bulk Vessel Operations	$ 28,875	$ 30,643
Logistics Business	14,617	14,844
Sub-total	**43,492**	**45,487**
Credit risk insurance	1,142	5,844
General and administrative expenses	**$ 44,634**	**$ 51,331**

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The increase in general and administrative expenses by $1.0 million, or 2.1%, to $45.6 million for the year ended December 31, 2014, as compared to $44.6 million for the year ended December 31, 2013, was mainly attributable to (i) a $2.1 million increase in payroll and other related costs; and (ii) a $0.2 million increase attributable to the logistics business. The overall increase was partially offset by (i) a $0.6 million decrease in professional, legal and audit fees; (ii) a $0.4 million decrease in other administrative expenses; and (iii) a $0.3 million decrease in credit risk insurance fees following the termination of the credit default insurance policy on March 25, 2014.

Depreciation and Amortization: For the year ended December 31, 2014, depreciation and amortization increased by $6.6 million to $104.7 million, as compared to $98.1 million for the year ended December 31, 2013. The increase was primarily due to an increase in (i) depreciation and amortization of dry bulk vessels by $4.9 million mainly attributable to the new vessel deliveries during the second half of 2013 and the first half of 2014; and (ii) depreciation and amortization of the logistics business by $1.7 million, mainly due to delivery of three new convoys in the first half of 2014 and the construction of the new conveyor belt completed in the fourth quarter of 2013.

Provision for Losses on Accounts Receivable: For the year ended December 31, 2014, provision for losses on accounts receivable increased by $0.2 million to $0.8 million, as compared to $0.6 million for the year ended December 31, 2013. The increase was mainly due to a slight increase in bad debt provisions in the dry bulk operations in the year ended December 31, 2014.

Interest income: Interest income increased by $3.2 million to $5.5 million for the year ended December 31, 2014, as compared to $2.3 million for the same period in 2013. This increase was mainly attributable to the arrangement fee earned pursuant to the Navios Acquisition s short-term credit facility entered into November 2014, which was partially mitigated by a decrease in interest income from time deposits.

Interest Expense and Finance Cost: Interest expense and finance cost for the year ended December 31, 2014 increased by $2.9 million, or 2.6%, to $113.7 million, as compared to $110.8 million in the same period of 2013. This increase was mainly due to (i) a $2.7 million increase in interest expense and finance cost of the logistics business, mainly attributable to (a) the additional interest expense generated by the Additional 2019 Logistics Senior Notes (as defined herein) issued in March 2013; and (b) the additional interest expense generated by the 2022 Logistics Senior Notes issued in April 2014; and (ii) a $0.2 million increase in interest expense and finance cost of dry bulk vessel operations.

Loss on Derivatives: The loss on derivatives decreased by $0.3 million for the year ended December 31, 2014 as compared to $0.3 million for the same period in 2013. The Company entered into no FFA contracts during 2014.

Loss on Bond and Debt Extinguishment: Loss on bond and debt extinguishment was $27.3 million for the year ended December 31, 2014, as compared to $37.1 million for the year ended December 31, 2013.

On April 22, 2014, Navios Logistics completed the sale of $375.0 million in aggregate principal amount of 7.25% senior notes due on May 1, 2022 (the 2022 Logistics Senior Notes). From the net proceeds of the offering, Navios Logistics repaid in full the $290.0 million of the 2019 Logistics Senior Notes (as defined herein). The effect of this early repayment resulted in the recognition of a $27.3 million loss in the statement of comprehensive (loss)/income, which comprises a $7.9 million loss relating to the accelerated amortization of unamortized deferred finance costs, a $3.1 million gain relating to the accelerated amortization of unamortized 2019 Logistics Senior Notes premium and a $22.5 million loss relating to cash payments for tender premium fees and expenses.

On November 29, 2013, Navios Holdings completed the sale of $650.0 million of its 2022 Notes. From the net proceeds of the offering Navios Holdings repaid in full the $488.0 million of the 2017 Notes (as defined herein) and

$123.3 million of senior secured debt . The effect of this early repayment was the recognition of a

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$37.1 million loss in the statement of comprehensive (loss)/income, which comprises a $12.1 million loss relating to the accelerated amortization of unamortized deferred finance costs and a $25.0 million loss relating to cash payments for transaction fees and expenses in connection with the 2017 Notes (as defined herein) extinguishment.

Other Income: Other income decreased by $1.4 million to $15.6 million for the year ended December 31, 2014, as compared to $17.0 million for the year ended December 31, 2013. This decrease was due to a $3.5 million decrease in other income of dry bulk vessels operations partially mitigated by a $2.1 million increase in other income of the logistics business.

The decrease in other income of dry bulk vessels operations is mainly due to the $15.0 million of income recorded from the full settlement of KLC s claims during 2013 (see B. Business Overview Legal Proceedings). This overall decrease was partially mitigated by increases of (i) $7.2 million of income relating to the sale of a defaulted counterparty claim to an unrelated third party; (ii) $3.6 million of income from the termination of the credit default insurance policy on March 25, 2014; and (iii) a $0.7 million increase in other income mainly attributable to foreign exchange differences.

The increase in other income of the logistics business was mainly due to settlement of claims during 2014 and the increased gain from foreign exchange differences as a result of a favorable fluctuation of the U.S. dollar exchange rate against the local currencies in the countries where Navios Logistics conducts its operations.

Other Expense: Other expense increased by $14.0 million to $24.5 million for the year ended December 31, 2014, as compared to $10.5 million for the year ended December 31, 2013. This increase was due to a $12.1 million increase in other expense of dry bulk vessels operations and a $1.9 million increase in other expense of the logistics business.

The increase in other expense of dry bulk vessels operations is mainly due to (i) a $11.5 million expense relating to the reclassification to earnings of available-for-sale securities for an other-than-temporary impairment; and (ii) a $0.6 million increase in miscellaneous other expenses. The increase in other expense of the logistics business was mainly due to an increase in taxes other-than-income taxes.

Equity in Net Earnings of Affiliated Companies: Equity in net earnings of affiliated companies increased by $38.5 million, or 198.5%, to $57.8 million for the year ended December 31, 2014, as compared to $19.3 million for the same period in 2013. This increase was mainly due to a $40.1 million increase in investment income which was partially offset by a $1.6 million decrease in amortization of deferred gain from the sale of vessels to Navios Partners (as more fully described below). The $40.1 million increase in investment income consisted of (i) $40.4 million relating to Navios Acquisition ($10.9 million of gains as a result of the issuance of shares following Navios Acquisition s offering in February 2014 and the vesting of restricted stock awards in October 2014, and a $29.5 million increase in equity income); and (ii) a $0.9 million increase in investment income from Navios Europe and Acropolis. Total increase was partially mitigated by a $1.2 million decrease in investment income from Navios Partners ($4.8 million decrease in gains as a result of the issuance of shares following Navios Partners offering in February 2014, and a $3.6 million increase in equity income).

Navios Holdings ownership in both Navios Partners and Navios Acquisition decreased following Navios Partners offering in February 2014 and Navios Acquisition s (i) offering in February 2014; and (ii) vesting of restricted stock awards in October 2014. The Company determined that the issuance of shares and the vesting of restricted stock awards qualified as a sale of shares by the equity method investee.

The Company recognizes the gain from the sale of vessels to Navios Partners immediately in earnings only to the extent of the interest in Navios Partners owned by third parties and defers recognition of the gain to the extent of its

own ownership interest in Navios Partners (see also Item 7.B. Related Party Transactions).

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Income Tax (Expense)/ Benefit: Income tax expense increased by $4.4 million to $0.1 million for the year ended December 31, 2014, as compared to a $4.3 million benefit for the year ended December 31, 2013. The total change in income taxes was mainly due to Navios Logistics merging of certain subsidiaries in Paraguay in the first quarter of 2013.

Net Loss/(Income) Attributable to the Noncontrolling Interest: Net loss attributable to the noncontrolling interest increased by $9.7 million to $5.9 million loss for the year ended December 31, 2014, as compared to $3.8 million income for the same period in 2013. This increase was mainly attributable to logistics business net loss for the year ended December 31, 2014 compared to net income for the same period in 2013.

Non-Guarantor Subsidiaries

Our non-guarantor subsidiaries accounted for approximately $251.0 million, or 52.2%, of our revenue, $16.2 million, or 12.1%, of our total net loss and approximately $74.4 million, or 66.0%, of Adjusted EBITDA, in each case, for the year ended December 31, 2015. Our non-guarantor subsidiaries accounted for approximately $268.8 million, or 47.2%, of our revenue, $7.0 million, or 12.5%, of our total net loss and approximately $51.2 million, or 29.0%, of Adjusted EBITDA, in each case, for the year ended December 31, 2014. Our non-guarantor subsidiaries accounted for approximately $237.1 million, or 46.3%, of our revenue, $9.3 million, or 8.5%, of our total net loss and approximately $56.4 million, or 52.3%, of Adjusted EBITDA, in each case, for the year ended December 31, 2013.

B. Liquidity and Capital Resources

Navios Holdings has historically financed its capital requirements with cash flows from operations, equity contributions from stockholders, issuance of debt securities and borrowings under bank credit facilities. 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. Navios Holdings may from time to time, subject to restrictions under its debt and equity instruments, including limitations on dividends and repurchases under its preferred stock, depending upon market conditions and financing needs, use funds to refinance or repurchase its debt in privately negotiated or open transactions, by tender offer or otherwise, in compliance with applicable laws, rules and regulations, at prices and on terms Navios Holdings deems appropriate and subject to Navios Holdings cash requirements for other purposes, compliance with the covenants under Navios Holdings debt agreements, and other factors management deems relevant. Navios Holdings anticipates that cash on hand, borrowings and internally generated cash flows will be sufficient to fund the operations of the dry bulk vessel operations and the logistics businesses, including our present working capital requirements. Generally, our sources of funds may be from cash from operations, long-term borrowings and other debt or equity financings, proceeds from asset sales and proceeds from sale of our stake in our investments. We cannot assure you that we will be able to secure adequate financing or obtain additional funds on favorable terms, to meet our liquidity needs. See Item 4.B Business Overview Exercise of Vessel Purchase Options , Working Capital Position and Long-Term Debt Obligations and Credit Arrangements for further discussion of Navios Holdings working capital position.

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The following table presents cash flow information for each of the years ended December 31, 2015, 2014 and 2013.

(in thousands of U.S. dollars)	Year Ended December 31, 2015	Year Ended December 31, 2014	Year Ended December 31, 2013
Net cash provided by operating activities	$ 43,478	$ 56,323	$ 59,749
Net cash used in investing activities	(36,499)	(244,888)	(258,571)
Net cash (used in)/provided by financing activities	(91,123)	248,290	128,785
(Decrease)/increase in cash and cash equivalents	**(84,144)**	**59,725**	**(70,037)**
Cash and cash equivalents, beginning of year	247,556	187,831	257,868
Cash and cash equivalents, end of year	**$ 163,412**	**$ 247,556**	**$ 187,831**

Cash provided by operating activities for the year ended December 31, 2015 as compared to the year ended December 31, 2014:

Net cash provided by operating activities decreased by $12.8 million to $43.5 million for the year ended December 31, 2015, as compared to $56.3 million for the year ended December 31, 2014. In determining net cash provided by operating activities, net loss is adjusted for the effects of certain non-cash items including depreciation and amortization and deferred taxes which may be analyzed in detail as follows:

(in thousands of U.S. dollars)	Year Ended December 31, 2015	Year Ended December 31, 2014
Net loss	$ (126,067)	$ (62,064)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	120,310	104,690
Amortization and write-off of deferred financing costs	4,524	4,061
Amortization of deferred drydock and special survey costs	13,340	12,263
Provision for losses on accounts receivable	59	792
Share based compensation	5,591	7,719
Loss on bond and debt extinguishment		4,786
Income tax (benefit)/expense	(3,154)	84
Realized holding loss on investments in-available-for-sale-securities	1,782	11,553
Equity in affiliates, net of dividends received	(30,398)	(22,179)

Net loss adjusted for non-cash items	**$ (14,013)**	**$ 61,705**

Accounts receivable, net, decreased by $20.8 million, from $85.6 million at December 31, 2014 to $64.8 million at December 31, 2015. The decrease was primarily due to (i) a $9.0 million decrease in accounts receivable from charterers and other receivables; (ii) a $8.6 million decrease in accrued voyage income and expenses in dry bulk operations business; and (iii) a $3.2 million decrease in accounts receivable of Navios Logistics mainly attributable to lower sales of products close to the year end.

Amounts due from/(to) affiliate companies, including current and non-current portion, decreased by $40.6 million from $37.5 million receivable for the year ended December 31, 2014 to $3.1 million payable for

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the year ended December 31, 2015. This decrease was due to (a) a $13.3 million decrease in dividends receivable and long-term receivable from affiliate companies; (b) a $30.3 million net increase in payable of management and administrative fees, other expenses and reimbursement for drydocking costs; and (c) a $3.0 million increase in loan receivable from Navios Europe I and Navios Europe II.

Inventories decreased by $8.1 million, from $32.5 million at December 31, 2014 to $24.4 million at December 31, 2015. The decrease was primarily due to (i) a $6.7 million decrease in inventories of Navios Logistics mainly attributable to an decrease in inventories in the liquid port; and (ii) a $1.4 million decrease in inventories on board our dry bulk vessels.

Prepaid expenses and other current assets increased by $2.4 million, from $21.7 million at December 31, 2014 to $24.1 million at December 31, 2015. The increase was primarily due to (i) a $7.5 million increase in accounts receivable claims; and (ii) a $0.5 million increase in taxes. This increase was partially offset by (i) a $1.1 million decrease in prepaid voyage and operating costs; (ii) a $0.1 million decrease in other assets; and (iii) a $4.4 million decrease in prepaid expenses and other current assets of Navios Logistics mainly attributable a decrease in accounts receivable claims.

Other long term assets decreased by $3.5 million, from $7.0 million at December 31, 2014 to $3.5 million at December 31, 2015. The decrease was primarily due to a $3.7 million decrease in long-term receivables from charters, which was partially offset by a $0.2 million increase in other long-term assets of Navios Logistics.

Accounts payable increased by $18.8 million, from $53.8 million at December 31, 2014 to $72.6 million at December 31, 2015. The increase was primarily due to (i) a $13.8 million increase in accounts payable to suppliers; (ii) a $9.1 million increase in accounts payable to insurers; (iii) a $5.9 million increase in accounts payable relating to utilities and other service providers, repairers and legal, audit and consulting services; (iv) a $2.2 million increase in port agents payable; (v) a $0.3 million increase in accounts payable to headowners; and (vi) a $0.1 million increase in accounts payable to bunkers and lubricants suppliers. This increase was partially mitigated by (i) a $4.1 million decrease in accounts payable relating to brokers and other accounts payable; and (ii) a $8.5 million decrease in accounts payable of Navios Logistics.

Accrued expenses and other liabilities decreased by $4.2 million to $103.1 million at December 31, 2015 from $107.3 million at December 31, 2014. The decrease was primarily due to (i) a $7.0 million decrease in accrued voyage expenses; (ii) a $0.3 million decrease in accrued running costs; (iii) a $0.2 million decrease in accrued payroll; (iv) a $0.2 million decrease in accrued interest; and (v) a $9.5 million decrease in accrued expenses of Navios Logistics. This decrease was partially mitigated by (i) a $8.8 million increase in claims submitted under the Navios Partners Guarantee (as defined below); (ii) a $3.9 million increase in other accrued expenses and other liabilities; and (iii) a $0.3 million increase in accrued estimated losses on uncompleted voyages.

Deferred income and cash received in advance increased by $1.1 million to $13.5 million at December 31, 2015 from $12.4 million at December 31, 2014. Deferred income primarily reflects freight and charter-out amounts collected on voyages that have not been completed and the current portion of the deferred gain from the sale of various vessels to Navios Partners to be amortized over the next year. The increase was primarily due to (i) a $0.8 million increase in deferred freight; and (ii) a $ 1.0 million increase in deferred income of Navios Logistics, partially mitigated by a $0.7 million decrease in the current portion of deferred gain from the sale of assets to Navios Partners.

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Other long term liabilities and deferred income increased by $3.4 million to $20.9 million at December 31, 2015 from $17.5 million at December 31, 2014. The increase was primarily due to (i) a $6.5 million increase in claims submitted under the Navios Partners Guarantee (as defined below); and (ii) a $0.1 million increase in other long term payables. This increase was partially offset by (i) a $1.8 million decrease in the non-current portion of deferred gain from the sale of vessels to Navios Partners; and (ii) a $1.4 million decrease in other long-term liabilities of Navios Logistics.

Cash used in investing activities for the year ended December 31, 2015 as compared to the year ended December 31, 2014:

Cash used in investing activities was $36.5 million for the year ended December 31, 2015, as compared to $244.9 million for the same period of 2014.

Cash used in investing activities for the year ended December 31, 2015 was the result of (i) $16.2 million in payments for the acquisition of common units and general partner units following Navios Partners offering in February 2015; (ii) a $6.7 million investment in Navios Europe II; (iii) $7.6 million in payments relating to deposits for the acquisition of two bulk carrier vessels delivered in January 2016; (iv) a $7.3 million loan to Navios Europe II; (v) $0.3 million in payments in other fixed assets; and (vi) $27.0 million in payments in fixed assets by Navios Logistics as follows: (a) $0.8 million in payments for the transportation and other acquisition costs of new dry barges; (b) $12.1 million in payments for the expansion of the dry port terminal; (c) $7.1 million in payments for the construction of three new pushboats; and (d) $7.0 million in payments for improvements and purchase of other fixed assets. The above were partially offset by (i) $18.2 million in dividends received from Navios Acquisition; and (ii) $10.4 million loan repayment from Navios Acquisition.

Cash used in investing activities for the year ended December 31, 2014 was the result of (i) $2.2 million used to purchase general partner units in Navios G.P. LLC, the general partner of Navios Partners (General Partner) following Navios Partners common equity offering in February 2014; (ii) $22.1 million in payments relating to deposits for the acquisition of two bulk carrier vessels delivered in January of 2016; (iii) $5.1 million ouflow relating to Navios Acquisition s long term receivable; (iv) a $4.5 million loan to Navios Europe; (v) $123.5 million in payments for the acquisition of the N Bonanza, the Navios Gem and the Navios Ray in January, June and November 2014, respectively; (vi) $10.2 million relating to the acquisition of Edolmix and Cartisur (both acquisitions of intangible assets) by Navios Logistics; (vii) $0.2 million of payments in other fixed assets; and (viii) $91.7 million of payments in fixed assets by Navios Logistics as follows: (a) $6.9 million for the construction of three new pushboats; (b) $3.7 million for the acquisition and transport of three pushboats delivered in the first quarter of 2014; (c) $52.7 million for the construction and transport of new dry barges; (d) $16.3 million for dredging works related to the expansion of the dry port in Uruguay; (e) $5.5 million in payments for the acquisition of a second-hand bunker vessel, including relocation costs; (f) $0.7 million in payments for the construction of a new conveyor belt in Nueva Palmira; and (g) $5.9 million for the purchase of other fixed assets. The above were partially offset by $14.6 million in dividends received from Navios Acquisition.

Cash (used in)/provided by financing activities for the year ended December 31, 2015 as compared to the year ended December 31, 2014:

Cash used in financing activities was $91.1 million for the year ended December 31, 2015, as compared to $248.3 million provided by financing activities for the same period of 2014.

Cash used in financing activities for the year ended December 31, 2015 was the result of (i) $36.0 million of payments performed in connection with the Company s outstanding indebtedness, of which $24.1 million related to installments for the year 2015, $6.9 million to installments for the year 2016 and $5.0 million to balloon payments due in 2019 and

2020; (ii) $6.8 million for the payment of the balance of the purchase price for two companies acquired by Navios Logistics in 2014 (both acquisitions of intangible assets), (iii) $1.5 million relating to payments for capital lease obligations; (iv) $35.4 million of dividends paid to the Company s

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stockholders; (v) a $11.1 million increase in restricted cash relating to loan repayments and security under certain credit facilities; (vi) $0.2 million in payments for the acquisition of treasury stock; and (vii) $0.1 million in payments for debt issuance cost, in relation to the acquisition of two bulk carrier vessels delivered in January 2016.

Cash provided by financing activities for the year ended December 31, 2014 was the result of (i) $163.6 million net proceeds following the sale of the Series G on January 28, 2014 and Series H on July 8, 2014; (ii) $3.5 million contribution of noncontrolling shareholders for the acquisition of the N Bonanza; (iii) $0.6 million in proceeds from the exercise of options to purchase common stock; (iv) $71.0 million of loan proceeds (net of $1.2 million finance fees) for financing the acquisition of the N Bonanza, the Navios Gem and the Navios Ray; and (v) $365.7 million of proceeds from the issuance of the 2022 Logistics Senior Notes in April 2014 (net of $9.3 million finance fees). This was partially offset by: (i) $20.8 million of installments paid in connection with the Company s outstanding indebtedness; (ii) $290.0 million repayment of the 2019 Logistics Senior Notes (as defined herein); (iii) $32.7 million of dividends paid to the Company s stockholders; (iv) $10.9 million relating to payments for the acquisition of the noncontrolling interest in Navios Asia; (v) $1.4 million relating to payments for capital lease obligations; and (vi) $0.3 million increase in restricted cash relating to loan repayments.

Cash provided by operating activities for the year ended December 31, 2014 as compared to the year ended December 31, 2013:

Net cash provided by operating activities decreased by $3.4 million to $56.3 million for the year ended December 31, 2014, as compared to $59.7 million for the year ended December 31, 2013. In determining net cash provided by operating activities, net loss is adjusted for the gain on sale of assets and effects of certain non-cash items including depreciation and amortization, deferred taxes and unrealized gains and losses on derivatives which may be analyzed in detail as follows:

(in thousands of U.S. dollars)	Year Ended December 31, 2014	Year Ended December 31, 2013
Net loss	$ (62,064)	$ (105,291)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	104,690	98,124
Amortization and write-off of deferred financing costs	4,061	5,384
Amortization of deferred drydock and special survey costs	12,263	9,581
Provision for losses on accounts receivable	792	630
Unrealized loss on FFA derivatives		69
Share based compensation	7,719	5,021
Gain on sale of assets		(18)
Loss on bond and debt extinguishment	4,786	12,142
Income tax expense/(benefit)	84	(4,260)
Realized holding loss on investments in-available-for-sale-securities	11,553	
Equity in affiliates, net of dividends received	(22,179)	19,781

Net loss adjusted for non-cash items	**$ 61,705**	**$ 41,163**

Accounts receivable, net, decreased by $0.6 million, from $86.2 million at December 31, 2013 to $85.6 million at December 31, 2014. The decrease was primarily due to (i) a $7.5 million decrease in accounts

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receivable from charterers and other receivables; and (ii) a $0.9 million decrease in accrued voyage income in dry bulk operations business. This decrease was partially offset by a $7.8 million increase in accounts receivable of Navios Logistics mainly attributable to higher sales of products close to year end.

Amounts due from affiliate companies, including current and non-current portion, increased by $24.0 million from $13.5 million for the year ended December 31, 2013 to $37.5 million for the year ended December 31, 2014. This increase was due to (i) a $20.1 million increase in management and administrative fees, other expenses and reimbursement for drydocking costs receivable from Navios Acquisition; (ii) a $1.1 million increase in management and administrative fees, other expenses and reimbursement for drydocking costs receivable from Navios Partners; (iii) a $2.7 million increase in management fees, loans interest and other expenses receivable from Navios Europe; and (iv) a $0.1 million increase in accounts receivable from Navios Midstream.

Inventories increased by $5.9 million, from $26.6 million at December 31, 2013 to $32.5 million at December 31, 2014. The increase was primarily due to (i) a $3.5 million increase in inventories of Navios Logistics mainly attributable to an increase in petroleum products inventories in the liquid port; and (ii) a $2.4 million increase in inventories on board of our dry bulk vessels.

Prepaid expenses and other current assets decreased by $7.3 million, from $29.0 million at December 31, 2013 to $21.7 million at December 31, 2014. The decrease was primarily due to (i) a $5.5 million decrease in accounts receivable claims; (ii) a $2.8 million decrease in prepaid voyage and operating costs; and (iii) a $0.9 million decrease in prepaid taxes and advances to agents. This decrease was partially offset by (i) a $0.1 million increase in other assets; and (ii) a $1.8 million increase in prepaid expenses and other current assets of Navios Logistics mainly attributable to an increase in accounts receivable claims.

Other long term assets increased by $1.5 million, from $5.5 million at December 31, 2013 to $7.0 million at December 31, 2014. The increase was primarily due to a $2.7 million increase in long-term receivables from charterers, which was partially offset by a $1.2 million decrease in other long-term assets of Navios Logistics.

Accounts payable increased by $2.1 million, from $51.7 million at December 31, 2013 to $53.8 million at December 31, 2014. The increase was primarily due to (i) a $11.2 million increase in accounts payable of Navios Logistics; (ii) a $2.5 million increase in accounts payable to bunkers and lubricants suppliers; (iii) a $0.9 million increase in accounts payable relating to utilities and other service providers, repairers and legal, audit and consulting services; and (iv) a $0.9 million increase in accounts payable relating to brokers and other accounts payable. This increase was partially offset by (i) a $3.3 million decrease in accounts payable to headowners; (ii) a $2.9 million decrease in accounts payable to suppliers; and (iii) a $7.2 million decrease in accounts payable to insurers.

Accrued expenses and other liabilities increased by $43.1 million to $107.3 million at December 31, 2014 from $64.2 million at December 31, 2013. The increase was primarily due to (i) a $17.8 million increase in accrued interest; (ii) a $9.7 million increase in accrued running costs; (iii) a $3.1 million increase in accrued dividends; (iv) a $1.6 million increase in accrued voyage expenses; (v) a $1.1 million increase in accrued estimated losses on uncompleted voyages; (vi) a $1.7 million increase in accrued payroll; (vii) a $1.6 million increase in other accrued expenses and other liabilities; and (viii) a $6.5 million increase in accrued expenses of Navios Logistics.

Deferred income and cash received in advance decreased by $0.8 million to $12.4 million at December 31, 2014 from $13.2 million at December 31, 2013. Deferred income primarily reflects freight and charter-out amounts collected on voyages that have not been completed and the current portion of the deferred gain from the sale of various vessels to Navios Partners to be amortized over the next year. The decrease was primarily due to (i) a $1.4 million decrease in the current portion of deferred gain from the sale of assets to

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Navios Partners; and (ii) a $4.7 million decrease in deferred freight. This decrease was partially offset by a $5.3 million increase in deferred income of Navios Logistics.

Other long term liabilities and deferred income decreased by $7.7 million to $17.5 million at December 31, 2014 from $25.2 million at December 31, 2013. The decrease was primarily due to (i) a $3.9 million decrease in the non-current portion of deferred gain from the sale of vessels to Navios Partners; and (ii) a $4.0 million decrease in other long-term liabilities of Navios Logistics mainly due to the repayment of installments for the acquisition of the chartered-in fleet. This decrease was partially offset by a $0.2 million increase in other long term payables.

Cash used in investing activities for the year ended December 31, 2014 as compared to the year ended December 31, 2013:

Cash used in investing activities was $244.9 million for the year ended December 31, 2014, as compared to $258.6 million for the same period of 2013.

Cash used in investing activities for the year ended December 31, 2014 was the result of (i) $2.2 million used to purchase general partner units in the General Partner following Navios Partners common equity offering in February 2014; (ii) $22.1 million in payments relating to deposits for the acquisition of two bulk carrier vessels delivered in January of 2016; (iii) $5.1 million ouflow relating to Navios Acquisition s long term receivable; (iv) a $4.5 million loan to Navios Europe; (v) $123.5 million in payments for the acquisition of the N Bonanza, the Navios Gem and the Navios Ray in January, June and November 2014, respectively; (vi) $10.2 million relating to the acquisition of Edolmix and Cartisur (both acquisitions of intangible assets) by Navios Logistics; (vii) $0.2 million of payments in other fixed assets; and (viii) $91.7 million of payments in fixed assets by Navios Logistics as follows: (a) $6.9 million for the construction of three new pushboats; (b) $3.7 million for the acquisition and transport of three pushboats delivered in the first quarter of 2014; (c) $52.7 million for the construction and transport of new dry barges; (d) $16.3 million for dredging works related to the expansion of the dry port in Uruguay; (e) $5.5 million in payments for the acquisition of a second-hand bunker vessel, including relocation costs; (f) $0.7 million in payments for the construction of a new conveyor belt in Nueva Palmira; and (g) $5.9 million for the purchase of other fixed assets. The above were partially offset by $14.6 million in dividends received from Navios Acquisition.

Cash used in investing activities for the year ended December 31, 2013 was the result of (i) $167.9 million in payments relating to (a) $3.2 million used to purchase general partner units following a Navios Partners common equity offerings; (b) $160.0 million relating to the acquisition of Navios Acquisition shares as part of its February, May and September 2013 equity offerings; and (c) $4.7 million investment in Navios Europe; (ii) $2.1 million relating to the acquisition of port terminal operating rights; (iii) $85.7 million in payments relating to the acquisition of four Panamax vessels (Navios Galileo, Navios Taurus, Navios Amitie and Navios Northern Star) during the third quarter of 2013, and the acquisition of N Amalthia in October 2013; (iv) $60.2 million of payments in other fixed assets mainly relating to amounts paid by Navios Logistics (a) for the construction of a new conveyor belt in Nueva Palmira; (b) the construction of two new tank barges; and (c) the purchase of other fixed assets; and (v) $2.7 million loan to Navios Europe. The above was partially offset by (i) a $35.0 million loan repayment from Navios Acquisition; (ii) a $14.9 million inflow relating to Navios Acquisition s long-term receivable; and (iii) $10.1 million in dividends received from Navios Acquisition.

Cash provided by financing activities for the year ended December 31, 2014 as compared to the year ended December 31, 2013:

Cash provided by financing activities was $248.3 million for the year ended December 31, 2014, as compared to $128.8 million for the same period of 2013.

Cash provided by financing activities for the year ended December 31, 2014 was the result of (i) $163.6 million net proceeds following the sale of the Series G on January 28, 2014 and Series H on July 8,

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2014; (ii) $3.5 million contribution of noncontrolling shareholders for the acquisition of the N Bonanza; (iii) $0.6 million in proceeds from the exercise of options to purchase common stock; (iv) $71.0 million of loan proceeds (net of $1.2 million finance fees) for financing the acquisition of the N Bonanza, the Navios Gem and the Navios Ray; and (v) $365.7 million of proceeds from the issuance of the 2022 Logistics Senior Notes in April 2014 (net of $9.3 million finance fees). This was partially offset by: (i) $20.8 million of installments paid in connection with the Company s outstanding indebtedness; (ii) $290.0 million repayment of the 2019 Logistics Senior Notes (as defined herein); (iii) $32.7 million of dividends paid to the Company s stockholders; (iv) $10.9 million relating to payments for the acquisition of the noncontrolling interest in Navios Asia; (v) $1.4 million relating to payments for capital lease obligations; and (vi) $0.3 million increase in restricted cash relating to loan repayments.

Cash provided by financing activities for the year ended December 31, 2013 was the result of (i) $90.2 million of proceeds (net of $3.2 million finance fees) from the Additional 2019 Logistics Senior Notes (as defined herein) issued in March 2013; (ii) $635.3 million of proceeds (net of $14.7 million finance fees) from the 2022 Notes issued in November 2013; (iii) a $22.2 million movement in restricted cash relating to loan repayments; (iv) $50.4 million of loan proceeds (net of $0.9 million finance fees) for financing the acquisition of five Panamax vessels (Navios Galileo, Navios Taurus, Navios Amitie, Navios Northern Star and N Amalthia); (v) $0.6 million of proceeds from the exercise of options to purchase common stock; and (vi) $3.9 million contribution of noncontrolling shareholders for the acquisition of N Amalthia. This was partially offset by (i) $157.2 million of installments paid in connection with the Company s outstanding indebtedness; (ii) $488.0 million full repayment of the 2017 Notes (as defined herein); (iii) $1.4 million relating to payments for capital lease obligations; (iv) $0.8 million for acquisition of noncontrolling interest relating to Navios Logistics; and (v) $26.4 million of dividends paid to the Company s stockholders.

Adjusted EBITDA: EBITDA represents net income/(loss) attributable to Navios Holdings common stockholders before interest and finance costs before depreciation and amortization and income taxes. Adjusted EBITDA in this document represents EBITDA before stock-based compensation. Navios Holdings believes that Adjusted EBITDA is a basis upon which liquidity can be assessed and represents useful information to investors regarding Navios Holdings ability to service and/or incur indebtedness, pay capital expenditures, meet working capital requirements and pay dividends. Navios Holdings also believes that Adjusted EBITDA is used (i) by prospective and current lessors as well as potential lenders to evaluate potential transactions; and (ii) to evaluate and price potential acquisition candidates.

Adjusted EBITDA has limitations as an analytical tool, and therefore, should not be considered in isolation or as a substitute for the analysis of Navios Holdings results as reported under U.S. GAAP. Some of these limitations are: (i) Adjusted EBITDA does not reflect changes in, or cash requirements for, working capital needs; and (ii) although depreciation and amortization are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future. Adjusted EBITDA does not reflect any cash requirements for such capital expenditures. Because of these limitations, among others, Adjusted EBITDA should not be considered as a principal indicator of Navios Holdings performance. Furthermore, our calculation of Adjusted EBITDA may not be comparable to that reported by other companies due to differences in methods of calculation.

For a reconciliation of cash flows from operating activities to Adjusted EBITDA refer to Item 3. Key Information- A. Selected Financial Data.

Adjusted EBITDA for the years ended December 31, 2015 and 2014 was $112.8 million and $176.7 million, respectively. The $63.9 million decrease in Adjusted EBITDA was primarily due to (i) a $88.2 million decrease in revenue; (ii) a $10.7 million decrease in other income; (iii) a $10.4 million increase in other expenses; and (iv) a $13.9 million increase in net income attributable to the noncontrolling interest. This overall decrease of $123.2 million was partially mitigated by (i) a $15.4 million decrease in time charter, voyage and logistics business expenses; (ii) a $2.9 million decrease in direct vessel expenses (excluding the amortization of deferred drydock and special survey costs);

(iii) a $9.3 million decrease in general and administrative expenses

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(excluding share-based compensation expenses); (iv) a $0.7 million decrease in provision for losses on accounts receivable; (v) a $3.7 million increase in equity in net earnings from affiliated companies; and (vi) a $27.3 million decrease in loss on bond and debt extinguishment.

Adjusted EBITDA for the years ended December 31, 2014 and 2013 was $176.7 million and $107.9 million, respectively. The $68.8 million increase in Adjusted EBITDA was primarily due to (i) a $56.7 million increase in revenue; (ii) a $38.5 million increase in equity in net earnings from affiliated companies; (iii) a $9.7 million increase in loss attributable to the noncontrolling interest; (iv) a $9.8 million decrease in loss on bond and debt extinguishment; (v) a $1.7 million decrease in general and administrative expenses (excluding share-based compensation expenses); and (vi) a $0.3 million decrease in losses on derivatives. This overall increase of $116.7 million was partially mitigated by (i) a $13.3 million increase in direct vessel expenses (excluding the amortization of deferred drydock and special survey costs); (ii) a $18.9 million increase in time charter, voyage and logistics business expenses; (iii) a $14.1 million increase in other expenses; (iv) a $1.4 million decrease in other income; and (v) a $0.2 million increase in provision for losses on accounts receivable.

Long-Term Debt Obligations and Credit Arrangements:

Navios Holdings loans

Senior Notes

On January 28, 2011, the Company and its wholly owned subsidiary, Navios Maritime Finance II (US) Inc. (together with the Company, the 2019 Co-Issuers) completed the sale of $350.0 million of 8.125% Senior Notes due 2019 (the 2019 Notes).

The 2019 Notes are fully and unconditionally guaranteed, jointly and severally and on an unsecured senior basis, by all of the Company s subsidiaries, other than Navios Maritime Finance II (US) Inc., Navios Maritime Finance (US) Inc., Navios Logistics and its subsidiaries and Navios GP L.L.C. 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 when a subsidiary is sold or all of the assets of the subsidiary are sold, the capital stock is sold, when the subsidiary is designated as an unrestricted subsidiary for purposes of the indenture, upon liquidation or dissolution of the subsidiary or upon legal or covenant defeasance or satisfaction and discharge of the 2019 Notes. The 2019 Co-Issuers have the option to redeem the 2019 Notes in whole or in part, at a fixed price of 104.063% of the principal amount, which price declines ratably until it reaches par in 2017, plus accrued and unpaid interest, if any. In addition, upon the occurrence of certain change of control events, the holders of the 2019 Notes will have the right to require the 2019 Co-Issuers to repurchase some or all of the 2019 Notes at 101% of their face amount, plus accrued and unpaid interest to the repurchase date.

The 2019 Notes contain 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 in transactions with affiliates, merging or consolidating or selling all or substantially all of the 2019 Co-Issuers properties and assets and creation or designation of restricted subsidiaries. The 2019 Co-Issuers were in compliance with the covenants as of December 31, 2015.

Ship Mortgage Notes

In November 2009, the Company and its wholly-owned subsidiary, Navios Maritime Finance (US) Inc. (together, the Mortgage Notes Co-Issuers) issued $400.0 million of first priority ship mortgage notes due on November 1, 2017 at a fixed rate of 8.875% (the 2017 Notes). In July 2012, the Mortgage Notes Co-Issuers issued an additional $88.0 million of the 2017 Notes at par value. On November 29, 2013, Navios Holdings completed the sale of $650.0 million of its 7.375% First Priority Ship Mortgage Notes due 2022 (the 2022 Notes). The net proceeds of the offering of the 2022 Notes have been used: (i) to repay, in full, the 2017 Notes;

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and (ii) to repay in full indebtedness of $123.3 million relating to six vessels added as collateral under the 2022 Notes. The remainder has been used for general corporate purposes. The effect of this transaction was the recognition of a $37.1 million loss in the consolidated statement of comprehensive (loss)/income under Loss on bond and debt extinguishment .

The 2022 Notes are senior obligations of Navios Holdings and Navios Maritime Finance II (US) Inc. (the 2022 Co-Issuers) and are secured by first priority ship mortgages on 23 dry bulk vessels owned by certain subsidiary guarantors and certain other associated property and contract rights. The 2022 Notes are unregistered and fully and unconditionally guaranteed, jointly and severally by all of the Company s direct and indirect subsidiaries that guarantee the 2019 Notes and Navios Maritime Finance II (US) Inc. The guarantees of the Company s subsidiaries that own mortgaged vessels are senior secured guarantees and the guarantees of the Company s subsidiaries that do not own mortgaged vessels are senior unsecured guarantees. In addition, the 2022 Co-Issuers have the option to redeem the 2022 Notes in whole or in part, at any time (i) before January 15, 2017, at a redemption price equal to 100% of the principal amount plus a make whole price which is based on a formula calculated using a discount rate of treasury bonds plus 50 basis points, and (ii) on or after January 15, 2017, at a fixed price of 105.531%, which price declines ratably until it reaches par in 2020.

Furthermore, upon occurrence of certain change of control events, the holders of the 2022 Notes may require the 2022 Co-Issuers to repurchase some or all of the notes at 101% of their face amount. The 2022 Notes contain 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 certain transactions with affiliates, merging or consolidating or selling all or substantially all of the 2022 Co-Issuers properties and assets and creation or designation of restricted subsidiaries. The 2022 Co-Issuers were in compliance with the covenants as of December 31, 2015.

Secured Credit Facilities

The majority of the Company s senior secured credit facilities include maintenance covenants, including (i) loan-to-value ratio covenants, based on either charter-adjusted valuations, or charter-free valuations, (ii) minimum liquidity and (iii) net total debt divided by total assets, as defined in each senior secured credit facility. As of December 31, 2015, the Company and its subsidiaries were in compliance with all of the covenants under each of its credit facilities outlined below.

HSH/Commerzbank Facility: In February 2007, Navios Holdings entered into a secured loan facility with HSH Nordbank and Commerzbank AG. The facility was initially composed of a $280.0 million term loan facility and a $120.0 million reducing revolving facility. The interest rate of the loan facility was based on a margin ranging from 115 basis points to 175 basis points depending on the specified security value.

On November 29, 2013, the Company repaid the loan and revolving credit facility in full using a portion of the proceeds of the 2022 Notes issued in November 2013.

Credit Agricole (formerly Emporiki) Facilities: In December 2012, the Emporiki Bank of Greece s facilities were transferred to Credit Agricole Corporate and Investment Bank.

In September 2010, Navios Holdings entered into a facility agreement with Emporiki Bank of Greece for an amount of up to $40.0 million in order to partially finance the construction of Navios Azimuth. As of December 31, 2015, the outstanding amount under the loan facility was repayable in 11 semi-annual equal installments of $1.2 million with a final balloon payment of $8.0 million on the last payment date. The loan bears interest at a rate of LIBOR plus 275

basis points. The loan facility requires compliance with certain financial covenants. In December 2015, Navios Azimuth was added as collateral to the Navios Asia facility. As of December 31, 2015, the outstanding amount under this facility was $21.3 million.

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In August 2009, Navios Holdings entered into a facility agreement with Emporiki Bank of Greece for an amount of up to $75.0 million to partially finance the acquisition costs of two Capesize vessels. The loan bore interest at a rate of LIBOR plus 175 basis points. On November 29, 2013, the Company repaid the loan in full using a portion of the proceeds of the 2022 Notes.

In August 2011, Navios Holdings entered into a facility agreement with Emporiki Bank of Greece for an amount of up to $23.0 million in order to partially finance the construction of one newbuilding bulk carrier. As of December 31, 2015, the facility is repayable in 13 semi-annual equal installments of $0.7 million, with a final balloon payment of $7.3 million on the last payment date. The loan bears interest at a rate of LIBOR plus 275 basis points. The loan facility requires compliance with certain covenants. As of December 31, 2015, the outstanding amount under this facility was $16.1 million.

In December 2011, Navios Holdings entered into a facility agreement with Emporiki Bank of Greece for an amount of up to $23.0 million in order to partially finance the construction of one newbuilding bulk carrier. As of December 31, 2015, the outstanding amount under the loan facility was repayable in 13 semi-annual equal installments of $0.7 million after the drawdown date, with a final balloon payment of $7.5 million on the last payment date. The loan bears interest at a rate of LIBOR plus 325 basis points. The loan facility requires compliance with certain covenants. As of December 31, 2015, the outstanding amount under this facility was $16.6 million.

On December 20, 2013, Navios Asia entered into a facility with Credit Agricole Corporate and Investment Bank for an amount of up to $22.5 million in two equal tranches, in order to finance the acquisition of the N Amalthia, which was delivered in October 2013, and the N Bonanza, which was delivered in January 2014. The two tranches bear interest at a rate of LIBOR plus 300 basis points. Each tranche is repayable in ten equal semi-annual installments of $0.6 million, with a final balloon payment of $5.6 million on the last repayment date. The loan facility requires compliance with certain financial covenants. As of December 31, 2015, the outstanding amount of the loan was $18.6 million.

DNB Facilities: In August 2010, Navios Holdings entered into a facility agreement with DNB NOR BANK ASA for an amount of up to $40.0 million in order to partially finance the construction of one Capesize bulk carrier. The loan bore interest at a rate of LIBOR plus 275 basis points. On November 29, 2013, the Company repaid the loan in full using a portion of the proceeds of the 2022 Notes.

Commerzbank Facility: In June 2009, Navios Holdings entered into a facility agreement for an amount of up to $240.0 million (divided into four tranches of $60.0 million) with Commerzbank AG in order to partially finance the acquisition of a Capesize vessel and the construction of three Capesize vessels. Following the delivery of two Capesize vessels, Navios Holdings cancelled two of the four tranches and in October 2010 fully repaid their outstanding loan balances of $53.6 million and $54.5 million, respectively. As of December 31, 2015, the third tranche of the facility is repayable in 10 quarterly installments of $0.9 million, with a final balloon payment of $9.1 million on the last payment date; and the fourth tranche of the facility is repayable in 16 quarterly installments of $0.8 million, with a final balloon payment of $9.1 million on the last payment date. The loan bears interest at a rate based on a margin of 225 basis points. The loan facility requires compliance with certain covenants. As of December 31, 2015, the outstanding amount was $40.5 million.

DVB Bank SE Facilities: On March 23, 2012, Navios Holdings entered into a facility agreement with a syndicate of banks led by DVB Bank SE for an amount of up to $42.0 million in two tranches: (i) the first tranche is for an amount of up to $26.0 million in order to finance the acquisition of Navios Serenity; and (ii) the second tranche is for an amount of up to $16.0 million to refinance the Navios Astra loan facility with Cyprus Popular Bank Public Co. Ltd. The two tranches bear interest at a rate of LIBOR plus 285 and 360 basis points, respectively. On June 27, 2014,

Navios Holdings refinanced the existing facility, entering into a new tranche for an amount of $30.0 million in order to finance the acquisition of the Navios Gem, which was delivered in June 2014. The new tranche bears interest at a rate of LIBOR plus 275 basis points. As of December 31, 2015, the first tranche is repayable in 17 quarterly installments of $0.4 million, with a final balloon payment of $14.4 million on

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the last repayment date, the second tranche is repayable in 18 quarterly installments of $0.3 million, with a final balloon payment of $6.3 million on the last repayment date and the third tranche is repayable in 18 quarterly installments of $0.5 million, with a final balloon payment of $18.8 million on the last repayment date. On January 28, 2016, Navios Holdings prepaid the installments due in 2016, amounting to $4.1 million. The loan facility requires compliance with certain financial covenants, which have been amended to exclude Navios Serenity until December 31, 2016 in the loan-to-value ratio covenants. As of December 31, 2015, the total outstanding amount was $58.9 million.

In September 2013, Navios Holdings entered into a facility agreement with DVB Bank SE for an amount of up to $40.0 million in order to finance the acquisition of four Panamax vessels, delivered in August and September 2013. The facility bears interest at a rate of LIBOR plus 325 basis points. As of December 31, 2015, the facility is repayable in 12 quarterly installments of $1.0 million, with a final balloon payment of $20.0 million payable on the last repayment date. The loan facility requires compliance with certain financial covenants. In December 2015, Navios Sphera and Navios Mars were added as collateral to this facility, and certain financial covenants were tested upon delivery of the two vessels. As of December 31, 2015, the outstanding amount was $32.0 million.

In January 2016, Navios Holdings entered into a facility agreement with DVB Bank SE for an amount of up to $41.0 million, to be drawn in two tranches, to finance the acquisition of Navios Mars and Navios Sphera. The facility bears interest at a rate of LIBOR plus 255 basis points. The first tranche is repayable in eight quarterly installments of $0.5 million each, followed by 16 quarterly (except in respect of the last such installment) installments of $0.4 million each, and a final balloon payment of $15.0 million on the last payment day. The second tranche is repayable in eight quarterly installments of approximately $0.4 million each, followed by 16 quarterly (except in respect of the last such installment) installments of $0.2 million each, and a final balloon payment of $9.2 million on the last payment day. The loan facility also requires compliance with certain covenants.

Alpha Bank A.E.: On November 6, 2014, Navios Holdings entered into a facility agreement with Alpha Bank A.E. for an amount of $31.0 million in order to finance part of the acquisition of a 2012-built 179,515 dwt Capesize vessel. The loan bears interest at a rate of LIBOR plus 300 basis points. As of December 31, 2015, the facility is repayable in 28 quarterly installments of $0.4 million, with a final balloon payment of $16.6 million on the last repayment date. On January 13, 2016, Navios Holdings prepaid the installments due in 2016, amounting to $1.8 million. The loan facility requires compliance with certain financial covenants, of which the loan-to-value ratio will be tested on December 31, 2016. As of December 31, 2015, the outstanding amount was $29.2 million.

The facilities are secured by first priority mortgages on certain of Navios Holdings vessels and other collateral.

The credit facilities contain a number of restrictive covenants that limit Navios Holdings and/or certain of its subsidiaries from, among other things: incurring or guaranteeing indebtedness; entering into affiliate transactions; charging, pledging or encumbering the vessels securing such facilities; changing the flag, class, management or ownership of certain Navios Holdings vessels; changing the commercial and technical management of certain Navios Holdings vessels; selling or changing the ownership of certain Navios Holdings vessels; and subordinating the obligations under the credit facilities to any general and administrative costs relating to the vessels. The credit facilities also require the vessels to comply with the ISM Code and ISPS Code and to maintain valid safety management certificates and documents of compliance at all times. Additionally, the credit facilities require compliance with the covenants contained in the indentures governing the 2019 Notes and the 2022 Notes. Among other events, it will be an event of default under the credit facilities if the financial covenants are not complied with or if Angeliki Frangou and her affiliates, together, own less than 20% of the outstanding share capital of Navios Holdings.

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Navios Logistics loans

2019 Logistics Senior Notes

On April 12, 2011, Navios Logistics and its wholly-owned subsidiary Navios Logistics Finance (US) Inc. (Logistics Finance and, together, the Logistics Co-Issuers) issued $200.0 million in aggregate principal amount of senior notes due on April 15, 2019 at a fixed rate of 9.25% (the Existing 2019 Logistics Senior Notes). On March 12, 2013, the Logistics Co-Issuers issued $90.0 million in aggregate principal amount of 9.25% Logistics Senior Notes due 2019 (the Additional 2019 Logistics Senior Notes , and together with the Existing 2019 Logistics Senior Notes, the 2019 Logistics Senior Notes) at a premium, with a price of 103.750%.

