



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2023 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer:	919 422 793
Organisasjonsform:	Aksjeselskap
Foretaksnavn:	GRAM CAR AS
Forretningsadresse:	c/o NRP Business Management AS Haakon VIIIs gate 1 0161 OSLO

Regnskapsår

Årsregnskapets periode:	01.01.2023 - 31.12.2023
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Konsern

Morselskap i konsern:	Ja
Konsernregnskap lagt ved:	Nei

Regnskapsregler

Regler for små foretak benyttet:	Nei
Benyttet ved utarbeidelsen av årsregnskapet til selskapet:	Regnskapslovens alminnelige regler

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	NRP BUSINESS MANAGEMENT AS
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Dato for fastsettelse av årsregnskapet:	24.06.2024
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Grunnlag for avgivelse

År 2023: Årsregnskapet er elektronisk innlevert
År 2022: Tall er hentet fra elektronisk innlevert årsregnskap fra 2023

Det er ikke krav til at årsregnskapet m.v. som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens øverste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ.

Brønnøysundregistrene, 16.07.2024





Resultatregnskap

Beløp i: USD	Note	2023	2022
RESULTATREGNSKAP			
Kostnader			
Administrative expenses	2, 3	39 001	31 679
Sum kostnader		39 001	31 679
Driftsresultat		-39 001	-31 679
Finansinntekter og finanskostnader			
Income from subsidiaries	4	2 696 206	38 898 757
Annen renteinntekt		3 070	132
Currency gain		41 275	2 656
Sum finansinntekter		2 740 550	38 901 545
Impairment of financial assets	4		
Annen rentekostnad		1 675	325 479
Currency loss		28 359	5 740
Other financial expenses			222 819
Sum finanskostnader		30 034	554 038
Netto finans		2 710 516	38 347 507
Ordinært resultat før skattekostnad		2 671 515	38 315 828
Income tax expense			
Ordinært resultat etter skattekostnad		2 671 515	38 315 828
Årsresultat		2 671 515	38 315 828
Årsresultat etter minoritetsinteresser		2 671 515	38 315 828
Totalresultat		2 671 515	38 315 828
Overføringer og disponeringer			
Udekket tap	6		
Transferred to other equity		2 671 515	38 315 828
Sum overføringer og disponeringer		2 671 515	38 315 828



Balanse

Beløp i: USD	Note	2023	2022
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Finansielle anleggsmidler			
Investering i datterselskap	4	2 359 122	3 333 010
Sum finansielle anleggsmidler		2 359 122	3 333 010
Sum anleggsmidler		2 359 122	3 333 010
Omløpsmidler			
Varer			
Fordringer			
Other current receivables		2 187	4 665
Konsernfordringer	5		1 450 259
Sum fordringer		2 187	1 454 924
Bankinnskudd, kontanter og lignende			
Bank deposit		352 348	51 955
Sum bankinnskudd, kontanter og lignende		352 348	51 955
Sum omløpsmidler		354 535	1 506 879
SUM EIENDELER		2 713 657	4 839 889
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Share capital		24 582	24 582
Sum innskutt egenkapital		24 583	24 583
Opptjent egenkapital			
Other equity	8	2 685 133	3 363 618



Balanse

Beløp i: USD	Note	2023	2022
Sum opptjent egenkapital		2 685 133	3 363 618
Sum egenkapital	6	2 709 715	3 388 201
Sum langsiktig gjeld		0	0
Kortsiktig gjeld			
Leverandørgjeld			20 621
Utbytte	6		
Other current liabilities		3 941	1 431 067
Sum kortsiktig gjeld		3 941	1 451 688
Sum gjeld		3 941	1 451 688
SUM EGENKAPITAL OG GJELD		2 713 656	4 839 889



Brønnøysundregistrene

ÅRSREGNSKAP FOR REGNSKAPSÅRET 2023 - GENERELL INFORMASJON

Journalnummer: 2024 626504

Enheten

Organisasjonsnummer: 919 422 793
Organisasjonsform: Aksjeselskap
Foretaksnavn: GRAM CAR AS
Forretningsadresse: c/o NRP Business Management AS
Haakon VIIIs gate 1
0161 OSLO

Regnskapsår

Årsregnskapets periode: 01.01.2023 - 31.12.2023

Konsern

Morselskap i konsern: Ja
Konsernregnskap lagt ved: Nei

Regnskapsregler

Regler for små foretak benyttet: Nei
Benyttet ved utarbeidelsen av
årsregnskapet til selskapet: Regnskapslovens alminnelige regler

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: NRP BUSINESS MANAGEMENT AS
Dato for fastsettelse av årsregnskapet: 24.06.2024

Revisjon

Årsregnskapet er utarbeidet av ekstern
autorisert regnskapsfører: Ja
Ekstern autorisert regnskapsfører har i
løpet av regnskapsåret bistått ved den
løpende regnskapsføringen eller utført
andre tjenester for selskapet enn å
utarbeide årsregnskapet: Ja

Grunnlag for avgivelse

År 2023: Årsregnskap er elektronisk innlevert.
År 2022: Tall er hentet fra elektronisk innlevert årsregnskap fra 2023.

Det er ikke krav til at årsregnskapet m.v. som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens øverste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ.

Brønnøysundregistrene, 15.07.2024

Brønnøysundregistrene
Postadresse: Postboks 900, 8910 Brønnøysund
Telefon: 75 00 75 00
E-post: firmapost@brreg.no Internett: www.brreg.no
Organisasjonsnummer: 974 760 673



Organisasjonsnr: 919 422 793
GRAM CAR AS

RESULTATREGNSKAP

Beløp i: USD	Note	2023	2022
RESULTATREGNSKAP			
Kostnader			
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Organisasjonsnr: 919 422 793
GRAM CAR AS

BALANSE

Beløp i: USD	Note	2023	2022
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BALANSE - EIENDELER

Anleggsmidler Immaterielle eiendeler

Finansielle anleggsmidler			
Investering i datterselskap 4		2 359 122	3 333 010
Sum finansielle anleggsmidler		2 359 122	3 333 010
Sum anleggsmidler		2 359 122	3 333 010

Omløpsmidler Varer

Fordringer			
Other current receivables		2 187	4 665
Konsernfordringer 5			1 450 259
Sum fordringer		2 187	1 454 924

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BALANSE - EGENKAPITAL OG GJELD

Egenkapital			
Innskutt egenkapital			
Share capital		24 582	24 582
Sum innskutt egenkapital		24 583	24 583

Opptjent egenkapital			
Other equity 8		2 685 133	3 363 618
Sum opptjent egenkapital		2 685 133	3 363 618

Sum egenkapital 6		2 709 715	3 388 201
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Sum langsiktig gjeld		0	0
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Kortsiktig gjeld			
Leverandørgjeld			20 621
Uthytte 6			



Other current liabilities	3 941	1 431 067
Sum kortsiktig gjeld	3 941	1 451 688
Sum gjeld	3 941	1 451 688
SUM EGENKAPITAL OG GJELD	2 713 656	4 839 889



Organisasjonsnr: 919 422 793
GRAM CAR AS

NOTEOPPLYSNINGER - SELSKAP - alle poster oppgitt i hele tall

Note

Antall årsverk i regnskapsåret
0.00

Sum	Beløp
Balanseført verdi 31.12.	Varige driftsmidler Immaterielle eiend.

Konsernregnskap

Morselskapet sitt navn

Forretningskontor for morselskapet

Begrunnelse for at datterselskap er utelatt fra konsolideringen

Samlet beløp - tilknyttet selskap	Årets	Fjorårets
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Samlet beløp - foretak i samme konsern	Årets	Fjorårets
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Samlet beløp - foretak i samme konsern	Årets	Fjorårets
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Samlet beløp - felles kontrollert virksomhet	Årets	Fjorårets
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Pantstillelse	Beløp
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Beholdning av egne aksjer	Antall	Pålydende	Andel av aksjek.
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Deloitte AS
Dronning Eufemias gate 14
Postboks 221
NO-0103 Oslo
Norway

+47 23 27 90 00
www.deloitte.no

To the General Meeting of Gram Car AS - under liquidation

INDEPENDENT AUDITOR'S REPORT

Opinion

We have audited the financial statements of Gram Car AS - under liquidation (the Company), which comprise the balance sheet as at 31 December 2023, the income statement, statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion

- the financial statements comply with applicable statutory requirements, and
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2023, and its financial performance and its cash flows for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company as required by relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to Note 11 to these financial statements, which refers to the intention of management to liquidate the Company subsequent to the balance sheet date, subject to approval from the General Meeting. These Financial statements have therefore been prepared using a liquidation basis of accounting. Our opinion is not modified in respect of this matter.

Other Information

The Board of Directors (management) is responsible for the information in the Board of Directors' report. Our opinion on the financial statements does not cover the information in the Board of Directors' report.

In connection with our audit of the financial statements, our responsibility is to read the Board of Directors' report. The purpose is to consider if there is material inconsistency between the Board of Directors' report and the financial statements or our knowledge obtained in the audit, or whether the Board of Directors' report otherwise appears to be materially misstated. We are required to report if there is a material misstatement in the Board of Directors' report. We have nothing to report in this regard.

Based on our knowledge obtained in the audit, it is our opinion that the Board of Directors' report

- is consistent with the financial statements and
- contains the information required by applicable statutory requirements.

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Deloitte Norway conducts business through two legally separate and independent limited liability companies; Deloitte AS, providing audit, consulting, financial advisory and risk management services, and Deloitte Advokatfirma AS, providing tax and legal services.

Registrert i Foretaksregisteret
Medlemmer av Den norske Revisorforening
Organisasjonsnummer: 980 211 282



Independent auditor's report
Gram Car AS

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern. The financial statements use the going concern basis of accounting insofar as it is not likely that the enterprise will cease operations. Management has decided to liquidate the Company.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements 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 will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error. We 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 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. Management has decided to liquidate the Company. 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 Company to continue as a going concern.
- evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves a true and fair view.

We communicate with the Board of Directors 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.

Oslo, 28 June 2024
Deloitte AS

Jens Bjørner Owren Ugland
State Authorised Public Accountant
(electronically signed)



Independent auditor's rep...AS - under liquidation

Name

Date

Ugland, Jens Bjørner Owren

2024-06-28

Identification

 bankID Ugland, Jens Bjørner
Owren



This document contains electronic signatures using EU-compliant PAdES - PDF
Advanced Electronic Signatures (Regulation (EU) No 910/2014 (eIDAS))



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Financial Statements 2023

Gram Car AS - under liquidation

Org.no.: 919 422 793

Prepared by:

NRP Business Management 



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Gram Car AS – under liquidation

Board of Directors' report

Gram Car AS (the 'Company') (under liquidation) was incorporated on 31 July 2017, and the financial statements for 2023 consists of the period from 1 January 2023 to 31 December 2023. The Company's offices are located in Oslo, Norway, where the majority of the Company's activities are carried out. The Company is a wholly owned (indirect) subsidiary of Gram Car Carriers ASA.

The Company's objective is to own shares in subsidiaries that own and operate pure car and truck carrier (PCTC) vessels. The PCTC vessel Mediterranean Sea owned by the Company's subsidiary Mediterranean Sea AS was sold and delivered in December 2023.

The Company has one subsidiary, Mediterranean Sea AS (under liquidation). The subsidiary Arabian Sea AS was liquidated in 2023.

The Company's net profit decreased to USD 2,671,515 in 2023 from USD 38,315,828 in 2022. The higher income in 2022 was mainly a result of the sale of the PCTC vessel Arabian Sea and subsequent dividend from the wholly owned subsidiary Arabian Sea AS.

Net cash flow from financing activities was positive with USD 320,094 and is due the difference in the amount of dividend received from subsidiaries of USD 3,670,094 and the payment of dividends of USD 3,350,000 to the shareholders in 2023.

Total assets as of 31 December 2023 amounted to USD 2,713,657 and comprise mainly of the investment in the subsidiary Mediterranean Sea AS of USD 2,359,122 and a liquidity reserve of USD 352,348. The value of investments in subsidiaries is reduced from USD 3,333,010 in 2022 due to the liquidation of Arabian Sea AS.

The equity ratio was 99.85 % as of 31 December 2023, compared to 70% as of 31 December 2022.

The Company's financial position is sound and adequate enough to settle short-term debt as of 31 December 2023 with the Company's most liquid assets.

The Group is exposed to market risks, risks related to operation of the vessels, financial risks and strategic risks, but these are limited going forward as all vessels owned by the Company and its subsidiaries have been sold as at December 2023, and the Company and its only remaining subsidiary, Mediterranean Sea AS, will be liquidated in 2024.

The Company is under liquidation; accordingly the accounts have not been prepared under the assumption of going concern in accordance with the Accounting Act § 3-3a.

In 2023 the company had a result of after tax of USD 2,671,515 which is proposed to be allocated to other equity.

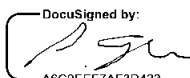
The company has no employees. The board consist of three men. The Company aims to be a workplace free from discrimination on the basis of gender, race or religion.

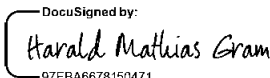
Members of the Board are covered by insurance policies against any potential liability towards the Company and third parties.

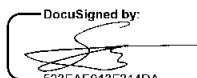
A statement in accordance with §5 of the Transparency Act is available at www.gramcar.com.

Oslo, 24 June 2024

The board of Gram Car AS (under liquidation)

DocuSigned by:

A6C9EEF7AF3D423...
Peter Dybwad Gram
Chairman of the board

DocuSigned by:

97EBA6678150471...
Harald Mathias Gram
Member of the board

DocuSigned by:

523EAE913F314DA...
Georg Alexander Whist
Member of the board



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Gram Car AS - under liquidation

Profit and loss account

All figures in USD

	Note	2023	2022
Operating income and operating expenses			
Administrative expenses	2, 3	39 001	31 679
Total expenses		39 001	31 679
Net operating profit / loss		-39 001	-31 679
Financial income and expenses			
Income from subsidiaries	4	2 696 206	38 898 757
Other interest income		3 070	132
Currency gain		41 275	2 656
Financial income		2 740 550	38 901 545
Other interest expenses		1 675	325 479
Currency loss		28 359	5 740
Other financial expenses		0	222 819
Financial expenses		30 034	554 038
Net financial profit / loss		2 710 516	38 347 507
Result before tax		2 671 515	38 315 828
Income tax expense		0	0
Net profit after tax		2 671 515	38 315 828
Net profit / loss		2 671 515	38 315 828
Attributable to			
Transferred to other equity		2 671 515	38 315 828
Total		-2 671 515	-38 315 828



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Gram Car AS - under liquidation

Balance sheet

All figures in USD

	Note	2023	2022
Assets			
Non-current assets			
Financial assets			
Investments in subsidiaries	4	2 359 122	3 333 010
Total financial assets		2 359 122	3 333 010
Total non-current assets		2 359 122	3 333 010
Current assets			
Receivables			
Receivables group companies	5	0	1 450 259
Other current receivables		2 187	4 665
Total receivables		2 187	1 454 924
Bank deposit			
Bank deposit		352 348	51 955
Cash and cash equivalents		352 348	51 955
Total current assets		354 535	1 506 879
Total assets		2 713 657	4 839 889



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Gram Car AS - under liquidation

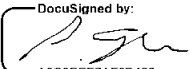
Balance sheet

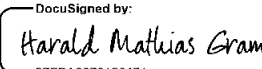
All figures in USD

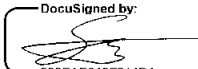
	Note	2023	2022
Equity and liabilities			
Equity			
Paid-in equity			
Share capital		24 582	24 582
Total paid-in equity		24 583	24 583
Retained earnings			
Other equity	8	2 685 133	3 363 618
Total retained earnings		2 685 133	3 363 618
Total equity	6	2 709 715	3 388 201
Liabilities			
Current liabilities			
Accounts payable		0	20 621
Other current liabilities		3 941	1 431 067
Total current liabilities		3 941	1 451 688
Total liabilities		3 941	1 451 688
Total equity and liabilities		2 713 657	4 839 889

Oslo, 24 June 2024

The board of Gram Car AS - under liquidation

DocuSigned by:

A6C9EEF7AF3D423...
Peter Dybwad Gram
Chairman of the board

DocuSigned by:

97EBA6678150471...
Harald Mathias Gram
Member of the board

DocuSigned by:

523EAE913F314DA...
Georg Alexander Whist
Member of the board



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Gram Car AS - under liquidation

Cash flow

All figures in USD

	Note	2023	2022
Cash flows from operating activities			
Profit/loss before tax		2 671 515	38 315 828
Change in accounts payable		-20 621	20 621
Change in other short term debt		-1 427 126	1 243 327
Change in other accrual items		-1 243 469	-8 434 597
Net cash flows from operating activities		-19 701	31 145 179
Cash flows from financing activities			
Repayment of current liabilities		0	21 208 880
Payment of dividend	6	3 350 000	40 000 000
Payment of dividend (accrued previous year)		0	10 000 000
Proceeds from dividend	4	3 670 094	40 000 000
Net cash flows from financing activities		320 094	-31 208 880
Net change in cash and cash equivalents		300 393	-63 701
Cash and cash equivalents at the start of the period		51 955	115 656
Cash and cash equivalents at the end of the period		352 348	51 955



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Gram Car AS - under liquidation

Notes

Note 1 Accounting principles

The annual accounts have been prepared in conformity with the provisions of the Accounting Act and good accounting practice.

The company is under liquidation, accordingly the annual accounts are not prepared on a going concern basis.

Currency

The accounts are presented in USD which is the Company's functional currency. Transactions in another currency (those other than functional currency) are translated at the foreign exchange rate at the dates of the transactions. Monetary items in another currency are translated into USD using the foreign exchange rate at the balance sheet date. Non-monetary items that are measured at historical cost in a foreign currency are translated into USD using the exchange rate applicable on the transaction date. Non-monetary items that are measured at their fair value expressed in another currency are translated at the exchange rate applicable on the balance sheet date. Changes to exchange rates are recognised in the income statement as they occur during the accounting period.

Tonnage tax regime

The company pay taxes in accordance with the Norwegian tonnage tax regime. This implies that shipping income is exempt from ordinary taxation, while finance income is subject to ordinary tax rules and tax rates. The company is subject to a tonnage tax on the basis of the net tonnage of the vessels owned by the company instead of ordinary income tax on shipping income.

Balance sheet classification

Current assets and short term liabilities consist of receivables and payables due within one year, and items related to the inventory cycle. Other balance sheet items are classified as fixed assets / long term liabilities. Current assets are valued at the lower of cost and fair value. Short term liabilities are recognized at nominal value.

Fixed assets are valued at cost, less depreciation and impairment losses. Long term liabilities are recognized at nominal value.

Shares in subsidiaries and investment in associates

Subsidiaries and investments in associates are valued using the cost method in the company accounts. The investment is valued at acquisition cost for the shares unless a write-down has been necessary. A write-down to fair value is made when a fall in value is due to reasons that cannot be expected to be temporary and such write-down must be considered as necessary in accordance with good accounting practice. Write-downs are reversed when the basis for the write-down is no longer present.

Dividends, group contributions and other distributions from subsidiaries are recognised in the same year as they are recognised in the financial statement of the provider. If dividends/ group contributions exceed the withheld profits after the acquisition date, the excess amounts represents a repayment of invested capital, and the distribution are deducted from the investment's value in the balance sheet of the parent company.

Receivables

Receivables from customers and other receivables are entered at par value after deducting a provision for expected losses. The provision for losses is made on the basis of an individual assessment of the respective receivables.



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Gram Car AS - under liquidation

Notes

Note 2 Number of employees and remunerations

The company has no employees.

There are recorded remuneration to the board with USD 3 452 in 2023, of which 942 to the chairman and USD 628 each of the directors.

Audit

The audit fee expense for 2023 amounts to USD 8 765 excl. VAT.

Note 3 Administrative expenses

	2023	2022
Corporate management fees	24 501	19 303
Audit fees	8 765	3 241
Board of directors fees	3 419	5 581
Legal fees	0	450
Travel expenses	0	753
Other administrative expenses	2 317	2 352
Total	39 001	31 679

Note 4 Subsidiaries, associates, joint ventures

	Municipality	Owner	voting share	Equity	profit/loss
		share			
DS/FKV/TS					
Arabian Sea AS (liquidated 30.06.2023)					
Mediterranean Sea AS	OSLO	100%	100%	29 770 006	27 164 863
Total				29 770 006	27 164 863

The company received a dividend of USD 2 700 000 from Mediterranean Sea AS and liquidation proceeds of USD 320 093 from Arabian Sea AS 2023. Additionally, an impairment of booked value of the shares in Arabian Sea is made with USD 323 094 in 2023.



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Gram Car AS - under liquidation

Notes

Note 5 Inter-company items between companies in the same group

	2023	2022
Receivables		
Loans to companies in the same group	0	0
Customer receivables within the group	0	0
Other short-term receivables within the group	0	1 450 259
Total	0	1 450 259

Note 6 Equity capital

	Share capital	Other equity	Total equity
Equity as of 1.1.2023	24 582	3 363 618	3 388 200
Dividend 24.04.2023		-3 350 000	-3 350 000
Result for the year		2 671 515	2 671 515
Equity as of 31.12.2023	24 582	2 685 133	2 709 715

Note 7 Tax base /deferred tax

	2023	2022
Taxable result	-3 847	-1 019 502
Deferred taxable loss		
Net tax result of the year	-3 847	-1 019 502
Tax payable	0	0
Nominal tax - 22 %		
Tax on ordinary result		
Tax payable	0	0
Tax on ordinary result	0	0
This year taxes includes		
Tax payable	0	0
Total	0	0
Accumulated loss to be brought forward	-4 357 293	-4 353 446
Basis for calculation of deferred tax	-4 357 293	-4 353 446
Deferred tax liabilities (+) / assets (-) (22%)	-958 604	-957 758

Deferred tax is not booked to the balance sheet.



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Gram Car AS - under liquidation

Notes

Note 8 Going concern

The company is under liquidation, accordingly the annual accounts are not prepared on a going concern basis.



Skattedirektoratet

Saksbehandler
Torstein Kinden Helleland

Deres dato
02.02.2018

Vår dato
13.02.2018

Telefon
22078139

Deres referanse
Elin Bø

Vår referanse
2018/303432

NRP PROCURATOR AS
Postboks 1358 Vika
0113 OSLO

Tillatelse til å utarbeide årsregnskap og årsberetning på engelsk språk

Vi viser til deres brev av 2. februar 2018 der det søkes om dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk for følgende selskaper:

Gram Car AS	org.nr. 919 422 793
Arabian Sea AS	org.nr. 919 779 225
Mediterranean Sea AS	org.nr. 919 778 296

Skattedirektoratet gir på bakgrunn av en konkret helhetsvurdering de overnevnte selskaper dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk, jf. regnskapsloven § 3-4 tredje ledd. Dispensasjonen forutsetter at opplysningene som vedtaket baserer seg på ikke endres vesentlig.

Kopi av dette brevet må sendes Regnskapsregisteret i Brønnøysund sammen med årsregnskapet. Det pålegges den regnskapspliktige å dokumentere ved dette brev at tillatelsen er gitt.

Bakgrunn

Gram Car AS morselskap til de to øvrige selskapene. Gram Car AS er eid av 12 aksjonærer der fire er utenlandske. Alle selskapenes formål er investering i shipping-virksomhet. Konsernet operer i en internasjonal bransje hvor engelsk klart er det dominerende arbeidsspråket. Alle sentrale aktører og samarbeidspartnere innen denne bransjen behersker og benytter engelsk. En norsk oversettelse vil kun ha til formål å oppfylle regnskapslovens språkkrav.

Skattedirektoratets vurdering

Etter regnskapsloven § 3-4 tredje ledd skal "årsregnskapet og årsberetningen ... være på norsk. Departementet kan ved ... enkeltvedtak bestemme at årsregnskapet og/eller årsberetningen kan være på et annet språk."

I Ot. prp. nr. 42 (1997-1998) Om lov om årsregnskap m.v., er det uttalt følgende om regnskapslovens formål, jf. pkt. 1.1:

"Regjeringen har som siktemål at regnskapsloven skal bidra til informative regnskaper for ulike grupper av regnskapsbrukere. Regnskapsbrukerne er dels investorer og kreditorer som

Postadresse
Postboks 9200 Grønland
0134 Oslo

Besøksadresse:
Se www.skatteetaten.no
Org.nr: 996250318
E-post: skatteetaten.no/sendepost

Sentraltbord
800 80 000
Telefaks
22 17 08 60



tilfører kapital til foretakene, og dels andre grupper som har interesse av å vite hvordan foretaket drives, f.eks. de ansatte og lokalsamfunnet. Informasjonen til kapitalmarkedet skal gi grunnlag for riktig prising av finansielle objekter. Riktig prisdannelse på aksjer er en forutsetning for at ressursbruken i samfunnsøkonomien skal bli best mulig. Gode regnskaper vil også gjøre det vanskeligere for markedsdeltakere å ta ut speulasjonsgevinster med basis i skjevt fordelt informasjon.”

Det fremgår således at et av hovedformålene med regnskapsloven er å bidra til “*informative regnskaper for ulike grupper av regnskapsbrukere*”. Regnskapsbrukere vil omfatte, jf. uttalelsen i proposisjonen, blant andre investorer, kreditorer, ansatte og lokalsamfunnet.

Det er etter Skattedirektoratets vurdering derfor avgjørende ved vurdering av om dispensasjon fra kravet til å utarbeide årsregnskap og/eller årsberetning på norsk kan gis, at det ikke foreligger mulige brukere av regnskapsinformasjon som blir vesentlig berørt negativt ved en eventuell dispensasjon.

Det er særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. I denne vurderingen har Skattedirektoratet lagt vekt på at eierkretsen er begrenset. Selskapet opererer i en internasjonal bransje. Videre er det vektlagt at alle sentrale aktører og samarbeidspartnere innen denne bransjen behersker og benytter engelsk.

Vennligst oppgi vår referanse ved henvendelser i saken.

Med hilsen

Jeanette Munkvold Skovholt
seniorrådgiver
Rettsavdelingen, foretaksskatt
Skattedirektoratet

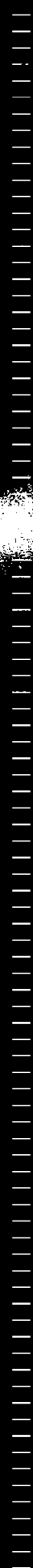
Torstein Kinden Helleland

Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer



GRAM CAR
CARRIERS

Gram Car Carriers Annual report 2023



Year in brief	3	Governance
GCC in brief	3	Board of Directors' report
2023 highlights	4	Corporate governance report
Key figures	5	Shareholder information
Letter from the CEO	6	
About GCC	8	Financials
Vision, mission and values	9	Consolidated financial statements
History, structure and presence	10	Notes to the Consolidated financial statements
Strategy	11	Parent company financial statement
Vessels and operations	12	Notes to the Parent company financial statements
Market and outlook	15	Responsibility statement
Executive Management	21	Auditor's report
Board of Directors	22	
ESG report	25	Appendix
Introduction	26	TCFD
Environment	33	Transparency Act
Social	38	SASB Table
ESG Governance	42	GRI Index
		Glossary / APMs
		Forward looking statement

GCC in brief

Gram Car Carriers (GCC) is a tonnage provider and focuses on providing a modern, reliable and efficient Pure Car Truck Carriers (PCTCs) fleet with various vessel sizes to suit all aspects of the seaborne car transportation trade. GCC is the world's third-largest tonnage provider within the PCTC segment with 18 vessels, across the Distribution, Mid-size and Panamax segments. The Company serves as a trusted provider of high-quality vessels and logistics solutions ensuring safe, efficient and punctual shipment of vehicles for a network of clients comprising of major global and regional PCTC operators.

Supporting the green mobility shift.

Investment highlights

Unique investment opportunity in leading PCTC tonnage provider

Attractive market fundamentals

Multi-year contract coverage and good earnings and cash flow vis

Policy of returning 75% of net profit to shareholders in quarterly div

2023 highlights

of
USD 67.2 million for
2023 distributed
quarterly in line
with policy

of
USD 200.9 million, EBITDA of
USD 142.7 million and net
profit of USD 94 million

operational performance

on
future earnings and
dividend backed
by near record
revenue backlog

vessel transactions

on
OTCQX in New York in June

Panamax USD 42,240
(+57%); Mid-size USD 30,000
(+34%) and Distribution fleet
USD 18,860 (+50%)

NOK 24.80 per share,
or USD 2.318 per
share (2022:
USD 0.408)

with continued
high charter rates
and long contract
durations

of debt
facilities at lower margins

¹ On straight-line basis in accordance with IFRS.



2023 key figures

(2022)



Revenue (USD million)

200.9
(121.0)

Net profit (USD million)

94
(23.9)

Dividend paid and proposed (USD million)

67.2
(11.9)



Average TC rate ¹ (USD)

29,680
(18,960)

Utilisation

98%
(97%)

Average cash break-even ³ (USD)

17,720
(17,270)



Revenue backlog added ³ (USD million)

193
(923)

Revenue backlog ^{1,2} (USD million)

851
(856)

Average contract coverage duration per vessel (months)

3.4
(3.3)

¹ On straight-line basis in accordance with IFRS.
² As per end of reporting period, assuming mid-point charter party redelivery date.
³ Revenue backlog added during 2023, including new time charters amounting to USD 175 million and existing backlog on an acquired vessel amounting to USD 18 million.
⁴ Current break-even comprise of budgeted vessel running expenses, insurance, overheads and debt servicing based on prevailing 3m SOFR implied forward rates and next 12 months' debt amortisation schedule. Capex not included.

Letter from the CEO

Gram Car Carriers continues to deliver on strategic priorities and create significant stakeholder value guided by our vision of being a leader in sustainable transport solutions to the global auto industry.

