



First Quarter 2013 Earnings Presentation

May 9, 2013



TEEKAY CORPORATION

Forward Looking Statements

This presentation contains forward-looking statements (as defined in Section 21E of the Securities Exchange Act of 1934, as amended) which reflect management's current views with respect to certain future events and performance, including statements regarding: the estimated cost and timing of delivery of FPSO, shuttle tanker, FSO, LNG, LPG and LR2 product tanker newbuildings/conversions and the commencement of associated time-charter contracts and the effect on the Company's future operating results; the timing and certainty of securing long-term employment for the two LNG carrier newbuildings; the certainty of the four fuel-efficient LR2 product tanker newbuildings delivering into an improving product and crude oil shipping market; the timing, certainty and effect on Teekay Parent's balance sheet and liquidity from distribution growth from daughter subsidiaries and proceeds from sale of warehoused assets; the timing, amount and certainty of future increases of the daughter entities' cash distributions, including Teekay Offshore's expectation of a further increase in its cash distribution a by a minimum 2.5 percent before the end of 2013; the timing and certainty of Teekay Offshore's acquisition of a 50 percent interest in the *Cidade de Itajai* FPSO unit from Teekay Parent; the timing and certainty of the FEED studies for new FPSO newbuilding and FSO conversion projects and the impact on Teekay Offshore's future growth; and the Company's future capital expenditure commitments and the debt financings that the Company expects to obtain for its remaining unfinanced capital expenditure commitments. The following factors are among those that could cause actual results to differ materially from the forward-looking statements, which involve risks and uncertainties, and that should be considered in evaluating any such statement: changes in production of or demand for oil, petroleum products, LNG and LPG, either generally or in particular regions; greater or less than anticipated levels of tanker newbuilding orders or greater or less than anticipated rates of tanker scrapping; changes in trading patterns significantly affecting overall vessel tonnage requirements; changes in applicable industry laws and regulations and the timing of implementation of new laws and regulations; changes in the typical seasonal variations in tanker charter rates; changes in the offshore production of oil or demand for shuttle tankers, FSOs and FPSOs; decreases in oil production by or increased operating expenses for FPSO units; trends in prevailing charter rates for shuttle tanker and FPSO contract renewals; the potential for early termination of long-term contracts and inability of the Company to renew or replace long-term contracts or complete existing contract negotiations; the inability to negotiate new contracts on the two LNG carrier newbuildings; changes affecting the offshore tanker market; shipyard production or vessel conversion delays and cost overruns; delays in commencement of operations of FPSO and FSO units at designated fields; changes in the Company's expenses; the Company's future capital expenditure requirements and the inability to secure financing for such requirements; the inability of the Company to complete vessel sale transactions to its public-traded subsidiaries or to third parties; conditions in the United States capital markets; and other factors discussed in Teekay's filings from time to time with the SEC, including its Report on Form 20-F for the fiscal year ended December 31, 2012. The Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with respect thereto or any change in events, conditions or circumstances on which any such statement is based.

Recent Highlights



TEEKAY CORPORATION (PARENT)

- Generated \$193m of total CFVO¹ in Q1-13
- Reported Q1-13 consolidated adjusted net loss² of \$11.7m, or \$0.17 per share, compared to Q1-12 consolidated adjusted net loss³ \$20.8m, or \$0.30 per share
- Offered to sell 50% interest in the *Cidade de Itajai* FPSO to Teekay Offshore
- Teekay Offshore distribution increase moves GP Incentive distribution rights (IDRs) into the 50% high-splits

TEEKAY LNG PARTNERS

- In February 2013, completed accretive acquisition of 50% Exmar LPG which controls 25 vessels
- Declared Q1-13 distribution of \$0.675 per unit
- Bidding on several LNG and FSRU projects for post-2015 start-up when new liquefaction is scheduled to come online

TEEKAY OFFSHORE PARTNERS

- *Voyageur Spirit* FPSO was acquired May 2 for \$540m following first oil
- Completed a \$150m preferred unit offering and a \$60m common unit private placement in April 2013
- Declared Q1-13 distribution of \$0.5253 per unit; 2.5% increase from Q4-12
- Bidding on several FPSO and FSO projects

TEEKAY TANKERS LTD.