On May 5, 2014, the Logistics Co-Issuers completed a cash tender offer (the Tender Offer) and related solicitation of consents for certain proposed amendments to the indenture governing the 2019 Logistics Senior Notes, for any and all of their outstanding 2019 Logistics Senior Notes. After the purchase by the Logistics Co-Issuers of all of the 2019 Logistics Senior Notes validly tendered and not validly withdrawn prior to the consent payment deadline, the Logistics Co-Issuers redeemed for cash all the 2019 Logistics Senior Notes that remained outstanding after the completion of the Tender Offer, plus accrued and unpaid interest to, but not including, the redemption date. The effect of this transaction was the recognition of a $27.3 million loss in the consolidated statement of comprehensive loss under Loss on bond and debt extinguishment .

2022 Logistics Senior Notes

On April 22, 2014, the Logistics Co-Issuers completed the sale of $375.0 million in aggregate principal amount of the 2022 Logistics Senior Notes at a fixed rate of 7.25%. The net proceeds from the sale of 2022 Logistics Senior Notes were partially used to redeem any and all of 2019 Logistics Senior Notes and pay related transaction fees and expenses. The 2022 Logistics Senior Notes are unregistered and 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 S.A. (Terra Norte), which are deemed to be immaterial, and Logistics Finance, which is the co-issuer of the 2022 Logistics 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 Logistics Senior Notes.

The Logistics Co-Issuers have the option to redeem the 2022 Logistics Senior Notes in whole or in part, at their option, at any time (i) before May 1, 2017, at a redemption price equal to 100% of the principal amount plus the applicable make-whole premium plus accrued and unpaid interest, if any, to the redemption date and (ii) on or after May 1, 2017, at a fixed price of 105.438%, which price declines ratably until it reaches par in 2020. At any time before May 1, 2017, the Logistics Co-Issuers may redeem up to 35% of the aggregate principal amount of the 2022 Logistics Senior Notes with the net proceeds of an equity offering at 107.250% of the principal amount of the 2022 Logistics Senior Notes, plus accrued and unpaid interest, if any, to the redemption date so long as at least 65% of the originally issued aggregate principal amount of the 2022 Logistics Senior Notes remains outstanding after such redemption. In addition, upon the occurrence of certain change of control events, the holders of the 2022 Logistics Senior Notes will have the right to require the Logistics Co-Issuers to repurchase some or all of the 2022 Logistics Senior Notes at 101% of their face amount, plus accrued and unpaid interest to the repurchase date.

The indenture governing the 2022 Logistics Senior Notes contains covenants which, among other things, limit the incurrence of additional indebtedness, issuance of certain preferred stock, the payment of dividends in excess of 6% per annum of the net proceeds received by or contributed to Navios Logistics in or

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from any public offering, 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 Logistics Senior Notes include customary events of default, including failure to pay principal and interest on the 2022 Logistics Senior Notes, a failure to comply with covenants, a failure by Navios Logistics or any significant subsidiary or any group of restricted subsidiaries that, taken together, would constitute a significant subsidiary to pay material judgments or indebtedness and bankruptcy and insolvency events with respect to us or any significant subsidiary or any group of restricted subsidiaries that, taken together, would constitute a significant subsidiary.

As of December 31, 2015, all subsidiaries, including Logistics Finance, Horamar do Brasil, Naviera Alto Parana and Terra Norte are 100% owned. Logistics Finance, Horamar do Brasil, Naviera Alto Parana and Terra Norte do not have any independent assets or operations.

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 Logistics 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.

The Logistics Co-Issuers were in compliance with the covenants as of December 31, 2015.

Other indebtedness

In connection with the acquisition of Hidronave on October 29, 2009, Navios Logistics assumed a $0.8 million loan facility that was entered into by Hidronave in 2001, in order to finance the construction of the pushboat Nazira. As of December 31, 2015, the outstanding loan balance was $0.4 million. The loan facility bears interest at a fixed rate of 600 basis points. The loan is repayable in monthly installments of $5,740 each and the final repayment must occur prior to August 10, 2021. The loan also requires compliance with certain covenants.

During the year ended December 31, 2015, the Company paid $36.0 million, of which $24.1 million related to installments for the year 2015, $6.9 million to installments for the year 2016 and $5.0 million to balloon payments due in 2019 and 2020.

The annual weighted average interest rates of the Company s total borrowings were 6.98%, 7.18% and 7.75% for the year ended December 31, 2015, 2014 and 2013, respectively.

The maturity table below reflects the principal payments for the next five years and thereafter of all borrowings of Navios Holdings (including Navios Logistics) outstanding as of December 31, 2015, based on the repayment schedules of the respective loan facilities and the outstanding amount due under the debt securities.

Year	Amount in millions of U.S. dollars
2016	$ 17.7

2017	24.6
2018	50.2
2019	381.9
2020	60.9
2021 and thereafter	1,073.2
Total	**$ 1,608.5**

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Working Capital Position: On December 31, 2015, Navios Holdings current assets totaled $303.0 million, while current liabilities totaled $226.9 million, resulting in a positive working capital position of $76.1 million. Navios Holdings cash forecast indicates that it will generate sufficient cash during 2016 to make the required principal and interest payments on its indebtedness, provide for the normal working capital requirements of the business and remain in a positive working capital position during 2016.

While projections indicate that existing cash balances and operating cash flows will be sufficient to service the existing indebtedness, Navios Holdings continues to review its cash flows with a view toward increasing working capital.

Capital Expenditures: On January 26, 2014, Navios Holdings entered into agreements to purchase two bulk carrier vessels, one 84,872 dwt Panamax vessel and one 181,259 dwt Capesize vessel, to be built in Japan. The vessels acquisition prices were $31.8 million and $52.0 million, respectively, and were delivered in January 2016. As of December 31, 2015 and 2014, Navios Holdings had paid deposits for both vessels totaling $29.7 million and $22.1 million, respectively. The remaining purchase price of $58.7 million was financed with a $39.9 million loan and the balance with available cash.

On January 27, 2014, Navios Asia took delivery of the N Bonanza, a 2006-built 76,596 dwt bulk carrier vessel for a purchase price of $17.6 million, of which $2.9 million was paid from the Company s cash, $3.5 million from the noncontrolling shareholders cash and $11.3 million was financed through a loan.

On June 4, 2014, Navios Holdings took delivery of the Navios Gem, a 2014-built 181,336 dwt Capesize vessel for a purchase price of $54.4 million, of which $24.4 million was paid in cash and $30.0 million was financed through a loan.

On November 24, 2014, Navios Holdings took delivery of the Navios Ray, a 2012-built 179,515 dwt Capesize vessel for a purchase price of $51.5 million, of which $20.5 million was paid in cash and $31.0 million was financed through a loan.

Navios Logistics

On December 15, 2014, Navios Logistics acquired two companies for a total consideration of $17.0 million. These companies, as free zone direct users, hold the right to occupy approximately 53 acres of undeveloped riverfront land located in the Nueva Palmira free zone in Uruguay, adjacent to Navios Logistics existing port. On September 15, 2015, the Company paid $6.8 million, representing the balance of the purchase price for this acquisition.

On June 30, 2015, Navios Logistics entered into an agreement for the restructuring of its capital leases for the Ferni H and the San San H, by extending their duration until January 2020 and April 2020, respectively, and amending the purchase price obligation to $5.3 million and $5.2 million, respectively, payable at the end of the extended period. As of December 31, 2015, the obligations for these vessels were accounted for as capital leases and the lease payments during the year ended December 31, 2015 were $1.5 million.

On February 11, 2014, Navios Logistics entered into an agreement for the construction of three new pushboats with a purchase price of $7.6 million for each pushboat. As of December 31, 2015, Navios Logistics had paid $14.8 million related to the construction of the new pushboats, which are expected to be delivered in the second quarter of 2016.

As of December 31, 2015, Navios Logistics paid $29.5 million relating to the expansion of its dry port terminal in Uruguay.

Refer also to Item 5F. Contractual Obligations as at December 31, 2015 .

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Concentration of Credit Risk:

Accounts receivable

Concentrations of credit risk with respect to accounts receivables are limited due to Navios Holdings large number of customers, who are internationally dispersed and have a variety of end markets in which they sell. Due to these factors, management believes that no additional credit risk beyond amounts provided for collection losses is inherent in Navios Holdings trade receivables. For the year ended December 31, 2015, one customer accounted for 15.1% of the Company s revenue. For the year ended December 31, 2014, one customer accounted for 11.9% of the Company s revenue and for the year ended December 31, 2013, none of the Company s customers accounted for more than 10% of the Company s revenue.

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. Navios Holdings does maintain cash deposits in excess of government-provided insurance limits. Navios Holdings also reduces exposure to credit risk by dealing with a diversified group of major financial institutions.

Effects of Inflation:

Navios Holdings does not consider inflation to be a significant risk to the cost of doing business in the foreseeable future. Inflation has a moderate impact on operating expenses, drydocking expenses and corporate overhead.

C. Research and development, patents and licenses, etc.

Not applicable.

D. Trend information

Our results of operations depend primarily on the charter hire rates that we are able to realize for our vessels, which depend on the demand and supply dynamics characterizing the dry bulk market at any given time. For other trends affecting our business, please see other discussions in Item 5. Operating and Financial Review and Prospects .

E. Off-Balance Sheet Arrangements

Charter hire payments to third parties for chartered-in vessels are treated as operating leases for accounting purposes. Navios Holdings is also committed to making rental payments under operating leases for its office premises. Future minimum rental payments under Navios Holdings non-cancelable operating leases are included in the contractual obligations schedule below. As of December 31, 2015, Navios Holdings was contingently liable for letters of guarantee and letters of credit amounting to $0.6 million issued by various banks in favor of various organizations and the total amount was collateralized by cash deposits, which were included as a component of restricted cash.

In November 2012 (as amended in March 2014), the Company entered into an agreement with Navios Partners (the Navios Partners Guarantee) to provide Navios Partners with guarantees against counterparty default on certain existing charters, which had previously been covered by the charter insurance for the same vessels, same periods and same amounts. The Navios Partners Guarantee provides for a maximum possible payout of $20.0 million by the Company to Navios Partners. Premiums that are calculated on the same basis as the restructured charter insurance are

included in the management fee that is paid by Navios Partners to Navios Holdings pursuant to the management agreement. As of December 31, 2015, Navios Partners has submitted one claim under this agreement to the Company. As of December 31, 2015, the fair value of the claim was estimated at $18.8 million and was recorded as Other expense in the consolidated statement of comprehensive (loss)/ income.

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The Company is involved in various disputes and arbitration proceedings arising in the ordinary course of business. Provisions have been recognized in the financial statements for all such proceedings where the Company believes that a liability may be probable, and for which the amounts can be reasonably estimated, based upon facts known on the date the financial statements were prepared. Although the Company cannot predict with certainty the ultimate resolutions of these matters, in the opinion of management, the ultimate disposition of these matters is not expected to have a material adverse effect on the Company s financial position, results of operations or liquidity.

As of December 31, 2015, Navios Logistics subsidiaries in South America were contingently liable for various claims and penalties towards the local tax authorities amounting to a total of approximately $0.1 million. According to the agreement governing the Horamar acquisition, if such cases are brought against us, the amounts involved will be reimbursed by the previous shareholders. As a result, Navios Logistics has recognized a receivable against such liability. The contingencies are expected to be resolved by 2021. In the opinion of management, the ultimate disposition of these matters is immaterial and will not adversely affect Navios Logistics financial position, results of operations or liquidity.

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, 2017.

Refer also to Item 5F. Contractual Obligation as at December 31, 2015 below.

F. Contractual Obligations as at December 31, 2015:

Payment due by period ($ in millions) (unaudited)

Contractual Obligations	**Total**	**Less than 1 year**	**1-3 years**	**3-5 years**	**More than 5 years**
Long-term debt[1]	$ 1,608.5	$ 17.7	$ 74.8	$ 442.7	$ 1,073.3
Operating Lease Obligations (Time Charters) for vessels in operation [5]	465.2	92.8	163.7	131.5	77.2
Operating Lease Obligations (Time Charters) for vessels to be delivered	202.9	8.4	46.5	46.9	101.1
Operating Lease Obligations Push Boats and Barges	0.7	0.7			
Capital Lease Obligations	20.6	2.9	4.8	12.9	
Dry vessel deposits[3]	58.7	58.7			
Navios Logistics contractual payments[4]	109.4	109.4			
Rent Obligations[2]	8.6	3.1	4.5	1.0	
Total	**$ 2,474.6**	**$ 293.7**	**$ 294.3**	**$ 635.0**	**$ 1,251.6**

(1) The amount identified does not include interest costs associated with the outstanding credit facilities, which are based on LIBOR rates, plus the costs of complying with any applicable regulatory requirements and a margin ranging from 2.25% to 3.60% per annum. The amount does not include interest costs for the 2019 Notes, the

2022 Notes, and the 2022 Logistics Senior Notes. The expected interest payments are: $111.1 million (less than 1 year), $219.8 million (1-3 years), $160.1 million (3-5 years) and $92.7 million (more than 5 years). Expected interest payments are based on outstanding principal amounts, currently applicable effective interest rates and margins as of December 31, 2015, timing of scheduled payments and the term of the debt obligations.

(2) The table above incorporates the lease obligations of the offices of Navios Holdings and of Navios Logistics. See also Item 4.B. Business Overview Facilities.

(3) Future remaining contractual deposits are for two newbuilding owned vessels, which were delivered in January 2016. These deposits were financed with a $39.9 million loan.

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(4) Navios Logistics future remaining contractual payments for the acquisition of three new pushboats and chartered-in fleet consisting of one pushboat and three liquid barges, and the payment for works related to the expansion of its dry port facility of $11.6 million, $3.8 million and $94.0 million, respectively. The expansion of its dry port facility is expected to be financed through committed export financing up to $42.0 million (including all costs related to the export financing).
(5) Approximately 39% of the time charter payments included above is estimated to relate to operational costs for these vessels.

Refer to Item 7.B. Related Party Transactions for Navios Partners Guarantee (as defined herein), not reflected in the table above.

Navios Holdings, Navios Acquisition and Navios Partners will make available to Navios Europe I (in each case, in proportion to their economic interests in Navios Europe I) revolving loans of up to $24.1 million to fund working capital requirements (collectively, the Navios Revolving Loans I). As of December 31, 2015, Navios Holdings portion of the undrawn amount relating to the Navios Revolving Loans was $4.3 million.

Navios Holdings, Navios Acquisition and Navios Partners will make available to Navios Europe II (in each case, in proportion to their economic interests in Navios Europe II) revolving loans of up to $38.5 million to fund working capital requirements (collectively, the Navios Revolving Loans II). As of December 31, 2015, Navios Holdings portion of the undrawn amount relating to the Navios Revolving Loans II was $11.0 million.

Critical Accounting Policies

The Navios Holdings consolidated financial statements have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires Navios Holdings 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 its 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. Navios Holdings has described below what it believes are its most critical accounting policies that involve a high degree of judgment and the methods of their application. For a description of all of Navios Holdings significant accounting policies, see Note 2 to the Consolidated Financial Statements, included herein.

Use of Estimates: The preparation of consolidated financial statements in conformity with U.S. GAAP 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 carrying value of investments in affiliates, the selection of useful lives for tangible assets, expected future cash flows from long-lived assets to support impairment tests, impairment test for goodwill, provisions necessary for accounts receivables and demurrages, provisions for legal disputes, pension benefits, contingencies, and guarantees. 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.

Stock-based Compensation: In December 2015, 2014 and 2013, the Company authorized the issuance of shares of restricted common stock, restricted stock units and stock options in accordance with the Company s

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stock option plan for its employees, officers and directors. These awards of restricted common stock, restricted stock units and stock options are based on service conditions only and vest over three years. In December 2014 and 2013, the Company also authorized the issuance of shares of restricted common stock, restricted stock units and stock options for its employees, officers and directors that vest upon achievement of certain internal performance criteria including certain targets on operational performance and cost efficiency.

The fair value of stock option grants is determined with reference to option pricing model and principally adjusted Black-Scholes models. The fair value of restricted stock and restricted stock units is determined by reference to the quoted stock price on the date of grant. Compensation expense, net of estimated forfeitures, is recognized based on a graded expense model over the vesting period. Compensation expense for the awards that vest upon achievement of the performance criteria is recognized when it is probable that the performance criteria will be met and are being accounted for as equity.

Impairment of Long lived Assets: Vessels, other fixed assets and other long-lived assets held and used by Navios Holdings 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. Navios Holdings management evaluates the carrying amounts and periods over which long-lived assets are depreciated to determine if events or changes in circumstances have occurred that would require modification to their carrying values or useful lives. In evaluating useful lives and carrying values of long-lived assets, certain indicators of potential impairment are reviewed, such as undiscounted projected operating cash flows, vessel sales and purchases, business plans and overall market conditions.

Undiscounted projected net operating cash flows are determined for each asset group and compared to the carrying value of the vessel, the unamortized portion of deferred drydock and special survey costs related to the vessel and the related carrying value of the intangible assets with respect to the time charter agreement attached to that vessel or the carrying value of deposits for newbuildings. Within the shipping industry, vessels are customarily bought and sold with a charter attached. The value of the charter may be favorable or unfavorable when comparing the charter rate to then-current market rates. The loss recognized either on impairment (or on disposition) will reflect the excess of carrying value over fair value (selling price) for the vessel asset group.

During the fourth quarter of fiscal year 2015, management concluded that events occurred and circumstances had changed, which indicated that potential impairment of Navios Holdings long-lived assets might exist. These indicators included continued deterioration in the spot market, and the related impact of the current dry bulk sector has on management s expectation for future revenues. As a result, an impairment assessment of long-lived assets (step one) was performed.

The Company determined undiscounted projected net operating cash flows for each vessel and compared it to the vessel s carrying value together with the carrying value of deferred drydock and special survey costs related to the vessel and the carrying value of the related intangible assets, if applicable. The significant factors and assumptions used in the undiscounted projected net operating cash flow analysis included: determining the projected net operating cash flows by considering the charter revenues from existing time charters for the fixed fleet days (the Company s remaining charter agreement rates) and an estimated daily time charter equivalent for the unfixed days (based on a combination of one-year average historical time charter rates for the first two years and 10-year average historical one-year time charter rates for the remaining period, adjusted for outliers) over the remaining economic life of each vessel, net of brokerage and address commissions, excluding days of scheduled off-hires, running cost based on current year actual, assuming an annual increase of 2.0% after 2016 and a utilization rate of 98.9% based on the fleet s historical performance.

For the deposits for new building vessels, the net cash flows also included the future cash out flows to make vessels ready for use, all remaining progress payments to shipyards and other pre-delivery expenses (e.g. capitalized interest).

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The assessment concluded that step two of the impairment analysis was not required and no impairment of vessels, deposits for vessel acquisitions and the related intangible assets existed as of December 31, 2015 and 2014, as the undiscounted projected net operating cash flows exceeded the carrying value.

In the event that impairment would occur, the fair value of the related asset would be determined and an impairment charge would be recorded to operations calculated by comparing the asset s carrying value to its fair value. Fair value is typically estimated primarily through the use of third-party valuations performed on an individual vessel basis.

Although management believes the underlying assumptions supporting this assessment are reasonable, if the charter rate trends and the length of the current market downturn vary significantly from our forecasts, Navios Holdings may be exposed to material impairment charges in the future.

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

In connection with its impairment testing on its vessels as of December 31, 2015, the Company performs a sensitivity analysis on the most sensitive and/or subjective assumptions that have the potential to affect the outcome of the test, principally the projected charter rate used to forecast future cash flows for unfixed days. In that regard, there would continue to be no impairment required to be recognized on any of the Company s vessels when assuming a decline in the 10-year average (of the one-year charter rate for similar vessels), which is the rate that the Company uses to forecast future cash flows for unfixed days, ranging from 7.7% to 78.7% (depending on the vessel).

As of December 31, 2015, the 10-year historical average rates for the Company s vessels (which naturally varies by type of vessel) used in determining future cash flows for purposes of its impairment analysis were 196.2% higher than the daily time charter equivalent rate of the owned fleet achieved in the fiscal year 2015 of $7,846 per day.

In addition, the Company compared the 10-year historical average (of the one-year charter rate for similar vessels) with the five-year, three-year and one-year historical averages (of the one-year charter rate for similar vessels). A comparison of the 10-year historical average (of the one-year charter rate) and the five-year, three-year and one-year historical averages (of the one-year charter rate for similar vessels) is as follows (as of December 31, 2015):

	Historical Average of One-year Charter Rates (over Various Periods) vs. the 10-year Historical Average (of the One-Year Charter Rate)		
	5-Year Average	**3-Year Average**	**1-Year Average**
	(% below the 10-year average)		
Handysize	(33.8%)	(40.1%)	(49.3%)
Ultra-Handymax	(42.3%)	(47.8%)	(58.7%)
Panamax	(47.2%)	(52.0%)	(63.4%)
Capesize	(56.3%)	(55.9%)	(72.0%)

If testing for impairment using the five-year, three-year and one-year historical averages (of the one-year charter rate for similar vessels) in lieu of the 10-year historical average (of the one-year charter rate for similar vessels), the Company estimates that 17, 25 and 39 of its vessels, respectively, would have carrying values in excess of their projected undiscounted future cash flows.

As of December 31, 2015 and 2014, the Company owns and operates a fleet of 38 (not including two newbuilding vessels, which were delivered in January 2016), with an aggregate carrying value of $1,413.2 million, including the carrying value of existing time charters on its fleet of vessels. On a vessel-by-vessel basis,

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as of December 31, 2015 and 2014, the carrying value of 37 and 35 of the Company s vessels, respectively, (including the carrying value of the time charter, if any, on the specified vessel) exceeds the estimated fair value of those same vessels (including the estimated fair value of the time charter, if any, on the specified vessel) by approximately $797.5 million and $533.2 million, respectively, in the aggregate (the unrealized loss).

A vessel-by-vessel summary as of December 31, 2015 and 2014 follows (with an * indicating those individual vessels whose carrying value exceeds its estimated fair value, including the related time charter):

Vessel	Year Built	Purchase Price (in millions)(1)	Carrying Value (as of December 31, 2015) (in millions)(1)	Carrying Value (as of December 31, 2014) (in millions)(1)
Navios Serenity	2011	$ 26.1	$ 22.5*	$ 23.5*
Navios Ionian	2000	31.6	17.1*	17.6*
Navios Celestial	2009	34.8	26.9*	28.2*
Navios Vector	2002	32.5	22.5*	24.1*
Navios Horizon	2001	23.3	12.8*	13.9*
Navios Herakles	2001	33.1	18.1*	18.7*
Navios Achilles	2001	33.1	17.7*	19.3*
Navios Meridian	2002	26.6	15.2*	16.4*
Navios Mercator	2002	25.7	14.9*	16.0*
Navios Arc	2003	26.5	15.6*	16.8*
Navios Hios	2003	35.9	20.6*	22.2*
Navios Kypros	2003	35.9	20.5*	22.2*
Navios Ulysses	2007	79.8	55.4*	58.8*
Navios Vega	2009	72.9	53.5*	56.4*
Navios Astra	2006	23.1	18.0*	19.0*
Navios Magellan	2000	29.9	16.3*	17.0*
Navios Star	2002	29.9	17.6*	19.1*
Navios Asteriks	2005	54.0	35.5*	36.7*
Navios Centaurus	2012	37.1	32.2*	33.5*
Navios Avior	2012	39.1	34.1*	35.5*
Navios Bonavis	2009	121.6	92.0*	96.7*
Navios Happiness	2009	122.2	92.6*	97.3*
Navios Lumen	2009	113.8	88.0*	92.4*
Navios Stellar	2009	95.8	74.8*	77.5*
Navios Phoenix	2009	106.8	82.9*	86.1*
Navios Antares	2010	116.5	90.9*	94.6*
Navios Etoile	2010	66.9	55.2	56.7
Navios Bonheur	2010	69.6	57.3*	59.1*
Navios Altamira	2011	56.2	46.9*	48.0
Navios Azimuth	2011	56.6	47.3*	48.3*
Navios Galileo	2006	18.7	16.7*	16.6*
Navios Northern Star	2005	17.7	15.7*	15.7*
Navios Amitie	2005	17.7	15.8*	15.7*
Navios Taurus	2005	17.8	15.7*	15.7*
N Amalthia	2006	17.9	16.2*	17.0*

N Bonanza	2006	18.8	17.2*	16.9*
Navios Gem	2014	54.4	51.5*	53.3
Navios Ray	2012	51.5	49.5*	51.4*
		$ 1,871.4	**$ 1,413.2**	**$ 1,473.9**

(1) All amounts include related time charter, if any.

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Although the aforementioned excess of carrying value over fair value represents an estimate of the loss that the Company would sustain on a hypothetical disposition of those vessels as of December 31, 2015 and 2014, the recognition of the unrealized loss absent a disposition (i.e. as an impairment) would require, among other things, that a triggering event had occurred and that the undiscounted cash flows attributable to the vessel are also less than the carrying value of the vessel (including the carrying value of the time charter, if any, on the specified vessel).

Vessels, Port Terminals, Tanker Vessels, Barges, Pushboats and Other Fixed Assets, net: Vessels, port terminals, tanker vessels, barges, pushboats and other fixed assets acquired as parts of business combinations are recorded at fair value on the date of acquisition, and if acquired as an asset acquisition, are recorded at cost (including transaction costs). Vessels constructed by the company would be stated at historical 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 upgrades are capitalized, provided they appreciably extend the life, increase the earnings capability 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 statements of comprehensive (loss)/income.

Expenditures for routine maintenance and repairs are expensed as incurred.

Depreciation is computed using the straight line method over the useful life of the vessels, port terminal, tanker vessels, barges, push boats and other fixed assets, after considering the estimated residual value.

Annual depreciation rates used, which approximate the useful life of the assets are:

Vessels	25 years
Port terminals	5 to 40 years
Tanker vessels, barges and push boats	15 to 45 years
Furniture, fixtures and equipment	3 to 10 years
Computer equipment and software	5 years
Leasehold improvements	shorter of lease term or 6 years

Management estimates the residual values of our dry bulk vessels based on a scrap value cost of steel times the weight of the ship noted in lightweight tons (LWT). Residual values are periodically reviewed and revised to recognize changes in conditions, new regulations or other reasons. Revisions of residual values affect the depreciable amount of the vessels and the depreciation expense in the period of the revision and future periods. Management estimates the residual values of the Company s vessels based on a scrap rate of $340 per LWT after considering current market trends for scrap rates and ten-year average historical scrap rates of the residual values of the Company s vessels.

Management estimates the useful life of its vessels to be 25 years from the vessel s original construction. However, when regulations place limitations on 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.

Deferred Drydock and Special Survey Costs: The Company s vessels, barges and push boats are subject to regularly scheduled drydocking and special surveys which are carried out every 30 and 60 months, respectively, for ocean-going vessels, and every 84 months for push boats and barges, to coincide with the renewal of the related

certificates issued by the classification societies, unless a further extension is obtained in

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rare cases and under certain conditions. The costs of drydocking and special surveys are deferred and amortized over the above periods or to the next drydocking or special survey date if such has been determined. Unamortized drydocking or special survey costs of vessels, barges and push boats sold are written-off to income in the year the vessel, barge or pushboat is sold.

Costs capitalized as part of the drydocking or special survey consist principally of the actual costs incurred at the yard, and expenses relating to spare parts, paints, lubricants 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.

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 (step one). The Company determines the fair value of the reporting unit based on a combination of the income approach (i.e. discounted cash flows) and market approach (i.e. comparative market multiples) and believes that the combination of these two approaches 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 (step two) 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.

As of December 31, 2015, the Company performed its impairments test for its reporting units within: the Dry Bulk Vessel Operations and the Logistics Business. During the fourth quarter 2015, the overall shipping market continued to experience significant deteriorating market conditions, especially in the dry bulk sector with sharp declines in freight rates, charter rates and vessel values. Additionally, the Company s market capitalization continued to deteriorate to levels well below the carrying value of its total net assets.

While step one revealed an excess of fair value over carrying value for the Dry Bulk Vessel Operations reporting unit based on the income and market approaches, the Company s management considered it necessary to proceed to step two of the goodwill impairment test to determine the impairment amount of the Dry Bulk Vessel Operations reporting unit, if any, as discussed further below.

The fair value of the Dry Bulk Vessel Operations reporting unit was estimated using a combination of income and market approaches. For the income approach, the expected present value of future cash flows used 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 expense growth assumptions. The future cash flows were determined by considering the charter revenues from existing time charters for the fixed fleet days (the Company s remaining charter agreement rates) and an estimated daily time charter equivalent for the non-fixed days (based on a combination of one-year average historical time charter rates and the 10-year average historical one-year time charter rates adjusted for outliers, and/or an assumed hair cut), which the Company believes is an objective approach for forecasting charter rates over an extended time period for long lived assets. In addition, 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 considering market participants and the Company s cost of equity and debt, optimal capital structure and risk factors specific to the Company. The market approach estimated the fair value of the

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Company s business based on comparable publicly-traded companies in its industry. In assessing the fair value, the Company utilized the results of the valuations and considered the range of fair values determined under all methods which indicated that the fair value exceeded the carrying value of net assets.

Step two of the goodwill impairment test for the Dry Bulk Vessel Operations reporting unit involved performing a hypothetical purchase price allocation to determine the implied fair value of the Dry Bulk Vessel Operations reporting unit s goodwill. This process required judgment in the development of assumptions that affected the determination of the fair value of the Dry Bulk Vessel Operations reporting unit s individual assets and liabilities, including previously unrecognized intangible assets and unfavorable intangible liabilities. The fair value adjustments primarily impacted the following assets and liabilities: vessels, investments in publicly listed affiliates, publicly traded bonds, and other intangibles. The Company s fleet of dry bulk vessels was valued with the assistance of third-party valuations. The Company s investments in publicly listed affiliates and publicly traded bonds were valued using a one-month look back at publicly available market prices (i.e. a monthly mean) and intangibles were valued using the income approach. As a result of a significant step-down in the value of the Company s dry bulk vessels, this created headroom for implied goodwill when comparing the fair value of the Dry Bulk Vessel Operations reporting unit to the value of the Company s net assets under a hypothetical purchase price allocation. Upon completion of step two, the implied fair value of goodwill exceeded the carrying value of the Dry Bulk Vessel Operations reporting unit s goodwill (totaling $56.2 million). Consequently, the Company did not recognize any impairment loss for the year ended December 31, 2015.

As of December 31, 2015, the Company performed step one of the impairment test for the Logistics Business, which is allocated goodwill of $104.1 million. Step one impairment test used the income method and revealed that the fair value exceeded the carrying amount of its net assets. Accordingly, no step two analysis was required. The future cash flows from the Logistics Business were determined principally by combining revenues from existing contracts and estimated revenues based on the historical performance of the segment, including utilization rates and actual storage capacity. The Logistics Business has not been affected by the same deteriorating industry and market conditions as experienced in the Dry Bulk Vessel Operations reporting unit. In addition, the cash flows of the long-lived assets in the Logistics Business have not experienced a significant decline.

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

(ii) Intangibles Other Than Goodwill: Navios Holdings intangible assets and liabilities consist of favorable lease terms, unfavorable lease terms, customer relationships, trade name and port terminal operating rights. 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 to use that trade name. The asset is being amortized under the straight line method over 32 years. Navios Logistics trade name is being amortized under the straight line method over 10 years.

The fair value of customer relationships of Navios Logistics 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.

Other intangibles that are being amortized, such as customer relationships and port terminal operating rights, would be considered impaired if their carrying value could not be recovered from the future undiscounted cash flows associated with the asset.

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

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assets and assumed liabilities requires the Company to make significant assumptions and estimates of many variables including market charter rates, expected future charter rates, the level of utilization of the Company s vessels and the Company s 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 the Company s financial position and results of operations.

The amortizable value of favorable and unfavorable leases is amortized over the remaining life of the lease term and the amortization expense is included in the consolidated statements of comprehensive (loss)/income in the Depreciation and Amortization line item.

The amortizable value of favorable leases would be considered impaired if its fair market value could not be recovered from the future undiscounted cash flows associated with the asset. Vessel purchase options that have not been exercised, which are included in favorable lease terms, are not amortized and would be considered impaired if the carrying value of an option, when added to the option price of the vessel, exceeded the fair value of the vessel. As of December 31, 2015, there was no impairment of intangible assets.

Vessel purchase options that are included in favorable leases are not amortized and when the purchase option is exercised, the asset is capitalized as part of the cost of the vessel and depreciated over the remaining useful life of the vessel and if not exercised, the intangible asset is written off. Vessel purchase options that are included in unfavorable lease terms are not amortized and when the purchase option is exercised by the charterer and the underlying vessel is sold, it will be recorded as part of gain/loss on sale of the assets. If the option is not exercised at the expiration date it is written-off in the consolidated statements of comprehensive (loss)/income.

The weighted average amortization periods for intangible assets/liabilities are:

Intangible Assets/Liabilities	Years
Trade name	21.0
Favorable lease terms	11.5
Unfavorable lease terms	9.3
Port terminal operating rights	32.5
Customer relationships	20.0- 45.0

Investments in Equity Securities: Navios Holdings evaluates its investments in Navios Acquisition, Navios Partners, Navios Europe I, Navios Europe II, KLC and STX for other than temporary impairment (OTTI) on a quarterly basis. Consideration is given to (i) the length of time and the extent to which the fair value has been less than the carrying value, (ii) their financial condition and near-term prospects, and (iii) the intent and ability of the Company to retain its investment in these companies for a period of time sufficient to allow for any anticipated recovery in fair value.

As of September 30, 2015 and June 30, 2014, the Company considered the decline in fair value of the KLC shares as other-than-temporary and therefore, recognized a loss out of accumulated other comprehensive income /(loss) of $1.8 million and $11.5 million, respectively. The respective loss was included in other expense in the accompanying consolidated statement of comprehensive income/(loss). There were no OTTI losses during the year ended December 31, 2013. As of December 31, 2015, management considers the decline in the market value of its investment in Navios Partners and Navios Acquisition to be temporary. However, there is the potential for future impairment charges relative to these equity securities if their respective fair values do not recover and our OTTI analysis indicates such write downs are necessary which may have a material adverse impact on our results of operations in the period recognized.

Recent Accounting Pronouncements

In February 2016, the Financial Accounting Standards Board (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

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2016-02, lessees will be required to recognize assets and liabilities on the balance sheet for the rights and obligations created by all leases with terms of more 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. The Company is currently assessing the impact that adopting this new accounting guidance will have on its consolidated financial statements and footnotes disclosures.

In January 2016, FASB issued ASU 2016-01, Financial Instruments Overall (Subtopic 825-10)- Recognition and Measurement of Financial Assets and Financial Liabilities . The amendments in this ASU require an entity (i) to measure equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) at fair value with changes in fair value recognized in net income; (ii) to perform a qualitative assessment to identify impairment in equity investments without readily determinable fair values; (iii) to present separately in other comprehensive income the fair value of a liability resulting from a change in the instrument-specific credit risk; and (iv) to present separately financial assets and financial liabilities by measurement category and form of financial asset (that is, securities or loans and receivables) on the balance sheet. The amendments also eliminate the requirement, for public business entities, to disclose the methods and significant assumptions used to estimate the fair value of financial instruments measured at amortized cost on the balance sheet and clarify that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale securities in combination with the entity s other deferred tax assets. For public business entities, ASU 2016-01 is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The adoption of this new standard is not expected to have a material impact on the Company s results of operations, financial position or cash flows.

In November 2015, FASB issued ASU 2015-17, Income Taxes (Topic 740)- Balance Sheet Classification of Deferred Taxes , which requires that deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. The current requirement that deferred tax liabilities and assets of a tax-paying component of an entity be offset and presented as a single amount is not affected by the amendments in this ASU. For public business entities, the amendments in this ASU are effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. The adoption of this new standard is not expected to have a material impact on the Company s results of operations, financial position or cash flows.

In July 2015, FASB issued ASU 2015-11, Inventory (Topic 330)- Simplifying the Measurement of Inventory , which requires an entity to measure inventory at the lower of cost or market. Market could be replacement cost, net realizable value, or net realizable value less an approximately normal profit margin. The amendments in this ASU require an entity to measure inventory within the scope of this ASU at the lower of cost and net realizable value. For public business entities, the amendments in this ASU are effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. The amendments in this ASU should be applied prospectively with earlier application permitted as of the beginning of an interim or annual reporting period. The adoption of this new standard is not expected to have a material impact on the Company s results of operations, financial position or cash flows.

In February 2015, FASB issued ASU 2015-02, Consolidation (Topic 810) Amendments to the Consolidation Analysis , which amends the criteria for determining which entities are considered VIEs, amends the criteria for determining if a service provider possesses a variable interest in a VIE and ends the deferral granted to investment companies for application of the VIE consolidation model. The ASU is effective for interim and annual periods beginning after December 15, 2015. The adoption of this ASU is not expected to have a material impact on the Company s results of operations, financial position or cash flows.

In January 2015, FASB issued ASU 2015-01, Income Statement Extraordinary and Unusual Items. This standard eliminates the concept of extraordinary and unusual items from U.S. GAAP. The new standard is effective for annual and interim periods after December 15, 2015. Navios Holdings has adopted this standard effective January 1, 2016. The adoption of the new standard is not expected to have a material impact on the Company s results of operations, financial position or cash flows.

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In August 2014, FASB issued ASU 2014-15, Presentation of Financial Statements-Going Concern (Subtopic 205-40): Disclosure of Uncertainties About an Entity s Ability to Continue as a Going Concern . This standard requires management to assess an entity s ability to continue as a going concern, and to provide related footnote disclosures in certain circumstances. Before this new standard, no accounting guidance existed for management on when and how to assess or disclose going concern uncertainties. The amendments are effective for annual periods ending after December 15, 2016, and interim periods within annual periods beginning after December 15, 2016. Early application is permitted. We plan to adopt this standard effective January 1, 2017. The adoption of the new standard is not expected to have a material impact on the Company s results of operations, financial position or cash flows.

In May 2014, FASB issued ASU 2014-09, Revenue from Contracts with Customers , clarifying the method used to determine the timing and requirements for revenue recognition on the statements of income. Under the new standard, an entity must identify the performance obligations in a contract, the transaction price and allocate the price to specific performance obligations to recognize the revenue when the obligation is completed. The amendments in this update also require disclosure of sufficient information to allow users to understand the nature, amount, timing and uncertainty of revenue and cash flow arising from contracts. The new accounting guidance was originally effective for interim and annual periods beginning after December 15, 2016. In August 2015, the FASB issued ASU 2015-14 which deferred the effective date of ASU 2014-09 for all entities by one year. The standard will be effective for public entities for annual reporting periods beginning after December 15, 2017 and interim periods therein. The Company is currently reviewing the effect of ASU No. 2014-09 on its revenue recognition.

G. Safe Harbor

Applicable to the extent the disclosures in Item 5.E and 5.F above are eligible for the statutory safe harbor protections provided to forward-looking statements.

Item 6. Directors, Senior Management and Employees

A. Directors and Senior Management

The current board of directors, executive officers and significant employees are as follows:

Name	Age	Position
Angeliki Frangou	51	Chairman of the Board and Chief Executive Officer
George Achniotis	51	Chief Financial Officer
Ted C. Petrone*	61	Vice Chairman of Navios Corporation
Vasiliki Papaefthymiou	47	Executive Vice President - Legal and Director
Anna Kalathakis	46	Chief Legal Risk Officer
Shunji Sasada	57	President of Navios Corporation and Director
Leonidas Korres	40	Senior Vice President - Business Development
Efstratios Desypris	42	Chief Financial Controller
Ioannis Karyotis	40	

		Senior Vice President - Strategic Planning
Erifili Tsironi	41	Senior Vice President Credit Management
Spyridon Magoulas	62	Director
John Stratakis	51	Director
Efstathios Loizos	54	Director
George Malanga	58	Director

* Significant employee

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Angeliki Frangou has been our Chairman and CEO since August 25, 2005. 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 Midstream Partners L.P. (NYSE: NAP), an affiliated limited partnership since October 2014. Ms. Frangou has been the Chairman of the Board of Directors of Navios Logistics since its inception in December 2007. Previously, Ms. Frangou served as Chairman, Chief Executive Officer and President of International Shipping Enterprises Inc., which acquired Navios Holdings. From 1990 until August 2005, Ms. Frangou was the Chief Executive Officer of Maritime Enterprises Management S.A. and its predecessor company, which specialized in the management of dry cargo vessels. Ms. Frangou is the Chairman of IRF European Finance Investments Ltd., listed on the SFM of the London Stock Exchange. Ms. Frangou is Member of the Board of the United Kingdom Mutual Steam Ship Assurance Association (Bermuda) Limited, Vice Chairman of China Classification Society Mediterranean Committee, a member of the International General Committee and of the Hellenic and Black Sea Committee of Bureau Veritas, as well as a member of Greek Committee of Nippon Kaiji Kyokai. Since February 2015, Ms. Frangou is a Member of the Board of the Union of Greek Shipowners. Since October 2015, Ms. Frangou has been 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 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.

George Achniotis has been Navios Holdings Chief Financial Officer since April 12, 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 SOX implementation and consultation projects were performed. Mr. Achniotis is currently a Director and Executive Vice President-Business Development of Navios Partners; a New York Stock Exchange traded limited partnership, which is an affiliate of Navios Holdings. 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 holds a Bachelor s degree in Civil Engineering from the University of Manchester.

Ted C. Petrone became Vice Chairman of Navios Corporation in January 2015 having previously served as a director of Navios Holdings from May 2007 to January 2015 and President of Navios Corporation from September 2006 to January 2015. Mr. Petrone has served in the maritime industry for 39 years, 35 of which he has spent with Navios Holdings. After joining Navios Holdings as an assistant vessel operator, Mr. Petrone worked in various operational and commercial positions. Mr. Petrone was previously responsible for all aspects of the daily commercial activity, encompassing the trading of tonnage, derivative hedge positions and cargoes. Mr. Petrone is currently also a director of Navios Acquisition, a New York Stock Exchange listed company, and an affiliate of the Company; and has served in such capacity since June 2008. Mr. Petrone graduated from New York Maritime College at Fort Schuyler with a Bachelor of Science degree in maritime transportation. He has served aboard U.S. Navy (Military Sealift Command) tankers.

Vasiliki Papaefthymiou has been Executive Vice President Legal and 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 degree in Maritime Law from Southampton

University in the United Kingdom. Ms. Papaefthymiou is admitted to practice law before the Bar in Piraeus, Greece.

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Anna Kalathakis has been Chief Legal Risk Officer since November 2012, and Senior Vice President Legal Risk Management of Navios Maritime Holdings Inc. 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. and an Associate Director of the Company (Managers of the London Steam-Ship Owners Mutual Insurance Association Limited). She has previously worked for a U.S. maritime law firm in New Orleans, was admitted to practice law in the state of Louisiana in 1995, and has also worked in a similar capacity at a London maritime law firm. She qualified as a solicitor in England and Wales in 1999 and was admitted to practice law before the BAR in Piraeus, Greece in 2003. She has studied International Relations at Georgetown University, Washington D.C. (1991). She holds an MBA from European University at Brussels (1992) and a J.D. from Tulane Law School (1995).

Shunji Sasada became a director of Navios Holdings and President of Navios Corporation in January 2015. Mr. Sasada has also served as a director in Navios Maritime Partners L.P. since August 2007 and as a director in Navios Maritime Midstream Partners L.P. since October 2014. Previously, as Chief Operating Officer of Navios Corporation and Senior Vice President of Fleet Development, he headed Navios Holdings program for the growth and development of the Company s long-term chartered-in and owned tonnage. Mr. Sasada is also President of Navimax Corporation, the Ultra Handymax operating subsidiary of the group. Mr. Sasada started his shipping career in 1981 in Japan with MOSK s O.S.K. Lines, Ltd. (MOSK). Mr. Sasada s first position with MOSK was in steel products in the Tokyo branch as a salesman for exporting steel products to worldwide destinations. Two years later, Mr. Sasada moved to the tramp section in Mitsui s bulk carrier division and was in charge of operations and then of chartering 20-40 smaller Handysize vessels between 21,000 dwt and 35,000 dwt. In 1991, Mr. Sasada moved to Norway to join Trinity Bulk Carriers as its chartering manager as well as subsidiary board member, representing MOSK as one of the shareholders. After an assignment in Norway, Mr. Sasada moved to London and started MOSK s own Ultra Handymax operation as its General Manager. Mr. Sasada joined Navios Holdings in May 1997. Mr. Sasada is the member of the North American Committee of Nippon Kaiji Kyokai. He is a graduate of Keio University, Tokyo, with a B.A. degree in Business and he is a member of the Board of Trustees of Keio Academy of New York.

Leonidas Korres has been our Senior Vice President Business Development since January 2010. Mr. Korres is also the Chief Financial Officer of Navios Maritime Acquisition Corporation since April 2010. Mr. Korres served as the Special Secretary for Public Private Partnerships in the Ministry of Economy and Finance of the Hellenic Republic from October 2005 until November 2009. Prior to that, from April 2004 to October 2005, Mr. Korres served as Special Financial Advisor to the Minister of Economy and Finance of the Hellenic Republic and as liquidator of the Organizational Committee for the Olympic Games Athens 2004 S.A. From 2001 to 2004, Mr. Korres worked as a Senior Financial Advisor for KPMG Corporate Finance. From October 2007 until January 2010, Mr. Korres was a member of the board of directors of Navios Partners. From May 2003 to December 2006, Mr. Korres was Chairman of the Center for Employment and Entrepreneurship, a Non-Profit Company. From June 2008 until February 2009, Mr. Korres served as a board member and audit committee member of Hellenic Telecommunications Organization S.A. (trading on the Athens and New York Stock Exchanges). From June 2004 until November 2009, Mr. Korres served on the board of Hellenic Olympic Properties S.A., which was responsible for exploiting the Olympic venues. Mr. Korres earned his Bachelor s degree in Economics from the Athens University of Economics and Business and his master s degree in Finance from the University of London.

Efstratios Desypris has been our Chief Financial Controller since February 2011. Mr. Desypris has previously served as Financial Controller since May 2006. Mr. Desypris is also a director and Senior Vice President of Navios Maritime Midstream Partners L.P. since October 2014. In addition, Mr. Desypris is the Chief Financial Officer of Navios Maritime Partners since January 2010. He also serves as Senior Vice President Strategic Planning and Director of Navios Logistics, and as director in Navios Europe Inc. Before joining Navios Group, Mr. Desypris worked for 9 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.

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Ioannis Karyotis has been our Senior Vice President Strategic Planning since February 2011. Mr. Karyotis is also Chief Financial Officer of Navios Logistics since March 2011. Prior to joining the Company, from 2006 until 2011, Mr. Karyotis was 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).

Erifili Tsironi has been our Senior Vice President Credit Management since October 2014. Ms. Tsironi is also Chief Financial Officer of Navios Maritime Midstream Partners LP. Ms. Tsironi has over 17 years of experience in ship finance. Before joining the Company, she was the Senior Vice President Global Dry Bulk Sector Coordinator of DVB Bank SE. Ms. Tsironi joined DVB Bank SE in 2000 serving as Assistant Local Manager and Senior Relationship Manager. Previously, she served as account manager in ANZ Investment Bank / ANZ Grindlays Bank Ltd from May 1997 until December 1999. Ms. Tsironi holds a BSc. in Economics, awarded with Honours, from the London School of Economics and Political Science and a MSc in Shipping, Trade and Finance, awarded with Distinction, from Cass Business School of City University in London.

Spyridon Magoulas 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. Mr. Magoulas is the co-founder and director of Doric Shipbrokers S.A., a chartering firm based in Athens, Greece, and has served as the managing director of Doric Shipbrokers S.A. since its formation in 1994. From 1982 to 1993, Mr. Magoulas was chartering director and shipbroker for Nicholas G. Moundreas Shipping S.A., a company located in Piraeus, Greece, and from 1980 to 1982, Mr. Magoulas served at Orion and Global Chartering Inc. in New York. Mr. Magoulas received a bachelor s degree in Economics (honors) from the City University of New York, New York, a master s degree in Transportation Management from the Maritime College in New York and a master degree in Political Economy from the New School for Social Research in New York. In addition to his role on the Board of Directors, Mr. Magoulas also serves as a member of the Audit Committee, the Compensation Committee and the Nominating and Governance Committee. Mr. Magoulas is an independent director.

John Stratakis 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. Since 1994, Mr. Stratakis has been a partner with the law firm of Poles, Tublin, Stratakis & Gonzalez, LLP, in New York, New York, where he specializes in all aspects of marine finance and admiralty law, real estate, trusts and estates and general corporate law. From 1992 to 1993, Mr. Stratakis was an associate attorney with Wilson, Elser, Moskowitz Edelman & Dicker, in New York, New York. Mr. Stratakis also has been a director and the President of the Hellenic-American Chamber of Commerce in New York. He serves on the board of New York Maritime Inc., an association that promotes the New York region as a maritime business center. Mr. Stratakis received a Bachelor of Arts (cum laude) from Trinity College and a Juris Doctor degree from Washington College of Law at American University. Mr. Stratakis is admitted to practice law in the State of New York and in the courts of the Southern and Eastern Districts of New York. In addition to his role on the Board of Directors, Mr. Stratakis also serves as chairman of the Nominating and Governance Committee and a member of the Compensation Committee. Mr. Stratakis is an independent director.

Efstathios Loizos was appointed to our Board of Directors in July 2010. Mr. Loizos was also director of Navios Partners from October 2007 until June 2010. In October 2008, Mr. Loizos joined the Managing Team of ION S.A., a leading Greek chocolate and cocoa group of companies, with the responsibility of supervising MABEL S.A., one of the affiliated companies of the group. In June 2010, Mr. Loizos was appointed to the Board of Directors of ION S.A.

and assumed enlarged executive responsibilities within the group. Since March 2014, Mr. Loizos serves as the CEO of the affiliated company INTERION S.A., which operates in Bulgaria. In

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May 2010, Mr. Loizos was elected as a member of the Board of Directors of IOBE (Foundation of Economic and Industrial Research). Between 2001 and 2008, Mr. Loizos served as the General Manager and a member of the Board of Directors of ELSA S.A., a Greek steel packaging company, and also as the Vice Chairman of the Board of Directors of its affiliated company ATLAS S.A. From 2005 to 2007, Mr. Loizos served as the President of the International Packaging Association and as the Vice President of the Greek Association of Steel Packaging Manufacturers. He is one of the founders/owners of Facility Plus which is engaged in the field of property & facility management. Mr. Loizos received a Maitrise en Sciences Economiques from the University of Strasbourg and an M.B.A. in Finance from New York University. Mr. Loizos also serves as Chairman of the Audit Committee and chairman of the Compensation Committee. Mr. Loizos is an independent director.

