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BDO Statsautoriseret revisionsaktieselskab
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SUNSTONE MARITIME GROUP A/S

C/O LUND, BOLTONVEJ 7, 2300 KØBENHAVN S

ANNUAL REPORT

1 JANUARY - 31 DECEMBER 2022

The Annual Report has been presented and adopted at the Company's Annual General Meeting on 11 July 2023

Niels-Erik Thamdrup Lund

CVR NO. 14 38 28 44

CONTENTS

COMPANY DETAILS

Company	SunStone Maritime Group A/S c/o Lund, Boltonvej 7 2300 Copenhagen S	
	CVR No.:	14 38 28 44
	Established:	1 April 1990
	Municipality:	Copenhagen
	Financial Year:	1 January - 31 December
Board of Directors	Steen Raagaard Andersen, Chairman Carsten Thamdrup Lund Christian Thamdrup Lund Niels-Erik Thamdrup Lund	
Executive Board	Niels-Erik Thamdrup Lund	
Auditor	BDO Statsautoriseret revisionsaktieselskab Havneholmen 29 1561 Copenhagen V	

MANAGEMENT'S STATEMENT

Today the Board of Directors and Executive Board have discussed and approved the Annual Report of SunStone Maritime Group A/S for the financial year 1 January - 31 December 2022.

The Annual Report is presented in accordance with the Danish Financial Statements Act.

In our opinion the Consolidated Financial Statements and the Annual Financial Statements of the Company give a true and fair view of Group's and the Company's assets, liabilities and financial position at 31 December 2022 and of the results of Group's and the Company's operations for the financial year 1 January - 31 December 2022.

The Management Commentary includes in our opinion a fair presentation of the matters dealt with in the Commentary.

We recommend the Annual Report be approved at the Annual General Meeting.

Copenhagen, 11 July 2023

Executive Board

Niels-Erik Thamdrup Lund

Board of Directors

Steen Raagaard Andersen Chairman	Carsten Thamdrup Lund	Christian Thamdrup Lund

Niels-Erik Thamdrup Lund

INDEPENDENT AUDITOR'S REPORT

To the Shareholder of SunStone Maritime Group A/S

Opinion
We have audited the Consolidated Financial Statements and the Annual Financial Statements of the Company of SunStone Maritime Group A/S for the financial year 1 January - 31 December 2022, which comprise income statement, Balance Sheet, statement of changes in equity, notes and a summary of significant accounting policies. The Consolidated Financial Statements and the Annual Financial Statements of the Company are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the Consolidated Financial Statements and the Annual Financial Statements of the Company give a true and fair view of the assets, liabilities and financial position of the Group or the Company at 31 December 2022 and of the results of the Group and the Parent Company's operations for the financial year 1 January - 31 December 2022 in accordance with the Danish Financial Statements Act.

Basis for Opinion
We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements and the Annual Financial Statements of the Company" section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), together with the ethical requirements that are relevant to our audit of the financial statements in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Management's Responsibilities for the Consolidated Financial Statements and the Annual Financial Statements of the Company
Management is responsible for the preparation of Consolidated Financial Statements and the Annual Financial Statements of the Company that give a true and fair view in accordance with the Danish Financial Statements Act and for such Internal control as Management determines is necessary to enable the preparation of Consolidated Financial Statements and the Annual Financial Statements of the Company that are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Financial Statements and the Annual Financial Statements of the Company, Management is responsible for assessing the Group's and the Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the Consolidated Financial Statements and the Annual Financial Statements of the Company unless Management either intends to liquidate the Group or the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements and the Parent Company Financial Statements
Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements and the Annual Financial Statements of the Company as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements and the Annual Financial Statements of the Company.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements and the Annual Financial Statements of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Parent Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the Consolidated Financial Statements and the Annual Financial Statements of the Company and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Parent Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements and the Annual Financial Statements of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and the Parent Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the Consolidated Financial Statements and the Annual Financial Statements of the Company, including the disclosures, and whether the Consolidated Financial Statements and the Annual Financial Statements of the Company represent the underlying transactions and events in a manner that gives a true and fair view.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

INDEPENDENT AUDITOR'S REPORT

Statement on Management Commentary
Management is responsible for Management Commentary.

Our opinion on the Consolidated Financial Statements and the Annual Financial Statements of the Company does not cover Management Commentary, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements and the Annual Financial Statements of the Company, our responsibility is to read Management Commentary and, in doing so, consider whether Management Commentary is materially inconsistent with the Consolidated Financial Statements and the Annual Financial Statements of the Company or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether Management Commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that Management Commentary is in accordance with the Consolidated Financial Statements and the Annual Financial Statements of the Company and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of Management Commentary.

Copenhagen, 11 July 2023

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CVR no. 20 22 26 70

Morten Christensen	Søren Søndergaard Jensen
State Authorised Public Accountant	State Authorised Public Accountant
MNE no. mne35626	MNE no. mne32069

Principal activities
The Group's primary activity is to be owner and part owner in expedition cruise vessels. Further, the Group's activities consist of consulting in connection with buying, selling and chartering of oceangoing passenger ships and investing in securities and other financial instruments.