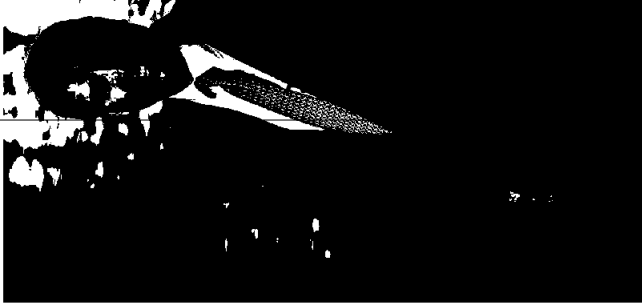
For 2023, this was reflected in a material increase in net profit, cash generation and distributions to shareholders. We strengthened our platform for long-term value creation as a leading owner of modern car carriers through strong operational performance, contract renewals at historically high dayrates, accretive vessel transactions and debt refinancing at competitive terms.

We also matured our sustainability framework in support of the green mobility shift, delivering safe, efficient operations and high-quality logistics services to our customers. Having successfully captured the historically strong car shipping market by rechartering our fleet at high dayrates and long durations, we intensified the focus on operational excellence and conversion of our revenue backlog into stable future cashflow and shareholder distributions.

Creating value for stakeholders

We have an average contract duration of 4.5 years for the highest earning Panamax vessels and 3.4 years for the total fleet, providing a very robust earnings visibility. Based on this, we increased our dividend pay-out ratio to 75% of net profit effective from the second quarter of 2023. The adjusted policy supports sustainable attractive distributions, while also allowing us to strengthen the balance sheet and consider strategic opportunities within the car shipping market.

In line with expectations, revenue and profitability improved through the year as our vessels commenced new charters at high dayrates. We capitalised on high asset prices and optimised our fleet. For 2023, we distributed a total of NOK 24.80, or USD 2.318, per share to our owners including the fourth quarter dividend paid in early 2024. This is a near six-fold increase from 2022, reflecting both strong earnings growth and the increased pay-out ratio from 50% to 75% starting from second quarter 2023.



Georg A. Whist
CEO of Gram Car Carriers AS

7	Year in brief Letter from the CEO	Contents				Year in brief	About GCC	ESG report	Governance	Financials
When combining share price appreciation and dividends paid for 2023, the total return for the GCC share was 44%. Total nominal return since listing in early 2022 is 347%, making the GCC share one of the top performers on Oslo Børs in the period. We will continue to share our value creation directly with shareholders through quarterly distributions to provide attractive direct returns. Good stewards of capital We take great pride in being a trusted provider of high-quality vessels and logistics solutions to our customers. Our strong relationships across the automotive industry have been built through over four decades of involvement in the global car shipping market, supported by a clear set of values and a common understanding of how we act as a business and individuals. I am grateful to entire GCC team and our vessel crews for their dedication and commitment, and to the Board of Directors for their continued guidance, as we deliver upon our values and commitment to our customers. Our strategy is to own and commercially manage vessels with long-term contracts. As a part of the strategy, we pursue transactions which support increased distributions. Last year, we acquired a Mid-size vessel and sold two Distribution vessels to modernise the fleet, capitalise on high second-hand		values and add near-term dividend capacity. We effectively replaced two smaller vessels, including one end-of life asset, with a larger vessel with higher long-term earnings and dividend capacity. For me, it is quite simple, there are prices at which we are sellers and prices at which we are buyers. The common denominator is that it must create long-term value and be neutral or accretive to EPS. We apply a similar approach when addressing our balance sheet, successfully lowering margins on most of our debt by leveraging our financial performance, backlog and close bank relations. Stronger for longer Strong growth in Asian vehicle exports continue to drive increased sailing distances and tonne-mile demand, widening the capacity deficit in our market. At the same time, global auto sales are recovering to pre-Covid levels despite inflation and high interest rates, with rising demand for electrical vehicles as part of the energy transition as an important factor. New environmental requirements reducing sailing speeds and the recent escalation of the conflict in the Middle East, with the Red Sea closing for traffic, is tying up additional capacity. Therefore, we expect that the market will absorb the newbuilds		coming out of the shipyards the next few years and an extended period of high returns in the car ship Looking into 2024 and beyond, our vision stands firm to support the transition of our industry and vehicle value chain towards a decarbonised future to carrying an increasing share of electric vehicles in laborate with customers and partners to reduce emissions from vessel operations, and we are maturing our framework to meet new international reporting requirements. Gram Car Carriers is well positioned in a historical market with long-term favourable supply demand. Our revenue backlog, focus on operational excellence and clear strategy provides a robust foundation for a long-term value creation and attractive direct return to shareholders.						
Årsregnskap regnskapsåret 2023 for 9194227										
Gram Car Carriers Annual report 2023										

About GCC



egn. 3 for 919422793

Gram Car Carriers ApS



Vision, mission and values

Gram Car Carriers' culture is built on our purpose, vision, mission and values, which also influence how we carry out the everyday work to assist our customers and partners.

Our Purpose

Supporting the green mobility shift

With a strong foundation and more than 40 years of involvement in the global car shipping market, Gram Car Carriers continues to be an essential and supportive partner to the automotive industry, as vehicles and their logistic chain transition towards a zero-emission future.

Our Vision

A leader in sustainable transport solutions to the global auto industry

GCC seeks to be the preferred vessel partner for operators of seaborne vehicle logistics all around the world. We collaborate with our customers to offer quality transport services while continuously reducing the carbon footprint of the worldwide supply chain for the automotive industry.

Our Mission

A trusted team with a strong Norwegian maritime heritage, ensuring safe, efficient and clean shipment of vehicles for operators worldwide

Every day, we aspire to provide customers worldwide with vessels and services that meet and exceed their expectations. A strong Norwegian maritime tradition helps us accomplish this while being open, truthful, and discrete when working as one team on land and at sea.

Our Values

Our values define how we as a business and as individuals should act and behave in daily operations and in our relationships with our stakeholders. They represent our shared commitment to serve as guiding principles for daily decision making and our long-term growth and value creation.

Trustworthy

We pledge to be a trusted partner delivering safe and environmentally sound operations so that our customers can move vehicles efficiently across the oceans. We are honest and treat everyone with respect. We only truly believe in the best interest of our customers.

Innovative

We endeavour to adopt and integrate innovative solutions, and behaviours to support the maritime industry and its customers. We are committed to providing a best-in-class service that is more effective and sustainable.

Service-minded

We aim to be the preferred long-term vessel provider for operators in the global and regional markets, led by our dedication to providing a best-in-class service experience.

Collaborative

We cherish long-lasting relationships with our customers and ongoing collaboration with industry stakeholders as a key to our success. We have a highly motivated and skilled staff on land and at sea.



Gram Car Carriers Annual report 2023

History – A pioneer in global car shipping

Gram Car Carriers was built over the last decades based on extensive experience and knowledge from the car shipping industry. Peter D. Gram started the activities over 40 years ago (1982) and acquired his first pure car carrier. Several other car carriers were bought over the following years and chartered out to the main car carrier operators. Peter D. Gram formed the predecessor company Gram Car Carriers in 2006 to manage Gram’s car carrier investments.

In 2007, the Company expanded with series of six Mid-size PCTC’s and four Distribution ships. A further new building programme was initiated in 2012, consisting of a series of four Panamax PCTC vessels.

In January 2022, Gram Car Carriers ASA listed on Euronext Growth in Oslo following a private placement of new shares raising the equivalent of USD 121 million in gross proceeds. The listing followed the completion of asset transactions with the former Singapore-based corporate structure and F. Laeisz on 25 January. At the same time, GCC refinanced most of its corporate debt and lease facilities. On 15 December 2022, GCC transferred to the Oslo Børs main market to reach an ever wider global investor base, and on 22 June 2023 the GCC shares were admitted to trading on OTCQX in New York to further engage with US investors.

Throughout its history, Gram Car Carriers has increased its focus on sustainability. It is currently operating a reliable and efficient fleet that seeks to minimise emissions and pollution with core values of high governance and safety.

Company structure

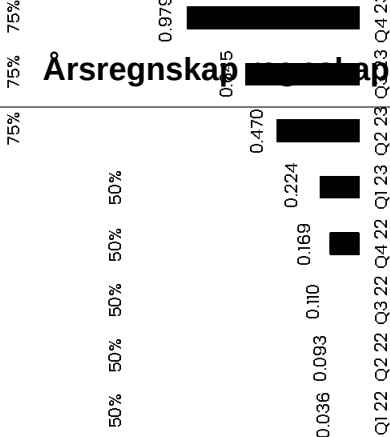
The Company’s registered name is Gram Car Carriers ASA while its commercial name is “Gram Car Carriers”. The Company is the parent company of the Group. The Company is a holding company, and the Group’s activities are carried out through its subsidiaries. See note 1 in the annual report for more information.

Executing strategy for high value creation

Gram Car Carriers is developing its position as a substantial tonnage supplier to the world's major operators of seaborne vehicle transportation. The Company has extensive expertise as a commercial manager, covering the whole market with vessels suited to all aspects of the trade, providing customers with a modern, reliable and efficient fleet with the latest design details and maximum cargo carrying capability to support the green mobility shift.

Dividend (USD per share)

Dividend % of net profit



The Company's strategy is to recontract its fleet on long-term contracts. Throughout 2023, The Company successfully secured longer charter contracts at increased dayrates as the vessels rolled off their former short-to-medium term charter contracts. Additionally, GCC selectively pursues transactions with the aim of creating shareholder value in combination with the day-to-management of the owned and operated fleet. This may include vessels acquisitions that are accretive to earnings and dividend capacity, and divestments that are likely to unlock additional value beyond cashflow generation through high asset prices and fleet optimisation

The Board of Directors and management comprise experienced industry professionals, supporting delivery on the long-term strategy. This includes a disciplined financial framework supportive of long-term value creation for all stakeholders and stable, attractive returns to shareholders.

This is reflected in a clear dividend policy of distributing 75% of net profit to shareholders on a quarterly basis. See [page 63](#) of the annual report for the full dividend policy.

Vessel and operations

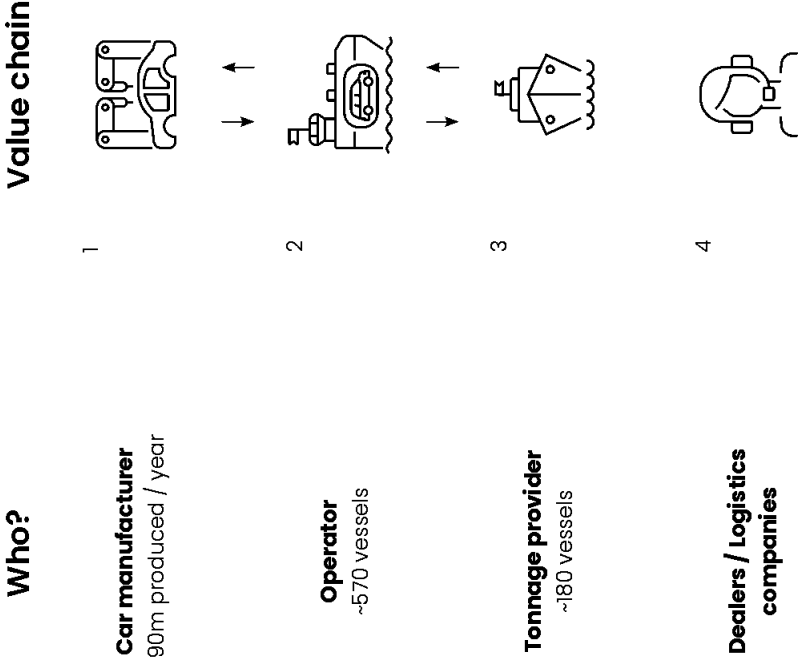
Gram Car Carriers is the third largest PCTC tonnage provider in the world with a modern fleet. GCC is the operator and commercial manager of 18¹ owned vessels and the commercial manager of four newbuildings scheduled for delivery in 2025/2026 on behalf of third-party owners. The fleet consists of modern fuel-efficient vessels combined with logistics solutions to ensure precise and safe shipment with maximised cargo capability.

To meet the specific needs of our operator customers, GCC provides highly advanced Distribution vessels, Mid-size vessels and Panamax vessels with a capacity of between 2,000 and 7,000 CEU.

The vessels are all chartered out on time charter contracts, predominantly to well-established car carrier operators. GCC's customers enter into contracts with car manufacturers for the transportation of cars from production areas to market areas, and provide shipping and logistics services including distribution, terminal services and technical services to the car manufacturers and logistics companies.

¹ Was 19 owned vessels at 31 December 2023
Gram Car Carriers Annual report 2023

The value chain in the car carrier market



~19m CEU transported by sea

Scope

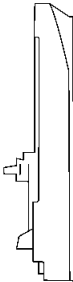
Production of cars, high & heavy vehicles

Shipping and logistics services, including car carriers (ports and dealers services and technical services)

Providing and operating tonnage (logistics to operation)

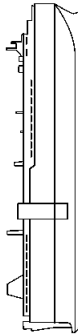
Sales and distribution to end-users

Gram Car Carriers fleet



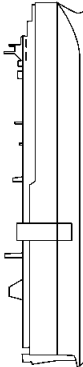
Distribution vessels

GCC owns three Distribution vessels. All were built at the Yokuyo Shipyard in Shimonoseki, Japan and delivered during 2009 and 2010. These vessels mainly operate in European or Caribbean trades. The main features are, an overall length of 140 metres, beam of 22.4 metres and equipped with twin medium speed engines with controllable pitch propeller (CPP) and shaft generator. The vessels have a capacity of about 2,000 CEU with one hoistable deck to accommodate high and heavy cargo.



Mid-size vessels

GCC owns 11 Mid-size vessels. One was built at Shin-A in Korea, delivered in 2000 with a cargo intake of about 3,500 CEU and has two hoistable decks. Six vessels were built at Nantong Heavy Industries in China and delivered between 2010 to 2012. They have a capacity of about 4,200 CEU and have two hoistable decks. Three vessels were built at Yangfan Shipyard in China, delivered in 2010 and 2012. They have a capacity of about 5,000 CEU and three hoistable decks. The final vessel was delivered from the Xiamen Shipyard in China in 2010 with a capacity of 5,000 CEU, with three hoistable decks. These vessels were built for worldwide trading and are mainly used in regional and North/South trades.



Panamax vessels

GCC owns four Panamax vessels. Three were built at CSC Jinling Shipyard, with two delivered in 2015 and one in 2017. The vessels were designed and built to maximise cargo intake and minimise the fuel consumption. Main features are, an overall length of 200 metres, beam of 32.26 metres (former max bean in Panama Canal) and equipped with an HHI-built MAN B&W 6S60 ME-C8.2 Tier II main engine, e-type, giving better fuel economy and more flexibility in terms of adjusting speed. The vessels are built with single pillars and with four hoistable decks to accommodate high and heavy cargo. The vessel capacity is 6,700 CEU, and they are mainly used in East/West trade lanes. In addition, the Company owns a 7,000 CEU vessel with two hoistable decks built at Uljanik Shipyard in Croatia and delivered in 2007. GCC also commercially manage four 7,000 CEU dual fuel LNG newbuilds scheduled for delivery from 2025, all with four hoistable decks.

Contract overview

During 2023, the GCC added a total of USD 193 million of revenue backlog by the signing of new contracts for the existing fleet and by the acquisition of one vessel with an existing contract. The revenue backlog at year-end 2023 amounted to USD 851 million (2022: USD 856 million) with an average duration of 3.4 years (3.3 year) per vessel. This provides good visibility on future revenue, profits, debt service and dividend capacity.

The four Panamax vessels have an average contraction of 3.2 years (4.2 years) and represented 48% of the year-end backlog. The average duration for the Mid-size fleet is 3.2 years (4.1 years) and represented 44% share of the backlog.

	Min-max	Q4 23	Q1 24	Q2 24	Q3 24	Q4 24	2025	2026	2027	2028
Viking Amber	4,200		USD 23,000	USD 23,000	Sold					
Viking Passero	5,000		USD 27,700	USD 27,700						
Mediterranean Sea	5,000		USD 25,500 + Scrubber premium	USD 25,500 + Scrubber premium						
Hoegh Caribia	2,000		USD 22,000	USD 22,000						
Viking Drive	3,500		USD 26,550	USD 26,550						
Viking Coral	4,200		USD 30,527	USD 30,527						
City of Oslo	2,000		USD 27,750	USD 27,750						
Viking Odessa	2,000		USD 27,750	USD 27,750						
Viking Emerald	4,200		USD 28,000	USD 28,000						
Viking Sea	4,200		USD 30,612	USD 30,612						
Viking Ocean	4,200		USD 35,000	USD 35,000						
Viking Diamond	4,200		USD 35,000	USD 35,000						
Viking Destiny	6,700		USD 65,000	USD 65,000						
Viking Adventure	6,700		USD 56,074	USD 56,074						
Viking Paglia	5,000		USD 33,300	USD 33,300						
Viking Bravery	6,700		USD 64,900	USD 64,900						
Viking Passama	5,000		USD 33,300	USD 33,300						
Viking Queen	7,000		USD 16,300	USD 62,300						

Årsregnskap regnskapsåret 2023 for 919422793

Market overview

Macroeconomic and auto trends

The global development in car sales has historically been correlated with economic activity and global GDP growth. In the January 2024 economic outlook, the IMF forecasts a GDP growth of 3.1% in 2024, compared to 3.1% growth in 2023 and 3.5% growth in 2022.

In 2023, global light vehicle sales grew an estimated 10.8% to 89.8 million units, according to LMC Automotive. This compares to 81.1 million units sold in 2022. LMC estimates 2024 sales of 92.3 million light vehicles, implying 2.7% year-over-year (YoY) growth. 2024 is set to be the first year since the pandemic to exceed the 2019 pre-covid sales numbers.

Global light vehicles sales and estimates (Million units)

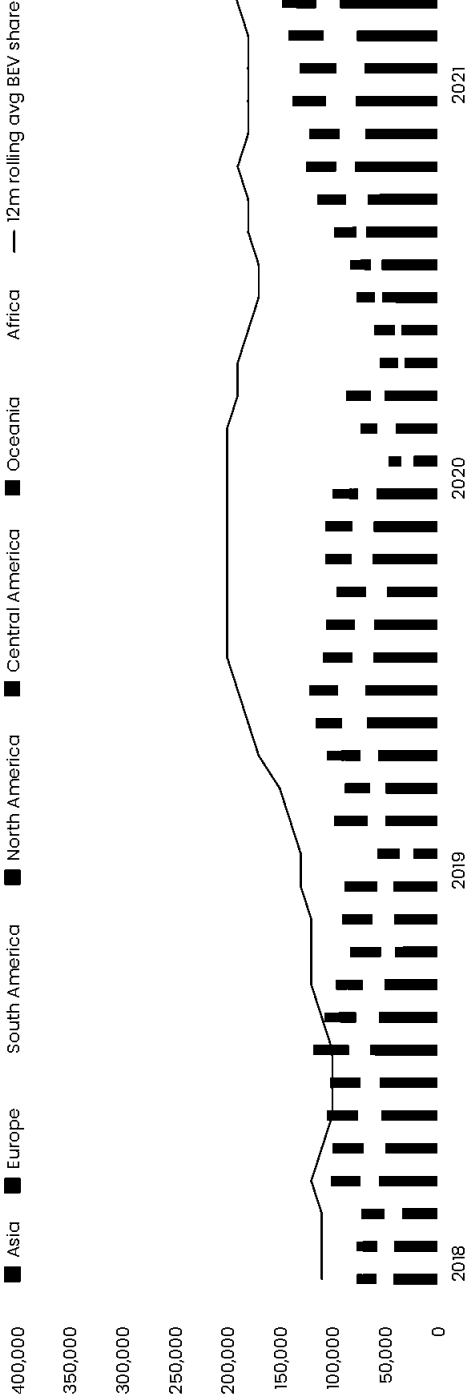


Source: LMC Automotive, 31 December 2022

Gram Car Carriers Annual report 2023



Chinese auto exports (units per month)



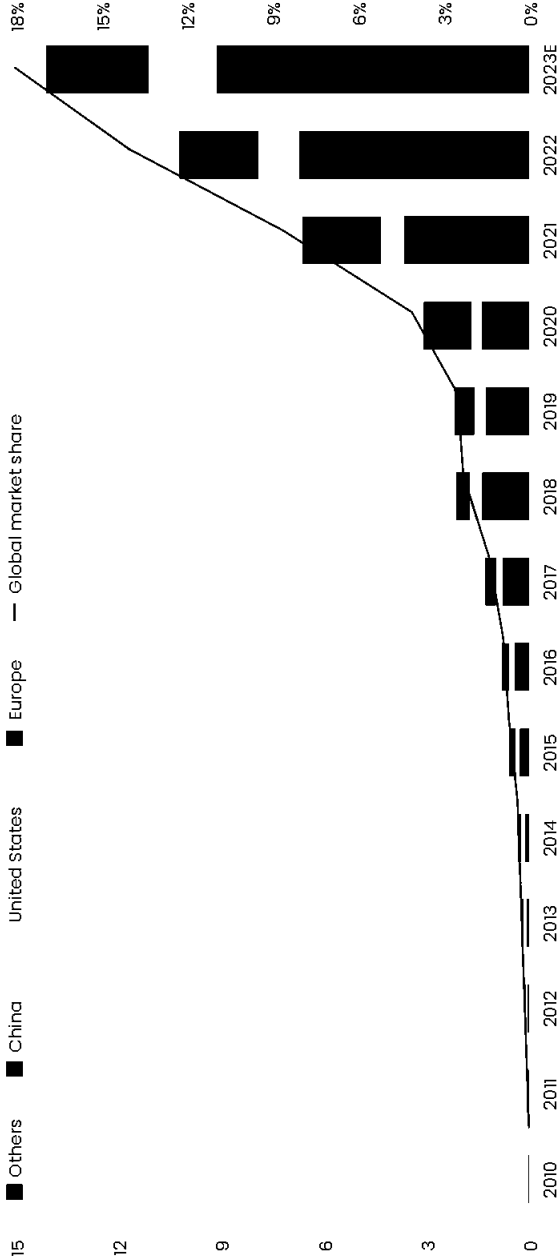
In 2023, Chinese auto exports totalled 5.0 million vehicles (+58% YoY). This compares to total Korean exports of 3.5 million units (+24% YoY) and Japanese exports of 5.8 million units (+27% YoY).

China's quarterly run-rate exceeded 5.8 million units throughout the fourth quarter of 2023, with China for the first time the overtaking Japan as the largest exporter out of Asia. EV vehicles' (EV) share of Chinese exports increased to 30% in 2023, up from 29% in 2022.

Source: Global Trade Tracker (GTT)

Gram Car Carrier's Annual report 2023

Global electric vehicle sales (Million units) ¹

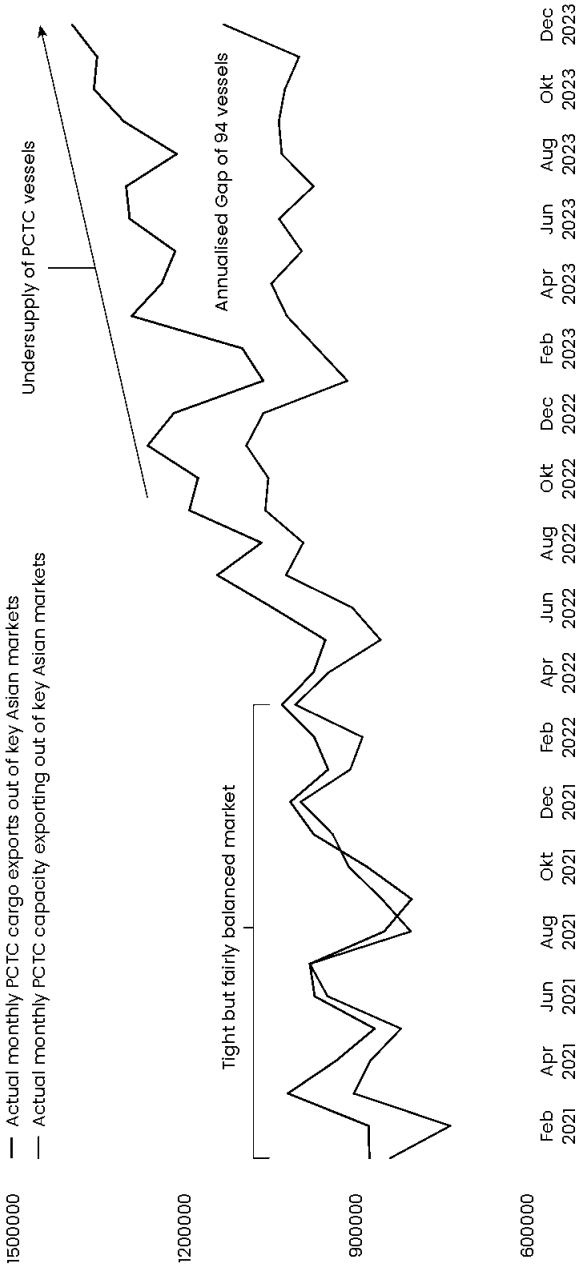


The combination of China's rapid ascension to become the largest global exporter of light vehicles over the past few years, strong growth in South Korean exports and a recovery in the auto industry in full recovery, has led to 49% growth in East vehicle exports when measuring 2023 against the same period of 2019. Long-haul Far East exports have been the main demand driver for the car carrier fleet. The growth in seaborne volumes out of Asia has come at a time with limited open car carrier capacity and being able to supply of new tonnage has been delivered to the market.

The electrification of the global vehicle fleet has been a major driver for the growth. EV sales are set to grow further in the coming decades. However, consumer uptake remains slow and is incentivised and therefore dependent on government support around the world. Currently, China represents the largest market for the global EV sales and Chinese OEMs have built a competitive position based on a world-leading EV value chain and manufacturing capabilities. The OEMs have started operations towards key European and North American markets. The competitive edge is important to maintain as the market continues to grow. The incumbent car manufacturers such as Toyota are steadily increasing their EV sales and fuelling future competition.

¹ Source: Source: IEA, Company Information, Customs Data, China Association of Automobile Manufacturers

PCTC demand and supply out of Asia¹



¹ Source export data: Global Trade Tracker, national customs data for new and used cars, high-heavy cargo. (China, Japan, South Korea, Thailand, India and Indonesia)
Source vessel data: Esqian Shipping Suite AIS Data tracking departing PCTC tonnage (China, Japan, South Korea, Thailand, India and Indonesia)

In 2023, car manufacturers continued to experience supply-chain challenges, however to a lesser degree than in 2022. The pandemic, and produced for backlog orders in the markets. AutoForecast Solutions projects that around 1.5 million vehicles were removed from the planned production, primarily in Japan and South Korea. This is down from 10.5 million vehicles removed in 2021 and 4.4 million removed in 2022.

The combination of strong growth in seaborne vessel volumes in 2023 and limited open PCTC capacity the year with only eleven new vessels delivered, caused a capacity deficit in the car shipping market. As a result, increasing volume of cars, predominantly used cars, transported on less efficient container, dry bulk and tanker vessels. This imbalance is further exacerbated by conflict in the Middle East and attacks on vessels in the Red Sea enroute to the Suez Canal. As ships are rerouted around Africa, average sailing distances have increased, further reducing the available PCTC fleet capacity.

- Actual exports outpacing the PCTC fleet lifting capacity, especially out of Asia
- Total of 2.96 million vehicles gap covered by other efficient vessel types in 2023

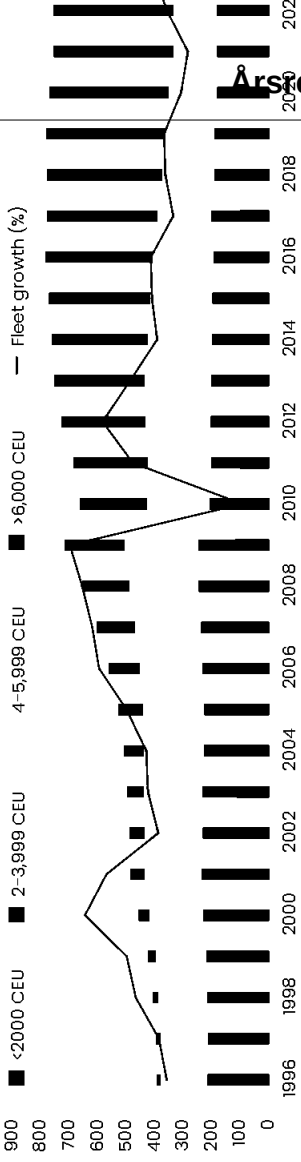
Fleet development

In 2023, ordering activity for new car carriers remained at a high level due to the strong market. This follows almost ten years of a flat to slightly decreasing global PCTC fleet. At year-end, 99 vessels were scheduled to be delivered from shipyards before end-2025. The total order book comprised 194 vessels with planned deliveries up until 2028. These will lead to a gradual increase in the PCTC fleet which is expected to be absorbed in the market over the coming years. At year-end, the PCTC fleet included 147 vessels older than 20 years and candidates for recycling.

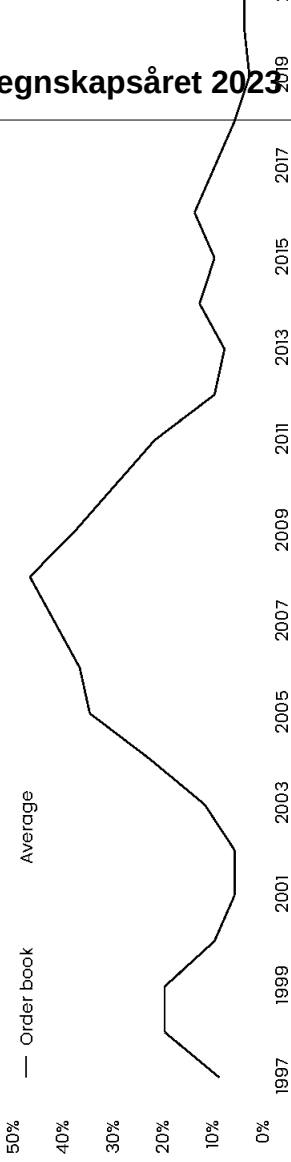
At 31 December, the global car carrier fleet amounted to 766 vessels, according to Clarksons. The global order book was 37% of the current capacity. This compares to a historical average of 17%. The delivery schedule of the PCTC order book is still expected to be insufficient to meet the estimated demand growth, at least through 2025.