George Malanga has been a member of our Board of Directors since April 2010. He is currently serving as the Chief Credit Officer of BNY Mellon. Mr. Malanga has held a variety of positions during his 29 year tenure with the bank. He began his banking career in various relationship management roles before moving to risk management in 2000. Mr. Malanga has served in roles with increased responsibility in credit risk management over the past 15 years. His credit risk experience includes head of asset recovery, head of domestic corporate credit and currently as Chief Credit Officer of BNY Mellon. Mr. Malanga is a member of BNY Mellon s Operating Committee and holds a Bachelor s Degree in Business Administration from Rutgers College and an M.B.A. in Finance from New York University. Mr. Malanga also serves as a member of the Audit Committee and the Nominating and Governance Committee. Mr. Malanga is an independent director.

There are no family relationships between any of our directors, executive officers or significant employees.

B. Compensation

The aggregate annual compensation (salaries and bonus) paid to our current executive officers was approximately $1.8 million for the year ended December 31, 2015. We also made contributions for our executive officers to a 401(k) in an aggregate amount of approximately $0.1 million. Navios Holdings provides administrative services to Navios Partners, Navios Acquisition, Navios Midstream, Navios Logistics, Navios Europe I and Navios Europe II. Navios Holdings is reimbursed for reasonable costs and expenses, incurred in connection with the provision of these services. In December 2006, our shareholders approved the adoption of the Navios Maritime Holdings Inc. 2006 Employee, Directors and Consultants Stock Plan (the 2006 Plan). The 2006 Plan authorizes the issuance of stock grants to our officers, employees, directors and consultants in such amounts and pursuant to such terms as may be determined by the Board of Directors at the time of the grant. In February 2015, the Board of Directors approved the adoption of the Navios Holdings 2015 Equity Incentive Plan (the 2015 Equity Incentive Plan). The 2015 Equity Incentive Plan authorizes the issuance of stock grants to our officers, employees, directors and consultants in such amounts and pursuant to such terms as may be determined by the Board of Directors at the time of the grant.

On October 18, 2007 and December 16, 2008, the Compensation Committee of the Board of Directors authorized the issuance of restricted common stock, restricted stock units and stock options in accordance with the Company s stock option plan for its employees, officers and directors. The Company awarded shares of restricted common stock and restricted stock units to its employees, officers and directors and stock options to its officers and directors, based on service conditions only, which vest over two years and three years, respectively. On December 17, 2009, December 16, 2010, December 5, 2011, December 20, 2012, December 11, 2013, December 15, 2014, and December 11, 2015, the Company authorized the issuance of shares of restricted common stock, restricted stock units and stock options in accordance with the Company s stock option plan for its employees, officers and directors. These awards of restricted common stock and restricted stock units to its employees, officers and directors, vest over three years.

On December 11, 2013 and December 15, 2014, the Company authorized the issuance of shares of restricted common stock, restricted stock units and stock options in accordance with the Company s stock option

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plan for its employees, officers and directors, which have vested or will vest upon achievement of internal performance criteria and completion of a service period. This restriction lapses in two or three equal tranches, respectively, over the requisite service periods, of one, two and three years from the grant date.

During the year ended December 31, 2015, the Company did not award any restricted stock, restricted stock units or stock options, which vest upon achievement of certain performance conditions.

Details of options granted

As of the filing of this Annual Report on Form 20-F, 7,705,995 stock options to purchase the Company s common stock have been granted of which 4,573,830 have vested, 474,078 have expired, 2,070,936 remain unvested and 587,151 have been exercised in total, of which 411,438 at an exercise price of $3.18 per share, 30,595 at an exercise price of $5.87 per share, 63,172 at an exercise price of $5.15 per share, 59,546 at an exercise price of $3.81 per share, and 22,400 at an exercise price of $3.44 per share.

Out of the 7,705,995 stock options granted, 288,000 options were granted at an exercise price of $16.75 per share; 571,266 options were granted at an exercise price of $3.18 per share; 405,365 options were granted at an exercise price of $5.87 per share; 954,842 options were granted at an exercise price of $5.15 per share; 1,344,353 options were granted at an exercise price of $3.81 per share; 1,344,357 options were granted at an exercise price of $3.44 per share; 674,809 options were granted at an exercise price of $8.63 per share; 1,123,003 options were granted at an exercise price of $3.64 per share; and 1,000,000 options were granted at an exercise price of $1.20 per share.

Details of restricted stock and restricted stock units issued

As of the filing of this Annual Report on Form 20-F, 7,660,330 shares of restricted stock and restricted stock units have been issued of which 3,865,065 have vested and in the aggregate 74,307 were forfeited during the years from 2007 until 2015. See Note 12 to the Consolidated Financial Statements, included herein.

Non-employee directors receive annual fees, effective January 1, 2014, in the amount of $80,000 each plus reimbursement of their out-of-pocket expenses. In addition, the non-executive serving as chairman of the Audit Committee receives an annual fee of $20,000, the chairman of the Nominating and Governance Committee receives an annual fee of $17,000, and the chairman of the Compensation Committee receives an annual fee of $20,000, plus reimbursement of their out-of-pocket expenses.

C. Board Practices

The board of directors of Navios Holdings is divided into three classes with only one class of directors being elected in each year and each class serving a three-year term. In January 2015, Navios Holdings, following the resignation of Ted Petrone, appointed Shunji Sasada to its Board of Directors. The term of office of the first class of directors, consisting of Efstathios Loizos, George Malanga and John Stratakis will expire in 2018. The term of office of the second class of directors, consisting of Shunji Sasada and Spyridon Magoulas will expire in 2016. The term of office of the third class of directors, consisting of Angeliki Frangou and Vasiliki Papaefthymiou, will expire in 2017. No directors are entitled to any benefits upon termination of their term.

The board of directors has established an audit committee of three independent directors. The audit committee is governed by a written charter, which was approved by the board of directors. One of the members of the audit committee is an audit committee financial expert for purposes of SEC rules and regulations. The audit committee, among other things, reviews our external financial reporting, engages our external auditors, approves all fees paid to

auditors and oversees our internal audit activities and procedures and the adequacy of our internal accounting controls. Our audit committee is comprised of Messrs. George Malanga, Efstathios Loizos and Spyridon Magoulas, and our audit committee financial expert is Mr. Efstathios Loizos.

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The board of directors has established a nominating and governance committee of three independent directors, Messrs. John Stratakis, who serves as a Chairman, Spyridon Magoulas and George Malanga. This committee is governed by a written charter, which was approved by the board of directors. The nominating and governance committee is responsible for providing assistance to the board of directors in fulfilling its responsibility to the Company s stockholders relating to the Company s nominating procedures and practices for appointing officers and directors as well as the Company s oversight, analysis and recommendations with respect to corporate governance and best practices, and the Company s process for monitoring compliance with laws and regulations.

The board of directors has established a compensation committee of three independent directors, Messrs. Efstathios Loizos, who serves as a Chairman, Spyridon Magoulas and John Stratakis. The compensation committee is governed by a written charter, which was approved by the board of directors. The compensation committee is responsible for reviewing and approving the compensation of the Company s executive officers, for establishing, reviewing and evaluating, in consultation with senior management, the long-term strategy of employee compensation and approving any material change to existing compensation plans.

D. Employees

Navios Holdings crews its vessels primarily with Greek, Ukrainian, Georgian, Filipino, Polish, Romanian and Russian officers and Filipino, Georgian, Indian, Romanian, Ethiopian and Ukrainian seamen. Navios Holdings fleet manager is responsible for selecting its Greek officers. Other nationalities are referred to Navios Holdings fleet manager by local crewing agencies. Navios Holdings is also responsible for travel and payroll of the crew. The crewing agencies handle each seaman s training. Navios Holdings requires that all of its seamen have the qualifications and licenses required to comply with international regulations and shipping conventions.

Navios Logistics crews its fleet with Argentine, Brazilian and Paraguayan officers and seamen. Navios Logistics fleet managers are responsible for selecting the crew.

With respect to shore-side employees, as of December 31, 2015, Navios Holdings and its subsidiaries employed 178 employees in its Piraeus, Greece office, 12 employees in its New York office, eight employees in its Antwerp, Belgium office, four employees in its Monaco office and one employee in its Singapore office. Navios Logistics employs 29 employees in the Asuncion, Paraguay office, 39 employees at the port facility in San Antonio, Paraguay, 106 employees in the Buenos Aires, Argentina office, eight employees in the Montevideo, Uruguay office, 158 employees at the dry port facility in Uruguay, and 10 employees at Hidronave s Corumba, Brazil office.

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E. Share Ownership

The following table sets forth information regarding the beneficial ownership of the common stock of Navios Holdings as of March 31, 2016, based on 109,518,219 shares of common stock outstanding as of such day, by each of Navios Holdings executive officers and directors.

Unless otherwise indicated based upon Schedules 13D filed with the SEC and the Company s knowledge, Navios Holdings believes that all persons named in the table have sole voting and investment power with respect to all shares of common stock beneficially owned by them.

Name and Address of Beneficial Owner(1)	Amount and Nature of Beneficial Ownership	Percentage of Outstanding Common Stock
Angeliki Frangou[2][3]	32,329,427	28.5%
George Achniotis	*	*
Ted C. Petrone	*	*
Vasiliki Papaefthymiou	*	*
Anna Kalathakis	*	*
Shunji Sasada	*	*
Leonidas Korres	*	*
Efstratios Desypris	*	*
Ioannis Karyotis	*	*
Erifili Tsironi	*	*
Spyridon Magoulas	*	*
John Stratakis	*	*
Efstathios Loizos	*	*
George Malanga	*	*

* Less than one percent

(1) The business address of each of the individuals is c/o Navios Maritime Holdings Inc., 7 Avenue de Grande Bretagne, Office 11B2, Monte Carlo, MC 98000 Monaco.

(2) Angeliki Frangou has filed a Schedule 13D amendment indicating that she intends, subject to market conditions, to purchase up to $20.0 million of common stock and as of May 15, 2015, she had purchased approximately $10.0 million in value of common stock.

(3) The amount and nature of beneficial ownership and the percentage of outstanding common stock includes 3,575,665 options, each for one share, vested but not yet exercised and 500,401 unvested options, each for one share, which will vest within 60 days of the date thereof.

During 2013, 106,032, 29,243, 10,969 and 7,312 shares, respectively, were issued following the exercise of the options for cash at an exercise price of $3.18, $3.81, $5.87 and $5.15, respectively.

During 2014, 15,000, 19,626, 55,860, 30,303 and 22,400 shares, respectively, were issued following the exercise of the options for cash at an exercise price of $3.18, $5.87, $5.15, $3.81 and $3,44, respectively.

Item 7. Major Shareholders and Related Party Transactions

A. Major Shareholders

The following table sets forth information regarding the beneficial ownership of the common stock of Navios Holdings as of March 31, 2016 based on shares of common stock outstanding as of such date of each person known by Navios Holdings to be the beneficial owner of more than 5% of its outstanding shares of common stock based upon the amounts and percentages as are contained in the public filings of such persons. All such stockholders have the same voting rights with respect to their shares of common stock.

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Unless otherwise indicated, based upon Schedules 13D filed with the SEC and the Company s knowledge, Navios Holdings believes that all persons named in the table have sole voting and investment power with respect to all shares of common stock beneficially owned by them.

Name	Amount and Nature of Beneficial Ownership	Percentage of Outstanding Common Stock
Angeliki Frangou[(1)]	32,329,427	28.5%

(1) The amount and nature of beneficial ownership and the percentage of outstanding common stock includes 3,575,665 options, each for one share, vested but not yet exercised and 500,401 unvested options, each for one share, which will vest within 60 days of the date thereof.

B. Related Party Transactions

Office Rent: The Company has entered into lease agreements with Goldland Ktimatiki-Ikodomiki-Touristiki Xenodohiaki Anonimos Eteria and Emerald Ktimatiki-Ikodomiki Touristiki Xenodohiaki Anonimos Eteria, both of which are Greek corporations that are currently majority-owned by Angeliki Frangou, Navios Holdings Chairman and Chief Executive Officer. The lease agreements provide for the leasing of facilities located in Piraeus, Greece to house the operations of most of the Company s subsidiaries. The total annual lease payments are in aggregate 0.9 million (approximately $1.0 million) and the lease agreements expire in 2017 and 2019. These payments are subject to annual adjustments, which are based on the inflation rate prevailing in Greece as reported by the Greek State at the end of each year.

Purchase of Services: The Company utilizes its affiliate company, Acropolis, as a broker. Navios Holdings has a 50% interest in Acropolis. Although Navios Holdings owns 50% of Acropolis stock, Navios Holdings agreed with the other shareholder that the earnings and amounts declared by way of dividends will be allocated 35% to the Company with the balance to the other shareholder. As of December 31, 2015 and 2014, the carrying amount of the investment was $0.2 million and $0.5 million, respectively. Dividends received for each of the years ended December 31, 2015, 2014 and 2013 were $0.5 million, $0.3 million and $0.4 million, respectively. Commissions charged from Acropolis for each of the years ended December 31, 2015, 2014 and 2013 were less than $0.1 million, respectively. Included in the trade accounts payable at both December 31, 2015 and 2014 was an amount due to Acropolis of $0.1 million.

Vessels Charter Hire: From 2012, Navios Holdings has entered into charter-in contracts for certain of Navios Partners vessels, all of which have been redelivered by April 2016.

In February 2012, the Company chartered-in from Navios Partners the Navios Apollon, a 2000-built Ultra-Handymax vessel. The term of this charter was approximately two years at a net daily rate of $12,500 for the first year and $13,500 for the second year, plus 50/50 profit sharing based on actual earnings. In January 2014, the Company extended this charter for approximately six months at a net daily rate of $13,500 plus 50/50 profit sharing based on actual earnings and in October 2014, the Company further extended this charter for approximately one year at a net daily rate of $12,500 plus 50/50 profit sharing based on actual earnings. In April 2015, this charter was further extended for approximately one year at a net daily rate of $12,500 plus 50/50 profit sharing based on actual earnings at the end of the period. Any adjustment by the charterers for hire expense/loss will be settled accordingly at the end

of the charter period. In April 2016, the Company redelivered Navios Apollon to Navios Partners.

In May 2012, the Company chartered-in from Navios Partners the Navios Prosperity, a 2007-built Panamax vessel. The term of this charter was approximately one year with two six-month extension options granted to the Company at a net daily rate of $12,000 plus profit sharing. In April 2014, the Company extended this charter for approximately one year and the owners received 100% of the first $1,500 in profits above the base rate, and thereafter all profits were split 50/50 to each party. Effective from March 5, 2015, Navios Holdings and Navios Partners entered into a novation agreement with the respective owners of Navios Prosperity whereby the rights to the time charter contracts of the Navios Prosperity were transferred to Navios Holdings. On July 2, 2015, Navios Prosperity was redelivered to headowners.

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In September 2012, the Company chartered-in from Navios Partners the Navios Libra II, a 1995-built Panamax vessel. The term of this charter was approximately three years at a net daily rate of $12,000 plus 50/50 profit sharing based on actual earnings. In April 2015, this charter was further extended for approximately one year at a net daily rate of $12,000 plus 50/50 profit sharing based on actual earnings, at the end of the period. Any adjustment by the charterers for hire expense/loss will be settled accordingly at the end of the charter period. In April 2016, the Company redelivered Navios Libra II to Navios Partners.

In May 2013, the Company chartered-in from Navios Partners the Navios Felicity, a 1997-built Panamax vessel. The term of this charter was approximately one year, at a net daily rate of $12,000 plus profit sharing, with two six-month extension options granted to the Company. The owners will receive 100% of the first $1,500 in profits above the base rate, and thereafter all profits will be split 50/50 to each party. In February 2014, the Company exercised its first option to extend this charter, and in August 2014, the Company exercised its second option. In April 2015, this charter was further extended for approximately one year at a net daily rate of $12,000 plus 50/50 profit sharing based on actual earnings, at the end of the period. Any adjustment by the charterers for hire expense/loss will be settled accordingly at the end of the charter period. In April 2016, the Company redelivered Navios Felicity to Navios Partners.

In May 2013, the Company chartered-in from Navios Partners the Navios Aldebaran, a 2008-built Panamax vessel, at a net daily rate of $11,000 plus profit sharing, for six months with a six-month extension option. In December 2013, the Company exercised its option to extend this charter. The owners will receive 100% of the first $2,500 in profits above the base rate, and thereafter all profits will be split 50/50 to each party. In July 2014, the Company further extended this charter for approximately six to nine months. Effective from February 28, 2015, Navios Holdings and Navios Partners entered into a novation agreement with the respective owners of Navios Aldebaran whereby the rights to the time charter contracts of the Navios Aldebaran were transferred to Navios Holdings.

In July 2013, the Company chartered-in from Navios Partners the Navios Hope, a 2005-built Panamax vessel. The term of this charter was approximately one year at a net daily rate of $10,000. In December 2013, the Company extended this charter for approximately six months, and in January 2015, the Company extended this charter for approximately one year at a net daily rate of $10,000 plus 50/50 profit sharing based on actual earnings. Any adjustment by the Company for hire expense/loss will be settled accordingly at the end of the charter period. In December 2015, the Company redelivered Navios Hope to Navios Partners.

In July 2013, the Company chartered-in from Navios Partners the Navios Pollux, a 2009-built Capesize vessel, under a voyage charter which was completed in August 2013. In August 2014, the Company chartered-in the Navios Pollux, for approximately three months at a net daily rate of $21,300. The contract was completed in November 2014. In February 2015, the Company chartered-in the Navios Pollux, for approximately one year at a daily rate of $11,400 net per day plus 50/50 profit sharing based on actual earnings. Any adjustment by the Company for hire expense/loss will be settled accordingly at the end of the charter period. In February 2016, the Company redelivered Navios Pollux to Navios Partners.

In March 2015, the Company chartered-in from Navios Partners the Navios Gemini, a 1994-built Panamax vessel. The term of this charter is approximately nine months at a net daily rate of $7,600 plus 50/50 profit sharing based on actual earnings. Any adjustment by the Company for hire expense/loss will be settled accordingly at the end of the charter period. In January 2016, the Company redelivered Navios Gemini to Navios Partners.

In April 2015, the Company chartered-in from Navios Partners the Navios Fantastiks, a 2005-built Capesize vessel. The terms of this charter is approximately ten months at a net daily rate of $12,500 plus 50/50 profit sharing based on actual earnings. Any adjustment by the Company for hire expense/loss will be settled accordingly at the end of the

charter period. In April 2016, the Company redelivered Navios Fantastiks to Navios Partners.

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In April 2015, the Company chartered-in from Navios Partners the Navios Sun, the Navios Orbiter, the Navios Soleil, the Navios Alegria, the Navios Harmony and the Navios Hyperion. The terms of these charters are at a net daily rate of $12,000 plus 50/50 profit sharing based on actual earnings. Any adjustment by the Company for hire expense/loss will be settled accordingly at the end of the charter period. In December 2015, in January 2016 and in April 2016, the Company redelivered all these vessels to Navios Partners.

Total charter hire expense for all vessels for the years ended December 31, 2015, 2014 and 2013 was $39.7 million, $28.2 million and $22.4 million, respectively, and was included in the consolidated statements of comprehensive (loss)/income under Time charter, voyage and logistics business expenses .

Management Fees: Navios Holdings provides commercial and technical management services to Navios Partners vessels for a daily fixed fee. The daily fees were $4,650 per owned Ultra Handymax vessel, $4,550 per owned Panamax vessel and $5,650 per owned Capesize vessel until December 31, 2013. This daily fee covered all of the vessels operating expenses, including the cost of drydock and special surveys. In each of October 2013, August 2014 and February 2015, the Company amended its existing management agreement with Navios Partners to fix the fees for ship management services of its owned fleet at : (i) $4,000 daily rate per Ultra-Handymax vessel; (ii) $4,100 daily rate per Panamax vessel; (iii) $5,100 daily rate per Capesize vessel; (iv) $6,500 daily rate per container vessel of TEU 6,800; (v) $7,200 daily rate per container vessel of more than TEU 8,000; and (vi) $8,500 daily rate per very large container vessel of more than TEU 13,000 through December 31, 2015. In January 2016, the Company further amended its existing management agreement to fix the fees for ship management services of its owned fleet at: (i) $4,100 daily rate per Ultra-Handymax vessel; (ii) $4,200 daily rate per Panamax vessel; (iii) $5,250 daily rate per Capesize vessel; (iv) $6,700 daily rate per container vessel of TEU 6,800; (v) $7,400 daily rate per container vessel of more than TEU 8,000; and (vi) $8,750 daily rate per very large container vessel of more than TEU 13,000 through December 31, 2017. Drydocking expenses under this agreement will be reimbursed by Navios Partners at cost at occurrence. Total management fees for the years ended December 31, 2015, 2014 and 2013, amounted to $56.5 million, $50.4 million and $36.2 million, respectively, and are presented net under the caption Direct vessel expenses .

Navios Holdings provides commercial and technical management services to Navios Acquisition s vessels for a daily fee that was fixed until May 2014, of $6,000 per owned MR2 product tanker and chemical tanker vessel, $7,000 per owned LR1 product tanker vessel and $10,000 per owned VLCC vessel. This daily fee covers all of the vessels operating expenses, other than certain fees and costs. Actual operating costs and expenses will be determined in a manner consistent with how the initial fixed fees were determined. Drydocking expenses until May 2014 were fixed under this agreement for up to $0.3 million per LR1 and MR2 product tanker vessel and will be reimbursed at cost for VLCC vessels. In May 2014, Navios Holdings extended the duration of its existing management agreement with Navios Acquisition until May 2020 and fixed the fees for ship management services of Navios Acquisition owned fleet for two additional years through May 2016 at the same rates for product tanker and chemical tanker vessels, and reduced the daily rate to $9,500 per VLCC vessel. Drydocking expenses under this agreement will be reimbursed at cost at occurrence for all vessels.

Effective March 30, 2012, Navios Acquisition can, upon request to Navios Holdings, partially or fully defer the reimbursement of drydocking and other extraordinary fees and expenses under the management agreement to a later date, but not later than January 5, 2016, and if reimbursed on a later date, such amounts will bear interest at a rate of 1% per annum over LIBOR. Commencing September 28, 2012, Navios Acquisition can, upon request, reimburse Navios Holdings partially or fully for any fixed management fees outstanding for a period of not more than nine months under the management agreement at a later date, but not later than January 5, 2016, and if reimbursed on a later date, such amounts will bear interest at a rate of 1% per annum over LIBOR. Total management fees for the years ended December 31, 2015, 2014 and 2013 amounted to $95.3 million, $95.8 million and $71.4 million, respectively, and are presented net under the caption Direct vessel expenses .

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Pursuant to a management agreement dated December 13, 2013, Navios Holdings provides commercial and technical management services to Navios Europe I s tanker and container vessels. The term of this agreement is for a period of six years. Management fees under this agreement will be reimbursed at cost at occurrence. Total management fees for the years ended December 31, 2015, 2014 and 2013 amounted to $20.4 million, $20.1 million and $0.7, respectively, and are presented net under the caption Direct vessel expenses .

Pursuant to a management agreement dated November 18, 2014, Navios Holdings provides commercial and technical management services to Navios Midstream s vessels for a daily fixed fee of $9,500 per owned VLCC vessel effective through November 18, 2016. Drydocking expenses under this agreement will be reimbursed at cost at occurrence for all vessels. The term of this agreement is for a period of five years. Total management fees for the years ended December 31, 2015 and 2014 amounted to $17.6 million and $1.7 million, respectively, and are presented net under the caption Direct vessel expenses .

Pursuant to a management agreement dated June 5, 2015, Navios Holdings provides commercial and technical management services to Navios Europe II s dry bulker and container vessels. The term of this agreement is for a period of six years. Management fees under this agreement will be reimbursed at cost at occurrence. Total management fees for the year ended December 31, 2015 amounted to $9.6 million, and are presented net under the caption Direct vessel expenses .

Navios Partners Guarantee: In November 2012 (as amended in March 2014), the Company entered into an agreement with Navios Partners (the Navios Partners Guarantee) to provide Navios Partners with guarantees against counterparty default on certain existing charters, which had previously been covered by the charter insurance for the same vessels, same periods and same amounts. The Navios Partners Guarantee provides for a maximum possible payout of $20.0 million by the Company to Navios Partners. Premiums that are calculated on the same basis as the restructured charter insurance are included in the management fee that is paid by Navios Partners to Navios Holdings pursuant to the management agreement. As of December 31, 2015, Navios Partners has submitted one claim under this agreement to the Company. As at December 31, 2015, the fair value of the claim was estimated at $18.8 million and was recorded as other expense in the statement of comprehensive (loss)/ income, and in Accrued expenses and other liabilities and Other long-term liabilities and deferred income in the consolidated balance sheet.

General and Administrative Expenses incurred on behalf of affiliates/Administrative fee revenue from affiliates: Navios Holdings provides administrative services to Navios Partners. Navios Holdings is reimbursed for reasonable costs and expenses incurred in connection with the provision of these services. Navios Holdings extended the duration of its existing administrative services agreement with Navios Partners until December 31, 2017, pursuant to its existing terms. Total general and administrative fees for years ended December 31, 2015, 2014 and 2013 amounted to $6.2 million, $6.1 million and $4.4 million, respectively.

Navios Holdings provides administrative services to Navios Acquisition. Navios Holdings extended the duration of its existing administrative services agreement with Navios Acquisition until May 2020, pursuant to its existing terms. Navios Holdings is reimbursed for reasonable costs and expenses incurred in connection with the provision of these services. Total general and administrative fees for the years ended December 31, 2015, 2014 and 2013 amounted to $7.6 million, $7.3 million and $3.5 million, respectively.

Navios Holdings provides administrative services to Navios Logistics. Navios Holdings extended the duration of its existing administrative services agreement with Navios Logistics until December 2021, pursuant to its existing terms. Navios Holdings is reimbursed for reasonable costs and expenses incurred in connection with the provision of these services. In April 2016, Navios Holdings extended the duration of the agreement until December 31, 2021. Total general and administrative fees for all the years ended December 31, 2015, 2014 and 2013 amounted to $0.8 million,

$0.8 million and $0.7 million, respectively. The general and administrative fees have been eliminated upon consolidation.

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Pursuant to an administrative services agreement dated December 13, 2013, Navios Holdings provides administrative services to Navios Europe I s tanker and container vessels. The term of this agreement is for a period of six years. Navios Holdings is reimbursed for reasonable costs and expenses incurred in connection with the provision of these services. Total general and administrative fees for the years ended December 31, 2015, 2014 and 2013 amounted to $0.8 million, 0.8 million and less than $0.1 million, respectively.

Pursuant to an administrative services agreement dated November 18, 2014, Navios Holdings provides administrative services to Navios Midstream. The term of this agreement is for a period of five years. Navios Holdings is reimbursed for reasonable costs and expenses incurred in connection with the provision of these services. Total general and administrative fees for the years ended December 31, 2015 and 2014 amounted to $1.0 million and $0.1, respectively.

Pursuant to an administrative services agreement dated June 5, 2015, Navios Holdings provides administrative services to Navios Europe II s dry bulk and container vessels. The term of this agreement is for a period of six years. Navios Holdings is reimbursed for reasonable costs and expenses incurred in connection with the provision of these services. Total general and administrative fees charged for year ended December 31, 2015, amounted to $0.6 million.

Balance Due from/to Affiliates (excluding Navios Europe I and Navios Europe II): Balance due from affiliates as of December 31, 2015 amounted to $8.9 million (December 31, 2014: $33.4 million), and the non-current amount amounted to $0 (December 31, 2014: $9.6 million).

Balance due to affiliates (excluding Navios Europe I and Navios Europe II) as of December 31, 2015 amounted to $17.8 million (December 31, 2014: $0).

The balances mainly consisted of management fees, administrative fees, drydocking and other expenses and amounts payable.

Omnibus Agreements: Navios Holdings has entered into an omnibus agreement with Navios Partners (the Partners Omnibus Agreement) in connection with the closing of Navios Partners IPO governing, among other things, when Navios Holdings and Navios Partners may compete against each other as well as rights of first offer on certain dry bulk carriers. Pursuant to the Partners Omnibus Agreement, Navios Partners generally agreed not to acquire or own Panamax or Capesize dry bulk carriers under time charters of three or more years without the consent of an independent committee of Navios Partners. In addition, Navios Holdings has agreed to offer to Navios Partners the opportunity to purchase vessels from Navios Holdings when such vessels are fixed under time charters of three or more years.

Navios Holdings entered into an omnibus agreement with Navios Acquisition and Navios Partners (the Acquisition Omnibus Agreement) in connection with the closing of Navios Acquisition s initial vessel acquisition, pursuant to which, among other things, Navios Holdings and Navios Partners agreed not to acquire, charter-in or own liquid shipment vessels, except for container vessels and vessels that are primarily employed in operations in South America, without the consent of an independent committee of Navios Acquisition. In addition, Navios Acquisition, under the Acquisition Omnibus Agreement, agreed to cause its subsidiaries not to acquire, own, operate or charter dry bulk carriers subject to specific exceptions. Under the Acquisition Omnibus Agreement, Navios Acquisition and its subsidiaries granted to Navios Holdings and Navios Partners, a right of first offer on any proposed sale, transfer or other disposition of any of its dry bulk carriers and related charters owned or acquired by Navios Acquisition. Likewise, Navios Holdings and Navios Partners agreed to grant a similar right of first offer to Navios Acquisition for any liquid shipment vessels it might own. These rights of first offer will not apply to a (i) sale, transfer or other disposition of vessels between any affiliated subsidiaries, or pursuant to the terms of any charter or other agreement with a counterparty, or (ii) merger with or into, or sale of substantially all of the assets to, an unaffiliated third party.

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Navios Holdings entered into an omnibus agreement with Navios Midstream, Navios Acquisition and Navios Partners in connection with the Navios Midstream IPO, pursuant to which Navios Acquisition, Navios Holdings, Navios Partners and their controlled affiliates generally have agreed not to acquire or own any VLCCs, crude oil tankers, refined petroleum product tankers, LPG tankers or chemical tankers under time charters of five or more years without the consent of Navios Midstream. The omnibus agreement contains significant exceptions that will allow Navios Acquisition, Navios Holdings, Navios Partners or any of their controlled affiliates to compete with Navios Midstream under specified circumstances.

Midstream General Partner Option Agreement: Navios Holdings entered into an option agreement, with Navios Acquisition under which Navios Acquisition, which owns and controls Midstream General Partner, granted Navios Holdings the option to acquire a minimum of 25% of the outstanding membership interests in Midstream General Partner and the incentive distribution rights in Navios Midstream representing the right to receive an increasing percentage of the quarterly distributions when certain conditions are met. The option shall expire on November 18, 2024. The purchase price for the acquisition for all or part of the option interest shall be an amount equal to its fair market value. As of December 31, 2015, Navios Holdings had not exercised any part of that option.

S**ale of Vessels and Sale of Rights to Navios Partners:** Upon the sale of vessels to Navios Partners, Navios Holdings recognizes the gain immediately in earnings only to the extent of the interest in Navios Partners owned by third parties and defers recognition of the gain to the extent of its own ownership interest in Navios Partners (the deferred gain). Subsequently, the deferred gain is amortized to income over the remaining useful life of the vessel. The recognition of the deferred gain is accelerated in the event that (i) the vessel is subsequently sold or otherwise disposed of by Navios Partners or (ii) the Company s ownership interest in Navios Partners is reduced. In connection with the public offerings of common units by Navios Partners, a pro rata portion of the deferred gain is released to income upon dilution of the Company s ownership interest in Navios Partners. As of December 31, 2015 and 2014, the unamortized deferred gain for all vessels and rights sold totaled $13.7 million and $16.3 million, respectively. For the years ended December 31, 2015, 2014 and 2013, Navios Holdings recognized $2.6 million, $5.3 million and $6.9 million of the deferred gain, respectively, in Equity in net earnings of affiliated companies .

Participation in Offerings of Affiliates: Refer to Item 4. Information on the Company and Item 5. Operating and Financial Review and Prospects for Navios Holdings participation in Navios Acquisition s and Navios Partners offerings. On February 4, 2015, Navios Holdings entered into a share purchase agreement with Navios Partners pursuant to which Navios Holdings made an investment in Navios Partners by purchasing common units, and general partnership interests, in order to maintain its 20.0% partnership interest in Navios Partners following its equity offering in February 2015. In connection with this agreement, Navios Holdings entered into a registration rights agreement with Navios Partners pursuant to which Navios Partners provided Navios Holdings with certain rights relating to the registration of the common units.

The Navios Acquisition Credit Facilities: In March 2016, Navios Holdings entered into a $50.0 million credit facility with Navios Acquisition which was available for multiple drawings up to a limit of $50.0 million. The $50.0 million facility had a margin of LIBOR plus 300 bps and a maturity until December 2018. On April 14, 2016, the facility was terminated. No borrowings had been made under the facility.

On November 11, 2014, Navios Acquisition entered into a short-term credit facility with Navios Holdings pursuant to which Navios Acquisition could borrow up to $200.0 million for general corporate purposes. The facility provided for an arrangement fee of $4.0 million and bore fixed interest of 600 bps. All amounts drawn under this facility were fully repaid by the maturity date of December 29, 2014.

In 2010, Navios Acquisition entered into a $40.0 million credit facility with Navios Holdings, which matured in December 2015. The facility was available for multiple drawings up to a limit of $40.0 million and had a margin of LIBOR plus 300 basis points. As of its maturity date, December 31, 2015, all amounts drawn have been fully repaid and there was no outstanding amount under this facility.

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The Navios Partners Credit Facility: In May 2015, Navios Partners entered into a credit facility with Navios Holdings of up to $60.0 million. The Navios Partners Credit Facility bears an interest of LIBOR plus 300 bps. The final maturity date is January 2, 2017. As of December 31, 2015, there was no outstanding amount under this facility.

Balance due from Navios Europe I: Balance due from Navios Europe I as of December 31, 2015 amounted to $1.6 million (December 31, 2014: $4.1 million), which included the net current amount of $0.2 million (December 31, 2014: $3.4 million) mainly consisting of management fees, accrued interest income earned under the Navios Revolving Loans I and other expenses and the non-current amount of $1.4 million (December 31, 2014: $0.7 million) related to the accrued interest income earned under the Navios Term Loans I.

The Navios Revolving Loans I and the Navios Term Loans I earn interest and an annual preferred return, respectively, at 1,270 basis points per annum, on a quarterly compounding basis and are repaid from free cash flow (as defined in the loan agreement) to the fullest extent possible at the end of each quarter. There are no covenant requirements or stated maturity dates.

As of December 31, 2015 and 2014, the outstanding amount relating to Navios Holdings portion under the Navios Revolving Loans I was $7.1 million, under the caption Loan receivable from affiliate companies . As of December 31, 2015, the amount undrawn under the Revolving Loans was $9.1 million, of which Navios Holdings is committed to fund $4.3 million.

Balance due from Navios Europe II: Balance due from Navios Europe II as of December 31, 2015, amounted to $4.2 million (December 31, 2014: $0), which included the current amount of $3.6 million (December 31, 2014: $0), mainly consisting of management fees and accrued interest income earned under the Navios Revolving Loans II and other expenses and the non-current amount of $0.6 million (December 31, 2014: $0) related to the accrued interest income earned under the Navios Term Loans II.

The Navios Revolving Loans II and the Navios Term Loans II earn interest and an annual preferred return, respectively, at 1,800 basis points per annum, on a quarterly compounding basis and are repaid from free cash flow (as defined in the loan agreement) to the fullest extent possible at the end of each quarter. There are no covenant requirements or stated maturity dates.

As of December 31, 2015, the outstanding amount relating to Navios Holdings portion under the Navios Revolving Loans II was $7.3 million (December 31, 2014: $0), under the caption Loan receivable from affiliate companies. As of December 31, 2015, the amount undrawn from the Revolving Loans II was $23.1 million, of which Navios Holdings is committed to fund $11.0 million.

C. Interests of experts and counsel.

Not applicable.

Item 8. Financial Information

A. Consolidated Statements and Other Financial Information

Consolidated Financial Statements: See Item 18.

Legal Proceedings: Navios Holdings is not involved in any legal proceedings that it believes will have a significant effect on its business, financial position, results of operations or liquidity.

From time to time, Navios Holdings may be subject to legal proceedings and claims in the ordinary course of business. It is expected that these claims would be covered by insurance if they involve liabilities such

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as arise from a collision, other marine casualty, damage to cargoes, oil pollution, death or personal injuries to crew, subject to customary deductibles. Those claims, even if lacking merit, could result in the expenditure of significant financial and managerial resources.

On April 1, 2016, Navios Holdings was named as a defendant in a putative shareholder derivative lawsuit brought by two alleged shareholders of Navios Acquisition purportedly on behalf of nominal defendant, Navios Acquisition, in the United States District Court for the Southern District of New York, captioned *Metropolitan Capital Advisors International Ltd., et al. v. Navios Maritime Holdings, Inc. et al.*, No. 1:16-cv-02437. The lawsuit challenged the March 9, 2016 loan agreement between Navios Holdings and Navios Acquisition pursuant to which Navios Acquisition agreed to provide a revolving loan facility of up to $50.0 million to Navios Holdings (the Loan Facility). The lawsuit asserted that Navios Holdings is a controlling stockholder of Navios Acquisition and that Navios Holdings breached its alleged duties to Navios Acquisition in connection with entering into the Loan Facility. The primary relief sought by the plaintiffs was an order from the court barring Navios Holdings from drawing down upon the Loan Facility.

On April 14, 2016, Navios Holdings and Navios Acquisition announced that the Loan Facility had been cancelled, and that no borrowings had been made under the Loan Facility. With the cancellation of the Loan Facility, the plaintiffs have indicated to the Court that they expect that their claims will be dismissed as moot, with the primary issue remaining in the litigation being the plaintiffs anticipated request that the Court award the plaintiffs attorneys fees, which request may be opposed by Navios Holdings and Navios Acquisition.

Dividend Policy: Navios Holdings has announced the suspension of dividends to its common stock shareholders in November 2015 and its preferred shareholders, including holders of the Series G and Series H in February 2016. Navios Holdings intends to retain most of its available earnings generated by operations to conserve cash and improve liquidity. The reinstatement, declaration and payment of any dividend remains subject to the discretion of the Board of Directors, and will depend on, among other things, Navios Holdings cash requirements after taking into account market opportunities, debt obligations, market conditions, and restrictions contained in its equity and debt instruments, including limitations on dividends under its preferred stock. In addition, the terms and provisions of our current secured credit facilities and indentures limit our ability to declare and pay dividends in excess of certain amounts or if certain covenants are not met. (See also Item 5.B. Long-term Debt Obligations and Credit Arrangements).

During 2013, the Board of Directors declared cash dividends to its common stockholders of approximately $24.7 million.

During 2014, the Board of Directors declared cash dividends to its common stockholders of approximately $25.2 million.

On February 16, 2015, the Board of Directors declared a quarterly cash dividend of approximately $6.3 million for the fourth quarter of 2014 of $0.06 per share of common stock, paid on March 27, 2015 to stockholders of record as of March 20, 2015.

On May 18, 2015, the Board of Directors declared a quarterly cash dividend of approximately $6.4 million for the first quarter of 2015 of $0.06 per share of common stock, paid on June 26, 2015 to stockholders of record as of June 18, 2015.

On August 17, 2015, the Board of Directors declared a quarterly cash dividend of approximately $6.5 million for the second quarter of 2015 of $0.06 per share of common stock, paid on September 25, 2015 to stockholders of record as of September 18, 2015.

B. Significant Changes

Not applicable.

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Item 9. Listing Details

As of February 22, 2007, the Company s common stock and warrants were no longer trading as a unit, and as of such date, the principal trading market for our securities has been NYSE under the symbols NM for our common stock and NMWS for our warrants. On December 9, 2008, our publicly traded warrants expired and ceased to be publicly traded. For the period from November 3, 2005 to February 22, 2007 our common stock, warrants and units were trading on the Nasdaq National Market (NASDAQ) under the symbols BULK , BULKW and BULKU , respectively. Prior to November 3, 2005, the principal trading market of our securities was the Over-The-Counter Bulletin Board (OTCBB). Our Series G and Series H issued in January and July 2014, respectively, are trading on the NYSE under the symbols NMPrG. and NMPrH.

The following table sets forth, for the periods indicated, the reported high and low market prices of our common and preferred stock (Series G and Series H) on the NYSE.

On April 22, 2016, the closing price of our common stock was $1.59. The quotations listed below reflect high and low market prices, without retail markup, markdown or commission, and may not necessarily represent actual transactions:

(a) For the five most recent full financial years: the annual high and low market prices:

	Common Stock		Series G		Series H	
Year Ended	**High**	**Low**	**High**	**Low**	**High**	**Low**
December 31, 2015	$ 4.68	$ 1.13	$ 26.50	$ 5.64	$ 22.45	$ 5.06
December 31, 2014	$ 12.12	$ 3.50	$ 26.49	$ 16.47	$ 25.05	$ 16.55
December 31, 2013	$ 11.73	$ 3.40	$	$	$	$
December 31, 2012	$ 4.49	$ 3.08	$	$	$	$
December 31, 2011	$ 5.99	$ 2.88	$	$	$	$

(b) For the two most recent full financial years and any subsequent period: the high and low closing prices for each financial quarter:

	Common Stock		Series G		Series H	
Quarter Ended	**High**	**Low**	**High**	**Low**	**High**	**Low**
March 31, 2016	$ 1.75	$ 0.68	$ 11.68	$ 2.50	$ 11.46	$ 2.37
December 31, 2015	$ 3.26	$ 1.13	$ 18.25	$ 5.64	$ 17.56	$ 5.06
September 30, 2015	$ 4.51	$ 2.42	$ 20.47	$ 16.50	$ 19.30	$ 15.63
June 30, 2015	$ 4.31	$ 3.30	$ 22.57	$ 19.57	$ 22.45	$ 18.70
March 31, 2015	$ 4.68	$ 3.55	$ 26.50	$ 18.99	$ 22.42	$ 18.22
December 31, 2014	$ 6.34	$ 3.50	$ 25.51	$ 16.47	$ 24.58	$ 16.55
September 30, 2014	$ 10.27	$ 5.76	$ 26.00	$ 25.01	$ 25.05	$ 23.95
June 30, 2014	$ 10.58	$ 7.52	$ 26.49	$ 24.42	$	$

(c) For the most recent six months: the high and low closing prices for each month:

	Series G	Series H

Month Ended	Common Stock High	Common Stock Low	Series A Preferred Stock High	Series A Preferred Stock Low	Series B Preferred Stock High	Series B Preferred Stock Low
March 2016	$ 1.67	$ 0.80	$ 5.61	$ 3.14	$ 4.98	$ 2.75
February 2016	$ 1.00	$ 0.68	$ 6.86	$ 2.50	$ 5.75	$ 2.37
January 2016	$ 1.75	$ 0.69	$ 11.68	$ 2.98	$ 11.46	$ 2.65
December 2015	$ 1.79	$ 1.13	$ 13.83	$ 5.64	$ 13.09	$ 5.06
November 2015	$ 2.15	$ 1.13	$ 16.06	$ 7.76	$ 15.87	$ 7.86
October 2015	$ 3.26	$ 1.98	$ 18.25	$ 15.70	$ 17.56	$ 15.08

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Item 10. Additional Information

A. Share Capital

Not applicable.

B. Memorandum of articles of association

Please refer to Exhibit 3.1 of Form F-1, filed with the Securities and Exchange Commission (SEC) on November 2, 2005 with file number 333-129382; Exhibit 99.1 of Form 6-K, filed on January 17, 2007 with file number 000-51047, which the Company hereby incorporates by reference and the following filings on Form 6-K or Form 8-A, as applicable, (file number 001-33311) filed with the SEC : Exhibit 99.2 of Form 6-K filed on October 6, 2008; Exhibit 3.1 of Form 6-K filed on July 7, 2009; Exhibit 3.1 of Form 6-K filed on September 22, 2009; Exhibit 3.1 of Form 6-K filed on September 24, 2009; Exhibit 3.1 of Form 6-K filed on February 4, 2010; Exhibit 1.1 of Form 6-K filed on November 15, 2010; Exhibit 1.1 of Form 6-K filed on December 22, 2010; Exhibit 3.3 of Form 8-A filed on January 24, 2014 and Exhibit 3.3 of Form 8-A filed on July 7, 2014, each of which the Company hereby incorporates by reference.

C. Material Contracts

Refer to Item 4. Information on the Company for a discussion of various agreements relating to our business and certain vessel transactions, including Item 4.B. for a discussion of our option agreements to purchase 21 chartered-in vessels , and 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 the long-term debt, the operating lease obligations and the rent obligations. Other than these agreements, there are no material contracts, other than the contracts entered into in the ordinary course of business, to which the Company or any of its subsidiaries is a party.

D. Exchange controls

Under the laws of the Marshall Islands, Uruguay, Liberia, Panama, Belgium, Luxembourg, Malta, Brazil, Paraguay, Cayman Islands, Hong Kong and the British Virgin Islands, the countries of incorporation of the Company 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 newly elected 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.

E. Taxation

Marshall Islands Tax Considerations

Navios Holdings is incorporated in the Marshall Islands. Under current Marshall Islands law, Navios Holdings will not be subject to tax on income or capital gains, and no Marshall Islands withholding tax will be imposed upon

payments.

Other Tax Jurisdictions

Certain of Navios Holdings subsidiaries are incorporated in countries which impose taxes, such as Malta and Belgium, however such taxes are immaterial to Navios Holdings operations.

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Certain of the Company s subsidiaries are registered as Law 89 companies in Greece. These Law 89 companies are exempt from Greek income tax on their income derived from certain activities related to shipping. Since all the Law 89 companies conduct only business activities that qualify for the exemption of Greek income tax, no provision has been made for Greek income tax with respect to income derived by these Law 89 companies from their business operations in Greece.

In accordance with the currently applicable Greek law, foreign flagged vessels that are managed by Greek or foreign ship management companies having established an office in Greece are subject to duties towards the Greek state which are calculated on the basis of the relevant vessel s tonnage. The payment of said duties exhausts the tax liability of the foreign ship owning company and the relevant manager against any tax, duty, charge or contribution payable on income from the exploitation of the foreign flagged vessel.

Additionally, under a new tax bill ratified on January 14, 2013, an annual contribution, applying only to fiscal years 2012-2015, was imposed on offices or branches of foreign enterprises that have been established in Greece and are engaged in the exploitation, chartering, insurance, average (damage) settlements, purchase, chartering or shipbuilding brokerage, or chartering or insurance of ships under Greek or foreign flag, as well as the representation of ship-owner companies or undertakings, whose object is identical to the abovementioned activities. This contribution is imposed on the total amount of imported foreign exchange, calculated on a minimum $50,000. The impact of this new tax bill is not expected to be material to Navios Holdings operations.

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 and prior periods are measured at the amount expected to be paid to the taxation authorities using a tax rate of 35% on the taxable net income. 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 have to calculate an assets tax (Impuesto a la Ganancia Mínima Presunta or Minimum Presumed Income Tax). This tax is supplementary to income tax and is calculated by applying the effective tax rate of 1% over the gross value of the corporate assets (based on tax law criteria). The subsidiaries tax liabilities will be the higher of income tax or Alternative Minimum Tax. However, if the Alternative Minimum Tax exceeds income tax during any fiscal year, such excess may be computed as a prepayment of any income tax excess over the Alternative Minimum Tax that may arise in the next ten fiscal years. 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% on the fiscal profit and loss. 50% 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% 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% on such revenues, without considering any other kind of adjustments. Fiscal losses, if any, are neither deducted nor carried forward.

Material U.S. Federal Income Tax Considerations

The following discussion addresses certain U.S. federal income tax considerations applicable to us and to the purchase, ownership and disposition of our common stock. The discussion is based on the U.S. Internal Revenue Code of 1986, as amended (the Code), judicial decisions, administrative pronouncements, and existing and proposed regulations issued by the U.S. Treasury (the Treasury Regulations), all of which are subject to change, possibly with retroactive effect. Changes in these authorities may cause the tax consequences to vary substantially from the consequences described below. No party has sought or will seek any rulings from the U.S. Internal Revenue Service (the IRS) with respect to the U.S. federal income tax consequences discussed below. The discussion below is not in

any way binding on the IRS or the courts or in any way an assurance that the U.S. federal income tax consequences discussed herein will be accepted by the IRS or the courts.

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The U.S. federal income tax consequences to a beneficial owner of our common stock may vary depending on such beneficial owner s particular situation or status. This discussion is limited to beneficial owners of our common stock who hold our common stock as capital assets, and it does not address aspects of U.S. federal income taxation that may be relevant to persons who are subject to special treatment under U.S. federal income tax laws, including but not limited to: dealers in securities; banks and other financial institutions; insurance companies; tax-exempt entities, plans or accounts; persons holding our common stock as part of a hedge, straddle or other risk reduction transaction; partnerships or other pass-through entities (or investors in such entities); U.S. persons whose functional currency is not the U.S. dollar; persons that actually or constructively own 10% or more (by voting power or value) of our outstanding stock; U.S. expatriates; and persons subject to alternative minimum tax. The following discussion is for general information purposes only and does not address any U.S. state or local tax matters, any non-U.S. tax matters, or any U.S. federal taxes other than income taxes (such as estate and gift taxes or the Medicare tax on certain investment income).