Description of material changes in the entity's activities
During the financial year SunStone Maritime Group A/S has entered into several agreements, which has streamlined its organizational setup. This includes:

Sale of Ocean Odyssey, Net Assets and Ownership
With effect from delivery of the vessel on 21 October 2022 vessel shipyard prepayments and related net assets were sold from Ocean Odyssey Owner Ltd. to OOD Owner Lda, a newly incorporated company in Madeira. At the same time SunStone Maritime Group A/S' ownership was sold to Achieva Cruise Holdings S.A. OOD Owner Lda has the vessel on a 15-year Bareboat contract from the Owner Sea Lion Ten Limited

Sale of Sylvia Earle, Net Assets and Ownership
With effect from delivery of the vessel on 21 October 2022 vessel shipyard prepayments and related net assets were sold from Sylvia Earle Owner Ltd. to SYL Owner Lda, a newly incorporated company in Madeira. At the same time SunStone Maritime Group A/S' ownership was sold to Achieva Cruise Holdings S.A. Further, the ownership in the vessel owning company was lowered to 50%. SYL Owner Lda has the vessel on a 15-year Bareboat contract from the Owner Sea Lion Ten Limited

Sale of Greg Mortimer, Net Assets and Ownership
With effect from 18 November 2022 the vessel Greg Mortimer and related net assets were sold from Greg Mortimer Owner Ltd. to GMM Owner Lda, a newly incorporated company in Madeira. At the same time SunStone Maritime Group A/S' ownership was sold to Achieva Cruise Holdings S.A. Further, the ownership in the vessel owning company was lowered to 50%. Simultaneously with the sale the vessel was reflagged to the Portuguese flag and was refinanced from China Merchants Industry Holding to Centennial Bank.

Shipbuilding contract
On 30 December 2022 the Company Ocean Discoverer Owner Lda entered into a novation agreement with Ocean Discoverer Owner Ltd. regarding the shipbuilding contract on Infinity Class vessel number seven. At the same time the ownership in the vessel owning Company was lowered to 30%.

Uncertainty with respect to going concern
The market recovery following the COVID-19 period is still causing challenges for the Expedition Cruise niche market.

The Company is, after the vessels have started normal operations, in a situation whereby COVID uncertainties should be minimal going forward.

Based on the above Management believes that the financial statements are appropriately prepared based on the going concern principle.

Development in activities and financial and economic position
All the Company's vessels were back in service for the 2022 summer season. Due to the COVID-19 period the start-up prior to the summer season was not without issues, and the Company had to accommodate its Charterers with certain Charter Hire credits and additional crew onboard the vessels to make sure that the operation could be performed according to the agreed terms.

With effect from 25 January 2022 the Company changed its name to SunStone Maritime Group A/S.

In February the Group's associated company Danish Cruise Holdings ApS refinanced its loan portfolio to strengthen its financial position.

In July the associated company Quest Partners Ltd. sold the vessel M/V Quest to its Bareboat Charterers. Quest Partners Ltd. will be dissolved during 2023.

Development in activities and financial and economic position (continued)

In September the yacht owned by the associated company Equinox Ship Ltd. was sold. Equinox Ship Ltd. was dissolved in April 2023.

In October the subsidiaries TN Cruise K/S and Komplementarselskabet TN Cruise ApS were dissolved following the sale of Sea Spirit from Denmark to Madeira.

In December 2022 the Group's associated company Danish Cruise Holdings ApS sold the three management companies CMI Leisure, Unipessoal S.A., CMI Leisure Management Inc. and Cruise Management International Inc. to Anglo-Eastern International Shipmanagement Ltd.

There have been no other major changes to the Balance Sheet composition during the year except for normal operational changes.

Profit/loss for the year compared to the expected development

As a result of the spread of the COVID-19 virus, economic uncertainties arose during 2020. These uncertainties continued in 2021 and 2022 and negatively impacted net profit.

The Group’s result for the year amounted to negative USD ('000) 160, which is considered unsatisfactory.

The Group’s result for 2022 is negatively impacted by investments in associates but positively impacted by unrealized currency gains.

Significant events after the end of the financial year

In May the subsidiary SMA Madeira, S.A. and the associated company SSM, Unipessoal S.A. changed their names to SunStone Marine Advisors, S.A. and SunStone Ship Management, Unipessoal S.A. respectively. Further in May, the vessel Sea Spirit was refinanced with a loan from Centennial Bank.

In May, Vantage Travel Service Inc. (Vantage), the time charterer of Ocean Explorer and Ocean Odyssey, decided, due to financial difficulties, to cancel its future cruises on both vessels. The vessels are currently laid up in Caen, France. Vantage has the two vessels on long term time charter contracts from the companies Explorer BBHP Owner Ltd. and Odyssey BBHP Owner Ltd., which are both associated companies of the Group. The two BBHP companies have the vessels in on long term bareboat contracts from the Owning companies Ocean Explorer Owner Ltd. and OOD Owner Lda. which are owned by the Company and Achieva Cruise Holdings S.A. respectively.

As Vantage has not paid time charter hire, the BBHP companies have not been able to pay bareboat hire to the Owning companies. After Vantage decided to discontinue time charter hire payments the Owning companies have been funded by the Group through inter-company loans to enable the Owning companies to honor loan payments to China Merchants and lease payments to Sea Lion Ten on Ocean Explorer and Ocean Odyssey respectively. The payment failures of Vantage have put the BBHP companies in a position where they are entitled to terminate the time charter contracts, and the Owners in a position where they are entitled to terminate the bareboat charter contracts.

The Company has during the last couple of months been in discussions with the other shareholder in the BBHP companies, but as this shareholder is also the owner of Vantage it has not been possible to come to an agreement on the bareboat hire payments due to the Owning companies. Based on the substantial receivable from the BBHP companies, who have no future income, the Owning companies have terminated the bareboat charter contracts and the owners are now attempting to find other Charterers and/or attract other potential investors.