- Generated Q1-13 CAD⁴ of \$0.10 per share
- Declared Q1-13 dividend of \$0.03 per share
- Ordered four fuel-efficient newbuilding LR2 product tankers with fixed-price option stream, for up to 12 additional vessels

1) Total cash flow from vessel operations (CFVO) is a non-GAAP financial measure used by certain investors to measure the financial performance of shipping companies. Includes both CFVO from vessels that are consolidated and CFVO from vessels that are equity accounted for on the Company's financial statements. Please see appendices in the Q1-13 earnings release for a reconciliation of this non-GAAP measure as used in this presentation to the most directly comparable GAAP financial measure.

2) Adjusted net loss attributable to stockholders of Teekay for Q1-13 excludes specific items which decreased GAAP net loss by \$5.5m, or \$0.08 per share, as detailed in Appendix A of the Q1-13 earnings release.

3) Adjusted net loss attributable to stockholders of Teekay for Q1-12 excludes specific items which increased GAAP net income by \$21.9m, or \$0.32 per share, as detailed in Appendix A of the Q1-12 earnings release.

4) Cash Available for Distribution (CAD) represents net income (loss), plus depreciation and amortization, unrealized losses from derivatives, non-cash items and any write-offs of other non-recurring items, less unrealized gains from derivatives.