You are encouraged to consult your own tax advisor regarding the particular U.S. federal, state and local and non-U.S. income and other tax consequences applicable to us and to the purchase, ownership and disposition of our common stock that may be applicable to you.

U.S. Federal Income Taxation of the Company

Taxation of Our Shipping Income

Navios Holdings is incorporated under the laws of the Marshall Islands. Accordingly, we take the position that Navios Holdings is taxed as a foreign corporation by the United States, and the remainder of this discussion assumes the correctness of this position. If Navios Holdings were taxed as a United States corporation, it could be subject to substantially greater United States federal income tax than contemplated below. See Risk Factors Tax Risks Navios Maritime Holdings Inc. may be taxed as a United States corporation.

Subject to the discussion of effectively connected income below, unless exempt from U.S. federal income tax under the rules contained in Section 883 of the Code and the Treasury Regulations promulgated thereunder, a non-U.S. corporation is subject to a 4% U.S. federal income tax in respect of its U.S.-source gross shipping income (without allowance for deductions). For this purpose, U.S.-source gross shipping income includes 50% of the shipping income that is attributable to transportation that begins or ends (but that does not both begin and end) in the United States. Shipping income attributable to transportation that both begins and ends in the United States is considered to be 100% U.S.-source. Shipping income attributable to transportation exclusively between non-U.S. destinations is considered to be 100% non-U.S. source and generally is not subject to U.S. federal income tax. Shipping income means income that is derived from the use of vessels, the hiring or leasing of vessels for use on a time, voyage or bareboat charter basis, the participation in a pool, partnership, strategic alliance, joint operating agreement, code sharing agreement or other joint venture it directly or indirectly owns or participates in that generates such income, or the performance of services directly related to these uses.

Under Section 883 of the Code and the Treasury Regulations promulgated thereunder, a non-U.S. corporation will be exempt from U.S. federal income tax on its U.S.-source shipping income if the following three requirements are satisfied:

It is organized in a jurisdiction outside the United States that grants an equivalent exemption from tax to corporations organized in the United States with respect to the types of U.S.-source shipping income that we

earn;

Either (i) its stock is primarily traded and regularly traded on an established securities market in the United States, in its country of organization, or in another country that grants an equivalent exemption to U.S. corporations or (ii) more than 50% of the value of its stock is owned, directly or indirectly, by (a) individuals who are residents of foreign countries that grants an equivalent

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exemption, (b) non-U.S. corporations organized in foreign countries that grant an equivalent exemption and that meet the test described in (i), and/or (c) certain other qualified shareholders described in the Treasury Regulations promulgated under Section 883; and

It meets certain substantiation and reporting requirements.

We believe that we and each of our subsidiaries qualifies and will continue to qualify for the foreseeable future for this statutory tax exemption under Section 883 with respect to our U.S.-source shipping income, provided that our common stock continues to be listed on the NYSE and represents more than 50% of the total combined voting power of all classes of our stock entitled to vote and of the total value of our stock, and less than 50% of our common stock is owned, actually or constructively under specified stock attribution rules, on more than half the number of days in the relevant year by persons who each own 5% or more of the vote and value of our common stock. However, no assurance can be given that we will satisfy these requirements or qualify for this exemption.

If we or our subsidiaries are not entitled to this exemption under Section 883 for any taxable year, we or our subsidiaries would be subject for those years to the 4% U.S. federal income tax on our gross U.S.-source shipping income described above, subject to the discussion of effectively connected income below. We expect that no more than a small portion of our gross shipping income would be treated as U.S.-source and we expect that the effective rate of U.S. federal income tax on our gross shipping income would be significantly below 1%.

To the extent exemption under Section 883 is unavailable, our U.S.-source gross shipping income that is considered to be effectively connected with the conduct of a U.S. trade or business (net of applicable deductions) would be subject to the U.S. federal corporate income tax currently imposed at rates of up to 35%, but would not be subject to the 4% tax discussed above. In addition, we may be subject to the 30% U.S. branch profits tax on any earnings and profits effectively connected with the conduct of such trade or business, as determined after allowance for certain adjustments, and on certain interest paid or deemed paid that is attributable to the conduct of such U.S. trade or business.

Our U.S.-source shipping income attributable to time or voyage charters (which currently represent, and are expected to continue to represent, substantially all of our shipping income) would be considered effectively connected with the conduct of a U.S. trade or business only if:

we had, or were considered to have, a fixed place of business in the United States involved in the earning of such shipping income; and

Substantially all of our U.S.-source shipping were attributable to regularly scheduled transportation.

We do not have, or intend to have or permit circumstances that would result in us having, such a fixed place of business in the United States or any vessel sailing to or from the United States on a regularly scheduled basis. Based on the foregoing and on the expected mode of our shipping operations and activities, we believe that none of our U.S.-source shipping income will be effectively connected with the conduct of a U.S. trade or business.

In addition, income attributable to transportation that both begins and ends in the United States is not subject to the tax rules described above. Such income is subject to either a 30% gross-basis tax or to U.S. federal corporate income tax on net income at rates of up to 35% (and the branch profits tax discussed above). Although there can be no assurance, we do not expect to engage in transportation that produces shipping income of this type.

Taxation of Gain on Our Sale of Vessels

On the sale of a vessel that has produced effectively connected income (as discussed above), we could be subject to net basis U.S. federal corporate income tax as well as branch profits tax with respect to the

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gain recognized up to the amount of certain prior deductions for depreciation that reduced effectively connected income. Otherwise, we should not be subject to U.S. federal income tax with respect to gain realized on the sale of a vessel, provided the sale is considered to occur outside of the United States (as determined under U.S. tax principles) and the gain is not attributable to an office or other fixed place of business maintained by us in the United States under U.S. federal income tax principles.

Taxation of U.S. Holders of our Common Stock

The following discussion is limited to persons that are U.S. holders of our common stock. For purposes of this discussion, a U.S. holder is a beneficial owner of our common stock that is:

- an individual U.S. citizen or resident (as determined for U.S. federal income tax purposes);
- a corporation (or other entity that is classified as a corporation for U.S. federal income tax purposes) organized under the laws of the United States or any of its political subdivisions;
- an estate the income of which is subject to U.S. federal income taxation regardless of its source; or
- a trust if a court within the United States is able to exercise primary supervision over the administration of the trust and one or more United States persons (as determined for U.S. federal income tax purposes) have the authority to control all substantial decisions of that trust, or if the trust has validly elected to be treated as a U.S. trust.

If an entity treated for U.S. federal income tax purposes as a partnership holds our common stock, the tax treatment of a partner will generally depend upon the status of the partner, upon the activities of the partnership and certain determinations made at the partner level. If you are a partner in a partnership considering an investment in our common stock, you should consult your tax advisor.

Distributions on Our Common Stock

Subject to the discussion of passive foreign investment companies below, any distributions that you receive with respect to our common stock generally will constitute dividends, which may be taxable as ordinary income or qualified dividend income as described below, to the extent of our current or accumulated earnings and profits (as determined under U.S. federal income tax principles). Distributions in excess of our earnings and profits will be treated first as a non-taxable return of capital to the extent of your tax basis in our common stock and thereafter as gain from the sale of such stock. We do not maintain calculations of earnings and profits under U.S. federal income tax principles. Therefore, you should expect that a distribution with respect to your common stock generally will be treated as dividend income, even if that distribution might otherwise be treated as a non-taxable return of capital or as capital gain under the rules described above.

Because we are not a U.S. corporation, if you are a corporation (or other entity taxable as a corporation for U.S. federal income tax purposes), you will not be entitled to claim a dividends-received deduction with respect to any distributions you receive from us. Dividends paid with respect to our common stock will generally be treated as passive category income for purposes of computing allowable foreign tax credits for U.S. foreign tax credit purposes.

If you are an individual, trust or estate, dividends you receive from us should be treated as qualified dividend income, provided that: (i) our common stock is readily tradable on an established securities market in the United States, which we expect to be the case, provided that our common stock continues to be listed on the NYSE; (ii) we are not a passive foreign investment company for the taxable year during which the dividend is paid or the immediately preceding taxable year (see the discussion below under Passive Foreign Investment Company Status); (iii) you have owned our common stock for more than 60 days in the 121-day period beginning 60 days before the date on which the common stock become ex-dividend (and have not entered into certain risk limiting transactions with respect to such common stock); (iv) you are not under an obligation to

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make related payments with respect to positions in substantially similar or related property; and (v) you do not treat the dividends as investment income for purposes of the investment interest deduction.

Qualified dividend income is taxed at the preferential rates applicable to long-term capital gain, depending on the income level of the taxpayer. Dividends you receive from us that are not eligible for the preferential rates will be taxed at the ordinary income rates.

Special rules may apply to any amounts received in respect of our common stock that are treated as extraordinary dividends. Generally, an extraordinary dividend is a dividend with respect to a share of our common stock in an amount that is equal to or in excess of 10% of your adjusted tax basis (or fair market value in certain circumstances) in such share of common stock. In addition, extraordinary dividends include dividends received within a one-year period that, in the aggregate, equal or exceed 20% of your adjusted tax basis (or fair market value in certain circumstances). If we pay an extraordinary dividend on any shares of our common stock that is treated as qualified dividend income, and you are an individual, estate or trust, then any loss you derive from a subsequent sale or exchange of such shares of our common stock will be treated as long-term capital loss to the extent of such dividend.

Sale, Exchange or Other Disposition of Common Stock

Provided that we are not a passive foreign investment company for any taxable year during which you hold our common stock, you generally will recognize capital gain or loss upon a sale, exchange or other disposition of our common stock in an amount equal to the difference, if any, between the amount realized by you from such sale, exchange or other disposition and your tax basis in such common stock. Any such gain or loss will be treated as long-term capital gain or loss if your holding period is greater than one year at the time of the sale, exchange or other disposition. Any such capital gain or loss will generally be treated as U.S. source income or loss, as applicable, for U.S. foreign tax credit purposes. If you are an individual, trust or estate, your long-term capital gains are currently subject to tax at preferential rates. Your ability to deduct capital losses against ordinary income is subject to limitations

Passive Foreign Investment Company Status

Special U.S. federal income tax rules apply to you if you hold stock in a non-U.S. corporation that is classified as a passive foreign investment company (a PFIC) for U.S. federal income tax purposes. In general, we will be a PFIC for any taxable year in which, after applying certain look-through rules, either:

- at least 75% of our gross income for such taxable year consists of passive income (e.g., dividends, interest, capital gains and rents derived other than in the active conduct of a rental business); or

- at least 50% of the quarterly average value of our assets during such taxable year consists of passive assets (i.e., assets that produce, or are held for the production of, passive income).

For purposes of determining whether we are a PFIC, we will be treated as earning and owning our proportionate share of the income and assets, respectively, of any of our subsidiary corporations in which we own at least 25% of the value of the subsidiary s stock. Income we earn, or are deemed to earn, in connection with the performance of services will not constitute passive income. By contrast, rental income will generally constitute passive income (unless we are treated under certain special rules as deriving our rental income in the active conduct of a trade or business).

Based upon our actual and projected income, assets and activities, we believe that we should not be a PFIC for our taxable year ended December 31, 2015 or for subsequent taxable years. However, no assurance can be given as to our current and future PFIC status, because such status requires an annual factual determination based upon the composition of our income and assets for the entire taxable year. The PFIC determination also depends on the application of complex U.S. federal income tax rules concerning the classification of our income

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and assets for this purpose, and there are legal uncertainties involved in determining whether the income derived from our chartering activities and from our logistics activities constitutes rental income or income derived from the performance of services. In Tidewater Inc. v. United States, 565 F.2d 299 (5th Cir. 2009), the Fifth Circuit held that income derived from certain time chartering activities should be treated as rental income rather than services income for purposes of a foreign sales corporation provision of the Code. The IRS has announced, in an Action on Decision (AOD 2010-001), its nonacquiescence with the court s holding in the Tidewater case and, at the same time, announced the position of the IRS that the vessel time charter agreements at issue in that case should be treated as service contracts. The IRS AOD, however, is an administrative action that cannot be relied upon or otherwise cited as precedent by taxpayers. We have not sought, and we do not expect to seek, an IRS ruling on this issue. As a result, the IRS or a court could disagree with our position. In addition, although we intend to conduct our affairs in a manner to avoid, to the extent possible, being classified as a PFIC with respect to any taxable year, we cannot assure you that the nature of our operations, or the nature or composition of our income or assets, will not change in the future, or that we can avoid PFIC status in the future.

As discussed below, if we are a PFIC for a taxable year during which you actually or constructively own our common stock, you generally would be subject to one of three different U.S. federal income tax regimes, depending on whether or not you make certain elections. Additionally, for each year during which we are treated as a PFIC and you actually or constructively own common stock you generally will be required to file IRS Form 8621 with your U.S. federal income tax return to report certain information concerning your ownership of our common stock. In the event that a person that is required to file IRS Form 8621 does not file such form, the statute of limitations on the assessment and collection of U.S. federal income taxes of such person for the related tax year may not close until three years after the date that the required information is filed.

The PFIC rules are complex, and you are encouraged to consult your own tax advisor regarding the PFIC rules, including the annual PFIC reporting requirement.

Taxation of U.S. Holders That Make a Timely QEF Election

If we were treated as a PFIC for any taxable year during which you actually or constructively own our common stock, and if you make a timely election to treat us as a Qualifying Electing Fund for U.S. tax purposes (a QEF Election), you would be required to report each year your pro rata share of our ordinary earnings (as ordinary income) and our net capital gain (as long-term capital gain), if any, for our taxable year that ends with or within your taxable year, regardless of whether we make any distributions to you. Such income inclusions would not be eligible for the preferential tax rates applicable to qualified dividend income. Your adjusted tax basis in our common stock would be increased to reflect such taxed but undistributed earnings and profits. Distributions of earnings and profits that had previously been taxed would result in a corresponding reduction in your adjusted tax basis in our common stock and would not be taxed again once distributed. You would generally recognize capital gain or loss on the sale, exchange or other disposition of our common stock. Even if you make a QEF Election for one of our taxable years, if we were a PFIC for a prior taxable year during which you held our common stock and for which you did not make a timely QEF Election, you would also be subject to the more adverse rules described below under Taxation of U.S. Holders That Make No Election. Additionally, to the extent any of our subsidiaries is a PFIC, your election to treat us as a Qualifying Electing Fund would not be effective with respect to your deemed ownership of the stock of such subsidiary and a separate QEF Election with respect to such subsidiary would be required.

You would make a QEF Election by completing and filing IRS Form 8621 with your U.S. federal income tax return for the year for which the election is made in accordance with the relevant instructions. If we were to become aware that we were a PFIC for any taxable year, we would notify all U.S. holders of such treatment and would provide all necessary information to any U.S. holder who requests such information in order to make the QEF Election described

above with respect to us and the relevant subsidiaries.

A QEF Election generally will not have any effect with respect to any taxable year for which we are not a PFIC, but will remain in effect with respect to any subsequent taxable year for which we are a PFIC. It

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should be noted that the beneficial effect of a QEF Election may be substantially diminished if such election is not made in the first year of your holding period in which we are a PFIC. If some instances, you may be permitted to make a QEF election that is retroactive to the beginning of your holding period if we unexpectedly are treated as a PFIC.

Taxation of U.S. Holders That Make a Timely Mark-to-Market Election

Alternatively, if we were to be treated as a PFIC for any taxable year during which you actually or constructively own our common stock and, our common stock is treated as marketable stock, you would be allowed to make a mark-to-market election with respect to our common stock, provided you complete and file IRS Form 8621 with your U.S. federal income tax return for the year for which the election is made in accordance with the relevant instructions. If that election is made, you generally would include as ordinary income in each taxable year the excess, if any, of the fair market value of our common stock at the end of the taxable year over your adjusted tax basis in our common stock. You also would be permitted an ordinary loss in respect of the excess, if any, of your adjusted tax basis in our common stock over the fair market value of such common stock at the end of the taxable year (but only to the extent of the net amount of gain previously included in income as a result of the mark-to-market election). Your tax basis in our common stock would be adjusted to reflect any such income or loss amount. Gain realized on the sale, exchange or other disposition of our common stock would be treated as ordinary income, and any loss realized on the sale, exchange or other disposition of the common stock would be treated as ordinary loss to the extent that such loss does not exceed the net mark-to-market gains you previously included. However, to the extent any of our subsidiaries is a PFIC, your mark-to-market election with respect to our common stock would not apply to your deemed ownership of the stock of such subsidiary. This may significantly limit the beneficial effect of making a mark-to-market election.

It should be noted that the beneficial effect of a mark-to-market election may be substantially diminished if such election is not made in the first year of your holding period in which we are a PFIC.

Taxation of U.S. Holders That Make No Election

Finally, if we were treated as a PFIC for any taxable year during which you actually or constructively own our common stock, and you do not make either a QEF Election or a mark-to-market election for that year, you would be subject to special rules with respect to (a) any excess distribution (that is, the portion of any distributions you receive on our common stock in a taxable year in excess of 125% of the average annual distributions you received in the three preceding taxable years, or, if shorter, your holding period for our common stock) and (b) any gain realized on the sale, exchange or other disposition of our common stock. Under these special rules: (i) the excess distribution or gain would be allocated ratably over your aggregate holding period for our common stock (ii) the amount allocated to the current taxable year would be taxed as ordinary income; and (iii) the amount allocated to each of the other taxable years would be subject to tax at the highest rate of tax in effect for the applicable class of taxpayer for that year, and an interest charge for the deemed deferral benefit would be imposed with respect to the resulting tax attributable to each such other taxable year.

If you died while owning our common stock, your successor generally would not receive a step-up in tax basis with respect to such shares for U.S. tax purposes.

If we are treated as a PFIC during any taxable year during your holding period, unless you make a timely QEF Election, or a timely mark-to-market election, for the first taxable year in which you hold our common stock, we will continue to be treated as a PFIC for all succeeding years during which you are treated as a direct or indirect U.S. holder, even if we are not a PFIC for such years. You are encouraged to consult your own tax advisor with respect to any available elections that may be applicable in such a situation, as well as the IRS information and filing obligations

that may arise as a result of the ownership of shares in a PFIC.

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Taxation of Non-U.S. Holders

You are a non-U.S. holder if you are a beneficial owner of our common stock (other than a partnership for U.S. federal income tax purposes) and you are not a U.S. holder.

Distributions on Our Common Stock

You generally will not be subject to U.S. federal income or withholding taxes on a distribution with respect to our common stock, unless the income arising from such distribution is effectively connected with your conduct of a trade or business in the United States. If you are entitled to the benefits of an applicable income tax treaty with respect to that income, such income generally is taxable in the United States only if it is attributable to a permanent establishment maintained by you in the United States.

Sale, Exchange or Other Disposition of Our Common Stock

You generally will not be subject to U.S. federal income tax or withholding tax on any gain realized upon the sale, exchange or other disposition of our common stock, unless:

- the gain is effectively connected with your conduct of a trade or business in the United States (and, if you are entitled to the benefits of an applicable income tax treaty with respect to that gain, that gain is attributable to a permanent establishment maintained by you in the United States); or

- you are an individual who is present in the United States for 183 days or more during the taxable year of disposition and certain other conditions are met.

Gain that is effectively connected with your conduct of a trade or business in the United States (or so treated) generally will be subject to U.S. federal income tax, net of certain deductions, at regular U.S. federal income tax rates. If you are a corporate non-U.S. holder, your earnings and profits that are attributable to the effectively connected income (subject to certain adjustments) may be subject to an additional U.S. branch profits tax at a rate of 30% (or such lower rate as may be specified by an applicable income tax treaty).

Gain described in clause the second bullet point above (net of certain U.S.-source losses) will be taxed at a flat rate of 30% (or such lower rate as may be specified by an applicable tax treaty).

U.S. Backup Withholding and Information Reporting

In general, if you are a non-corporate U.S. holder, distributions and proceeds from the disposition of our common stock may be subject to information reporting requirements. These payments to a non-corporate U.S. holder may also be subject to backup withholding tax if the non-corporate U.S. holder: (i) fails to provide an accurate taxpayer identification number; (ii) is notified by the IRS that it has become subject to backup withholding due to a prior failure to report all interest or distributions required to be shown on its federal income tax returns; or (iii) fails to comply with applicable certification requirements.

If you are a non-U.S. holder, you may be required to establish your exemption from information reporting and backup withholding by certifying your non-U.S. status on IRS Form W-8BEN, W-8BEN-E, W-8ECI or W-8IMY, as applicable.

Backup withholding tax is not an additional tax. Rather, you generally may obtain a refund of any amounts withheld under backup withholding rules that exceed your income tax liability by accurately completing and timely filing a refund claim with the IRS.

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Tax Return Disclosure Requirements

Individual U.S. holders (and to the extent specified in applicable Treasury Regulations, certain individual non-U.S. holders and certain U.S. holders that are entities) that hold certain specified foreign assets with values in excess of certain dollar thresholds are required to report such assets on IRS Form 8938 with their U.S. federal income tax return, subject to certain exceptions (including an exception for foreign assets held in accounts maintained with U.S. financial institutions). Stock in a foreign corporation, including our common stock is a specified foreign asset for this purpose, unless such stock is held in an account maintained with a U.S. financial institution. Substantial penalties apply for failure to properly complete and file Form 8938. You are encouraged to consult your own tax advisor regarding the filing of this form. Additionally, in the event that 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 person 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 assets.

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 and copied at the public facilities maintained by the SEC at 100 F Street, N.E., Washington, D.C. 20549, or from the SEC s website www.sec.gov. You may obtain information on the operation of the public reference room by calling 1-(800)-SEC-0330 and you may obtain copies at prescribed rates.

I. Subsidiary information

Not applicable.

Item 11. Quantitative and Qualitative Disclosures about Market Risks

Navios Holdings is exposed to certain risks related to interest rate, foreign currency and charter rate risks. To manage these risks, Navios Holdings may use interest rate swaps (for interest rate risk) and FFAs (for charter rate risk).

Interest Rate Risk:

Debt Instruments On December 31, 2015 and 2014, Navios Holdings had a total of $1,608.5 million and $1,644.6 million, respectively, of long-term indebtedness. The debt is U.S. dollar-denominated and bears interest at a floating rate, except for the 2019 Notes, the 2022 Notes and the 2022 Logistics Senior Notes and one Navios Logistics loan discussed in Item 5.B Liquidity and Capital Resources that bear interest at a fixed rate.

The interest on the loan facilities is at a floating rate and, therefore, changes in interest rates would affect their interest rate and related interest expense. As of December 31, 2015, the outstanding amount of the

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Company s floating rate loan facilities was $233.1 million. The interest rate on the 2019 Notes, the 2022 Notes, the 2022 Logistics Senior Notes and the Navios Logistics loan is fixed and, therefore, changes in interest rates affect their fair value, which as of December 31, 2015 was $735.4 million, but do not affect their related interest expense. A change in the LIBOR rate of 100 basis points would increase interest expense for the years ended December 31, 2015, 2014 and 2013 by $2.4 million, $2.4 million and $2.9 million, respectively.

For a detailed discussion on Navios Holdings debt instruments refer to section Long-Term Debt Obligations and Credit Arrangements included in Item 5.B. of this Annual Report.

Interest Rate Swaps Navios Holdings enters from time to time into interest rate swap contracts to hedge its exposure to variability in its floating rate long-term debt. Under the terms of interest rate swaps, Navios Holdings and the banks agree to exchange, at specified intervals, the difference between a paying fixed rate and floating rate interest amount calculated by reference to the agreed principal amounts and maturities. The interest rate swaps allow Navios Holdings to convert long-term borrowings issued at floating rates into equivalent fixed rates.

There are no swap agreements as of December 31, 2015 and 2014, as all swap agreements expired during 2010.

FFAs Derivative Risk:

FFAs Navios Holdings may enter into dry bulk shipping FFAs as economic hedges relating to identifiable ship and/or cargo positions and as economic hedges of transactions that Navios Holdings expects to carry out in the normal course of its shipping business. By using FFAs, Navios Holdings manages the financial risk associated with fluctuating market conditions. In entering into these contracts, the Company has assumed the risk that might arise from the possible inability of counterparties to perform in accordance with the terms of their contracts. The Company records all of its derivative financial instruments and hedges as economic hedges.

Navios Holdings is exposed to market risk in relation to its FFAs and could suffer substantial losses from these activities in the event expectations are incorrect. Navios Holdings trades FFAs with an objective of both economically hedging the risk on the fleet, specific vessels or freight commitments and taking advantage of short-term fluctuations in market prices. As there were no positions deemed to be open as of December 31, 2015, a change in underlying freight market indices would not have any effect on our net income/(loss).

Inflation:

Inflation has had a minimal impact on vessel operating expenses and general and administrative expenses. Our management does not consider inflation to be a significant risk to direct expenses in the current and foreseeable economic environment.

Item 12. Description of Securities Other than Equity Securities

Not applicable.

PART II

Item 13. Defaults, Dividend Arrearages and Delinquencies

None.

Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds

None.

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Item 15. Controls and Procedures

A. Disclosure Controls and Procedures

The Company s management, with the participation of its Chief Executive Officer and Chief Financial Officer, conducted an evaluation, pursuant to Rule 13a-15 (e) promulgated under the Exchange Act, of the effectiveness of our disclosure controls and procedures as of December 31, 2015. 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, 2015.

Disclosure controls and procedures means controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC s rules and forms and that such information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosures.

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

The management of Navios Holdings is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) and 15d-15(f) of the Exchange Act. Navios Holdings internal control system was designed 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 in the United States.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Navios Holdings management assessed the effectiveness of Navios Holdings internal control over financial reporting as of December 31, 2015. 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 concluded that, as of December 31, 2015, Navios Holdings internal control over financial reporting is effective based on those criteria.

Navios Holdings independent registered public accounting firm has issued an attestation report on Navios Holdings internal control over financial reporting.

C. Attestation Report of the Registered Public Accounting Firm

Navios Holdings independent registered public accounting firm has issued an audit report on Navios Holdings internal control over financial reporting. This report appears on Page F-2 of the consolidated financial statements.

D. Changes in Internal Control over Financial Reporting

There have been no changes in internal controls over financial reporting (identified in connection with management s evaluation of such 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 Holdings internal controls over financial reporting.

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Item 16. [Reserved]

Item 16A. Audit Committee financial expert

Navios Holdings Audit Committee consists of three independent directors, Spyridon Magoulas, Efstathios Loizos and George Malanga. The Board of Directors has determined that Efstathios Loizos qualifies as an audit committee financial expert as defined in the instructions of Item 16A of Form 20-F. Mr. Loizos is independent under applicable NYSE and SEC standards.

Item 16B. Code of Ethics

Navios Holdings has adopted a code of ethics, the Navios Code of Corporate Conduct and Ethics, applicable to officers, directors and employees of Navios Holdings that complies with applicable guidelines issued by the SEC. The Navios Code of Corporate Conduct and Ethics is available for review on Navios Holdings website at www.navios.com.

Item 16C. Principal Accountant Fees and Services

Audit Fees

Our principal accountants for fiscal years 2015 and 2014 were PricewaterhouseCoopers S.A. The audit fees for the audit of the years ended December 31, 2015 and 2014 were $1.5 million and $1.7 million, respectively.

The Audit Committee is responsible for the appointment, replacement, compensation, evaluation and oversight of the work of the independent auditors. As part of this responsibility, the audit committee pre-approves the audit and non-audit services performed by the independent auditors in order to assure that they do not impair the auditors independence from the Company. The Audit Committee may delegate, to one or more of its designated members, the authority to grant such pre-approvals. The decision of any member to whom such authority is delegated is be presented to the full Committee at each of its scheduled meetings.

All audit services and other services provided by PricewaterhouseCoopers S.A., after the formation of our Audit Committee in October 2005 were pre-approved by the Audit Committee.

Audit-Related Fees

There were no audit-related fees billed in 2015 and 2014.

Tax Fees

There were no tax fees billed in 2015 and 2014.

All Other Fees

There were no other fees billed in 2015 and 2014.

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

Not applicable.

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

In February 2008, the Board of Directors approved a share repurchase program for up to $50.0 million of Navios Holdings common stock. As of October 20, 2008, Navios Holdings concluded this share repurchase program and 6,959,290 shares were repurchased under this program, for a total consideration of $50.0 million.

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In November 2008, the Board of Directors approved a share repurchase program for up to $25.0 million of Navios Holdings common stock. The program does not require any minimum purchase or any specific number or amount of shares and may be suspended or reinstated at any time in Navios Holdings discretion and without notice. Total repurchases under the program were $1.9 million.

In November 2015, the Board of Directors approved a share repurchase program for up to $25.0 million of Navios Holdings common stock. Share repurchases were made pursuant to a program adopted under Rule 10b5-1 under the Securities Exchange Act. Repurchases were subject to restrictions under the terms of the Company s credit facilities and indenture. The program did not require any minimum purchase or any specific number or amount of shares and may be suspended or reinstated at any time in the Navios Holdings discretion and without notice. In particular, Navios Holdings, pursuant to the terms of its Series G and Series H, may not redeem, repurchase or otherwise acquire its common shares or preferred shares, including the Series G and Series H (other than through an offer made to all holders of Series G and Series H) unless full cumulative dividends on the Series G and Series H, when payable, have been paid. In total, up until February 2016, 1,147,908 common stock were repurchased under this program, for approximately $1.1 million. Since that time, this program has been suspended by the Company.

Item 16F. Changes in Registrant s Certifying Accountant

Not applicable.

Item 16G. Corporate Governance

Pursuant to an exception for foreign private issuers, we are not required to comply with the corporate governance practices followed by U.S. companies under the NYSE listing standards. However, we have voluntarily adopted all of the NYSE required practices, except that, as permitted under Marshall Islands law, we do not need prior shareholder s approval to adopt or re-use equity compensation plans, including our 2015 Equity Incentive Plan.

Item 16H. Mine Safety disclosures

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-76 and are filed as part of this annual report.

Separate consolidated financial statements and notes thereto for Navios Partners and Navios Acquisition for each of the years ended December 31, 2015, 2014 and 2013 are being provided as a result of Navios Partners and Navios Acquisition meeting a significance test pursuant to Rule 3-09 of Regulation S-X and, accordingly, the financial statements of Navios Partners and Navios Acquisition for the year ended December 31, 2015 are required to be filed as part of this Annual Report on Form 20-F. See Exhibit 15.4 for Navios Partners and Exhibit 15.5 for Navios Acquisition to this Annual Report on Form 20-F.

Item 19. Exhibits

1.1	Amended and Restated Articles of Incorporation of Navios Maritime Holdings Inc. (Incorporated by reference to Exhibit 1.1 to the Registrant s Registration Statement on Form F-1 (File No. 333-129382)).
1.2	Bylaws of Navios Maritime Holdings Inc. (Incorporated by reference to Exhibit 1.2 to the Registrant s Registration Statement on Form F-1 (File No. 333-129382)).

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1.3	Articles of Amendment of Articles of Incorporation of Navios Maritime Holdings Inc. (Incorporated by reference to Exhibit 99.1 to the Registrant s Form 6-K, filed on January 17, 2007).
2.1	Specimen Unit Certificate (Incorporated by reference to Exhibit 4.1 to the Registrant s Registration Statement on Form F-1 (File No. 333-129382)).
2.2	Specimen Common Stock Certificate. (Incorporated by reference to Exhibit 4.2 to the Registrant s Registration Statement on Form F-1 (File No. 333-129382)).
2.3	Stockholders Rights Agreement, dated as of October 6, 2008, between Navios Maritime Holdings Inc. and Continental Stock Transfer and Trust Company (Incorporated by reference to Exhibit 99.1 to the Registrant s Form 6-K, filed on October 6, 2008).
2.4	Certificate of Designations of Rights, Preferences and Privileges of Preferred Stock of Navios Maritime Holdings Inc. (Incorporated by reference to Exhibit 99.2 to the Registrant s Form 6-K, filed on October 6, 2008).
2.5	Certificate of Designation, Preferences and Rights of Series A Convertible Preferred Stock of Navios Maritime Holdings Inc. (Incorporated by reference to Exhibit 3.1 to the Registrant s Form 6-K, filed on July 7, 2009).
2.6	Form of $20.0 million 6% Bond Due 2012 (Incorporated by reference to Exhibit 10.1 to the Registrant s Form 6-K, filed on August 5, 2009).
2.7	Certificate of Designation, Preferences and Rights of Series B Convertible Preferred Stock of Navios Maritime Holdings Inc. (Incorporated by reference to Exhibit 3.1 to the Registrant s Form 6-K, filed on September 22, 2009).
2.8	Certificate of Designation, Preferences and Rights of Series C Convertible Preferred Stock of Navios Maritime Holdings Inc. (Incorporated by reference to Exhibit 3.1 to the Registrant s Form 6-K, filed on September 24, 2009).
2.9	Certificate of Designation, Preferences and Rights of Series D Convertible Preferred Stock of Navios Maritime Holdings Inc. (Incorporated by reference to Exhibit 3.1 to the Registrant s Form 6-K, filed on February 4, 2010).
2.10	Certificate of Designation, Preferences and Rights of Series E Convertible Preferred Stock of Navios Maritime Holdings Inc. (Incorporated by reference to Exhibit 1.1 to the Registrant s Form 6-K, filed on November 15, 2010).
2.11	Certificate of Designation, Preferences and Rights of Series F Convertible Preferred Stock of Navios Maritime Holdings Inc. (Incorporated by reference to Exhibit 1.1 to the Registrant s Form 6-K, filed on December 22, 2010).
2.12	Indenture relating to the 8 1/8% Senior Notes due 2019, dated as of January 28, 2011, among Navios Maritime Holdings Inc., Navios Maritime Finance II (US) Inc., the Guarantors party thereto and Wells Fargo Bank, National Association, as trustee (Incorporated by reference to Exhibit 4.1 to the Registrant s Form 6-K, filed on February 1, 2011).
2.12.1	First Supplemental Indenture relating to the 81/8% Senior Notes due 2019, dated as of June 24, 2011 (Incorporated by reference to Exhibit 10.1 to the Registrant s Form 6-K, filed on July 22, 2011).
2.12.2	Second Supplemental Indenture relating to the 8 1/8% Senior Notes due 2019, dated as of December 29, 2011 (Incorporated by reference to Exhibit 10.2 to the Registrant s Form 6-K, filed on January 26, 2012).

2.12.3 Third Supplemental Indenture relating to the 81/8% Senior Notes due 2019, dated April 18, 2012 (Incorporated by reference to Exhibit 10.1 to the Registrant s Form 6-K, filed on May 21, 2012).

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2.12.4	Fourth Supplemental Indenture relating to the 8 1/8% Senior Notes due 2019, dated as of December 13, 2013 (Incorporated by reference to Exhibit 99.5 to the Registrant s Form 6-K, filed on December 13, 2013).
2.12.5	Fifth Supplemental Indenture relating to the 81/8% Senior Notes due 2019, dated as of February 20, 2014 (Incorporated by reference to Exhibit 10.4 to the Registrant s Form 6-K, filed on March 3, 2014).
2.12.6	Sixth Supplemental Indenture relating to the 8 1/8% Senior Notes due 2019, dated as of June 24, 2014 (Incorporated by reference to Exhibit 10.3 to the Registrant s Form 6-K, filed on July 23, 2014).
2.12.7	Seventh Supplemental Indenture relating to the 81/8% Senior Notes due 2019, dated as of October 24, 2014 (Incorporated by reference to Exhibit 10.3 to the Registrant s Form 6-K, filed on December 8, 2014).
2.12.8	Eighth Supplemental Indenture relating to the 81/8% Senior Notes due 2019, dated as of December 22, 2015 (Incorporated by reference to Exhibit 10.4 to the Registrant s Form 6-K, filed on February 25, 2016).
2.13	Registration Rights Agreement, dated as of July 10, 2012, among Navios Maritime Holdings Inc., Navios Maritime Finance (US) Inc. and Morgan Stanley & Co. LLC, J.P. Morgan Securities LLC, S. Goldman Capital LLC, Commerz Markets LLC, DVB Capital Markets LLC, DNB Markets, Inc. and ABN AMRO Securities (USA) LLC (Incorporated by reference to Exhibit 99.3 to the Registrant s Form 6-K, filed on July 18, 2012).
2.14	Indenture relating to the 7.375% First Priority Ship Mortgage Notes due 2022, dated as of November 29, 2013, among Navios Maritime Holdings Inc., Navios Logistics Finance II (US) Inc., the guarantors party thereto, and Wells Fargo Bank, National Association, as trustee and collateral trustee (Incorporated by reference to Exhibit 99.2 to the Registrant s Form 6-K, filed on December 13, 2013).
2.14.1	First Supplemental Indenture relating to the 7.375% First Priority Ship Mortgage Notes due 2022, dated as of February 20, 2014 (Incorporated by reference to Exhibit 10.3 to the Registrant s Form 6-K, filed on March 3, 2014).
2.14.2	Second Supplemental Indenture relating to the 7.375% First Priority Ship Mortgage Notes due 2022, dated as of June 24, 2014 (Incorporated by reference to Exhibit 10.2 to the Registrant s Form 6-K, filed on July 23, 2014).
2.14.3	Third Supplemental Indenture relating to the 7.375% First Priority Ship Mortgage Notes due 2022, dated as of October 24, 2014 (Incorporated by reference to Exhibit 10.2 to the Registrant s Form 6-K, filed on December 8, 2014).
2.14.4	Fourth Supplemental Indenture relating to the 7.375% First Priority Ship Mortgage Notes due 2022, dated as of October 24, 2014 (Incorporated by reference to Exhibit 10.3 to the Registrant s Form 6-K, filed on February 25, 2016).
2.15	Deposit Agreement, dated as of January 21, 2014, by and among Navios Maritime Holdings Inc., The Bank of New York Mellon, and the holders from time to time of the American depositary receipts described therein (incorporated by reference to Exhibit 4.1 to the Registrant s Registration Statement on Form 8-A (File No. 001-33311), filed on January 24, 2014).
2.16	Certificate of Designation of 8.75% Series G Cumulative Redeemable Perpetual Preferred Stock of Navios Maritime Holdings Inc. (Incorporated by reference to Exhibit 3.3 to the Registrant s Registration Statement on Form 8-A (File No. 001-33311), filed on January 24, 2014).

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2.17	Form of American Depositary Receipt representing the American Depositary Shares (Incorporated by reference to Exhibit A to Exhibit 4.1 to the Registrant s Registration Statement on Form 8-A (File No. 001-33311), filed on January 24, 2014).
2.18	Form of Certificate representing the 8.75% Series G Cumulative Redeemable Perpetual Preferred Stock (Incorporated by reference to Exhibit 4.3 to the Registrant s Registration Statement on Form 8-A (File No. 001-33311), filed on January 24, 2014).
2.19	Certificate of Designation of 8.625% Series H Cumulative Redeemable Perpetual Preferred Stock of Navios Maritime Holdings Inc. (Incorporated by reference to Exhibit 3.3 to the Registrant s Registration Statement on Form 8-A (File No. 001-33311), filed on July 7, 2014).
2.20	Form of Certificate representing the 8.625% Series H Cumulative Redeemable Perpetual Preferred Stock (Incorporated by reference to Exhibit 4.3 to the Registrant s Registration Statement on Form 8-A (File No. 001-33311), filed on July 7, 2014).
4.1	2006 Employee, Director and Consultant Stock Plan (Incorporated by reference to Exhibit 10.1 to the Registrant s Form 6-K, filed on May 16, 2007).
4.2	Financial Agreement relating to a loan facility of up to $70.0 million, dated as of March 31, 2008, between Nauticler S.A. and Marfin Egnatia Bank, S.A. (Incorporated by reference to Exhibit 99.3 to the Registrant s Form 6-K, filed on June 13, 2008).
4.3	Facility Agreement for a loan amount up to $133.0 million, dated as of June 24, 2008, by and between Shikhar Ventures S.A., Sizzling Ventures Inc. and DnB NOR Bank ASA (Incorporated by reference to Exhibit 99.1 to the Registrant s Form 6-K, filed on July 14, 2008).
4.4	Third Supplemental Agreement in relation to the Facility Agreement dated February 1, 2007 for a loan facility of up to $280.0 million and a revolving credit facility of up to $120.0 million, dated March 23, 2009, between Navios Maritime Holdings Inc., Commerzbank AG and HSH Nordbank AG (Incorporated by reference to Exhibit 99.4 to the Registrant s Form 6-K, filed on May 18, 2009).
4.5	Amendment to Share Purchase Agreement, dated June 29, 2009, by and between Anemos Maritime Holdings Inc. and Navios Maritime Partners L.P. (Incorporated by reference to Exhibit 10.1 to the Registrant s Form 6-K, filed on July 7, 2009).
4.6	Amendment to Omnibus Agreement, dated June 29, 2009, by and among Navios Maritime Holdings Inc., Navios GP L.L.C., Navios Maritime Operating L.L.C. and Navios Maritime Partners L.P. (Incorporated by reference to Exhibit 10.2 to the Registrant s Form 6-K, filed on July 7, 2009).
4.7	Facility Agreement for a $240.0 million term loan facility, dated June 24, 2009, by and between Floral Marine Ltd., Nostos Shipmanagement Corp., Pandora Marine Inc., Red Rose Shipping Corp. and Commerzbank AG (Incorporated by reference to Exhibit 10.3 to the Registrant s Form 6-K, filed on July 7, 2009).
4.8	Supplemental Agreement in relation to the Facility Agreement dated December 11, 2007 for a loan facility of up to $154.0 million, dated July 10, 2009, among Chilali Corp., Rumer Holding Ltd. and Credit Agricole Corporate and Investment Bank (formerly Emporiki Bank of Greece S.A.) (Incorporated by reference to Exhibit 99.3 to the Registrant s Form 6-K, filed on August 5, 2009).
4.9	Second Supplemental Agreement in relation to the Facility Agreement dated December 11, 2007 for a loan facility of up to $130.0 million, dated August 28, 2009, between Chilali Corp, Rumer Holding Ltd. and Credit Agricole Corporate and Investment Bank (formerly Emporiki Bank of Greece S.A.) (Incorporated by reference to Exhibit 99.3 to the Registrant s Form 6-K, filed on October 8, 2009).

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4.10	Facility Agreement in respect of a loan of up to $75.0 million, dated August 28, 2009, between Kohylia Shipmanagement S.A., Ducale Marine Inc. and Credit Agricole Corporate and Investment Bank (formerly Emporiki Bank of Greece S.A.) (Incorporated by reference to Exhibit 99.5 to the Registrant s Form 6-K, filed on October 8, 2009).
4.11	Loan Agreement relating to a revolving credit facility of up to $110.0 million, dated October 23, 2009, between Navios Shipmanagement Inc. and Marfin Egnatia Bank S.A. (Incorporated by reference to Exhibit 99.1 to the Registrant s Form 6-K, filed on November 10, 2009).
4.12	Facility Agreement for a $150.0 million term loan facility, dated as of April 7, 2010, by and between Amorgos Shipping Corporation, Andros Shipping Corporation, Antiparos Shipping Corporation, Ikaria Shipping Corporation, Kos Shipping Corporation, Mytilene Shipping Corporation, Deutsche Schiffsbank AG, Alpha Bank AE and Credit Agricole Corporate and Investment Bank (Incorporated by reference to Exhibit 10.1 to the Registrant s Form 6-K, filed on April 8, 2010).
4.13	Facility Agreement for a $75.0 million term loan facility, dated as of April 8, 2010, by and between Sifnos Corporation, Skiathos Shipping Corporation, Syros Shipping Corporation, Fortis Bank and DVB Bank SE (Incorporated by reference to Exhibit 10.2 to the Registrant s Form 6-K, filed on April 8, 2010).
4.14	Fourth Supplemental Facility Agreement in relation to a term loan of $280.0 million and a reducing revolving credit facility of up to $120.0 million, dated as of January 8, 2010, by and between Navios Maritime Holdings Inc., Commerzbank AG and HSH Nordbank AG (Incorporated by reference to Exhibit 10.2 to the Registrant s Form 6-K, filed on May 18, 2010).
4.15	Fifth Supplemental Agreement in relation to a Facility Agreement dated February 1, 2007 (as amended) for a term loan facility of up to $280.0 million and a reducing revolving credit facility of up to $120.0 million, dated as of April 28, 2010, by and between Navios Maritime Holdings Inc., Commerzbank AG and HSH Nordbank AG (Incorporated by reference to Exhibit 10.1 to the Registrant s Form 6-K, filed on May 18, 2010).
4.16	Facility Agreement for a $40.0 million term loan facility, dated as of August 20, 2010, by and between Faith Marine Ltd. and DnB NOR Bank ASA (Incorporated by reference to Exhibit 10.1 to the Registrant s Form 6-K, filed on September 1, 2010).
4.17	Loan Agreement for a loan up to$40.0 million, dated as of September 7, 2010, by and between Navios Maritime Acquisition Corporation and Navios Maritime Holdings Inc. (Incorporated by reference to Exhibit 10.1 to the Registrant s Form 6-K, filed on October 14, 2010).
4.18	Facility Agreement in respect of a loan of up to $40.0 million, dated as of September 30, 2010, between Aramis Navigation Inc. and Credit Agricole Corporate and Investment Bank (formerly Emporiki Bank of Greece S.A.) (Incorporated by reference to Exhibit 10.3 to the Registrant s Form 6-K, filed on October 14, 2010).
4.19	Amended and Restated Loan Agreement relating to a facility of up to $120.0 million, by and between Portorosa Marine Corp., Floral Maritime Ltd., the banks and financial institutions listed therein and Dekabank Deutsche Girozentrale (Incorporated by reference to Exhibit 10.1 to the Registrant s Form 6-K, filed on November 15, 2010).
4.20	Supplemental Agreement relating to the Facility Agreement dated as of June 24, 2009 for a term loan facility of up to $240.0 million, dated January 28, 2011, between Nostos Shipmanagement Corp, Red Rose Shipping Corp. and Commerzbank AG (Incorporated by reference to Exhibit 10.1 to the Registrant s Form 6-K, filed on February 4, 2011).

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4.21 Supplemental Agreement relating to the Facility Agreement dated as of September 30, 2010 for a term loan facility of up to $40.0 million, dated January 28, 2011, between Aramis Navigation Inc. and Credit Agricole Corporate and Investment Bank (formerly Emporiki Bank of Greece S.A.) (Incorporated by reference to Exhibit 10.2 to the Registrant s Form 6-K, filed on February 4, 2011).

4.22 Supplemental Agreement relating to the Facility Agreement dated as of December 11, 2007 (as amended) for a term loan facility of up to $154.0 million, dated January 28, 2011, between Rumer Holding Ld. and Credit Agricole Corporate and Investment Bank (formerly Emporiki Bank of Greece S.A.) (Incorporated by reference to Exhibit 10.3 to the Registrant s Form 6-K, filed on February 4, 2011).

4.23 Supplemental Agreement relating to the Facility Agreement dated as of August 28, 2009 (as amended) for a term loan facility of up to $75.0 million, dated January 28, 2011, between Kohylia Shipmanagement S.A., Ducale Marine Inc. and Credit Agricole Corporate and Investment Bank (formerly Emporiki Bank of Greece S.A.) (Incorporated by reference to Exhibit 10.4 to the Registrant s Form 6-K, filed on February 4, 2011).

4.24 Supplemental Agreement relating to the Amended and Restated Loan Agreement dated as of October 27, 2010 in respect of a loan facility of up to $120.0 million, dated January 28, 2011, between Portorosa Marine Corp., Floral Marine Ltd., the banks and financial institutions listed thereto and Dekabank Deutsche Girozentrale (Incorporated by reference to Exhibit 10.5 to the Registrant s Form 6-K, filed on February 4, 2011).

4.25 Supplemental Agreement in relation to the Loan Agreement dated as of October 23, 2009 (as amended) for a revolving credit facility of up to $110.0 million, dated January 28, 2011, between Navios Shipmanagement Inc. and Marfin Egnatia Bank S.A. (Incorporated by reference to Exhibit 10.6 to the Registrant s Form 6-K, filed on February 4, 2011).

4.26 Sixth Supplemental Agreement in relation to the Facility Agreement dated February 1, 2007 (as amended) for a term loan facility of up to $280.0 million and a reducing revolving credit facility of up to $120.0 million, dated January 28, 2011, between Navios Maritime Holdings Inc., Commerzbank AG and HSH Nordbank AG (Incorporated by reference to Exhibit 10.7 to the Registrant s Form 6-K, filed on February 4, 2011).

4.27 Supplemental Agreement in relation to the Facility Agreement dated as of August 20, 2010 for a term loan facility of up to $40.0 million, dated January 28, 2011, between Faith Marine Ltd. and DnB NOR Bank ASA (Incorporated by reference to Exhibit 10.8 to the Registrant s Form 6-K, filed on February 4, 2011).

4.28 Supplemental Agreement No. 2 relating to a Loan Agreement dated October 23, 2009 (as amended) in respect of a revolving credit facility of up to $110.0 million, dated May 6, 2011, between Marfin Popular Bank Public Co Ltd, Navios Shipmanagement Inc., Navios Maritime Holdings Inc. and Astra Maritime Corporation (Incorporated by reference to Exhibit 10.2 to the Registrant s Form 6-K, filed on May 25, 2011).

4.29 Administrative Services Agreement, dated April 12, 2011, between Navios South American Logistics Inc. and Navios Maritime Holdings Inc. (Incorporated by reference to Exhibit 10.3 to the Registrant s Form 6-K, filed on May 25, 2011).

4.30 Letter of Amendment No. 1 to the Loan Agreement dated September 7, 2010, dated October 21, 2010, between Navios Maritime Acquisition Corporation and Navios Maritime Holdings Inc. (Incorporated by reference to Exhibit 10.4 to the Registrant s Form 6-K, filed on May 25, 2011).