The global fleet controlled by PCTC tonnage providers amounted to 186 vessels, an increase of six vessels since year-end 2022. An estimated 18 vessels controlled by tonnage providers were open for contract renewal in 2024 and 34 vessels open in 2025, including newbuildings to be delivered. This compares to 42 vessels fixed in 2023 and 65 vessels fixed in 2022, including forward fixtures.

Historical fleet development (Number of vessels) ¹



Orderbook as percent of fleet ¹



¹ Source: Clarksons Research

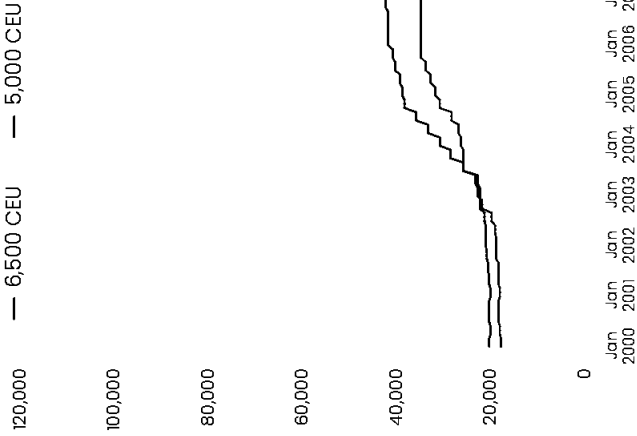
Time charter rates

For most of 2023, TC rates remained stable at historically high levels, before increasing to new record levels in the fourth quarter due to continued strong demand and limited near term open vessel supply.

The 12-month TC contract rate for Panamax vessels was estimated at USD 115,000 per day at the end of December 2023, according to data from Clarksons, up from USD 100,000 at the end of 2022. The 12-month TCE rate for Mid-size vessel was estimated at USD 95,000 per day, up from 90,000 a year earlier.

The Company estimates the current 12-month TCE for Distribution vessels at USD 30,000 per day, up from USD 25,000 per day at the end of 2022.

Historical time charter rates (USD/day) ¹



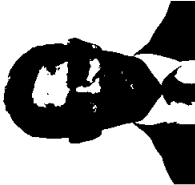
¹ Source: Clarksons Research

Executive Management



Georg A. Whist,
Chief Executive Officer

Mr. Whist has been the CEO of Gram Car Carriers since 2018. Prior to this, Mr. Whist held the position as CFO in Hafnia Tankers Aps in Copenhagen following 18 years with Nordea Bank as SVP and Head of Europe, Asia & Middle East of Nordea Bank's Shipping, Offshore and Oil Service division.



Gunnar Koløen,
Chief Financial Officer

Mr. Koløen joined Gram Car Carriers as CFO in January 2021, after serving as CFO and Managing Director at Dolphin Drilling (Singapore). Mr. Koløen also held the position as General Manager of Gram Car Carriers (Singapore) 2009-2011 and served as a Director of the Company from 2012 to 2020. Gunnar started his professional career with KPMG and is a State Authorised Public Accountant from Norway.



Børre Mathisen,
Chief Operating Officer

Mr. Mathisen joined Gram Car Carriers in 2013. Mr. Mathisen previously worked at Hoegh Autoliners from 1996 where he held various positions, including two periods in Japan in charge of commercial operations in East Asia.



Mas Gram,
Head of Projects and IR

Mr. Gram joined Gram Car Carriers in 2018. Gram previously worked as a Senior International (VLCC pool) and Tugboat Ocean Management company) in London, Securities (corporate finance) in Singapore.

Board of Directors



Ivar Myklebust
Chair of Board

Year of birth, residence
Director since
Shareholding

1967, Norway
2021
42,000 at 31 December 2023

Mr. Myklebust is the CEO of OMP Capital AS. He has previously served as both CEO and CFO of Høegh Autaliners, and CFO of D/s Norden. Mr. Myklebust has also held board positions as chair of Havyard Ship Technology; board member of the Norwegian Shipowner's Mutual War Risk Insurance Association (DNK); Euro Marine Logistics NV and OMP Capital A/s. His background also includes 16 years of credit, investment banking and financial restructuring in Nordica and Pareto Securities. Mr. Myklebust holds a MSc degree and post-graduate studies from the Norwegian School of Economics and Business Administration (NHH); and a BA degree in Political Science from the University of Oslo.



Nikolaus H. Schües
Vice Chair of Board

1965, Germany
2022
8,319,688 at 31 December 2023

Mr. Schües is the principal and CEO of F. Laeisz and has been nominated by F. Laeisz to the Board of Directors. Mr. Schües is President of BIMCO, Vice Chair of UK P&I Club and Member of the Presidential Committee of German Shipowners Association. He holds an MBA from Instituto de Empresa (IDE), Madrid and a B.Sc. (Hons) in Economics from the University of Buckingham, UK.



Clivia Breuel
Board Member

1979, Germany
2022
AL Maritime Holding held 3,619,285 shares at 31 December 2023

Clivia Breuel (née Bunnemann) is a partner at AL Capital Holding GmbH & Co. KG, a d.o.o. and family owned shipowning group company of AL Maritime Holding. She is a member of the Board of the PBS Foundation. She has experience in both shipping and banking and holds a master's degree in Business Studies from the Business School Oestrich-Winkel.

23		About GCC Board of Directors		Contents		Year in brief		About GCC		ESG report		Governance		Financials	
Year of birth, residence	Director since	Shareholding		Dr. Gaby Bornheim Board Member						Arstreignskap regnskapsåret 2023 for 9194227					
				1966, Germany		1953, Scotland		1964, Norway							
				2022		2021		2021							
				-		2,038,782 at 31 December 2023		18,745 at 31 December 2023							
			Dr. Bornheim is one of the Managing Directors of Peter Döhle Schiffahrts KG. In the past she was inhouse counsel for Deutsche Shell AG and MobilOil AG. Gaby is President of the German Shipowners Association. She studied economics and law at Westfälische Wilhelms-Universität Münster, Germany and passed her second state exam before the Higher Regional Court of Hamburg, Germany.		Mr. Locke is the Chair of Motor Fuel Group and Non-Executive Chair of Well-Safe Solutions Ltd. He is the former Executive Chair of Abbot Group plc, an oil services company which he founded in 1992. Mr. Locke holds an MA (Hons) in History and Economics from Wadham College Oxford.		Christine Rødsæther has more than 30 years of experience as a lawyer, since 2000 as partner in the law firm Simonsen Vogt Wiig AS. Furthermore, she is a board member in Odjell SE and Tufnor Assets Limited, and has previously acted as a member in Norwegian Guarantee Institute (GIEK), Grieg Shipping, Songas Bulk ASA and Norwegian ASA. She has extensive experience in international shipping and offshore trading, banking and finance and general commercial law. Rødsæther has previous experience as a director in Wikborg, Rein & Co. including the London Stock Exchange, Andersen Legal ANS. She holds a Master's degree from the University of the Pacific, Sacramento and Cand. Jur. from the University of Bergen.								

Gram Car Carriers Annual report 2023



Key performance indicators

(2022)

GHG emissions Scope 1 (MT)
420,732
(499,176)

LTIF
0
(1.1)

Fines or significant
environmental incidents
0
(0)

Sailing distance (Nm)
1,500,872
(1,689,099)

Number of owned vessels
in fleet (as at 31/12)
19
(18)

Average age of fleet
(years)
13
(12.8)



919422793

About this report

This report presents the environmental, social and governance (ESG) performance of Gram Carriers ASA ("the Company" or "GCC", together with its subsidiaries the "Group") for the period 1 January to 31 December 2023. The report has been prepared to meet the disclosure requirements of the SASB Marine Transportation Standard (2023); and follows The Norwegian Shipowners' Association's ESG Reporting Guidelines (2021), referencing the GRI Standards (2021).

Gram Carriers ASA is listed on Euronext Oslo Børs with the ticker-code "GCC" and the shares are admitted to trading on OTCQX Best Market in New York with ticker "GCCRF".

For further information contact mail@gramcar.com



Norges
Rederiforbund
Norwegian
Shipowners'
Association



This Report complies with the SASB
Marine Transportation Standard (2023) and
The Norwegian Ship Owners' Association ESG
Reporting Guidelines 2021

Gram Carriers Annual report 2023

A message from our CEO

Gram Car Carriers (GCC) aspires to be a leader in sustainable transportation solutions for the global auto industry. This vision is ingrained in our mission, values and shared culture, serving as guiding principles for our daily decision-making and our long-term strategy for growth and value creation.

Looking back on 2023, I am pleased to share our advances within sustainability and the resilience of our operations. During the year, we made a transformative shift from focusing on 'what' we achieve to 'how' we conduct our business. We established the Board's ESG Committee to further strengthen effective governance in line with our commitment to sustainability and diligent decision-making, and we initiated a Double Materiality Assessment as part of our CSRD readiness plan for the coming year.

Our comprehensive approach to measuring greenhouse gas emissions (GHG) includes active engagement with the International Maritime Organisation's (IMO) Carbon Intensity Indicator (CII) reporting, and we have incorporated EU ETS clauses into all charter contracts and opened a trading account.

Throughout the year, we continued our work on reducing GHG emissions through biofuel trials and energy efficiency initiatives supported by detailed decarbonisation plans for each

of our vessels. We also completed the installation of ballast water treatment systems on all vessels, reflecting our commitment to zero significant spills.

Our dedication to responsible business practices is further evident through our due diligence processes aligned with the Norwegian Transparency Act, managing potential risks in our value chain.

I am proud to emphasise that our sustainability position remains firm as we continue to build a more sustainable and resilient offering to support the green mobility shift. I extend my gratitude to our colleagues and partners for their continuous contributions.

Looking into 2024 and beyond, our vision stands firm. We continue to support the transition of our industry and the global vehicle value chain towards a decarbonised future. Please, explore our ESG report for insights into the 'how' guiding our operations.



Georg A. Whist
CEO of Gram
Car Carriers ASA

About Gram Car Carriers ASA

Gram Car Carriers ASA is the world’s third–largest car carrier tonnage provider, with a strong industry name having been engaged in car carrier investments since 1982. The Company provides modern fuel–efficient vessels and logistics solutions to operators, enabling precise and safe shipment with maximised cargo capability.

At 31 December 2023, GCC operated and commercially managed 19 owned vessels. The Company is also the commercial manager for Global Auto Carriers (GAC), which is currently building four 7,000 CEU dual fuel Pure Car Truck Carriers (PCTC) in China. On 5 July, the Company signed an agreement to sell two distribution vessels, the Viking Constanza (2,000 CEU, built 2010) and the Viking Princess (1,000 CEU, built 1996), to modernise the fleet and capitalise on historically high second–hand vessel values. On 5 September, the Company assumed full ownership of the mid–size vessel Mediterranean Sea (5,000 CEU, built 2010).

Crewing and technical management for the vessels owned and commercially managed by the Company is outsourced to reputable service providers on a contractual basis. Service providers are expected to meet the Company’s ESG standards, with specific requirements set out in Contracted Time Charters and Technical Management Agreements. This includes the obligation for charterers to operate vessels so that they achieve a CII rating of C or better. The routing of vessels, choice of port and time in port is generally the choice of the Company’s customers.

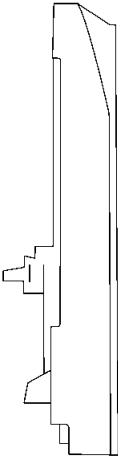
GCC’s vessels are chartered to major global and regional car carriers worldwide in line with the Company’s legacy. The Company’s headquarters are in Oslo, Norway, with a branch office in Singapore.

Supporting the green mobility shift

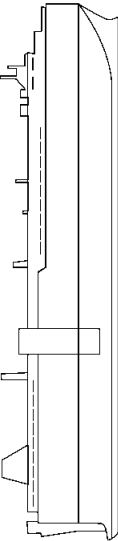
Gram Car Carriers’ culture is built on a strong sense of purpose supported by the Company’s vision, mission, values, which influence how the Company carries out its everyday work to assist its customers and partners in their journey towards a more sustainable world.

Fleet Description

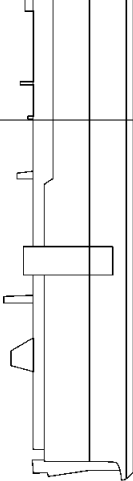
Diversified fleet of 19¹ owned PCTCs



4 Distribution vessels¹
(up to 2,000 CEU)



11 Mid-size vessels
(up to 5,000 CEU)



4 Panamax vessels
(up to 7,000 CEU)

Third party vessels
4 Panamax newbuilds for Global Auto Carriers

¹ Gram Car Carriers Annual report 2023

¹ Includes the Viking Princess which was delivered to the new owner

ESG Governance Mechanisms

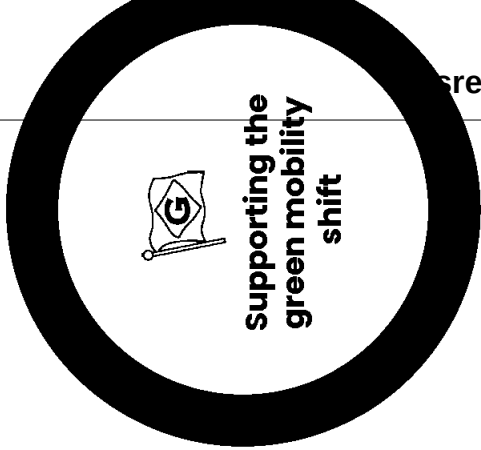
The commitment to ESG performance is formalised through GCC’s sustainability framework, and robust governance processes. The Company recognises the significance of measuring, managing, and transparently reporting on material ESG topics. To identify these material topics, GCC has collaborated with external sustainability experts to ensure a thorough and objective assessment. The material topics serve as the focal point for this report, aligning sustainability efforts with areas deemed most critical for the Company and its stakeholders.

To identify and understand the topics, GCC engages its stakeholders regularly. The stakeholders include suppliers, charterers, technical managers, as well as lenders, investors and customers. Each stakeholder’s priorities, including those connected to ESG, are acknowledged and discussed, with key findings taken into account in sustainability related work. More extensive stakeholder engagement has been undertaken in the process of the Double Materiality Assessment described below, including interviews with selected representatives and a survey sent to the crews onboard GCC vessels.

ESG-related impacts, risks, and opportunities are regularly reviewed as part of the overall responsibility for risk governance by the Board of Directors (the Board). Matters to be discussed by the Board are prepared by the Audit Committee, including a review of this report. In the pursuit of ESG best practice, GCC has also established an ESG Committee

comprising three members of the Board (formally established in January 2024). The Committee will assist the Board in discharging its responsibilities and duties related to material ESG matters, enhancing governance structures, ensuring oversight and driving strategic decisions aligned with the Company’s sustainability objectives. Its responsibilities include reviewing any proposed public disclosures or statements related to key ESG matters. This encompasses both existing and evolving disclosure requirements within the regulatory environments in the EU and Norway, as well as disclosures according to accepted best practice.

The GCC sustainability framework, coupled with the introduction of the ESG Committee, underscores GCC’s commitment to navigating the complexities of ESG challenges and opportunities with diligence and foresight.



Environment

- GHG emissions
- Air emissions
- Fuel efficiency
- Ecological impacts
- Ship recycling

Social

- Health and safety
- Diversity
- Human rights
- Developing human capital

Governance

- ESG governance
- Conduct, ethics and anti-corruption
- Data privacy and cyber security

ESG Governing Policies

The following documents support GCC's governance over ESG and are available on the Company's website.

- [Corporate Governance Policy and other guidelines](#)
- [Transparency Act Statement](#)
- [Procedure for reporting concerns](#)
- [Code of Conduct](#)
- [Supplier Code of Conduct](#)
- [Sanctions Procedure](#)
- [Charter of the ESG Committee](#)
- [Charter for the Nomination Committee](#)
- [Charter for the Audit Committee](#)
- [Charter of the Remuneration Committee](#)

ESG-linked compensation

Part of the Company's long- and short-term incentives are linked to ESG performance to further enhance the Company's strategic ESG ambitions and achievement of the goals set.

Double Materiality Assessment for CSRD readiness

In preparation for the reporting requirements under the Corporate Sustainability Reporting Directive (CSRD), GCC is conducting a Double Materiality Assessment (DMA) in collaboration with an independent ESG consultancy, to deepen the focus on what is assessed to be the most material ESG matters. This initiative aims to understand the Company's environmental, social and economic impacts, along with the associated financial risks and opportunities. This includes engaging with key stakeholders to ensure the validity of the findings, and to support the transparency and accountability

Gram Car Carrier's Annual report 2023



of ESG disclosures. The DMA is set to be finalised soon after the publication of this report and will guide the establishment of effective management practices for the identified material topics. The newly formed ESG Committee will oversee the refining of sustainability initiatives based on the insights obtained through the DMA process.

The mentioned approach is designed to ensure compliance with evolving regulations and to strengthen risk management and due diligence approaches. GCC believes this approach offers the Company to capitalise on emerging ESG opportunities.

Environment

Climate Change

Greenhouse Gas (GHG) Emissions

The Company recognises the critical importance of managing and reducing GHG emissions. GCC is committed to contributing in a transparent and accountable way to the maritime industry's decarbonisation efforts. In 2023, Scope 1 GHG emissions totalled 420,732 metric tonnes CO₂-e, representing a 10.7% reduction from the previous year (2022: 470,969). The decrease was predominantly driven by changes in fleet size, composition, and ongoing fleet-wide decarbonisation initiatives

GHG emissions and CII performance

Emissions from owned vessels	2023	2022	2021
Scope 1 GHG emissions (MT)	420,732	470,969	378,749
Carbon intensity indicator (CII) (gCO ₂ e / tnm) ¹	8.04	8.26	7.16

¹ 2023 CII figure has been calculated on the basis of 19 operated vessels.

The Carbon Intensity Indicator (CII) is a measure of how efficiently a ship transports goods and is given in grams of CO₂ emitted per cargo-carrying capacity and nautical mile travelled. The CII is based directly on the fuel consumption, and its value is affected by the type of fuel used, the efficiency of the vessel and operational parameters such as vessel speed, cargo

transported, weather conditions and the general condition of the vessel (e.g. biofouling). As a responsible ship owner, GCC seeks to minimise the CII by optimising operations, ensuring vessels are in a good condition and contracting with charterers to agreed operating parameters, including vessel speed.

GCC is committed to reducing emissions in maritime transport, which is why it is implementing operational control in its GHG accounting practices. Acknowledging the importance of the company's role in environmental stewardship, GCC follows policy mandates, including Health, Safety, and Environment (HSE) and IMO guidelines.

In line with the GHG Protocol's accounting methodologies and Science-based target initiative (SBTi) guidelines, GCC sets emission reduction targets reflective of vessel emissions only. Following the latest IMO decarbonisation ambitions and the SBTi Maritime Guidance, GCC employs a well-to-wake (WTW) approach. This includes emissions from the combustion of fuels and energy consumed, allocated into Scope 1 rather than the Company's value chain emissions (Scope 3).

At MEPC80 in June 2023, the IMO completed its first revision of its GHG Strategy and strengthened its ambition for reducing GHG emissions from international shipping. GCC's climate

commitments are aligned with the IMO's revised targets, aiming to achieve at least a 20% reduction by 2030 while striving towards a 30% reduction, and achieving at least a 40% reduction by 2040 while striving for 80%, compared to 2019. The long-term goal is to reach net-zero by or around 2050.

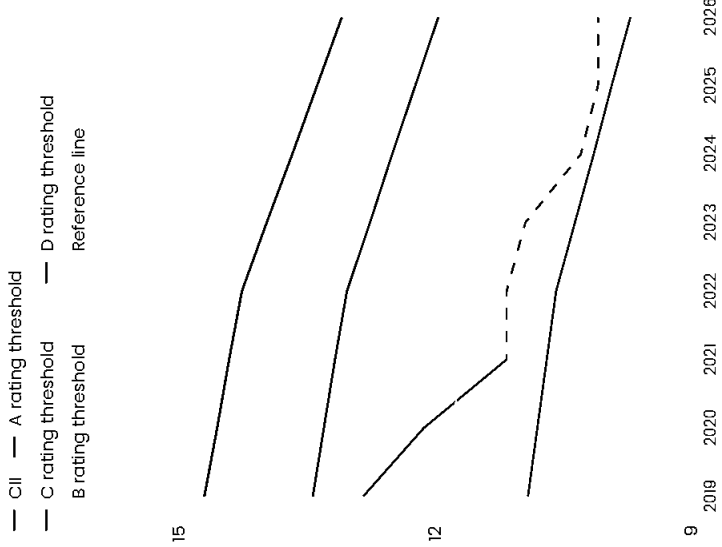
The Company monitors the IMO's plans to revise its reduction targets in response to the evolving regulatory landscape and is prepared to align investments and operations with the anticipated new regulations, including supporting the use of alternative fuels, including green hydrogen, and shipping fuels and market-based carbon pricing. GCC's strategic considerations are influenced by the need to commit to greener fuels in the maritime sector, the inclusion of maritime shipping in the EU Emissions Trading System (EU ETS).

Advancing Decarbonisation Initiatives

To achieve the targeted GHG reductions, GCC is implementing its long-term decarbonisation plan established in 2021, in alignment with DNV. This involves ongoing biofuel trials, phasing in of individual vessel decarbonisation plans, and defined actions and desired outcomes. The results of these initiatives introduced in 2023 are described below, and GCC's dedication to mitigating environmental impact and advancing sustainable practices in the shipping industry is evident.

Reduction plan – CII

Carbon intensity (gCO₂/capacity-mile)



Gram Car Carrier's Annual report 2023

In 2023, GCC embarked on a project involving the upgrade of shaft/generators on the distribution vessels, enabling variable speed on the four-stroke engines, with an anticipated fuel saving of 10–15%. This also involves installation of shore power connections. An efficient solution has been developed in close collaboration with one of the customers, which was presented together with an execution plan in March 2024.

Additionally, in 2023, Yokogawa flow meters¹ were successfully installed on all vessels, providing real-time fuel consumption data with high accuracy. This enables the use of Artificial Intelligence to optimise vessel trim, speed and direction to reduce fuel consumption and increase energy efficiency.

Poseidon Principles

GCC is a foundational signatory to the Poseidon Principles, a global framework for responsible ship finance, aimed at integrating climate considerations into lending decisions for international shipping decarbonisation. In line with this commitment, GCC adheres to IMO emission requirements, employing operational and technical initiatives to maintain a “C” rating on the fleet's Carbon Intensity Indicator (CII). These efforts are detailed in collaboration with DNV in established decarbonisation plans. As part of fleet renewal, GCC, as commercial manager, has ordered four dual-fuel LNG vessels on behalf of Global Auto Carriers and divested three conventional owned vessels, including the oldest in the fleet. These actions reflect GCC's commitment to responsible and environmentally conscious shipping practices.

¹ For more information on this product, please refer to the ROTAMASS Total Insight by Yokogawa Norway.

EU ETS for shipping

The Company is actively tracking the implementation of the EU ETS, which entered into force on 1 January 2024. This cap-and-trade system will impact GCC's operations through its charterers. The shipping applies to all voyages and port calls within the EEA and 50% of emissions on voyages into or out of the EEA. Responding proactively, GCC has integrated EU ETS into agreements with all charterers and established an ETS trading account, with the COO and Operations as accounting representatives. The Company has developed monitoring software for the trading account in cooperation with Zero44, a German-based software company. GCC, with the auditors about the Company's ETS (Emissions Allowance) balance in 2024 show no anticipated impacts. At the time of this report, six GCC vessels are exposed to the EU ETS, some of them only partially.

Climate risk

Risk management remains integral to daily operational management processes at GCC. Enterprise risks, environmental risks, and climate risk, are systematically presented to the Board drawing insights from technical managers and conducting a most recent review for 2023 identified no significant climate-related risks. However, the Company acknowledges the ongoing Double Materiality Assessment may bring insights and increased focus on related risks.

GCC's climate-related risks encompass both physical risks, such as weather disruptions and vessel handling, and transitional risks, including evolving regulations and

customer requirements. Adhering to the recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD), the Company disclosures are outlined below, with a more comprehensive overview available in the TCFD statement provided in the Appendix to this report.

In line with the commitment to staying abreast of evolving frameworks, GCC is also actively monitoring the developments of the Task Force on Nature-Related Financial Disclosures (TNFD) and are prepared to adapt corporate strategies accordingly. This adaptive approach underscores the dedication to robust nature risk governance and positions the Company to effectively navigate the dynamic landscape of sustainability impacts and risk management.

Governance

Climate-related risks and opportunities are regularly reviewed by the Board as part of its overall responsibility for risk governance. The Board receives and assesses updates from management on Climate Risk, emerging regulations, developments in the Company's performance relative to the decarbonisation strategy, emissions reduction trajectories, and technological developments. The ESG committee will review management's proposals and make recommendations to the Board on Climate Risk governance in line with TCFD guidelines. Independent consultants will be consulted to the extent this will be necessary or desirable for the assessment.

Strategy

GCC has undertaken a climate risk review and analysis to understand how climate risks and opportunities are likely to

Gram Car Carrier's Annual report 2023

impact the business, its strategy and financial planning. By using information from these sources and the ongoing monitoring of GHG emission performance across the fleet, Gram Car Carriers believes it is well positioned to absorb, mitigate or adapt to climate-related risks; and, in some cases also capture available opportunities (see climate risks and opportunities in the TCFD statement on [page III](#)).

Risk management

Climate risk identification is incorporated into the general risk management and internal control system. The Board receives regular updates on relevant potential risks as part of the risk management system.

Targets and metrics

The Company measures its total GHG emissions (Scope 1) in carbon dioxide equivalents (CO₂e) by applying the IMO CII Carbon Intensity Indicator, and the Average Efficiency Ratio (AER) is measured and reported as grams of CO₂e per deadweight nautical ton-mile.

Energy efficiency

The Company is investing in fuel efficiency initiatives that optimise speed, performance and energy use to reduce GHG emissions, including:

- Low-speed efficient light bulb design
- New efficient propeller design
- Anti-fouling reducing hull resistance
- Energy-saving vessel operation.

Energy consumption performance

Total amount of energy consumed (GJ)
Percentage of energy consumed coming from heavy fuel oil (vs renewable)

6,130,742
97.45%

The total amount of energy consumed to date has varied in correlation with total sailing distance, influenced by weather conditions, and some degree by the energy efficiency initiatives and the influence of these initiatives may become more pronounced over time. The use of biofuel is already making a difference in the share of renewable energy, and the Company is expected to continue to increase going forward.

GCC has investigated various shore power connection options throughout 2023. Depending on shore power, the GHG reduction potential from this initiative is between 5% and 10%. To optimise operations, the Company is also considering variable engine speed options for vessels with four-stroke engines. To conclude the process an investment plan will be developed in early 2024.

In cooperation with DNV, GCC has completed decarbonisation plans for all its vessels for the five-year period through 2028. The estimated cost for these investments is being assessed, and the Company will seek joint charterers, as they will benefit from more efficient lower fuel costs, and/or lower taxes related to emissions.

Environment

Ecological Impacts

Effective management and governance of ecological impacts in the shipping sector are imperative for long-term sustainability. Addressing issues such as air pollutants, biodiversity impacts, resource use and circular economy practices is not only mandatory for compliance with evolving regulations, but also essential for responsible business conduct.

Proactive measures, including efficient waste management, emissions reduction initiatives and adherence to circular economy principles, not only mitigate negative ecological impacts but also contribute to long-term operational resilience. As the maritime industry plays a significant role in global trade, responsible management practices underscore the industry's obligation to minimise its environmental footprint, ensuring the health of marine ecosystems.

Air pollutants

Since 1 January 2020, the Company has complied with the IMO's reduced Sulphur fuel content requirement, lowering the upper limit from 3.5% down to 0.5%. GCC maintained a level below 0.496%, specifically, 0.45% in 2023. By using cleaner fuels, the Company is not required to install scrubber devices on all of its owned vessels.

Emissions from owned vessels ¹	2023	2022	2021
SO _x emissions (tonnes)	1,536	1,323	1,032
NO _x emissions (tonnes)	10,178	12,812	11,266
Particulate matter (tonnes)	640	1,412	872

¹ The emissions have been calculated based on the size of fleet as at December 31st each year

Emissions to air performance

In 2023, GCC undertook a reassessment of the SO_x emissions, incorporating additional verification to rectify some identified double-counting issues. As a result, the recalculated and restated figures for SO_x are lower than previously reported for 2022 and 2021. No similar double-counting issue was found for the other sources of air emissions, NO_x and Particulate matter (PM). While SO_x emissions are heavily influenced by fuel type and quality, NO_x and PM are predominantly varying as a function of sailing distance and total fuel consumption.