Three Projects Completed in 2013 to Date

Cidade de Itajai FPSO



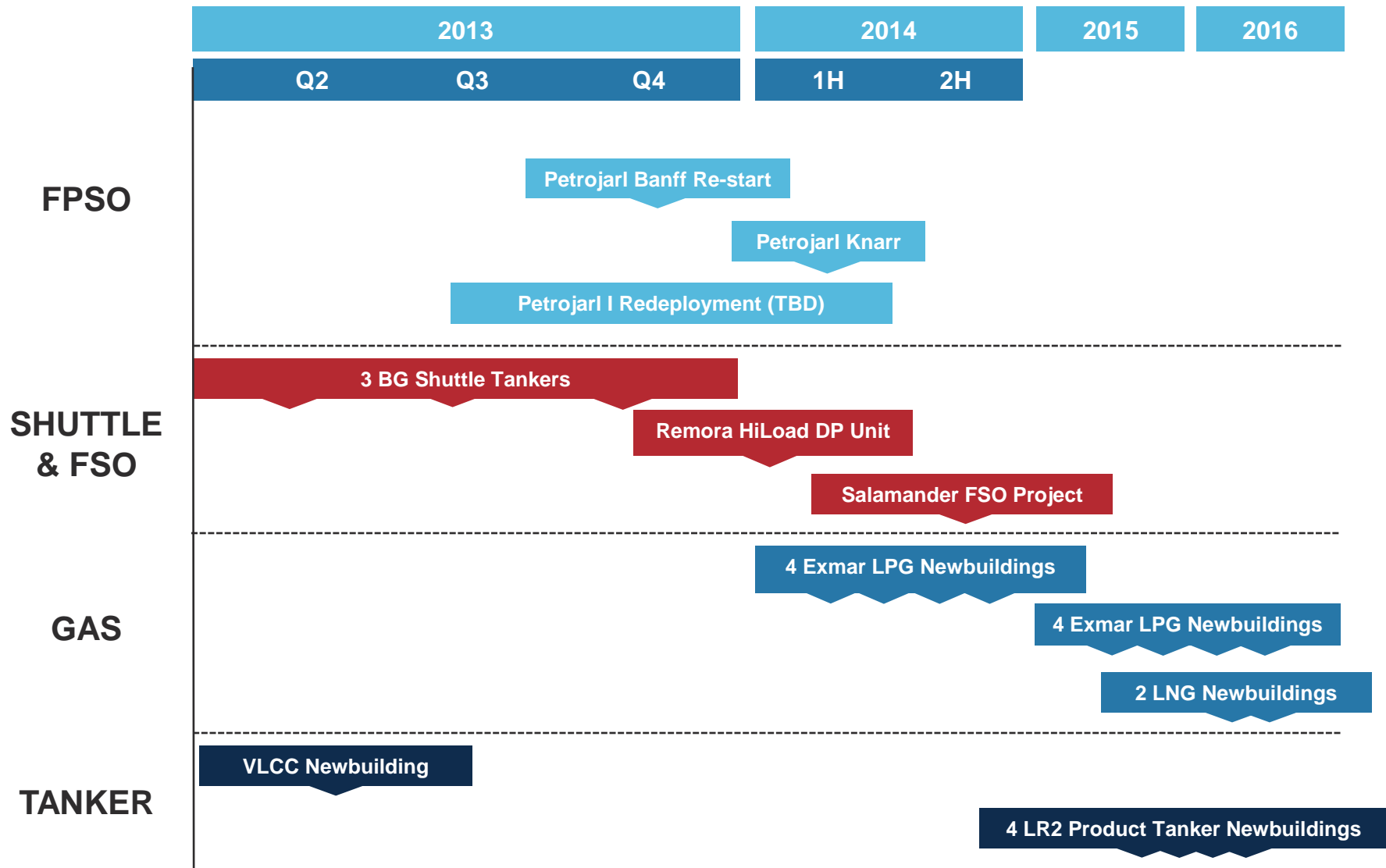
**Samba Spirit
(BG Shuttle Tanker)**



Voyageur Spirit FPSO



Continued Focus on Project Execution



Q1 2013 Consolidated Adjusted Income Statement

	Three Months Ended March 31, 2013				Three Months Ended Dec 31, 2012	
	As Reported	Voyageur VIE	Appendix A Items (1)	Reclass for Realized Gains/ Losses on Derivatives (2)	As Adjusted	As Adjusted
NET REVENUES						
Revenues	451,037	31	-	-	451,068	514,967
Voyage expenses	26,315	-	-	-	26,315	30,796
Net revenues	424,722	31	-	-	424,753	484,171
OPERATING EXPENSES						
Vessel operating expenses	187,464	(595)	-	(421)	186,448	221,749
Time charter hire expense	27,452	-	-	-	27,452	27,883
Depreciation and amortization	102,494	-	-	-	102,494	113,460
General and administrative	39,271	(1,316)	(74)	-	37,881	34,392
Loss on sale of vessels and asset impairments	3,197	-	(3,197)	-	-	-
Restructuring charges	2,054	-	(2,054)	-	-	-
Total operating expenses	361,932	(1,911)	(5,325)	(421)	354,275	397,484
Income from vessel operations	62,790	1,941	5,325	421	70,477	86,687
OTHER ITEMS						
Interest expense	(42,510)	1,623	644	(29,198)	(69,441)	(68,710)
Interest income	1,018	-	-	-	1,018	1,777
Realized and unrealized (loss) gain on derivative instruments	(13,789)	(528)	(15,522)	29,839	0	-
Equity income	27,315	-	(5,373)	-	21,942	17,939
Income tax (expense) recovery	(2,500)	-	-	-	(2,500)	1,655
Foreign exchange gain (loss)	2,191	(1,462)	333	(1,062)	(0)	-
Other - net	5,240	(6,002)	1,759	-	997	758
Total other items	(23,035)	(6,368)	(18,159)	(421)	(47,983)	(46,581)
Net income (loss)	39,755	(4,427)	(12,834)	-	22,494	40,106
Less: Net income attributable to non-controlling interest	(45,891)	4,427	7,287	-	(34,177)	(37,145)
NET (LOSS) INCOME ATTRIBUTABLE TO STOCKHOLDERS OF TEEKAY CORP.	(6,136)	-	(5,547)	-	(11,683)	2,961
Fully diluted net (loss) income per share	(0.09)				(0.17)	0.04

