



THIRD POINT OFFSHORE FUND, LTD.

UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS

Period Ended June 30, 2014

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Statements of Assets and Liabilities

	Unaudited June 30, 2014 \$	Audited December 31, 2013 \$
(Stated in United States Dollars)		
Assets		
Cash	9,996,325	800,597
Investment in Third Point Offshore Master Fund L.P., at fair value	6,655,495,064	6,276,427,172
Investment in affiliated portfolio fund, at fair value (cost \$107,780,325, 2013: \$107,885,249)	175,451,597	169,325,343
Redemptions receivable from Third Point Offshore Master Fund L.P.	32,545,390	605,168,156
Total assets	6,873,488,376	7,051,721,268
Liabilities		
Deferred compensation payable	278,932,158	268,957,686
Shareholder redemptions payable	32,856,974	605,168,156
Shareholder subscriptions received in advance	10,000,000	800,000
Management fee payable	80,069	176,235
Accrued expenses	76,695	65,695
Total liabilities	321,945,896	875,167,772
Net assets	6,551,542,480	6,176,553,496

Net asset value per share (See Note 4)

See accompanying notes and attached financial statements of Third Point Offshore Master Fund L.P.

Unaudited Statements of Operations

	Half-year June 30, 2014 \$	Half-year June 30, 2013 \$
(Stated in United States Dollars)		
Realized and unrealized gain/(loss) on investment transactions allocated from Third Point Offshore Master Fund L.P.		
Net realized gain from securities, commodities, derivative contracts and foreign currency translations	644,277,566	723,047,715
Net change in unrealized (loss)/gain on securities, commodities and foreign currency translations	(37,978,840)	101,849,027
Net change in unrealized (loss)/gain on derivative contracts and foreign currency translations	(89,326,314)	26,033,384
Net (loss)/gain from currencies	(24,273,550)	25,809,250
Net realized and unrealized gain from investment transactions allocated from Third Point Offshore Master Fund L.P.	492,698,862	876,739,376
Fund realized and unrealized gain/(loss) on investments		
Net realized gain on affiliated portfolio fund	3,395,076	2,807,767
Net change in unrealized gain on affiliated portfolio fund	6,231,178	16,103,247
Net realized and unrealized gain from investments	9,626,254	18,911,014
Investment income allocated from Third Point Offshore Master Fund L.P.		
Interest	31,290,705	30,385,003
Dividends, net of withholding taxes of \$6,854,637 (2013: \$2,236,064)	26,326,177	8,623,881
Stock loan fees	103,411	15,501
Total investment income allocated from Third Point Offshore Master Fund L.P.	57,720,293	39,024,385

See accompanying notes and attached financial statements of Third Point Offshore Master Fund L.P.

	Half-year June 30, 2014 \$	Half-year June 30, 2013 \$
(Stated in United States Dollars)		
Investment expense allocated from Third Point Offshore Master Fund L.P.		
Incentive allocation	92,350,307	162,299,923
Interest	7,106,863	2,255,151
Dividends on securities sold, not yet purchased	135,025	2,371,030
Stock borrow fees	390,634	4,952,952
Administrative and professional fees	3,988,385	4,653,962
Other	4,444,882	3,798,099
Total investment expenses allocated from Third Point Offshore Master Fund L.P.	108,416,096	180,331,117
Net investment loss allocated from Third Point Offshore Master Fund L.P.	(50,695,803)	(141,306,732)
Fund expenses		
Management fee	62,953,834	58,823,273
Appreciation of deferred compensation	17,474,471	31,332,869
Administrative and professional fees	65,753	83,640
Other	77,426	29,603
Total fund expenses	80,571,484	90,269,385
Net fund expense	(80,571,484)	(90,269,385)
Net investment loss	(131,267,287)	(231,576,117)
Net increase in net assets resulting from operations	371,057,829	664,074,273

See accompanying notes and attached financial statements of Third Point Offshore Master Fund L.P.