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4.31	Facility Agreement No. 242 in respect of a loan up to $23.0 million, dated August 19, 2011, between Solange Shipping Ltd. and Credit Agricole Corporate and Investment Bank (formerly Emporiki Bank of Greece S.A.) (Incorporated by reference to Exhibit 10.1 to the Registrant s Form 6-K, filed on August 25, 2011).
4.32	Letter Agreement No. 2 to the Loan Agreement dated September 7, 2010, dated November 8, 2011, between Navios Maritime Acquisition Corporation and Navios Maritime Holdings Inc. (Incorporated by reference to Exhibit 10.1 to the Registrant s Form 6-K, filed on November 28, 2011).
4.33	Facility agreement in respect of a loan of up to $23.0 million, dated December 29, 2011, between Mandora Shipping Ltd. and Credit Agricole Corporate and Investment Bank (formerly Emporiki Bank of Greece S.A.) (Incorporated by reference to Exhibit 10.1 to the Registrant s Form 6-K, filed on January 26, 2012).
4.34	Shareholders Agreement, dated as of June 17, 2010, between Navios South American Logistics Inc., Navios Corporation and Grandall Investment S.A (Incorporated by reference to Exhibit 4.1 to Navios South American Logistics Inc. s Registration Statement on Form F-4 (Registration No. 333-179250), filed on January 31, 2012).
4.35	Facility agreement for a $42.0 million term loan facility, dated March 23, 2012, by and between Astra Maritime Corporation, Serenity Shipping Enterprises Inc., DVB Bank SE, Credit Agricole Corporate and Investment Bank (formerly Emporiki Bank of Greece S.A.) and Norddeutsche Landesbank Girozentrale (Incorporated by reference to Exhibit 10.1 to the Registrant s Form 6-K, filed on April 6, 2012).
4.36	Fifth Supplemental Agreement relating to the Loan Agreement dated December 11, 2007 (as amended) for a term loan facility of up to $154.0 million, dated March 28, 2012, between Rumer Holding Ltd. and Credit Agricole Corporate and Investment Bank (formerly Emporiki Bank of Greece S.A.) (Incorporated by reference to Exhibit 10.2 to the Registrant s Form 6-K, filed on April 6, 2012).
4.37	Second Supplemental Agreement relating to the Facility Agreement dated June 24, 2009 (as amended) for a term loan facility of up to $240.0 million, dated March 30, 2012, between Notros Shipmanagement Corp., Red Rose Shipping Corp. and Commerzbank AG (Incorporated by reference to Exhibit 10.3 to the Registrant s Form 6-K, filed on April 6, 2012).
4.38	Facility Agreement for a $40.0 million term loan facility, dated September 19, 2013, between Kleimar NV and DVB Bank SE (Incorporated by reference to Exhibit 10.1 to the Registrant s Form 6-K, filed on October 8, 2013).
4.39	Facility Agreement for a $22.5 million term loan facility, dated December 20, 2013, between Iris Shipping Corporation, Jasmine Shipping Corporation and Credit Agricole Corporate and Investment Bank (Incorporated by reference to Exhibit 10.1 to the Registrant s Form 6-K, filed on March 3, 2014).
4.40	Loan Agreement, dated December 13, 2013, between Navios Europe Inc., Navios Partners Europe Finance Inc., Navios Acquisition Europe Finance Inc. and Navios Holdings Europe Finance Inc. (Incorporated by reference to Exhibit 10.2 to the Registrant s Form 6-K, filed on March 3, 2014).
4.41	Facility Agreement for a $65.5 million term loan facility, dated June 27, 2014, between Astra Maritime Corporation, Emery Shipping Corporation, Serenity Shipping Enterprises Inc., DVB Bank SE, Credit Agricole Corporate and Investment Bank and Norddeutsche Landesbank Girozentrale (Incorporated by reference to Exhibit 10.1 to the Registrant s Form 6-K, filed on July 23, 2014).
4.42	Loan Agreement in respect of a loan of up to $31.0 million, dated November 6, 2014, between Lavender Shipping Corporation and Alpha Bank A.E. (Incorporated by reference to Exhibit 10.1 to the Registrant s Form 6-K, filed on December 8, 2014).

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4.43	Fourth Supplemental Agreement relating to the Facility Agreement dated as of June 24, 2009 (as amended) for a term loan facility of up to $240.0 million, dated March 31, 2015 between Nostos Shipmanagement Corp, Red Rose Shipping Corp. and Commerzbank AG (Incorporated by reference to Exhibit 10.1 to the Registrant s Form 6-K, filed on April 14, 2015).
4.44	Facility Agreement for a $41.0 million term loan facility, dated January 5, 2016, Triangle Shipping Corporation, Esmeralda Shipping Corporation, Navios Maritime Holdings Inc. and DVB Bank SE. (Incorporated by reference to Exhibit 10.1 to the Registrant s Form 6-K, filed on February 25, 2016).
4.45	Third Supplemental Agreement related to the Facility Agreement (as amended) dated December 20, 2013 for a $22.5 million term loan facility, dated December 30, 2015, between Iris Shipping Corporation, Jasmine Shipping Corporation and Credit Agricole Corporate and Investment Bank (Incorporated by reference to Exhibit 10.2 to the Registrant s Form 6-K, filed on February 25, 2016).
4.46	Loan Agreement for a Revolving Loan Facility of up to $50.0 million, dated as of March 9, 2016, between Navios Maritime Holdings Inc. and Navios Maritime Acquisition Corporation (Incorporated by reference to Exhibit 10.1 to the Registrant s Form 6-K, filed on March 9, 2016).
4.47	Termination of Loan Agreement, dated as of April 14, 2016, among Navios Maritime Holdings Inc. and Navios Maritime Acquisition Corporation.
8.1	List of subsidiaries.
12.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act.
12.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act.
13.1	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act.
15.1	Consent of PricewaterhouseCoopers S.A.
15.2	Consent of PricewaterhouseCoopers S.A.
15.3	Consent of PricewaterhouseCoopers S.A.
15.4	Financial Statements of Navios Maritime Partners L.P. for the year ended December 31, 2015.
15.5	Financial Statements of Navios Maritime Acquisition Corporation for the year ended December 31, 2015.
101	The following materials from the Company s Annual Report on Form 20-F for the fiscal year ended December 31, 2015, formatted in eXtensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets at December 31, 2015 and 2014; (ii) Consolidated Statements of Comprehensive (Loss)/Income for each of the years ended December 31, 2015, 2014 and 2013; (iii) Consolidated Statements of Cash Flows for each of the years ended December 31, 2015, 2014 and 2013; (iv) Consolidated Statements of Changes in Equity for each of the years ended December 31, 2015, 2014 and 2013; and (v) the Notes to Consolidated Financial Statements.

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SIGNATURE

Navios Maritime Holdings Inc. hereby certifies that it meets all of the requirements for filing its Annual Report on Form 20-F and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

Navios Maritime Holdings Inc.

By: /s/ Angeliki Frangou
Name: Angeliki Frangou
Title: Chairman and Chief Executive Officer
Date: April 25, 2016

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of

Navios Maritime Holdings Inc.:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of comprehensive (loss)/income, changes in equity and cash flows present fairly, in all material respects, the financial position of Navios Maritime Holdings Inc. and its subsidiaries (the Company) at December 31, 2015 and 2014, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2015 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company s management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management s annual report on internal control over financial reporting , appearing in Item 15(b) of the Company s 2015 Annual Report on Form 20-F. Our responsibility is to express opinions on these financial statements and on the Company s internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company s internal control over financial reporting is a process designed 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. A company s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers S.A.

Athens, Greece

April 25, 2016

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NAVIOS MARITIME HOLDINGS INC.

CONSOLIDATED BALANCE SHEETS

(Expressed in thousands of U.S. dollars except share data)

	Notes	December 31, 2015	December 31, 2014
ASSETS			
Current assets			
Cash and cash equivalents	3, 11	$ 163,412	$ 247,556
Restricted cash	10, 11	13,480	2,564
Accounts receivable, net	4	64,813	85,581
Due from affiliate companies	15	12,669	27,196
Inventories		24,443	32,521
Prepaid expenses and other current assets	5	24,142	21,713
Total current assets		**302,959**	**417,131**
Deposits for vessels, port terminals and other fixed assets	6	73,949	45,365
Vessels, port terminals and other fixed assets, net	6	1,823,961	1,911,143
Deferred dry dock and special survey costs, net		40,216	28,630
Loan receivable from affiliate companies	11, 15	16,474	7,791
Long-term receivable from affiliate companies	11, 15		9,625
Investments in affiliates	8	381,746	344,453
Investments in available-for-sale securities	11, 22	5,173	6,701
Other long-term assets		3,542	7,030
Intangible assets other than goodwill	7	150,457	189,492
Goodwill	2, 18	160,336	160,336
Total non-current assets		**2,655,854**	**2,710,566**
Total assets		**$ 2,958,813**	**$ 3,127,697**
LIABILITIES AND STOCKHOLDERS EQUITY			
Current liabilities			
Accounts payable		$ 72,605	$ 53,837
Accrued expenses and other liabilities	7, 9, 15	103,095	107,320
Deferred income and cash received in advance	15	13,492	12,445
Due to affiliate companies	15	17,791	
Current portion of capital lease obligations	6, 11	2,929	1,449
Current portion of long-term debt, net	10, 11	16,944	23,283
Total current liabilities		**226,856**	**198,334**
Senior and ship mortgage notes, net	10, 11	1,350,941	1,347,316

Long-term debt, net of current portion	10, 11	213,423	242,291
Capital lease obligations, net of current portion	6, 11	17,720	20,911
Unfavorable lease terms	7	7,526	22,141
Other long-term liabilities and deferred income	15	20,878	17,459
Deferred tax liability	20	10,917	12,735
Total non-current liabilities		**1,621,405**	**1,662,853**
Total liabilities		**1,848,261**	**1,861,187**
Commitments and contingencies	13		
Stockholders equity			
Preferred Stock $0.0001 par value, authorized 1,000,000 shares, 73,935 and 75,069 issued and outstanding as of December 31, 2015 and 2014, respectively.	16		
Common stock $0.0001 par value, authorized 250,000,000 shares, 110,468,753 and 105,831,718 issued and outstanding, as of December 31, 2015 and 2014, respectively.	16	11	11
Additional paid-in capital		726,791	721,465
Accumulated other comprehensive loss		(445)	(578)
Retained earnings		262,603	432,065
Total Navios Holdings stockholders equity		**988,960**	**1,152,963**
Noncontrolling interest	21	121,592	113,547
Total stockholders equity		**1,110,552**	**1,266,510**
Total liabilities and stockholders equity		**$ 2,958,813**	**$ 3,127,697**

See notes to consolidated financial statements.

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NAVIOS MARITIME HOLDINGS INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS)/INCOME

(Expressed in thousands of U.S. dollars except share and per share data)

	Note	Year Ended December 31, 2015	Year Ended December 31, 2014	Year Ended December 31, 2013
Revenue	18	$ 480,820	$ 569,016	$ 512,279
Administrative fee revenue from affiliates	15	16,177	14,300	7,868
Time charter, voyage and logistics business expenses	15	(247,882)	(263,304)	(244,412)
Direct vessel expenses	15	(128,168)	(130,064)	(114,074)
General and administrative expenses incurred on behalf of affiliates	15	(16,177)	(14,300)	(7,868)
General and administrative expenses		(34,183)	(45,590)	(44,634)
Depreciation and amortization	6, 7	(120,310)	(104,690)	(98,124)
Provision for losses on accounts receivable	4	(59)	(792)	(630)
Interest income	15	2,370	5,515	2,299
Interest expense and finance cost	17	(113,151)	(113,660)	(110,805)
Loss on derivatives	11			(260)
Gain on sale of assets				18
Loss on bond and debt extinguishment	10		(27,281)	(37,136)
Other income	23	4,840	15,639	17,031
Other expense	22	(34,982)	(24,520)	(10,447)
Loss before equity in net earnings of affiliated companies		**$ (190,705)**	**$ (119,731)**	**$ (128,895)**
Equity in net earnings of affiliated companies	8, 15, 18	61,484	57,751	19,344
Loss income before taxes		**$ (129,221)**	**$ (61,980)**	**$ (109,551)**
Income tax benefit/(expense)	20	3,154	(84)	4,260
Net loss		**$ (126,067)**	**$ (62,064)**	**$ (105,291)**
Less: Net (income)/loss attributable to the noncontrolling interest	21	(8,045)	5,861	(3,772)
Net loss attributable to Navios Holdings common stockholders		**$ (134,112)**	**$ (56,203)**	**$ (109,063)**
Loss attributable to Navios Holdings common stockholders, basic	19	**$ (150,314)**	**$ (66,976)**	**$ (110,990)**
Loss attributable to Navios Holdings common stockholders, diluted	19	**$ (150,314)**	**$ (66,976)**	**$ (110,990)**

Basic net loss per share attributable to Navios Holdings common stockholders		**$ (1.42)**	**$ (0.65)**	**$ (1.09)**
Weighted average number of shares, basic	19	**105,896,235**	**103,476,614**	**101,854,415**
Diluted net loss per share attributable to Navios Holdings common stockholders		**$ (1.42)**	**$ (0.65)**	**$ (1.09)**
Weighted average number of shares, diluted	19	**105,896,235**	**103,476,614**	**101,854,415**
Other comprehensive income/(loss)				
Unrealized holding loss on investments in-available-for-sale securities	22	(1,649)	(959)	(10,614)
Reclassification to earnings	22	1,782	11,553	
Total other comprehensive income/(loss)		**$ 133**	**$ 10,594**	**$ (10,614)**
Total comprehensive loss		**(125,934)**	**(51,470)**	**(115,905)**
Comprehensive (income)/ loss attributable to noncontrolling interest		$ (8,045)	$ 5,861	$ (3,772)
Total comprehensive loss attributable to Navios Holdings common stockholders		**$ (133,979)**	**$ (45,609)**	**$ (119,677)**

See notes to consolidated financial statements.

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NAVIOS MARITIME HOLDINGS INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Expressed in thousands of U.S. dollars)

	Note	Year Ended December 31, 2015	Year Ended December 31, 2014	Year Ended December 31, 2013
OPERATING ACTIVITIES:				
Net loss		$ (126,067)	$ (62,064)	$ (105,291)
Adjustments to reconcile net loss to net cash provided by operating activities:				
Depreciation and amortization	6, 7	120,310	104,690	98,124
Amortization and write-off of deferred financing costs	17	4,524	4,061	5,384
Amortization of deferred drydock and special survey costs		13,340	12,263	9,581
Provision for losses on accounts receivable	4	59	792	630
Unrealized loss on FFA derivatives	11			69
Share based compensation	12	5,591	7,719	5,021
Gain on sale of assets				(18)
Loss on bond and debt extinguishment	10		4,786	12,142
Income tax (benefit)/ expense	20	(3,154)	84	(4,260)
Realized holding loss on investments in-available-for-sale-securities	22	1,782	11,553	
Equity in affiliates, net of dividends received	8, 15	(30,398)	(22,179)	19,781
Changes in operating assets and liabilities:				
Decrease/ (increase) in restricted cash		198	(168)	430
Decrease/ (increase) in accounts receivable		20,588	(107)	(1,110)
Decrease/ (increase) in inventories		8,079	(5,933)	4,966
Decrease/(increase) in prepaid expenses and other assets		375	6,446	(26,653)
Decrease/ (increase) in due from affiliate companies		13,802	(18,263)	80,159
Increase/(decrease) in accounts payable		17,606	1,738	(12,916)
Increase/(decrease) in accrued expenses and other liabilities		3,104	31,154	(12,156)
Increase in due to affiliate companies		14,142		
Increase/(decrease) in deferred income and cash received in advance		1,046	(770)	(2,112)
Increase/(decrease) in other long-term liabilities and deferred income		3,391	(8,509)	(1,109)
Increase in derivative assets and liabilities				1,206
Payments for drydock and special survey costs		(24,840)	(10,970)	(12,119)
Net cash provided by operating activities		**$ 43,478**	**$ 56,323**	**$ 59,749**

INVESTING ACTIVITIES:				
Acquisition of intangible assets	7		(10,200)	(2,092)
Loan to affiliate company	15	(7,327)	(4,465)	(2,660)
Loan repayment from affiliate company	15			35,000
Decrease/(increase) in long-term receivable from affiliate companies	15	10,351	(5,087)	14,908
Dividends from affiliate companies	8	18,244	14,595	10,126
Deposits for vessels, port terminals and other fixed assets	6	(26,713)	(45,337)	(31,398)
Acquisition of investments in affiliates	8	(22,846)	(2,233)	(167,919)
Acquisition of vessels	6		(123,541)	(85,699)
Purchase of property, equipment and other fixed assets	6	(8,208)	(68,620)	(28,837)
Net cash used in investing activities		**$ (36,499)**	**$ (244,888)**	**$ (258,571)**

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NAVIOS MARITIME HOLDINGS INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Expressed in thousands of U.S. dollars)

	Note	Year Ended December 31, 2015	Year Ended December 31, 2014	Year Ended December 31, 2013
FINANCING ACTIVITIES:				
Proceeds from long-term loans	10	$	$ 72,250	$ 51,250
Proceeds from issuance of senior and ship mortgage notes including premium, net of debt issuance costs	10		365,668	725,486
Repayment of long-term debt and payment of principal	10	(36,056)	(20,761)	(157,228)
Repayment of senior and ship mortgage notes	10		(290,000)	(488,000)
Payments of obligations under capital leases	6	(1,501)	(1,399)	(1,353)
Debt issuance costs		(50)	(1,223)	(905)
Net proceeds from issuance of preferred stock	16		163,602	
(Increase)/ decrease in restricted cash		(11,114)	(355)	22,234
Payment for acquisition of intangible asset	7	(6,800)		
Acquisition of treasury stock	16	(252)		
Acquisition of noncontrolling interest	21		(10,889)	(750)
Contribution from noncontrolling shareholders	6, 21		3,484	3,905
Issuance of common stock	16		643	551
Dividends paid		(35,350)	(32,730)	(26,405)
Net cash (used in)/ provided by financing activities		**$ (91,123)**	**248,290**	**128,785**
(Decrease)/increase in cash and cash equivalents		**(84,144)**	**59,725**	**(70,037)**
Cash and cash equivalents, beginning of year		**247,556**	**187,831**	**257,868**
Cash and cash equivalents, end of year		**$ 163,412**	**$ 247,556**	**$ 187,831**
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION				
Cash paid for interest, net of capitalized interest		$ 108,461	$ 92,776	$ 147,405
Cash paid for income taxes		$ 139	$ 694	$ 586
Non-cash investing and financing activities				
Purchase of property, equipment and other fixed assets	6	$ (710)	$ (624)	$
Acquisition of intangible assets	7	$	$ (6,800)	$
Deposits for vessels, port terminals and other fixed assets	6	$ 1,871		

Debt issuance costs		$		$	(225)	$	
Revaluation of vessels due to restructuring of capital lease obligations	6	$	210	$		$	
Decrease in capital lease obligations due to restructuring		$	(210)	$		$	
Dividends payable		$	3,081	$	3,081	$	
Investments in available-for-sale securities	22	$		$		$	17,715
Accrued interest on loan receivable from affiliate company	15	$	1,356	$	645	$	

See notes to consolidated financial statements.

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NAVIOS MARITIME HOLDINGS INC.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(Expressed in thousands of U.S. dollars except share data)

	Number of Preferred Shares	Preferred Stock	Number of Common Shares	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income/(Loss)	Total Navios Holdings Stockholders Equity	Noncontrolling Interest	Total Stockholders Equity
Balance December 31, 2012	**8,479**	**$**	**103,255,409**	**$ 10**	**$ 547,377**	**$ 659,547**	**$ (558)**	**$ 1,206,376**	**$ 116,663**	**$ 1,323,039**
Net (loss)/income						(109,063)		(109,063)	3,772	(105,291)
Total other comprehensive loss							(10,614)	(10,614)		(10,614)
Navios Logistics acquisition of noncontrolling interest (Note 21)					(50)			(50)	(700)	(750)
Contribution from noncontrolling shareholders (Note 6 and 21)									3,905	3,905
Stock-based compensation expenses (Note 16)			1,031,456		5,451			5,451		5,451
Cancellation of shares (Note 16)			(25,836)							
Dividends declared/ paid						(26,405)		(26,405)		(26,405)
Balance December 31, 2013	**8,479**	**$**	**104,261,029**	**$ 10**	**$ 552,778**	**$ 524,079**	**$ (11,172)**	**$ 1,065,695**	**$ 123,640**	**$ 1,189,335**
Net loss						(56,203)		(56,203)	(5,861)	(62,064)
Total other comprehensive income							10,594	10,594		10,594

Issuance of preferred stock, net of expenses (Note 16)	68,000			163,602			163,602		163,602
Conversion of preferred stock to common stock (Note 16)	(1,410)	1,410,000	1				1		1
Contribution from noncotrolling shareholders (Note 6 and 21)								3,484	3,484
Acquisition of noncontrolling interest (Note 21)				(3,173)			(3,173)	(7,716)	(10,889)
Stock-based compensation expenses (Note 16)		184,937		8,258			8,258		8,258
Cancellation of shares (Note 16)		(24,248)							
Dividends declared/ paid					(35,811)		(35,811)		(35,811)
Balance December 31, 2014	**75,069**	**$ 105,831,718**	**$ 11**	**$ 721,465**	**$ 432,065**	**$ (578)**	**$ 1,152,963**	**$ 113,547**	**$ 1,266,510**
Net loss					(134,112)		(134,112)	8,045	(126,067)
Total other comprehensive income						133	133		133
Conversion of preferred stock to common stock (Note 16)	(1,134)	1,134,000							
Stock-based compensation expenses (Note 16)		3,711,678		5,578			5,578		5,578
Cancellation of shares (Note 16)		(9,319)							
Acquisition of treasury stock (Note 16)		(199,324)		(252)			(252)		(252)
Dividends declared/ paid					(35,350)		(35,350)		(35,350)
	73,935	**$ 110,468,753**	**$ 11**	**$ 726,791**	**$ 262,603**	**$ (445)**	**$ 988,960**	**$ 121,592**	**$ 1,110,552**

Balance December 31, 2015

See notes to consolidated financial statements.

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NAVIOS MARITIME HOLDINGS INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of U.S. dollars except share data)

NOTE 1: DESCRIPTION OF BUSINESS

Navios Maritime Holdings Inc. (Navios Holdings or the Company) (NYSE:NM) is a global, vertically integrated seaborne shipping and logistics company focused on the transport and transshipment of dry bulk commodities, including iron ore, coal and grain.

Navios Logistics

Navios South American Logistics Inc. (Navios Logistics), a consolidated subsidiary of the Company, 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, 2015, Navios Holdings owns 63.8% of Navios Logistics.

Navios Partners

Navios Maritime Partners L.P. (Navios Partners) (NYSE:NMM) is an international owner and operator of dry cargo vessels and is engaged in seaborne transportation services of a wide range of dry cargo commodities including iron ore, coal, grain, fertilizer and also containers, chartering its vessels under medium to long-term charters.

As of December 31, 2015, Navios Holdings owned a 20.1% interest in Navios Partners, including a 2.0% general partner interest.

Navios Acquisition

Navios Maritime Acquisition Corporation (Navios Acquisition) (NYSE: NNA), an affiliate of the Company, is an owner and operator of tanker vessels focusing in the transportation of petroleum products (clean and dirty) and bulk liquid chemicals.

As of December 31, 2015, Navios Holdings ownership of the outstanding voting stock of Navios Acquisition was 43.6% and its economic interest was 46.6%.

Navios Midstream

Navios Maritime Midstream Partners L.P. (Navios Midstream) (NYSE: NAP) is a publicly traded master limited partnership which owns and operates crude oil tankers under long-term employment contracts.

As of December 31, 2015, Navios Holdings owned no direct equity interest in Navios Midstream.

Navios Europe I

On October 9, 2013, Navios Holdings, Navios Acquisition and Navios Partners established Navios Europe Inc. (Navios Europe I) and had economic interest of 47.5%, 47.5% and 5.0%, respectively. Navios Europe I is engaged in the marine transportation industry through the ownership of five tanker and five container vessels. Effective November 2014, Navios Holdings, Navios Acquisition and Navios Partners have voting interest of 50%, 50% and 0%, respectively.

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NAVIOS MARITIME HOLDINGS INC.

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Navios Europe II

On February 18, 2015, Navios Holdings, Navios Acquisition and Navios Partners established Navios Europe (II) Inc. (Navios Europe II) and had economic interests of 47.5%, 47.5% and 5.0%, respectively and voting interests of 50%, 50% and 0%, respectively. Navios Europe II is engaged in the marine transportation industry through the ownership of seven dry bulkers and seven container vessels.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of presentation: The accompanying consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Change in Accounting Principle

The Company historically presented deferred debt issuance costs, or fees related to directly issuing debt, as long-term assets on the consolidated balance sheets. During the first quarter of 2015, the Company adopted the guidance codified in ASU 2015-03 Interest - Imputation of Interest (Subtopic 835-30), Simplifying the Presentation of Debt Issuance Costs (ASU 2015-03). The guidance simplifies the presentation of debt issuance costs by requiring debt issuance costs to be presented as a deduction from the corresponding liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs is not affected. Therefore, these costs will continue to be amortized as interest expense using the effective interest method pursuant to ASC 835-30-35-2 through 35-3. The Company elected to adopt early the requirements of ASU 2015-03 effective beginning the first quarter of 2015 and applied this guidance retrospectively to all prior periods presented in the Company s financial statements.

The reclassification does not impact net income as previously reported or any prior amounts reported on the statements of comprehensive income, or the consolidated statements of cash flows. The effect of the retrospective application of this change in accounting principle on the Company s consolidated balance sheets as of December 31, 2014 resulted in a reduction of Total non-current assets and Total assets in the amount of $31,692, with a corresponding decrease of $30,789 in Long-term debt, net and Total non-current liabilities and a decrease of $903 in Current portion of long-term debt, net and Total current liabilities.

(b) Principles of consolidation: The accompanying consolidated financial statements include the accounts of Navios Holdings, a Marshall Islands corporation, and both its majority and wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in the consolidated statements.

The Company also consolidates entities that are determined to be variable interest entities (VIE) as defined in the accounting guidance, if the Company determines that it is the primary beneficiary. A VIE is defined as a legal entity where either (i) 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 (ii) the equity interest holders have not provided sufficient equity investment to permit the entity to finance its activities without additional subordinated financial support, or (iii) 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.

Subsidiaries: 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 of the entity. The acquisition method of accounting is used to account for the acquisition of subsidiaries. The cost of an

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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. All subsidiaries included in the consolidated financial statements are 100% owned, except for Navios Logistics, which is 63.8% owned by Navios Holdings and Navios Asia LLC (Navios Asia) and its wholly-owned subsidiaries, which were 51.0% owned by Navios Holdings, until May 2014, when Navios Holdings became the sole shareholder.

Investments in Affiliates: Affiliates are entities over which the Company generally has between 20% and 50% of the voting rights, or over which the Company has significant influence, but it does not exercise control. Investments in these entities are accounted for under the equity method of accounting. Under this method, the Company records an investment in the stock of an affiliate at cost, and adjusts the carrying amount for its share of the earnings or losses of the affiliate subsequent to the date of investment and reports the recognized earnings or losses in income. Dividends received from an affiliate reduce the carrying amount of the investment. The Company recognizes gains and losses in earnings for the issuance of shares by its affiliates, provided that the issuance of shares qualifies as a sale of shares. When the Company s share of losses in an affiliate equals or exceeds its interest in the affiliate, the Company does not recognize further losses, unless the Company has incurred obligations or made payments on behalf of the affiliate.

Affiliates included in the financial statements accounted for under the equity method

In the consolidated financial statements of Navios Holdings, the following entities are included as affiliates and are accounted for under the equity method for such periods: (i) Navios Partners and its subsidiaries (ownership interest as of December 31, 2015 was 20.1%, which includes a 2.0% general partner interest); (ii) Navios Acquisition and its subsidiaries (economic interest as of December 31, 2015 was 46.6%); (iii) Acropolis Chartering and Shipping Inc. (Acropolis) (economic interest as of December 31, 2015 was 35.0%), (iv) Navios Europe I and its subsidiaries (economic interest as of December 31, 2015 was 47.5%); and (v) Navios Europe II and its subsidiaries (economic interest as of December 31, 2015 was 47.5%).

Subsidiaries Included in the Consolidation:

				Statement of Operations		
Company Name	**Nature**	**Ownership Interest**	**Country of Incorporation**	**2015**	**2014**	**2013**
Navios Maritime Holdings Inc.	Holding Company		Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navios Corporation	Sub-Holding Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navios International Inc.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navimax Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31

Navios Handybulk Inc.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Hestia Shipping Ltd.	Operating Company	100%	Malta	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Anemos Maritime Holdings Inc.	Sub-Holding Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navios Shipmanagement Inc.	Management Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
NAV Holdings Limited	Sub-Holding Company	100%	Malta	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Kleimar N.V.	Operating Company/ Vessel Owning Company/ Management Company	100%	Belgium	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Kleimar Ltd.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Bulkinvest S.A.	Operating Company	100%	Luxembourg	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31

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(Expressed in thousands of U.S. dollars except share data)

				Statement of Operations		
Company Name	**Nature**	**Ownership Interest**	**Country of Incorporation**	**2015**	**2014**	**2013**
Primavera Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Ginger Services Co.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Aquis Marine Corp.	Sub-Holding Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navios Tankers Management Inc.	Management Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Astra Maritime Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Achilles Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Apollon Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Herakles Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Hios Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Ionian Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Kypros Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Meridian Shipping Enterprises Inc.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Mercator Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Arc Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Horizon Shipping Enterprises Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Magellan Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Aegean Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Star Maritime Enterprises Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31

Corsair Shipping Ltd.						
Rowboat Marine Inc.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Beaufiks Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Nostos Shipmanagement Corp.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Portorosa Marine Corp.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Shikhar Ventures S.A.	Vessel Owning Company	100%	Liberia	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Sizzling Ventures Inc.	Operating Company	100%	Liberia	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Rheia Associates Co.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Taharqa Spirit Corp.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Rumer Holding Ltd.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Pharos Navigation S.A.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Pueblo Holdings Ltd.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Quena Shipmanagement Inc.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Aramis Navigation Inc.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
White Narcissus Marine S.A.	Vessel Owning Company	100%	Panama	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navios GP L.L.C.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Red Rose Shipping Corp.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31

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				Statement of Operations		
Company Name	**Nature**	**Ownership Interest**	**Country of Incorporation**	**2015**	**2014**	**2013**
Highbird Management Inc.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Ducale Marine Inc.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Vector Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Faith Marine Ltd.	Vessel Owning Company	100%	Liberia	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navios Maritime Finance (US) Inc.	Operating Company	100%	Delaware	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navios Maritime Finance II (US) Inc.	Operating Company	100%	Delaware	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Tulsi Shipmanagement Co.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Cinthara Shipping Ltd.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Rawlin Services Company	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Mauve International S.A.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Serenity Shipping Enterprises Inc.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Mandora Shipping Ltd	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Solange Shipping Ltd.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Diesis Ship Management Ltd.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	5/14 - 12/31
Navios Holdings Europe Finance Inc.	Sub-Holding Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	6/4 - 12/31
Navios Asia LLC	Sub-Holding Company	100%	Marshall Is.	1/1 - 12/31	5/19 - 12/31	
Iris Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	5/19 - 12/31	
Jasmine Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	5/19 - 12/31	
Emery Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	6/4 - 12/31	

Lavender Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	11/24 - 12/31
Esmeralda Shipping Corporation	Vessel Owning Company	100%	Marshall Is.		
Triangle Shipping Corporation	Vessel Owning Company	100%	Marshall Is.		
Roselite Shipping Corporation	Operating Company	100%	Marshall Is.	10/09 - 12/31	
Smaltite Shipping Corporation	Operating Company	100%	Marshall Is.	10/09 - 12/31	

(c) ***Use of Estimates:*** The preparation of consolidated financial statements in conformity with U.S.GAAP 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 carrying value of investments in affiliates, the selection of useful lives for tangible assets, expected future cash flows from long-lived assets to support impairment tests, impairment test for goodwill, provisions necessary for accounts receivables and demurrages, provisions for legal disputes, pension benefits, contingencies and guarantees. Management bases its estimates and judgments on historical

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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.

(d) ***Cash and Cash Equivalents:*** Cash and cash equivalents consist of cash on hand, deposits held on call with banks, and other short-term liquid investments with original maturities of three months or less.

(e) ***Restricted Cash:*** As of December 31, 2015 and 2014, restricted cash included $1,890 and $1,974, respectively, which related to amounts held in a retention account in order to service debt and interest payments, and $11,000 and $0, respectively, which related to additional security, as required by certain of Navios Holdings credit facilities. Also included in restricted cash as of December 31, 2015 and 2014 are amounts held as security in the form of letters of guarantee or letters of credit totaling $590 for both reporting periods.

(f) ***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 an accrual basis and represent the claimable expenses, net of applicable deductibles, incurred through December 31 of each reporting period, which are probable to be recovered from insurance companies. Any remaining costs to complete the claims are included in accrued liabilities. The classification of insurance claims into current and non-current assets is based on management s expectations as to their collection dates.

(g) ***Inventories:*** Inventories, which are comprised of lubricants, bunkers (when applicable) and stock provisions on board of the vessels, as well as petroleum products held by Navios Logistics, are valued at cost as determined on the first-in, first-out basis.

(h) ***Vessels, Port Terminals, Tanker Vessels, Barges, Pushboats and Other Fixed Assets, net:*** Vessels, port terminals, tanker vessels, barges, pushboats and other fixed assets acquired as parts of business combinations are recorded at fair value on the date of acquisition, and if acquired as an asset acquisition, are recorded at cost (including transaction costs). Vessels constructed by the company would be stated at historical 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 upgrades are capitalized, provided they appreciably extend the life, increase the earnings capability 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 statements of comprehensive (loss)/income.

Expenditures for routine maintenance and repairs are expensed as incurred.

Depreciation is computed using the straight line method over the useful life of the vessels, port terminals, tanker vessels, barges, push boats and other fixed assets, after considering the estimated residual value.

Annual depreciation rates used, which approximate the useful life of the assets are:

Vessels	25 years
Port terminals	5 to 40 years
Tanker vessels, barges and push boats	15 to 45 years
Furniture, fixtures and equipment	3 to 10 years
Computer equipment and software	5 years
Leasehold improvements	shorter of lease term or 6 years

Management estimates the residual values of the Company s dry bulk vessels based on a scrap value cost of steel times the weight of the ship noted in lightweight tons (LWT). Residual values are periodically

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reviewed and revised to recognize changes in conditions, new regulations or other reasons. Revisions of residual values affect the depreciable amount of the vessels and the depreciation expense in the period of the revision and future periods. Management estimates the residual values of the Company s vessels based on a scrap rate of $340 per LWT after considering current market trends for scrap rates and ten-year average historical scrap rates of the residual values of the Company s vessels.

Management estimates the useful life of its vessels to be 25 years from the vessel s original construction. However, when regulations place limitations on 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.

(i) ***Deposits for Vessels, Port Terminals and Other Fixed Assets:*** This represents amounts paid by the Company in accordance with the terms of the purchase agreements for the construction of vessels, port terminals and other long-lived 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 location and condition necessary 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, 2015, 2014 and 2013 amounted to $5,154, $2,334 and $1,831, respectively.

(j) ***Assets Held for Sale:*** It is the Company s policy to dispose of vessels and other fixed assets when suitable opportunities occur and not necessarily to keep them until the end of their useful life. The Company classifies assets and disposal groups as being held for sale when the following criteria are met: management has committed to a plan to sell the asset (disposal group); the asset (disposal group) is available for immediate sale in its present condition; an active program to locate a buyer and other actions required to complete the plan to sell the asset (disposal group) have been initiated; the sale of the asset (disposal group) is probable, and transfer of the asset (disposal group) is expected to qualify for recognition as a completed sale within one year; the asset (disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value; and actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn. Long-lived assets or disposal groups classified as held for sale are measured at the lower of their carrying amount or fair value less cost to sell. These assets are not depreciated once they meet the criteria to be held for sale. No assets were classified as held for sale in any of the periods presented.

(k)

Impairment of Long Lived Assets: Vessels, other fixed assets and other long-lived assets held and used by Navios Holdings 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. Navios Holdings management evaluates the carrying amounts and periods over which long-lived assets are depreciated to determine if events or changes in circumstances have occurred that would require modification to their carrying values or useful lives. In evaluating useful lives and carrying values of long-lived assets, certain indicators of potential impairment are reviewed, such as undiscounted projected operating cash flows, vessel sales and purchases, business plans and overall market conditions.

Undiscounted projected net operating cash flows are determined for each asset group and compared to the carrying value of the vessel, the unamortized portion of deferred drydock and special survey costs related to the vessel and the related carrying value of the intangible assets with respect to the time charter agreement attached to that vessel or the carrying value of deposits for newbuildings. Within the shipping industry, vessels are customarily bought and sold with a charter attached. The value of the charter may be favorable

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or unfavorable when comparing the charter rate to then-current market rates. The loss recognized either on impairment (or on disposition) will reflect the excess of carrying value over fair value (selling price) for the vessel asset group.

During the fourth quarter of fiscal year 2015, management concluded that events occurred and circumstances had changed, which indicated that potential impairment of Navios Holdings long-lived assets might exist. These indicators included continued deterioration in the spot market, and the related impact of the current dry bulk sector has on management s expectation for future revenues. As a result, an impairment assessment of long-lived assets (step one) was performed.

The Company determined undiscounted projected net operating cash flows for each vessel and compared it to the vessel s carrying value together with the carrying value of deferred drydock and special survey costs related to the vessel and the carrying value of the related intangible assets, if applicable. The significant factors and assumptions used in the undiscounted projected net operating cash flow analysis included: determining the projected net operating cash flows by considering the charter revenues from existing time charters for the fixed fleet days (the Company s remaining charter agreement rates) and an estimated daily time charter equivalent for the unfixed days (based on a combination of one-year average historical time charter rates for the first two years and 10-year average historical one-year time charter rates for the remaining period, adjusted for outliers) over the remaining economic life of each vessel, net of brokerage and address commissions excluding days of scheduled off-hires, running cost based on current year actual, assuming an annual increase of 2.0% after 2016 and a utilization rate of 98.9% based on the fleet s historical performance.

For the deposits for new building vessels, the net cash flows also included the future cash out flows to make vessels ready for use, all remaining progress payments to shipyards and other pre-delivery expenses (e.g. capitalized interest).

The assessment concluded that step two of the impairment analysis was not required and no impairment of vessels, deposits for vessel acquisitions and the related intangible assets existed as of December 31, 2015 and 2014, as the undiscounted projected net operating cash flows exceeded the carrying value.

In the event that impairment would occur, the fair value of the related asset would be determined and an impairment charge would be recorded to operations calculated by comparing the asset s carrying value to its fair value. Fair value is typically estimated primarily through the use of third-party valuations performed on an individual vessel basis.

Although management believes the underlying assumptions supporting this assessment are reasonable, if the charter rate trends and the length of the market downturn vary significantly from our forecasts, Navios Holdings may be exposed to material impairment charges in the future.

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

(l) ***Deferred Drydock and Special Survey Costs:*** The Company s vessels, barges and push boats are subject to regularly scheduled drydocking and special surveys which are carried out every 30 and 60 months, respectively, for ocean-going vessels, and every 84 months for push boats and barges, to coincide with the renewal of the related certificates issued by the classification societies, unless a further extension is obtained in rare cases and under certain conditions. The costs of drydocking and special surveys are deferred and amortized over the above periods or to the next drydocking or special survey date if such date has been determined. Unamortized drydocking or special survey costs of vessels, barges and push boats sold are written-off to income in the year the vessel, barge or push boat is sold.

Costs capitalized as part of the drydocking or special survey consist principally of the actual costs incurred at the yard, and expenses relating to spare parts, paints, lubricants and services incurred solely during the

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drydocking or special survey period. For each of the years ended December 31, 2015, 2014 and 2013, the amortization of deferred drydock and special survey costs was $13,340, $12,263, and $9,581, respectively.

(m) 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 and write-off of deferred financing costs for each of the years ended December 31, 2015, 2014 and 2013 were $4,524, $4,061 and $5,384, respectively. See Note 17.

(n) 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 (step one). The Company determines the fair value of the reporting unit based on a combination of the income approach (i.e. discounted cash flows) and market approach (i.e. comparative market multiples) and believes that the combination of these two approaches 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 (step two) 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.

As of December 31, 2015, the Company performed its impairments test for its reporting units within: the Dry Bulk Vessel Operations and the Logistics Business. During the fourth quarter 2015, the overall shipping market continued to experience significant deteriorating market conditions, especially in the dry bulk sector with sharp declines in freight rates, charter rates and vessel values. Additionally, the Company s market capitalization continued to deteriorate to levels well below the carrying value of its total net assets.

While step one revealed an excess of fair value over carrying value for the Dry Bulk Vessel Operations reporting unit based on the income and market approaches, the Company s management considered it necessary to proceed to step two of the goodwill impairment test to determine the impairment amount of the Dry Bulk Vessel Operations reporting unit, if any, as discussed further below.

The fair value of the Dry Bulk Vessel Operations reporting unit was estimated using a combination of income and market approaches. For the income approach, the expected present value of future cash flows used 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 expense growth assumptions. The future cash flows were determined by considering the charter revenues from existing time charters for the fixed fleet days (the Company s remaining charter agreement rates) and an estimated daily time charter equivalent for the non-fixed days (based on a combination of one-year average historical time charter rates and the 10-year average historical one-year time charter rates adjusted for outliers and/or an assumed hair cut), which the Company believes is an objective approach for forecasting charter rates over an extended time period for long-lived assets. In addition, a weighted average cost of capital (WACC) was used to discount future estimated cash flows to

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their present values. The WACC was based on externally observable data considering market participants and the Company s cost of equity and debt, optimal capital structure and risk factors specific to the Company. The market approach estimated the fair value of the Company s business based on comparable publicly-traded companies in its industry. In assessing the fair value, the Company utilized the results of the valuations and considered the range of fair values determined under all methods which indicated that the fair value exceeded the carrying value of net assets.

Step two of the goodwill impairment test for the Dry Bulk Vessel Operations reporting unit involved performing a hypothetical purchase price allocation to determine the implied fair value of the Dry Bulk Vessel Operations reporting unit s goodwill. This process required judgment in the development of assumptions that affected the determination of the fair value of the Dry Bulk Vessel Operations reporting unit s individual assets and liabilities, including previously unrecognized intangible assets and unfavorable intangible liabilities. The fair value adjustments primarily impacted the following assets and liabilities: vessels, investments in publicly listed affiliates, publicly traded bonds, and other intangibles. The Company s fleet of dry bulk vessels was valued with the assistance of third-party valuations. The Company s investments in publicly listed affiliates and publicly traded bonds were valued using a one-month look back at publicly available market prices (i.e. a monthly mean) and intangibles were valued using the income approach. As a result of a significant step-down in the value of the Company s dry bulk vessels, this created headroom for implied goodwill when comparing the fair value of the Dry Bulk Vessel Operations reporting unit to the value of the Company s net assets under a hypothetical purchase price allocation. Upon completion of step two, the implied fair value of goodwill exceeded the carrying value of the Dry Bulk Vessel Operations reporting unit s goodwill (totaling $56,240). Consequently, the Company did not recognize any impairment loss for the year ended December 31, 2015.

As of December 31, 2015, the Company performed step one of the impairment test for the Logistics Business, which is allocated goodwill of $104,096. Step one impairment test used the income method and revealed that the fair value exceeded the carrying amount of its net assets. Accordingly, no step two analysis was required. The future cash flows from the Logistics Business were determined principally by combining revenues from existing contracts and estimated revenues based on the historical performance of the segment, including utilization rates and actual storage capacity. The Logistics Business has not been affected by the same deteriorating industry and market conditions as experienced in the Dry Bulk Vessel Operations reporting unit. In addition, the cash flows of the long-lived assets in the Logistics Business have not experienced a significant decline.

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

(ii) Intangibles Other Than Goodwill: Navios Holdings intangible assets and liabilities consist of favorable lease terms, unfavorable lease terms, customer relationships, trade name and port terminal operating rights. 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 to use that trade name. The asset is being amortized under the straight line method over 32 years. Navios Logistics trade name is being amortized under the straight line method over 10 years.

The fair value of customer relationships of Navios Logistics 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.

Other intangibles that are being amortized, such as customer relationships and port terminal operating rights, would be considered impaired if their carrying value could not be recovered from the future undiscounted cash flows associated with the asset.

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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 the Company to make significant assumptions and estimates of many variables including market charter rates, expected future charter rates, the level of utilization of the Company s vessels and the Company s 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 the Company s financial position and results of operations.

The amortizable value of favorable and unfavorable leases is amortized over the remaining life of the lease term and the amortization expense is included in the consolidated statements of comprehensive (loss)/income in the Depreciation and amortization line item.

The amortizable value of favorable leases would be considered impaired if its fair market value could not be recovered from the future undiscounted cash flows associated with the asset. Vessel purchase options that have not been exercised, which are included in favorable lease terms, are not amortized and would be considered impaired if the carrying value of an option, when added to the option price of the vessel, exceeded the fair value of the vessel. No impairment loss was recognized for any the periods presented.

Vessel purchase options that are included in favorable leases are not amortized and when the purchase option is exercised, the asset is capitalized as part of the cost of the vessel and depreciated over the remaining useful life of the vessel and if not exercised, the intangible asset is written off. Vessel purchase options that are included in unfavorable lease terms are not amortized and when the purchase option is exercised by the charterer and the underlying vessel is sold, it will be recorded as part of gain/loss on sale of the assets. If the option is not exercised at the expiration date it is written-off in the consolidated statements of comprehensive (loss)/income.

The weighted average amortization periods for intangibles are:

Intangible assets/liabilities	Years
Trade name	21.0
Favorable lease terms	11.5
Unfavorable lease terms	9.3
Port terminal operating rights	32.5
Customer relationships	20.0-45.0

See also Note 7.

(o) ***Foreign Currency Translation:*** The Company s functional and reporting currency is the U.S. dollar. The Company engages in worldwide commerce with a variety of entities. Although its operations may expose it to certain levels of foreign currency risk, its transactions are predominantly U.S. dollar denominated. The Company s subsidiaries in Uruguay, Argentina, Brazil and Paraguay transact a nominal amount of their operations in Uruguayan pesos, Argentinean pesos, Brazilian reales and Paraguayan guaranies, whereas the Company s wholly-owned vessel subsidiaries and the vessel management subsidiaries transact a nominal amount of their operations in Euros; however, all of the subsidiaries primary cash flows are U.S. dollar denominated. 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. Transactions in currencies other than the functional currency are translated at the exchange rate in effect at

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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 statements of comprehensive (loss)/income. The foreign currency gains/(losses) recognized under the caption Other income and Other expense , respectively, in the consolidated statements of comprehensive (loss)/income for each of the years ended December 31, 2015, 2014 and 2013, were $1,646, $1,945 and $184, respectively.

(p) Provisions: 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 had occurred at the date of the financial statements and the likelihood of loss was probable and the amount can be reasonably estimated. If the Company has determined that the reasonable estimate of the loss is a range and there is no best estimate within the range, the Company will provide for the lower amount within the range. See Note 13, Commitments and Contingencies for further discussion. The Company participates in Protection and Indemnity (P&I) insurance plans provided by mutual insurance associations known as P&I clubs. Under the terms of these plans, participants may be required to pay additional premiums (supplementary calls) to fund operating deficits incurred by the clubs (back calls). Obligations for back calls are accrued annually based on information provided by the P&I clubs.

Provisions for estimated losses on uncompleted voyages and vessels under time charter are provided for in the period in which such losses are determined. As of December 31, 2015 and 2014, the balance for provision for loss making voyages in progress was $2,157 and $1,893, respectively.

(q) Segment Reporting: Operating segments, as defined, are components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. Based on the Company s methods of internal reporting and management structure, the Company currently has two reportable segments: the Dry Bulk Vessel Operations segment and the Logistics Business segment.

(r) Revenue and Expense Recognition:

Revenue Recognition: Revenue is recorded when services are rendered, the Company has a signed charter agreement or other evidence of an arrangement, the price is fixed or determinable, and collection is reasonably assured. The Company generates revenue from transportation of cargo, time charter of vessels, port terminal operations, bareboat charters, contracts of affreightment/voyage contracts, demurrages and contracts covering dry or liquid port terminal operations.

Voyage revenues for the transportation of cargo are recognized ratably over the estimated relative transit time of each voyage. A voyage is deemed to commence when a vessel is available for loading and is deemed to end upon the completion of the discharge of the current cargo. Estimated losses on voyages are provided for in full at the time such losses become evident. Under a voyage charter, the Company agrees to provide a vessel for the transportation of specific goods between specific ports in return for payment of an agreed upon freight rate per ton of cargo.

Revenues are recorded net of address commissions. Address commissions represent a discount provided directly to the charterers based on a fixed percentage of the agreed upon charter rate. Since address commissions represent a discount (sales incentive) on services rendered by the Company and no identifiable benefit is received in exchange for the consideration provided to the charterer, these commissions are presented as a reduction of revenue.

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Revenue from time chartering and bareboat chartering is earned and recognized on a daily basis as the service is delivered. Revenue from contracts of affreightment (COA)/voyage contracts relating to our barges is recognized based upon the percentage of voyage completion. A voyage is deemed to commence upon the departure of the barge after discharge under the previous voyage and is deemed to end upon the completion of discharge under the current voyage. The percentage of voyage completion 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.

Demurrage income represents payments made by the charterer to the vessel owner when loading or discharging time exceeds the stipulated time in the voyage charter and is recognized as it is earned.

Revenues arising from contracts that provide our customers with continuous access to convoy capacity are recognized ratably over the period of the contracts.

Profit-sharing revenues are calculated at an agreed percentage of the excess of the charterer s average daily income (calculated on a quarterly or half-yearly basis) over an agreed amount and accounted for on an accrual basis based on provisional amounts and for those contracts that provisional accruals cannot be made due to the nature of the profit sharing elements, these are accounted for on the actual cash settlement.

