



## ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2023 - GENERELL INFORMASJON

### Enheten

Organisasjonsnummer: 925 492 035  
Organisasjonsform: Aksjeselskap  
Foretaksnavn: ODFJELL CHEMICAL TANKERS II AS  
Forretningsadresse: Conrad Mohrs veg 29  
5072 BERGEN

### Regnskapsår

Årsregnskapets periode: 01.01.2023 - 31.12.2023

### Konsern

Morselskap i konsern: Nei

### Regnskapsregler

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

### Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Lene Sjøbakk  
Dato for fastsettelse av årsregnskapet: 19.04.2024

### 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, 19.06.2025



## Resultatregnskap

Beløp i: USD	Note	2023	2022
<b>RESULTATREGNSKAP</b>			
<b>Inntekter</b>			
Time charter earnings	5	121 099 917	97 893 911
<b>Sum inntekter</b>		<b>121 099 917</b>	<b>97 893 911</b>
<b>Kostnader</b>			
Endring i beholdning av varer under tilvirkning og ferdig tilvirkede varer	7	5 319 392	4 414 066
Depreciation		23 674 899	25 473 502
Operating expenses	6	40 420 349	34 182 636
<b>Sum kostnader</b>		<b>69 414 639</b>	<b>64 070 205</b>
<b>Driftsresultat</b>		<b>51 685 278</b>	<b>33 823 706</b>
<b>Finansinntekter og finanskostnader</b>			
Annen renteinntekt	8	1 794 639	250 437
Other financial items	8	-1 541 615	-1 599 248
<b>Sum finansinntekter</b>		<b>253 024</b>	<b>-1 348 811</b>
Annen rentekostnad	8	12 053 133	6 943 619
Interest expenses from related companies	8		288 206
Agio(disagio)	8	-1 214	-429 935
<b>Sum finanskostnader</b>		<b>12 051 920</b>	<b>6 801 890</b>
<b>Netto finans</b>		<b>-11 798 896</b>	<b>-8 150 701</b>
<b>Ordinært resultat før skattekostnad</b>		<b>39 886 382</b>	<b>25 673 005</b>
Taxes	9		
<b>Ordinært resultat etter skattekostnad</b>		<b>39 886 382</b>	<b>25 673 005</b>
<b>Årsresultat</b>	10	<b>39 886 382</b>	<b>25 673 005</b>
<b>Årsresultat etter minoritetsinteresser</b>		<b>39 886 382</b>	<b>25 673 005</b>
<b>Totalresultat</b>		<b>39 886 382</b>	<b>25 673 005</b>



## Resultatregnskap

<b>Beløp i: USD</b>	<b>Note</b>	<b>2023</b>	<b>2022</b>
<b>Overføringer og disponeringer</b>			
Other equity		39 886 382	25 673 005
<b>Sum overføringer og disponeringer</b>		<b>39 886 382</b>	<b>25 673 005</b>



## Balanse

Beløp i: USD	Note	2023	2022
<b>BALANSE - EIENDELER</b>			
<b>Anleggsmidler</b>			
<b>Immaterielle eiendeler</b>			
Utsatt skattefordel	9		
<b>Varige driftsmidler</b>			
Ships	11	326 787 578	338 931 663
<b>Sum varige driftsmidler</b>		<b>326 787 578</b>	<b>338 931 663</b>
<b>Finansielle anleggsmidler</b>			
Obligasjoner		816 719	
<b>Sum finansielle anleggsmidler</b>		<b>816 719</b>	
<b>Sum anleggsmidler</b>		<b>327 604 297</b>	<b>338 931 663</b>
<b>Omløpsmidler</b>			
<b>Varer</b>			
<b>Fordringer</b>			
Accounts receivables	12		
Due from related companies	12	18 159 134	19 476 570
Konsernfordringer	13	51 661 321	11 813 059
<b>Sum fordringer</b>		<b>69 820 456</b>	<b>31 289 629</b>
<b>Bankinnskudd, kontanter og lignende</b>			
Cash and cash equivalents		5 860	8 785
<b>Sum bankinnskudd, kontanter og lignende</b>		<b>5 860</b>	<b>8 785</b>
<b>Sum omløpsmidler</b>		<b>69 826 316</b>	<b>31 298 414</b>
<b>SUM EIENDELER</b>		<b>397 430 613</b>	<b>370 230 077</b>