Statements of Changes in Net Assets

	Unaudited Half-year June 30, 2014 \$	Audited Year ended December 31, 2013 \$
(Stated in United States Dollars)		
Increase (decrease) in net assets resulting from operations		
Allocated from investment in Third Point Offshore Master Fund L.P.		
Net realized gain from securities, commodities, derivative contracts and foreign currency translations	644,277,566	1,467,340,612
Net change in unrealized (loss)/gain on securities, commodities and foreign currency translations	(37,978,840)	235,189,667
Net change in unrealized (loss)/gain on derivative contracts and foreign currency translations	(89,326,314)	54,873,144
Net (loss)/gain from currencies	(24,273,550)	78,531,339
Net investment loss	(50,695,803)	(326,757,449)
Net realized gain on affiliated portfolio fund	3,395,076	5,128,610
Net change in unrealized gain on affiliated portfolio fund	6,231,178	35,753,060
Net fund expense	(80,571,484)	(191,537,162)
Net increase in net assets resulting from operations	371,057,829	1,358,521,821
Increase (decrease) in net assets resulting from capital share transactions		
Class E Shares issued	45,114,388	961,152,470
Class F Shares issued	105,657,648	99,049,026
Class A Shares redeemed	(293,030)	(6,002,310)
Class B Shares redeemed	—	(163,126)
Class C Shares redeemed	(8,682,034)	(7,800,904)
Class D Shares redeemed	(849,342)	(6,799,639)
Class E Shares redeemed	(111,891,650)	(735,129,387)
Class F Shares redeemed	(25,124,825)	(297,361,799)
Class H Shares redeemed	—	(11,712,306)
Class J Shares redeemed	—	(1,601,493)
Redemption fee income	—	3,654
Net increase/(decrease) in net assets resulting from capital share transactions	3,931,155	(6,365,814)
Net increase in net assets	374,988,984	1,352,156,007
Net assets at beginning of year	6,176,553,496	4,824,397,489
Net assets at end of period	6,551,542,480	6,176,553,496

See accompanying notes and attached financial statements of Third Point Offshore Master Fund L.P.

Unaudited Statements of Cash Flows

	Half-year June 30, 2014 \$	Half-year June 30, 2013 \$
<i>(Stated in United States Dollars)</i>		
Cash flows from operating activities		
Net increase in net assets resulting from operations	371,057,829	664,074,273
Adjustments to reconcile net increase in net assets resulting from operations to net cash provided by/(used in) operating activities:		
Purchases of affiliated portfolio fund	(3,500,000)	(2,000,000)
Proceeds from disposition of affiliated portfolio funds	7,000,000	10,000,000
Increase in investment in Third Point Offshore Master Fund L.P.	(379,067,892)	(1,443,667,435)
Net realized gain on affiliated portfolio fund	(3,395,076)	(2,807,767)
Net change in unrealized gain on affiliated portfolio fund other investments and foreign currency translations	(6,231,178)	(16,103,247)
Increase in redemptions receivable from Third Point Offshore Master Fund L.P.	572,622,766	115,826,506
Increase in deferred compensation payable	9,974,472	23,832,869
Decrease in management fee payable	(96,166)	(176,206)
Increase in accrued expenses	11,000	57,365
Net cash provided by/(used in) operating activities	568,375,755	(650,963,642)
Cash flows from financing activities		
Proceeds from issuance of shares	159,972,036	780,110,126
Payments for redemption of shares	(719,152,063)	(405,759,755)
Net cash (used in)/provided by financing activities	(559,180,027)	374,350,371
Net increase/(decrease) in cash	9,195,728	(276,613,271)
Cash at beginning of year	800,597	281,622,438
Cash at end of period	9,996,325	5,009,167
Supplemental disclosure of non-cash financing activities		
Subscriptions due to change in beneficial ownership	5,436,535	11,683,318
Redemptions due to change in beneficial ownership	(5,436,535)	(11,683,318)
<i>See accompanying notes and attached financial statements of Third Point Offshore Master Fund L.P.</i>		

Notes to Financial Statements

Period ended June 30, 2014

1. Organization

Third Point Offshore Fund, Ltd. (the “Fund”) was incorporated under the laws of the Cayman Islands on October 21, 1996, commenced operations on December 1, 1996 and is registered under the Cayman Islands Mutual Funds Law. The Fund’s objective is to seek to generate consistent long-term capital appreciation.