1 See Appendix to this presentation for description of Appendix A items.

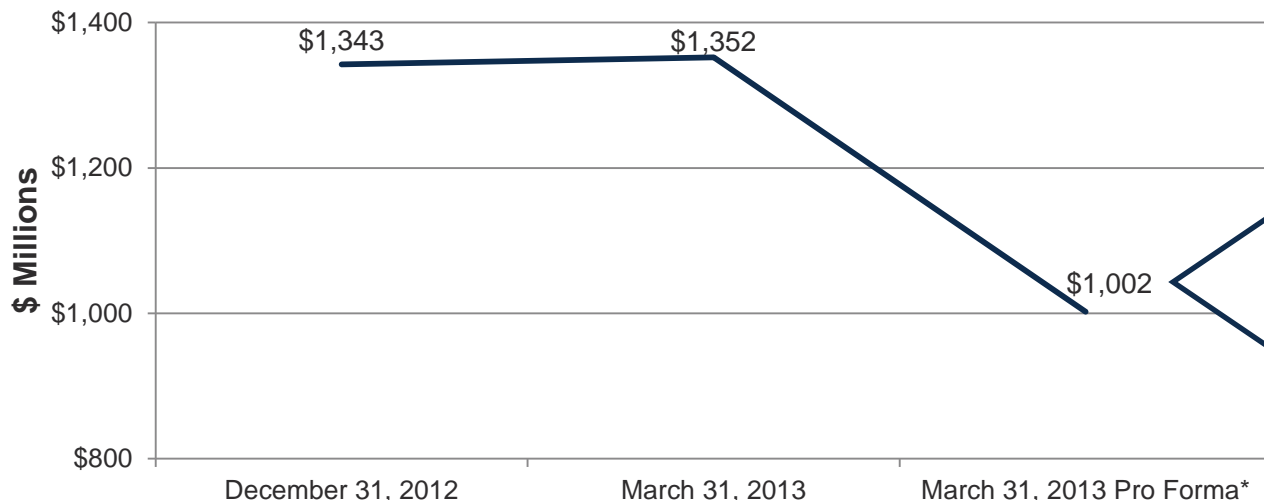
2 Please refer to footnote (2) to the Summary Consolidated Statements of Income (Loss) in the Q1-13 earnings release.

Q2 2013 Outlook – Teekay Consolidated

Income Statement Item	Q2-2013 Outlook
Net Revenues	<ul style="list-style-type: none"> » <u>Fixed-Rate Fleet (expected changes from Q1-13):</u> <ul style="list-style-type: none"> • \$18m increase from the <i>Voyageur Spirit</i> FPSO (from May 2nd) • \$10m decrease from the <i>Petrojarl 1</i> FPSO upon completing its contract in April • \$5m decrease from <i>Hummingbird Spirit</i> FPSO and <i>Foinaven</i> FPSO due to decreased amortization of non-cash revenues and other timing differences • \$4m decrease from conventional tankers due to drydockings and redeliveries • \$3m decrease from FEED study revenue in Q1-13 » <u>Spot-Rate Fleet (expected changes from Q1-13):</u> <ul style="list-style-type: none"> • ~65 more net revenue days due to Q1-13 drydockings, partially offset by vessel sales and redeliveries • Approximately 45% and 35% of Q2-13 spot revenue days for <i>Aframaxes</i> and <i>Suezmaxes</i> fixed at \$13,100/day and \$12,200/day, respectively, compared to \$11,700/day and \$13,700/day, respectively, in Q1-13
Vessel Operating Expenses (OPEX)	» Increases of \$6m for the <i>Voyageur Spirit</i> FPSO / <i>Samba Spirit</i> and <i>Lambada Spirit</i> shuttle tankers and \$10 million for the North Sea maintenance season for the FPSO and shuttle tanker fleets, partially offset by decreased FEED study related costs of \$2m from Q1-13
Time-charter Hire Expense	» Decrease of \$1m from Q1-13 due to less spot-inchartering and one conventional tanker redelivery during Q1-13
Depreciation & Amortization	» Increase of \$6m for the <i>Voyageur Spirit</i> FPSO / <i>Samba Spirit</i> and <i>Lambada Spirit</i> shuttle tankers and additional drydocking costs
General & Administrative	» Expected to be approximately \$35m
Net Interest Expense	» Increase of approximately \$3m primarily from <i>Voyageur Spirit</i> FPSO and shuttle tanker deliveries
Equity Income	» Increase of approximately \$3m from Q1-13 given full quarter of <i>Exmar LPG JV</i> and <i>Cidade de Itajai</i> FPSO
Income Tax Expense	» Expected to be \$2.5m
Non-controlling Interest Expense	» Expected range: \$30m to \$32m

Dropdown of Assets Deleveraging Teekay Parent

Teekay Parent Net Debt



Includes:

- \$563m newbuilding advances for *Petrojarl Knarr* FPSO project
- Remaining debt relates to warehoused FPSOs and four conventional tankers

