TEEKAY CORPORATION
4th Floor, Belvedere Building, 69 Pitts Bay Road
Hamilton, HM 08, Bermuda

TEEKAY CORPORATION
2014 ANNUAL GENERAL MEETING
PETER EVENSEN, PRESIDENT AND CEO
JUNE 11, 2014

Good morning, ladies and gentlemen. Thank you for attending our June 2014 Annual General Meeting. It is my pleasure to report to you at this Annual General Meeting as Teekay Corporation's President and Chief Executive Officer. As usual, I will spend some time today reviewing our key developments since our last Annual General Meeting in June 2013. For further information I refer you to our website at www.teekay.com where you will be able to download our 20-F filing with the United States Securities and Exchange Commission.

Before I begin, I must include the usual and important disclaimers about forward looking statements that are mandated by US Securities laws[1].

During 2013 and continuing into 2014, Teekay has made steady progress towards achieving our strategic objectives of generating value for shareholders primarily by supporting the distribution growth of our publicly-traded daughter entities, Teekay LNG Partners, Teekay Offshore Partners and Teekay Tankers, and having our ships and offshore units owned at the daughter company level. Distribution Growth at the daughter company level occurs as we add new assets, primarily through the acquisition of on-the-water assets and completion of organic growth projects. During 2013, Teekay Parent sold two of its remaining FPSO projects, the *Voyageur Spirit* and *Cidade de Itajai* FPSO, to Teekay Offshore and in February 2014, we co-created and invested with Teekay Tankers in a new tanker company, Tanker Investments Ltd., or TIL, to which we sold our last four directly owned Suezmax tankers. Together, these transactions contributed to a reduction in net debt at the parent company level, or Teekay Parent, by approximately $360 million.

As a result of accretive growth at Teekay Offshore and Teekay LNG, through a combination of acquisitions and newbuilding deliveries, our two master limited partnerships increased their common unit distributions by 5.0 percent and 2.5 percent, respectively, in 2013, which resulted in growth in the cash flows Teekay Parent based on its general partnership and limited partnership interests. With Teekay's general partnership interests in Teekay Offshore and Teekay LNG now both in the 50 percent incentive distribution tier, these distribution increases at these daughter entities have resulted in an annualized increase to Teekay Parent's combined general partnership and limited partnership cash flows of approximately $17.6 million, or 11 percent.

Teekay Corporation's share price significantly outperformed in 2013, generating a total shareholder return of approximately 55 percent which was more than double the 26 percent average increase among our diversified peer group[2] during the same period. Teekay Corporation's share price has benefited from the sale of legacy fixed assets, which I highlighted earlier, which have both helped to simplify the Teekay investment story and highlight the stable and growing cash flows received by Teekay Parent as a result of its ownership in its publicly-traded Daughter entities and portfolio of strategic equity investments.

Teekay's publicly-traded Daughter entities have continued to execute on their respective business plans and I'll spend a few moments now summarizing some of the highlights at each entity.

During 2013, Teekay Offshore's floating production storage and offloading, or FPSO, fleet expanded as a result of the acquisitions of the *Voyageur Spirit* and *Cidade de Itajai* units from Teekay Parent. In addition, Teekay Offshore took delivery of four newbuilding shuttle tankers, which commenced 10-year time-charter contracts with BG Group in Brazil, and also successfully secured two floating storage and offtake, or FSO, unit projects. These FSOs will be converted from two of Teekay Offshore's older shuttle tankers thereby extending the cash flow generating lifespan of these assets. Fixed-rate FSO contracts with Salamander Energy and Statoil are scheduled to commence in the third quarter of 2014 and early-2017, respectively. Lastly, Teekay Offshore expanded into two new adjacent business areas recently with separate agreements to acquire long-haul ocean towage vessels and floating accommodation units. The March 2014 acquisition of ALP Maritime Services and associated order of four long-haul towing and anchor handling vessel newbuildings for delivery in 2016, and signing of a letter of intent to acquire Logitel Offshore, which owns two floating accommodation unit newbuildings scheduled for delivery in 2015, plus options to acquire an additional six floating accommodation units, provide attractive and complementary new channels for growth for Teekay Offshore.