The Company has identified and been in discussions with potential Charterers. The Company does not anticipate difficulties in chartering the vessels out for a term comparable to the current time charters, which will fully amortize the China Merchants and Sea Lion Ten financing arrangements. Inspections of the vessels have taken place already. Further, the charter rate with any such Charterer is likely to be higher than that under the current agreements. The Company has also had discussions with potential Investors who would be willing to invest in a company setup acquiring the vessels at an agreed price.

Significant events after the end of the financial year (continued)
In early July 2023 the Company finalized negotiations with one investor who, under certain conditions, wishes to take an ownership interest in the vessels and provide the funding needed until both vessels can be delivered into new charter agreements.

It is crucial for the Group to preserve the value of its equitable interest in the vessels and that the obligations of the Owning companies are managed. As a cash flow precaution, the Company is in contact with China Merchants and Sea Lion Ten to reach agreements on moratorium on principal payments until the vessels are back in service. The Group has provided support to the Owning companies through inter-company and shareholder loans until the end of June 2023. The total exposure in a worst-case scenario with no agreements in place China Merchants and Sea Lion Ten could repossess and sell the vessels and potentially leave the Group with a loss on its provided shareholder loans and equity investments not exceeding USD 17 million. The Company does not anticipate this to be a possible outcome as the financing providers assumably have no intentions of being vessel owners.

The Company is committed to finding alternative employment for the two vessels and finds it highly likely that a solution will be found within the next 1-3 months.

No other events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

Future expectations
Following the COVID-19 period the market recovery has been slow and is still causing challenges for the Expedition Cruise niche market. It is expected though that the 2023 season will be good mainly driven by pent-up demand and the desire to travel again.

The Company has a positive outlook for 2023. The Company continues to focus on obtaining long-term contracts for its vessels and on its unique competence within its niche market. Management expects a positive result for 2023.

INCOME STATEMENT 1 JANUARY - 31 DECEMBER

	Note	Group 2022 USD	Group 2021 USD	Parent Company 2022 USD	Parent Company 2021 USD
NET REVENUE		**24.363.555**	**13.947.260**	**604.084**	**155.762**
Cost of sales		-148.949	-126.401	0	0
Other operating income		3.866.790	4.613.668	0	0
Other external expenses		-8.375.986	-3.761.622	-288.952	-299.086
GROSS PROFIT/LOSS		**19.705.410**	**14.672.905**	**315.132**	**-143.324**
Staff costs	1	-6.420.077	-2.794.830	-120.547	0
Depreciation, amortisation and impairment losses		-3.871.921	-4.584.104	0	0
OPERATING PROFIT		**9.413.412**	**7.293.971**	**194.585**	**-143.324**
Income from investments in subsidiaries and associates		-4.754.190	-829.928	1.343.677	3.556.155
Other financial income		5.669.529	3.632.022	2.028.126	2.301.652
Other financial expenses		-10.508.415	-4.906.594	-4.126.667	-829.762
LOSS BEFORE TAX		**-179.664**	**5.189.471**	**-560.279**	**4.884.721**
Tax on profit/loss for the year	2	20.100	25.139	83.457	-9.599
LOSS FOR THE YEAR		**-159.564**	**5.214.610**	**-476.822**	**4.875.122**

PROPOSED DISTRIBUTION OF PROFIT

	Group 2022 USD	Group 2021 USD	Parent Company 2022 USD	Parent Company 2021 USD
Proposed dividend for the year	0	1.000.000	0	1.000.000
Allocation to reserve for net revaluation under the equity method	0	0	1.343.677	3.556.155
Retained earnings	-476.822	6.002.363	-1.820.499	318.967
Minority share	317.258	-1.787.753	0	0
TOTAL	**-159.564**	**5.214.610**	**-476.822**	**4.875.122**

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BALANCE SHEET AT 31 DECEMBER

ASSETS	Note	Group 2022 USD	Group 2021 USD	Parent Company 2022 USD	Parent Company 2021 USD
Intangible fixed assets acquired		30.286	0	0	0
Intangible assets	3	**30.286**	**0**	**0**	**0**
Land and buildings		5.444.481	4.802.404	0	0
Ships		12.402.183	65.946.015	0	0
Tangible fixed assets in progress and prepayment		0	12.055.485	0	0
Property, plant and equipment	4	**17.846.664**	**82.803.904**	**0**	**0**
Investments in subsidiaries		0	0	45.133.606	27.599.014
Investments in associates		11.750.892	7.748.729	11.656.182	5.885.570
Receivables from Group companies		0	0	21.196	8.620.347
Receivables from associated enterprises		136.664.053	82.362.041	6.322.376	18.669.226
Rent deposit and other receivables		222.698	935.157	222.698	935.157
Financial non-current assets	5	**148.637.643**	**91.045.927**	**63.356.058**	**61.709.314**
NON-CURRENT ASSETS		**166.514.593**	**173.849.831**	**63.356.058**	**61.709.314**
Trade receivables		1.467.070	1.737.813	0	0
Deferred revenue		6.412.509	5.563.010	0	0
Other receivables		1.092.338	282.028	6.604	17.537
Corporation tax receivable		0	151.225	0	62.160
Prepayments	6	1.003.194	1.292.080	0	0
Receivables	7	**9.975.111**	**9.026.156**	**6.604**	**79.697**
Other securities and equity investments	8	7.362.312	9.829.174	7.362.312	9.829.174
Current investments		**7.362.312**	**9.829.174**	**7.362.312**	**9.829.174**
Cash and cash equivalents		**1.031.662**	**8.061.006**	**727.187**	**725.085**
CURRENT ASSETS		**18.369.085**	**26.916.336**	**8.096.103**	**10.633.956**
ASSETS		**184.883.678**	**200.766.167**	**71.452.161**	**72.343.270**