## BALANSE - EGENKAPITAL OG GJELD

### Egenkapital



### Balanse

<b>Beløp i: USD</b>	<b>Note</b>	<b>2023</b>	<b>2022</b>
<b>Innskutt egenkapital</b>			
Share capital	10, 14	7 057 627	7 057 627
Overkurs	10	184 062 839	184 062 839
Ikke registrert kapitalforhøyelse	10	64 843 052	24 956 670
<b>Sum innskutt egenkapital</b>	10	<b>255 963 519</b>	<b>216 077 137</b>
<b>Sum egenkapital</b>		<b>255 963 519</b>	<b>216 077 137</b>
<b>Gjeld</b>			
<b>Langsiktig gjeld</b>			
Utsatt skatt	9		
<b>Annen langsiktig gjeld</b>			
Non-current interest bearing debt	15	53 853 753	118 354 700
<b>Sum annen langsiktig gjeld</b>		<b>53 853 753</b>	<b>118 354 700</b>
<b>Sum langsiktig gjeld</b>		<b>53 853 753</b>	<b>118 354 700</b>
<b>Kortsiktig gjeld</b>			
Current interest bearing debt	15	83 490 753	31 783 239
Leverandørgjeld		2 209	1 122
Kortsiktig konserngjeld	16	2 562 909	2 639 375
Other current liabilities		1 557 470	1 374 505
<b>Sum kortsiktig gjeld</b>		<b>87 613 341</b>	<b>35 798 241</b>
<b>Sum gjeld</b>		<b>141 467 094</b>	<b>154 152 940</b>
<b>SUM EGENKAPITAL OG GJELD</b>		<b>397 430 613</b>	<b>370 230 077</b>



## Brønnøysundregistrene

### ÅRSREGNSKAP FOR REGNSKAPSÅRET 2023 - GENERELL INFORMASJON

Journalnummer: 2024 524149

#### Enheten

Organisasjonsnummer: 925 492 035  
Organisasjonsform: Aksjeselskap  
Foretaksnavn: ODFJELL CHEMICAL TANKERS II AS  
Forretningsadresse: Conrad Mohrs veg 29  
5072 BERGEN

#### Regnskapsår

Årsregnskapets periode: 01.01.2023 - 31.12.2023

#### Konsern

Morselskap i konsern: Nei

#### Regnskapsregler

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

#### Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Lene Sjøbakk  
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#### Grunnlag for avgivelse

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

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Brønnøysundregistrene, 25.06.2024



Organisasjonsnr: 925 492 035  
ODFJELL CHEMICAL TANKERS II AS

## RESULTATREGNSKAP

Beløp i: USD	Note	2023	2022
<b>RESULTATREGNSKAP</b>			
<b>Inntekter</b>			
Time charter earnings	5	121 099 917	97 893 911
<b>Sum inntekter</b>		<b>121 099 917</b>	<b>97 893 911</b>
<b>Kostnader</b>			
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<b>Totalresultat</b>		<b>39 886 382</b>	<b>25 673 005</b>
<b>Overføringer og disponeringer</b>			
Other equity		39 886 382	25 673 005
<b>Sum overføringer og disponeringer</b>		<b>39 886 382</b>	<b>25 673 005</b>



Organisasjonsnr: 925 492 035  
ODFJELL CHEMICAL TANKERS II AS

## BALANSE

Beløp i: USD	Note	2023	2022
<b>BALANSE - EIENDELER</b>			
<b>Anleggsmidler</b>			
<b>Immaterielle eiendeler</b>			
Utsatt skattefordel	9		
<b>Varige driftsmidler</b>			
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<b>Varer</b>			
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<b>SUM EIENDELER</b>		<b>397 430 613</b>	<b>370 230 077</b>
<b>BALANSE - EGENKAPITAL OG GJELD</b>			
<b>Egenkapital</b>			
<b>Innskutt egenkapital</b>			
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<b>Sum egenkapital</b>		<b>255 963 519</b>	<b>216 077 137</b>



<b>Gjeld</b>			
<b>Langsiktig gjeld</b>			
Utsatt skatt	9		
<b>Annen langsiktig gjeld</b>			
Non-current interest bearing debt	15	53 853 753	118 354 700
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Organisasjonsnr: 925 492 035  
ODFJELL CHEMICAL TANKERS II 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

Samlet beløp - foretak i samme konsern Årets Fjorårets

Samlet beløp - foretak i samme konsern Årets Fjorårets

Samlet beløp - felles kontrollert virksomhet Årets Fjorårets

Pantstillelse Beløp

Beholdning av egne aksjer Antall Pålydende Andel av aksjek.



Skatteetaten

Vår dato  
10.01.2022

Din/Deres dato  
02.12.2021

Saksbehandler  
Thor-Petter Sørli

800 80 000  
Skatteetaten.no

Din/Deres referanse  
AR457840768

Telefon

Org.nr  
974761076

Vår referanse  
2021/6609745

Postadresse  
Postboks 9200 Grønland  
0134 OSLO

ODFJELL CHEMICAL TANKERS II AS  
Conrad Mohrs veg 29  
5072 BERGEN

## Dispensasjon fra kravet om å utarbeide årsregnskap og årsberetning på norsk

Vi viser til Selskapet Odfjell Chemical Tankers II AS' (org.nr. 925 492 035) søknad om dispensasjon fra kravet om å utarbeide årsregnskap og årsberetning på norsk.