Biodiversity and ecosystems

The Ballast Water Management Convention (BWM) that all ships from 2024 have an approved ballast water management treatment system, according to the "standard". This is implemented to reduce the risk of invasive species through the discharge of ballast

At year-end 2023, installation of compliant ballast water management treatment systems was completed on 10 GCC fleet. There were no reported environmental incidents or fines in 2023, and no sailing of vessels transited protected areas. Efforts to reduce waste generated by vessels continues, and in 2023, a total of 911 tonnes recorded for the fleet of 19 vessels (2022: 843 tonnes)

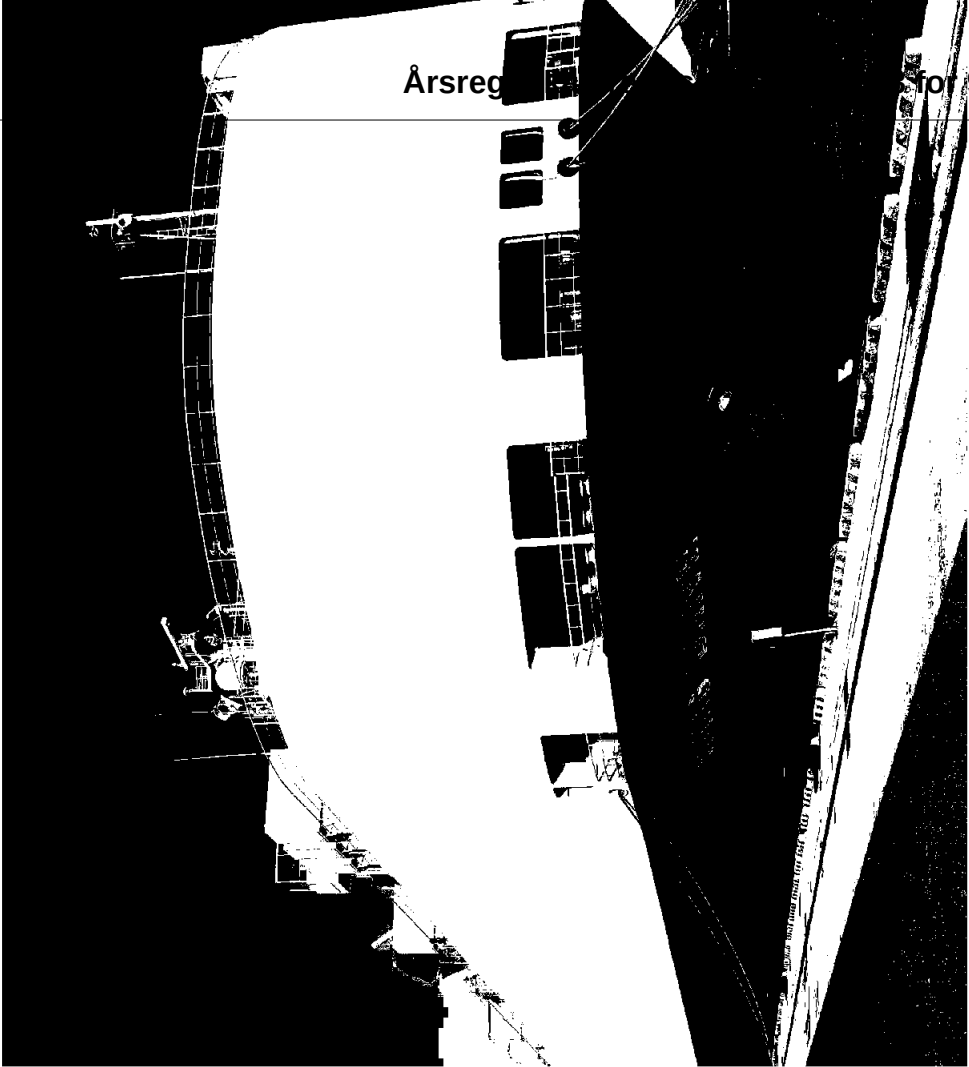
Number of significant spills	0
Ballast water treatment system installation (% of vessels)	100%
Environmental incidents or fines	0
Onboard waste generated (metric tonnes)	911
Time in marine protected areas ¹	0

¹ Marine Protected Areas (MPAs) refer to designated oceanic regions where regulations and conservation measures are implemented to safeguard ecosystems, biodiversity, and habitat integrity.

Resource use and circular economy

GCC follows the EU Ship Recycling Regulation and the Hong Kong Convention for the safe and environmentally sound recycling of ships. No vessels have been recycled the past three years (2021-2023). The Company's Ship Recycling Policy states the Company's commitment to responsibly recycling ships, thereby safeguarding the environment, human health and safety. The same commitment applies to all the subsidiaries within the Group.

GCC aims to sell its vessels to responsible buyers that commit to green recycling which meets all relevant laws and regulations to support circular economy practices in the shipping industry. The Company inspects the yards it works with every five years and applies contractual clauses that support responsible ship recycling. In 2023, two yard-inspections were performed.



Social

Own workforce

The Company prioritises health and safety and invests in human capital development, diversity and inclusion. GCC believes that these are important areas where the Company can have a positive impact. These practices safeguard the well-being of the Company's professionals and contribute to a skilled and resilient workforce, fostering innovation and adaptability in maritime operations.

Health and safety

People's safety is of utmost importance. The Company is committed to seeking zero harm by maintaining a safe environment and protecting people's health. All vessels are operated following the Company's Health & Safety Policy, which covers GCC's entire value chain. Furthermore, GCC's ship management partners are in the process of implementing Occupational Health & Safety standards across their fleets (ISO45001).

GCC has established a set of clear health and safety principles to guide its operations:

- Commercial considerations will never come before the safety considerations of personnel
- Ensure all our operations are undertaken with due regard to safety requirements
- Personal incidents are unacceptable and should be always prevented
- Regulatory requirements are to be considered a minimum standard

	2023	2022
Lost Time Incident Rate (LTIR)	0	
Marine casualties ¹ (no. of incidents)	1	
Sickness absence % (GCC only)	431%	5%

¹ A marine casualty may be either of the following: the death of, or serious injury to, a person on board a ship; the loss, presumed loss or disappearance of a ship; or the loss, presumed loss or disappearance of a marine vessel, material damage to a marine vessel, the stranding of a marine vessel, or the involvement of a marine vessel in a collision with another vessel, or the involvement of a marine vessel in a collision with a fixed structure external to a vessel, that could endanger the safety of the vessel or another vessel or an individual on board a vessel, or the potential for severe damage to the environment, or the potential for severe damage to the health or safety of the crew. The event was caused by the damage of a marine vessel (United Nations Convention on the Law of the Sea, 1982) or by the damage of a marine vessel (United Nations Convention on the Law of the Sea, 1982) or by the damage of a marine vessel (United Nations Convention on the Law of the Sea, 1982) or by the damage of a marine vessel (United Nations Convention on the Law of the Sea, 1982).

Health and safety performance

In July 2023, GCC experienced one marine casualty in the form of material vessel damage as a result of a collision with a tanker near Kingston, Jamaica. There was no harm to health or safety of the crew. The event was caused by a communication breakdown in the engine room and inadequate adherence to quality protocols. The incident is being addressed through follow-up with all technical managers, and a specific seminar in March 2024 with crew, officers and shore managers. In 2024, GCC will also implement a strict regime for seafarers to avoid similar events in the future. Sickness absence rate has returned to a level higher than in 2023, now that Covid-19 restrictions and counting measures have been lifted.

Human capital

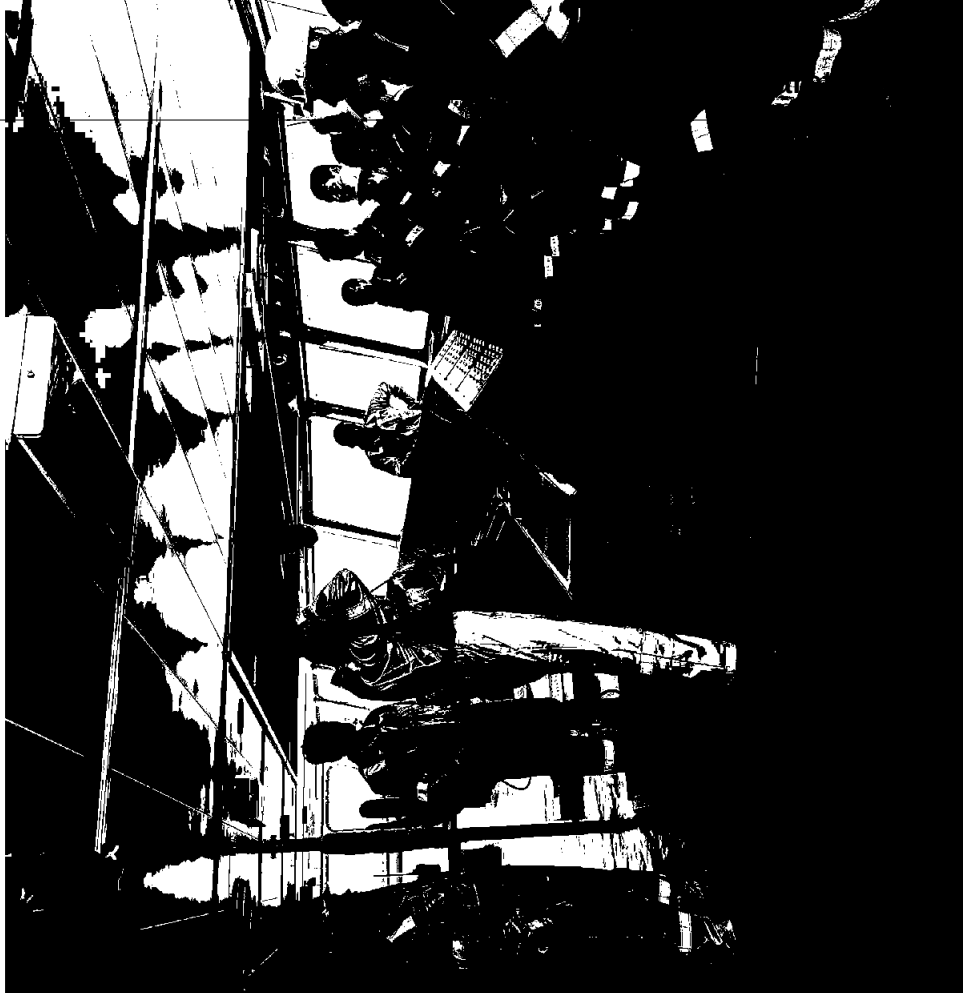
The Company aims to be an employer of choice and commits to developing the capabilities, skills and competencies of its workforce. Providing employees with constructive training programmes supports human capital growth and retention.

From onboarding and induction, through to formal and on-the-job training, GCC considers investment in training and development as essential to creating a continuous learning opportunity for employees.

The majority of officers in the GCC fleet are Ukrainian, with several now living outside of Ukraine. To support them in training outside of their home country, GCC is starting a cooperation with N. Y. Vaptsarov Naval Academy in Varna, Bulgaria, to conduct regular simulator training from March 2024.

At the end of 2023, both GCC onshore and offshore workers (seafarers) were sent a survey as part of the regular stakeholder engagement programme. The survey seeks to assess the workers' awareness and the scale of impact GCC has on them, in areas including health and safety, social protections and whistleblowing. The results of the engagement programme were shared with the Executive Management as part of the Double Materiality Assessment validation in March 2024. Further conclusions will be shared with the Board and the ESG Committee.

Gram Car Carrier's Annual report 2023



Training and development performance

In 2023, there was a decline in the training figures for onshore employees compared to the previous year. This reduction was attributed to a thorough reassessment aimed at delineating job-relevant training from unpaid voluntary competence-building activities.

Diversity and Inclusion

The Company is dedicated to fostering a diverse and inclusive workforce, welcoming employees from all backgrounds. GCC firmly believes that diversity enhances learning, understanding and innovation in alignment with the Company's commitment to key Human Capital principles. Discrimination and harassment based on any personal characteristics are strictly prohibited, and this expectation extends to contractors, suppliers and business partners, promoting fair treatment and equal opportunities for all.

Diversity performance

Gender diversity has remained stable, with a typical industry figure for the percentage of females employed in onboard roles. Ongoing efforts are being made by GCC in its own recruitment and in collaboration with ship crew services providers, to increase diversity within the maritime workforce.

	Contents	Year in brief	About GCC	ESG report		Governance	Financials
				Male	Female		
				2023			2022
							Male
							Female

Social

Workers in the supply chain

Human Rights and Labour Rights

Gram Car Carriers recognises the inherent human rights risks associated with the global business operations, extensive network of partners and suppliers located in high-risk jurisdictions. The Board assumes overarching responsibility for risk management, including human rights risks, with the endorsement of the Company's policies and the ESG Committee. The Human Rights Policy, accessible on the Company website, provides clear guidance on working with suppliers and establishes fair labour conditions onboard the Company's vessels.

In alignment with the commitment to internationally proclaimed human rights, GCC actively works to prevent complicity in human rights abuses. These principles are reinforced through employee training and continuous monitoring of business activities for potential human rights issues. This commitment is further detailed in GCC's Transparency Act Statement.

To translate principles into actions, GCC has implemented specific measures to mitigate negative impacts in these areas. This includes the proactive inspection of selected shipyards before every docking, ensuring alignment with human rights expectations. Initiatives addressing mental health concerns have been introduced to aid crew in maintaining a healthy mental well-being during extended periods at sea or difficulties posed by geopolitical challenges. The dedication to human rights governance and concrete actions reflects GCC's commitment to responsible and ethical business conduct within the shipping sector.



919422793

ESG Governance

Business conduct

Ethical business conduct is of utmost importance for GCC. It underpins the foundation of trust and reliability upon which successful commercial maritime operations and the Company exist. Upholding high standards of integrity, transparency and compliance ensures legal and regulatory adherence and fosters strong relationships with stakeholders, including clients, partners and the wider maritime community.

The Board oversees the Company's approach to ESG topics, aligning actions with the principles outlined in the Company's Sustainability Policy. The Company's commitment to maintaining ethical, environmental and social standards remains consistent, regardless of operating conditions. GCC adheres to the Corporate Governance guidelines established by the Norwegian Corporate Governance Board (NUES). The ESG Committee contributes to these efforts, ensuring the integration of sustainable practices and responsible decision-making into the operational strategy. These governance mechanisms collectively reinforce the Company's dedication to ethical conduct and responsible business practices.

Code of Conduct, ethics and anti-corruption

The Code of Conduct and Ethics Practices clearly sets out the Company's behavioural expectations. GCC has zero tolerance

for corruption in any form, as stated in our Anti-Corruption Policy. The Code of Conduct and Anti-Corruption Policy can be found on the Company's website. GCC provides regular anti-corruption awareness training to the employees and seafarers and actively monitors for potential corruption incidents.

The Company operates an independent whistleblowing hotline and manages all reports received in line with the Procedure for Reporting Concerns (whistleblowing policy) and data protection laws. All employees, including non-permanent/temporary staff, and everyone employed or operating onboard the Group vessels, are encouraged to report their concerns of any misconduct related to business operations that should be prevented or corrected. Information about reporting a concern and the Whistleblowing Policy is available on the Company's website. In 2023, there were no whistleblowing incidents.

In compliance with the Norwegian Penalty Act and Anti-Bribery Convention, GCC monitors governance own business operations and within that of business partners. These risks include corruption, bribery, money laundering and anti-trust behaviour. The Company's expectations of business partners are clearly set out in the Supplier Code of Conduct and Time Charter Contracts.

Supplier code of conduct

All suppliers are required to adhere to the same environmental, social and ethical standards as GCC's own employees. Supplier standards are set out in the Supplier Code of Conduct, which includes clauses related to safety and the environment, anti-corruption, human rights, economic sanctions, regulations and human rights. The Supplier Code actively screens its suppliers based on these standards and cases of non-conformance, suppliers are actively followed up on to ensure they comply with our Supplier code of Conduct.

GCC is an active member of the Marine Anti-Corruption Centre (MACN) – the leading anti-corruption initiative in the maritime industry. In 2023, there were no reported breaches of the Code of Conduct and no reported corruption or bribery incidents.

	2023	2022	2021
Port calls in countries with 20 lowest rankings in Corruption Perception Index	9	101	161
Facilitation payments made	0	0	0
Inspections	61		
Deficiencies	30	95	34
Detentions	1	44	17
Supplier screenings	6	2	0
Number of conditions of class or recommendations	17	164	N/A

Anti bribery and corruption performance

In 2023, significantly fewer port calls were made in countries with the 20 lowest rankings in Corruption Perception Index, this is due to GCC ending a charter that operated a shuttle between the United States and Haiti. The remaining calls were made in Nicaragua and Libya. After an initial screening of existing suppliers in 2022, six new suppliers were screened for ESG performance in 2023.

Data privacy and cyber security

GCC is committed to protecting privacy and maintaining data security. All employee, customer and company data are held in line with the Company's Data privacy and security Policy. GCC complies with the EU's General Data Protection Regulation (GDPR) and the IMO Resolution on Maritime Cyber Risk Management.

There were zero reported data privacy or security breaches in 2023, 2022 and 2021.



Governance

anskap regnskap

Gram Car Carrier, Norway, April 2023

Board of Directors' report

Gram Car Carriers ASA ("the Company" or "GCC", together with its subsidiaries the "Group") is a Norwegian public limited company incorporated on 3 August 2021. The principal business activity is to invest in and operate ships used in the global seaborne transport of automobiles and other vehicles. The Company's headquarters is in Oslo, Norway, with a branch office in Singapore. The Company's shares are listed on Euronext Oslo Børs under the ticker-code "GCC" and are tradeable on the OTCQX® Best Market, New York, with the ticker-code "GCCRF".

During 2023, the company continued to successfully execute its strategy by delivering stable and efficient operations and rechartering the fleet on contracts with long durations at historically high dayrates. This was reflected in successively increasing quarterly earnings and dividend distributions to the shareholders.

The Group is the third largest car carrier tonnage provider in the world in terms of fleet size and focuses on providing modern, reliable and efficient Pure Car Truck Carriers (PCTCs) across various sizes to suit all aspects of the seaborne car transportation trade. The fleet comprises vessels in the Distribution, Mid-Size and Panamax classes which are chartered out on time charter contracts to major global operators and regional major operators of seaborne vehicle transportation.

Gram Car Carriers was operator and commercial manager of 19 owned vessels at year-end. The Group is also the commercial manager four newbuildings scheduled for delivery in 2025/2026 on behalf of third-party owners. The Group has entered into ship management contracts with OSM and Reederei F. Laeisz GmbH for vessel crewing and technical management.

GCC is committed to a sustainable operation and has been an early adopter of sustainable biofuel and has developed vessel-specific decarbonisation plans. Future measures may include carbon capture and hull modifications to further reduce emissions and improve the carbon footprint of the fleet.

TC rates USD/day

— Distribution
— Mid-size
— Panamax

60,000

50,000

40,000

30,000

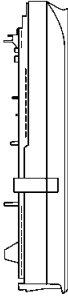
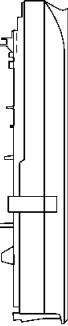
20,000

10,000

Q4 21 Q1 22 Q2 22 Q3 22 Q4 22 Q1 23 Q2 23

Årsregnskap regnskapsåret 2023 for 919422793

Key operational figures

				
	Distribution	Mid-size	Panamax	Fleet total
2023 (2022)	18,860 (12,560)	30,000 (22,390)	42,240 (19,650)	29,680 (18,930)
Average TC rate (USD)	99% (99%)	98% (96%)	98% (95%)	98% (95%)
Utilisation	6/16 days (- /22 days)	46/43 days (70/51 days)	32/2 days (54/19 days)	84/61 days (124/94 days)
Planned/ unplanned off-hire days				

Review of operations

During 2023, the Group maintained strong operational performance with an average fleet utilisation of 98% (2022: 97%). The fleet had a total of 84 planned off-hire days in relation to scheduled maintenance and dockings as well as 61 days of unplanned off-hire related to repairs and other factors. The unplanned off-hire was partially covered by off-hire insurance, which limited the impact on the Group's financial performance. Two vessels underwent planned periodic special surveys during the year. In addition, the Viking Bravery was in drydock for the installation of an exhaust scrubber.

The average fleet time charter equivalent earnings (TCE) were USD 29,680 per day in 2023, an increase from USD 18,960 in 2022. The higher TCE was a function of higher dayrates for all vessel types. The Panamax vessels earned an average of USD 42,240 per day (+57%), the Mid-size vessels earned USD 30,000 (+34%) and the Distribution vessels averaged USD 18,860 (+57%). Average daily earnings from the fleet are expected to increase further in 2024 as a function of one of the Panamax vessels starting on new contract early in the year and the first full year of contribution from vessels commencing their new charters in 2023, all at higher dayrates. In 2023, the daily vessel operation costs averaged USD 6,820 (USD 6,320) for the full fleet.

The Company estimates an average cash flow breakeven rate of USD 17,720 per day per vessel going forward (USD 17,270). The increase from year-end 2022 reflects higher interest rates and general inflation on operating expenses, partly offset by the impact of refinancing activities and improved terms.

For 2024, vessel operating expenses are expected at around USD 6,300 per day for the Distribution vessels and USD 7,300 for the Mid-size and Panamax vessels before overhead and docking costs. The average daily cash breakeven rates are the daily TCE rates the GCC fleet must earn to cover operating expenses including principal payments and interest on loans, lease payments and general and administrative expenses.

Contract overview

Over the past two years, the Group has successfully captured the strong market by rechartering most of the fleet at higher dayrates and multi-year durations. The Group's revenue backlog amounted to USD 851 million at 31 December 2023, little changed year over year. Backlog is impacted by fleet changes during the year, with the acquisition of one vessel on a long-term contract, as well as the sale of two vessels which otherwise would have been rechartered.

In 2023, three (15) new fixtures were announced, and in addition, one vessel with existing charter backlog was acquired. At year end, all vessels were on charter with an average contract duration of 3.4 years (3.3). Since the listing in early 2022, the average contract duration for new recharters has been 4.5 years. The average contract duration was 3.2 and 4.5 years for the Mid-size and Panamax vessels, respectively.

At year end, there was no open capacity in 2024, while for 2025 and 2026, 6% and 34% of available days were open, respectively. The forward contract coverage provides good visibility on future earnings and dividend capacity.

Other operational factors

On 21 December, GCC notified charterers that its restricted from passing through the Red Sea for the as the Norwegian Maritime Authority raised the sea in the southern part of the Red Sea to the highest monitors the situation closely and will review and policy when appropriate based on recommendations from relevant authorities.

Corporate and financing

Vessel transactions

In 2023, GCC executed two sale and purchase transactions, divesting two smaller Distribution vessels, including asset at the tail-end of its operating life, and replacing with a larger Mid-size vessel with higher long-term and dividend capacity. The realised book gain for sold vessels is recognised in the relevant quarterly and 75% dividend distribution.

In late October, the Viking Constanza (2,000 CEU), built was delivered to the new owner, as the first of the with book gain of USD 13.1 million. In early 2024, the Princess (1,000 CEU, built 1996) was delivered to the a book gain of USD 5.4 million.

GCC acquired a combined 99% equity stake in Gram a single purpose company owning the Mediterranean (5,000 CEU, built 2010). GCC is the commercial manager of Gram Car AS, holding 1% of the shares before the sale. The Mid-size vessel is on a contract at USD 25,500

Årsregnskap regnskapsåret 2023 for 919422793

People, organisation and working environment

As at 31 December 2023, the Group employed 16 people, 11 men and five women. Of the employees, 12 worked out of the Oslo headquarters and four out of the Singapore branch office. At year end, the Board comprised of three women and four men, with an additional male alternate Board member. Management consisted of four men.

The onshore working environment is considered to be good and sick leave was 4.3% in 2023 (2022: 5.4%). There was no leave of absence, incidents or reporting of work-related accidents leading to material damage or personal injury during the year. Offshore personnel on the Group's vessels are employed by the service providers, but the Group places great emphasis on health and safety onboard its vessels.

The Group seeks to promote a workplace where diversity is valued and where all employees can develop their individual skills and talents. The Group does not tolerate any form of discrimination, harassment or bullying based on (dis)ability, ethnicity, religion, parenthood, age, union affiliation, political opinion, sexual orientation, gender, gender identity and/or any other characteristic protected by applicable law. The organisation is in constant development and the diverse workforce forms the basis of the Group's success. By constantly securing safe and wholesome working conditions and a positive work environment for its employees, the Company aims to preserve and build on healthy, motivated employees and a strong internal culture.

¹ Environmental, Social and Governance

Please see the separate ESG¹ section of the annual report for more information related to employees, diversity, health and safety.

Consolidated financial statements

Declaration regarding the financial statements

The Board of Directors believes that the financial statements provide a true and fair view of the Group's result for 2023 and the financial position at year end.

Income statement

2023 operating revenue of USD 200.9 million reflected higher average time charter rates and utilisation across all vessel types compared to the prior year's operating revenue of USD 121 million. Vessel operating expenses amounted to USD 48 million (USD 41.4 million) and reflected a larger fleet and general cost inflation. Administrative expenses were USD 10.3 million (USD 9 million) and included non-cash expenses of USD 3.7 million (USD 0.9 million) relating to long-term employee incentive programmes.

Operating profit before depreciation (EBITDA) was USD 142.7 million, an increase from USD 70.6 million in 2022.

Gain on the sale of the Viking Constanza amounted to USD 13.1 million. Depreciation was USD 31.8 million (USD 27.5 million). The increase is mainly due to vessels acquired in 2022 and 2023. Operating profit (EBIT) amounted to USD 123.9 million (USD 43.1 million). Net financial expenses of USD 29.9 million (USD 19.2 million) reflected mainly interest expense on vessel loans and

leases. The increase in financial expense is mainly due to higher interest rates and non-recurring refinancing expenses of USD 1.5 million, which more than offset interest margins on the debt portfolio.

Net income for the year of USD 94 million compared with profit of USD 23.9 million in 2022. This equaled basic earnings per share of USD 3.23 per share (USD 0.83).

Financial position

As at 31 December 2022, the Group had a cash position of USD 59.5 million (USD 30.3 million) and USD 41.6 million (USD 20.1 million) in available undrawn credit lines. Vessels' tangible assets amounted to USD 558.6 million (USD 500.5 million), with the decrease from the previous period due to depreciation and the net impact to vessels' net book value during the year. Interest-bearing debt, including lease liabilities, amounted to USD 297.4 million (USD 299.5 million). Assets and book equity were USD 630.5 million (USD 599.5 million) and USD 290.7 million (USD 243.5 million), respectively. The increase in net profit for the period less dividends paid resulted in a book equity ratio was 46% (40%) as of 31 December 2022.

Cash flow

Cash flow from operating activities was USD 156.9 million (USD 79.6 million). The difference compared with the EBITDA for the period was mainly due to income from operating activities with a deescalating rate structure resulting in a straight-line basis in accordance with IFRS. Cash flow from investing activities of USD 2.6 million (USD 33.4 million) reflected mainly the acquisition of Viking Constanza, the acquisition

the shares in the company owning the Mediterranean Sea, as well as drydocking and vessel upgrades. Cash flow from financing activities was negative USD 130.3 million (negative USD 1.9 million) reflected the net impact of dividend paid, debt and lease refinancing activities, interest payments and scheduled instalments under the Group's debt facilities and leases during the year. Net change in cash and cash equivalents was positive USD 29.2 million in 2023 (positive USD 14.3 million).

Dividend

GCC has built a significant revenue backlog providing good visibility on future cash flow. For 2023, Gram Car Carriers distributed a total dividend of USD 2,318 per share, compared to USD 0.408 per share distributed in total for 2022. The distributions were made in quarterly instalments and constituted a repayment of the Company's paid in capital. Effective from the second quarter of 2023, the Company's dividend pay-out ratio was increased from 50% to 75% of net profit.

Parent company financial statements

Gram Car Carriers ASA reported a net profit of USD 58.8 million or 2023, compared with a net loss of USD 8.7 million for 2022. As at 31 December 2023, total assets amounted to USD 206.2 million (USD 194.4 million) and equity was USD 174.2 million (USD 161.8 million).

Allocation of profit for the parent company

The profit for the year of the parent company, Gram Car Carriers ASA, of USD 58.8 million has been allocated in its entirety to retained earnings.

Going concern

Pursuant to Section 3-3a of the Accounting Act, the Board confirms that the prerequisites for continued operations as a going concern have been met. This assumption is based on the financial position of the Group, forecasted results and cash flows for 2024 and the Group's long-term strategic forecast for the coming years.

Corporate governance

The Board of Directors has made a firm commitment to ensure trust in the company and to enhance shareholder value through effective decision-making and procedures for good communication between management, the Board and the Company's shareholders. GCC aims to comply with the Code of Practice for Corporate Governance published by the Norwegian Corporate Governance Board (NUES) on 14 October 2021. The Company has adopted a corporate governance policy with the aim of decreasing the business risk, maximising value and utilising the Company's resources in an efficient, sustainable manner, to the benefit of shareholders, employees, the environment and the society. A separate section of this annual report provides further details on the Group's adherence to the corporate governance principles with certain deviations.

Corporate social responsibility

The Group is committed to sustainable operations due focus on environmental, social and governance performance, including formalising how the Group manages and reports on material ESG topics. The Group aims to provide a safe and diverse working environment to provide a safe and diverse working environment long-term goal of reducing total greenhouse gas emissions by at least 50% in 2050. The Group has been an early adopter of sustainable biofuel and is considering carbon capture and storage (CCS) technology. The Group is also considering hull modifications to further reduce emissions and the carbon footprint of the fleet. A separate section of the annual report provides further details on the Group's focus and performance. Please also see the [Transparency Act Statement](#) included in the appendix and available on the company web page.

Directors' and officers' liability insurance

Members of the Board of Directors, the CEO and the CFO are covered by insurance policies (D&O insurance) provided by insurance companies. The Group has no potential liability towards the Company and third parties.

Risk factors

The Board of Directors aims to ensure that the Group has sound systems for internal control and risk management. The Board of Directors' primary objective is to ensure that the Group's activities are appropriate in relation to the business objectives. The management and the Board of Directors monitor and quantify risk and take the appropriate measures to limit exposure through use of insurance and other relevant measures.

51 Governance | Board of Directors' report

GCC is exposed to various industry, operational, financial, regulatory and legal risks. A summary of the risk categories is outlined below. Descriptions are not exhaustive, and the sequence does not imply any ranking of importance or priority. Please see the prospectus related to the listing of the Company's shares on the main list of the Oslo Stock Exchange dated 30 November 2022 for more detailed information.

Operational and industry risks

Operational and industry risks include vessel and technology risks related to the general technical condition of the assets and their operation associated with ageing, changes in technology and environmental requirements and changes to customer preferences, which may result in substantial capital expenditures. The Group's vessels are required to meet certain criteria for hull and machinery to be certified as "in class" by relevant classification societies. The Group has outsourced technical management for the fleet to OSM Ship Management Pte. Ltd. and Reederei F. Laeisz GmbH. The Group cooperates closely with the technical managers to ensure that the vessels are well maintained and comply with relevant regulations and class certifications.

The shipping industry has historically been cyclical with volatility in profitability and asset values, primarily due to changes in the level and pattern of global economic growth, competition and changes in the supply of and demand for vessel capacity. The Group's performance and growth depends on the demand for deep-sea transportation of vehicles, high and heavy machinery, agriculture and mining equipment, as well

Contents

| Year in brief

About GCC

ESG report

Governance

Financials

as delivery of new vessels and recycling of old vessels, converted to other uses or lost

The vessels carry pollutants, exposing the Group to risks relating to potential liability for breaches of environmental regulations should its vessels be involved in discharge of pollutants or otherwise be involved in environmental spills or accidents.