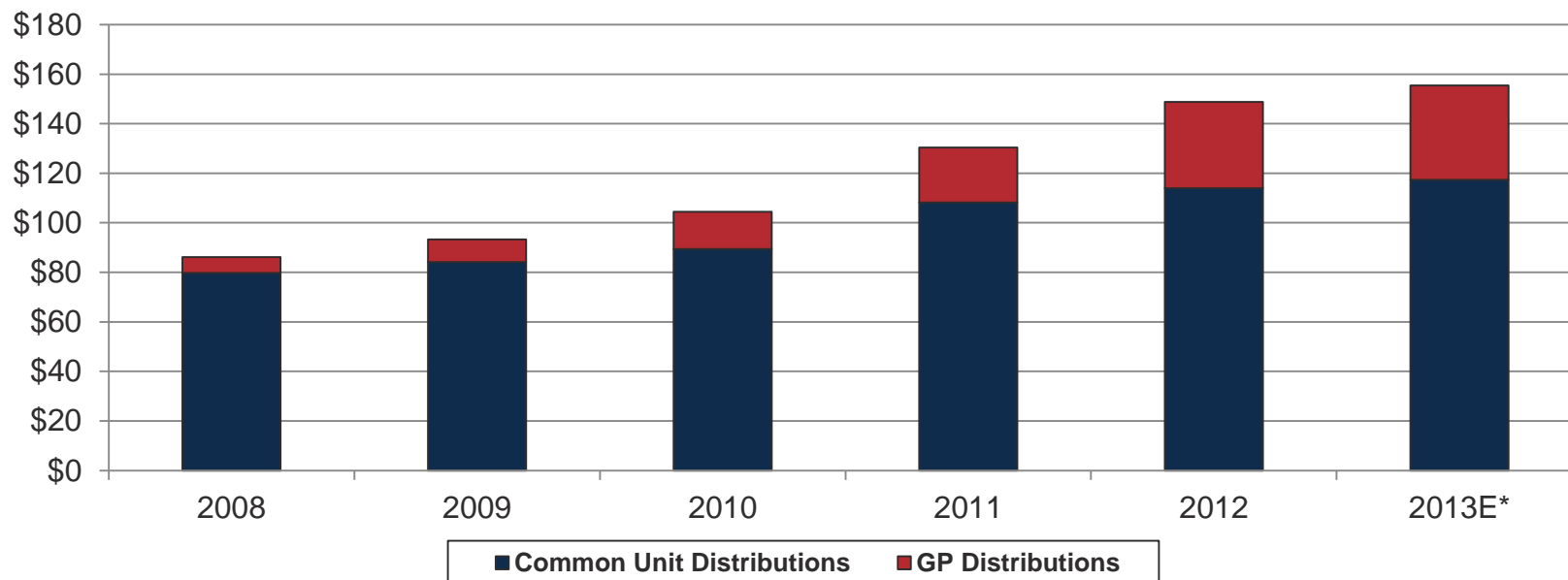
- Teekay Offshore's acquisition of the *Voyageur Spirit* FPSO deleverages Teekay Parent's balance sheet and builds liquidity
- With the dropdown of further FPSO assets, Teekay Parent will be on track to be net debt free



* Pro Forma for Teekay Offshore's acquisition of the *Voyageur Spirit* FPSO on May 2, 2013.

Organic Growth and Acquisitions Yielding Results

TOO & TGP Cash Distributions to Teekay Parent



- More growth to come in both the offshore and gas businesses through current projects and new growth opportunities
- Both TOO and TGP GP Incentive distribution rights (IDRs) into the 50% high-splits

* 2013 based on Q1 common unit distributions and GP distributions annualized, pro forma for Teekay Parent's \$40 million takeback in Teekay Offshore common units in May 2013, related to the sale of the Voyager Spirit FPSO.