In 2013, Teekay LNG successfully completed the strategic acquisition of a 50 percent interest in 25 LPG carriers through a new joint venture with Belgium-based Exmar NV, which subsequently ordered an additional eight LPG carrier newbuildings for delivery between 2015 and 2017. In addition, Teekay LNG secured two time-charter contracts for the two fuel-efficient LNG carriers ordered in December 2012 with Cheniere Energy for start-up in 2016 and ordered three additional fuel-efficient LNG carriers for delivery in 2017. Lastly, Teekay LNG successfully completed the acquisition-leaseback of two LNG carriers from Awilco LNG ASA, which are currently operating under four to five year contracts, plus extension options. We continue to seek opportunities for accretive on the water vessels with contracts that will provide additional cash flow growth ahead of the 2016-2017 timeframe when a number of liquefaction projects are expected to come on-line. In addition to growth from Teekay LNG's three uncommitted LNG newbuildings, the partnership continues to bid on new long-term, fixed rate LNG shipping and floating regasification contract opportunities.

After 5 long years, the tanker market saw some sunshine as tanker rates spiked in December 2013 and January 2014. During this time, Teekay Tankers benefited from the highest rates for Aframax and Suezmax tankers since 2010, resulting in a significant increase in first quarter 2014 net income and cash available for distribution, compared to the first quarter of 2013. Since the start of 2013, Teekay Tankers has taken decisive steps to further strengthen its conventional tanker operations and better position itself for the coming tanker market recovery. In early 2014, Teekay Tankers co-invested alongside Teekay Parent in TIL and also agreed to acquire an ownership interest in Teekay's conventional tanker commercial and technical management operations from Teekay Parent. In March 2014, Teekay Tankers took over ownership of two VLCCs, which previously secured its investment in term loans that had been default since 2013, and used the proceeds from the subsequent sale of these vessels to TIL to enhance its financial flexibility by deleveraging its balance sheet.

Although we have made good progress towards Teekay's strategic goals, I must also acknowledge the operational challenges Teekay faced in 2013 and 2014 to date, primarily in our floating production storage and offloading business, which created cash flow headwinds. In addition to the off-hire of the *Banff* FPSO for repairs following a December 2011 storm event, compressor issues on *Voyageur Spirit* FPSO and *Foinaven* FPSO resulted in production downtime and off-hire which had a negative impact on our operating cash flows. Combined with weak tanker markets through much of the year, unfortunately these operational issues delayed our goal of returning to run-rate profitability in 2013. However, returning to run-rate profitability in 2014 remains one of our top priorities. While disappointing, I want to stress that this outcome is no reflection of the hard work and professionalism our offshore team has demonstrated in resolving these issues and bringing these FPSO units back toward achieving full production.

Looking ahead, Teekay Parent remains focused on the core elements of its corporate strategy of having our ships and offshore units owned at the daughter company level, creating value by increasing the cash flows generated by our publicly-traded daughter entities and improving its financial strength and flexibility through the sale and redelivery of its legacy operating assets. With the reinstallation of the *Banff* FPSO, resolution of remaining compressor repairs on the *Foinaven* FPSO and delivery and field installation of the $1 billion *Petrojarl Knarr* FPSO, our largest FPSO project to date, each of these units is expected to be eligible for sale to Teekay Offshore. If completed as expected, the acquisition of these FPSO units by TOO will result in a significant increase to Teekay Parent's cash flows and progress towards achieving a net debt free balance sheet. We will also continue to focus on improving the profitability of existing operations by maximizing the utilization of our vessels and offshore units, managing costs, and taking advantage of the strong offshore and gas fundamentals, and improving outlook in the tanker market, to win new profitable business and generate increasing cash flows.

Before I conclude, I would like to highlight that operational excellence has always been among Teekay's key strengths. Our global teams onboard ships and ashore, devote enormous effort towards upholding the Teekay name as a respected symbol of quality and as a protector of the environment. We set ourselves high standards for personnel safety, fleet availability and customer service. However, we recognize that there will always be room to do better and we live by our core value of continuous improvement.

In closing, I would like to thank our customers for the opportunity to serve them; our colleagues for their dedicated efforts; our Board of Directors for their valued guidance; and our fellow shareholders for their continued support.

[1] Before I proceed with my report to the shareholders, please allow me to remind you that various remarks that we may make in the course of this presentation about future expectations, plans and prospects for the company and the shipping industry constitute forward-looking statements for the purposes of the Safe Harbor provisions under the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by these forward-looking statements, as a result of various important factors, including those discussed in our annual report on Form 20-F for the year ended December 31, 2013 and dated April 28, 2014, which is on file with the U.S. Securities and Exchange Commission.

[2] Comparable peer group includes: BW Offshore, SBM Offshore, Bumi Armada, Fred Olsen Production, Golar, Golar MLP, GasLog, Hoegh LNG, Ship Finance, EuroNav, Frontline, Frontline 2012, Nordic American Tankers, Tsakos, Scorpio Tankers and the AMZ MLP Index.

- end -