The Fund invests substantially all of its net assets in Third Point Offshore Master Fund L.P., an exempted limited partnership formed under the laws of the Cayman Islands (the “Master Partnership”), which, in turn, conducts substantially all investment and trading activities on behalf of the Fund. Third Point Advisors II L.L.C. (the “General Partner”), a limited liability company formed under the laws of the State of Delaware and an affiliate of Third Point LLC, serves as the general partner of the Master Partnership.

Third Point LLC (the “Investment Manager”) is the Investment Manager of the Fund and the Master Partnership. The Investment Manager is registered with the Securities and Exchange Commission as an Investment Adviser under the Investment Advisers Act of 1940. The Investment Manager is responsible for the operation and management of the Fund.

International Fund Services (Ireland) Limited serves as the administrator (the “Administrator”) and transfer agent to the Fund.

2. Significant Accounting Policies

The Fund’s unaudited interim financial statements are condensed in whole, guided by U.S. generally accepted accounting principles (“U.S. GAAP”) and are expressed in United States dollars. Where applicable, certain notes to the unaudited interim financial statements are condensed to include only information relevant to Third Point Offshore Investors Limited (“ListCo”). The following is a summary of the significant accounting and reporting policies:

The Fund is exempt from all forms of taxation in the Cayman Islands, including income, capital gains and withholding taxes. In jurisdictions other than the Cayman Islands, in some cases foreign taxes will be withheld at source on dividends and certain interest received by the Fund. Capital gains derived by the Fund in such jurisdictions generally will be exempt from foreign income or withholding taxes at the source.

The Investment Manager has reviewed the Fund’s tax positions in accordance with *Accounting for Uncertainty in Income Taxes* and has concluded that no material provision for income tax is required in the Fund’s financial statements. Such open tax years remain subject to examination by tax authorities.

The Fund would recognize interest and penalties, if any, related to unrecognized tax positions as income tax expense in the statement of operations. During the period ended June 30, 2014, the Fund did not incur any interest or penalties.

The Fund records securities transactions and related income and expense on a trade-date basis. Realized gains and losses are determined using cost calculated on a specific identification basis. Dividends are recorded on the ex-dividend date. Income and expenses, including interest income and expenses, are recorded on the accrual basis.

The fair value of the Fund’s assets and liabilities, which qualify as financial instruments, approximates the carrying amounts presented in the statement of assets and liabilities.

See attached financial statements of Third Point Offshore Master Fund L.P.

2. Significant Accounting Policies (continued)

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts and disclosures in the financial statements and accompanying notes. Actual results could differ from these estimates.

The Fund's investment in the Master Partnership is valued at fair value, which is represented by the Fund's proportionate interest in the partners' capital of the Master Partnership, which was \$6,655,495,064 at June 30, 2014. The fair value represents the amount the Fund would expect to receive at June 30, 2014 if it were to liquidate its investment in the Master Partnership. The percent of the Master Partnership owned by the Fund at June 30, 2014 was approximately 96.86%. The Fund's allocated share of each item of the Master Partnership's income and expense is reflected in the accompanying statement of operations. The performance of the Fund is directly affected by the performance of the Master Partnership and is subject to the same risks to which the Master Partnership is subject. Attached are the unaudited interim financial statements of the Master Partnership.

Valuation of investments held by the Master Partnership is discussed in the notes to the Master Partnership's unaudited interim financial statements. The Fund records monthly its proportionate share of the Master Partnership's income, expenses, and realized and unrealized gains and losses. In addition, the Fund accrues its own income and expenses. The Fund records subscriptions and redemptions related to its investment in the Master Partnership on the transaction date.