Appendix



Q1 2013 Appendix A Item Description

(in thousands of US dollars)

	Q1 - 2013	
	Appendix A Items	Explanation of Items
NET VOYAGE REVENUES		
Revenues	-	
Voyage expenses	-	
Net revenues	-	
OPERATING EXPENSES		
Vessel operating expense	-	
Time charter hire expense	-	
Depreciation and amortization	-	
General and administrative	(74)	Unrealized losses on derivative instruments
Loss on sale of vessels and asset impairments	(3,197)	Impairment of investment in a term loan
Restructuring charges	(2,054)	Restructuring of marine operations
Total operating expenses	(5,325)	
Income from vessel operations	5,325	
OTHER ITEMS		
Interest expense	644	Prepaid loan costs written off on early termination of debt facility
Interest income	-	
Realized and unrealized (gain) loss on derivative instruments	(15,522)	Unrealized gains on derivative instruments
Equity income	(5,373)	Unrealized gains on derivative instruments in joint ventures
Income tax recovery (expense)	-	
Foreign exchange loss	333	Unrealized foreign exchange losses
Other - net	1,759	Loss on partial redemption of NOK bonds
Total other items	(18,159)	
Net loss	(12,834)	
Less: Amount attributable to non-controlling interest	7,287	Non-controlling interest on applicable items noted above
NET LOSS ATTRIBUTABLE TO STOCKHOLDERS OF TEEKAY CORP.	(5,547)	

Q4 2012 Consolidated Adjusted Income Statement

Three Months Ended
December 31, 2012

(in thousands of US dollars, except per share amounts)

				Reclass for	
	As Reported	Voyageur VIE	Appendix A Items (1)	Realized Gains/ Losses on Derivatives (2)	As Adjusted
NET REVENUES					
Revenues	515,223	(5,995)	(2,280)	-	506,948
Voyage expenses	30,796	-	-	-	30,796
Net revenues	484,427	(5,995)	(2,280)	-	476,152
OPERATING EXPENSES					
Vessel operating expense	207,981	(7,740)	-	(646)	199,595
Time charter hire expense	27,883	-	-	-	27,883
Depreciation and amortization	113,460	-	-	-	113,460
General and administrative	49,187	(471)	(169)	-	48,547
Loss on sale of vessels and asset impairments	428,792	-	(428,792)	-	-
Restructuring charges	2,121	-	(2,121)	-	-
Total operating expenses	829,424	(8,211)	(431,082)	(646)	389,485
Income from vessel operations	(344,997)	2,216	428,802	646	86,667
OTHER ITEMS					
Interest expense	(40,956)	1,873	-	(29,627)	(68,710)
Interest income	1,794	(17)	-	-	1,777
Realized and unrealized gain on derivative instruments	44,580	1,847	(76,557)	30,130	-
Equity income	26,097	-	(8,158)	-	17,939
Income tax recovery (expense)	13,028	(13)	(11,360)	-	1,655
Foreign exchange loss	(6,405)	1,043	6,511	(1,149)	-
Other - net	(1,690)	-	2,448	-	758
Total other items	36,448	4,733	(87,116)	(646)	(46,581)
Net (loss) income	(308,549)	6,949	341,686	-	40,086
Less: Net loss (income) attributable to non- controlling interest	214,838	(6,949)	(245,034)	-	(37,145)
NET (LOSS) INCOME ATTRIBUTABLE TO STOCKHOLDERS OF TEEKAY CORP.	(93,711)	-	96,652	-	2,941
Fully diluted net income (loss) per share	(1.35)				0.04

(1) (2) Please see Appendix A in the Company's Q4-12 earnings release.

Teekay Parent Sum-of-Parts Update

(\$ millions, except per share amounts)

Teekay Parent Assets	
Conventional Tankers ¹	\$160
FPSOs ¹	540
Newbuilding ²	563
JVs and Other Investments ³	117
FMV of Teekay Parent Assets	\$1,380
Teekay Parent Pro Forma Net Debt ³	\$(1,002)
Equity Value of Teekay Parent Assets	\$378
Teekay Parent Equity Investment in Daughters ^{4,5}	
TGP	\$1,085
TOO	748
TNK	56
Sevan Marine	68
Implied value of GP equity ⁶	855
Total Equity Investment in Daughters	\$2,812
Teekay Parent Net Asset Value	\$3,190
Teekay Corporation Shares Outstanding (millions)	70.2
Teekay Parent Net Asset Value per Share	\$45.44

1) Management estimates.

2) Progress payments on existing newbuilding as of March 31, 2013.

3) Pro forma for Teekay Offshore's acquisition of the Voyageur Spirit FPSO on May 2, 2013.

4) Based on Teekay Parent's current percentage of TGP, TOO, TNK and Sevan Marine ownership.