The Group has a few, major customers, and is dependent on maintaining existing relationships as well as attracting new customers with acceptable credit risk profiles to maintain and improve performance

From time to time, the vessels may operate in areas with higher political, governmental and economic instability, exposing the Group to risks associated with such instabilities, including lost revenue for a vessel that is unlawfully detained, detained on unjustified grounds or where facilitation payments are demanded for such detention, as a vessel would commercially be considered off-hire pursuant to its time charter contract in such an event.

The Group may also be exposed to security risks and all charter contracts have clauses allowing for relevant measures to ensure the safety of crew and vessels. On 21 December, GCC notified charterers that its vessels are restricted from passing through the Red Sea after the Norwegian Maritime Authority raised the security level in the southern part of the Red Sea to the highest level.

Legal and financial risks

The Group is subject to the laws and legislations in jurisdictions in which the Group and the vessels operate in the legislative framework for areas such as tax technical requirements, laws and policies affecting investment, data privacy and/or environmental regulations may have a negative impact on the business

The recent developments in Europe, with sanctions on Russian and Belarus' interests by the EU, the US may continue to impact global trade, global market crude oil prices and congestions in ports. This may actively impact demand for vehicles and the supply high and heavy machinery, agriculture and mining affecting the demand for the Group's services. The implemented procedures to ensure its compliance sanctions. While the war in Ukraine has affected the operations, the direct financial impact has been limited. The Group monitors the situation closely but cannot rule out future impacts from the war in Ukraine.

The Group is exposed to credit risks and contractual counterparty risks. The customer base consists of various companies, with varying credit risk profiles. The Group experiences loss or liabilities tied to its operations and which the Group is not adequately insured for.

At 31 December 2023, all of the Group's material financial arrangements are subject to floating interest rates. Changes in the interest rates have a direct impact on the Group's financial performance. Interest rate levels

daily time charter break even and may also indirectly affect the value of the Group's assets.

The Group is subject to covenants under financial arrangements. A breach of such covenants could have a material adverse effect on the Group's operations. At 31 December 2023, the Group complied with all financial covenants.

Events after the balance sheet date

On 8 January 2024, the Distribution vessel Viking Princess was delivered to the new owner. GCC realised a book gain of USD 5.4 million from the divestment, which will be recognised in first quarter 2024.

On 25 January, GCC repurchased the Panamax vessel Viking Adventure by exercising a purchase option under the existing lease. The leasing debt has been replaced by a new USD 41 million senior secured credit facility with a leading Japanese bank. The loan has a duration matching the vessels current charter ending in mid-2028 and a margin of SOFR +1.73.

On 6 February, the Company announced the sale of the Mid-size vessel Viking Amber (4,200 CEU, built 2010) for a total cash consideration of USD 64.6 million. GCC expects to recognise a net book gain of USD 36.6 million upon completion of the sale in the second quarter of 2024. The transaction is in line with GCC's strategy of creating additional value in a strong car shipping market with historically high charter rates and asset values. The sale frees up capital to strengthen the balance sheet and support quarterly dividend distributions.

Outlook

GGCC is well positioned in a historically strong market with long-term favourable supply demand dynamics. The Company has rechartered its vessels on contracts setting new industry standards in terms of dayrates and duration. This is reflected in a near record revenue backlog and expectations for long-term stable earnings and cashflow going forward, supported by improved vessel financing terms. Combined with an 75% dividend pay-out ratio, this provides the foundation for continued attractive direct shareholder returns.

Oslo, 23 April 2024
Board of Directors and Chief Executive Officer

/s/

/sign/
Nikolaus H. S
Vice Chair of th

/sign/
Clivia Breuel
Board member

/s/ Dr. Gaby Borja
Board member

/sign/
Alasdair Locke
Board member

Chris Røed
Boyd men

/sign/
Nils Kristoffer Gram
Board member

ap re
/sign/
Georg A. W
CEO

Corporate governance report

The Board of Directors (the “Board”) of Gram Car Carriers ASA (the “Company” and together with its subsidiaries, the “Group”) has made a firm commitment to ensure trust in the company and to enhance shareholder value through effective decision – making and improved communication between management, the Board and the Company’s shareholders. The purpose of the Company’s policy for corporate governance is to decrease business risk, maximise value and utilise the Company’s resources in an efficient, sustainable manner, to the benefit of shareholders, employees, the environment and the society as a whole.

1. Corporate Governance in Gram Car Carriers ASA Corporate governance framework and reporting

The Board of Directors actively ensures that the Company adheres to good corporate governance standards and seeks to comply with the Norwegian Code of Practice for Corporate Governance (the “Corporate Governance Code”). The Corporate Governance Code, last revised on 14 October 2021, is available at the Norwegian Corporate Governance Committee’s web site - www.nues.no. Application of the Corporate Governance Code is based on the “comply or explain” principle, which stipulates that any deviations from the Code, should be explained. The main purpose of the Corporate Governance Code is to clarify the respective roles of shareholders, the Board and the management and ensure

effective management and control over activities with the aim of securing the greatest possible value creation over time in the best interest of companies, shareholders, employees and other stakeholders concerned.

The Board of Directors adopted the Company’s corporate governance policy on 3 November 2022, including revised rules of procedure for the Board, instructions for the audit committee, instructions for the remuneration committee, and manuals for the handling of inside information and other disclosure obligations applicable to companies with shares listed on the Oslo Stock Exchange. The policies, instructions and manuals are subject to regular review, and are updated if appropriate.

In accordance with reporting requirements for stock listed companies, the Board of Directors prepares on the Company’s corporate governance practice how Gram Car Carriers has complied with the Corporate Governance Code in the preceding year. This report is included in the annual report.

Deviations to the Code

In its own assessment, the Company as at 31 December 2022 has not deviated from the Corporate Governance Code on the following points:

- Section 6 – General meetings: The general meetings are chaired by the chair of the Board or a person appointed by the chair in accordance with an authority granted to the Board. This simplifies the preparations for the meetings. In the Company’s experience, its procedures for the chairmanship and execution of general meetings have proven satisfactory. Furthermore, representatives of the Board will attend the Company’s general meetings. However, the Company will not normally have the Board attend general meetings, unless this is considered necessary in light of the matters to be dealt with.
- Section 7 – Nomination committee: A shareholder owns more than 20% of the issued shares of the Company has a right to appoint one member of the nomination committee

5.4 Governance Corporate governance report	Contents	Year in brief	About GCC	ESG report	Governance	Financials
• Section 14 – Takeovers: The Board has not established guiding principles on how to act in the event of a takeover bid, as such situations are normally characterised by concrete and one-off situations which makes relevant guidelines challenging to prepare The following sections discuss the Company's corporate governance in relation to each section of the Corporate Governance Code. 2. Business The company's business is defined in the company's articles of association section 3): "The company's objective is to operate shipping, to invest in ship owning companies and other business compatible therewith." The Board has defined objectives, strategies and risk profiles for the Group's business activities, including that the Company creates value for its shareholders in a sustainable manner. The Company's objectives, strategies and risk profiles are evaluated annually. Furthermore, it is the Board's responsibility from time to time to identify and assess which aspects of sustainability are relevant to the Group's business. The Board should establish guidelines for how it integrates considerations related to its stakeholders into its value creation. The Company's objectives and principal strategies are further described in the Company's annual reports and on the Company's website https://www.gramcar.com/.	3. Equity and dividends Equity On 31 December 2023, the company's consolidated equity was USD 290.7 million, which is equivalent to 46% of total assets. The Board of Directors considered the capital structure at year end to be satisfactory in relation to the company's objectives, strategy and risk profile. Dividend policy The Company's dividend policy is to pay at least 75% of the Group's net profit in dividends on a quarterly basis. Proposals to declare dividends are subject to applicable laws and shall take into account factors such as the Company's financial conditions, revenues, net profits, capital requirements, general business conditions and other factors that may be deemed relevant. Dividends on the Company's shares shall, unless otherwise communicated, be declared in USD and settled in NOK. For 2023, the Company distributed dividends in four instalments based on the quarterly financial results in line with policy. Each distribution, which constituted a repayment of the Company's paid-in capital, was approved by the annual general meeting (AGM). The distributions totalled USD 2318 per share with payment of the dividend for fourth quarter taking place in February 2024.	Share capital increases and issuance of shares At the AGM on 12 May 2023, the following authorisations were granted to the Board of Directors: • An authorisation to increase the share capital, in rounds, by up to NOK 17,071,516 in connection with of larger investments and acquisitions of vessels companies as part of the Company's strategy, to strengthen growth of the Company's business, or to strengthen Company's capital. The authorisation is valid until 31 December 2024, however in any event no later than until 31 December 2024. The authorisation was not used as at 31 December 2023. • An authorisation to increase the share capital, in more rounds, by up to NOK 4,267,879 in connection with the Company's share option programme and other schemes. The authorisation is valid until the AGM, however in any event no later than until 30 June 2024. The authorisation was not used as at 31 December 2023. • An authorisation to acquire the Company's own shares on one or more occasions, with a total value of NOK 4,267,879. Shares acquired pursuant to this authorisation shall either be subsequently cancelled by way of capital decrease, used in connection with investments in the Company's business area or as payment for acquisitions. The purchase price per share shall not exceed NOK 5 and not more than NOK 50. The authorisation is valid until the AGM in 2024, however in any event no later than until 30 June 2024. The authorisation cannot be used in connection with the Company's pledge on the Company's own shares, which is partially used in 2023.				

Gram Car Carriers Annual report 2023

56 Governance Corporate governance report		Contents	Year in brief	About GCC	ESG report	Governance	Financials
attends the AGM and any EGM to the extent required by the agenda items or other relevant circumstances. The Board and the chair of the general meeting ensure that the shareholders are able to vote separately on each candidate nominated for election to the Board and other corporate bodies (if applicable). The general meeting is chaired by the chair of the Board or a person appointed by the chair in accordance with an authority granted by the Board. This simplifies the preparations for the general meetings. In the Company's experience, its procedures for the chairmanship and execution of general meetings have proven satisfactory. However, this represents a deviation from the Corporate Governance Code which states that the Board should seek to ensure that an independent chair is appointed, if considered necessary based on the agenda items or other relevant circumstances. The right to participate and vote at the general meeting may only be exercised by shareholders whose shareholdings are entered in the Norwegian Central Securities Depository (the "VPS"), on the fifth day prior to the general meeting, as stipulated by the Articles of Association in accordance with statutory law. Instead of participating at the general meeting, shareholders may vote in advance or grant a proxy, with or without voting instructions as further described in this notice. On 2 March 2023, Gram Car Carriers held an EGM to approve the distribution of a cash dividend for the fourth quarter of 2023, with 58.13% of the share capital represented.		On 12 May 2023, Gram Car Carriers held its AGM digitally, with 62.36% of the share capital represented. 7. Nomination committee The nomination committee is governed by the articles of association section 8. The nomination committee gives its recommendation to the general meeting on election of and compensation to members of the Board of Directors, in addition to election of members of the nomination committee. On 31 December 2023 the committee comprised three members: Erik A Lind (chair), Hannes Thiede and Olav Kristian Føltnes. All are appointed until the AGM in 2025. Two committee members were appointed by the general meeting, and one by F. Laeisz in accordance with the Articles of Association which states that a shareholder which owns more than 20% of the issued shares of the Company has a right to appoint one member of the committee. This deviates from the Corporate Governance Code that the general meeting should elect members to the Board and nomination committee on an individual basis. The deviation is considered necessary by the Board of Directors, as it was a condition for completion of the acquisition of two vessels from F. Laeisz in 2022 in a value accretive transaction deemed to be in the common interest of the Company and its shareholders. The composition of the nomination committee is considered suitable to attend to the interests of the Company and its shareholders in carrying out its responsibilities. The general meeting stipulates the guidelines for the duties of the committee and determines the committees' remuneration. The current instructions were adopted on 17 January 2022 and approved by the AGM.					
Gram Car Carriers Annual report 2023							
		8. Board of Directors: composition and independence Pursuant to the Articles of Association, the Board consists of between three and seven members. On 31 December 2023, the Board of Directors consisted of seven members, of which three were alternate members (see table below). The chairperson of the Board was elected by the general meeting. The Board's composition ensures that it can attend to the common interests of all shareholders in the Company, meet the Company's need for expertise, capacity and diversity. Attention is paid to ensure that the Board can function effectively as a collegiate body. The composition of the Board ensures that it can attend to the interests of any particular interests in the Company independently of any particular interests. The major shareholders – elected Board members are independent of the management and material business contacts. At least one of the shareholder-elected Board members are independent of the Company's main shareholder(s). The Board of Directors comprises members from the management and the shareholders. The board members are elected for a term of up to three years at a time and may be re-elected. At the EGM on 12 May 2023, Alasdair Locke, Dr. Gaby Bornheim and Cristine R. Rasmussen were re-elected as Board members for the period from the EGM in 2023 to the EGM in 2025. The remaining members were re-elected at the EGM in 2023 for the period until the EGM in 2024. In 2024, the Board held 12 meetings. These were a combination of Board and Teams meetings as well as circulation of documents.					

Name	Role	Considered independent of main shareholders	Served since	Term expires	Participation Board meetings 2023	Shares in GCC (direct/ indirect) at 31 Dec 2023
Ivar Myklebust	Chair	Yes	2021	2024	92%	42,000
Nikolaus H. Schües	Vice Chair	No	2022	2024	100%	8,319,668
Alasdair Locke	Member	Yes	2021	2025	100%	2,038,782
Dr. Gaby Bornheim	Member	Yes	2022	2025	92%	N/A
Clivia Breuel ¹	Member	No	2022	2024	75%	3,632,265 ¹
Christine Rødsæther	Member	Yes	2021	2025	83%	18,745
Nils Kristoffer Gram	Member	Yes	2021	2024	92%	4,000
Mr. Nicolaus Bunnemann ¹	Alternate member	No	2022	2024	33%	3,632,265

¹ The shares associated with Clivia Breuel and Nicolaus Bunnemann are the same, owned through A.L. Maritime Holding. As at the date of this report, neither Clivia Breuel nor Nicolaus Bunnemann are considered independent of main shareholders, as A.L. Maritime Holding currently owns more than 10% of the company's shares and votes. As an alternate member, N. Bunnemann is not expected to attend all board meetings

All members of the Board of Directors are considered independent of the Company's executive management and material business contacts as of 31 December 2023 with the exceptions of Nils Kristoffer Gram, who is not considered independent of the executive management member Harald Mathias Gram, and Nikolaus H. Schües, who is not considered independent of the Company's main shareholder, F. Laeisz GmbH. Dr. Gaby Bornheim was initially nominated to the Board by F. Laeisz GmbH in January 2022 but is considered independent of F. Laeisz GmbH.

The Company's annual report and the website provide information to illustrate the expertise of the members of the Board of Directors. The Board considers its composition to be diverse and represents required competencies including financial and industrial experience. Board members are encouraged to own shares in the Company.

The Board produces an annual plan for its work, with emphasis on objectives, strategy and implementation. The CEO, as required by the Board, by attendance or in writing informs the Board about the Company's activities and profit trend.

The Board's consideration of material matters in view of the chair of the Board is, or has been, personally involved and chaired by another Board member elected by the shareholders.

The Board evaluates its expertise and performance on an annual basis.

The following Board committees have been established to support the work of the Board of Directors:

The audit committee

The Company's audit committee is governed by the Companies Act and separate instructions adopted by the Board. A majority of the members are independent of the Company's business, and at least one member has qualifications within accounting or auditing. Board members are also members of the management (many) committees of the audit committee. On 31 December 2023, the audit committee comprised Nils Kristoffer Gram, Nikolaus H. Schües and Ivar Hansson Myklebust.

The audit committee assists the Board in the preparation of decisions on issues regarding risk assessment, internal controls, financial reporting and auditing. The purpose of the committee is to ensure:

58 Governance Corporate governance report		Contents	Year in brief	About GCC	ESG report	Governance	Financials	
- the integrity of the Company's financial statements, financial reporting processes, internal controls and risk assessment and risk management policies, and of the compliance system; and - the performance of the Company's internal control function. The audit committee reports and makes recommendations to the Board of Directors, which retains responsibility for implementing such recommendations. The remuneration committee The Company's remuneration committee assists the Board of Directors in matters relating to remuneration and benefits to the Company's executive personnel, as well as reviewing recruitment policies, career planning and management development plans, and prepares matters relating to other material employment issues in respect of the executive personnel. On 31 December 2023, the committee comprised Christine Rødsæther (chair), Alasdair Locke, Dr. Gaby Bornheim and Clivia Breuel. The remuneration committee's duties shall be governed by separate instructions adopted by the Board. The remuneration committee shall prepare, subject to approval by the Board and the general meeting as required under applicable law: - a policy on determination of salaries and other remuneration for executive personnel in accordance with the Companies Act section 6-16 a;		- an annual report, to be controlled by the auditor, on salaries and other remuneration for executive personnel in accordance with the Companies Act section 6-16 b; and - other matters relating to remuneration and other material employment issues in respect of the executive personnel. The remuneration committee reports and makes recommendations to the Board of Directors, which retains responsibility for implementing such recommendations. The ESG committee In January 2024, the ESG Committee was established to assist the Board in discharging its responsibilities and duties related to material ESG matters, enhancing governance structures, ensuring oversight and driving strategic decisions aligned with the Company's sustainability objectives. Please see the separate ESG section of the annual report for more information. 10. Risk management and internal control The Board gives priority to risk management and internal control, seeking to ensure that adequate systems are in place to cover interdependent areas which include risk management, control environment, control activities, information and communication and monitoring. The Board of Directors assesses the company's risk on an ongoing basis. The Board undertakes an annual review related to the Group's business together with the relevant committees. The audit committee reports on the risk management system, the Board on an ongoing basis in monitoring the Company's risk management and internal control. In addition, the audit committee reports on the audit of the Company's current business performance and risk					The management is responsible for establishing and maintaining sufficient internal control over financial reporting. Company policies, standards and accounting principles have been developed for the annual and quarterly financial reporting of the CEO and the CFO supervise and oversee the external reporting of the internal reporting processes. This includes assessing reporting risks and internal controls over the financial reporting. Group's consolidated financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the International Accounting Standards (IAS) as adopted by the European Union. The Board seeks to ensure sound internal control and risk management, including compliance to the corporate values, ethical guidelines and guidelines for corporate social responsibility. The Company's code of conduct describes the Company's ethical commitments and policies related to business practice and personal conduct. If employees experience situations or matters that are contrary to rules and regulations or the Company's conduct, they are urged to raise their concerns with the immediate superior or another manager in the company. The Board of Directors assesses the company's risk on an ongoing basis. The Board undertakes an annual review related to the Group's business together with the relevant committees. The audit committee reports on the risk management system, the Board on an ongoing basis in monitoring the Company's risk management and internal control. In addition, the audit committee reports on the audit of the Company's current business performance and risk	

Årsregnskap

Annual Report 2023

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Gram Carriers Annual report 2023

11. Remuneration of the Board of Directors

The general meeting decides the remuneration of the Board, reflecting the Board's responsibility, expertise, time commitment and the complexity of the Company's activities. The remuneration is not linked to the Company's performance.

The annual report specifies all elements of the remuneration and benefits to each member of the Board, which includes a specification of any remuneration in addition to normal fees to the members of the Board. The policy on determination of salaries and other remuneration for executive personnel, includes principles on the remuneration to the Board. See the 2023 remuneration report for more information.

Members of the Board and/or companies with which they are associated should not take on specific assignments for the Company in addition to their appointment as a member of the Board. If they do nonetheless take on such assignments this should be disclosed to the full Board. The remuneration for such additional duties should be approved by the Board.

12. Remuneration of the executive management

The Board of Directors has, with the assistance from the remuneration committee, prepared a guideline for the determination of salary and other remuneration for senior executives.

The guideline contributes to the Company's commercial strategy, long-term interests and financial viability in compliance with the regulation on guidelines and reports on remuneration for executive personnel. The guideline

was approved by the AGM in 2023 and is available on the Company web page. It shall be approved by the AGM at least every fourth year. The Board, assisted by the remuneration committee, prepares a report on remuneration to executive personnel on an annual basis, in accordance with the Companies Act. The report is controlled by the auditor.

The remuneration committee is responsible that the Company's framework for salary and other remuneration helps ensure the executive personnel and shareholders of the Company have convergent interests. Any annual performance-related remuneration is subject to an absolute limit of 18 months' salary.

13. Information and communication

Gram Car Carriers seeks to comply with Oslo Børs' IR recommendation, last revised 1 March 2021. The Board has adopted an investor relations policy, which clarifies roles and responsibilities related to financial reporting and regulates contact with shareholders and the investor market. This policy is based upon the key principles of openness and equal treatment of market participants to ensure they receive correct, clear, relevant and up-to-date information in a timely manner. The IR policy is available from the company's website. In addition, the Board has adopted a separate manual on disclosure of information, which sets forth the company's disclosure obligations and procedures.

The Company publishes a financial calendar, providing an overview of the dates for major events such as its annual general meeting and publication of interim reports. Interim

reports are published on a quarterly basis, in line with Børs' recommendations. In connection with the quarterly reporting, presentations are given to provide an overview of the operational and financial developments, market and the company's prospects. All information disclosed to the company's shareholders is published in English on the company's website at the same time as it is sent and www.newsweb.no.

14. Takeovers

In the event the Company becomes the subject of a takeover bid, the Board shall seek to ensure that the Company and its shareholders are treated equally, and that the Company's operations are not unnecessarily interrupted. The Board shall assess that the shareholders have sufficient information to assess any such offer.

There are no defence mechanisms against a takeover of the Company. The Board has not established written principles for how it will act in the event of a takeover, as such situations are normally characterised by rapid and one-off situations which make a guideline difficult to prepare. In the event a takeover were to occur, the Board will consider the relevant recommendations in the Norwegian Corporate Governance Code and observe the Norwegian takeover regime as stipulated by the Norwegian Securities Markets Act, and whether the concrete situation entails the recommendations in the Corporate Governance Code complied with or not.

15. Auditor

The company's external auditor is BDO. The auditor is appointed by the general meeting and is independent of Gram Car Carriers ASA.

Each year, the company's auditor presents to the audit committee the audit plan of the Group, a review of the internal control procedures, including identified weaknesses and proposals for improvement, and a summary of the year-end audit. The auditor participates in Board meetings that deal with the annual accounts. At least once per year, the auditor meets with the Board without anyone from the executive management being present.

The remuneration to the auditor is approved by the AGM. Fees for audit work and any fees for other specific assignments are reported by the Board to the general meeting. For more information about remuneration to the auditor, see [note 8](#) in the 2023 consolidated financial statements.



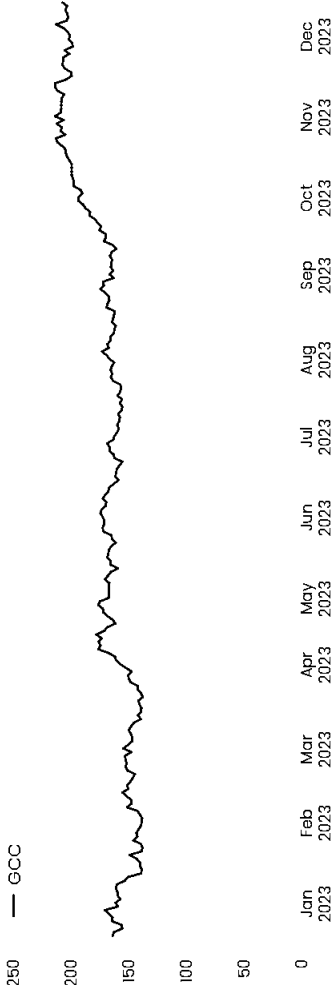
Shareholder information

Share price development

Gram Car Carriers ASA has one class of shares. There were 29,285,022 shares issued at the end of 2023, each with a nominal value of NOK 2.91. There were no new shares issued in 2023.

During the year, the Gram Car Carrier share traded between NOK 220 and NOK 135.2 per share and total traded volume amounted to 13.5 million shares, equal to approximately 46% of the shares outstanding.

Gram Car Carrier share price development¹



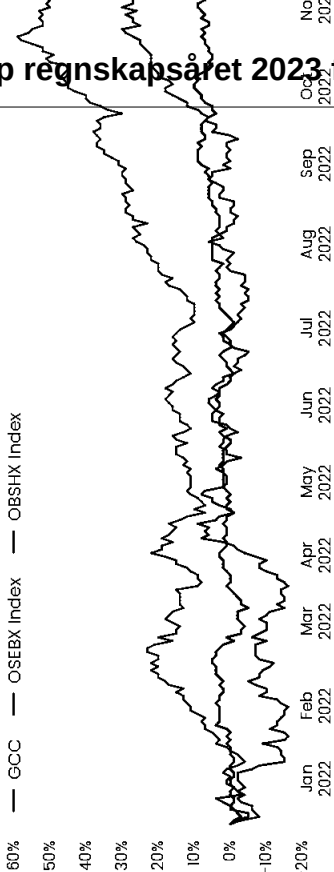
¹ Source: Euronext

Gram Car Carriers Annual report 2023

Major shareholders and voting rights

Gram Car Carrier ASA had 1,139 registered shareholders in the Norwegian Central Securities Depository (VPS) on 31 December 2023 (2022: 1,043), whereof the 20 largest shareholders held 81.4% (76.7%). All the shares registered by name carry equal voting rights. The shares are negotiable.

Gram Car Carrier share price performance vs. OSEBX and OBSHX¹



Gram Car Carrier's 20 largest shareholders as at 31 December 2023

Shareholder	No of shares	In % of total
F. Laeisz GmbH	8,319,668	28.70%
AL Maritime Holding Pte. Ltd.	3,632,265	12.53%
Glenrines Farms Limited	2,038,782	7.03%
HM Gram Investments III Limited/ HM Gram Enterprises Limited/ HMG AS/ Harald Mathias Gram	1,792,845	6.19%
BNP Paribas (nominee)	992,700	3.42%
BNP Paribas (nominee)	766,003	2.64%
AS Straen	637,688	2.20%
UBS Switzerland AG	607,298	2.10%
Clearstream Banking S.A.	563,745	1.94%
BNP Paribas (nominee)	560,122	1.93%
Larsson Shipping AB	551,879	1.90%
Hamilton Carriers Ltd	499,638	1.72%
Intesa Sanpaolo S.p.A	488,150	1.62%
Nordea Bank Abp	445,468	1.54%
Citibank	425,810	1.47%
Verdipapirfondet DNB SMB	411,044	1.42%
Verdipapirfondet Storebrand Norge	294,935	1.02%
Surfside Holding AS	275,000	0.95%
Hesnes Invest AS	260,148	0.90%
Curus Navi AS	238,009	0.82%
Others	5,203,825	17.95%
Total (net of treasury shares)	28,985,022	100.00%
Gram Car Carriers ASA (treasury shares)	300,000	
Total	29,285,022	

An overview of the 20 largest shareholders is available on the Gram Car Carrier website, updated on a regular basis.

Gram Car Carrier's Annual report 2023

Corporate actions

Corporate action

- Completed share repurchase programme of 300,00 shares
- GCC shares started trading on the OTCQX® Best Market, New York (Ticker: GCCRF)
- Agreement to sell two Distribution vessels for a total cash consideration of USD 43.5 million
- Assumed full ownership of the Mid-size vessel Mediterranean Sky through acquisition of 100% of the shares in the ship owning company Gram Car AS

Dividends and dividend policy

The Company's dividend policy is to pay at least 75% of the Group's net profit in dividends on a quarterly basis. However, any future proposal by the Board of Directors to declare dividends will be subject to applicable laws and will be dependent on a number of factors, including the Company's financial condition, a substantial increase in revenues compare to previous years, a positive net profit on a quarterly and annual basis, capital requirements, general business conditions and other factors that the Board of Directors may deem relevant. In addition, the Board of Directors will, when deciding the annual dividend levels, take into consideration capital expenditure plans, restrictions under the Group's debt facilities, financing requirements and maintaining the appropriate strategic flexibility).

Period	Dividend (USD/share)	Dividend (NOK/share)	Dividend (USD mill.)	Ex-dividend date	Record date	Payable date
Q4 2023	0.979	10.33	28.37	12 Feb 2024	13 Feb 2024	15 Feb 2024
Q3 2023	0.645	7.19	18.70	07 Nov 2023	08 Nov 2023	10 Nov 2023
Q2 2023	0.470	4.89	13.61	17 Aug 2023	18 Aug 2023	22 Aug 2023
Q1 2023	0.220	2.39	6.56	19 May 2023	22 May 2023	23 May 2023

Analyst coverage

Eight Norwegian and Nordic investment banks had active coverage of Gram Car Carriers ASA at the end of 2023, compared with six at the end of 2022. For contact details, please see the company website www.gramcar.com.

¹ Any proposal of dividends will be at the discretion of the Board of Directors, and there can be no assurance that in any given quarter or year a dividend will be proposed or declared, or if proposed or declared, that the dividend will be as contemplated by the policy. Dividends will be declared in USD and paid in NOK. Unless otherwise is determined by the Board of Directors, the distribution of a dividend shall constitute repayment of the Company's paid-in capital.

General meetings and Board authorisations

The 2023 AGM granted the Board of Directors the authorisations:

1. The Board of Directors is authorised to increase Company's share capital by up to NOK 17,071,516 amount, the authorisation may be used one or more times.
2. The Board of Directors is authorised to increase Company's share capital in connection with the incentive schemes by up to NOK 4,267,879. With an amount, the authorisation may be used one or more times.
3. The Board of Directors is authorised to acquire Company's own shares, on one or more occasions, an aggregate par value of up to NOK 4,267,879. The authorisation comprises agreed pledge on the own shares
4. The Board of Directors is authorised to acquire Company's own shares in connection with the incentive schemes, on one or more occasions, an aggregate par value of up to NOK 4,267,879. The authorisation comprises agreed pledge on the own shares

Further information can be found in the minutes from the 2023 AGM and the Company's Annual general meeting, available from the Company's website www.gramcar.com and www.norwegiannews.com

Financial calendar 2023

Event	Date
Interim report - Q1	24 Apr 2024
Annual general meeting	15 May 2024
Half-yearly interim report - Q2	20 Aug 2024
Interim report - Q3	13 Nov 2024

Please note that the financial calendar may be subject to changes.