BALANCE SHEET AT 31 DECEMBER

EQUITY AND LIABILITIES	Note	Group 2022 USD	Group 2021 USD	Parent Company 2022 USD	Parent Company 2021 USD
Share capital		120.499	120.499	120.499	120.499
Reserve for net revaluation under the equity method		0	0	11.010.297	13.554.471
Retained earnings		48.899.739	47.298.045	37.889.442	33.743.574
Proposed dividend		0	1.000.000	0	1.000.000
Minority shareholders		-498.931	3.120.688	0	0
EQUITY		**48.521.307**	**51.539.232**	**49.020.238**	**48.418.544**
Provision for deferred tax		143.952	143.952	143.952	143.952
PROVISIONS		**143.952**	**143.952**	**143.952**	**143.952**
Bank loan		94.916.033	91.451.993	0	0
Prepayments received from customers		0	11.069.088	0	0
Payables to group enterprises		0	0	0	579.418
Payables to owners and management		699.545	1.345.980	498.577	1.345.980
Other non-current liabilities		646.434	8.892.966	646.434	1.032.005
Accruals and deferred income		5.496.125	3.646.150	0	0
Non-current liabilities	9	**101.758.137**	**116.406.177**	**1.145.011**	**2.957.403**
Bank loan		20.436.431	17.891.276	7.535.506	7.569.797
Prepayments from customers		2.545.142	5.865.998	0	0
Trade payables		520.162	851.774	0	0
Debt to Group companies		0	0	13.071.115	12.769.670
Corporation tax payable		84.678	83.457	0	0
Other liabilities		10.484.806	7.777.301	536.339	483.904
Deposits		0	207.000	0	0
Deferred income		389.063	0	0	0
Current liabilities		**34.460.282**	**32.676.806**	**21.142.960**	**20.823.371**
LIABILITIES		**136.218.419**	**149.082.983**	**22.287.971**	**23.780.774**
EQUITY AND LIABILITIES		**184.883.678**	**200.766.167**	**71.452.161**	**72.343.270**
Contingencies	10				
Charges and securities	11				
Related parties	12				
Significant events after the end of the financial year	13				

EQUITY

	Group				
	Share capital	Retained earnings	Proposed dividend	Minority shareholders	Total
Equity at 1 January 2022	120.499	47.298.045	1.000.000	3.120.688	51.539.232
Proposed profit allocation		-476.822		317.258	-159.564
Transactions with owners					
Dividend paid			-1.000.000		-1.000.000
Additions/disposals relating to equity by mergers and acquisitions		278.635		-278.635	0
Other legal bindings					
Other adjustments to equity value		1.799.881			1.799.881
Other adjustments				-3.658.242	-3.658.242
Equity at 31 December 2022	**120.499**	**48.899.739**	**0**	**-498.931**	**48.521.307**

	Parent Company				
	Share capital	Reserve for net revaluati-on under the equity method	Retained earnings	Proposed dividend	Total
Equity at 1 January 2022	120.499	13.554.471	33.743.574	1.000.000	48.418.544
Proposed profit allocation		1.343.677	-1.820.499		-476.822
Transactions with owners					
Dividend paid				-1.000.000	-1.000.000
Other legal bindings					
Other adjustments to equity value			2.078.516		2.078.516
Transfers					
Allowed equalization		-3.887.851	3.887.851		0
Equity at 31 December 2022	**120.499**	**11.010.297**	**37.889.442**	**0**	**49.020.238**

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	Group 2022 USD	Group 2021 USD	Parent Company 2022 USD	Parent Company 2021 USD	Note
Staff costs					1
Average number of employees	73	31	1	1	
Wages and salaries	5.365.834	2.443.268	99.629	0	
Pensions	21.037	6.611	0	0	
Social security costs	35.342	18.228	0	0	
Other staff costs	997.864	326.723	20.918	0	
	6.420.077	**2.794.830**	**120.547**	**0**	
Tax on profit/loss for the year					2
Calculated tax on taxable income of the year	-20.100	-34.738	-83.457	0	
Adjustment of tax in previous years	0	9.599	0	9.599	
	-20.100	**-25.139**	**-83.457**	**9.599**	

Intangible assets 3

	Group: Intangible fixed assets acquired
Cost at 1 January 2022	0
Additions	30.286
Cost at 31 December 2022	**30.286**
Carrying amount at 31 December 2022	**30.286**

Property, plant and equipment 4

	Group: Land and buildings	Group: Production plant and machinery	Group: Tangible fixed assets in progress and prepayment
Cost at 1 January 2022	4.874.623	80.191.841	12.055.485
Transferred	0	0	-131.370.120
Additions	853.808	479.808	119.656.299
Disposals	0	-57.281.676	-341.664
Cost at 31 December 2022	**5.728.431**	**23.389.973**	**0**
Depreciation and impairment losses at 1 January 2022	72.219	14.245.826	
Reversal of depreciation of assets disposed of	0	-6.918.226	
Depreciation for the year	211.731	3.660.190	
Depreciation and impairment losses at 31 December 2022	**283.950**	**10.987.790**	
Carrying amount at 31 December 2022	**5.444.481**	**12.402.183**	**0**