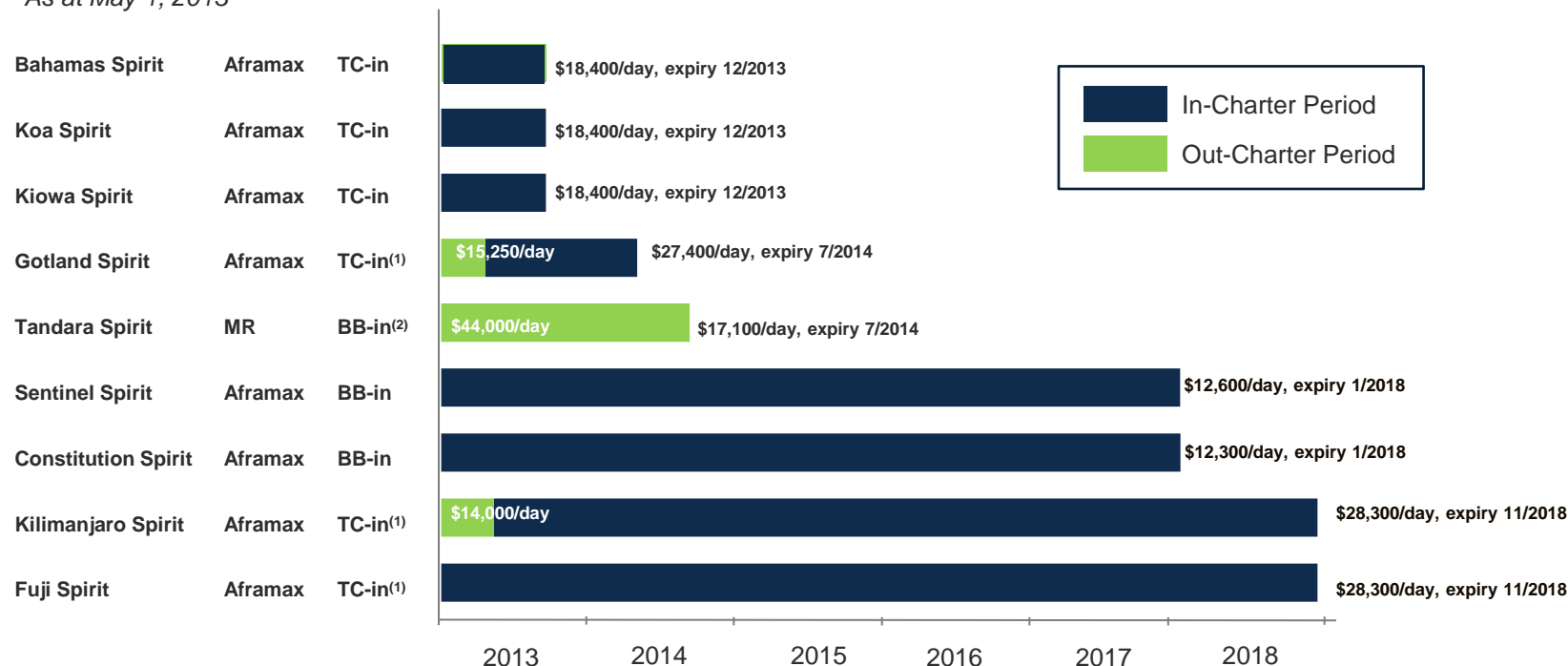
5) Closing share prices as of May 8, 2013.

6) Implied value calculated by annualizing Q1-13 GP cash flows of \$9.5m and multiplying by the current 22.4x average P/DCF multiple for publicly traded GPs.

Teekay Parent In-Chartered Conventional Tanker Fleet Rapidly Rolling Off

- In Q1 2013, the Poul Spirit in-charter was terminated, resulting in a one-time termination fee to Teekay Offshore of \$6.8m; reducing Teekay Parent's in-chartered fleet to 9 vessels

As at May 1, 2013



(1) In-chartered vessel owned by Teekay Offshore Partners.

(2) Tandara Spirit TC rate includes OPEX flow-through of \$24,780/day resulting in net profit of approximately \$2,500/day.