The investment in affiliated portfolio fund is valued at fair value. Fair values are generally determined utilizing the net asset value ("NAV") provided by, or on behalf of, the underlying investment manager of the affiliated portfolio fund, in accordance with the "practical expedient", as defined by the Accounting Standards Update ("ASU") 2009-12, *Investments in Certain Entities that Calculate Net Asset Value per Share*. The NAV received by, or on behalf of, the underlying investment manager is based on the fair value of the affiliated portfolio fund's underlying investments in accordance with policies established by the affiliated portfolio fund, as described in its financial statements and offering memorandum. The affiliated portfolio fund's strategy is investing in funds. Investment in the affiliated portfolio fund was made in connection with the Investment Manager's deferred incentive fee agreement (the "Deferred Fee Agreement"). Through the Deferred Fee Agreement, the Investment Manager may elect to make deemed investments not directly in the Master Partnership. The resulting net gains or losses of such investments are reflected in the statement of operations and allocated strictly to the deferred compensation payable account reflected in the statement of assets and liabilities.

Fair value is defined as the price that the Fund would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date. The disclosure requirements also establish a framework for measuring fair value, and a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability. The three-tier hierarchy of inputs is summarized below:

- Level 1 – Quoted prices available in active markets/exchanges for identical investments as of the reporting date. The types of assets and liabilities that are classified at this level would include listed investment funds.
- Level 2 – Pricing inputs other than observable inputs including but not limited to prices quoted for similar assets or liabilities in active markets/exchanges or prices quoted for identical or similar assets or liabilities in markets that are not active, and fair value is determined through the use of models or other valuation methodologies. The types of assets and liability that are classified at this level would include non-exchange listed investment funds with immediate liquidity.
- Level 3 – Pricing inputs unobservable for the investment and include activities where there is little, if any, market activity for the investment. The inputs into determination of fair value require significant management judgment and estimation. The types of assets and liabilities that are classified at this level would include non-exchange traded illiquid investment funds.

See attached financial statements of Third Point Offshore Master Fund L.P.

Notes to Financial Statements *continued*

Period ended June 30, 2014

2. Significant Accounting Policies (continued)

Inputs refer broadly to the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk, for example, the risk inherent in a particular valuation technique used to measure fair value including such a pricing model and/or the risk inherent in the inputs to the valuation technique. Inputs may be observable or unobservable.

Observable inputs are inputs that reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from sources independent of the reporting entity. Unobservable inputs are inputs that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The Investment Manager's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment.

The following is a summary of the inputs utilized in valuing the Fund's assets carried at fair value as of June 30, 2014:

Fair Value Measurements at June 30, 2014

	Quoted prices in active markets (Level 1) \$	Significant other observable inputs (Level 2) \$	Significant unobservable inputs (Level 3) \$	Total \$
Assets				
Affiliated Investment Fund	—	—	175,451,597	175,451,597
Total Assets	—	—	175,451,597	175,451,597

During the period ended June 30, 2014, the Fund made no reclassifications of assets or liabilities between Levels 1 and 2.

The following table is a reconciliation of assets the Fund held during the period ended June 30, 2014 at fair value using significant unobservable inputs (Level 3):

Fair Value Measurements using Significant Unobservable Inputs (Level 3)

	January 1, 2014 \$	Transfers into Level 3 \$	Purchases \$	Sales \$	Realized and unrealized gains (losses)* \$	June 30, 2014 \$
Assets						
Affiliated Investment Fund	169,325,343	—	3,500,000	(7,000,000)	9,626,254	175,451,597
Total Assets	169,325,343	—	3,500,000	(7,000,000)	9,626,254	175,451,597
Total change in unrealized gain of fair valued assets using significant unobservable inputs (Level 3) still held at June 30, 2014*						6,231,178

*Total change in realized and unrealized gain on Level 3 financial instruments is included in net realized and unrealized gains on investments in the statement of operations.

See attached financial statements of Third Point Offshore Master Fund L.P.

2. Significant Accounting Policies (continued)

For assets and liabilities that were transferred into Level 3 during the period, gains/(losses) are presented as if the assets or liabilities had been transferred into Level 3 at the beginning of the year; similarly, for assets and liabilities that were transferred out of Level 3 during the year, gains/(losses) are presented as if the assets or liabilities had been transferred out at the beginning of the year. There were no transfers into or out of Level 3 during the period ended June 30, 2014. In addition, the investment in affiliated portfolio fund was valued with observable inputs as of June 30, 2014.