Revenues from time chartering of vessels 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 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. Under time charters, operating costs such as for crews, maintenance and insurance are typically paid by the owner of the vessel.

Revenues from port terminal operations consist of an agreed flat fee per ton and cover the services performed to unload barges (or trucks), transfer the product into silos for temporary storage and then loading the ocean-going vessels. Revenues are recognized upon completion of loading the ocean-going vessels. 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. Storage fees are assessed and recognized 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.

Revenues from liquid port terminal operations consist mainly of sales of petroleum products in the Paraguayan market. Additionally, revenues consist of an agreed flat fee per cubic meter to cover the services performed to unload

barges, transfer the products into the tanks for temporary storage and then loading the trucks. Revenues are recognized upon completion of loading the trucks. Additionally, fees are charged for storage time in excess of contractually specified terms. Storage fee revenue is recognized ratably over the storage period and ends when the product is loaded onto the trucks.

Recovery of lost revenue under credit default insurance for charterers is accounted for as gain contingency and is recognized when all contingencies are resolved. The amount of recovery of lost revenue is recorded within the caption Revenue and any amount recovered in excess of the lost revenue is recorded within the caption Other income .

Expenses related to our revenue-generating contracts are recognized as incurred.

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Administrative fee revenue from affiliates: Administrative fee revenue from affiliates consists of fees earned on the provision of administrative services pursuant to administrative services agreements with our affiliates (Refer to Note 15). Administrative services include: bookkeeping, audit and accounting services, legal and insurance services, administrative and clerical services, banking and financial services, advisory services, client and investor relations and other general and administrative services. These revenues are recognized as the services are provided to affiliates.

The general and administrative expenses incurred on behalf of affiliates are determined based on a combination of actual expenses incurred on behalf of the affiliates as well as a reasonable allocation of expenses that are not affiliate specific but incurred on behalf of all affiliates.

Forward Freight Agreements (FFAs): Realized gains or losses from FFAs are recognized monthly concurrent with cash settlements. In addition, FFAs are marked to market quarterly to determine the fair values which generate unrealized gains or losses. Trading of FFAs could lead to material fluctuations in the Company s reported results from operations on a period to period basis.

Deferred Income and Cash Received In Advance: Deferred voyage revenue primarily relates to cash received from charterers prior to it being earned. These amounts are recognized as revenue over the voyage or charter period.

Time Charter, Voyage and Logistics Business Expenses: Time charter, voyage and logistics business 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. Also included in time charter, voyage and logistics business expenses are charterers liability insurances, provision for losses on time charters and voyages in progress at year-end, direct port terminal expenses and other miscellaneous expenses.

Direct Vessel Expenses: Direct vessel expenses consist of all expenses relating to the operation of vessels, including crewing, repairs and maintenance, insurance, stores and lubricants and miscellaneous expenses such as communications and amortization of drydocking and special survey costs net of related party management fees.

Prepaid Voyage Costs: Prepaid voyage costs relate to cash paid in advance for expenses associated with voyages. These amounts are recognized as expenses over the voyage or charter period.

(s) Employee benefits:

Pension and Retirement Obligations-Crew: The Company s ship-owning subsidiaries employ the crew on board under short-term contracts (usually up to nine months) and, accordingly, they are not liable for any pension or post-retirement benefits.

Provision for Employees Severance and Retirement Compensation: The employees in the Company s office in Greece are protected by Greek labor law. According to the law, the Company is required to pay retirement indemnities

to employees upon dismissal or upon leaving with an entitlement to a full security retirement pension. The amount of compensation is based on the number of years of service and the amount of remuneration at the date of dismissal or retirement up to a maximum of two years salary. If the employees remain in the employment of the Company until normal retirement age, they are entitled to retirement compensation which is equal to 40% of the compensation amount that would be payable if they were dismissed at that time. The number of employees that will remain with the Company until retirement age is not known. The Company considers this plan equivalent to a lump sum defined benefit pension plan and accounts for it under relevant guidance on employer s accounting for pensions. The Company is required to annually value the statutory terminations indemnities liability. Management obtains a valuation

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from independent actuaries to assist in the calculation of the benefits. The Company provides, in full, for the employees termination indemnities liability. This liability amounted to $952 and $819 at December 31, 2015 and 2014, respectively.

U.S. Retirement Savings Plan: The Company sponsors a 401(k) retirement savings plan, which is categorized as a defined contribution plan. The plan is available to full time employees who meet the plan s eligibility requirements. The plan permits employees to make contributions up to 15% of their annual salary with the Company matching up to the first 6%. The Company makes monthly contributions (matching contributions) to the plan based on amounts contributed by employees. Subsequent to making the matching contributions, the Company has no further obligations. The Company may make an additional discretionary contribution annually if such a contribution is authorized by the Board of Directors. The plan is administered by an independent professional firm that specializes in providing such services. See Note 12.

Other Post-Retirement Obligations: The Company has a legacy pension arrangement for certain Bahamian, Uruguayan and former Navios Corporation employees. The entitlement to these benefits is only to these former employees. The expected costs of these benefits are accrued each year, using an accounting methodology similar to that for defined benefit pension plans. These obligations are valued annually by independent actuaries.

Stock-Based Compensation: In December 2015, 2014 and 2013, the Company authorized the issuance of shares of restricted common stock, restricted stock units and stock options in accordance with the Company s stock option plan for its employees, officers and directors. These awards of restricted common stock, restricted stock units and stock options are based on service conditions only and vest over three years. In December 2014 and 2013, the Company also authorized the issuance of shares of restricted common stock, restricted stock units and stock options for its employees, officers and directors that vest upon achievement of certain internal performance criteria including certain targets on operational performance and cost efficiency. See Note 12.

The fair value of stock option grants is determined with reference to option pricing model and principally adjusted Black-Scholes models. The fair value of restricted stock and restricted stock units is determined by reference to the quoted stock price on the date of grant. Compensation expense, net of estimated forfeitures, is recognized based on a graded expense model over the vesting period. Compensation expense for the awards that vest upon achievement of the performance criteria is recognized when it is probable that the performance criteria will be met and are being accounted for as equity.

(t) ***Financial Instruments:*** Financial instruments carried on the balance sheet include cash and cash equivalents, restricted cash, trade receivables and payables, other receivables and other liabilities, long-term debt, capital leases and available-for-sale securities. The particular recognition methods applicable to each class of financial instrument are disclosed in the applicable significant 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, fuel prices and credit and interest rates risk. Risk management is carried out under policies approved by executive management. Guidelines are established for overall risk management, as well as specific areas of operations.

Credit Risk: The Company closely monitors its credit exposure to customers and counterparties for credit risk. The Company has policies in place to ensure that it trades with customers and counterparties with an appropriate credit history.

Interest Rate Risk: Any differential to be paid or received on an interest rate swap agreement is recognized as a component of gain/loss on derivatives over the period of the agreement. Gains and losses on early

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termination of interest rate swaps are reflected in the consolidated statements of comprehensive (loss)/income. The effective portion of changes in the fair value of interest rate swap agreements that are designated and qualify as cash flow hedges are recognized in equity.

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 appropriately to meet working capital needs.

Foreign Exchange Risk: Foreign currency transactions are translated into the measurement currency at rates prevailing on the dates of the relevant 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 statements of comprehensive (loss)/income.

Accounting for Derivative Financial Instruments and Hedging Activities: The Company may enter into dry bulk shipping FFAs as economic hedges relating to identifiable ship and/or cargo positions and as economic hedges of transactions the Company expects to carry out in the normal course of its shipping business. By utilizing certain derivative instruments, including dry bulk shipping FFAs, the Company manages the financial risk associated with fluctuating market conditions. In entering into these contracts, the Company has assumed the risks that might arise from the possible inability of counterparties to perform in accordance with the terms of their contracts.

The Company also trades dry bulk shipping FFAs which are cleared through LCH, the London clearing house. LCH calls for both base and margin collateral, which are funded by Navios Holdings, and which in turn substantially eliminate counterparty risk. Certain portions of these collateral funds may be restricted at any given time as determined by LCH.

At the end of each calendar quarter, the fair value of dry bulk shipping FFAs traded over-the-counter are determined from an index published in London, United Kingdom and the fair value of those FFAs traded with LCH is determined from the LCH valuations.

The Company records all of its derivative financial instruments and hedges as economic hedges.

The Company classifies cash flows related to derivative financial instruments within cash provided by operating activities in the consolidated statements of cash flows.

(u) ***(Loss)/Earnings Per Share:*** Basic (losses)/earnings per share are computed by dividing net (loss)/income attributable to Navios Holdings common stockholders by the weighted average number of shares of common stock outstanding during the periods presented. Diluted earnings per share reflect the potential dilution that would occur if securities or other contracts to issue common stock were exercised or converted. Dilution has been

computed by the treasury stock method whereby all of the Company s dilutive securities (stock options and warrants) are assumed to be exercised and the proceeds are used to repurchase common shares at the weighted average market price of the Company s common stock during the relevant periods. The incremental shares (the difference between the number of shares assumed issued and the number of shares assumed purchased) are included in the denominator of the diluted earnings per share computation. Restricted stock and restricted stock units (vested and unvested) are included in the calculation of the diluted earnings per share, based on the weighted average number of restricted stock and restricted stock units assumed to be outstanding during the period. Convertible shares are included in the calculation of the diluted earnings per share, based on the weighted average number of convertible shares assumed to be outstanding during the period. See also Note 19.

(v) ***Income Taxes:*** The Company is a Marshall Islands Corporation. Pursuant to various treaties and the United States Internal Revenue Code, the Company believes that substantially all its operations are exempt from

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income taxes in the Marshall Islands and the United States of America. The tax expense reflected in the Company s consolidated financial statements for the years ended December 31, 2015, 2014 and 2013 was mainly attributable to its subsidiaries in South America, which are subject to the Argentinean and Paraguayan income tax regimes.

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 that will result in deductible amounts in future years. A 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.

(w) Dividends: Dividends are recorded in the Company s financial statements in the period in which they are declared. Navios Holdings paid $19,325, $25,228 and $24,710 to its common stockholders during the years ended December 31, 2015, 2014 and 2013, respectively, and $16,025, $7,502 and $1,695 to its preferred stockholders during the years ended December 31, 2015, 2014 and 2013, respectively.

(x) Guarantees: A liability for the fair value of an obligation undertaken in issuing the guarantee is recognized. The recognition of fair value is not required for certain guarantees such as the parent s guarantee of a subsidiary s debt to a third party or guarantees on product warranties. For those guarantees excluded from the above guidance requiring the fair value recognition provision of the liability, financial statement disclosures of their terms are made.

On November 15, 2012, the Company agreed to provide Navios Partners with guarantees against counterparty default on certain existing charters (see also Notes 15 and 23).

(y) Leases: Vessel leases where Navios Holdings is regarded as the lessor are classified as either finance leases or operating leases based on an assessment of the terms of the lease.

For charters classified as finance leases the minimum lease payments are recorded as the gross investment in the lease. The difference between the gross investment in the lease and the sum of the present values of the two components of the gross investment is recorded as unearned income which is amortized to income over the lease term as finance lease interest income to produce a constant periodic rate of return on the net investment in the lease.

For charters classified as operating leases where Navios Holdings is regarded as the lessor, refer to Note 2(r) Revenue and Expense Recognition .

For charters classified as operating leases where Navios Holdings is regarded as the lessee, the expense is recognized on a straight line basis over the rental periods of such charter agreements. The expense is included under the line item Time charter, voyage and logistics business expenses .

(z) Treasury Stock: Treasury stock is accounted for using the cost method. Excess of the purchase price of the treasury stock acquired, plus direct acquisition costs over its par value is recorded in additional paid-in capital.

(aa) Trade Accounts Receivable: The amount shown as accounts receivable, trade, at each balance sheet date, includes receivables from charterers for hire, freight and demurrage billings and FFA counterparties, 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.

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(ab) Convertible Preferred Stock: The Company s 2% Mandatorily Convertible Preferred Stock (Preferred Stock) is recorded at fair market value on the date of issuance. The fair market value is determined using a binomial valuation model. The model which is used takes into account the credit spread of the Company, the volatility of its stock, as well as the price of its stock at the issuance date. Each preferred share has a par value of $0.0001. Each holder of Preferred Stock is entitled to receive an annual dividend equal to 2.0% on the nominal value of the Preferred Stock, payable quarterly, until such time as the Preferred Stock converts into common stock. Five years after the issuance date, 30.0% of the then-outstanding shares of Preferred Stock shall automatically convert into shares of common stock at a conversion price equal to $10.00 per share of common stock with the remaining balance of the then-outstanding shares of Preferred Stock being converted into shares of common stock under the same terms 10 years after their issuance date. At any time following the third anniversary from their issuance date, if the closing price of the common stock has been at least $20.00 per share, for 10 consecutive business days, the remaining balance of the then-outstanding preferred shares shall automatically convert at a conversion price equal to $14.00 per share of common stock. The holders of Preferred Stock are entitled, at their option, at any time following their issuance date and prior to their final conversion date, to convert all or any such then-outstanding preferred shares into common stock at a conversion price equal to $14.00 per common stock (see also Note 16).

(ac) Cumulative Redeemable Perpetual Preferred Stock: The Company s 2,000,000 American Depositary Shares, Series G Cumulative Redeemable Perpetual Preferred Stock (the Series G) and the 4,800,000 American Depositary Shares, Series H Cumulative Redeemable Perpetual Preferred Stock (the Series H) are recorded at fair market value on issuance. Each of the shares represents 1/100th of a share of the Series G, with a liquidation preference of $2,500.00 per share ($25.00 per American Depositary Share). Dividends are payable quarterly in arrears on the Series G at a rate of 8.75% per annum and on the Series H at a rate of 8.625% per annum of the stated liquidation preference. At any time on or after January 28, 2019, the Series G may be redeemed at the Company s option and at any time on or after July 8, 2019, the Series H may be redeemed at the Company s option (and the American Depositary Shares can be caused to be redeemed), in whole or in part, out of amounts legally available therefore, at a redemption price of $2,500.00 per share (equivalent to $25.00 per American Depositary Share) plus an amount equal to all accumulated and unpaid dividends thereon to the date of redemption, whether or not declared. The Company has accounted for these shares as equity.

(ad) Investment in Available-for-Sale Securities: The Company classifies its existing marketable equity securities as available-for-sale. These securities are carried at fair value, with unrealized gains and losses excluded from earnings and reported directly in stockholders equity as a component of other comprehensive (loss)/income unless an unrealized loss is considered other-than-temporary, in which case it is transferred to the consolidated statements of comprehensive (loss)/income. Management evaluates securities for other than temporary impairment (OTTI) on a quarterly basis. Consideration is given to (i) the length of time and the extent to which the fair value has been less than cost, (ii) the financial condition and near-term prospects of the investee, and (iii) the intent and ability of the Company to retain its investment in the investee for a period of time sufficient to

allow for any anticipated recovery in fair value.

Investment in Equity Securities: Navios Holdings evaluates its investments in Navios Acquisition, Navios Partners, Navios Europe I and Navios Europe II for OTTI on a quarterly basis. Consideration is given to (i) the length of time and the extent to which the fair value has been less than the carrying value, (ii) the financial condition and near-term prospects of Navios Partners, Navios Acquisition, Navios Europe I and Navios Europe II, and (iii) the intent and ability of the Company to retain its investment in Navios Acquisition, Navios Partners, Navios Europe I and Navios Europe II, for a period of time sufficient to allow for any anticipated recovery in fair value.

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(ae) Financial Instruments and Fair Value: Guidance on Fair Value Measurements provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level I measurements) and the lowest priority to unobservable inputs (Level III measurements).

A financial instrument s level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. In determining the appropriate levels, the Company performs a detailed analysis of the assets and liabilities that are subject to guidance on Fair Value Measurements.

(af) ***Recent Accounting Pronouncements:***

In February 2016, the Financial Accounting Standards Board (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 and liabilities on the balance sheet for the rights and obligations created by all leases with terms of more 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. The Company is currently assessing the impact that adopting this new accounting guidance will have on its consolidated financial statements and footnotes disclosures.

In January 2016, FASB issued ASU 2016-01, Financial Instruments Overall (Subtopic 825-10)- Recognition and Measurement of Financial Assets and Financial Liabilities . The amendments in this ASU require an entity (i) to measure equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) at fair value with changes in fair value recognized in net income; (ii) to perform a qualitative assessment to identify impairment in equity investments without readily determinable fair values; (iii) to present separately in other comprehensive income the fair value of a liability resulting from a change in the instrument-specific credit risk; and (iv) to present separately financial assets and financial liabilities by measurement category and form of financial asset (that is, securities or loans and receivables) on the balance sheet. The amendments also eliminate the requirement, for public business entities, to disclose the methods and significant assumptions used to estimate the fair value of financial instruments measured at amortized cost on the balance sheet and clarify that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale securities in combination with the entity s other deferred tax assets. For public business entities, ASU 2016-01 is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The adoption of this new standard is not expected to have a material impact on the Company s results of operations, financial position or cash flows.

In November 2015, FASB issued ASU 2015-17, Income Taxes (Topic 740)- Balance Sheet Classification of Deferred Taxes , which requires that deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. The current requirement that deferred tax liabilities and assets of a tax-paying component of an entity be offset and presented as a single amount is not affected by the amendments in this ASU. For public business entities, the amendments in this ASU are effective for fiscal years beginning after December 15, 2016, including

interim periods within those fiscal years. The adoption of this new standard is not expected to have a material impact on the Company s results of operations, financial position or cash flows.

In July 2015, FASB issued ASU 2015-11, Inventory (Topic 330)- Simplifying the Measurement of Inventory , which requires an entity to measure inventory at the lower of cost or market. Market could be replacement cost, net realizable value, or net realizable value less an approximately normal profit margin. The amendments in this ASU require an entity to measure inventory within the scope of this ASU at the lower of cost and net realizable value. For public business entities, the amendments in this ASU are effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal

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years. The amendments in this ASU should be applied prospectively with earlier application permitted as of the beginning of an interim or annual reporting period. The adoption of this new standard is not expected to have a material impact on the Company s results of operations, financial position or cash flows.

In February 2015, FASB issued ASU 2015-02, Consolidation (Topic 810) Amendments to the Consolidation Analysis , which amends the criteria for determining which entities are considered VIEs, amends the criteria for determining if a service provider possesses a variable interest in a VIE and ends the deferral granted to investment companies for application of the VIE consolidation model. The ASU is effective for interim and annual periods beginning after December 15, 2015. The adoption of this ASU is not expected to have a material impact on the Company s results of operations, financial position or cash flows.

In January 2015, FASB issued ASU 2015-01, Income Statement Extraordinary and Unusual Items. This standard eliminates the concept of extraordinary and unusual items from U.S. GAAP. The new standard is effective for annual and interim periods after December 15, 2015. Navios Holdings has adopted this standard effective January 1, 2016. The adoption of the new standard is not expected to have a material impact on the Company s results of operations, financial position or cash flows.

In August 2014, FASB issued ASU 2014-15, Presentation of Financial Statements-Going Concern (Subtopic 205-40): Disclosure of Uncertainties About an Entity s Ability to Continue as a Going Concern . This standard requires management to assess an entity s ability to continue as a going concern, and to provide related footnote disclosures in certain circumstances. Before this new standard, no accounting guidance existed for management on when and how to assess or disclose going concern uncertainties. The amendments are effective for annual periods ending after December 15, 2016, and interim periods within annual periods beginning after December 15, 2016. Early application is permitted. We plan to adopt this standard effective January 1, 2017. The adoption of the new standard is not expected to have a material impact on the Company s results of operations, financial position or cash flows.

In May 2014, FASB issued ASU 2014-09, Revenue from Contracts with Customers , clarifying the method used to determine the timing and requirements for revenue recognition on the statements of income. Under the new standard, an entity must identify the performance obligations in a contract, the transaction price and allocate the price to specific performance obligations to recognize the revenue when the obligation is completed. The amendments in this update also require disclosure of sufficient information to allow users to understand the nature, amount, timing and uncertainty of revenue and cash flow arising from contracts. The new accounting guidance was originally effective for interim and annual periods beginning after December 15, 2016. In August 2015, the FASB issued ASU 2015-14 which deferred the effective date of ASU 2014-09 for all entities by one year. The standard will be effective for public entities for annual reporting periods beginning after December 15, 2017 and interim periods therein. The Company is currently reviewing the effect of ASU No. 2014-09 on its revenue recognition.

NOTE 3: CASH AND CASH EQUIVALENTS

Cash and cash equivalents consisted of the following:

	December 31, 2015	December 31, 2014
Cash on hand and at banks	$ 85,570	$ 157,975
Short-term deposits and highly liquid funds	77,842	89,581
Cash and cash equivalents	**$ 163,412**	**$ 247,556**

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Short-term deposits and highly liquid funds relate to amounts held in banks for general financing purposes and represent deposits with an original maturity of less than three months.

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 Holdings does maintain cash deposits and equivalents in excess of government provided insurance limits. Navios Holdings reduces 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, 2015	December 31, 2014
Accounts receivable	$ 83,091	$ 104,045
Less: provision for doubtful receivables	(18,278)	(18,464)
Accounts receivable, net	**$ 64,813**	**$ 85,581**

Changes to the provisions for doubtful accounts are summarized as follows:

Allowance for doubtful receivables	Balance at Beginning of Period	Charges to Costs and Expenses	Amount Utilized	Balance at End of Period
Year ended December 31, 2013	$ (25,936)	$ (630)	$ 109	$ (26,457)
Year ended December 31, 2014	$ (26,457)	$ (792)	$ 8,785	$ (18,464)
Year ended December 31, 2015	$ (18,464)	$ (59)	$ 245	$ (18,278)

Concentration of credit risk with respect to accounts receivable is limited due to the Company s large number of customers, who are internationally dispersed and have a variety of end markets in which they sell. Due to these factors, management believes that no additional credit risk beyond amounts provided for collection losses is inherent in the Company s trade receivables. For the year ended December 31, 2015, one customer accounted for 15.1% of the Company s revenue. For the year ended December 31, 2014, one customer accounted for 11.9% of the Company s revenue and for the year ended December 31, 2013, none of the Company s customers accounted for more than 10% of the Company s revenue.

NOTE 5: PREPAID EXPENSES AND OTHER CURRENT ASSETS

Prepaid expenses and other current assets consisted of the following:

	December 31, 2015	December 31, 2014
Prepaid voyage and operating costs	$ 8,700	$ 8,996
Claims receivable	11,078	5,186
Prepaid other taxes	3,664	5,090
Other	700	2,441
Total prepaid expenses and other current assets	**$ 24,142**	**$ 21,713**

Claims receivable mainly represents claims against vessels insurance underwriters in respect of damages arising from accidents or other insured risks, as well as claims under charter contracts including

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off-hires. 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.

NOTE 6: VESSELS, PORT TERMINALS AND OTHER FIXED ASSETS, NET

Vessels	Cost	Accumulated Depreciation	Net Book Value
Balance December 31, 2012	**$ 1,631,900**	**$ (245,174)**	**$ 1,386,726**
Additions	85,699	(63,287)	22,412
Balance December 31, 2013	**1,717,599**	**(308,461)**	**1,409,138**
Additions	123,541	(68,333)	55,208
Balance December 31, 2014	**1,841,140**	**(376,794)**	**1,464,346**
Additions		(70,894)	(70,894)
Balance December 31, 2015	**$ 1,841,140**	**$ (447,688)**	**$ 1,393,452**

Port Terminals (Navios Logistics)	Cost	Accumulated Depreciation	Net Book Value
Balance December 31, 2012	**$ 78,489**	**$ (14,251)**	**$ 64,238**
Additions	24,563	(2,853)	21,710
Disposals	(22)	22	
Balance December 31, 2013	**103,030**	**(17,082)**	**85,948**
Additions	3,369	(3,385)	(16)
Balance December 31, 2014	**106,399**	**(20,467)**	**85,932**
Additions	2,287	(3,431)	(1,144)
Balance December 31, 2015	**$ 108,686**	**$ (23,898)**	**$ 84,788**

Tanker vessels, barges and push boats (Navios Logistics)	Cost	Accumulated Depreciation	Net Book Value
Balance December 31, 2012	**$ 355,625**	**$ (77,398)**	**$ 278,227**

Additions	9,971	(16,384)	(6,413)
Transfers	3,030		3,030
Balance December 31, 2013	**368,626**	**(93,782)**	**274,844**
Additions	96,387	(17,355)	79,032
Write-off	(47)		(47)
Balance December 31, 2014	**464,966**	**(111,137)**	**353,829**
Additions	6,188	(20,007)	(13,819)
Restructure of capital lease	(210)		(210)
Balance December 31, 2015	**$ 470,944**	**$ (131,144)**	**$ 339,800**

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Other fixed assets	Cost	Accumulated Depreciation	Net Book Value
Balance December 31, 2012	**$ 12,893**	**$ (4,125)**	**$ 8,768**
Additions	2,837	(1,048)	1,789
Transfers	(3,030)		(3,030)
Balance December 31, 2013	**12,700**	**(5,173)**	**7,527**
Additions	887	(1,378)	(491)
Write-off	(161)	161	
Balance December 31, 2014	**13,426**	**(6,390)**	**7,036**
Additions	443	(1,558)	(1,115)
Balance December 31, 2015	**$ 13,869**	**$ (7,948)**	**$ 5,921**

Total	Cost	Accumulated Depreciation	Net Book Value
Balance December 31, 2012	**$ 2,078,907**	**$ (340,948)**	**$ 1,737,959**
Additions	123,070	(83,572)	39,498
Write-off	(22)	22	
Balance December 31, 2013	**2,201,955**	**(424,498)**	**1,777,457**
Additions	224,184	(90,451)	133,733
Write-off	(208)	161	(47)
Balance December 31, 2014	**2,425,931**	**(514,788)**	**1,911,143**
Additions	8,918	(95,890)	(86,972)
Restructure of capital lease	(210)		(210)
Balance December 31, 2015	**$ 2,434,639**	**$ (610,678)**	**$ 1,823,961**

Deposits for Vessels and Port Terminals Acquisitions

On January 26, 2014, Navios Holdings entered into agreements to purchase two bulk carrier vessels, one 84,000 deadweight tons (dwt) Panamax vessel and one 180,600 dwt Capesize vessel, to be built in Japan. The vessels acquisition prices are $31,800 and $52,000, respectively, and were delivered in January 2016. As of December 31, 2015 and 2014, Navios Holdings had paid deposits for both vessels totaling $29,695 and $22,140, respectively.

On February 11, 2014, Navios Logistics entered into an agreement for the construction of three new pushboats with a purchase price of $7,552 for each pushboat. As of December 31, 2015 and December 31, 2014, Navios Logistics had paid $14,770 and $6,920, respectively, for the construction of the new pushboats, which are expected to be delivered in the second quarter of 2016.

As of December 31, 2015 and December 31, 2014, Navios Logistics paid $29,484 and $16,305, respectively, for the expansion of its dry port in Uruguay, which is currently an asset under construction.

Capitalized interest included in deposits for vessels, port terminals and other fixed assets amounted to $5,847 and $1,851, as of December 31, 2015 and December 31, 2014, respectively.

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Vessel Acquisitions

On August 26, 2013, September 10, 2013, September 17, 2013 and September 19, 2013, Navios Holdings took delivery of the Navios Galileo (2006-built 76,596 dwt), the Navios Amitie (2005-built 75,395 dwt), the Navios Taurus (2005-built 76,596 dwt) and the Northern Star (2005-built 75,395 dwt). The total purchase price for the four vessels was $67,795, of which $27,795 was paid from existing cash and $40,000 was financed through a loan.

On October 25, 2013, Navios Asia took delivery of the N Amalthia, a 2006-built 75,318 dwt Panamax vessel for a purchase price of $17,904, of which $2,750 was paid from the Company s cash, $3,905 from the noncontrolling shareholders cash and $11,250 was financed through a loan.

On January 27, 2014, Navios Asia took delivery of the N Bonanza, a 2006-built 76,596 dwt Panamax vessel for a purchase price of $17,634, of which $2,900 was paid from the Company s cash, $3,484 from the noncontrolling shareholders cash and $11,250 was financed through a loan.

On June 4, 2014, Navios Holdings took delivery of the Navios Gem, a 2014-built 181,336 dwt Capesize vessel for a purchase price of $54,368, of which $24,368 was paid in cash and $30,000 was financed through a loan.

On November 24, 2014, Navios Holdings took delivery of the Navios Ray, a 2012-built 179,515 dwt Capesize vessel for a purchase price of $51,539, of which $20,539 was paid in cash and $31,000 was financed through a loan.

Navios Logistics

On June 30, 2015, Navios Logistics entered into an agreement for the restructuring of its capital leases for the Ferni H and the San San H, by extending their duration until January 2020 and April 2020, respectively, and amending the purchase price obligation to $5,325 and $5,150, respectively, payable at the end of the extended period. As of December 31, 2015, the obligations for these vessels were accounted for as capital leases and the lease payments during each of the years ended December 31, 2015, 2014 and 2013 for both vessels were $1,501, $1,399 and $1,353, respectively.

On August 22, 2014, Navios Logistics entered into an agreement for the acquisition of a second-hand bunker vessel, which was delivered to its core fleet in September 2014. As of December 31, 2014, Navios Logistics paid $5,504, representing full purchase price and other costs, including relocation expenses.

On August 5, 2013, Navios Logistics entered into an agreement for the construction of 36 dry barges for a total purchase price of $19,080. These barges were delivered in the second quarter of 2014. During the year ended December 31, 2013, Navios Logistics paid $11,632 and the respective amount was presented under deposits for vessels, port terminals and other fixed assets in the accompanying consolidated balance sheets. On October 8, 2013, Navios Logistics exercised the option for the construction of additional 36 dry barges based on the same terms of the initial agreement. These barges were delivered in the third quarter of 2014. During the year ended December 31, 2014

and December 31, 2015, Navios Logistics had paid $52,672 and $800, respectively, for both sets of barges, representing the balance of the purchase price and other acquisition costs, including transportation.On June 26, 2013, Navios Logistics acquired three pushboats for a total purchase price of $20,250. These pushboats were delivered in the first quarter of 2014. During the year ended December 31, 2013, Navios Logistics paid $19,766 and the respective amount was presented under deposits for vessels, port terminals and

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other fixed assets in the accompanying consolidated balance sheets. During the year ended December 31, 2014, Navios Logistics paid $3,710, representing the balance of the purchase price and other acquisition costs, including transportation.

NOTE 7: INTANGIBLE ASSETS/LIABILITIES OTHER THAN GOODWILL

Net Book Value of Intangible Assets/Liabilities other than Goodwill as at December 31, 2015

	Acquisition Cost	Accumulated Amortization	Additions / Write off	Net Book Value December 31, 2015
Trade name	$ 100,420	$ (37,401)	$	$ 63,019
Port terminal operating rights(***)	53,152	(9,456)		43,696
Customer relationships	35,490	(14,196)		21,294
Favorable lease terms(*)	158,179	(60,037)	(75,694)	22,448
Total Intangible assets	**347,241**	**(121,090)**	**(75,694)**	**150,457**
Unfavorable lease terms(**)	(56,419)	17,195	31,698	(7,526)
Total	**$ 290,822**	**$ (103,895)**	**$ (43,996)**	**$ 142,931**

Net Book Value of Intangible Assets/Liabilities other than Goodwill as at December 31, 2014

	Acquisition Cost	Accumulated Amortization	Additions / Write off	Net Book Value December 31, 2014
Trade name	$ 100,420	$ (33,591)	$	$ 66,829
Port terminal operating rights(***)	36,152	(8,450)	17,000	44,702
Customer relationships	35,490	(12,421)		23,069
Favorable lease terms(*)	207,055	(103,287)	(48,876)	54,892
Total Intangible assets	**379,117**	**(157,749)**	**(31,876)**	**189,492**
Unfavorable lease terms(**)	(121,028)	98,887		(22,141)
Total	**$ 258,089**	**$ (58,862)**	**$ (31,876)**	**$ 167,351**

(*) As of December 31, 2015 and 2014, intangible assets associated with the favorable lease terms included an amount of $10,575 and $21,782, respectively related to purchase options for the vessels (see Note 2(n)). During the years ended December 31, 2015 and 2014, acquisition costs and accumulated amortization of $75,694 and $48,876, respectively, of fully amortized favorable lease terms were written off, as a result of early redeliveries of vessels.

(**) As of December 31, 2015 and 2014, the intangible liability associated with the unfavorable lease terms included an amount of $(467) and $9,405, respectively, related to purchase options held by third parties (see Note 2(n)). During the year ended December 31, 2015, $31,698 of unfavorable lease terms were written off. During the year ended December 31, 2015, acquisition cost and accumulated amortization of $64,609, of fully amortized unfavorable lease terms were written off. These write- offs resulted from early redelivery of vessels. As of December 31, 2015 and 2014, no purchase options held by third parties have been exercised.

(***) On December 15, 2014, Navios Logistics acquired two companies for a total consideration of $17,000. These companies, as free zone direct users, hold the right to occupy approximately 53 acres of undeveloped riverfront land located in the Nueva Palmira free zone in Uruguay, adjacent to Navios Logistics existing port. During the year ended December 31, 2015, Navios Logistics paid $6,800, representing the balance of the purchase price.

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	Amortization Expense and Write Offs Year Ended December 31, 2015	Amortization Expense and Write Offs Year Ended December 31, 2014	Amortization Expense and Write Offs Year Ended December 31, 2013
Trade name	$ 3,811	$ 3,853	$ 3,853
Port terminal operating rights	1,006	1,006	983
Customer relationships	1,775	1,774	1,774
Favorable lease terms	32,444	12,539	12,876
Unfavorable lease terms	(14,615)	(4,933)	(4,933)
Total	**$ 24,420**	**$ 14,239**	**$ 14,553**

The remaining aggregate amortization of acquired intangibles as of December 31, 2015 was as follows:

Description	Within one year	Year Two	Year Three	Year Four	Year Five	Thereafter	Total
Trade name	$ 3,860	$ 3,853	$ 2,811	$ 2,811	$ 2,818	$ 46,866	$ 63,019
Favorable lease terms	5,457	3,049	641	641	641	1,444	11,873
Unfavorable lease terms	(1,102)	(1,102)	(1,102)	(1,102)	(1,102)	(2,483)	(7,993)
Port terminal operating rights	1,006	1,483	1,483	1,483	1,483	36,758	43,696
Customer relationships	1,775	1,775	1,775	1,775	1,775	12,419	21,294
Total amortization	**$ 10,996**	**$ 9,058**	**$ 5,608**	**$ 5,608**	**$ 5,615**	**$ 95,004**	**$ 131,889**

NOTE 8: INVESTMENTS IN AFFILIATES

Navios Partners

On August 7, 2007, Navios Holdings formed Navios Partners under the laws of Marshall Islands. Navios GP L.L.C. (the General Partner), a wholly owned subsidiary of Navios Holdings, was also formed on that date to act as the general partner of Navios Partners and received a 2.0% general partner interest.

In February and September 2013, Navios Partners completed two public offerings in an aggregate amount of 10,925,000 common units. Navios Holdings paid $3,168 in order to retain its 2.0% general partner interest. Following these offerings Navios Holdings interest in Navios Partners decreased. The Company determined that the issuance of shares qualified as sales of shares by the equity method investee. As a result, gains of $15,991 were recognized in Equity in net earnings of affiliated companies for the year ended December 31, 2013.

In February 2014, Navios Partners completed a public offering of 6,325,000 common units. Navios Holdings paid $2,233 in order to retain its 2.0% general partner interest. The Company determined, under the equity method, that the issuance of shares qualified as sales of shares by the investee. As a result, a gain of $11,230 was recognized in Equity in net earnings of affiliated companies for the year ended December 31, 2014.

In February 2015, Navios Partners completed a public offering of 4,600,000 common units, raising gross proceeds of $60,214. In addition, Navios Partners completed a private placement of 1,120,547 common units and 22,868 general partner units to Navios Holdings raising additional gross proceeds of $14,967.

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As of December 31, 2015, Navios Holdings held a total of 15,344,310 common units and 1,695,509 general partners units, representing a 20.1% interest in Navios Partners, including the 2.0% general partner interest, and the entire investment in Navios Partners is accounted for under the equity method.

As of December 31, 2015 and 2014, the unamortized difference between the carrying amount of the investment in Navios Partners and the amount of the Company s underlying equity in net assets of Navios Partners was $32,300 and $35,745, respectively. This difference is amortized through Equity in net earnings of affiliated companies over the remaining life of Navios Partners tangible and intangible assets.

Total equity method income and amortization of deferred gain of $15,462, $36,959 and $39,738 were recognized in Equity in net earnings of affiliated companies for the years ended December 31, 2015, 2014 and 2013, respectively.

As of December 31, 2015 and 2014, the carrying amount of the investment in Navios Partners was $115,432 and $114,387, respectively.

Dividends received during the year ended December 31, 2015, 2014 and 2013 were $27,993, $30,043 and $29,461, respectively.

As of December 31, 2015, the market value of the investment in Navios Partners was $51,460.

Acropolis

Navios Holdings has a 50% interest in Acropolis, a brokerage firm for freight and shipping charters. Although Navios Holdings owns 50% of Acropolis stock, Navios Holdings agreed with the other shareholder that the earnings and amounts declared by way of dividends will be allocated 35% to the Company with the balance to the other shareholder. As of December 31, 2015 and 2014, the carrying amount of the investment was $175 and $525, respectively. Dividends received for each of the years ended December 31, 2015, 2014 and 2013 were $454, $271 and $433, respectively.

Navios Acquisition

In February, May and September 2013, Navios Acquisition completed multiple offerings, including registered direct offerings and private placements to Navios Holdings and certain members of the management of Navios Acquisition, Navios Partners and Navios Holdings. A total of 94,097,529 shares were issued. As part of these offerings, Navios Holdings purchased in private placements an aggregate of 46,969,669 shares of Navios Acquisition common stock for $160,001. The Company determined that the issuance of shares qualified as sales of shares by the equity method investee. As a result, losses of $6,171 were recognized in Equity in net earnings of affiliated companies for the year ended December 31, 2013.

In February 2014, Navios Acquisition completed a public offering of 14,950,000 shares of its common stock. In October 2014, 699,994 Navios Acquisition s restricted stock awards vested. The Company determined, under the equity method, that the issuance of shares and the vesting of restricted stock awards qualified as a sale of shares by the investee. As a result, an income of $4,675 was recognized in Equity in net earnings of affiliated companies for the year ended December 31, 2014.

As of December 31, 2015, Navios Holdings had a 43.6% voting and a 46.6% economic interest in Navios Acquisition.

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As of December 31, 2015 and 2014, the unamortized difference between the carrying amount of the investment in Navios Acquisition and the amount of the Company s underlying equity in net assets of Navios Acquisition was $1,480 and $1,293, respectively. This difference is amortized through Equity in net earnings of affiliated companies over the remaining life of Navios Acquisition tangible and intangible assets.

Total equity method income of $43,299, $19,513 and losses of $20,759 were recognized in Equity in net earnings of affiliated companies for the years ended December 31, 2015, 2014 and 2013, respectively.

As of December 31, 2015 and 2014, the carrying amount of the investment in Navios Acquisition was $253,286 and $224,582, respectively.

Dividends received for each of the years ended December 31, 2015, 2014 and 2013 were $18,244, $14,595 and $10,126, respectively.

As of December 31, 2015, the market value of the investment in Navios Acquisition was $219,661.

Navios Europe I

On December 18, 2013, Navios Europe I acquired ten vessels for aggregate consideration consisting of (i) cash (which was funded with the proceeds of senior loan facilities (the Senior Loans I) and loans aggregating to $10,000 from Navios Holdings, Navios Acquisition and Navios Partners (in each case, in proportion to their economic interests in Navios Europe I) (collectively, the Navios Term Loans I) and (ii) the assumption of a junior participating loan facility (the Junior Loan I). In addition to the Navios Term Loans I, Navios Holdings, Navios Acquisition and Navios Partners will also make available to Navios Europe I (in each case, in proportion to their economic interests in Navios Europe I) revolving loans up to $24,100 to fund working capital requirements (collectively, the Navios Revolving Loans I).

On an ongoing basis, Navios Europe I is required to distribute cash flows (after payment of operating expenses and amounts due pursuant to the terms of the Senior Loans I) according to a defined waterfall calculation.

The Navios Term Loans I will be repaid from the future sale of vessels owned by Navios Europe I and is deemed to be the initial investment by Navios Holdings. Navios Holdings evaluated its investment in Navios Europe I under ASC 810 and concluded that Navios Europe I is a VIE and that they are not the party most closely associated with Navios Europe I and, accordingly, is not the primary beneficiary of Navios Europe I.

Navios Holdings further evaluated its investment in the common stock of Navios Europe I under ASC 323 and concluded that it has the ability to exercise significant influence over the operating and financial policies of Navios Europe I and, therefore, its investment in Navios Europe I is accounted for under the equity method.

The initial investment in Navios Europe I of $4,750 at the inception included the Company s share of the basis difference between the fair value and the underlying book value of the assets of Navios Europe I, which amounted to

$6,763. This difference is amortized through Equity in net earnings of affiliated companies over the remaining life of Navios Europe I. As of December 31, 2015 and December 31, 2014, the unamortized basis difference of Navios Europe I was $5,386, and $6,063, respectively.

As of December 31, 2015 and 2014, the estimated maximum potential loss by Navios Holdings in Navios Europe I would have been $15,763 and $13,415, respectively, which represents the Company s carrying

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value of its investment of $6,895 and $5,602, respectively, including accrued interest, plus the Company s balance of the Navios Revolving Loans I of $8,868 and $7,813, respectively, including accrued interest, and does not include the undrawn portion of the Navios Revolving Loans I.

Income of $1,293 and $831 was recognized in Equity in net earnings of affiliated companies for the years ended December 31, 2015 and 2014, respectively, whilst for the year ended December 31, 2013, Navios Europe I had minimal operations and therefore, the Company did not record any equity method investee income/(loss).

As of December 31, 2015 and 2014, the carrying amount of the investment in Navios Europe I was $5,497 and $4,936, respectively.

Navios Europe II

On February 18, 2015, Navios Holdings, Navios Acquisition and Navios Partners established Navios Europe II. From June 8, 2015 through December 31, 2015, Navios Europe II acquired 14 vessels for aggregate consideration consisting of: (i) cash consideration of $145,550 (which was funded with the proceeds of a $131,550 senior loan facility (the Senior Loans II) and loans aggregating to $14,000 from Navios Holdings, Navios Acquisition and Navios Partners (in each case, in proportion to their economic interests in Navios Europe II) (collectively, the Navios Term Loans II) and (ii) the assumption of a junior participating loan facility (the Junior Loan II) with a face amount of $182,150 and fair value of $99,147, at the acquisition date. In addition to the Navios Term Loans II, Navios Holdings, Navios Acquisition and Navios Partners will also make available to Navios Europe II (in each case, in proportion to their economic interests in Navios Europe II) revolving loans up to $38,500 to fund working capital requirements (collectively, the Navios Revolving Loans II).

On an ongoing basis, Navios Europe II is required to distribute cash flows (after payment of operating expenses, amounts due pursuant to the terms of the Senior Loans II) according to a defined waterfall calculation.

The Navios Term Loans II will be repaid from the future sale of vessels owned by Navios Europe II and is deemed to be the initial investment by Navios Holdings. Navios Holdings evaluated its investment in Navios Europe II under ASC 810 and concluded that Navios Europe II is a VIE and that they are not the party most closely associated with Navios Europe II and, accordingly, is not the primary beneficiary of Navios Europe II.

Navios Holdings further evaluated its investment in the common stock of Navios Europe II under ASC 323 and concluded that it has the ability to exercise significant influence over the operating and financial policies of Navios Europe II and, therefore, its investment in Navios Europe II is accounted for under the equity method.

The initial investment in Navios Europe II recorded under the equity method of $6,650, at the inception included the Company s share of the basis difference between the fair value and the underlying book value of the assets of Navios Europe II, which amounted to $9,419. This difference is amortized through Equity in net earnings of affiliated companies over the remaining life of Navios Europe II. As of December 31, 2015, the unamortized basis difference of

Navios Europe II was $8,895.

As of December 31, 2015, the estimated maximum potential loss by Navios Holdings in Navios Europe II would have been $15,858, including accrued interest, which represents the Company s carrying value of its investment of $7,958 plus the Company s balance of the Navios Revolving Loans II of $7,900, including accrued interest, and does not include the undrawn portion of the Navios Revolving Loans II.

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Income of $1,308 was recognized in Equity in net earnings of affiliated companies for the year ended December 31, 2015.

As of December 31, 2015, the carrying amount of the investment in Navios Europe II was $7,333.

Summarized financial information of the affiliated companies is presented below:

	December 31, 2015					December 31, 2014			
Balance Sheet	**Navios Partners**	**Navios Acquisition**	**Acropolis**	**Navios Europe I**	**Navios Europe II**	**Navios Partners**	**Navios Acquisition**	**Acropolis**	**Navios Europe I**
Cash and cash equivalents, including restricted cash	$ 34,539	$ 61,645	$ 668	$ 11,839	$ 17,366	$ 100,449	$ 61,162	$ 1,719	$ 12,042
Current assets	39,835	97,349	1,117	14,782	22,539	115,197	89,528	2,126	13,764
Non-current assets	1,310,456	1,676,742	73	179,023	245,154	1,223,512	1,607,486	21	190,638
Current liabilities	41,528	82,798	447	15,377	16,897	30,072	71,598	450	15,649
Long- term debt including current portion, net	598,078	1,197,583		96,580	129,185	575,974	1,142,002		107,034
Financial liabilities at fair value*				68,535	23,568				68,764
Non-current liabilities	576,548	1,143,922		182,537	173,543	559,539	1,122,623		191,744

(*)representing the fair value of Junior Loan I and Junior Loan II, respectively.

	Year December 31, 2015					Year December 31, 2014				Year December 31,
nent	**Navios Partners**	**Navios Acquisition**	**Acropolis**	**Navios Europe I**	**Navios Europe II**	**Navios Partners**	**Navios Acquisition**	**Acropolis**	**Navios Europe I**	**Navios Partners**	**Navios Acquisition**	**Acrop**
	$ 223,676	$ 313,396	$ 1,760	$ 41,437	$ 20,767	$ 227,356	$ 264,877	$ 2,825	$ 35,119	$ 198,159	$ 202,397	$ 2,2

oss)												
n												
value												
I												
n II	41,805	84,796	244	(1,347)	1,673	74,853	11,371	1,298	(5,061)	59,006	(55,690)	7
ss)	41,805	84,796	244	(1,118)	77,252	74,853	11,371	1,298	(1,896)	59,006	(55,690)	7

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NOTE 9: ACCRUED EXPENSES AND OTHER LIABILITIES

Accrued expenses and other liabilities as of December 31, 2015 and 2014 consisted of the following:

	December 31, 2015	December 31, 2014
Payroll	$ 11,021	$ 12,175
Accrued interest	37,628	37,846
Accrued voyage expenses	3,311	10,289
Accrued running costs	22,705	23,022
Provision for losses on voyages in progress	2,157	1,893
Audit fees and related services	519	458
Accrued taxes	4,162	4,792
Professional fees	518	1,087
Dividends	3,081	3,081
Navios Partners Guarantee (Note 15)	8,752	
Other accrued expenses	9,241	5,877
Other liability		6,800
Total accrued expenses	**$ 103,095**	**$ 107,320**

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NOTE 10: BORROWINGS

Borrowings as of December 31, 2015 and 2014 consisted of the following:

Navios Holdings borrowings	**December 31, 2015**	**December 31, 2014**
Commerzbank A.G. ($240,000)	$ 40,476	$ 59,216
Loan Facility Credit Agricole ($40,000)	21,291	23,702
Loan Facility Credit Agricole ($23,000)	16,117	17,479
Loan Facility Credit Agricole ($23,000)	16,550	17,950
Loan Facility DVB Bank SE ($72,000)	58,939	63,339
Loan Facility Credit Agricole ($22,500)	18,563	20,812
Loan Facility DVB Bank SE ($40,000)	32,000	35,625
Alpha Bank ($31,000)	29,200	31,000
2019 Notes	350,000	350,000
2022 Notes	650,000	650,000
Total Navios Holdings borrowings	$ 1,233,136	$ 1,269,123

Navios Logistics borrowings	**December 31, 2015**	**December 31, 2014**
2022 Logistics Senior Notes	$ 375,000	$ 375,000
Other long-term loans	390	459
Total Navios Logistics borrowings	$ 375,390	$ 375,459

Total	**December 31, 2015**	**December 31, 2014**
Total borrowings	$ 1,608,526	$ 1,644,582
Less: current portion, net	(16,944)	(23,283)
Less: deferred finance costs, net	(27,218)	(31,692)
Total long-term borrowings	**$ 1,564,364**	**$ 1,589,607**

Navios Holdings loans

Senior Notes

On January 28, 2011, the Company and its wholly owned subsidiary, Navios Maritime Finance II (US) Inc. (together with the Company, the 2019 Co-Issuers) completed the sale of $350,000 of 8.125% Senior Notes due 2019 (the 2019 Notes).

The 2019 Notes are fully and unconditionally guaranteed, jointly and severally and on an unsecured senior basis, by all of the Company s subsidiaries, other than Navios Maritime Finance II (US) Inc., Navios Maritime Finance (US) Inc., Navios Logistics and its subsidiaries and Navios GP L.L.C. 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 when a subsidiary is sold or all of the assets of the subsidiary are sold, the capital stock is sold, when the subsidiary is designated as an unrestricted subsidiary for purposes of the indenture, upon liquidation or dissolution of the subsidiary or upon legal or covenant defeasance or satisfaction and discharge of the 2019 Notes. The 2019 Co-Issuers have the option to redeem the 2019 Notes in whole or in part, at a fixed price of 104.063% of the principal amount, which

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price declines ratably until it reaches par in 2017, plus accrued and unpaid interest, if any. In addition, upon the occurrence of certain change of control events, the holders of the 2019 Notes will have the right to require the 2019 Co-Issuers to repurchase some or all of the 2019 Notes at 101% of their face amount, plus accrued and unpaid interest to the repurchase date.