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Note

Financial non-current assets 5

	Group		
	Investments in subsidiaries	Investments in associates	Receivables from Group companies
Cost at 1 January 2022	0	9.894.576	0
Transferred	0	-1.672	0
Additions	0	12.935.893	0
Disposals	0	-882.520	0
Cost at 31 December 2022	**0**	**21.946.277**	**0**
Revaluation at 1 January 2022	0	-2.145.847	0
Dividend	0	-2.700.000	0
Profit/loss for the year	0	-4.383.021	0
Other adjustments	0	-966.517	0
Revaluation at 31 December 2022	**0**	**-10.195.385**	**0**
Carrying amount at 31 December 2022	**0**	**11.750.892**	**0**

	Group	
	Receivables from associated enterprises	Rent deposit and other receivables
Cost at 1 January 2022	84.265.407	935.157
Transferred	50.469	0
Additions	66.889.508	0
Disposals	-13.352.869	-712.459
Cost at 31 December 2022	**137.852.515**	**222.698**
Revaluation at 1 January 2022	-1.903.366	0
Revaluation and impairment losses for the year	-256.650	0
Other adjustments	971.554	0
Revaluation at 31 December 2022	**-1.188.462**	**0**
Carrying amount at 31 December 2022	**136.664.053**	**222.698**

NOTES

Note

Fixed asset investments (continued) 5

	Parent Company		
	Investments in subsidiaries	Investments in associates	Receivables from Group companies
Cost at 1 January 2022	12.027.020	7.903.093	9.142.588
Transferred	0	0	1.213.564
Additions	18.855.369	12.605.245	452.740
Disposals	-5.611.235	0	-10.786.970
Cost at 31 December 2022	**25.271.154**	**20.508.338**	**21.922**
Revaluation at 1 January 2022	15.571.994	-2.017.523	-522.241
Dividend	0	-2.700.000	0
Profit/loss for the year	4.403.800	-3.168.116	0
Revaluation and impairment losses for the year	0	0	364.641
Other adjustments	-113.342	-966.517	156.874
Revaluation at 31 December 2022	**19.862.452**	**-8.852.156**	**-726**
Carrying amount at 31 December 2022	**45.133.606**	**11.656.182**	**21.196**

	Parent Company	
	Receivables from associated enterprises	Rent deposit and other receivables
Cost at 1 January 2022	20.572.592	935.157
Transferred	50.469	0
Additions	240.648	0
Disposals	-13.352.871	-712.459
Cost at 31 December 2022	**7.510.838**	**222.698**
Revaluation at 1 January 2022	-1.903.366	0
Revaluation and impairment losses for the year	-256.650	0
Other adjustments	971.554	0
Revaluation at 31 December 2022	**-1.188.462**	**0**
Carrying amount at 31 December 2022	**6.322.376**	**222.698**

NOTES

Note

Fixed asset investments (continued) 5
Investments in subsidiaries

Name and domicil	Ownership
Greg Mortimer Owner Ltd.,	50.02 %
Sylvia Earle Owner Ltd.,	50.02 %
Ocean Explorer Owner Ltd.,	100 %
Ocean Odyssey Owner Ltd.,	100 %
Ocean Discoverer Owner Ltd.,	50.04 %
SunStone Bahamas Ltd.,	100 %
Maritime Holdings Group Inc.,	51 %
Scanmar Ltd.,	100 %
SunStone Ships Inc.,	100 %
Sea.S Owner, Unipessoal Lda,	100 %
SMA Madeira, S.A.,	51 %
SSM, Unipessoal S.A.,	100 %
OOD Owner Lda,	100 %

Investments in associates

Name and domicil	Ownership
Danish Cruise Holdings ApS,	33.3 %
Quest Partners Ltd.,	50 %
Explorer BBHP Owner Ltd.,	45 %
Odyssey BBHP Owner Ltd.,	40 %
Ocean Discoverer Owner Lda,	50 %
Achieva Cruise Holdings S.A.,	20 %
O. Nova Owner, Lda,	50 %
SYL Owner Lda,	50 %
GMM Owner Lda,	50 %
Questowner, Lda,	50 %

	Group		Parent Company		Note
	2022 USD	2021 USD	2022 USD	2021 USD	
Prepayments					6
Insurances	48.522	94.640	0	0	
Costs	954.672	1.197.112	0	0	
	1.003.194	**1.291.752**	**0**	**0**	

Prepayments includes deferred revenue.

	Group 2022 USD	Group 2021 USD	Parent Company 2022 USD	Parent Company 2021 USD	Note
Receivables falling due after more than one year					7
Deferred revenue	4.980.155	5.563.010	0	0	
	4.980.155	**5.563.010**	**0**	**0**	

NOTES

Note

Other securities and equity investments 8

The carrying amount of current investments includes securities measured at fair value by the following amounts:

	Group
	Listed bonds
Fair value at 31 December 2022	7.362.312
Value adjustment in the year recognised in the Income Statement	-2.466.862

Long-term liabilities 9

	Group			
	31/12 2022 total liabilities	Repayment next year	Debt outstanding after 5 years	31/12 2021 total liabilities
Bank loan	104.866.958	9.950.925	58.527.191	98.730.733
Prepayments received from customers	0	0	0	11.069.088
Payables to owners and management	699.545	0	0	1.345.980
Other non-current liabilities	646.434	0	0	8.892.966
Accruals and deferred income	5.885.188	389.063	3.536.436	3.646.150
	112.098.125	**10.339.988**	**62.063.627**	**123.684.917**

	Parent Company			
	31/12 2022 total liabilities	Repayment next year	Debt outstanding after 5 years	31/12 2021 total liabilities
Payables to group enterprises	0	0	0	579.418
Payables to owners and management	498.577	0	0	1.345.980
Other non-current liabilities	646.434	0	0	1.032.005
	1.145.011	**0**	**0**	**2.957.403**

NOTES

Note

Contingencies 10

Contingent liabilities

Group
SunStone Maritime Group A/S has entered into a subscription agreement with a charitable organization in 2015 for a total amount of USD 805,412 with USD 222,698 remaining to be paid in equal amounts over the next three years.