IR Policy

Gram Car Carrier's IR policy can be found at www.gramcar.com.



Financial statements

Consolidated financial statements	66
Notes to the Consolidated financial statements	71
Parent company financial statements	93
Notes to the Parent company financial statements	98
Responsibility statement	107
Auditor's report	108

Consolidated financial statements

Consolidated statement of income	67
Consolidated statement of comprehensive income	67
Consolidated statement of financial position	68
Consolidated statement of changes in equity	69
Consolidated statement of cash flows	70

Notes to the condensed interim consolidated financial statements (unaudited)	71
Note 01 General information	71
Note 02 Basis for preparation	71
Note 03 Material accounting policies	72
Note 04 Critical accounting judgements and key sources of estimation uncertainty	74
Note 05 Segment information	75
Note 06 Operating revenue	75
Note 07 Vessel operating expenses	76
Note 08 Administrative expenses	76
Note 09 Financial income and expenses	77
Note 10 Income tax	78
Note 11 Vessels and other tangible assets	79

Note 12 Right-of-use assets	
Note 13 Trade and other receivables	
Note 14 Cash and cash equivalents	
Note 15 Interest-bearing debt	
Note 16 Lease liabilities	
Note 17 Trade and other payables	
Note 18 Transactions with related parties	
Note 19 Group companies	
Note 20 Share capital and shareholdings	
Note 21 Earnings per share	
Note 22 Share-based payments	
Note 23 Financial instruments	
Note 24 Financial risks and capital management	
Note 25 Subsequent events	

Consolidated statement of income

Consolidated statement of comprehensive income

In USD thousands	Notes	2023	2022
Operating revenue	6	200,935	120,976
Vessel operating expenses	7	(47,960)	(41,385)
Administrative expenses	8	(10,268)	(8,995)
Operating profit before depreciation (EBITDA)		142,707	70,596
Gain from the sale of vessel	11	13,057	-
Depreciation	11, 12	(31,846)	(27,470)
Operating result (EBIT)		123,917	43,126
Financial income	9	1,856	1,113
Financial expenses	9	(31,732)	(20,362)
Profit before tax (EBT)		94,041	23,877
Income tax expense	10	(16)	-
Profit for the period		94,025	23,877
Attributable to:			
Equity holders of the parent company		94,025	23,877
Non-controlling interests		-	-
		94,025	23,877
Earnings per share (USD):			
Basic earnings per share	21	3.23	0.83
Diluted earnings per share	21	3.18	0.82

In USD thousands	Notes	2023
Profit for the period		94,025
Exchange differences on translation of foreign operations		94
Total comprehensive income		94,119
Attributable to:		
Equity holders of the parent company		94,119
Non-controlling interests		-

Consolidated statement of financial position

In USD thousands	Notes	31 Dec 2023	31 Dec 2022	Oslo, 23 April 2024	
				Board of Directors and Chief Executive Officer, Gram Car Carriers ASA	
Assets		630,534	609,741		
Non-current assets		560,610	568,858	/sign/	/sign/
Vessels and other tangible assets	11	558,567	568,211	Ivar Myklebust Chair of the Board	Nikolaus H. S Vice Chair of the Board
Right-of-use assets	12	1,534	141		
Other non-current assets		509	506		
Current assets		69,924	40,883		
Inventories		2,176	2,088	/sign/	/sign/
Trade and other receivables	13	5,282	4,498	Clivia Breuel Board member	Dr. Gaby Bor Board member
Cash and cash equivalents	14	59,481	30,287		
Other current assets		2,984	4,010		
Equity and liabilities		630,534	609,741		
Equity	20	290,739	243,481	/sign/	/sign/
Non-current liabilities		253,267	297,045	Alasdair Locke Board member	Christine Rød Board member
Interest-bearing debt	15	252,010	297,045		
Lease liabilities	16	1,257	-		
Current liabilities		86,529	69,215	/sign/	
Interest-bearing debt	15	43,792	42,271	Nils Kristoffer Gram Board member	Gjergj A. W CEO
Lease liabilities	16	342	154		
Trade and other payables	17	13,344	10,593		
Deferred income	6	29,050	16,197	Årsregnskap regnskapsår	

Årsregnskap regnskapsåret 2023 for 919422793

Consolidated statement of changes in equity

In USD thousands	Share capital	Share premium	Treasury share	Retained earnings/ (acc. losses)	Other equity	Share-based payments reserve	Non-controlling interests
Equity at 1 January 2023	9,822	1 73,051	-	(142,818)	202,522	902	-
Share-based payments	-	-	-	-	-	1,895	-
Treasury shares	(80)	-	(4,552)	-	-	-	-
Total comprehensive income for the period	-	-	-	94,025	94	-	-
Effect of liquidation Old Group	-	-	-	-	(478)	-	-
Dividend paid	-	(43,646)	-	-	-	-	-
Equity at 31 December 2023	9,742	129,405	(4,552)	(48,792)	202,139	2,797	-
Equity at 1 January 2022	230,791	-	-	(166,695)	964	-	4,178
Conversion of convertible loans Old Group shareholders	27,669	-	-	-	-	-	-
Conversion of redeemable preference shares	1,042	-	-	-	(1,042)	-	-
Capital increase - private placement (cash)	3,623	62,259	-	-	-	-	-
Capital increase - private placement (contribution in kind)	2,736	47,010	-	-	-	-	-
Capital increase - contribution in kind (Old Group equity holders and non-controlling interests)	(256,204)	61,190	-	-	209,192	-	4,178
Capital increase - vessel acquisition (contribution in kind)	166	9,634	-	-	-	-	-
Transaction costs	-	-	-	-	(7,060)	-	-
Estimated effect of liquidation Old Group	-	-	-	-	491	-	-
Share-based payments	-	-	-	-	-	902	-
Total comprehensive income for the period	-	-	-	23,877	(23)	-	-
Dividend paid	-	(7,042)	-	-	-	-	-
Equity at 31 December 2022	9,822	173,051	-	(142,818)	202,522	902	-

Årsregnskap regnskapsåret 2023 for 919422793

Consolidated statement of cash flows

In USD thousands	Note	2023	2022
Profit for the period		94,025	23,877
Financial (income)/ expenses		29,886	19,633
Depreciation	11, 12	31,846	27,470
Gain on disposal of vessel	11	(13,057)	-
Share-based expenses		1,895	902
Income tax expense	16	-	-
Cash flow from operating activities before changes in working capital		144,611	71,882
Changes in working capital:			
Trade and other receivables		(774)	(2,659)
Inventories		35	(350)
Other current assets		659	(2,987)
Trade and other payables		(488)	663
Deferred income		12,852	13,068
Cash flow from operating activities		156,895	79,617
Income tax paid		-	-
Net cash flow from operating activities		156,895	79,617

In USD thousands	Note	2023	2022
Investment in vessels and other tangible fixed assets	11		(9,961)
Proceeds from disposal of vessel	11		34,711
Investment in right-of-use assets			(22,181)
Investment in subsidiary			2,556
Cash flow from/ (used in) investing activities			(43,875)
Dividend paid	20		(4,631)
Proceeds from issue of shares			50,000
Purchase of treasury shares	11, 15		(92,411)
Proceeds from issue of debt	15		(15,000)
Proceeds from sale-lease-back financing	15		(24,441)
Repayment of debt	15		(7,231)
Proceeds/(repayment) of revolving credit facilities	15		(130,261)
Repayment of lease liability			29,191
Interest paid on interest-bearing debt			30,251
Interest paid on lease liabilities	14		59,481
Other financial items			
Cash flow used in financing activities			(130,261)
Net change in cash and cash equivalents			29,191
Cash and cash equivalents at beginning of period			30,251
Cash and cash equivalents at end of period			59,481

Notes to the condensed interim consolidated financial statements (unaudited)

Note 01 General information

Gram Carriers ASA (the 'Company') is a public limited liability company (Norwegian: allmennaksjeselskap) incorporated and domiciled in Norway, with registered address at Bryggegata 9, 0250 Oslo, Norway. The Company was incorporated on 3 August 2021. These consolidated financial statements comprise the Company and its subsidiaries (together referred to as the 'Group'). The principal activities of the Group is to invest in and to operate maritime assets in the pure car and truck carrier ('PCTC') shipping segment.

The shares of the Company are listed on Oslo Børs under the ticker 'GCC' and also traded on OTCQX Best Market under the ticker 'GCCRF'.

As per 31 December 2023 the Group operates 19 PCTC vessels, of which 18 are owned vessels and one is leased vessels.

Note 02 Basis for preparation

The consolidated financial statements for the period 1 January 2023 – 31 December 2023 are prepared in accordance with IFRS® Accounting Standards as adopted by the European Union.

The financial statements are based on historical cost except as disclosed in the accounting policies below.

The financial statements are presented in US Dollar (USD), which is the functional currency of the Company and the Group. Amounts are rounded to the nearest thousand, unless otherwise stated.

The financial statements are prepared based on the assumption of going concern.

Only standards and interpretations that are applicable to the Group have been included and the Group reviews the impact of these changes in its financial statements. Effective from 1 January 2023, the Group has adopted amendments to IAS 1 with regard to disclosure of accounting policies by replacing all instances of the term “significant accounting policies” with “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of financial statements make on the basis of those financial statements.

The supporting paragraphs in IAS 1 are also amended to require disclosure of accounting policy information that relates to immaterial events or conditions is immaterial and need not be disclosed. Accounting policy information may be material because of its nature or the related transactions, other events or conditions are immaterial. However, not all accounting information relating to material transactions, other events or conditions is itself material.

None of the other amendments have had any effect on the Group's financial statements. The Group will adopt the relevant new and amended standards and interpretations when they become effective, without the need for EU approval before the consolidated financial statements for the date of approval of these financial statements, though the date of approval of these financial statements, there has not identified significant impact to the Group's financial statements as a result of new standards or amendments effective from 2024.

Note 03 Material accounting policies

Consolidation

The consolidated financial statements comprise of the financial statements of Gram Car Carriers ASA and its subsidiaries as at 31 December 2023. All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated. Subsidiaries are all companies where the Group has a controlling interest. Control is achieved when the Group is exposed, or has rights to variable returns from its involvement with the investee and has the ability to effect those returns through its power over the investee. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date on which control ceases. The financial statements of the subsidiaries are prepared for the same accounting period as the Company, using consistent accounting principles for similar transactions and events under otherwise similar circumstances.

Revenue recognition

Time charter revenue generated from time charter parties with customers are accounted for in accordance with IFRS 16 and IFRS 15 and classified under operating revenue in the income statement net of commissions. The Group's time charter parties normally have a duration of six months to five years and a significant portion of the risks and rewards of ownership are retained by the lessor, hence the lease is classified as operating lease.

Time charter revenue is recognised in the income statement on a straight-line basis over the period of the time charter contract. Amount received in advance and unearned at the end of the reporting period is not recognised in the income statement and instead taken up as deferred revenue in the statement of financial position.

Operating expenses

Operating expenses are accounted for on an accrual basis. Expenses are charged to the income statement, except for those incurred in the acquisition of an investment which are capitalised as part of the cost of the investment. Expenses arising on the disposal of investments are deducted from the disposal proceeds.

Vessel operating expenses of the Group are expenses related to the operation of vessels, such as (but not limited to) crewing expenses, expenses for repair and maintenance, lubrication oil consumption and insurance.

Financial income and expenses

Interest income and expense is recognised as accrued and is presented under the financial income or expense in the income statement.

Foreign currency transactions

Transactions in foreign currencies are recorded in the functional currency rate at the date of the transaction. Monetary assets and liabilities in foreign currency are translated at the functional currency rate prevailing at the balance sheet date. Exchange differences arising from translations into functional currency are recorded in the income statement. Non-monetary assets and liabilities measured at historical cost in foreign currency are translated into the functional currency using the historical exchange rate. Non-monetary assets and liabilities recognised at fair value are translated using the exchange rate on the date of the determination of the fair value.

For subsidiaries with functional currencies other than USD, financial position items are translated at the rate of exchange at the balance sheet date, and income statements are translated at the exchange

rate prevailing at the date of the transaction. Exchange differences arising on the translation are recognised in other comprehensive income as foreign currency differences.

Vessels and other tangible assets

Tangible fixed assets are stated at historical cost, less accumulated depreciation and impairment. For vessels purchased, the cost includes expenditures that are directly attributable to the acquisition of the vessels and eligible for capitalisation. Upon acquisition each component of the vessels, with a cost significant to the overall value of the vessel, is separately identified and depreciated. Depreciation is calculated on a straight-line basis over the useful life of the assets, taking residual values into consideration and adjusted for impairment charges, if any. The estimated useful life of the Group's vessels is 30 years. Residual values of vessels are estimated as the lightweight tonnage of each vessel divided by scrap value per ton. Expected useful lives of assets, carrying amounts at the balance sheet date and, where appropriate, the depreciation charges for impairment are altered accordingly.

Ordinary repairs and maintenance expenses are charged to the income statement as incurred. Costs related to the replacement of other major overhauls are recognised in the operating expenses of vessels. The recognition is made when the dry-docking is performed and is depreciated based on estimated time to next class renewal which is normally five years. The remaining carrying amount of the vessel at the end of its useful life does not meet the recognition criteria are expensed as repair and maintenance.

Vessels and other tangible assets are derecognised upon disposal or when no future economic benefits are expected from their use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period the asset is derecognised.

Impairment of vessels and other tangible assets

Vessels and other tangible assets are assessed for impairment indicators each reporting period. If impairment indicators are identified, the recoverable amount is estimated, and if the carrying amount exceeds its recoverable amount an impairment loss is recognised, i.e. the asset is written down to its recoverable amount. An asset's recoverable amount is calculated as the higher of the net realisable value and its value in use. The net realisable value is the amount obtainable from the sale of an asset in an arm's length transaction less the costs of sale and the value in use is the present value of estimated future cash flows expected from the continued use of an asset. An impairment loss recognised in prior periods for an asset is reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised.

Cash and cash equivalents

Cash and cash equivalents include cash in hand, bank deposits and other highly liquid investments with original maturities of three months or less.

Share issuance

Share issuance costs related to a share issuance transaction are recognised directly in equity. If share issuance costs, for tax purposes, can be deducted from other taxable income in the same period as they are incurred, the costs are recognised net after tax.

Earnings per share

The Group presents basic and diluted earnings per share data for its ordinary shares.

Basic earnings per share are calculated by dividing the profit for the reporting period attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the reporting period.

Diluted earnings per share are calculated by dividing the profit attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

Dividends

Dividends are recognised as a liability in the Group's financial statements from the date when the dividend is approved by the General Meeting.

Financial liabilities

All loans and borrowings are initially measured at fair value less directly attributable transaction costs, and are subsequently measured at amortised cost, using the effective interest method. The calculation takes into account any premium or discount on acquisition and includes transaction costs and fees that are an integral part of the effective interest rate. A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires.

Taxes

The Company is subject to ordinary Norwegian taxation. Tax expense comprises tax payable and deferred tax expense. Tax payable is measured at the amount expected to be paid to authorities while deferred tax assets/liabilities are calculated based on temporary differences at the reporting date. Deferred tax assets are recognised

to the extent that it is probable that they can be utilised to offset tax liabilities/deferred tax assets within the same period. Income tax assets that can be offset are recorded on a net basis. Income tax assets recognised directly in equity is included directly in equity and not in the statement of income.

The vessel owning subsidiaries in the Group are subject to tonnage tax under the Norwegian tonnage tax regime. Under the tonnage tax regime, profit from operations is exempt from taxes. Taxation is calculated on the basis of financial income after deduction of financial expenses. The portion is calculated as financial income in percent of total assets. Tonnage tax is payable based on tonnage of vessels. Tonnage tax is classified as an operating expense.

Related parties

Parties are related if one party has the ability, directly or indirectly, to exercise significant influence over the financial and operating decisions of the other party or exercise significant influence over the financial and operating decisions of parties that are themselves subject to common control or common significant influence. Related party transactions are recorded to estimated fair value.

Share-based employee incentive programs

Incentive programs involving transactions which meet the requirements of an equity settled share-based payment transaction are accounted for at fair value at the time they are granted and charged to expense over the vesting period with a corresponding increase in equity. Fair value is estimated using the Black-Scholes model for each tranche with share price, strike duration, volatility and risk-free interest as the input parameters. The dilutive effect of outstanding options is reflected as a share dilution in the computation of diluted earnings per share. Security is provided for based on the fair value of each

Statement of cash flows

The statement of cash flows has been prepared for method.

74	Financials Notes to the Consolidated financial statements	Contents Year in brief About GCC ESG report Governance				Financials
		Årsregnskap regnskapsåret 2023 for 9194227				
Note 04 Critical accounting judgements and key sources of estimation uncertainty						
The preparation of consolidated financial statements for the Group and application of the accounting policies, which are described in Note 3, requires judgements, estimates and assumptions to be made about the carrying amounts of assets and liabilities. The estimates and associated assumptions are based on historical experience and other factors considered to be relevant. Actual outcomes may differ from these estimates and assumptions and could require a material adjustment to the carrying amount of the asset or liability affected in future periods. Estimates and underlying assumptions are reviewed on an on-going basis.		Assumptions and estimation uncertainties The following assumptions and estimation uncertainties can have a significant risk of resulting in a material adjustment to the carrying amounts of assets: Depreciation, useful lives and residual values of vessels Depreciation is based on estimates of the vessels' useful lives, residual values, scrapping costs and depreciation method, which are reviewed at each balance sheet date. Useful lives may change due to technological developments, market conditions and changes in regulations. The Group is committed to recycling its vessels in compliance with the Hong Kong convention and Norwegian Shipowners Association guidelines. In the assessment of residual value there is a considerable degree of uncertainty in estimating prevailing market prices for green recycling. Any changes in estimated useful lives and/or residual values impact the depreciation of the vessels prospectively.				
Judgements Management is of the opinion that any instances of application of judgement are not expected to have a significant effect on the amounts recognised in the financial statements.						

Gram Car Carriers Annual report 2023

75

Financials | Notes to the Consolidated financial statements

Contents

Year in brief

About GCC

ESG report

Governance

Financials

Note 05 Segment information

All the Group's vessels can be categorised in the pure car and truck carrier (PCTC) shipping segment and exhibit similar technical, trading, economic and financial characteristics.

The top three customers of the Group represent 26%, 11.9% and 9.6% of the Group's total time charter revenue during the 12-months' period ended 31 December 2023 (2022: 14.7%, 14.3% and 9.2%). No other customers represent more than 10% of total time charter revenue.

Charter parties entered into with customers are typically for global operation of the vessels. Time charter revenue originate from customers geographically located as follows:

In USD thousands	2023	2022
Asia	117,638	81,656
Europe	59,978	26,874
Other	26,595	11,951
Total time charter revenue	204,211	120,481

Note 06 Operating revenue

In USD thousands

Time charter revenue	204,211
Time charter hire commissions	(3,383)
Management fees and time charter hire commissions	212
Other income	(105)
Total operating revenue	200,935

The Group's vessels earn revenue from time charter parties entered into with operators providing related to the seaborne transportation of vehicles and equipment.

Deferred income of USD 29,050,000 at 31 December 2023 comprises advance payments from operators (31 December 2022: USD 16,197,000).

Negative other income of USD 105,000 in 2023 comprises mainly the over provision of receivable hire insurance in 2022.

Other income of USD 1,430,000 in 2022 includes a USD 930,000 receivable under loss of hire insurance USD 500,000 dividend from Gram Car AS.

Contracted revenue from time charter parties entered into with charterers as at 31 December '23 set out below:

In USD thousands	< 1 year	1-3 years	4-5 years	5 year and above
Time charter revenue	231,504	395,336	222,567	1,495

Contracted revenues from time charter parties entered into with charterers as at 31 December '23 set out below, based on earlier redelivery dates under the respective charter parties:

In USD thousands	< 1 year	1-3 years	4-5 years	5 year and above
Time charter revenue	187,880	352,951	274,819	10,776

Gram Car Carriers Annual report 2023

Arnsrøp regnskapsår 2023 for 9194227

76	Financials Notes to the Consolidated financial statements	Contents Year in brief About GCC ESG report Governance					Financials
Note 07 Vessel operating expenses		Note 08 Administrative expenses					
Vessel operating expenses comprise of the following:		Administrative expenses comprise of the following:					
In USD thousands		2023	2022	In USD thousands			2023
Manning		22,632	20,852	Personnel expenses			7,518
Lubrication oil		2,277	2,194	Legal fees			320
Repair and maintenance		2,847	2,047	Audit fees – audit			176
Spare parts		5,993	4,278	Audit fees – non-audit			16
Insurance		2,858	2,351	Other professional fees			670
Others		11,354	9,663	Other administrative expenses			1,568
Total vessel operating expenses		47,960	41,385	Total administrative expenses			10,268
All crew onboard the Group's vessels are employed by third party crewing agents.		At 31 December 2023 the Group had 18 employees (31 December 2022: 17). Average number of employees during the 12-months' period ending 31 December 2023 was 17 (2022: 16).					Arrears
		Other administrative expenses include remuneration to the Board of Directors amounting to USD 367,000).					Arrears
		Personnel expenses comprise of the following:					Arrears
		In USD thousands			2023		2023
		Salaries			22,123		22,123
		Payroll taxes			1,498		1,498
		Bonuses			1,733		1,733
		Pensions			136		136
		Share-based payment expense (note 22)			1,895		1,895
		Other personnel expenses			133		133
		Total			27,518		27,518

Note 09 Financial income and expenses

The Group has defined contribution plans for all employees in accordance with mandatory occupational pension requirements.

Loans to employees

At 31 December 2022, the Group had provided unsecured loans to employees of NOK 2103,000. The interest is set at the normal interest rate for the taxation of low-cost loans set by the Norwegian Directorate of Taxes. At 31 December 2023 loans had been fully repaid.

Management remuneration

Details about management remuneration are included in the 2023 remuneration report.

Bonuses and severance pay

Details about bonus schemes and severance pay for management are included in the 2023 remuneration report.

Remuneration to Board of Directors

Details about remuneration to Board of Directors of Gram Carriers ASA are included in the 2023 remuneration report.

Share-based payment

The Company has in place a long-term incentive programme for all employees and share option incentive plan for senior executives. Further details about these incentive programs are presented in note 22.

Financial income and expenses comprise of the following:
In USD thousands
Interest income
Other financial income
Total financial income
Interest expense
Other financial expenses
Total financial expenses

78	Financials Notes to the Consolidated financial statements	Contents		Year in brief	About GCC	ESG report	Governance	Financials	
		Note 10 Income tax							
		The Company and its subsidiary Gram Car Carriers Management AS are subject to ordinary taxation rules in Norway. The ordinary rate of corporation tax in Norway is 22% for 2023 (2022: 22%).							
		The Group's vessels are owned by subsidiaries which are subject to Norwegian tonnage tax. Subsidiaries subject to Norwegian tonnage tax are exempt from ordinary tax on income derived from the operation of vessels in international waters and instead subject to a tonnage tax based on the vessels' net tonnage. Tonnage tax amounted to USD 135,000 in 2023 (2022: USD 120,000), and is recognised under vessel operating expenses.							
		Income tax expenses in the financial statement comprises of the following:							
		In USD thousands		2023	2022				
		Tax expense		(16)	-				
		Total		(16)	-				
		Reconciliation of income tax expense:							
		In USD thousands		2023	2022				
		Profit before tax (EBIT)		94,041	23,877				
		Expected tax at ordinary Norwegian tax rate (22%)		(20,689)	(5,253)				
		Recognised income tax expense		-	-				
		Difference between expected and recognised income tax expense		(20,689)	(5,253)				
		Utilisation of the tax loss will depend on future taxable income, and in the absence of any provisions for such income materialising the criteria for recognising the tax loss carried forward as a deferred tax asset, deferred tax expense has not been met.							
		Gram Car Carriers Annual report 2023							

Financials	Arsgrenskapsregnskapet 2023 for 2023	Arsgrenskapsregnskapet 2023 for 2023	Arsgrenskapsregnskapet 2023 for 2023	Arsgrenskapsregnskapet 2023 for 2023	Arsgrenskapsregnskapet 2023 for 2023	Arsgrenskapsregnskapet 2023 for 2023	Arsgrenskapsregnskapet 2023 for 2023	Arsgrenskapsregnskapet 2023 for 2023	Arsgrenskapsregnskapet 2023 for 2023	Arsgrenskapsregnskapet 2023 for 2023	Arsgrenskapsregnskapet 2023 for 2023	Arsgrenskapsregnskapet 2023 for 2023	Arsgrenskapsregnskapet 2023 for 2023	Arsgrenskapsregnskapet 2023 for 2023	Arsgrenskapsregnskapet 2023 for 2023	Arsgrenskapsregnskapet 2023 for 2023	Arsgrenskapsregnskapet 2023 for 2023	Arsgrenskapsregnskapet 2023 for 2023	Arsgrenskapsregnskapet 2023 for 2023	Arsgrenskapsregnskapet 2023 for 2023	Arsgrenskapsregnskapet 2023 for 2023	Arsgrenskapsregnskapet 2023 for 2023	Arsgrenskapsregnskapet 2023 for 2023	Arsgrenskapsregnskapet 2023 for 2023	Arsgrenskapsregnskapet 2023 for 2023	Arsgrenskapsregnskapet 2023 for 2023	Arsgrenskapsregnskapet 2023 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Note 11 Vessels and other tangible assets

Details of the Group's vessels and other tangible assets at 31 December 2023 are as follows:

In USD thousands	Vessels	Equipment	Total
Acquisition cost at 1 January 2023	857,279	39	857,318
Additions – Drydocking	2,735	-	2,735
Additions – Technical upgrade	7,035	-	7,035
Additions – Vessel through acquisition	33,548	-	33,548
Additions	-	192	192
Disposal of vessel	(44,973)	-	(44,973)
Acquisition cost 31 December 2023	855,625	231	855,855
Acc. depreciation and impairment at 1 January 2023	(289,092)	(15)	(289,107)
Depreciation for the period	(31,483)	(16)	(31,499)
Disposal of vessel	23,318	-	23,318
Acc. depreciation and impairment at 31 December 2023	(297,257)	(31)	(297,288)
Carrying amount at 31 December 2023	558,367	200	558,567
Acquisition cost at 1 January 2022	685,214	27	685,241
Additions – Acquisition of vessels	171,343	-	171,343
Additions – Drydocking	6,972	-	6,972
Additions – Technical upgrade	4,560	-	4,560
Additions	-	12	12
Disposals of vessels	(10,812)	-	(10,812)
Acquisition cost 31 December 2022	857,279	39	857,318
Acc. Depreciation and impairment at 1 January 2022	(274,630)	(6)	(274,636)
Depreciation for the period	(25,273)	(9)	(25,282)
Disposals	10,812	-	10,812
Acc. depreciation and impairment at 31 December 2022	(289,092)	(15)	(289,107)
Carrying amount at 31 December 2022	568,187	24	568,211

Gram Car Carriers Annual report 2023

As at 31 December 2023, the Group operated 19 PCTC vessels.

In October, the Group sold the PCTC vessel Viking Constanza for USD 35,000,000, recognising a USD 13,057,000.

Vessels include dry-docking and technical upgrades. At 31 December 2023, the carrying amount of drydocking was USD 11,788,000 (31 December 2022: USD 13,177,000).

At 31 December 2023, vessels with carrying value of USD 558,367,000 have been pledged to secure various credit facilities (31 December 2022: USD 568,187,000), ref note 15.

At each reporting date, the Group evaluates whether there is an indication that an asset may be impaired. An assessment of the recoverable amount is made when an impairment indicator exists. At 31 December 2023 no such indicators have been identified.

80	Financials Notes to the Consolidated financial statements	Contents Year in brief About GCC ESG report Governance				Financials
Note 12 Right-of-use assets						
Details of the Group's right-of-use assets at 31 December 2023 are as follows:						
In USD thousands						
		Vessels	Office premises	Total		
Acquisition cost at 1 January 2023		-	1,294	1,294		
Additions		-	1,741	1,741		
Disposal (end of lease)		-	(1,294)	(1,294)		
Acquisition cost 31 December 2023		-	1,741	1,741		
Acc. depreciation and impairment at 1 January 2023		-	(1,153)	(1,153)		
Depreciation for the period		-	(347)	(347)		
Disposal (end of lease)		-	1,294	1,294		
Acc. depreciation and impairment at 31 December 2023		-	(206)	(206)		
Carrying amount at 31 December 2023		-	1,534	1,534		
At each reporting date, the Group evaluates whether there is an indication that an asset may be impaired. An assessment of the recoverable amount is made when an impairment indicator exists. At 31 December 2023 no such indicators have been identified.						
Acquisition cost at 1 January 2022		77,113	1,537	78,650		
Additions – Drydocking		948	-	948		
Additions – Technical upgrade		22	-	22		
Additions – Transaction costs		107	-	107		
Additions – Office premises		-	2	2		
Disposals – Right-of-use assets		(78,191)	(244)	(78,435)		
Acquisition cost 31 December 2022		-	1,294	1,294		
Acc. Depreciation and impairment at 1 January 2022		(14,743)	(1,036)	(15,779)		
Depreciation for the period		(1,846)	(341)	(2,188)		
Disposals		16,589	223	16,813		
Acc. depreciation and impairment at 31 December 2022		-	(1,153)	(1,153)		
Carrying amount at 31 December 2022		-	141	141		
In April 2022, the Group completed a refinancing of a lease for the PCTC vessel Viking Drive, where the Group exercised a purchase option under the lease agreement and entered into a USD 15 million secured credit facility agreement to finance this vessel and also the PCTC vessel Viking Princess. Drive has hence been reclassified from Right-of-use assets to Vessels and other tangible assets during the 12-months' period ending 31 December 2022.						
In August 2022 the Group completed a refinancing of a lease for the PCTC vessel Viking Destiny. Group exercised a purchase option under the lease agreement and entered into a USD 40 million term loan under the existing senior secured credit facility agreement to finance the vessel. The hence been reclassified from Right-of-use assets to Vessels and other tangible assets during the period ending 31 December 2022.						
At each reporting date, the Group evaluates whether there is an indication that an asset may be impaired. An assessment of the recoverable amount is made when an impairment indicator exists. At 31 December 2023 no such indicators have been identified.						