The 2019 Notes contain 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 in transactions with affiliates, merging or consolidating or selling all or substantially all of the 2019 Co-Issuers properties and assets and creation or designation of restricted subsidiaries. The 2019 Co-Issuers were in compliance with the covenants as of December 31, 2015.

Ship Mortgage Notes

In November 2009, the Company and its wholly-owned subsidiary, Navios Maritime Finance (US) Inc. (together, the Mortgage Notes Co-Issuers) issued $400,000 of first priority ship mortgage notes due on November 1, 2017 at a fixed rate of 8.875% (the 2017 Notes). In July 2012, the Mortgage Notes Co-Issuers issued an additional $88,000 of the 2017 Notes at par value. On November 29, 2013, Navios Holdings completed the sale of $650,000 of its 7.375% First Priority Ship Mortgage Notes due 2022 (the 2022 Notes). The net proceeds of the offering of the 2022 Notes have been used: (i) to repay, in full, the 2017 Notes; and (ii) to repay in full indebtedness of $123,257 relating to six vessels added as collateral under the 2022 Notes. The remainder has been used for general corporate purposes. The effect of this transaction was the recognition of a $37,136 loss in the consolidated statement of comprehensive (loss)/income under Loss on bond and debt extinguishment , which comprises a $12,142 loss relating to the accelerated amortization of unamortized deferred finance costs and a $24,994 loss relating to cash payments for transaction fees and expenses in connection with the 2017 Notes extinguishment.

The 2022 Notes are senior obligations of Navios Holdings and Navios Maritime Finance II (US) Inc. (the 2022 Co-Issuers) and are secured by first priority ship mortgages on 23 dry bulk vessels owned by certain subsidiary guarantors and certain other associated property and contract rights. The 2022 Notes are unregistered and fully and unconditionally guaranteed, jointly and severally by all of the Company s direct and indirect subsidiaries that guarantee the 2019 Notes and Navios Maritime Finance II (US) Inc. The guarantees of the Company s subsidiaries that own mortgaged vessels are senior secured guarantees and the guarantees of the Company s subsidiaries that do not own mortgaged vessels are senior unsecured guarantees. In addition, the 2022 Co-Issuers have the option to redeem the 2022 Notes in whole or in part, at any time (i) before January 15, 2017, at a redemption price equal to 100% of the principal amount plus a make whole price which is based on a formula calculated using a discount rate of treasury bonds plus 50 basis points, and (ii) on or after January 15, 2017, at a fixed price of 105.531%, which price declines ratably until it reaches par in 2020.

Furthermore, upon occurrence of certain change of control events, the holders of the 2022 Notes may require the 2022 Co-Issuers to repurchase some or all of the notes at 101% of their face amount. The 2022 Notes contain 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 certain transactions with affiliates, merging or consolidating or selling all or substantially all of the 2022 Co-Issuers properties and assets and creation or designation of restricted subsidiaries. The 2022 Co-Issuers were in compliance with the covenants as of December 31, 2015.

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Secured credit facilities

The majority of the Company s senior secured credit facilities include maintenance covenants, including (i) loan-to-value ratio covenants, based on either charter-adjusted valuations, or charter-free valuations, (ii) minimum liquidity and (iii) net total debt divided by total assets, as defined in each senior secured credit facility. As of December 31, 2015, the Company and its subsidiaries were in compliance with all of the covenants under each of its credit facilities outlined below.

HSH/Commerzbank Facility: In February 2007, Navios Holdings entered into a secured loan facility with HSH Nordbank and Commerzbank AG. The facility was initially composed of a $280,000 term loan facility and a $120,000 reducing revolving facility.

The interest rate of the loan facility was based on a margin ranging from 115 basis points to 175 basis points depending on the specified security value.

On November 29, 2013, the Company repaid the loan and revolving credit facility in full using a portion of the proceeds of the 2022 Notes issued in November 2013.

Credit Agricole (formerly Emporiki) Facilities: In December 2012, the Emporiki Bank of Greece s facilities were transferred to Credit Agricole Corporate and Investment Bank.

In September 2010, Navios Holdings entered into a facility agreement with Emporiki Bank of Greece for an amount of up to $40,000 in order to partially finance the construction of Navios Azimuth. As of December 31, 2015, the outstanding amount under the loan facility was repayable in 11 semi-annual equal installments of $1,206 with a final balloon payment of $8,030 on the last payment date. The loan bears interest at a rate of LIBOR plus 275 basis points. The loan facility requires compliance with certain financial covenants. In December 2015, Navios Azimuth was added as collateral to the Navios Asia facility. As of December 31, 2015, the outstanding amount under this facility was $21,291.

In August 2009, Navios Holdings entered into a facility agreement with Emporiki Bank of Greece for an amount of up to $75,000 to partially finance the acquisition costs of two Capesize vessels. The loan bore interest at a rate of LIBOR plus 175 basis points. On November 29, 2013, the Company repaid the loan in full using a portion of the proceeds of the 2022 Notes.

In August 2011, Navios Holdings entered into a facility agreement with Emporiki Bank of Greece for an amount of up to $23,000 in order to partially finance the construction of one newbuilding bulk carrier. As of December 31, 2015, the facility is repayable in 13 semi-annual equal installments of $681, with a final balloon payment of $7,264 on the last payment date. The loan bears interest at a rate of LIBOR plus 275 basis points. The loan facility requires compliance with certain covenants. As of December 31, 2015, the outstanding amount under this facility was $16,117.

In December 2011, Navios Holdings entered into a facility agreement with Emporiki Bank of Greece for an amount of up to $23,000 in order to partially finance the construction of one newbuilding bulk carrier. As of December 31, 2015, the outstanding amount under the loan facility was repayable in 13 semi-annual equal installments of $700 after the drawdown date, with a final balloon payment of $7,450 on the last payment date. The loan bears interest at a rate of LIBOR plus 325 basis points. The loan facility requires compliance with certain covenants. As of December 31, 2015, the outstanding amount under this facility was $16,550.

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On December 20, 2013, Navios Asia entered into a facility with Credit Agricole Corporate and Investment Bank for an amount of up to $22,500 in two equal tranches, in order to finance the acquisition of the N Amalthia, which was delivered in October 2013, and the N Bonanza, which was delivered in January 2014. The two tranches bear interest at a rate of LIBOR plus 300 basis points. Each tranche is repayable in ten equal semi-annual installments of $563, with a final balloon payment of $5,625 on the last repayment date. The loan facility requires compliance with certain financial covenants. As of December 31, 2015, the outstanding amount of the loan was $18,563.

DNB Facilities: In August 2010, Navios Holdings entered into a facility agreement with DNB NOR BANK ASA for an amount of up to $40,000 in order to partially finance the construction of one Capesize bulk carrier. The loan bore interest at a rate of LIBOR plus 275 basis points. On November 29, 2013, the Company repaid the loan in full using a portion of the proceeds of the 2022 Notes.

Commerzbank Facility: In June 2009, Navios Holdings entered into a facility agreement for an amount of up to $240,000 (divided into four tranches of $60,000) with Commerzbank AG in order to partially finance the acquisition of a Capesize vessel and the construction of three Capesize vessels. Following the delivery of two Capesize vessels, Navios Holdings cancelled two of the four tranches and in October 2010 fully repaid their outstanding loan balances of $53,600 and $54,500, respectively. As of December 31, 2015, the third tranche of the facility is repayable in 10 quarterly installments of $882, with a final balloon payment of $9,145 on the last payment date; and the fourth tranche of the facility is repayable in 16 quarterly installments of $835, with a final balloon payment of $9,145 on the last payment date. The loan bears interest at a rate based on a margin of 225 basis points. The loan facility requires compliance with certain covenants. As of December 31, 2015, the outstanding amount was $40,476.

DVB Bank SE Facilities: On March 23, 2012, Navios Holdings entered into a facility agreement with a syndicate of banks led by DVB Bank SE for an amount of up to $42,000 in two tranches: (i) the first tranche is for an amount of up to $26,000 in order to finance the acquisition of Navios Serenity; and (ii) the second tranche is for an amount of up to $16,000 to refinance the Navios Astra loan facility with Cyprus Popular Bank Public Co. Ltd. The two tranches bear interest at a rate of LIBOR plus 285 and 360 basis points, respectively. On June 27, 2014, Navios Holdings refinanced the existing facility, entering into a new tranche for an amount of $30,000 in order to finance the acquisition of the Navios Gem, which was delivered in June 2014. The new tranche bears interest at a rate of LIBOR plus 275 basis points. As of December 31, 2015, the first tranche is repayable in 17 quarterly installments of $362, with a final balloon payment of $14,400 on the last repayment date, the second tranche is repayable in 18 quarterly installments of $269, with a final balloon payment of $6,354 on the last repayment date and the third tranche is repayable in 18 quarterly installments of $469, with a final balloon payment of $18,750 on the last repayment date. On January 28, 2016, Navios Holdings prepaid the installments due in 2016, amounting to $4,131. The loan facility requires compliance with certain financial covenants, which have been amended to exclude Navios Serenity until December 31, 2016 in the loan-to-value ratio covenants. As of December 31, 2015, the total outstanding amount was $58,939.

In September 2013, Navios Holdings entered into a facility agreement with DVB Bank SE for an amount of up to $40,000 in order to finance the acquisition of four Panamax vessels, delivered in August and September 2013. The

facility bears interest at a rate of LIBOR plus 325 basis points. As of December 31, 2015, the facility is repayable in 12 quarterly installments of $1,000, with a final balloon payment of $20,000 payable on the last repayment date. The loan facility requires compliance with certain financial covenants. In December 2015, Navios Sphera and Navios Mars were added as collateral to this facility and certain financial covenants were tested upon delivery of the two vessels. As of December 31, 2015, the outstanding amount was $32,000.

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In January 2016, Navios Holdings entered into a facility agreement with DVB Bank SE for an amount of up to $41,000, to be drawn in two tranches, to finance the acquisition of Navios Mars and Navios Sphera. The facility bears interest at a rate of LIBOR plus 255 basis points. The first tranche is repayable in eight quarterly installments of $500 each, followed by 16 quarterly (except in respect of the last such installment) installments of $375 each, and a final balloon payment of $15,000 on the last payment day. The second tranche is repayable in eight quarterly installments of approximately $394 each, followed by 16 quarterly (except in respect of the last such installment) installments of $230 each, and a final balloon payment of $9,165 on the last payment day. The loan facility also requires compliance with certain covenants.

Alpha Bank A.E.: On November 6, 2014, Navios Holdings entered into a facility agreement with Alpha Bank A.E. for an amount of $31,000 in order to finance part of the acquisition of a 2012-built 179,515 dwt Capesize vessel. The loan bears interest at a rate of LIBOR plus 300 basis points. As of December 31, 2015, the facility is repayable in 28 quarterly installments of $450, with a final balloon payment of $16,600 on the last repayment date. On January 13, 2016, Navios Holdings prepaid the installments due in 2016, amounting to $1,800. The loan facility requires compliance with certain financial covenants, of which the loan-to-value ratio will be tested on December 31, 2016. As of December 31, 2015, the outstanding amount was $29,200.

The facilities are secured by first priority mortgages on certain of Navios Holdings vessels and other collateral.

The credit facilities contain a number of restrictive covenants that limit Navios Holdings and/or certain of its subsidiaries from, among other things: incurring or guaranteeing indebtedness; entering into affiliate transactions; charging, pledging or encumbering the vessels securing such facilities; changing the flag, class, management or ownership of certain Navios Holdings vessels; changing the commercial and technical management of certain Navios Holdings vessels; selling or changing the ownership of certain Navios Holdings vessels; and subordinating the obligations under the credit facilities to any general and administrative costs relating to the vessels. The credit facilities also require the vessels to comply with the ISM Code and ISPS Code and to maintain valid safety management certificates and documents of compliance at all times. Additionally, the credit facilities require compliance with the covenants contained in the indentures governing the 2019 Notes and the 2022 Notes. Among other events, it will be an event of default under the credit facilities if the financial covenants are not complied with or if Angeliki Frangou and her affiliates, together, own less than 20% of the outstanding share capital of Navios Holdings.

Navios Logistics loans

2019 Logistics Senior Notes

On April 12, 2011, Navios Logistics and its wholly-owned subsidiary Navios Logistics Finance (US) Inc. (Logistics Finance and, together, the Logistics Co-Issuers) issued $200,000 in aggregate principal amount of senior notes due on April 15, 2019 at a fixed rate of 9.25% (the Existing 2019 Logistics Senior Notes). On March 12, 2013, the Logistics Co-Issuers issued $90,000 in aggregate principal amount of 9.25% Logistics Senior Notes due 2019 (the Additional

2019 Logistics Senior Notes , and together with the Existing 2019 Logistics Senior Notes, the 2019 Logistics Senior Notes) at a premium, with a price of 103.750%.

On May 5, 2014, the Logistics Co-Issuers completed a cash tender offer (the Tender Offer) and related solicitation of consents for certain proposed amendments to the indenture governing the 2019 Logistics Senior Notes, for any and all of their outstanding 2019 Logistics Senior Notes. After the purchase by the Logistics Co-Issuers of all of the 2019 Logistics Senior Notes validly tendered and not validly withdrawn prior to

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the consent payment deadline, the Logistics Co-Issuers redeemed for cash all the 2019 Logistics Senior Notes that remained outstanding after the completion of the Tender Offer, plus accrued and unpaid interest to, but not including, the redemption date. The effect of this transaction was the recognition of a $27,281 loss in the consolidated statement of comprehensive (loss)/ income under Loss on bond and debt extinguishment , consisting of a $7,881 loss relating to the accelerated amortization of the unamortized deferred finance costs, a $3,095 gain relating to the accelerated amortization of unamortized Additional 2019 Logistics Senior Notes premium and a $22,495 loss relating to tender premium fees and expenses.

2022 Logistics Senior Notes

On April 22, 2014, the Logistics Co-Issuers completed the sale of $375,000 in aggregate principal amount of senior notes due on May 1, 2022 at a fixed rate of 7.25% (the 2022 Logistics Senior Notes). The net proceeds from the sale of 2022 Logistics Senior Notes were partially used to redeem any and all of 2019 Logistics Senior Notes and pay related transaction fees and expenses. The 2022 Logistics Senior Notes are unregistered and 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 S.A. (Terra Norte), which are deemed to be immaterial, and Logistics Finance, which is the co-issuer of the 2022 Logistics 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 Logistics Senior Notes.

The Logistics Co-Issuers have the option to redeem the 2022 Logistics Senior Notes in whole or in part, at their option, at any time (i) before May 1, 2017, at a redemption price equal to 100% of the principal amount plus the applicable make-whole premium plus accrued and unpaid interest, if any, to the redemption date and (ii) on or after May 1, 2017, at a fixed price of 105.438%, which price declines ratably until it reaches par in 2020. At any time before May 1, 2017, the Logistics Co-Issuers may redeem up to 35% of the aggregate principal amount of the 2022 Logistics Senior Notes with the net proceeds of an equity offering at 107.250% of the principal amount of the 2022 Logistics Senior Notes, plus accrued and unpaid interest, if any, to the redemption date so long as at least 65% of the originally issued aggregate principal amount of the 2022 Logistics Senior Notes remains outstanding after such redemption. In addition, upon the occurrence of certain change of control events, the holders of the 2022 Logistics Senior Notes will have the right to require the Logistics Co-Issuers to repurchase some or all of the 2022 Logistics Senior Notes at 101% of their face amount, plus accrued and unpaid interest to the repurchase date.

The indenture governing the 2022 Logistics Senior Notes contains covenants which, among other things, limit the incurrence of additional indebtedness, issuance of certain preferred stock, the payment of dividends in excess of 6% per annum of the net proceeds received by or contributed to Navios Logistics in or from any public offering, 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 Logistics Senior Notes include customary events of default, including failure to pay principal and interest on the 2022 Logistics Senior Notes, a failure to comply with

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covenants, a failure by Navios Logistics or any significant subsidiary or any group of restricted subsidiaries that, taken together, would constitute a significant subsidiary to pay material judgments or indebtedness and bankruptcy and insolvency events with respect to us or any significant subsidiary or any group of restricted subsidiaries that, taken together, would constitute a significant subsidiary.

As of December 31, 2015, all subsidiaries, including Logistics Finance, Horamar do Brasil, Naviera Alto Parana and Terra Norte are 100% owned. Logistics Finance, Horamar do Brasil, Naviera Alto Parana and Terra Norte do not have any independent assets or operations.

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 Logistics 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.

The Logistics Co-Issuers were in compliance with the covenants as of December 31, 2015.

Other indebtedness

In connection with the acquisition of Hidronave South American Logistics S.A. (Hidronave) on October 29, 2009, Navios Logistics assumed a $817 loan facility that was entered into by Hidronave in 2001, in order to finance the construction of the pushboat Nazira. As of December 31, 2015, the outstanding loan balance was $390. 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. The loan also requires compliance with certain covenants.

During the year ended December 31, 2015, the Company paid $35,987, of which $24,117 related to installments for the year 2015, $6,870 to installments for the year 2016 and $5,000 to balloon payments due in 2019 and 2020.

The annual weighted average interest rates of the Company s total borrowings were 6.98%, 7.18% and 7.75% for the year ended December 31, 2015, 2014 and 2013, respectively.

The maturity table below reflects the principal payments for the next five years and thereafter of all borrowings of Navios Holdings (including Navios Logistics) outstanding as of December 31, 2015, based on the repayment schedules of the respective loan facilities and the outstanding amount due under the debt securities.

Year	
2016	$ 17,691
2017	24,561
2018	50,186

2019	381,879
2020	60,869
2021 and thereafter	1,073,340
Total	**$ 1,608,526**

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NOTE 11: FAIR VALUE OF FINANCIAL INSTRUMENTS

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 and money market funds approximate their fair value because of the short maturity of these investments.

Restricted cash: 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 2019 Notes, the 2022 Notes, the 2022 Logistics Senior Notes and the Navios Logistics loan are fixed rate borrowings and their fair value was determined based on quoted market prices.

Capital leases: The capital leases are fixed rate obligations and their carrying amounts approximate their fair value.

Loan receivable from affiliate companies: The carrying amount of the fixed rate loan approximates its fair value.

Long-term receivable from affiliate companies: The carrying amount of the floating rate receivable approximates its fair value.

Investments in available-for-sale securities: The carrying amount of the investments in available-for-sale securities reported in the consolidated balance sheets represents unrealized gains and losses on these securities, which are reflected directly in equity unless an unrealized loss is considered other-than-temporary , in which case it is transferred to the consolidated statements of comprehensive income/(loss).

The estimated fair values of the Company s financial instruments were as follows:

	December 31, 2015		December 31, 2014	
	Book Value	Fair Value	Book Value	Fair Value
Cash and cash equivalents	$ 163,412	$ 163,412	$ 247,556	$ 247,556
Restricted cash	$ 13,480	$ 13,480	$ 2,564	$ 2,564
Investments in available-for-sale-securities	$ 5,173	$ 5,173	$ 6,701	$ 6,701
Loan receivable from affiliate companies	$ 16,474	$ 16,474	$ 7,791	$ 7,791
Long-term receivable from affiliate companies	$	$	$ 9,625	$ 9,625

Capital lease obligations, including current portion	$ (20,649)	$ (20,649)	$ (22,360)	$ (22,360)
Senior and ship mortgage notes, net	$ (1,350,941)	$ (735,002)	$ (1,347,316)	$ (1,300,021)
Long-term debt, including current portion	$ (230,367)	$ (233,526)	$ (265,574)	$ (269,582)

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The following tables set forth our assets that are measured at fair value on a recurring basis categorized by fair value hierarchy level. As required by the fair value guidance, assets are categorized in their entirety based on the lowest level of input that is significant to the fair value measurement.

	Fair Value Measurements as of December 31, 2015			
Assets	**Total**	**Quoted Prices in Active Markets for Identical Assets (Level I)**	**Significant Other Observable Inputs (Level II)**	**Significant Unobservable Inputs (Level III)**
Investments in available-for-sale securities	$ 5,173	$ 5,173	$	$
Total	**$ 5,173**	**$ 5,173**	**$**	**$**

	Fair Value Measurements as of December 31, 2014			
Assets	**Total**	**Quoted Prices in Active Markets for Identical Assets (Level I)**	**Significant Other Observable Inputs (Level II)**	**Significant Unobservable Inputs (Level III)**
Investments in available-for-sale securities	$ 6,701	$ 6,701	$	$
Total	**$ 6,701**	**$ 6,701**	**$**	**$**

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, 2015			
	Total	(Level I)	(Level II)	(Level III)
Cash and cash equivalents	$ 163,412	$ 163,412	$	$
Restricted cash	$ 13,480	$ 13,480	$	$
Senior and ship mortgage notes	$ (735,002)	$ (735,002)	$	$
Capital lease obligations, including current portion[1]	$ (20,649)	$	$ (20,649)	$
Long-term debt, including current portion[1]	$ (233,526)	$	$ (233,526)	$
Loan receivable from affiliate companies[2]	$ 16,474	$	$ 16,474	$

	Fair Value Measurements at December 31, 2014			
	Total	(Level I)	(Level II)	(Level III)
Cash and cash equivalents	$ 247,556	$ 247,556	$	$
Restricted cash	$ 2,564	$ 2,564	$	$
Senior and ship mortgage notes	$ (1,300,021)	$ (1,300,021)	$	$
Capital lease obligations, including current portion[1]	$ (22,360)	$	$ (22,360)	$
Long-term debt, including current portion[1]	$ (269,582)	$	$ (269,582)	$
Loan receivable from affiliate companies[2]	$ 7,791	$	$ 7,791	$
Long-term receivable from affiliate companies[2]	$ 9,625	$	$ 9,625	$

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(1) The fair value of the Company s long-term debt is estimated based on currently available debt with similar contract terms, interest rates and remaining maturities, published quoted market prices as well as taking into account the Company s creditworthiness.
(2) The fair value of the Company s loan receivable from affiliate companies and long-term receivable from affiliate companies is estimated based on currently available debt with similar contract terms, interest rate and remaining maturities as well as taking into account the counterparty s creditworthiness.

NOTE 12: EMPLOYEE BENEFIT PLANS

Retirement Saving Plan

The Company sponsors an employee saving plan covering all of its employees in the United States. The Company s contributions to the employee saving plan during the years ended December 31, 2015, 2014 and 2013, were approximately $96, $101 and $97, respectively, which included a discretionary contribution of $14, $17, and $14, respectively.

Defined Benefit Pension Plan

The Company sponsors a legacy unfunded defined benefit pension plan that covers certain Bahamian and Uruguayan nationals and former Navios Corporation employees. The liability related to the plan is recognized based on actuarial valuations. The current portion of the liability is included in accrued expenses and the non-current portion of the liability is included in other long-term liabilities. There are no pension plan assets.

The Greek office employees are protected by the Greek Labor Law. According to the law, the Company is required to pay retirement indemnities to employees on dismissal, or on leaving with an entitlement to a full security retirement pension. Please refer to Note 2(s).

Stock Plan

The Company has awarded shares of restricted stock and restricted stock units to its employees, officers and directors. The restriction lapses in two or three equal tranches, over the requisite service periods, of one, two and three years from the grant date. The Company has also awarded stock options to its officers and directors only, based on service conditions, which vest in three equal tranches over the requisite service periods of one, two and three years from the grant date. Each option expires seven years after its grant date. Please refer to Note 2(s).

On December 11, 2013, the Company awarded shares of restricted stock and restricted stock units to its employees, officers and directors and stock options to its officers and directors, which vested all at once upon achievement of the internal performance criteria and completion of a service period on April 30, 2015. As of December 31, 2014, the Company determined that the performance criteria of these awards were provisionally met and recognized a compensation expense of $3,753.

On December 15, 2014, the Company awarded shares of restricted stock and restricted stock units to its employees, officers and directors and stock options to its officers and directors, which vest all at once upon achievement of the internal performance criteria and completion of a service period on June 2, 2016. As of December 31, 2015, the Company determined that it is probable that the performance criteria of these awards would be met and recognized a compensation expense of $2,615.

During the year ended December 31, 2015, the Company did not award any restricted stock, restricted stock units or stock options, which vest upon achievement of certain performance conditions.

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The fair value of all stock option awards has been calculated based on the modified Black-Scholes method. A description of the significant assumptions used to estimate the fair value of the stock option awards is set out below:

Expected term: The Company began granting stock options in October 2007. The first stock option exercise was in 2010 and the number of options exercised during each of the years ended December 31, 2014 (143,189), 2013 (153,556), 2012 (29,251), 2011 (130,578) and 2010 (130,577) was small in relation to the total number of options granted. No stock options were exercised during the year ended December 31, 2015. Therefore, due to limited historical share option exercise experience to provide for a reasonable basis upon which to estimate expected term, the Company opted to apply the simplified method.

The simplified method used includes taking the average of the weighted average time to vesting and the contractual term of the option award. The service conditions option awards vest over three years at 33.3%, 33.3% and 33.4% respectively, resulting in a weighted average time to vest of approximately 2 years. The contractual term of the award is 7 years. Utilizing the simplified approach formula, the derived expected term estimate for the Company s service conditions option award is 4.5 years.

Expected volatility: The historical volatility of Navios Holdings shares was used in order to estimate the volatility of the stock option awards. The final expected volatility estimate, which equals the historical estimate, for the service conditions option awards is 55.17%, 47.06% and 42.62% for 2015, 2014 and 2013, respectively, and for the performance conditions option awards is 58.78% and 41.48% for 2014 and 2013, respectively.

Expected dividends: The expected dividend is based on the current dividend, our historical pattern of dividend increases and the market price of our stock.

Risk-free rate: Navios Holdings has selected to employ the risk-free yield-to-maturity rate to match the expected term estimated under the simplified method . For the service conditions option awards, the 4.5 year yield-to-maturity rate as of the grant date is 1.46%, 1.44% and 1.28% for 2015, 2014 and 2013, respectively. For the performance conditions option awards, the one year yield-to-maturity rate as of the grant date is 0.22% and 0.13% for 2014 and 2013, respectively.

The fair value of restricted stock and restricted stock unit grants excludes dividends to which holders of restricted stock and restricted stock units are not entitled. The expected dividend assumption used in the valuation of restricted stock and restricted stock units grant is $0 for 2015 and $0.06 per quarter for 2014 and 2013.

The weighted average grant date fair value of stock options and restricted stock granted during the year ended December 31, 2015 was $0.55 and $1.20, respectively.

The weighted average grant date fair value of stock options, restricted stock and restricted stock units granted during the year ended December 31, 2014 was $1.14, $3.64 and $3.64, respectively.

The weighted average grant date fair value of stock options, restricted stock and restricted stock units granted during the year ended December 31, 2013 was $2.11, $8.63 and $8.63, respectively.

The effect of compensation expense arising from the stock-based arrangements described above amounted to $5,591, $7,719 and $5,021 for the years ended December 31, 2015, 2014 and 2013, respectively and

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it was reflected in general and administrative expenses on the consolidated statements of comprehensive (loss)/income. The recognized compensation expense for the year is presented as adjustment to reconcile net income to net cash provided by operating activities on the consolidated statements of cash flows.

The summary of stock-based awards is summarized as follows (in thousands except share and per share data):

	Shares	Weighted average exercise price	Weighted average remaining term	Aggregate fair value
Options				
Outstanding as of December 31, 2012	**4,617,777**	**4.93**	**5.42**	**7,981**
Vested at December 31, 2012	901,520			
Exercisable at December 31, 2012	841,644			
Exercised	(153,556)			(216)
Granted	674,809	8.63		1,444
Outstanding as of December 31, 2013	**5,139,030**	**5.50**	**4.81**	**9,209**
Vested at December 31, 2013	911,493			
Exercisable at December 31, 2013	753,562			
Exercised	(143,189)			(273)
Forfeited or expired	(314,250)			(1,610)
Granted	1,123,003	3.64		1,084
Outstanding as of December 31, 2014	**5,804,594**	**4.57**	**4.64**	**8,410**
Vested at December 31, 2014	1,643,665			
Exercisable at December 31, 2014	1,500,476			
Forfeited or expired	(159,828)			(193)
Granted	1,000,000	1.2		552
Outstanding as of December 31, 2015	**6,644,766**	**4,09**	**4.23**	**8,769**
Restricted stock and restricted stock units				
Non Vested as of December 31, 2012	**1,556,192**		**1.81**	**5,908**
Granted	886,437			7,650
Vested	(546,194)			(2,287)
Forfeited or expired	(12,452)			(51)
Non Vested as of December 31, 2013	**1,883,983**		**1.40**	**11,220**

Granted	1,175,353		4,278
Vested	(1,058,903)		(4,580)
Forfeited or expired	(3,089)		(19)
Non Vested as of December 31, 2014	**1,997,344**	**2.00**	**10,899**
Granted	2,540,000		3,048
Vested	(812,847)		(5,746)
Forfeited or expired	(3,538)		(15)
Non Vested as of December 31, 2015	**3,720,959**	**$ 2.45**	**$ 8,186**

The estimated compensation cost relating to service conditions of non-vested (i) stock options and (ii) restricted stock and restricted stock unit awards, not yet recognized was $877 and $4,434, respectively, as of December 31, 2015 and is expected to be recognized over the weighted average period of 3.73 years.

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NOTE 13: COMMITMENTS AND CONTINGENCIES

As of December 31, 2015, the Company was contingently liable for letters of guarantee and letters of credit amounting to $590 (December 31, 2014: $590) issued by various banks in favor of various organizations and the total amount was collateralized by cash deposits, which were included as a component of restricted cash.

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, 2017.

The Company is involved in various disputes and arbitration proceedings arising in the ordinary course of business. Provisions have been recognized in the financial statements for all such proceedings where the Company believes that a liability may be probable, and for which the amounts can be reasonably estimated, based upon facts known on the date the financial statements were prepared. Although the Company cannot predict with certainty the ultimate resolutions of these matters, in the opinion of management, the ultimate disposition of these matters is not expected to have a material adverse effect on the Company s financial position, results of operations or liquidity.

The Company, in the normal course of business, entered into contracts to time charter-in vessels for various periods through 2026.

As of December 31, 2015, the Company had future remaining contractual deposits for two newbuilding owned vessels, which were delivered in January 2016, of $58,660. As of December 31, 2015, Navios Logistics had obligations related to the acquisition of three new pushboats, the expansion of its dry port facility and the remaining installments for the acquisition of the chartered-in fleet consisting of one pushboat and three liquid barges of $11,557, $93,976 and $3,825, respectively, until December 31, 2016.

NOTE 14: LEASES

Chartered-in vessels, barges, pushboats and office space:

As of December 31, 2015, the Company s future minimum commitments, net of commissions under chartered-in vessels, barges, pushboats and office space were as follows:

	Charter-in vessels in operation	Charter-in vessels to be delivered	Office space
2016	$ 92,811	$ 8,383	$ 3,086
2017	84,619	23,013	2,721

2018	79,137	23,433	1,770
2019	71,460	23,433	864
2020	60,039	23,497	104
2021 and thereafter	77,171	101,109	
Total	**$ 465,237**	**$ 202,868**	**$ 8,545**

Charter hire expense for Navios Holdings chartered-in vessels amounted to $136,920, $111,337 and $116,962, for each of the years ended December 31, 2015, 2014 and 2013, respectively. Charter hire expense for logistics business chartered-in vessels amounted to $1,307, $2,468 and $1,286, for each of the years ended December 31, 2015, 2014 and 2013, respectively.

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Rent expense for office space amounted to $2,508, $2,804, and $2,899 for each of the years ended December 31, 2015, 2014 and 2013, respectively. The Company leases office space at 825 3rd Avenue, New York, New York, pursuant to a lease that expires in April 2019. The Company also leases office space at 85 Akti Miaouli, Piraeus, Greece, pursuant to lease agreements that expire in 2017 and 2019. The Company also leases office space in Monaco pursuant to a lease that expires in June 2018. The Company also leases office space in Antwerp, Belgium pursuant to a lease that expires in 2019.

Navios Logistics subsidiaries lease various premises in Argentina and Paraguay that expire on various dates through 2020. The above table incorporates the lease commitments on all offices as disclosed above.

Chartered-out vessels, barges and pushboats:

The future minimum revenue, net of commissions, (i) for dry bulk vessels, expected to be earned on non-cancelable time charters and (ii) for the Company s logistics business, expected to be earned on non-cancelable time charters, COA s with minimum guaranteed volumes and contracts with minimum guaranteed throughput in Navios Logistics ports, are as follows:

	Dry bulk vessels	Logistics business
2016	$ 88,724	$ 148,102
2017	17,691	57,771
2018	10,715	23,235
2019	10,715	22,515
2020	9,893	11,088
Total minimum revenue, net of commissions	**$ 137,738**	**$ 262,711**

Revenues from time charters are not generally received when a vessel is off-hire, which includes time required for scheduled maintenance of the vessel.

NOTE 15: TRANSACTIONS WITH RELATED PARTIES

Office rent: The Company has entered into lease agreements with Goldland Ktimatiki-Ikodomiki-Touristiki Xenodohiaki Anonimos Eteria and Emerald Ktimatiki-Ikodomiki Touristiki Xenodohiaki Anonimos Eteria, both of which are Greek corporations that are currently majority-owned by Angeliki Frangou, Navios Holdings Chairman and Chief Executive Officer. The lease agreements provide for the leasing of facilities located in Piraeus, Greece to house the operations of most of the Company s subsidiaries. The total annual lease payments are in aggregate 943 (approximately $1,046) and the lease agreements expire in 2017 and 2019. These payments are subject to annual

adjustments, which are based on the inflation rate prevailing in Greece as reported by the Greek State at the end of each year.

Purchase of services: The Company utilizes its affiliate company, Acropolis, as a broker. Commissions charged from Acropolis for each of the years ended December 31, 2015, 2014 and 2013 were $6, $2 and $41, respectively. Included in the trade accounts payable at December 31, 2015 and 2014 was an amount due to Acropolis of $76 and $78, respectively.

Vessels charter hire: From 2012, Navios Holdings has entered into charter-in contracts for certain of Navios Partners vessels, all of which have been redelivered by April 2016.

In February 2012, the Company chartered-in from Navios Partners the Navios Apollon, a 2000-built Ultra-Handymax vessel. The term of this charter was approximately two years at a net daily rate of $12.5 for the

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first year and $13.5 for the second year, plus 50/50 profit sharing based on actual earnings. In January 2014, the Company extended this charter for approximately six months at a net daily rate of $13.5 plus 50/50 profit sharing based on actual earnings and in October 2014, the Company further extended this charter for approximately one year at a net daily rate of $12.5 plus 50/50 profit sharing based on actual earnings. In April 2015, this charter was further extended for approximately one year at a net daily rate of $12.5 plus 50/50 profit sharing based on actual earnings at the end of the period. Any adjustment by the charterers for hire expense/loss will be settled accordingly at the end of the charter period. In April 2016, the Company redelivered Navios Apollon to Navios Partners.

In May 2012, the Company chartered-in from Navios Partners the Navios Prosperity, a 2007-built Panamax vessel. The term of this charter was approximately one year with two six-month extension options granted to the Company at a net daily rate of $12.0 plus profit sharing. In April 2014, the Company extended this charter for approximately one year and the owners received 100% of the first $1.5 in profits above the base rate, and thereafter all profits were split 50/50 to each party. Effective from March 5, 2015, Navios Holdings and Navios Partners entered into a novation agreement with the respective owners of Navios Prosperity whereby the rights to the time charter contracts of the Navios Prosperity were transferred to Navios Holdings. On July 2, 2015, Navios Prosperity was redelivered to headowners.

In September 2012, the Company chartered-in from Navios Partners the Navios Libra II, a 1995-built Panamax vessel. The term of this charter was approximately three years at a net daily rate of $12.0 plus 50/50 profit sharing based on actual earnings. In April 2015, this charter was further extended for approximately one year at a net daily rate of $12.0 plus 50/50 profit sharing based on actual earnings, at the end of the period. Any adjustment by the charterers for hire expense/loss will be settled accordingly at the end of the charter period. In April 2016, the Company redelivered Navios Libra II to Navios Partners.

In May 2013, the Company chartered-in from Navios Partners the Navios Felicity, a 1997-built Panamax vessel. The term of this charter was approximately one year, at a net daily rate of $12.0 plus profit sharing, with two six-month extension options granted to the Company. The owners will receive 100% of the first $1.5 in profits above the base rate, and thereafter all profits will be split 50/50 to each party. In February 2014, the Company exercised its first option to extend this charter, and in August 2014, the Company exercised its second option. In April 2015, this charter was further extended for approximately one year at a net daily rate of $12.0 plus 50/50 profit sharing based on actual earnings, at the end of the period. Any adjustment by the charterers for hire expense/loss will be settled accordingly at the end of the charter period. In April 2016, the Company redelivered Navios Felicity to Navios Partners.

In May 2013, the Company chartered-in from Navios Partners the Navios Aldebaran, a 2008-built Panamax vessel, at a net daily rate of $11.0 plus profit sharing, for six months with a six-month extension option. In December 2013, the Company exercised its option to extend this charter. The owners will receive 100% of the first $2.5 in profits above the base rate, and thereafter all profits will be split 50/50 to each party. In July 2014, the Company further extended this charter for approximately six to nine months. Effective from February 28, 2015, Navios Holdings and Navios Partners entered into a novation agreement with the respective owners of Navios Aldebaran whereby the rights to the time charter contracts of the Navios Aldebaran were transferred to Navios Holdings.

In July 2013, the Company chartered-in from Navios Partners the Navios Hope, a 2005-built Panamax vessel. The term of this charter was approximately one year at a net daily rate of $10.0. In December 2013, the Company extended this charter for approximately six months, and in January 2015, the Company extended this charter for approximately one year at a net daily rate of $10.0 plus 50/50 profit sharing based on actual earnings. Any adjustment by the Company for hire expense/loss will be settled accordingly at the end of the charter period. In December 2015, the Company redelivered Navios Hope to Navios Partners.

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In July 2013, the Company chartered-in from Navios Partners the Navios Pollux, a 2009-built Capesize vessel, under a voyage charter which was completed in August 2013. In August 2014, the Company chartered-in the Navios Pollux, for approximately three months at a net daily rate of $21.3. The contract was completed in November 2014. In February 2015, the Company chartered-in the Navios Pollux, for approximately one year at a daily rate of $11.4 net per day plus 50/50 profit sharing based on actual earnings. Any adjustment by the Company for hire expense/loss will be settled accordingly at the end of the charter period. In February 2016, the Company redelivered Navios Pollux to Navios Partners.

In March 2015, the Company chartered-in from Navios Partners the Navios Gemini, a 1994-built Panamax vessel. The term of this charter is approximately nine months at a net daily rate of $7.6 plus 50/50 profit sharing based on actual earnings. Any adjustment by the Company for hire expense/loss will be settled accordingly at the end of the charter period. In January 2016, the Company redelivered Navios Gemini to Navios Partners.

In April 2015, the Company chartered-in from Navios Partners the Navios Fantastiks, a 2005-built Capesize vessel. The terms of this charter is approximately ten months at a net daily rate of $12.5 plus 50/50 profit sharing based on actual earnings. Any adjustment by the Company for hire expense/loss will be settled accordingly at the end of the charter period. In April 2016, the Company redelivered Navios Fantastiks to Navios Partners.

In April 2015, the Company chartered-in from Navios Partners the Navios Sun, the Navios Orbiter, the Navios Soleil, the Navios Alegria, the Navios Harmony and the Navios Hyperion. The terms of these charters are at a net daily rate of $12.0 plus 50/50 profit sharing based on actual earnings. Any adjustment by the Company for hire expense/loss will be settled accordingly at the end of the charter period. In December 2015, in January 2016 and in April 2016, the Company redelivered all these vessels to Navios Partners.

Total charter hire expense for all vessels for the years ended December 31, 2015, 2014 and 2013 was $39,727, $28,162 and $22,386, respectively, and was included in the consolidated statements of comprehensive (loss)/income under Time charter, voyage and logistics business expenses .

Management fees: Navios Holdings provides commercial and technical management services to Navios Partners vessels for a daily fixed fee. The daily fees were $4.7 per owned Ultra Handymax vessel, $4.6 per owned Panamax vessel and $5.7 per owned Capesize vessel until December 31, 2013. This daily fee covered all of the vessels operating expenses, including the cost of drydock and special surveys. In each of October 2013, August 2014, and February 2015, the Company amended its existing management agreement with Navios Partners to fix the fees for ship management services of its owned fleet at: (i) $4.0 daily rate per Ultra-Handymax vessel; (ii) $4.1 daily rate per Panamax vessel; (iii) $5.1 daily rate per Capesize vessel; (iv) $6.5 daily rate per container vessel of TEU 6,800; (v) $7.2 daily rate per container vessel of more than TEU 8,000; and (vi) $8.5 daily rate per very large container vessel of more than TEU 13,000 through December 31, 2015. In January 2016, the Company further amended its existing management agreement to fix the fees for ship management services of its owned fleet at: (i) $4.1 daily rate per Ultra-Handymax vessel; (ii) $4.2 daily rate per Panamax vessel; (iii) $5.25 daily rate per Capesize vessel; (iv) $6.7 daily rate per container vessel of TEU 6,800; (v) $7.4 daily rate per container vessel of more than TEU 8,000; and

(vi) $8.75 daily rate per very large container vessel of more than TEU 13,000 through December 31, 2017. Drydocking expenses under this agreement will be reimbursed by Navios Partners at cost at occurrence. Total management fees for the years ended December 31, 2015, 2014 and 2013 amounted to $56,504, $50,359 and $36,173, respectively, and are presented net under the caption Direct vessel expenses .

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Navios Holdings provides commercial and technical management services to Navios Acquisition s vessels for a daily fee that was fixed until May 2014, of $6.0 per owned MR2 product tanker and chemical tanker vessel, $7.0 per owned LR1 product tanker vessel and $10.0 per owned VLCC vessel. This daily fee covers all of the vessels operating expenses, other than certain fees and costs. Actual operating costs and expenses will be determined in a manner consistent with how the initial fixed fees were determined. Drydocking expenses until May 2014 were fixed under this agreement for up to $300 per LR1 and MR2 product tanker vessel and will be reimbursed at cost for VLCC vessels. In May 2014, Navios Holdings extended the duration of its existing management agreement with Navios Acquisition until May 2020 and fixed the fees for ship management services of Navios Acquisition owned fleet for two additional years through May 2016 at the same rates for product tanker and chemical tanker vessels, and reduced the daily rate to $9.5 per VLCC vessel. Drydocking expenses under this agreement will be reimbursed at cost at occurrence for all vessels.

Effective March 30, 2012, Navios Acquisition can, upon request to Navios Holdings, partially or fully defer the reimbursement of drydocking and other extraordinary fees and expenses under the management agreement to a later date, but not later than January 5, 2016, and if reimbursed on a later date, such amounts will bear interest at a rate of 1% per annum over LIBOR. Commencing September 28, 2012, Navios Acquisition can, upon request, reimburse Navios Holdings partially or fully for any fixed management fees outstanding for a period of not more than nine months under the management agreement at a later date, but not later than January 5, 2016, and if reimbursed on a later date, such amounts will bear interest at a rate of 1% per annum over LIBOR. Total management fees for the years ended December 31, 2015, 2014 and 2013 amounted to $95,336, $95,827 and $71,392, respectively, and are presented net under the caption Direct vessel expenses .

Pursuant to a management agreement dated December 13, 2013, Navios Holdings provides commercial and technical management services to Navios Europe I s tanker and container vessels. The term of this agreement is for a period of six years. Management fees under this agreement will be reimbursed at cost at occurrence. Total management fees for the years ended December 31, 2015, 2014 and 2013 amounted to $20,383, $20,098 and $645, respectively, and are presented net under the caption Direct vessel expenses .

Pursuant to a management agreement dated November 18, 2014, Navios Holdings provides commercial and technical management services to Navios Midstream s vessels for a daily fixed fee of $9.5 per owned VLCC vessel effective through November 18, 2016. Drydocking expenses under this agreement will be reimbursed at cost at occurrence for all vessels. The term of this agreement is for a period of five years. Total management fees for the years ended December 31, 2015 and 2014 amounted to $17,613 and $1,672, respectively, and are presented net under the caption Direct vessel expenses .

Pursuant to a management agreement dated June 5, 2015, Navios Holdings provides commercial and technical management services to Navios Europe II s dry bulker and container vessels. The term of this agreement is for a period of six years. Management fees under this agreement will be reimbursed at cost at occurrence. Total management fees for the year ended December 31, 2015 amounted to $9,581, and are presented net under the caption Direct vessel expenses .

Navios Partners Guarantee: In November 2012 (as amended in March 2014), the Company entered into an agreement with Navios Partners (the Navios Partners Guarantee) to provide Navios Partners with guarantees against counterparty default on certain existing charters, which had previously been covered by the charter insurance for the same vessels, same periods and same amounts. The Navios Partners Guarantee provides for a maximum possible payout of $20,000 by the Company to Navios Partners. Premiums that are calculated on the same basis as the restructured charter insurance are included in the management fee that is paid by Navios Partners to Navios Holdings pursuant to the management agreement. As of December 31, 2015, Navios Partners has submitted one claim under this agreement to the Company. As at December 31, 2015, the fair value of the

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claim was estimated at $18,851 and was recorded as Other expense , in the consolidated statement of comprehensive (loss)/ income and in Accrued expenses and other liabilities and Other long-term liabilities and deferred income in the consolidated balance sheet.

General and administrative expenses incurred on behalf of affiliates/Administrative fee revenue from affiliates: Navios Holdings provides administrative services to Navios Partners. Navios Holdings is reimbursed for reasonable costs and expenses incurred in connection with the provision of these services. Navios Holdings extended the duration of its existing administrative services agreement with Navios Partners until December 31, 2017, pursuant to its existing terms. Total general and administrative fees for the years ended December 31, 2015, 2014 and 2013 amounted to $6,205, $6,090 and $4,366, respectively.

Navios Holdings provides administrative services to Navios Acquisition. Navios Holdings extended the duration of its existing administrative services agreement with Navios Acquisition until May 2020 pursuant to its existing terms. Navios Holdings is reimbursed for reasonable costs and expenses incurred in connection with the provision of these services. Total general and administrative fees for the years ended December 31, 2015, 2014 and 2013 amounted to $7,608, $7,314 and $3,477, respectively.

Navios Holdings provides administrative services to Navios Logistics. In April 2016, Navios Holdings extended the duration of its existing administrative services agreement with Navios Logistics until December 2021 pursuant to its existing terms. Navios Holdings is reimbursed for reasonable costs and expenses incurred in connection with the provision of these services. Total general and administrative fees for the years ended December 31, 2015, 2014 and 2013 amounted to $760, $760 and $740, respectively. The general and administrative fees have been eliminated upon consolidation.

Pursuant to an administrative services agreement dated December 13, 2013, Navios Holdings provides administrative services to Navios Europe I s tanker and container vessels. The term of this agreement is for a period of six years. Navios Holdings is reimbursed for reasonable costs and expenses incurred in connection with the provision of these services. Total general and administrative fees for the years ended December 31, 2015, 2014 and 2013 amounted to $800, $800 and $25, respectively.

Pursuant to an administrative services agreement dated November 18, 2014, Navios Holdings provides administrative services to Navios Midstream. The term of this agreement is for a period of five years. Navios Holdings is reimbursed for reasonable costs and expenses incurred in connection with the provision of these services. Total general and administrative fees for the years ended December 31, 2015 and 2014 amounted to $1,014 and $96, respectively.

Pursuant to an administrative services agreement dated June 5, 2015, Navios Holdings provides administrative services to Navios Europe II s dry bulk and container vessels. The term of this agreement is for a period of six years. Navios Holdings is reimbursed for reasonable costs and expenses incurred in connection with the provision of these services. Total general and administrative fees charged for the year ended December 31, 2015, amounted to $550.

Balance due from/to affiliates (excluding Navios Europe I and Navios Europe II): Balance due from affiliates as of December 31, 2015 amounted to $8,887 (December 31, 2014: $33,400) and the non-current amount amounted to $0 (December 31, 2014: $9,625).

Balance due to affiliates (excluding Navios Europe I and Navios Europe II) as of December 31, 2015 amounted to $17,791 (December 31, 2014: $0).

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The balances mainly consisted of management fees, administrative fees, drydocking and other expenses and amounts payable.

Omnibus agreements: Navios Holdings has entered into an omnibus agreement with Navios Partners (the Partners Omnibus Agreement) in connection with the closing of Navios Partners IPO governing, among other things, when Navios Holdings and Navios Partners may compete against each other as well as rights of first offer on certain dry bulk carriers. Pursuant to the Partners Omnibus Agreement, Navios Partners generally agreed not to acquire or own Panamax or Capesize dry bulk carriers under time charters of three or more years without the consent of an independent committee of Navios Partners. In addition, Navios Holdings has agreed to offer to Navios Partners the opportunity to purchase vessels from Navios Holdings when such vessels are fixed under time charters of three or more years.