3. Related Party Transactions

Pursuant to the investment management agreement, the Fund pays the Investment Manager a management fee equal to 2% per annum of the net asset value of the Class A, B, C, D, E, F and H shares, and 2.5% per annum of the net asset value of the J Class Shares as of the beginning of each month before the accrual of any incentive fee. The Investment Manager, in its sole discretion, may elect to reduce, waive or calculate differently the management fee with respect to partners, members, employees, affiliates or other related investors of the Investment Manager or the General Partner. For the period ended June 30, 2014, the management fee expense was \$62,953,834 of which \$80,069 was payable at June 30, 2014.

The Fund pays an incentive fee to the Investment Manager, allocated to the General Partner of the Master Partnership, equal to 20% of the annual increase in the aggregate net asset value of each series of Class A, B, C, D, E, F and H shares and 25% of the annual increase in the aggregate net asset value of each series for class J shares (each the "Full Incentive Fee"). The incentive fee is accrued monthly and allocated to the General Partner of the Master Partnership at the end of each fiscal year. The incentive fee is calculated in a manner which ensures that appropriate adjustments are made in order to accommodate the inflows and outflows of capital during the course of each fiscal year resulting from shareholder subscriptions and redemptions. If a particular series depreciates during any fiscal year and during subsequent years there is a profit attributable to such series, the series must recover an amount equal to 2.5 times the amount of depreciation in the prior years before the General Partner of the Master Partnership is entitled to the Full Incentive Fee allocation. Until this occurs, the series will be subject to a reduced incentive fee equal to half of the Full Incentive Fee.

Prior to January 1, 2009 and pursuant to the provisions of the Deferred Fee Agreement, the Investment Manager was able to elect to defer the receipt of all or a portion of the incentive fee, if any, earned with respect to a particular fiscal year, and was able to elect to have a portion or all of the deferred fee invested in either the same manner as the Fund's assets, or in another manner approved by the Fund. The value of such deferred amounts constitutes a liability of the Fund to the Investment Manager. Any amounts invested under the provisions of the Deferred Fee Agreement continue for all purposes to be part of the general assets of the Fund, and the Investment Manager has no property interest in any of such assets. For the period through June 30, 2014, the Investment Manager redeemed \$7,500,000 attributable to deferred compensation earned in prior years. As of June 30, 2014, deferred compensation payable was \$278,932,158 and is scheduled for distribution from the year 2014 through 2017. For the year ended June 30, 2014, the deferred compensation payable appreciated \$17,474,471.

In relation to the Deferred Fee Agreement, the Fund invested in an affiliated portfolio fund during the period ended June 30, 2014. The resulting net gains or losses of such investments are reflected in the statement of operations and allocated strictly to the deferred compensation payable account reflected in the statement of assets and liabilities. The value of the affiliated portfolio fund at June 30, 2014 was \$175,451,597.

Notes to Financial Statements *continued*

Period ended June 30, 2014

4. Share Capital

The Fund has an authorized share capital consisting of \$2,000,000 divided into 200,000,000 participating shares of \$0.01 each. The Fund issues a separate series of shares to those investors who purchase shares as of the first business day of each month. A different series of shares is issued in order to equitably reflect the differing incentive fees attributable to each series because of the differing issue dates throughout the fiscal year. Shares are offered in series at a purchase price of \$100 per share. At June 30, 2014, there were eight outstanding classes (each, a “Class”) of shares: Class A, B, C, D, E, F, H and J, and within each class there is one or more separate series. Each share is equal to every other share of the same series with respect to earnings, assets, dividends and voting privileges. Class E and F are currently offered. Class B, D and F shares will in aggregate participate only up to 10% of profits and losses from “new issues”.

Class A and B shares have monthly redemption rights. Class C, D, E, F, H and J shares have quarterly redemption rights. Redemptions made during the initial subscription year are subject to a redemption fee equal to 5% of the redemption proceeds for Class D, E and H shares. The redemption fee is for the benefit of the Fund and proceeds are allocated on a pro-rata basis to the remaining shareholders. All redemption rights are subject to an overall limit, at the discretion of the Fund’s Board of Directors, of aggregate redemptions in any calendar quarter of 20% of the Fund’s NAV as of the first day of such calendar quarter.