Årsregnskap regnskapsåret 2023 for 9194227

Gram Car Carriers Annual report 2023

Note 13 Trade and other receivables

In USD thousands	2023	2022
Trade receivables	835	436
Tax receivables	90	829
Other receivables	4,357	3,232
Total trade and other receivables	5,282	4,498
Other receivables of USD 4,357,000 as per 31 December 2023 (2022: USD 3,232,000) include expected proceeds related to claims under the Group's marine insurance policies.		

Note 14 Cash and cash equivalents

In USD thousands	2023
Bank deposits (USD)	57,141
Bank deposits (NOK)	2,054
Bank deposits (NOK) – Restricted (employee withholding tax account)	102
Bank deposits (SGD)	17
Bank deposits (EUR)	29
Cash	139
Total cash and cash equivalents	59,481

Note 15 Interest-bearing debt

In USD thousands	2023	2022
Interest-bearing debt – non-current	257,616	303,372
Amortised debt issuance costs	(5,606)	(6,327)
Total non-current interest-bearing debt	252,010	297,045
Interest-bearing debt – current	43,792	42,271
Total interest-bearing debt	295,802	339,316

Details of the Group's interest-bearing debt at 31 December 2023 are as follows:

USD thousands	Currency	Facility amount	Margin	Maturity	Out-standing
USD 332 million senior secured credit facility	USD	332,000	SOFR + 2.40%	Jan 2027	228,963
USD 15 million senior secured credit facility (Viking Drive/Viking Princess)	USD	15,000	SOFR + 4.20%	Apr 2025	7,835
USD 35 million senior secured credit facility (Viking Bravery)	USD	35,000	SOFR + 1.65%	Jul 2028	35,000
Lease (Viking Adventure)	USD	70,000	SOFR + 4.26%	Jan 2030	29,610
Amortised debt issuance costs					301,408
					(5,606)
Total interest-bearing debt at 31 December 2023					295,802

In October 2023, the Group sold the PCTC vessel Viking Constanza and made a partial repayment under the USD 302 million senior secured credit facility.

In December 2023, the Group completed a refinancing of the PCTC vessel Viking Bravery, whereby the Group exercised a purchase option under the lease agreement and entered into a USD 35 million senior secured credit facility agreement to finance the vessel.

During December 2023, the Group also completed a refinancing of the PCTC vessel Mediterranean whereby the Group fully repaid the existing debt and entered into a new USD 30 million accordion under the existing USD 302 million senior secured credit facility comprising of a 15 million term loan and USD 15 million revolving credit facility.

Following the partial repayment and accordion option referred to above the USD 332 million senior credit facility includes revolving credit facilities of USD 110.7 million. At 31 December 2023 USD 41.6 revolving credit facilities were undrawn (31 December 2022: USD 15 million).

In 2023, the Group transitioned from a fixed interest margin on the USD 332 million senior secured facility to pricing based on a net interest-bearing debt (NIBD)/EBITDA grid. NIBD/EBITDA at 31 December 2023 was 1.7, resulting in a margin of SOFR + 2.40%. The margin will remain at this level until NIBD/EBITDA below 1.5, when the margin will reduce further to SOFR + 2.25%.

As at 31 December 2023, the Group is in compliance with all financial covenants and financial tests, including value adjusted equity of minimum 35% and at all times USD 50 million minimum less than the greater of 5% of total interest-bearing debt outstanding and USD 10 million, and a value of at least 130% of interest-bearing debt outstanding (125% for Viking Adventure).

Details of the Group's contractual maturities of interest-bearing debt on a non-discounted basis at 31 December 2023 are as follows:

USD thousands	Due within 12 months	1-3 years	4-5 years	>5 years
Interest-bearing debt	43,792	217,440	28,191	11,985

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Year in brief

About GCC

ESG report

Governance

Financials

83

Financials | Notes to the Consolidated financial statements

Contents |

Note 17 Trade and other payables

In USD thousands	2023	2022
Trade payables	1,553	1,448
Accrued interest	3,687	1,087
Accrued expenses	6,434	6,000
Other payables	1,670	2,058
Total trade and other payables	13,344	10,593

Note 18 Transactions with related parties

The Group has entered into technical ship management agreements with Reederei F. Laeisz G.m.b.H. which the Group purchases technical ship management services for three PC/TC vessels. Reederei G.m.b.H. is a company controlled by the vice chair of the Board, Nikolaus H. Schües and family.

The Group makes use of commercial brokerage services from Martini Dry Chartering GmbH & Co. KG which the Group pays charter hire commissions. Martini Dry Chartering GmbH & Co. KG is a Company controlled by the vice chair of the Board, Nikolaus H. Schües and family.

In consideration for acting as commercial adviser for Global Auto Carriers AS and its subsidiaries in connection with four newbuilds ordered by GAC, the Group will receive commissions equal to 1% contract price for the vessels. Global Auto Carriers AS is controlled by shareholders of GCC and considered a related party.

The Group has entered into a trademark license agreement with P D Gram & Co AS for the Group the "Gram" wordmark, name and figurative mark. P D Gram & Co AS, a company controlled by the family, hereunder Head of Projects Harald Mathias Gram, Board Member Nils Kristian Gram and founder Peter D. Gram.

Details of the Group's transactions with related parties are as follows:

In USD thousands	2023
Related party	
Technical ship management fees	Reederei F. Laeisz GmbH (641)
Charter hire commissions	Martini Dry Chartering GmbH (429)
Commissions	Global Auto Carriers Group -
Corporate and administrative services fee	Global Auto Carriers Group 38
Trademark license	P D Gram & Co AS (200)

All related party transactions are carried out at market terms.

Note 19 Group companies

Overview of the Company's subsidiaries as listed below:

Name of company	Principal Activities	Place of business/incorporation	Ownership
Gram Car Carriers Shipowning AS	Shipowning	Norway	100%
Gram Car Carriers Shipowning 2 AS	Dormant	Norway	100%
Gram Car Carriers Shipowning 3 AS	Shipowning	Norway	100%
(formerly Gram Car Carriers Leasing 1 AS)	Shipowning	Norway	100%
Gram Car Carriers Shipowning 4 AS	Shipowning	Norway	100%
Gram Car Carriers Leasing 3 AS	Shipowning	Norway	100%
Gram Car Carriers Invest AS	Investment holding	Norway	100%
Gram Car AS	Dormant	Norway	100%
Mediterranean Sea AS	Dormant	Norway	100%
Gram Car Carriers Management AS	Management	Norway	100%
Gram Car Carriers Services Pte. Ltd.	Management	Singapore	100%

The subsidiary Gram Car Carriers Leasing 2 AS was liquidated in 2023. During 2023, the Group increased the ownership in affiliate Gram Car AS from 1% to 100%. At 31 December 2023, Gram Car AS and its subsidiary Mediterranean Sea AS are under voluntary liquidation after all assets have been transferred to other Group companies.

Note 20 Share capital and shareholders

In USD thousands	No. of shares	Share capital
1 January 2023	29,285,022	9,822
31 December 2023	29,285,022	9,822
1 January 2022	10,000,000	125
Reverse split (26,497:1)	(9,622,605)	-
Share capital increase 17 January 2022	10,774,182	3,623
Share capital increase 17 January 2022	17,570,227	5,909
Share capital increase 28 November 2022	563,218	166
31 December 2022	29,285,022	9,822

At 31 December 2023 the share capital of the Company consists of 29,285,022 shares with par value per share of NOK 2,9147. All issued shares are of equal rights and are fully paid up.

At 31 December 2023 the Company held 300,000 treasury shares, all of which were acquired in 2023.

In 2023 total distributions to shareholders amounted to NOK 471,379,000. An additional distribution to shareholders amounting to NOK 299,415,000 was approved by the Board of Directors on 7 February 2023.

Largest shareholders at 31 December 2023 are set out below:

Shareholder	No of shares
F. Løeisz GmbH	8,319,668
AL Maritime Holding Pte. Ltd.	3,632,265
Glenrønnes Farms Limited	2,038,782
HM Gram Investments III Limited/HM Gram Enterprises Limited/HMG AS/ Harald Mathias Gram	1,792,845
BNP Paribas (nominee)	992,700
BNP Paribas (nominee)	766,003
AS Straen	537,688
UBS Switzerland AG	507,298
Clearstream Banking S.A.	483,745
BNP Paribas (nominee)	430,122
Larsson Shipping AB	361,879
Hamilton Carriers Ltd	309,638
Intesa Sanpaolo S.p.A	288,150
Nordea Bank Abp	25,468
Citibank	25,810
Verdipapirfondet DNB SMB	1,044
Verdipapirfondet Storebrand Norge	94,935
Surfside Holding AS	15,000
Hesnes Invest AS	10,148
Curus Navi AS	8,009
Others	5,033,825
Total (net of treasury shares)	28,795,022
Gram Car Carriers ASA (treasury shares)	500,000
Total	29,295,022

Management and Board Members' shareholdings in the Company are set out below:

Name	Position	Held through	No of shares
Georg A. Whist	Chief Executive Officer	Currus Navi AS	238,009
Gunnar Koløen	Chief Financial Officer		27,500
Børre Mathisen	Chief Operating Officer		27,035
Harald Mathias Gram	Head of Projects and IR	HM Gram Investments III Limited/HM Gram Enterprises Limited/HMG AS	1,792,845
Ivar Hansson Myklebust	Chair of the Board		42,000
Nikolaus H. Schües	Vice Chair		8,319,668
Alasdair James Dougall Locke	Board Member		2,038,782
Christine Rødsæther	Board Member	H & M Hinderaker & Myklebust AS	18,745
Nils Kristoffer Gram	Board Member		3,000
Clivia Catharina Breuel	Board Member	F. Løeisz GmbH	3,632,265
		Glenrines Farms Limited	
		AL Maritime Holding Pte. Ltd.	
Total			16,139,409

¹ As a proportion of total shares outstanding net of 300,000 treasury shares as at 31 December 2023 (28,985,022 shares).

Note 21 Earnings per share

USD thousands	2023
Earnings:	
Earnings for the purpose of basic earnings per share being profit for the period attributable to the equity holders of the parents company	94,025
Number of shares:	
Weighted average number of shares for the purpose of basic earnings per shares	29,285,022
Effect of dilutive potential shares:	
Treasury shares (300,000 shares acquired during 2023)	(179,981)
Long-term incentive program (maximum 416,718 matching shares, ref note 22)	392,956
Share option Incentive plan (800,000 share options, ref note 22)	390,518
Weighted average number of shares for the purpose of diluted earnings per share	29,588,515
Earnings per share (USD)	3.18
Basic earnings per share	3.18
Diluted earnings per share	3.18

Note 22 Share-based payments

The Group has two long-term incentive programmes for employees involving share-based compensation.

Long-term incentive program

In 2022, a long-term incentive program for all employees of the Group was introduced. In 2023, the program was expanded. The purpose of the long-term incentive program is to increase the employees' ownership in the Company, align employees' interests with the interests of the Company's shareholders, and to reinforce their identification with the Company and the development of long-term values. A total of 15 employees, have committed to participate in the program, all of which have committed to lock-up a number of their shares for the duration of the program. The award date of the program was 10 July 2022 and 10 July 2023 and the vesting period for the program is from the award date until 30 May 2025 and 30 May 2026, respectively.

Pursuant to the program, the participants will upon completion of the vesting period receive three shares per committed share, each contingent on the following criteria:

1. In order to participate in the program, and to receive the first matching share, is that the participants comply with the lock-up of their respective shares and continue to be employed by the Group during the vesting period.
2. The second matching share depends on the annual shareholder return and/or share performance during the vesting period, based on the development of the share price in the same period. The assessment of the development shall take into account any dividends paid during the period. Between 8% and 12% shares are earned on a linear scale, where 8% is zero and 12% is one share.
3. The third matching share is linked to the Group's ESG rating in the annual ESG survey conducted by Position Green Advisory AS, and depends on the rating of the Company as at the last day of the vesting period. The minimum requirement for any third matching share is a rating of C, and a rating of B qualifies for one full share.

As of 31 December 2023, the participating employees have committed a total of 138,906 (2022: 94,634) shares in connection with the program meaning up to 416,718 (2022: 283,902) new shares in aggregate may be issued as part of the program. The estimated fair value of the programs at the grant date was USD 1,405,000 (2022: USD 1,105,000).

In 2023 a total expense of USD 959,000 was recognised in relation to the long-term incentive program (including USD 345,000 relating to social security tax).

Gram Car Carrier's Annual report 2023

Share option incentive plan

In 2022 the Group also introduced a share option incentive plan for executive management. The plan has a vesting period from 26 August 2022 (the grant date) until 12 May 2025, with one third of the shares vesting each year. The strike price for the options has initially been set to NOK 94,6154, based on the day volume weighted average price (VWAP) as of the annual general meeting of the Company on 12 May 2022. The strike price will be subject to an annual increase of 10% on a non-accumulating basis. The exercise date, adjusted for any dividends paid by the Company in the period. Subject to options vested, the option holder may exercise the options each year during pre-set exercise periods. Exercise of the options will primarily be settled in shares, but may be settled in cash at the discretion of the Board of Directors. The options expire 12 May 2027, two years after the last vesting date.

As of 31 December 2022, a total of 800,000 share options have been issued under the program, of which 100,000 options have been exercised, carries the right to acquire one share in the Company.

The fair value of share options is estimated using the Black-Scholes option pricing model. The fair value of the share options at the grant date was USD 1,941,000. The fair value of the share options at the end of 2023 a total expense of USD 1,941,000 was recognised in relation to the share option incentive program (including USD 660,000 relating to social security tax).

The significant assumptions used to estimate fair value of the share options are as follows:

Grant date	2022
Share price at grant date (in NOK)	94,6154
Strike (in NOK) ¹	94,6154
Expected volatility ²	20%
Risk free interest rate	3.50%
Weighted average contractual life (in years)	3.50
Fair value of each share option at grant date (in NOK)	2.20

¹ The strike price for the share options has initially been set to NOK 94,6154, based on the 5-trading day volume weighted average price (VWAP) as of the annual general meeting of the Company held on 12 May 2022. The strike price will be subject to an annual increase of 10% on a non-accumulating basis up to the exercise date, adjusted for any dividends paid by the Company in the period.

² The expected volatility is based on the volatility for a selection of comparable peer companies.

Note 23 Financial instruments

Categories of financial assets are set out below:

USD thousands	2023	2022
Instruments at amortised cost:		
Other non-current assets	509	506
Trade and other receivables	5,282	4,498
Cash and cash equivalents	59,481	30,287
Total financial assets	65,272	35,291

Fair value of trade and other receivables and cash and cash equivalents approximate their carrying amounts measured at amortised cost due to the short-term maturities of these assets.

Categories of financial liabilities are set out below:

USD thousands	2023	2022
Instruments at amortised cost:		
Interest-bearing debt	295,802	339,316
Lease liabilities	1,599	154
Trade and other payables	13,344	10,593
Total financial liabilities	310,745	350,063

The fair market value of interest-bearing debt is estimated by discounting future cash flows using rates for debt on similar terms, credit risk and remaining maturities. Fair value of interest-bearing debt approximates the carrying amounts as there have been no significant changes in the market rates for similar debt financing between the date of securing the financing and the reporting date.

The fair market value of derivative financial instruments has been determined using appropriate market information and valuation techniques.

Note 24 Financial risks and capital management

The Group's activities expose it to market risk (including currency risk and interest rate risk), credit risk and other risks that may impact on the value of assets, liabilities and future cash flows.

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group has limited exposure to currency risk since the transactions are primarily in United States dollar which is the functional currency of the Company and its subsidiaries. All the Groups' interest-bearing debt and lease liabilities are denominated in USD. The Group has exposure to NOK and SGD as certain expenses and a portion of cash and cash equivalents, trade and other payables and other current liabilities are in NOK and SGD. No financial instruments have been entered into to mitigate this risk as the impact is not considered to be material.

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in interest rates. The Group is exposed to significant interest rate risks arising from floating rate interest-bearing debt. The Group's bank borrowings at variable rates are denominated in USD. The Group may from time to time seek to mitigate a substantial portion of this exposure by entering into derivative financial instruments, including interest rate swaps and/or interest rate caps. As per 31 December 2023 the Group had not entered into any such instruments. A 50 basis points increase in the 3-month Overnight Financing Rate (SOFR) would increase interest expense by about 6% during the 12-month period ending 31 December 2023. Total floating rate interest-bearing debt as at 31 December 2023 was USD 301,408,000 (31 December 2022: USD 345,643,000).

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a loss to the Group. In order to minimise credit risk, the Group aims to enter into contracts only with reputable and creditworthy counterparties. Prior to entering into charter parties, the Group evaluates each counterparty's assessment of their financial position, past performance and other factors. Charter parties are paid in advance and effectively reducing potential exposure to credit risk. Bank deposits are only deposited with internationally recognised financial institutions.

Liquidity risk refers to the risk of the Group not being able to meet its financial obligations when they fall due. The Group continuously monitors its projected cash flows and liquidity and maintains a level of cash equivalents and/or undrawn committed credit facilities deemed adequate to finance the operations and to ensure the ability to meet its obligations at all times.

91	Financials Notes to the Consolidated financial statements	Contents		Year in brief		About GCC		ESG report		Governance		Financials	

Note 25 Subsequent events

On 8 January 2024, the Distribution vessel Viking Princess was delivered to the new owner. GCC realised a book gain of USD 5.4 million from the divestment, which will be recognised in first quarter 2024.

On 25 January, GCC repurchased the Panamax vessel Viking Adventure by exercising a purchase option under the existing lease. The debt has been replaced by a new USD 41 million senior secured credit facility with a leading Japanese bank. The loan has a duration matching the vessels current charter ending in mid-2028 and a margin of SOFR +1.73%.

On 6 February, the Company announced the sale of the Mid-size vessel Viking Amber (4,200 CEU, built 2010) for a total cash consideration of USD 64.6 million. GCC expects to recognise a net book gain of USD 36.5 million upon completion of the sale in the second quarter of 2024. The transaction is in line with GCC's strategy of creating additional value in a strong car shipping market with historically high charter rates and asset values. The sale frees up capital to strengthen the balance sheet and support quarterly dividend distributions.

Gram Car Carriers ASA

Audited financial statements

Statement of income	94
Statement of financial position	95
Statement of changes in equity	96
Statement of cash flows	97

Notes to the financial statements		98
Note 01	General information	98
Note 02	Basis for preparation	98
Note 03	Material accounting policies	98
Note 04	Administrative expenses	100
Note 05	Financial income and expenses	100

Note 06	Income tax
Note 07	Investments in subsidiaries
Note 08	Transactions with related parties
Note 09	Share capital and shareholders
Note 10	Share-based payments
Note 11	Guarantees
Note 12	Subsequent events

Statement of income

In USD thousands	Notes	31 Dec 2023	31 Dec 2022
Administrative expenses	4	(5,826)	(4,562)
Operating loss (EBIT)		(5,826)	(4,562)
Financial income	5	69,576	2,988
Financial expenses	5	(4,955)	(7,101)
Profit/ (loss) before tax (EBT)		58,796	(8,676)
Income tax expense	6	-	-
Profit/ (loss) for the period		58,796	(8,676)

Oslo, 23 April 2024

/sign/ **Olvar Myklebust** */sign/* **Nikolaus H. :** */sign/* Vice Chair of the

/sign/
Clivia Breuel
Board Member

/sign/
Gaby Bortolussi
Board Member

Alasdair Locke
Board Member

Nils Kristoffer Gram
/sign/

Statement of changes in equity

In USD thousands	Share capital	Share premium	Treasury shares	Acc. losses	Other equity	Share-based payments reserve
1 January 2023	9,822	173,051	-	(9,284)	(12,741)	902
Dividend distribution	-	(43,646)	-	-	-	-
Treasury shares	(80)	-	(4,552)	-	-	-
Share-based payment	-	-	-	-	-	1,895
Profit for the period	-	-	-	58,796	-	-
31 December 2023	9,742	129,405	(4,552)	49,512	(12,741)	2,797
1 January 2022	125	6,670	-	(608)	(5,681)	-
Capital increase - private placement (cash)	3,623	62,259	-	-	-	-
Capital increase - private placement (contribution in kind)	2,736	47,010	-	-	-	-
Capital increase - contribution in kind (Old Group equity holders and non-controlling interests)	3,172	54,520	-	-	-	-
Capital increase	166	9,634	-	-	-	-
Transaction costs	-	-	-	-	(7,060)	-
Dividend distribution	-	(7,042)	-	-	-	-
Share-based payment	-	-	-	-	-	902
Loss for the period	-	-	-	(8,676)	-	-
31 December 2022	9,822	173,051	-	(9,284)	(12,741)	902

Statement of cash flows

In USD thousands	Note	31 Dec 2023	31 Dec 2022
Profit/ (loss) for the period		58,796	(8,676)
Share-based payment expense		1,895	902
Gain on liquidation of subsidiary		(15,392)	-
Cash flow from operating activities before changes in working capital		45,299	(7,774)
Changes in working capital:			
Trade and other receivables		103	(187)
Loans to subsidiaries		(4,400)	4,722
Other current assets		(7)	961
Trade and other payables		850	(923)
Loans from subsidiaries		29,545	280
Cash flow from operating activities		71,391	(2,920)
Investment in subsidiaries		(17,955)	-
Loans to subsidiaries		(7,415)	(56,253)
Repayment of loans to subsidiaries		3,524	9,127
Cash flow from investing activities		(21,846)	(47,126)
Dividend paid		(43,646)	(7,042)
Purchase of treasury shares		(4,632)	58,822
Cash flow from financing activities		(48,278)	51,780
Net change in cash and cash equivalents		1,267	1,734
Cash and cash equivalents at beginning of period		1,739	5
Cash and cash equivalents at end of period		3,006	1,739

Taxes

The Company is subject to ordinary Norwegian taxation. Tax expense comprises tax payable and deferred tax expense. Tax payable is measured at the amount expected to be paid to authorities while deferred tax assets/liabilities are calculated based on temporary differences at the reporting date. Deferred tax assets are recognised to the extent that it is probable that they can be utilised in the future. Deferred tax liabilities/deferred tax assets within the same tax system that can be offset are recorded on a net basis. Income tax relating to items recognised directly in equity is included directly in equity and not in the statement of income.

Related parties

Parties are related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the party in making financial and operating decisions. Parties are also related if they are subject to common control or common significant influence. Related party transactions are recorded to estimated fair value.

Investments in subsidiaries

Shares in subsidiaries are recorded at acquired cost and reviewed for impairment when indications are identified suggesting the carrying amount may not be recoverable.

Trade and other receivables

Trade and other receivables are measured at transaction price upon initial recognition and subsequently measured at amortised cost less expected credit losses.

Cash and cash equivalents

Cash and cash equivalents include cash in hand, bank deposits and other highly liquid investments with original maturities of three months or less.

Share issuance

Share issuance costs related to a share issuance transaction are recognised directly in equity. If share issuance costs, for tax purposes, can be deducted from other taxable income in the same period as they are incurred, the costs are recognised net after tax.

Share-based employee incentive programs

Incentive programs involving transactions which meets the definition of an equity settled share-based payment transaction are calculated at fair value at the time they are granted and charged to personnel expenses over the vesting period with a corresponding increase in equity. Fair value is estimated using the Black-Scholes option pricing model for each tranche with share price, strike, duration, expected volatility and risk-free interest as the input parameters in the model. Social security is provided for based on the fair value at each reporting date.

Classification in the statement of financial position

Current assets and short-term liabilities include items due less than one year from the balance sheet date, as well as items due more than one year from the balance sheet date, that are related to the operating cycle.

Liabilities with maturity less than one year from the balance sheet date are classified as current. All other debt is classified as long-term debt. Long-term debt due for repayment within one year from the balance sheet date is classified as current.

Statement of cash flows

The statement of cash flows has been prepared based on the indirect method.

Note 04 Administrative expenses

In USD thousands	31 Dec 2023	31 Dec 2022
Personnel expenses	2,899	1,197
Legal fees	158	602
Audit fees - audit	97	178
Audit fees - non-audit	16	38
Other professional fees	573	490
Other administrative expenses	2,083	2,057
Total administrative expenses	5,826	4,562

The Company has no employees. Personnel expenses relate to share-based incentive plans for employees of the Company's subsidiaries. Further details about these incentive programs are presented in [Note 10](#) and the 2023 remuneration report.

In 2022, legal fees and other professional fees include transaction fees amounting to USD 435,000 incurred in connection with the restructuring (ref note 4 of the Group's consolidated financial statements) which are not eligible for capitalisation under other equity.

Other administrative expenses include remuneration to the Board of Directors amounting to USD 310,000 (2022: USD 367,000). Details about remuneration to Board of Directors are included in the 2023 remuneration report

Note 05 Financial income and expenses

In USD thousands	31 Dec 2023
Dividend from subsidiaries	51,885
Interest income	171
Interest income - loans to subsidiaries	-
Gain on liquidation of subsidiary	15,392
Guarantee fees from subsidiaries	495
Foreign exchange gains	1,933
Total financial income	69,576
Foreign exchange losses	(4,955)
Total financial expenses	(4,955)

Note 06 Income tax

The Company (Gram Car Carriers ASA) is a holding company and subject to ordinary taxation rules in Norway. The ordinary rate of corporation tax in Norway is 22% for 2023 (2022: 22%). The Company has negative income as per 31 December 2023. Deferred tax assets are only recognised to the extent that the future utilisation can be justified.

Taxable income for the year:

The difference is due to:

In USD thousands	2023	2022
Profit/ (loss) before tax (EBT)	58,796	(8,676)
Non-deductible income	(67,277)	-
Non-deductible expenses	1,902	(6,282)
Difference in functional currency (USD/NOK)	3,479	6,739
Change in temporary differences	151	1,182
Taxable income for the year	(2,949)	(7,037)

In USD thousands	2023
Deferred tax asset not recognised	(627)
Non-deductible expenses/ income	14,382
Exchange rate differences	(920)
Difference between expected and recognised income tax expense	12,935

Temporary differences:

In USD thousands	2023	2022
Profit/ (loss) before tax (EBT)	58,796	(8,676)
Expected tax at ordinary Norwegian tax rate (22%)	12,935	1,909
Recognised tax expense	-	-
Difference between expected and recognised income tax expense	12,935	1,909

In USD thousands	2023
Losses carried forward	(10,308)
Share based payments	(1,299)
Net temporary differences	(11,607)
Net deferred tax asset (22%)	2,554
Net deferred tax asset (recognised)	-

Utilisation of the tax loss will depend on future taxable income, and in the absence of convincing evidence, the tax loss will be utilised in the period of recognition. Such income materialising the criteria for recognising the tax loss carried forward as deferred tax asset has not been met.

Note 07 Investments in subsidiaries

Name of company	Principal Activities	Place of business/ incorporation	Ownership
Gram Car Carriers Shipowning AS	Shipowning	Norway	100%
Gram Car Carriers Shipowning 2 AS	Dormant	Norway	100%
Gram Car Carriers Shipowning 3 AS (formerly Gram Car Carriers Leasing 1 AS)	Shipowning	Norway	100%
Gram Car Carriers Shipowning 4 AS	Shipowning	Norway	100%
Gram Car Carriers Leasing 3 AS	Shipowning	Norway	100%
Gram Car Carriers Invest AS	Investment holding company	Norway	100%
Gram Car Carriers Management AS	Management company	Norway	100%
Total			

The subsidiary Gram Car Carriers Leasing 2 AS has been liquidated during 2023.

Arsregnskap regnskapsåret 2023 for 919422793

Details of the Company's transactions with related parties are as follows:

In USD thousands	Related party	31 Dec 2023
Guarantee fee	Subsidiaries	495
Interest income	Subsidiaries	-
Administrative management fee	Subsidiaries	(1,341)
Trademark license fee	P D Gram & Co AS	(200)

All related party transactions are carried out at market terms.

Details of the Company's loans to/from subsidiaries as per 31 December 2023 and 31 December 2022 are set out below:

In USD thousands	31 Dec 2023
Loans to subsidiaries	8,171
Loans from subsidiaries	10,485

Loans to/from subsidiaries are repayable on demand.

Note 09 Share capital and shareholders

In USD	No. of shares	Share capital
1 January 2023	29,285,022	9,822
31 December 2023	29,285,022	9,822
1 January 2022	377,395	125
Share capital increase 17 January 2022	10,774,182	3,623
Share capital increase 17 January 2022	17,570,227	5,909
Share capital increase 28 November 2022	563,218	166
31 December 2022	29,285,022	9,822

At 31 December 2023 the share capital of the Company consists of 29,285,022 shares with par value per share of NOK 2.9147. All issued shares are of equal rights and are fully paid up.

At 31 December 2023 the Company held 300,000 treasury shares, all of which had been acquired during 2023.

On 17 January 2022, the Board of Directors had proposed, and EGM of the Company resolved to carry out a reverse split of the Company's shares in the ratio 26.4974 to 1, whereby the par value was increased from NOK 0.11 to NOK 2.9147. The number of shares was reduced from 10,000,000 to 377,395 following the reverse split.

Following the private placement in connection with the listing of the Company's shares on Euronext Growth and the acquisition of 18 PCTC vessels, capital increases were proposed by the Board of Directors and resolved by the EGM of the Company on 17 January 2022 whereby the share capital was increased by NOK 82,615,959 from NOK 1,100,000 to NOK 83,715,959 by issuance of 28,344,409 new shares, each with a par value of NOK 2.9147. The shares were subscribed for at a price of NOK 53.00, whereof the amount of NOK 1,419,637,718 was transferred to share premium. 16,687,124 of the new shares were issued as part of the consideration paid for the 18 vessels acquired.