The Parent has issued letters of support to a number of subsidiaries.

The Group has entered into a shipbuilding contract with the Chinese Shipyard, China Merchants Industry Holdings Co., Ltd. The shipbuilding contract concerns the construction of one Expedition Vessels. The Expedition vessel will be delivered in 2025. As part of the shipbuilding activity the Group is obligated to pay installments of total USD 14.7 million during the construction period. As of 31 December 2022, no payments have been made. The Group expects that external financing will be obtained to partly cover the installment payments.

Parent
SunStone Maritime Group A/S has entered into a subscription agreement with a charitable organization in 2015 for a total amount of USD 805,412 with USD 222,698 remaining to be paid in equal amounts over the next three years.

The Parent has issued letters of support to the following subsidiaries:
Sea.S Owner Unipessoal Lda.

and to the following associated companies:
Danish Cruise Holdings ApS and Subsidiaries, 0.Nova Owner Lda, GMM Owner Lda and SYL Owner Lda.

Charges and securities 11

Group
The following has been provided as collateral for bank loans with an unpaid balance of USD ('000) 69,437 as of 31 December 2022.

- Land and buildings. The book value of land and buildings amounts to USD ('000) 4,593 as of 31 December 2022.
- The Group's securities. The book value of securities amounts to USD ('000) 7,362 as of 31 December 2022.
- Mortgage deed registered to the vessel owners. The book value of vessels amounts to USD ('000) 64,748 as of 31 December 2022.
- Assignment of the insurance amount of the vessels.

Parent
The following has been provided as collateral for bank loans with an unpaid balance of USD ('000) 7,535 as of 31 December 2022.

- The Company's securities. The book value of securities amounts to USD ('000) 7,362 as of 31 December 2022.

NOTES

Note

Related parties 12

Other related parties having permed transactions with the company
The company's related parties having a significant influence comprise owners, subsidiaries as well as the companies' Board of Directors, Board of Executives and executive officers and their relatives. Related parties include also companies in which the above mentioned group of persons has material interests.

Transactions with related parties
The Company did not carry out any material transactions that were not concluded on market conditions. According to section 98c, subsection 7 of the Danish Financial Statements Act information is given only on transactions that were not performed on common market conditions.

NOTES

Note

Significant events after the end of the financial year 13

In May, Vantage Travel Service Inc. (Vantage), the time charterer of Ocean Explorer and Ocean Odyssey, decided, due to financial difficulties, to cancel its future cruises on both vessels. The vessels are currently laid up in Caen, France. Vantage has the two vessels on long term time charter contracts from the companies Explorer BBHP Owner Ltd. and Odyssey BBHP Owner Ltd., which are both associated companies of the Group. The two BBHP companies have the vessels in on long term bareboat contracts from the Owning companies Ocean Explorer Owner Ltd. and OOD Owner Lda. which are owned by the Company and Achieva Cruise Holdings S.A. respectively.

As Vantage has not paid time charter hire, the BBHP companies have not been able to pay bareboat hire to the Owning companies. After Vantage decided to discontinue time charter hire payments the Owning companies have been funded by the Group through inter-company loans to enable the Owning companies to honor loan payments to China Merchants and lease payments to Sea Lion Ten on Ocean Explorer and Ocean Odyssey respectively. The payment failures of Vantage have put the BBHP companies in a position where they are entitled to terminate the time charter contracts, and the Owners in a position where they are entitled to terminate the bareboat charter contracts.

The Company has during the last couple of months been in discussions with the other shareholder in the BBHP companies, but as this shareholder is also the owner of Vantage it has not been possible to come to an agreement on the bareboat hire payments due to the Owning companies. Based on the substantial receivable from the BBHP companies, who have no future income, the Owning companies have terminated the bareboat charter contracts and the owners are now attempting to find other Charterers and/or attract other potential investors. The company has no intention of putting the vessels up for sale.

It is crucial for the Group to preserve the value of its equitable interest in the vessels and that the obligations of the Owning companies are managed. As a cash flow precaution, the Company is in contact with China Merchants and Sea Lion Ten to reach agreements on moratorium on principal payments until the vessels are back in service. The Group has provided support to the Owning companies through inter-company and shareholder loans until the end of June 2023. The total exposure in a worst-case scenario with no agreements in place China Merchants and Sea Lion Ten could repossess and sell the vessels and potentially leave the Group with a loss on its provided shareholder loans and equity investments not exceeding USD 17 million. The Company does not anticipate this to be a possible outcome as the financing providers assumably have no intentions of being vessel owners.

The Company is committed to finding alternative employment for the two vessels and finds it highly likely that a solution will be found within the next 1-3 months.

No other events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

ACCOUNTING POLICIES

The Annual Report of SunStone Maritime Group A/S for 2022 has been presented in accordance with the provisions of the Danish Financial Statements Act for enterprises in reporting class B and certain provisions applying to reporting class C.

The figures in the Annual Report are presented in USD because this currency is regarded as the most relevant as the main part of the Company's activities are settled in this currency. The exchange rate of USD against DKK is 6.97 at 31 December 2022 and 6.56 at 31 December 2021.