The Board of Directors has the right to create additional classes, series and sub-series for an investor as it determines appropriate in its sole discretion. Each series of a Class will have equal rights and privileges with each other series of that Class.

If at the end of a fiscal year, a series of a class of shares is charged a Full Incentive Fee, the shares of such series may be redesignated and converted on the first business day following the end of the fiscal year into the first series of such class at the prevailing net asset value of such series. No redesignation or conversion shall occur with respect to a series of a class if at the end of a fiscal year such series has not been charged a Full Incentive Fee.

The Fund may invest, directly or indirectly, in equity securities in initial public offerings deemed “new issues” under Rule 5130 of the Financial Industry Regulatory Authority (“FINRA”) Consolidated Rulebook. “New issues” are defined as any initial public offering of an equity, regardless of whether such security is trading at a premium in the secondary market. FINRA members generally may not sell “new issues” to an account, in which certain persons or entities designated as restricted persons have beneficial interest.

The following share capital schedule is condensed to include only those share classes and series relevant to ListCo at June 30, 2014. The Fund shall detail all classes and series in the Fund’s audited annual financial statements for the year ending December 31, 2014.

	Shares Outstanding at January 1, 2014	Shares Exchanged	Shares Redeemed	Shares Outstanding at June 30, 2014	Net Asset Value per Share at June 30, 2014
Class E, Series 9	3,781,368	106,773	(3,879)	3,884,262	\$218.94
Class E, Series 10	390,874	(39,164)	(325)	351,385	176.12
Class E, Series 11	78,784	(78,784)	–	–	–

See attached financial statements of Third Point Offshore Master Fund L.P.

5. Indemnifications

In the normal course of business, the Fund enters into contracts that contain a variety of indemnifications and warranties. The Fund's maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Fund that have not yet occurred. However, the Fund has not had prior claims or losses pursuant to these contracts and expects the risk of loss to be remote. Thus, no amounts have been accrued related to such indemnifications. The Fund also indemnifies the Investment Manager and employees from and against any loss or expense, including, without limitation any judgment, settlement, legal fees and other costs. Any expenses related to this indemnification are reflected in administrative and professional fees in the statement of operations.

6. Financial Highlights

The following table represents the per share operating performance, ratios to average net assets and total return information for the period ended June 30, 2014. The table only includes those share classes and series relevant to ListCo at June 30, 2014. The Fund shall detail representative series for all outstanding classes in the Fund's audited annual financial statements for the year ending December 31, 2014.

	Class E, Series 9	Class E, Series 10	Class E,* Series 11
Per share operating performance			
Net asset value at the beginning of the period	\$205.24	\$159.79	\$198.27
Income from investment operations:			
Net realized and unrealized gain from investments	17.90	19.62	6.15
Net investment loss	(4.20)	(3.29)	(1.41)
Total from investment operations	13.70	16.33	4.74
Net asset value at the end of the period	\$218.94	\$176.12	\$203.01
Total return at end of period	6.67%	10.22%	2.39%
Ratios of expenses to average net assets			
Total expenses before appreciation of deferred compensation	(2.90%)	(2.86%)	(0.97%)
Appreciation of deferred compensation	(0.27%)	(0.26%)	0.03%
Total expenses	(3.17%)	(3.12%)	(0.94%)
Net investment loss	(2.27%)	(2.23%)	(0.68%)

*Financial highlights for Class E, Series 11 has been calculated for the period from January 1, 2014 to February 28, 2014, the date of the final transfer to Class E, Series 9.

The total return and ratios to average net assets of other series in the same share class may vary based on participation in "new issues" and the timing of capital subscriptions and redemptions. The per share information, total return and ratios to average net assets information include the proportionate share of the Master Partnership's income and expenses.

7. Subsequent Events

Subsequent to June 30, 2014, the Fund received subscriptions of \$302.7 million and capital redemption requests of approximately \$30.9 million through September 30, 2014. Subsequent events were evaluated by the Fund's management until August 26, 2014, which is the date the financial statements were issued.

See attached financial statements of Third Point Offshore Master Fund L.P.

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