On 28 November 2022, the Company issued 563,218 shares as partial payment in connection with the acquisition of the PCTC vessel Pagila (later renamed Viking Pagila).

The Company has a stated policy of returning 75% of net profits to shareholders by way of dividends or

Gram Car Carriers Annual report 2023

distribution of paid up capital. During the period 1 January 2023 – 31 December 2023 the Company has a total of NOK 471,379,000 in distributions to shareholders.

Largest shareholders at 31 December 2023 are set out below:

Shareholder	No of shares
F. Laeisz GmbH	8,319,668
AL Maritime Holding Pte. Ltd.	3,632,265
Glenrines Farms Limited	2,038,782
HMI Gram Investments III Limited/HM Gram Enterprises Limited/	
HMG AS/ Harald Mathias Gram	1,792,845
BNP Paribas (nominee)	992,700
BNP Paribas (nominee)	86,003
AS Straen	67,688
UBS Switzerland AG	67,298
Clearstream Banking S.A.	53,745
BNP Paribas (nominee)	40,122
Larsson Shipping AB	31,879
Hamilton Carriers Ltd	29,638
Intesa Sanpaolo S.p.A	28,150
Nordea Bank Abp	25,468
Citibank	25,810
Verdipapirfondet DNB SMB	1,044
Verdipapirfondet Storebrand Norge	4,935
Surfside Holding AS	6,000
Hesnes Invest AS	6,148
Curus Navi AS	38,009
Others	5,33,825
Total (net of treasury shares)	28,385,022
Gram Car Carriers ASA (treasury shares)	90,000
Total	29,285,022

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Note 10 Share-based payments

The Group has two long-term incentive programmes for employees involving share-based compensation.

Long-term incentive program

In 2022, a long-term incentive program for all employees of the Group was introduced. In 2023 the program was expanded. The purpose of the long-term incentive program is to increase the employees' ownership in the Company, align employees' interests with the interests of the Company's shareholders, and to reinforce their identification with the Company and the development of long-term values. A total of 15 employees, have committed to participate in the program, all of which have committed to lock-up a number of their shares for the duration of the program. The award date of the program was 10 July 2022 and 10 July 2023 and the vesting period for the program is from the award date until 30 May 2025 and 30 May 2026, respectively.

Pursuant to the program, the participants will upon completion of the vesting period receive three shares per committed share, each contingent on the following criteria:

- 1. In order to participate in the program, and to receive the first matching share, is that the participants comply with the lock-up of their respective shares and continue to be employed by the Group during the vesting period.
- 2. The second matching share depends on the annual shareholder return and/or share performance during the vesting period, based on the development of the share price in the same period. The assessment of the development shall take into account any dividends paid during the period. Between 8% and 12% shares are earned on a linear scale, where 8% is zero and 12% is one share.
- 3. The third matching share is linked to the Group's ESG rating in the annual ESG survey conducted by Position Green Advisory AS, and depends on the rating of the Company as at the last day of the vesting period. The minimum requirement for any third matching share is a rating of C, and a rating of B qualifies for one full share.

As of 31 December 2023, the participating employees have committed a total of 138,906 (2022: 94,634) shares in connection with the program meaning up to 416,718 (2022: 283,902) new shares in aggregate may be issued as part of the program. The estimated fair value of the programs at the grant date was USD 1,405,000 (2022: USD 1,105,000).

In 2023 a total expense of USD 959,000 was recognised in relation to the long-term incentive program (including USD 345,000 relating to social security tax).

Gram Car Carrier's Annual report 2023

Share option incentive plan

In 2022 the Group also introduced a share option incentive plan for executive management. The plan has a vesting period from 26 August 2022 (the grant date) until 12 May 2025, with one third of the shares vesting each year. The strike price for the options has initially been set to NOK 94,6154, based on the day volume weighted average price (VWAP) as of the annual general meeting of the Company on 12 May 2022. The strike price will be subject to an annual increase of 10% on a non-accumulating basis from the exercise date, adjusted for any dividends paid by the Company in the period. Subject to options vesting, the option holder may exercise the options each year during pre-set exercise periods. Exercise of the options will primarily be settled in shares, but may be settled in cash at the discretion of the Board of Directors. The options expire 12 May 2027, two years after the last vesting date.

As of 31 December 2022, a total of 800,000 share options have been issued under the program, of which 100,000 options have been exercised, carries the right to acquire one share in the Company.

The fair value of share options is estimated using the Black-Scholes option pricing model for equity options. The fair value of the options at the grant date was USD 1,941,000. The fair value of the options at the end of 2023 a total expense of USD 1,941,000 was recognised in relation to the share option incentive program (including USD 660,000 relating to social security tax).

The significant assumptions used to estimate fair value of the share options are as follows:

Grant date	2022
Share price at grant date (in NOK)	94,6154
Strike (in NOK) ¹	94,6154
Expected volatility ²	20%
Risk free interest rate	3.50%
Weighted average contractual life (in years)	3.50
Fair value of each share option at grant date (in NOK)	2.35

¹ The strike price for the share options has initially been set to NOK 94,6154, based on the 5-trading day volume weighted average price (VWAP) as of the annual general meeting of the Company held on 12 May 2022. The strike price will be subject to an annual increase of 10% on a non-accumulating basis up to the exercise date, adjusted for any dividends paid by the Company in the period.

² The expected volatility is based on the volatility for a selection of comparable peer companies.

106

Financials | Notes to the Parent company financial statements

Contents

Year in brief

About GCC

ESG report

Governance

Financials

Note 11

Guarantees

The Company has provided guarantees in connection with senior secured credit facilities entered into by the subsidiaries Gram Car Carriers Shipowning AS, Gram Car Carriers Shipowning 4 AS and Gram Car Carriers Leasing 3 AS. The Company has also provided guarantees in connection with bareboat charter parties entered into by Gram Car Carriers Leasing 1 AS.

Outstanding principal, lease liabilities and accrued interest under the facilities and leases for which the Company has provided guarantees at 31 December 2023 and 31 December 2022 are as follows:

USD thousands	31 Dec 2023	31 Dec 2022
Principal amount outstanding under senior secured credit facilities	271,798	280,683
Lease liability outstanding under bareboat charter parties	29,611	64,961
Accrued interest	3,687	1,086
Total	305,096	346,730

Note 12

Subsequent events

An additional distribution to shareholders amounting to NOK 299,415,000 was approved by the Directors on 7 February 2023.

Årsregnskap regnskapsåret 2023 for 9194227

Gram Car Carriers Annual report 2023

Statement by the Board and Management

The Board of Directors and Management have reviewed and approved the consolidated financial statements of Gram Car Carriers ASA and its subsidiaries for the period 1 January – 31 December 2023 and and confirm that to the best of our knowledge:

- The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union;
- The information presented in the financial statements gives a true and fair view of the Group's assets, liabilities, financial position and income; and
- The information presented in the financial statements gives a true and fair view on related party transactions

Gram Car Carriers Annual report 2023

Oslo, 23 April 2024
Board of Directors and Chief Executive Officer, Gram Car Carriers ASA

/sign/
Ivar Myklebust
Chair of the Board

/sign/
Nikolaus H. Schües
Vice Chair of the Board

/sign/
Clivia Breuel
Board Member

/sign/
Dr Gabby Bornheim
Board Member

/sign/
Alasdair Locke
Board Member

/sign/
Christine Rødsæter
Board Member

/sign/
Nils Kristoffer Gram
Board Member

/sign/
Georg A. Whist
CEO

Auditor's report



Independent Auditor's Report
To the General meeting of Gram Car Carriers ASA
Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Gram Car Carriers ASA.

The financial statements comprise:

- The financial statements of the parent Company, which comprise the balance sheet as at 31 December 2023, income statement, statement of comprehensive income, statement of changes in equity and cash flows for the year then ended, and notes to the financial statements, including material accounting policy information, and
- The financial statements of the group, which comprise the balance sheet as at 31 December 2023, and income statement, statement of comprehensive income, statement of changes in equity and cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

Our opinion is consistent with our additional report to the Audit Committee.

IBDO AS
Innvalgt revisorselskap 517
6018 Århusund

In our opinion:

- The financial statements comply with applicable statutory requirements,
- The accompanying financial statements give a true and fair view of the financial position of the Company as at 31 December 2023, and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as adopted by the EU,
- The accompanying financial statements give a true and fair view of the financial position of the Group as at 31 December 2023, and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as adopted by the EU.

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Page 4 of 4



Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities section of the Audit of the Financial Statements section of our report. We are independent of the Company and the group required by relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

To the best of our knowledge and belief, no prohibited non-audit services referred to in the Audit Regulation (537/2014) Article 5.1 have been provided to the Company or the group.

We have been the auditor of Gram Car Carriers ASA for three years from the election by the general meeting of the shareholders on 28 August 2021.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and not provide a separate opinion on these matters. For the accounting year 2023 no key audit matters have been identified.

Other information

The Board of Directors and the Managing Director (management) are responsible for the other information. The other information comprises the Board of Directors' report and other information in the Annual Report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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ASSO AS, a Norwegian limited liability company, is a member of ASSO International Limited, a UK company limited by guarantee, and forms part of the International ASSO network of independent member firms. The licensor of Business Enterprises: HQ 9912605 650 VAT.

[illegible]

TCFD Disclosure

This summary statement of Gram Car Carriers' climate-related risks has been prepared in alignment with the Taskforce for Climate-related Financial Disclosures' (TCFD) recommendations..

Governance

1 Describe the Board's oversight of climate-related risks and opportunities

In accordance with the principles supporting value-based management, the Board places significant importance on systematic risk management. This is done by identifying potential risk exposures. This approach satisfies the requirements set out in law and ensures the company's governance remains fit for purpose in a highly dynamic market environment.

This year Gram Car Carriers undertook a Climate Risk Review, with support from an independent expert. The review has been presented to the Board. The review covered risk categories described in the TCFD framework – namely, physical, regulatory, market, technology and reputation risks (and opportunities).

Climate-related risks and opportunities are regularly reviewed as part of its overall responsibility for risk governance by the Board. Going forward, the Board will receive updates on Climate Risk, including emerging regulations, developments in the company's performance on the decarbonisation strategy – emissions reduction and technological developments.

2 Describe management's role in assessing and managing climate-related risks and opportunities

The management team regularly reviews climate related risk and opportunity, as part of its daily operations. The management team's responsibility for ongoing climate opportunity review contributes to the company's strategy and enterprise risk management approach. Gram Car Carriers has conducted an initial assessment of all relevant opportunity areas, including operations; contracts; charter parties and so forth. Where risks have been identified, they are defined, and specific countermeasures are being implemented.

In 2023, the management team completed the following projects, where climate-related risks and opportunities were assessed, or that contributed to the assessment of management of countermeasures for climate-related risks and opportunities:

- Collection and reporting of climate-related data including GHG emissions
- Collaboration with DNV in setting decarbonisation plans for each vessel.
- Climate change risk has been an integral part of the general risk review in 2023 and is under continuous monitoring under the CEO
- A Double Materiality Assessment commenced at the end of 2023, which may contribute to climate related risks assessment and management

Management reports all material climate related risks and opportunities to the Board.

112	Appendix TCFD	Contents Year in brief About GCC ESG report Governance Financials	
Årsregnskap 2023 for 919422793			
Gram Carriers' Annual report 2023			
Strategy			
3	Describe the climate-related risks and opportunities the organisation has identified over the short, medium and long term	See separate risks and opportunities table following.	
4	Describe the impact of climate-related risks and opportunities on the organisation's business, strategy and financial planning	See separate risks and opportunities table following. Gram Carriers has undertaken a climate risk review and analysis to understand how climate risks and opportunities are likely to impact the business, its strategy and planning. Using information from these sources and its ongoing monitoring of GHG emission performance across the fleet, Gram Carriers believes it is well positioned to mitigate or adapt to climate-related risks; and, in some cases may exploit available opportunities. This position is supported by the following assertions: • The business's financial strength and ability to execute its financially planned, long-term fleet upgrade • Ongoing investment in and updating of the knowledge and capability of human capital within the business to respond to climate-related risks and opportunities • A focused, well-resourced, and regularly reviewed/updated ESG Strategy which has Climate, together with governance and social responsibility as the central theme • The ready availability and high quality of climate-related data and information on which to make strategic and financial decisions • The resilience of the existing business model, financial planning and strategic approach to respond to a wide range of forecast climate scenarios	
5	Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2 degree C or lower scenario	Gram Carriers are currently scoping and assessing what future climate scenarios will look like – ranging from business-as-usual to 2 degree C or lower, and how the business. The work in this area is designed to ensure that the business strategy can be refined to better meet future scenarios. For Gram Carriers, the approach to reductions will be mainly through investments in new assets and technology, with a planned long-term fleet upgrade and renewal programme in place. Reduction pathways required to achieve various climate goals have been analysed, including the IMO's and the Paris Agreement's current 2030 and 2050 climate targets. Carrier's strategy is evolving in response to these and various future climate scenarios, aiming to adapt as required and ensure resilience is built in, as described in point	

113	Appendix TCFD	Contents Year in brief About GCC ESG report Governance Financials			
		Risk management			
		6	Describe the organisation's processes for identifying and assessing climate-related risks Gram Car Carriers has undertaken a Climate Risk review to understand its Climate Risks and Opportunities. Risk management is an integrated part of daily operations and management processes. Every year enterprise risks, including Climate Risk, are formally presented by management to the Board, based on input from technical managers. The Board and management also have an ongoing dialogue during committee meetings regarding climate related risks, fleet performance, and investment decisions.	Risk management is an integrated part of daily operations and management processes. Every year enterprise risks, including Climate Risk, are formally presented by management to the Board, based on input from technical managers. The Board and management also have an ongoing dialogue during committee meetings regarding climate related risks, fleet performance, and investment decisions.	
		7	Describe the organisation's processes for managing climate-related risks Climate-risk management is integrated in the overall risk management processes, as it is part of assessing the effect of regulatory and propulsion technology developments on the Company's risk profile. Through (i) yearly reviews of the Company's most prominent areas of risk exposure and its internal control arrangements, (ii) management guidelines and (iii) performance monitoring and providing regular risk management updates, the Board aims to ensure that the Company has sound internal control and systems for risk management appropriate in relation to the extent and nature of the Company's activities.	Climate-risk management is integrated in the overall risk management processes, as it is part of assessing the effect of regulatory and propulsion technology developments on the Company's risk profile. Through (i) yearly reviews of the Company's most prominent areas of risk exposure and its internal control arrangements, (ii) management guidelines and (iii) performance monitoring and providing regular risk management updates, the Board aims to ensure that the Company has sound internal control and systems for risk management appropriate in relation to the extent and nature of the Company's activities.	
		8	Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management The risk management approach to climate-related risks has been updated and incorporated into Board and management processes. It is based on assessing the likelihood of developments and performance of the risks the company face or may face. When the combination of likelihood and impact for a certain factor constitutes a high level of risk, that risk is then included in the overall risk management processes.	The risk management approach to climate-related risks has been updated and incorporated into Board and management processes. It is based on assessing the likelihood of developments and performance of the risks the company face or may face. When the combination of likelihood and impact for a certain factor constitutes a high level of risk, that risk is then included in the overall risk management processes.	

11.4	Appendix TCFD	Contents Year in brief About GCC ESG report Governance Financials			
		Metrics and targets			
		9	Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk process	The total GHG emissions (Scope 1) are measured in CO ₂ equivalents. In addition, the following Carbon Intensity Indicators are applied to the vessels in the fleet - Average Energy Efficiency Design Index (EEDI) for new ships measured as grams CO₂ per ton-nautical mile - Average Efficiency Ratio (AER) measured as grams of CO₂ per deadweight ton-nautical mile.	Årsregnskap regnskapsåret 2023 for 919422793
		10	Disclose Scope 1, Scope 2, and, if appropriate, Scope 3, greenhouse gas (GHG) emissions, and the related risks	See climate and emission reporting in the Sustainability section of the annual ESG report on pages 33 to 35	
		11	Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets	In line with the IMO's emission reduction trajectories (CII ratings), GCC is following the IMO GHG reduction pathway (compared to 2008 base year): 20% reduction in total emissions by 2030, striving for 30% 70% reduction in total emissions by 2040, striving for 80% - Net zero by or around 2050 In 2024, the Company will review its targets to assess whether it can raise them based on capacity and the decarbonisation plans established for each vessel. GCC aims to maintain an average C rating for all the vessels in the fleet (IMO ship rating system) which is dependent on the collaboration and commitments of the customers. The targets will be adjusted when appropriate to ensure they are ambitious enough given regulatory and technological developments.	

Physical risks

- Physical risks may have financial implications for the Company, such as direct damage to assets and indirect impacts from disrupted operations
- Extreme weather / increased frequency of extreme weather and related knock-on effects that causes disruption in operations, e.g. delays and port closure
- Extreme weather / increased frequency of extreme weather and related knock-on effects that causes disruption and impacts on Gram Carriers customers' activities, operations and markets. Including similar indirect affects further down the value chain
- Health and safety impacts on workforce caused by extreme weather events e.g. injuries caused by increased wave height, higher storm frequency and prolonged duration of extreme weather events

Regulatory risks

- The Company is exposed to changes in legal, tax and regulatory regimes within relevant jurisdictions as well as potential private litigation and public prosecution. The Company seeks to mitigate legal risks by maintaining a well-functioning risk management system, management guidelines and dedicated compliance and legal functions within the organisation
- In the current geopolitical context, there are newly introduced and further strengthened sanction regimes, and legal risk exposure is elevated
- Increasing carbon costs and shipping becoming part of the EU ETS will impact the cost of transportation
- Impacts of speed of regulatory shift on business planning, strategy and cost structures to comply with new and additional regulation

Market risks

- Changing customer requirements and contract risks – meeting market expectations for emission profiles of vessels
- The volatility of the fuel market poses a potential risk. Any sort of regulation can increase product prices, however, fuel prices can be particularly volatile in this regard
- Impacts on business planning, strategy and cost structures to meet new and evolving market requirements
- Shift from passive disclosure requirements to demonstration of an action-oriented approach
- Access to reliable and quality fuel supplies can also be considered as a risk in the current dynamic market environment

Technology risks

- IT and cyber risks make up an increasing share of a company's risk universe. The Company purchases IT services from third parties that offer comprehensive security strategies which closely match the Company's business objectives
- Viable technologies to fully transition to the low carbon solutions does not currently exist, and i.e. dual fuel options are limited by the lack of the relevant infrastructure required to adopt this technology

Reputational risks

- Reputational effects related to spills, routes affecting ecosystems and biodiversity
- Reputational effects related to customers or suppliers not adhering to GCC standards or expectations
- Below average fuel efficiency performance

Opportunities

- GCC looks for commercial and decarbonisation opportunities throughout cyclical market swings
- Becoming the recognised low carbon operator of chartering actions, and therefore a preferred chartering partner
- Take advantage of market opportunities related to providing carbon intensive shipping services
- High ESG performance supporting an enhanced reputation
- Adaptation leading to improved operational performance
- Technology opportunities for improving (increasing efficiency) onboard systems, including alternative fuels and hybrid
- There are related opportunities in developing partnerships with leading industry actors to accelerate decarbonisation
- working in partnership with charterers on emissions reduction and undertaking biofuel trials in partnership with DNV.

- Ongoing human rights due diligence**
- Part of GCC's commitment to continued human rights due diligence includes our commitment to quickly work towards remedying any affected stakeholders in the event of an actual adverse human rights impact. At present, GCC has not identified any such actual issues, but we nonetheless remain vigilant in reviewing our current policies and practices to better identify both potential and actual human rights impacts in our own operations or value chain.

Human rights due diligence is not a one-off exercise, and accordingly, GCC is committed to continuing to improve our practices. GCC looks to further refine and act on our priority human rights issues related to our operations and specific industry. Furthermore, GCC seeks to continue to improve our stakeholder engagement on our priority human rights issues to ensure all relevant voices are included in our due diligence processes. To continue improving our practices in the coming year, we will:

- Continue to communicate our human rights policy internally and externally, including to business partners.
- Continue mapping our supply chain and our business partners to better understand the human rights impacts within them.
- Continue to anchor human rights due diligence within our operations.

Requests for information

Requests for information regarding this Transparency Act statement or GCC's human rights due diligence policies and practices at large can be made to ir@aramcar.com

This statement covers the period 1 July 2022 – 31 December 2022.

Gram Car Carriers Annual report 2023

/sian/

Ivar Myklebust

Chair of the Board

/sian/

Clivia Breuel

Board member

/sian/

Alasdair Locke

Board member

/sian/

Nils Kristoffer Gram

Board member

SASB Table – Marine Transportation (2023)

Topic	Accounting metric	Category	Unit of measure	2023
Greenhouse Gas Emissions	Gross global Scope 1 emissions	Quantitative	Metric tons (t) CO ₂ -e	470,732
	Discussion of long and short-term strategy or plan to manage Scope 1 emissions, emissions reduction targets, and an analysis of performance against those targets	Qualitative description	Environment chapter	
	Total energy consumed		Gigajoules (GJ)	6,130,742
	Energy consumed coming from heavy fuel (vs. renewable)	Quantitative	Percentage (%)	97.45%
	Carbon Intensity Indicator (CII)		g CO ₂ e / t.nm	8.04
Air Quality	Air emissions of the following pollutants	NO _x		10,174
		SO _x	Metric tons (t)	1,536
		PM		640
Ecological impacts	Shipping duration in marine protected areas or areas of protected conservation status	Quantitative	Number of travel days	0
	Percentage of fleet implementing ballast water	Exchange	Percentage (%)	100%
		Treatment		100%
	Spills and released into the environment	Number	Number	0
		Aggregate volume	Cubic meters (m ³)	0
H&S	Lost time incident rate (LTIR)	Quantitative	Rate	0
Business Ethics	Calls at ports in countries that have the 20 lowest rankings in Transparency International's Corruption Perception Index	Quantitative	Number	0
	Total amount of monetary losses as a result of legal proceedings associated with bribery or corruption	Quantitative	Reporting currency	0

Årsregnskap regnskapsåret 2023 for 919422793

Topic	Accounting metric	Category	Unit of measure	2023
Accident & Safety Mgt.	Marine casualties, percentage classified as very serious	Quantitative	Number	1
	Number of Conditions of Class or Recommendations	Quantitative	Percentage (%)	100%
		Quantitative	Number	17
	Number of port state control	Deficiencies	Number	30
		Detentions	Number	1

Topic	Accounting metric	Category	Unit of measure	2023
	Number of shipboard employees	Quantitative	Number	350 positions 550-600 employees
	Total distance travelled by vessel	Quantitative	Nautical miles (nm)	1,500,872
	Operating days	Quantitative	Days	6,638
	Deadweight tonnage	Quantitative	Thousand deadweight tons	225,285
	Number of vessels in total shipping fleet	Quantitative	Number	19
	Number of vessel port calls	Quantitative	Number	19
	Twenty-foot equivalent unit (TEU) capacity	Quantitative	TEU	N/A

GRI Index

GRI standard	Disclosure title	Location (page number)	GRI standard	Disclosure title	Location (p
GRI 2	2-1 - 2-5 Organisation and reporting practices	Page 27	GRI 302	302-1 Energy consumption within the organisation	
	2-6 - 2-8 Activities and workers	Pages 3, 29, 30 & 40		302-4 Reduction of energy consumption	
	2-9 - 2-21 Governance	Pages 42 - 60	GRI 305	305-1 Direct (Scope 1) GHG emissions	
	2-22 - 2-28 Strategy, policies & practices	Pages 31 & 32		305-4 GHG emissions intensity	
GRI 205	2-29 & 2-30 Stakeholder engagement	Pages 31 & 32	GRI 403	306-3 Waste generation	
	205-2 Communication and training about anti-corruption policies and procedures	Page 42		403-1 Health and safety management system	
	205-3 Confirmed incidents of corruption and actions taken	Page 43		403-5 Health and safety training	
			GRI 404	403-9 Lost time injuries	
			GRI 405	404-1 Training per employee	
				405-1 Diversity and equal opportunity	

Alternative performance measures and glossary

The Group's financial statements are prepared in accordance with International Financial Reporting Standards (IFRS). The Group presents certain financial measures using alternative performance measures (APMs) in the IFRS reporting framework. The Group believes these APMs provide meaningful information about operational and financial performance. Relevant APMs include the following and are defined below.

Time charter (TC): A contract for the hire of a vessel for a specific period; the owner supplies the vessel and crew, the charterer selects the ports, route and vessel speed. The charterer pays for all fuel the vessel consumes, port charges, commissions, and a daily hire (TC-rate) to the owner of the vessel.	Break-even TC rate per day: Break-even TC rate per day represents average OPEX per day (including insurance) with the addition of debt servicing costs, including interest and principal repayments applicable for the relevant vessels and an allocation of administrative expenses.	Firm contract: Customer commits to a fixed long-term specified time charter rate.
Average time charter (TC) rate per day/ time charter equivalent (TCE): Average TC rate per day or TCE represents charter revenue divided by the number of trading days for the Group's vessels or a selection of the Group's vessels during a given reporting period. Trading days include all days whilst the vessel is under the Group's ownership except days when the vessel is idle or off-hire and not generating revenue.	Utilisation: Represents total vessel trading days (idle and off-hire days not included) divided by total days during the relevant period.	PCC/PCTC: Pure car carrier/Pure car and truck carrier
Average operating expense (OPEX) per day: Average OPEX per day is calculated as total operating expenses for the Group's vessels or a selection of the Group's vessels during a given reporting period (including vessel running expenses and insurance premiums) divided by days during the period.	Planned/unplanned off-hire: Planned off-hire includes planned off-hire days in connection with dry docking and also three days off-hire per vessel per year to carry out repairs and maintenance that cannot be carried out during normal trading of the vessels.	CEU: Car Equivalent Unit
	Contract backlog: The aggregate value of firm contracts with agreed time charter rate, terms and/or conditions and where revenue is yet to be recognised.	Panamax: Capacity 6,000+, serving East-West trade lanes, the canals and major oceans.
	EBITDA: Profit/(loss) for the period before net financial items, income tax expense, depreciation and amortisation.	Mid-size: Capacity 3,500–5,999 CEU, serving North South intra continents.
		Distribution ships: Capacity up to 3,500 CEU, serving regions like Northern Europe and Caribbean.

Forward-looking statement

This report contains certain forward-looking statements that involve risks and uncertainties. In some cases, the Company uses words such as "ambition", "continue", "could", "estimate", "expect", "believe", "focus", "likely", "may", "outlook", "plan", "strategy", "will", "guidance" and similar expressions to identify forward-looking statements. All statements other than statements of historical fact, including, among others, statements regarding plans and expectations with respect to Gram Car Carrier's development and returns, balance sheet and long-term underlying earnings growth, market outlook and future economic projections and assumptions; capital expenditure guidance; production guidance; development and construction activities; projected unit of production cost; accounting decisions and policy judgments, ability to put new facilities into profitable production, and the impact thereof; expected dividend payments; estimated provisions and liabilities; planned acquisitions and divestments; and the projected impact or timing of administrative or governmental rules, standards, decisions or laws, including with respect to and future impact of legal proceedings are forward-looking statements.

You should not place undue reliance on these forward-looking statements. The actual results could differ materially from those anticipated in the forward-looking statements for many reasons.

These forward-looking statements reflect current views about future events and are, by their nature, subject to significant risks and uncertainties because they relate to events and depend on circumstances that will occur in the future. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements, including levels of industry product supply, demand and pricing; price and availability of alternative fuels; currency exchange rate and interest rate fluctuations; the political and economic policies of operating countries; general economic conditions; political and social stability and economic growth in relevant areas of the world; global political events and actions; economic sanctions, security breaches; changes or uncertainty in or non-compliance with laws and governmental regulations; the timing of bringing new plants on stream; an inability to exploit growth or investment opportunities; an inability to find and develop new plants; ineffectiveness of crisis management systems; adverse changes in tax regimes; the development and use of new technology; geological or technical difficulties; operational problems; operator error; inadequate insurance coverage; the lack of necessary transportation infrastructure and other transportation problems; the actions of competitors; the actions of partners; the actions of governments; counterparty defaults; natural disasters and adverse

weather conditions, climate change, and other changes in conditions; an inability to attract and retain personnel; environmental approvals; industrial actions by workers and discussed elsewhere in this report. For additional information factors see the prospectus dated 30 November 2022 at www.gramcar.com.

Although the Company believes that the expectations of forward-looking statements are reasonable, it cannot achieve future results, level of activity, performance or achievement these expectations. Moreover, neither the Company nor person assumes responsibility for the accuracy and completeness of these forward-looking statements. Any forward-looking speaks only as of the date on which such statement is made except as required by applicable law, the Company understands its obligation to update any of these statements after the report, whether to make them either conform to the actual changes in The Company's expectations or otherwise.

**Head Office**

Gram Carriers ASA
Bryggegate 9 (Aker Brygge)
0250 Oslo
Norway

Phone: +47 22 01 74 50

E-mail: mail@gramcar.com

Singapore office

Gram Carriers Services Pte Ltd.
6 Temasek Boulevard #39-02
Suntec Tower Four
Singapore 038986

Phone: +65 6334 9519

E-mail: mail@gramcar.com



NRP Business Management

Til Brønnøysundregistrene/
Regnskapsregisteret

NRP Business Management AS
P.O. BOX 1358 Vik
NO-0113 Oslo

Visiting address:
Haakon VII's gate 1

Telephone: +47 22 00 81 81

Authorised Accounting Firm
Org. nr.: 929 030 273 MVA

www.nrp.no

Oslo, 8. juli 2024

Vedrørende Gram Car AS, org. nr 919 422 793

Viser til vedtak om nektet årsregnskap for 2023 (sak 2024578070). Etter avtale med rådgiver hos dere per telefon i dag bekreftes herved at Gram Car AS omfattes av unntaksregelen i regnskapsloven § 3-7 og således ikke utarbeider årsregnskap. Gram Car AS er 100% eid av Gram Car Carrier ASA, som utarbeider konsernregnskap.

Med vennlig hilsen
NRP Business Management AS

Grethe Pedersen
Forretningsfører for Gram Car AS
(sign.)