2013 Consolidated Drydock Schedule

Entity	Segment	March 31, 2013 (A)		June 30, 2013 (E)		September 30, 2013 (E)		December 31, 2013 (E)		Total 2013	
		Vessels Drydocked	Total Offhire Days	Vessels Drydocked	Total Offhire Days	Vessels Drydocked	Total Offhire Days	Vessels Drydocked	Total Offhire Days	Vessels Drydocked	Total Offhire Days
Teekay Parent	Spot Tanker	-	-	-	-	1	22	-	-	1	22
	Fixed-Rate Tanker	-	-	-	-	-	-	-	-	-	-
		-	-	-	-	1	22	-	-	1	22
Teekay LNG	Fixed-Rate Tanker	-	-	1	24	1	36	1	36	3	96
	Liquefied Gas	1	41	1	42	-	-	-	-	2	83
	LNG Carriers in equity accounted for investments	1	28	-	-	-	-	-	-	1	28
		2	69	2	66	1	36	1	36	6	207
Teekay Offshore	Spot Tanker	-	-	-	-	1	25	-	-	1	25
	Fixed-Rate Tanker	-	-	-	-	-	-	-	-	-	-
	FSO	-	-	-	-	-	-	-	-	-	-
	Shuttle Tanker	1	32	1	32	2	49	1	32	5	145
		1	32	1	32	3	74	1	32	6	170
Teekay Tankers	Spot Tanker	1	21	-	-	3	86	-	-	4	107
	Fixed-Rate Tanker	1	20	1	25	2	44	1	30	5	119
		2	41	1	25	5	130	1	30	9	226
Teekay Consolidated	Spot Tanker	1	21	-	-	5	133	-	-	6	154
	Fixed-Rate Tanker	1	20	2	49	3	80	2	66	8	215
	Liquefied Gas	1	41	1	42	-	-	-	-	2	83
	FSO	-	-	-	-	-	-	-	-	-	-
	Shuttle Tanker	1	32	1	32	2	49	1	32	5	145
	LNG Carriers in equity accounted for investments	1	28	-	-	-	-	-	-	1	28
		5	142	4	123	10	262	3	98	22	625

Note: In the case that a vessel drydock straddles between quarters, the drydock has been allocated to the quarter in which the majority of drydock days occur.

Teekay Parent Conventional Tanker Fleet Performance

	Three Months Ended		
	Mar. 31, 2013	Dec. 31, 2012	Mar. 31, 2012
Suezmax			
Gemini Suezmax Pool average spot TCE rate ⁽¹⁾	\$ 13,700	\$ 11,509	\$ 24,847
Spot revenue days ⁽²⁾	334	364	546
Average time-charter rate ⁽³⁾	\$ 20,450	\$ 20,453	\$ 23,434
Time-charter revenue days	180	184	353
Aframax			
Teekay Aframax Pool average spot TCE rate ^{(1) (4) (5)}	\$ 11,700	\$ 13,783	\$ 12,614
Spot revenue days ⁽²⁾	644	638	1,023
Average time-charter rate ⁽³⁾	\$ 13,700	\$ 18,792	\$ 20,261
Time-charter revenue days	180	318	636
LR2			
Taurus LR2 Pool average spot TCE rate ⁽¹⁾	\$ -	\$ -	9,888
Spot revenue days ⁽²⁾	-	-	455
MR			
Average time-charter rate ⁽³⁾	\$ 47,800	\$ 46,528	\$ 30,669
Time-charter revenue days	90	92	364

(1) Average spot rates include short-term time-charters and fixed-rate contracts of affreightment that are initially under a year in duration and third-party vessels trading in the pools.

(2) Spot revenue days include total owned and in-chartered vessels in the Teekay Parent fleet, but exclude vessels commercially managed on behalf of third parties. Suezmax spot revenues days exclude vessels on back-to-back in-charters.

(3) Average time-charter rates include realized gains and losses of FFAs, bunker hedges, short-term time-charters, and fixed-rate contracts of affreightment that are initially one year in duration or greater.

(4) Excludes vessels greater than 15 years-old.

(5) The average Teekay Aframax spot TCE table (including vessels greater than 15 years old and realized results of bunker hedging and FFAs) was \$10,100 per day, \$13,150 per day, and \$11,000 per day during the three months ended March 31, 2013, December 31, 2012, and March 31, 2012, respectively.



TEEKAY CORPORATION