The Annual Report is prepared consistently with the accounting principles applied last year.

Consolidated Financial Statements
The Consolidated Financial Statements include the Parent Company SunStone Maritime Group A/S and the subsidiaries in which SunStone Maritime Group A/S directly or indirectly holds more than 50% of the voting rights or in any other way has a controlling influence. Enterprises in which the Group holds between 20% and 50% of the voting rights and exercises significant, but not controlling influence, are considered associates, see the Group structure.

The Consolidated Financial Statements consolidate the Financial Statements of the Parent Company and the subsidiaries by combining uniform accounts items. Intercompany income and expenses, shareholdings, intercompany accounts and dividend, and realised and unrealised gains and losses arising from transactions between the consolidated enterprises are fully eliminated in the consolidation.

Newly acquired or established enterprises are recognised in the Consolidated Financial Statements from the date of acquisition. Sold or wound up enterprises are recognised in the Consolidated Income Statement up to the date of disposal. Comparative figures are not adjusted for newly acquired, sold or wound up enterprises.

The date of acquisition is the date at which the Group gains actual control over the acquired enterprises.

Positive differences (goodwill) between the acquisition value and fair value of acquired and identified assets and liabilities are recognised in intangible fixed assets as goodwill and amortised systematically in the Income Statement under an individual assessment of the useful life.

Investments in subsidiary enterprises are set off by the proportional share of the subsidiaries' fair value of net assets and liabilities at the acquisition date.

Minority interests
The accounting items of the subsidiaries are recognised in full in the Consolidated Financial Statements. The minority interests' proportional share of the results and equity of the subsidiaries is stated as separate items in the allocation of profit/loss and equity, respectively.

ACCOUNTING POLICIES

INCOME STATEMENT

Net revenue
Revenue from time charters is recognized over the duration of the charters, further revenue include fees as a result of lay-up agreements with charterers.

Revenue from hotel concession, purchases on board and the services rendered as acting technical manager is recognized in the income statement, when the delivery and services are provided to the buyer.

Net revenue is recognised exclusive of VAT and less duties and discounts related to the sale.

Other operating income
Other operating income includes items of a secondary nature in relation to the Group's and the Company's activities. In addition, profit from sale of intangible and tangible fixed assets as well as business interruption and conflict compensations are included. Compensations are recognised when the income is deemed to be realisable.

Cost of sales
Cost of sales comprise costs incurred to achieve the net revenue for the year, including direct and indirect costs of raw materials and consumables.

Other external expenses
Other external expenses include other production, sales, delivery and administrative costs, including costs of energy, marketing, premises, loss on bad debts, lease expenses, etc

Staff costs
Staff costs comprise wages and salaries, including holiday pay and pensions, and other costs of social security etc., for the Group and the Parent Company's employees. Repayments from public authorities are deducted from staff costs.

Income from investments in subsidiaries and associates
The proportional share of the results of subsidiaries and associates, stated according to the Parent Company's accounting policies and with full elimination of unrealised intercompany profits/losses and deduction of amortisation of added value and goodwill resulting from purchase price allocation at the date of acquisition, is recognised in the Parent Company's Income Statement.

In connection with transfers, potential profits are recognised when the economic rights related to the sold subsidiaries and associates are transferred, however, at the earliest when the profit has been realised or is regarded as realisable. Moreover, realised losses other than impairments are included where identified.

Financial income and expenses
Financial income and expenses include interest income and expenses, financial expenses of finance leases, realised and unrealised gains and losses arising from securities, debt and transactions in foreign currencies, as well as charges and allowances under the tax-on-account scheme, etc. Financial income and expenses are recognised by the amounts that relate to the financial year. Interest income and expenses are calculated on amortised cost prices.

Tax
The tax for the year, which consists of the current tax for the year and changes in deferred tax, is recognised in the Income Statement by the share that may be attributed to the profit for the year, and is recognised directly in equity by the share that may be attributed to entries directly to equity.

ACCOUNTING POLICIES

BALANCE SHEET

Intangible fixed assets
Patents and licences are measured at the lower of cost less accumulated amortisation and the recoverable amount. Patents are amortised over the remaining patent period and licences are amortised over the period of the agreement, however, no more than 8 years.

Profit or loss from sale of intangible fixed assets is calculated at the difference between the sales price and the carrying amount at the time of the sale. Profit and loss are recognised in the Income Statement under other operating income or other operating expenses.

Tangible fixed assets
Land and buildings, ships, other plant, fixtures and equipment are measured at cost less accumulated depreciation and impairment losses.

The depreciation base is cost less estimated residual value after end of useful life.

The cost includes the acquisition price and costs incurred directly in connection with the acquisition until the time when the asset is ready to be used.

Straight-line depreciation is provided on the basis of an assessment of the expected useful lives of the assets and their residual value:

	Useful life	Residual value
Buildings	25-40 years	0 %
Ships	10-25 years	2 %
Other plant, fixtures and equipment	4 years	0 %

Dry docking expenses are capitalized and depreciated over a period of 30 months.

Ships are written down to the lower of recoverable amount and carrying amount. Estimated useful lives and residual values are reassessed annually.

Items of ships are written down to the lower of recoverable amount and carrying amount.

Profit or loss on sale of tangible fixed assets is stated as the difference between the sales price less selling costs and the carrying amount at the date of sale. Profit or loss is recognised in the Income Statement as other operating income or other operating expenses.