Navios Holdings entered into an omnibus agreement with Navios Acquisition and Navios Partners (the Acquisition Omnibus Agreement) in connection with the closing of Navios Acquisition s initial vessel acquisition, pursuant to which, among other things, Navios Holdings and Navios Partners agreed not to acquire, charter-in or own liquid shipment vessels, except for container vessels and vessels that are primarily employed in operations in South America, without the consent of an independent committee of Navios Acquisition. In addition, Navios Acquisition, under the Acquisition Omnibus Agreement, agreed to cause its subsidiaries not to acquire, own, operate or charter dry bulk carriers subject to specific exceptions. Under the Acquisition Omnibus Agreement, Navios Acquisition and its subsidiaries granted to Navios Holdings and Navios Partners, a right of first offer on any proposed sale, transfer or other disposition of any of its dry bulk carriers and related charters owned or acquired by Navios Acquisition. Likewise, Navios Holdings and Navios Partners agreed to grant a similar right of first offer to Navios Acquisition for any liquid shipment vessels it might own. These rights of first offer will not apply to a (i) sale, transfer or other disposition of vessels between any affiliated subsidiaries, or pursuant to the terms of any charter or other agreement with a counterparty, or (ii) merger with or into, or sale of substantially all of the assets to, an unaffiliated third party.

Navios Holdings entered into an omnibus agreement with Navios Midstream, Navios Acquisition and Navios Partners in connection with the Navios Midstream IPO, pursuant to which Navios Acquisition, Navios Holdings, Navios Partners and their controlled affiliates generally have agreed not to acquire or own any VLCCs, crude oil tankers, refined petroleum product tankers, LPG tankers or chemical tankers under time charters of five or more years without the consent of Navios Midstream. The omnibus agreement contains significant exceptions that will allow Navios Acquisition, Navios Holdings, Navios Partners or any of their controlled affiliates to compete with Navios Midstream under specified circumstances.

Midstream General Partner Option Agreement: Navios Holdings entered into an option agreement, with Navios Acquisition under which Navios Acquisition, which owns and controls Navios Maritime Midstream Partners GP LLC (Midstream General Partner), granted Navios Holdings the option to acquire a minimum of 25% of the outstanding membership interests in Midstream General Partner and the incentive distribution rights in Navios Midstream representing the right to receive an increasing percentage of the quarterly distributions when certain conditions are met. The option shall expire on November 18, 2024. The purchase price for the acquisition for all or part of the option

interest shall be an amount equal to its fair market value. As of December 31, 2015, Navios Holdings had not exercised any part of that option.

Sale of Vessels and Sale of Rights to Navios Partners: Upon the sale of vessels to Navios Partners, Navios Holdings recognizes the gain immediately in earnings only to the extent of the interest in Navios Partners owned by third parties and defers recognition of the gain to the extent of its own ownership interest in Navios

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Partners (the deferred gain). Subsequently, the deferred gain is amortized to income over the remaining useful life of the vessel. The recognition of the deferred gain is accelerated in the event that (i) the vessel is subsequently sold or otherwise disposed of by Navios Partners or (ii) the Company s ownership interest in Navios Partners is reduced. In connection with the public offerings of common units by Navios Partners, a pro rata portion of the deferred gain is released to income upon dilution of the Company s ownership interest in Navios Partners. As of December 31, 2015 and 2014, the unamortized deferred gain for all vessels and rights sold totaled $13,680 and $16,301, respectively. For the years ended December 31, 2015, 2014 and 2013, Navios Holdings recognized $2,621, $5,278 and $6,881 of the deferred gain, respectively, in Equity in net earnings of affiliated companies .

Participation in offerings of affiliates: Refer to Note 8 for Navios Holdings participation in Navios Acquisition s and Navios Partners offerings. On February 4, 2015, Navios Holdings entered into a share purchase agreement with Navios Partners pursuant to which Navios Holdings made an investment in Navios Partners by purchasing common units, and general partnership interests, in order to maintain its 20.0% partnership interest in Navios Partners following its equity offering in February 2015. In connection with this agreement, Navios Holdings entered into a registration rights agreement with Navios Partners pursuant to which Navios Partners provided Navios Holdings with certain rights relating to the registration of the common units.

The Navios Acquisition Credit Facilities:

On November 11, 2014, Navios Acquisition entered into a short-term credit facility with Navios Holdings pursuant to which Navios Acquisition could borrow up to $200,000 for general corporate purposes. The facility provided for an arrangement fee of $4,000, and bore fixed interest of 600 bps. All amounts drawn under this facility were fully repaid by the maturity date of December 29, 2014.

In 2010, Navios Acquisition entered into a $40,000 credit facility with Navios Holdings, which matured in December 2015. The facility was available for multiple drawings up to a limit of $40,000 and had a margin of LIBOR plus 300 basis points. As of its maturity date, December 31, 2015, all amounts drawn have been fully repaid and there was no outstanding amount under this facility.

The Navios Partners Credit Facility: In May 2015, Navios Partners entered into a credit facility with Navios Holdings of up to $60,000. The Navios Partners Credit Facility bears an interest of LIBOR plus 300 bps. The final maturity date is January 2, 2017. As of December 31, 2015, there was no outstanding amount under this facility.

Balance due from Navios Europe I: Balance due from Navios Europe I as of December 31, 2015 amounted to $1,609 (December 31, 2014: $4,087) which included the net current amount of $211 (December 31, 2014: $3,421) mainly consisting of management fees, accrued interest income earned under the Navios Revolving Loans I (as defined in Note 8) and other expenses and the non-current amount of $1,398 (December 31, 2014: $666) related to the accrued interest income earned under the Navios Term Loans I (as defined in Note 8).

The Navios Revolving Loans I and the Navios Term Loans I earn interest and an annual preferred return, respectively, at 1,270 basis points per annum, on a quarterly compounding basis and are repaid from free cash flow (as defined in the loan agreement) to the fullest extent possible at the end of each quarter. There are no covenant requirements or stated maturity dates.

As of December 31, 2015 and 2014, the outstanding amount relating to Navios Holdings portion under the Navios Revolving Loans I was $7,125, under the caption Loan receivable from affiliate companies . As of December 31, 2015, the amount undrawn under the Revolving Loans I was $9,100, of which Navios Holdings is committed to fund $4,323.

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Balance due from Navios Europe II: Balance due from Navios Europe II as of December 31, 2015, amounted to $4,196 (December 31, 2014: $0), which included the current amount of $3,571 (December 31, 2014: $0), mainly consisting of management fees and accrued interest income earned under the Navios Revolving Loans II (as defined in Note 8) and other expenses and the non-current amount of $625 (December 31, 2014: $0) related to the accrued interest income earned under the Navios Term Loans II (as defined in Note 8).

The Navios Revolving Loans II and the Navios Term Loans II earn interest and an annual preferred return, respectively, at 1,800 basis points per annum, on a quarterly compounding basis and are repaid from free cash flow (as defined in the loan agreement) to the fullest extent possible at the end of each quarter. There are no covenant requirements or stated maturity dates.

As of December 31, 2015, the outstanding amount relating to Navios Holdings portion under the Navios Revolving Loans II was $7,327 (December 31, 2014: $0), under the caption Loan receivable from affiliate companies. As of December 31, 2015, the amount undrawn from the Revolving Loans II was $23,075, of which Navios Holdings is committed to fund $10,961.

NOTE 16: PREFERRED AND COMMON STOCK

Issuances to Employees and Exercise of Options

During 2015, pursuant to the stock plan approved by the Board of Directors, no options were exercised.

On December 11, 2015, pursuant to the stock plan approved by the Board of Directors, Navios Holdings granted to its employees 2,540,000 shares of restricted common stock and 1,000,000 stock options.

During 2014, pursuant to the stock plan approved by the Board of Directors, 15,000, 30,303, 19,626, 55,860 and 22,400 shares were issued following the exercise of options for cash at an exercise price of $3.18, $3.81, $5.87, $5.15 and $3.44 per share, respectively, for a total of $643.

On December 15, 2014, pursuant to the stock plan approved by the Board of Directors, Navios Holdings granted to its employees 1,151,052 shares of restricted common stock, 24,301 restricted stock units and 1,123,003 stock options.

Vested, Surrendered and Forfeited

During 2015, 16,960 restricted stock units, issued to the Company s employees in 2013 and 2012, vested.

During 2014, 41,748 restricted stock units, issued to the Company s employees in 2013, 2012 and 2011, vested.

During the year ended December 31, 2015 and 2014, 9,319 and 24,248 restricted shares of common stock, respectively, were forfeited upon termination of employment.

As of December 31, 2015 and 2014, 159,828 and 314,250 stock options expired.

Issuance of Cumulative Perpetual Preferred Stock

On January 28, 2014, the Company completed the sale of the Series G raising net proceeds of $47,846 (after deducting underwriting discounts and offering expenses).

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On July 8, 2014, the Company completed the sale of the Series H raising net proceeds of $115,756 (after deducting underwriting discounts and offering expenses).

Conversion of Preferred Stock

During the year ended December 31, 2015, 1,134 shares of convertible preferred stock were automatically converted into 1,134,000 shares of common stock. The shares of convertible preferred stock were converted pursuant to their original terms.

Navios Holdings had outstanding as of December 31, 2015 and 2014, 110,468,753 and 105,831,718 shares of common stock, respectively, and preferred stock 73,935 (20,000 Series G, 48,000 Series H and 5,935 shares of convertible preferred stock) and 75,069 (20,000 Series G, 48,000 Series H and 7,069 shares of convertible preferred stock), respectively.

Acquisition of Treasury Stock

In November 2015, the Board of Directors approved a share repurchase program for up to $25,000 of the Navios Holdings common stock. Share repurchases were made pursuant to a program adopted under Rule 10b5-1 under the Securities Exchange Act. Repurchases were subject to restrictions under the terms of the Company s credit facilities and indenture. The program did not require any minimum purchase or any specific number or amount of shares and may be suspended or reinstated at any time in the Company s discretion and without notice. In particular, Navios Holdings, pursuant to the terms of its Series G and Series H, may not redeem, repurchase or otherwise acquire its common stock or preferred shares, including the Series G and Series H (other than through an offer made to all holders of Series G and Series H) unless full cumulative dividends on Series G and Series H, when payable, have been paid. As of December 31, 2015, 199,324 shares were repurchased under this program, for a total consideration of $252. In total, up until February 2016, 1,147,908 common stock were repurchased under this program, for $1,071. Since that time, this program has been suspended by the Company.

NOTE 17: INTEREST EXPENSE AND FINANCE COST

Interest expense and finance cost consisted of the following:

	For the Year Ended December 31, 2015	For the Year Ended December 31, 2014	For the Year Ended December 31, 2013
Interest expense	$ 108,488	$ 109,550	$ 105,421

Amortization and write-off of deferred financing costs	4,524	4,061	5,384
Other	139	49	
Interest expense and finance cost	**$ 113,151**	**$ 113,660**	**$ 110,805**

NOTE 18: SEGMENT INFORMATION

The Company currently has two reportable segments from which it derives its revenues: Dry bulk Vessel Operations and Logistics Business. The reportable segments reflect the internal organization of the Company and are strategic businesses that offer different products and services. The Dry bulk Vessel Operations

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consists of the transportation and handling of bulk cargoes through the ownership, operation, and trading of vessels, freight, and FFAs. The Logistics Business consists of operating ports and transfer station terminals, handling of vessels, barges and push boats as well as upriver transport facilities in the Hidrovia region.

The Company measures segment performance based on net income/(loss) attributable to Navios Holdings common stockholders. Inter-segment sales and transfers are not significant and have been eliminated and are not included in the following tables. Summarized financial information concerning each of the Company s reportable segments is as follows:

	Dry Bulk Vessel Operations for the Year Ended December 31, 2015	Logistics Business for the Year Ended December 31, 2015	Total for the Year Ended December 31, 2015
Revenue	$ 229,772	$ 251,048	$ 480,820
Administrative fee revenue from affiliates	16,177		16,177
Interest income	1,801	569	2,370
Interest expense and finance cost	(86,069)	(27,082)	(113,151)
Depreciation and amortization	(92,341)	(27,969)	(120,310)
Equity in net earnings of affiliated companies	61,484		61,484
Net (loss)/ income attributable to Navios Holdings common stockholders	(148,306)	14,194	(134,112)
Total assets	2,359,299	599,514	2,958,813
Goodwill	56,240	104,096	160,336
Capital expenditures	(7,882)	(27,039)	(34,921)
Investment in affiliates	381,746		381,746
Cash and cash equivalents	81,905	81,507	163,412
Restricted cash	13,480		13,480
Long-term debt, net (including current and noncurrent portion)	$ 1,213,740	$ 367,568	$ 1,581,308

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	Dry Bulk Vessel Operations for the Year Ended December 31, 2014	Logistics Business for the Year Ended December 31, 2014	Total for the Year Ended December 31, 2014
Revenue	$ 300,242	$ 268,774	$ 569,016
Administrative fee revenue from affiliates	14,300		14,300
Interest income	5,224	291	5,515
Interest expense and finance cost	(85,823)	(27,837)	(113,660)
Depreciation and amortization	(79,603)	(25,087)	(104,690)
Equity in net earnings of affiliated companies	57,751		57,751
Net loss attributable to Navios Holdings common stockholders	(45,541)	(10,662)	(56,203)
Total assets	2,525,103	602,594	3,127,697
Goodwill	56,240	104,096	160,336
Capital expenditures	(145,840)	(91,658)	(237,498)
Investment in affiliates	344,453		344,453
Cash and cash equivalents	175,625	71,931	247,556
Restricted cash	2,564		2,564
Long-term debt, net (including current and noncurrent portion)	$ 1,246,181	$ 366,709	$ 1,612,890

	Dry Bulk Vessel Operations for the Year Ended December 31, 2013	Logistics Business for the Year Ended December 31, 2013	Total for the Year Ended December 31, 2013
Revenue	$ 275,195	$ 237,084	$ 512,279
Administrative fee revenue from affiliates	7,868		7,868
Interest income	2,080	219	2,299
Interest expense and finance cost	(85,657)	(25,148)	(110,805)
Depreciation and amortization	(74,770)	(23,354)	(98,124)
Equity in net earnings of affiliated companies	19,344		19,344

Net income attributable to Navios Holdings common stockholders	(115,264)	6,201	(109,063)
Total assets	2,366,212	520,241	2,886,453
Goodwill	56,240	104,096	160,336
Capital expenditures	(86,538)	(59,396)	(145,934)
Investment in affiliates	335,303		335,303
Cash and cash equivalents	101,263	86,568	187,831
Restricted cash	2,041		2,041
Long-term debt, net (including current and noncurrent portion)	$ 1,192,442	$ 285,647	$ 1,478,089

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The following table sets out the Company s revenue by geographic region. Dry bulk Vessel Operations (excluding administrative fee revenue from affiliates) and Logistics Business revenue are allocated on the basis of the geographic region in which the customer is located. Dry bulk vessels operate worldwide. Logistics business operates different types of tanker vessels, pushboats, and wet and dry barges for delivering a wide range of products between ports in the Paraná, Paraguay and Uruguay River systems in South America (commonly known as the Hidrovia or the waterway).

Revenues from specific geographic regions which contribute over 10% of revenue are disclosed separately.

Revenue by Geographic Region

	Year ended December 31, 2015	Year ended December 31, 2014	Year ended December 31, 2013
North America	$ 22,317	$ 30,299	$ 17,487
Europe	109,347	173,100	141,464
Asia	87,658	84,766	99,636
South America	253,746	275,327	241,852
Other	7,752	5,524	11,840
Total	**$ 480,820**	**$ 569,016**	**$ 512,279**

Vessels operate on a worldwide basis and are not restricted to specific locations. Accordingly, it is not possible to allocate the assets of these operations to specific countries. The total net book value of long-lived assets for dry bulk vessels amounted to $1,423,147 and $1,486,486 at December 31, 2015 and 2014, respectively. For Logistics Business, all long-lived assets are located in South America. The total net book value of long-lived assets for the Logistics Business amounted to $468,842 and $462,986 at December 31, 2015 and 2014, respectively.

NOTE 19: LOSS PER COMMON SHARE

Loss per share is calculated by dividing net loss by the weighted average number of shares of Navios Holdings outstanding during the period.

For the year ended December 31, 2015, 1,698,569 potential common shares and 6,522,556 potential shares of convertible preferred stock have an anti-dilutive effect (i.e. those that increase income per share or decrease loss per share) and are therefore excluded from the calculation of diluted net loss per share.

For the year ended December 31, 2014, 3,437,148 potential common shares and 7,950,425 potential shares of convertible preferred stock have an anti-dilutive effect (i.e. those that increase income per share or decrease loss per

share) and are therefore excluded from the calculation of diluted net loss per share.

For the year ended December 31, 2013, 2,649,796 potential common shares and 8,479,000 potential shares of convertible preferred stock have an anti-dilutive effect (i.e. those that increase income per share or decrease loss per share), and are therefore excluded from the calculation of diluted net loss per share.

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	Year ended December 31, 2015	Year ended December 31, 2014	Year ended December 31, 2013
Numerator:			
Net loss attributable to Navios Holdings common stockholders	$ (134,112)	$ (56,203)	$ (109,063)
Less:			
Dividend on Preferred Stock and on unvested restricted shares	(16,202)	(10,773)	(1,927)
Loss available to Navios Holdings common stockholders, basic and diluted	$ (150,314)	$ (66,976)	$ (110,990)
Denominator:			
Denominator for basic and diluted net loss per share attributable to Navios Holdings stockholders adjusted weighted shares	105,896,235	103,476,614	101,854,415
Basic and diluted net loss per share attributable to Navios Holdings stockholders	$ (1.42)	$ (0.65)	$ (1.09)

NOTE 20: INCOME TAXES

Marshall Islands, Greece, Liberia, Panama and Malta do not impose a tax on international shipping income. Under the laws of Marshall Islands, Greece, Malta, Liberia 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 which have been included in direct vessel expenses in the accompanying consolidated statements of comprehensive (loss)/income.

Certain of the Company s subsidiaries are registered as Law 89 companies in Greece. These Law 89 companies are exempt from Greek income tax on their income derived from certain activities related to shipping. Since all the Law 89 companies conduct only business activities that qualify for the exemption of Greek income tax, no provision has been made for Greek income tax with respect to income derived by these Law 89 companies from their business operations in Greece.

In accordance with the currently applicable Greek law, foreign flagged vessels that are managed by Greek or foreign ship management companies having established an office in Greece are subject to duties towards the Greek state

which are calculated on the basis of the relevant vessel s tonnage. The payment of said duties exhausts the tax liability of the foreign ship owning company and the relevant manager against any tax, duty, charge or contribution payable on income from the exploitation of the foreign flagged vessel. Additionally, under a new tax bill ratified on January 14, 2013, an annual contribution, applying only to fiscal years 2012-2015, was imposed on offices or branches of foreign enterprises that have been established in Greece and are engaged in the exploitation, chartering, insurance, average (damage) settlements, purchase, chartering or shipbuilding brokerage, or chartering or insurance of ships under Greek or foreign flag, as well as the representation of ship-owner companies or undertakings, whose object is identical to the abovementioned activities. This contribution is imposed on the total amount of imported foreign exchange, calculated on a minimum $50.

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In Belgium, profit from ocean shipping is taxable based on the tonnage of the sea-going vessels from which the profit is obtained (tonnage tax).

Pursuant to Section 883 of the Internal Revenue Code of the United States (the Code), U.S. source income from the international operation of ships is generally exempt from U.S. federal income tax if the company that is treated for U.S. federal income tax purposes as earning such income meets certain requirements set forth in Section 883 of the Code and the U.S. Treasury regulations thereunder. Among other things, in order to qualify for this exemption, each relevant company must be incorporated in a country outside the United States which grants an equivalent exemption from income taxes to U.S. corporations. In addition, either (i) the stock of each relevant company must be treated under Section 883 of the Code and the U.S. Treasury regulations thereunder as primarily traded and regularly traded on an established securities market in the United States or in another country that grants an equivalent exemption or (ii) more than 50% of the value of the stock of each relevant company must be owned, directly or indirectly, by (a) individuals who are residents in countries that grant an equivalent exemption, (b) foreign corporations organized in countries that grant an equivalent exemption and that meet the test described in (i) and/or (c) certain other shareholders described in Section 883 of the Code and the U.S. Treasury regulations thereunder. The management of the Company believes that the Company and each of its relevant subsidiaries qualifies for the tax exemption under Section 883 of the Code, provided that the Company s common stock continues to be listed on the NYSE and represents more than 50% of the total combined voting power of all classes of the Company s stock entitled to vote and of the total value of the Company s stock, and less than 50% of the Company s common stock is owned, actually or constructively under specified stock attribution rules, on more than half the number of days in the relevant year by persons who each own 5% or more of the vote and value of the Company s common stock, but no assurance can be given that the Company will satisfy these requirements or qualify for this exemption.

The tax benefit/ (expense) reflected in the Company s consolidated financial statements for the years ended December 31, 2015, 2014 and 2013 is mainly attributable to Navios Holdings subsidiaries in South America, which are subject to the Argentinean, Brazilian and Paraguayan income tax regime.

Corporacion Navios S.A. (CNSA) is located in a tax free zone and is not liable to income or other tax. Navios Logistics operations in Uruguay are exempted from income taxes.

Income tax liabilities of the Argentinean companies for the current and prior periods are measured at the amount expected to be paid to the taxation authorities, using a tax rate of 35% on the taxable net income. 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 have to calculate an assets tax (Impuesto a la Ganancia Minima Presunta or Minimum Presumed Income Tax). This tax is supplementary to income tax and is calculated by applying the effective tax rate of 1% over the gross value of the corporate assets (based on tax law criteria). The subsidiaries tax liabilities will be the higher of income tax or Alternative Minimum Tax. However, if the Alternative Minimum Tax exceeds income tax during any fiscal year, such excess may be computed as a prepayment of any income tax excess over the Alternative Minimum Tax that may arise in the next ten fiscal years.

Under the tax laws of Argentina, the subsidiaries of the Company in that country are subject to taxes levied on gross revenues. Rates differ depending on the jurisdiction where revenues are earned for tax purposes. Average rates were approximately 5.0% for the year ended December 31, 2015 (5.0% and 4.9% for 2014 and 2013, respectively).

There are two possible options to determine the income tax liability of Paraguayan companies. Under the first option income tax liabilities for the current and prior periods are measured at the amount expected to be

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paid to the taxation authorities, by applying the tax rate of 10% on the fiscal profit and loss. 50% of revenues derived from international freights are considered Paraguayan sourced (and therefore taxed) if carried between Paraguay and Argentina, Bolivia, Brazil or Uruguay. Alternatively, only 30% 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% on such revenues, without considering any other kind of adjustments. Fiscal losses, if any, are neither deducted nor carried forward.

The corporate income tax rate in Brazil and Paraguay is 34% and 10%, respectively, for the year ended December 31, 2015.

During the year ended December 31, 2013, Navios Logistics decided to merge certain subsidiaries in Paraguay. As a result of the merger, Navios Logistics distributed specifically identified earnings, which were offset by retained net losses of $43,475. Navios Logistics decision to merge the subsidiaries resulted in a one-off income tax benefit in deferred income tax of $4,333 in 2013.

The Company s deferred taxes as of December 31, 2015 and 2014, relate primarily to deferred tax liabilities on acquired intangible assets recognized in connection with the Horamar do Brasil acquisition.

As of January 1, 2007, the Company adopted the provisions of FASB for Accounting for Uncertainty in Income Taxes. This guidance requires application of a more likely than not threshold to the recognition and derecognition of uncertain tax positions. This guidance permits the Company to recognize the amount of tax benefit that has a greater that 50% likelihood of being ultimately realized upon settlement. It further requires that a change in judgment related to the expected ultimate resolution of uncertain tax positions be recognized in earnings in the quarter of such change. Kleimar s open tax years are 2007 and onwards. Argentinean companies have open tax years ranging from 2007 and onwards and Paraguayan and Brazilian companies have open tax years ranging from 2008 and onwards. In relation to these open tax years, the Company believes that there are no material uncertain tax positions.

NOTE 21: NONCONTROLLING INTEREST

Navios Logistics

On July 10, 2013, Navios Logistics became the sole shareholder of Hidronave by acquiring the remaining 49.0% noncontrolling interest for a total cash consideration of $750. The transaction was considered a step acquisition (with control maintained by Navios Logistics) and was accounted for as an equity transaction.

Navios Asia

On May 14, 2013, Navios Holdings formed Navios Asia. As of December 31, 2013, Navios Asia was owned 51.0% by Diesis Shipmanagement Ltd., a wholly owned subsidiary of Navios Holdings. During the years ended December 31, 2013 and 2014, the Company recorded income of $145 and $182, respectively, in the statement of

comprehensive (loss)/income within the caption Net loss/(income) attributable to the noncontrolling interest . The noncontrolling shareholders contribution for the acquisition of the N Amalthia, including working capital needs, and N Bonanza in December 2013 and January 2014 was $3,905 and 3,484, respectively. In May 2014, Navios Holdings became the sole shareholder of Navios Asia by acquiring the remaining 49.0% for a total cash consideration of $10,889.

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NOTE 22: INVESTMENTS IN AVAILABLE-FOR-SALE SECURITIES

During the year ended December 31, 2013, the Company received shares of Korea Line Corporation (KLC), and during the year ended December 31, 2015, the Company received shares of Pan Ocean Co. Ltd (STX) as partial compensation for the claims filed under the Korean court for all unpaid amounts in respect of the employment of the Company s vessels. The shares were valued at fair value upon the day of issuance. As of December 31, 2015 and 2014, the Company retained a total of 344,649 and 314,077 KLC and STX shares, respectively.

The shares received from KLC and STX were accounted for under the guidance for available-for-sale securities (the AFS Securities). The Company has no other types of available-for-sale securities.

As of December 31, 2015 and 2014, the carrying amount of the available-for-sale securities related to KLC and STX was $5,173 and $6,701, respectively. The unrealized holding losses related to these AFS Securities included in Accumulated other comprehensive loss were $445, $578 and $11,172 as of December 31, 2015, 2014 and 2013, respectively. As of September 30, 2015 and June 30, 2014, the Company considered the decline in fair value of the KLC shares as other-than-temporary and therefore, recognized a loss out of accumulated other comprehensive income /(loss) of $1,783 and $11,553, respectively. The respective loss was included within the caption Other expense in the accompanying consolidated statement of comprehensive (loss)/ income/. There were no OTTI losses recognized during the year ended December 31, 2013.

NOTE 23: OTHER INCOME OTHER EXPENSE

During the year ended December 31, 2013, the Company received shares of KLC as discussed in Note 22 above, which were valued at fair value upon the day of issuance. As a result of the valuation of the KLC shares and settlement in full of KLC s claims, the Company also recorded income of $14,995 in the statement of comprehensive (loss)/income within the caption Other income .

As of March 25, 2014, the Company terminated the amended credit default insurance policy, it had in place with a credit default insurer. In connection with the termination, Navios Holdings received compensation of $4,044. From the total compensation, $3,551 was recorded immediately in the statement of other comprehensive (loss)/income within the caption Other income and the remaining amount within the caption Revenue , representing reimbursements for insurance claims submitted for the period prior to the date of the termination of the credit default insurance policy. The Company has no future requirement to repay any of the lump sum cash payment back to the insurance company or provide any further services.

In May 2014, Navios Holdings received cash compensation of $7,203 from the sale of a defaulted counterparty claim to an unrelated third party. Navios Holdings has no continuing obligation to provide any further services to the counterparty and has therefore recognized the entire compensation received immediately in the statement of comprehensive (loss)/income within the caption of Other income .

See also Note 15, for details on the claim submitted under Navios Partners Guarantee.

During the years ended December 31, 2015, 2014 and 2013, taxes other than income taxes of Navios Logistics amounted to $11,976, $9,275 and $7,912, respectively, and were included in the statements of comprehensive (loss)/income within the caption Other expense .

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NOTE 24: OTHER FINANCIAL INFORMATION

The Company s 2019 Notes, are fully and unconditionally guaranteed on a joint and several basis by all of the Company s subsidiaries with the exception of Navios Maritime Finance II (US) Inc., Navios Maritime Finance (US) Inc., Navios Logistics and its subsidiaries and Navios GP L.L.C. 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 when a subsidiary is sold or all of the assets of the subsidiary are sold, the capital stock is sold, when the subsidiary is designated as an unrestricted subsidiary for purposes of the indenture, upon liquidation or dissolution of the subsidiary or upon legal or covenant defeasance or satisfaction and discharge of the 2019 Notes. All subsidiaries, except for the non-guarantor Navios Logistics and its subsidiaries, are 100% owned.

The Company revised the classification of certain amounts in its consolidated balance sheet, for the year ended December 31, 2014. See Note 2(a) Change in Accounting Principle for amounts reclassified.

These condensed consolidated statements of Navios Holdings, the guarantor subsidiaries and the non-guarantor subsidiaries have been prepared in accordance on an equity basis as permitted by U.S. GAAP.

	Navios Maritime Holdings Inc. Issuer	Guarantor Subsidiaries	Non Guarantor Subsidiaries	Eliminations	Total
Statement of comprehensive (loss)/income for the year ended December 31, 2015					
Revenue	$	$ 229,772	$ 251,048	$	$ 480,820
Administrative fee revenue from affiliates		16,177			16,177
Time charter, voyage and logistics business expenses		(177,507)	(70,375)		(247,882)
Direct vessel expenses		(46,142)	(82,026)		(128,168)
General and administrative expenses incurred on behalf of affiliates		(16,177)			(16,177)
General and administrative expenses	(7,435)	(12,740)	(14,008)		(34,183)
Depreciation and amortization	(2,769)	(89,572)	(27,969)		(120,310)
Interest expense and finance cost, net	(72,924)	(11,344)	(26,513)		(110,781)
Other expense, net	(60)	(18,671)	(11,470)		(30,201)
	(83,188)	**(126,204)**	**18,687**		**(190,705)**

Loss before equity in net earnings of affiliated companies					
Loss from subsidiaries	(105,102)	14,194		90,908	
Equity in net earnings of affiliated companies	54,178	5,326	1,980		61,484
Loss before taxes	**(134,112)**	**(106,684)**	**20,667**	**90,908**	**(129,221)**
Income tax benefit/ (expense)		(397)	3,551		3,154
Net loss	**(134,112)**	**(107,081)**	**24,218**	**90,908**	**(126,067)**
Less: Net income attributable to the noncontrolling interest			(8,045)		(8,045)
Net loss attributable to Navios Holdings common stockholders	**$ (134,112)**	**$ (107,081)**	**$ 16,173**	**$ 90,908**	**$ (134,112)**
Other Comprehensive income					
Unrealized holding loss on investments in available-for-sale securities	$ (1,649)	$ (1,649)	$	$ 1,649	$ (1,649)
Reclassification to earnings	1,782	1,782		(1,782)	1,782
Total other comprehensive income	**$ 133**	**$ 133**	**$**	**$ (133)**	**$ 133**
Total comprehensive loss	**$ (133,979)**	**$ (106,948)**	**$ 24,218**	**$ 90,775**	**$ (125,934)**
Comprehensive (income)/loss attributable to noncontrolling interest			(8,045)		(8,045)
Total comprehensive loss attributable to Navios Holdings common stockholders	**$ (133,979)**	**$ (106,948)**	**$ 16,173**	**$ 90,775**	**$ (133,979)**

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	Navios Maritime Holdings Inc. Issuer	Guarantor Subsidiaries	Non Guarantor Subsidiaries	Eliminations	Total
Statement of comprehensive (loss)/income for the year ended December 31, 2014					
Revenue	$	$ 300,242	$ 268,774	$	$ 569,016
Administrative fee revenue from affiliates		14,300			14,300
Time charter, voyage and logistics business expenses		(157,640)	(105,664)		(263,304)
Direct vessel expenses		(52,039)	(78,025)		(130,064)
General and administrative expenses incurred on behalf of affiliates		(14,300)			(14,300)
General and administrative expenses	(10,343)	(20,483)	(14,764)		(45,590)
Depreciation and amortization	(2,811)	(76,792)	(25,087)		(104,690)
Interest expense and finance cost, net	(73,272)	(7,327)	(27,546)		(108,145)
Loss on bond extinguishment			(27,281)		(27,281)
Other income/(expense), net	72	(2,357)	(7,388)		(9,673)
Loss before equity in net earnings of affiliated companies	**(86,354)**	**(16,396)**	**(16,981)**		**(119,731)**
Loss from subsidiaries	(17,418)	(10,662)		28,080	
Equity in net earnings of affiliated companies	47,569	6,555	3,627		57,751
Loss before taxes	**(56,203)**	**(20,503)**	**(13,354)**	**28,080**	**(61,980)**
Income tax (expense)/benefit		(360)	276		(84)
Net loss	**(56,203)**	**(20,863)**	**(13,078)**	**28,080**	**(62,064)**
Less: Net (income)/loss attributable to the noncontrolling interest		(182)	6,043		5,861
Net loss attributable to Navios Holdings common stockholders	**$ (56,203)**	**$ (21,045)**	**$ (7,035)**	**$ 28,080**	**$ (56,203)**
Other Comprehensive loss					
Unrealized holding loss on investments in available-for-sale	$ (959)	$ (959)	$	$ 959	$ (959)

securities					
Reclassification to earnings	11,553	11,553		(11,553)	11,553
Total other comprehensive income	**$ 10,594**	**$ 10,594**	**$**	**$ (10,594)**	**$ 10,594**
Total comprehensive loss	**$ (45,609)**	**$ (10,269)**	**$ (13,078)**	**$ 17,486**	**$ (51,470)**
Comprehensive (income)/loss attributable to noncontrolling interest		(182)	6,043		5,861
Total comprehensive loss attributable to Navios Holdings common stockholders	**$ (45,609)**	**$ (10,451)**	**$ (7,035)**	**$ 17,486**	**$ (45,609)**

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	Navios Maritime Holdings Inc. Issuer	Guarantor Subsidiaries	Non Guarantor Subsidiaries	Eliminations	Total
Statement of comprehensive (loss)/income for the year ended December 31, 2013					
Revenue	$	$ 275,195	$ 237,084	$	$ 512,279
Administrative fee revenue from affiliates		7,868			7,868
Time charter, voyage and logistics business expenses		(159,225)	(85,187)		(244,412)
Direct vessel expenses		(37,969)	(76,105)		(114,074)
General and administrative expenses incurred on behalf of affiliates		(7,868)			(7,868)
General and administrative expenses	(8,261)	(21,756)	(14,617)		(44,634)
Depreciation and amortization	(2,811)	(71,959)	(23,354)		(98,124)
Interest expense and finance cost, net	(76,227)	(7,350)	(24,929)		(108,506)
Loss on bond and debt extinguishment	(37,136)				(37,136)
Loss on derivatives		(260)			(260)
Gain on sale of assets			18		18
Other income/(expense), net	10	13,578	(7,634)		5,954
(Loss)/income before equity in net earnings of affiliated companies	**(124,425)**	**(9,746)**	**5,276**		**(128,895)**
Income from subsidiaries	6,320	6,202		(12,522)	
Equity in net earnings of affiliated companies	9,042	7,245	3,057		19,344
(Loss)/income before taxes	**(109,063)**	**3,701**	**8,333**	**(12,522)**	**(109,551)**
Income tax (expense)/benefit		(294)	4,554		4,260
Net (loss)/income	**(109,063)**	**3,407**	**12,887**	**(12,522)**	**(105,291)**
Less: Net income attributable to the noncontrolling interest		(145)	(3,627)		(3,772)
Net (loss)/income attributable to Navios Holdings common stockholders	**$ (109,063)**	**$ 3,262**	**$ 9,260**	**$ (12,522)**	**$ (109,063)**

Other Comprehensive loss					
Unrealized holding loss on investments in available-for-sale securities	$ (10,614)	$ (10,614)	$	$ 10,614	$ (10,614)
Total other comprehensive loss	**$ (10,614)**	**$ (10,614)**	**$**	**$ 10,614**	**$ (10,614)**
Total comprehensive (loss)/income	**$ (119,677)**	**$ (7,207)**	**$ 12,887**	**$ (1,908)**	**$ (115,905)**
Comprehensive income attributable to noncontrolling interest		(145)	(3,627)		(3,772)
Total comprehensive (loss)/income attributable to Navios Holdings common stockholders	**$ (119,677)**	**$ (7,352)**	**$ 9,260**	**$ (1,908)**	**$ (119,677)**

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NAVIOS MARITIME HOLDINGS INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of U.S. dollars except share data)

Balance Sheet as of December 31, 2015	Navios Maritime Holdings Inc. Issuer	Guarantor Subsidiaries	Non Guarantor Subsidiaries	Eliminations	Total
Current assets					
Cash and cash equivalents	$ 34,152	$ 47,753	$ 81,507	$	$ 163,412
Restricted cash		13,480			13,480
Accounts receivable, net		38,716	26,097		64,813
Intercompany receivables	10,360	38,108	74,573	(123,041)	
Due from affiliate companies	4,833	7,836			12,669
Prepaid expenses and other current assets	3	36,580	12,002		48,585
Total current assets	**49,348**	**182,473**	**194,179**	**(123,041)**	**302,959**
Deposits for vessels, port terminals and other fixed assets		29,695	44,254		73,949
Vessels, port terminals and other fixed assets, net		1,396,101	427,860		1,823,961
Investments in subsidiaries	1,636,433	285,726		(1,922,159)	
Investments in available-for-sale securities		5,173			5,173
Investments in affiliates	356,797	13,028	11,921		381,746
Loan receivable from affiliate companies		16,474			16,474
Other long-term assets		21,325	22,433		43,758
Goodwill and other intangibles	86,793	52,829	171,171		310,793
Total non-current assets	**2,080,023**	**1,820,351**	**677,639**	**(1,922,159)**	**2,655,854**
Total assets	**$ 2,129,371**	**$ 2,002,824**	**$ 871,818**	**$ (2,045,200)**	**$ 2,958,813**
LIABILITIES AND STOCKHOLDERS EQUITY					
Current liabilities					
Accounts payable	$ 363	$ 45,913	$ 26,329	$	$ 72,605
Accrued expenses and other liabilities (including related party)	33,244	54,451	15,400		103,095
Deferred income and cash received in advance		6,267	7,225		13,492
Intercompany payables	123,041			(123,041)	
Due to affiliate companies		17,791			17,791
Current portion of capital lease obligations			2,929		2,929

Current portion of long-term debt		16,875	69		16,944
Total current liabilities	**156,648**	**141,297**	**51,952**	**(123,041)**	**226,856**
Long-term debt, net of current portion	983,763	213,102	367,499		1,564,364
Capital lease obligations, net of current portion			17,720		17,720
Unfavorable lease terms		7,526			7,526
Other long-term liabilities (including related party) and deferred income		19,360	1,518		20,878
Deferred tax liability			10,917		10,917
Total non-current liabilities	**983,763**	**239,988**	**397,654**		**1,621,405**
Total liabilities	**1,140,411**	**381,285**	**449,606**	**(123,041)**	**1,848,261**
Noncontrolling interest			121,592		121,592
Total Navios Holdings stockholders equity	**988,960**	**1,621,539**	**300,620**	**(1,922,159)**	**988,960**
Total liabilities and stockholders equity	**$ 2,129,371**	**$ 2,002,824**	**$ 871,818**	**$ (2,045,200)**	**$ 2,958,813**

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NAVIOS MARITIME HOLDINGS INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of U.S. dollars except share data)

Balance Sheet as of December 31, 2014	Navios Maritime Holdings Inc. Issuer	Guarantor Subsidiaries	Non Guarantor Subsidiaries	Eliminations	Total
Current assets					
Cash and cash equivalents	$ 98,539	$ 77,085	$ 71,932	$	$ 247,556
Restricted cash		2,564			2,564
Accounts receivable, net		56,265	29,316		85,581
Intercompany receivables	23,567		71,442	(95,009)	
Due from affiliate companies	4,638	22,558			27,196
Prepaid expenses and other current assets	2	31,179	23,053		54,234
Total current assets	**126,746**	**189,651**	**195,743**	**(95,009)**	**417,131**
Deposits for vessels, port terminals and other fixed assets		22,140	23,225		45,365
Vessels, port terminals and other fixed assets, net		1,467,518	443,625		1,911,143
Investments in subsidiaries	1,622,239	271,532		(1,893,771)	
Investments in available-for-sale securities		6,701			6,701
Investments in affiliates	331,130	548	12,775		344,453
Long-term receivable from affiliate companies		9,625			9,625
Loan receivable from affiliate companies		7,791			7,791
Other long-term assets		6,920	28,740		35,660
Goodwill and other intangibles	89,562	85,273	174,993		349,828
Total non-current assets	**2,042,931**	**1,878,048**	**683,358**	**(1,893,771)**	**2,710,566**
Total assets	**$ 2,169,677**	**$ 2,067,699**	**$ 879,101**	**$ (1,988,780)**	**$ 3,127,697**
LIABILITIES AND STOCKHOLDERS EQUITY					
Current liabilities					
Accounts payable	$ 591	$ 18,399	$ 34,847	$	$ 53,837
Accrued expenses and other liabilities	33,099	49,363	24,858		107,320
Deferred income and cash received in advance		6,263	6,182		12,445
Intercompany payables		93,226	1,783	(95,009)	
Current portion of capital lease obligations			1,449		1,449

Current portion of long-term debt		23,214	69		23,283
Total current liabilities	**33,690**	**190,465**	**69,188**	**(95,009)**	**198,334**
Long-term debt, net of current portion	983,024	231,193	375,390		1,589,607
Capital lease obligations, net of current portion			20,911		20,911
Unfavorable lease terms		22,141			22,141
Other long-term liabilities and deferred income		14,574	2,885		17,459
Deferred tax liability			12,735		12,735
Total non-current liabilities	**983,024**	**267,908**	**411,921**		**1,662,853**
Total liabilities	**1,016,714**	**458,373**	**481,109**	**(95,009)**	**1,861,187**
Noncontrolling interest			113,547		113,547
Total Navios Holdings stockholders equity	**1,152,963**	**1,609,326**	**284,445**	**(1,893,771)**	**1,152,963**
Total liabilities and stockholders equity	**$ 2,169,677**	**$ 2,067,699**	**$ 879,101**	**$ (1,988,780)**	**$ 3,127,697**

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NAVIOS MARITIME HOLDINGS INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of U.S. dollars except share data)

Cash flow statement for the year ended December 31, 2015	Navios Maritime Holdings Inc Issuer	Guarantor Subsidiaries	Non Guarantor Subsidiaries	Eliminations	Total
Net cash (used in)/provided by operating activities	**$ (49,544)**	**$ 48,038**	**$ 44,984**	**$**	**$ 43,478**
Cash flows from investing activities					
Acquisition of investments in affiliates	(14,668)	(6,650)	(1,528)		(22,846)
Loan to affiliate company		(7,327)			(7,327)
Decrease in long-term receivable from affiliate companies		10,351			10,351
Dividends from affiliate companies	18,244				18,244
Deposits for vessels, port terminals and other fixed assets		(7,555)	(19,158)		(26,713)
Purchase of property, equipment and other fixed assets		(327)	(7,881)		(8,208)
Net cash provided by/(used in) in investing activities	**3,576**	**(11,508)**	**(28,567)**		**(36,499)**
Cash flows from financing activities					
Transfer (to)/from other group subsidiaries	17,183	(18,711)	1,528		
Debt issuance costs		(50)			(50)
Repayment of long-term debt and payment of principal		(35,987)	(69)		(36,056)
Acquisition of treasury stock	(252)				(252)
Dividends paid	(35,350)				(35,350)
Increase in restricted cash		(11,114)			(11,114)
Payment for acquisition of intangible asset			(6,800)		(6,800)
Payments of obligations under capital leases			(1,501)		(1,501)
Net cash used in financing activities	**(18,419)**	**(65,862)**	**(6,842)**		**(91,123)**
Increase/(decrease) in cash and cash equivalents	**(64,387)**	**(29,332)**	**9,575**		**(84,144)**
Cash and cash equivalents, beginning of year	**98,539**	**77,085**	**71,932**		**247,556**
Cash and cash equivalents, end of year	**$ 34,152**	**$ 47,753**	**$ 81,507**	**$**	**$ 163,412**

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NAVIOS MARITIME HOLDINGS INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of U.S. dollars except share data)

Cash flow statement for the year ended December 31, 2014	Navios Maritime Holdings Inc. Issuer	Guarantor Subsidiaries	Non Guarantor Subsidiaries	Eliminations	Total
Net cash (used in)/provided by operating activities	**$ (9,357)**	**$ 52,664**	**$ 13,016**	**$**	**$ 56,323**
Cash flows from investing activities					
Acquisition of investments in affiliates			(2,233)		(2,233)
Loan to affiliate company		(4,465)			(4,465)
Increase in long-term receivable from affiliate companies		(5,087)			(5,087)
Dividends from affiliate companies	14,595				14,595
Deposits for vessels, port terminals and other fixed assets		(22,112)	(23,225)		(45,337)
Acquisition of intangible assets			(10,200)		(10,200)
Acquisition of vessels		(123,541)			(123,541)
Purchase of property, equipment and other fixed assets	(15)	(172)	(68,433)		(68,620)
Net cash provided by/(used in) in investing activities	**14,580**	**(155,377)**	**(104,091)**		**(244,888)**
Cash flows from financing activities					
Transfer (to)/from other group subsidiaries	(71,968)	69,731	2,237		
Issuance of common stock	643				643
Net proceeds from issuance of preferred stock	163,602				163,602
Proceeds from long-term loans, net of debt issuance costs		71,027			71,027
Proceeds from issuance of senior notes, net of debt issuance costs			365,668		365,668
Repayment of long-term debt and payment of principal		(20,692)	(69)		(20,761)
Repayment of senior notes			(290,000)		(290,000)
Contribution from noncontrolling shareholders		3,484			3,484
Dividends paid	(32,730)				(32,730)
Increase in restricted cash		(355)			(355)
Acquisition of noncontrolling interest		(10,889)			(10,889)
Payments of obligations under capital leases			(1,399)		(1,399)
Net cash provided by financing activities	**59,547**	**112,306**	**76,437**		**248,290**
Increase/(decrease) in cash and cash equivalents	**64,770**	**9,593**	**(14,638)**		**59,725**
Cash and cash equivalents, beginning of year	**33,769**	**67,492**	**86,570**		**187,831**
Cash and cash equivalents, end of year	**$ 98,539**	**$ 77,085**	**$ 71,932**	**$**	**$ 247,556**

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NAVIOS MARITIME HOLDINGS INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of U.S. dollars except share data)

Cash flow statement for the year ended December 31, 2013	Navios Maritime Holdings Inc. Issuer	Guarantor Subsidiaries	Non Guarantor Subsidiaries	Eliminations	Total
Net cash (used in)/provided by operating activities	**$ (58,695)**	**$ 105,317**	**$ 13,127**	**$**	**$ 59,749**
Cash flows from investing activities					
Acquisition of investments in affiliates	(160,001)	(4,750)	(3,168)		(167,919)
Acquisition of intangible assets			(2,092)		(2,092)
(Increase)/decrease in long-term receivable from affiliate companies	(4,065)	18,973			14,908
Loan to affiliate company		(2,660)			(2,660)
Loan repayment from affiliate company	35,000				35,000
Dividends from affiliate companies	10,126				10,126
Deposits for vessels, port terminals and other fixed assets			(31,398)		(31,398)
Acquisition of vessels		(85,699)			(85,699)
Purchase of property, equipment and other fixed assets		(839)	(27,998)		(28,837)
Net cash used in investing activities	**(118,940)**	**(74,975)**	**(64,656)**		**(258,571)**
Cash flows from financing activities					
Transfer from/(to) other group subsidiaries	42,562	(47,099)	4,537		
Issuance of common stock	551				551
Proceeds from issuance of ship mortgage and senior notes including premium, net of debt issuance costs	635,291		90,195		725,486
Proceeds from long-term loans, net of debt issuance costs		50,345			50,345
Repayment of long-term debt and payment of principal	(46,086)	(111,073)	(69)		(157,228)
Repayment of ship mortgage notes	(488,000)				(488,000)
Contribution from noncontrolling shareholders		3,905			3,905
Acquisition of noncontrolling interest			(750)		(750)
Decrease in restricted cash	14,278	7,956			22,234
Payments of obligations under capital leases			(1,353)		(1,353)
Dividends paid	(26,405)				(26,405)
Net cash provided by/(used in) financing activities	**132,191**	**(95,966)**	**92,560**		**128,785**
(Decrease)/increase in cash and cash equivalents	**(45,444)**	**(65,624)**	**41,031**		**(70,037)**
Cash and cash equivalents, beginning of year	**79,213**	**133,116**	**45,539**		**257,868**

Cash and cash equivalents, end of year	**$ 33,769**	**$ 67,492**	**$ 86,570**	**$**	**$ 187,831**

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NAVIOS MARITIME HOLDINGS INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in thousands of U.S. dollars except share data)

NOTE 25: SUBSEQUENT EVENTS

a) On January 12, 2016, Navios Holdings took delivery of the Navios Sphera, a 2016-Japanese built 84,872 dwt Panamax vessel, and Navios Mars, a 2016-Japanese built 181,259 dwt Capesize vessel, for a remaining purchase price of $58,660, of which $39,900 was financed through a new loan with DVB Bank, and the balance with available cash. See Note 8.

b) In January 2016, the Company prepaid installments due in 2016 under certain of its senior secured credit facilities amounting to $5,931. See Note 8.

c) On March 23, 2016, Navios Holdings received a dividend of $3,649 from Navios Acquisition for the fourth quarter of 2015.

d) In March 2016, Navios Holdings entered into a $50,000 credit facility with Navios Acquisition which was available for multiple drawings up to a limit of $50,000. The facility had a margin of LIBOR plus 300 bps and a maturity until December 2018. On April 14, 2016, the facility was terminated. No borrowings had been made under the facility.

e) On March 30, 2016, Navios Logistics received a message from Vale International stating that Vale International will not be performing the service contract entered into between CNSA and Vale International on September 27, 2013 for the iron ore port facility currently under construction in Nueva Palmira, Uruguay. While Navios Logistics believes that Vale International s position is without merit and that the contract remains in force, no assurances can be provided that Vale International will finally perform the contract, failing which, Navios Logistics will take legal measures to enforce its entitlement to damages in accordance with the contract terms. If Vale International fails to perform the contract, there may be a significant impact on Navios Logistics business.