Financial non-current assets
Investments in Equity interests in subsidiaries and associates are measured in the Parent Company Balance Sheet under the equity method, which is regarded as a method of measuring/consolidation.

Equity investments in subsidiaries and associates are measured in the Balance Sheet at the proportional share of the enterprises' carrying equity value, calculated in accordance with the Parent Company's accounting policies with deduction or addition of unrealised intercompany profits or losses and with addition or deduction of the residual value of positive or negative goodwill calculated according to the acquisition method. Negative goodwill is recognised in the Income Statement when the equity interest is acquired. Where the negative goodwill is related to acquired contingent liabilities, the negative goodwill will be recognised as income when the contingent liabilities have been settled or cease.

ACCOUNTING POLICIES

Acquired enterprises are subject to the acquisition method, reassessing all identified assets and liabilities to fair value at the acquisition date. The fair value is calculated based on acquisitions made in an active market, alternatively calculated using generally accepted valuation models. A discounted cash flow model is used to calculate the fair value of investment properties based on a discounted cash flow of future earnings. Operating equipment is recognised at fair value based on an assessor's opinion, based on an overall assessment of the production equipment. The acquisition date is the date on which the Company gains actual control over the acquired entity.

Consolidated goodwill is amortised over the expected useful life, which is determined on the basis of Management's experience within the individual lines of business. Consolidated goodwill is amortised on a straightline basis over the amortisation period, which is 10 years. The amortisation period is determined on the basis of an assessment of the acquired entity's market position and earnings profile, and the industry specific condition.

Net revaluation of equity interests in subsidiaries and associates is transferred under equity to reserve for net revaluation under the equity value method to the extent that the carrying amount exceeds the acquisition value.

Subsidiaries and associates with a negative carrying equity value are measured to DKK 0 and any amounts due from these enterprises are written down to the extent that it is deemed to be irrecoverable. If the carrying negative equity value exceeds receivables, the residual amount is recognised under provision for liabilities to the extent that the Company has a legal or actual liability to cover the subsidiaries and associates deficit.

Impairment of fixed assets
The carrying amount of intangible fixed and tangible assets together with fixed assets, which are not measured at fair value,, are assessed annually for indications of impairment other than that reflected by amortisation and depreciation.

In the event of impairment indications, an impairment test is made for each asset or group of assets, respectively. If the recoverable amount is lower than the carrying amount, the asset is written down to the recoverable amount.

The recoverable amount is calculated at the higher of the capital value and the sales value less expected costs of a sale. The capital value is determined as the Company's share in the current value of the net cash flows which the subsidiary is expected to generate through its activities and from sale of assets after the end of their useful lives. A discount rate is used which reflects the risk-free market rate and the owners' minimum return on interest requirements for similar assets. The growth rate in the terminal period is determined in accordance with the standards within the industry.

Receivables
Receivables are measured at amortised cost which usually corresponds to nominal value. The value is written down to meet expected losses.

Contract work in progress
Work in progress on contract is measured at the sales value of the work performed. The sales value is measured on the basis of the degree of completion on the Balance Sheet date and the total anticipated revenue related to the specific piece of work in progress.

Accruals, assets
Accruals recognised as assets include costs incurred relating to the subsequent financial year.

Securities
Securities recognised as current assets, comprise public quoted bonds, shares and other securities. Public quoted securities are measured at the market price. Non-quoted equity interests are measured at cost price. Other securities are measured at cost price in so far as an approximate sales value cannot be stated reliably.

ACCOUNTING POLICIES

Tax payable and deferred tax
Current tax liabilities and receivable current tax are recognised in the Balance Sheet as the calculated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and taxes paid on account.

Deferred tax is measured on the temporary differences between the carrying amount and the tax value of assets and liabilities.

Deferred tax assets, including the tax value of tax loss carryforwards, are measured at the amount at which the asset is expected to be used within a reasonable number of years, either by setoff against tax on future earnings or by setoff against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that under the legislation in force on the Balance Sheet date will be applicable when the deferred tax is expected to crystallise as current tax. Any changes in the deferred tax resulting from changes in tax rates, are recognised in the income statement, except from items recognised directly in equity.

Liabilities
Financial liabilities are recognised at the time of borrowing by the amount of proceeds received less transaction costs. In subsequent periods, the financial liabilities are measured at amortised cost equal to the capitalised value when using the effective interest, the difference between the proceeds and the nominal value being recognised in the Income Statement over the loan period.

The amortised cost of current liabilities corresponds usually to the nominal value.

Accruals, liabilities
Accruals recognised as liabilities include payments received regarding income in subsequent years.

Foreign currency translation
Transactions in foreign currencies are translated at the rate of exchange on the transaction date. Exchange differences arising between the rate on the transaction date and the rate on the payment date are recognised in the Income Statement as a financial income or expense.

Receivables, payables and other monetary items in foreign currencies that are not settled on the Balance Sheet date are translated at the exchange rate on the Balance Sheet date. The difference between the exchange rate on the Balance Sheet date and the exchange rate at the date when the receivables or payables come into existence recognised in the Income Statement as financial income or expenses.

Fixed assets acquired in foreign currencies are translated at the rate of exchange on the transaction date.

At recognition of foreign subsidiaries that are not independent entities, but integrated entities, monetary items are translated at the exchange rate on the Balance Sheet date. Non-monetary items are translated at the rate at the date of acquisition or at the date of a subsequent revaluation or writedown of the asset. The items of the Income Statement are translated at the rate on the transaction date, items derived from non-monetary items being translated at the historic rates of the non-monetary item.