Skattekontoret gir på bakgrunn av en konkret helhetsvurdering selskapet dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk, jf. regnskapsloven § 3-4 tredje ledd. Dispensasjonen forutsetter at engelsk språk benyttes i stedet ved utarbeidelsen, og at øvrige opplysninger som vedtaket baserer seg på, heller ikke endres vesentlig.

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

### Bakgrunn

Fra søknaden siteres:

«Odfjell Chemical Tankers II AS er datterselskap av børsnoterte Odfjell SE og er en del av konsernet Odfjell. Både konsernet, Odfjell SE og øvrige norske datter/datterdatter-selskaper i konsernet er allerede i dag omfattet av dispensasjon fra krav om opplysninger på norsk.

Odfjell er et internasjonalt shipping selskap med global virksomhet og selskapets arbeidsspråk er engelsk. Dette innebærer at all intern og ekstern skriftlig kommunikasjon inkl. pressemeldinger, foregår på engelsk. Også all informasjon som legges til selskapets intranett og hjemmeside gies på engelsk. Styret i Odfjell SE er internasjonalt, og alle styrepapirer og øvrig dokumentasjon produseres derfor kun på engelsk. Brukere av regnskapet for selskapene i konsernet er i mange tilfeller utenlandske kreditorer og forretningspartnere. Alle sentrale aktører i bransjen behersker og benytter engelsk språk.

### Skattekontorets 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 mv., 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 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 spekulasjonsgevinster 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, kunder og lokalsamfunnet.

Det er etter skattekontorets 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.

Som nevnt ovenfor er det særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. I dette tilfellet er det opplyst at kommunikasjon med de fleste av kunder og leverandører skjer på engelsk. En vesentlig andel av selskapets ledelse og interessenter er engelskspråklige og vil ikke ha mulighet for å forstå årsregnskap og årsberetning på norsk. Skattekontoret finner at disse forholdene samlet tilsier at dispensasjon fra kravet om å utarbeide årsregnskap og årsberetning på norsk kan gis.

Vennligst oppgi vår referanse ved henvendelse i saken.

Med hilsen

Roar Thorbjørnsen  
underdirektør  
Innsats, storbedrift  
Skatteetaten

Thor-Petter Sørli

*Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer.*



Admincontrol

## List of Signatures Page 1/1

### FS Odfjell Chemical Tankers II AS 2023 2.pdf

Name	Method	Signed at
Fotland, Harald	BANKID	2024-04-19 16:46 GMT+02
Iversen, Terje	BANKID	2024-04-19 14:31 GMT+02



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External reference: B896C3090C72467BAC0B32F99553D15F



# FINANCIAL STATEMENTS

**Odfjell Chemical Tankers II AS**  
For the year ended December 31, 2023

**Directors Report**  
**Income Statement**  
**Balance Sheet**  
**Cash Flow Statement**  
**Notes**  
**Auditors Report**



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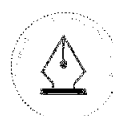
## STATEMENT OF PROFIT OR LOSS

### ODFJELL CHEMICAL TANKERS II AS

OPERATING INCOME AND OPERATING EXPENSES	Note	2023	2022
Time charter earnings	5	121 099 917	97 893 911
Operating expenses	6	40 420 349	34 182 636
General and administration expenses	7	5 319 392	4 414 066
Depreciation		23 674 899	25 473 502
<b>Total expenses</b>		<b>-51 685 278</b>	<b>-33 823 706</b>
<b>Operating result</b>		<b>51 685 278</b>	<b>33 823 706</b>
<b>FINANCIAL INCOME AND EXPENSES</b>			
Interest income	8	1 794 639	250 437
Interest and fees paid	8	-12 053 133	-6 943 619
Interest expenses from related companies	8	0	-288 206
Other financial items	8	-1 541 615	-1 599 248
Agio(disagio)	8	1 214	429 935
<b>Net financial items</b>		<b>-11 798 896</b>	<b>-8 150 701</b>
<b>Result before tax</b>		<b>39 886 382</b>	<b>25 673 005</b>
Taxes	9	0	0
<b>Net result</b>		<b>39 886 382</b>	<b>25 673 005</b>
<b>Net profit or loss</b>	<b>10</b>	<b>39 886 382</b>	<b>25 673 005</b>
<b>ATTRIBUTABLE TO</b>			
Other equity		39 886 382	25 673 005
<b>Total</b>		<b>39 886 382</b>	<b>25 673 005</b>

ODFJELL CHEMICAL TANKERS II AS

SIDE 2



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of the document.

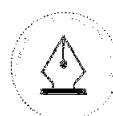
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**STATEMENT OF FINANCIAL POSITION**

**ODFJELL CHEMICAL TANKERS II AS**

<b>ASSETS</b>	<b>Note</b>	<b>2023</b>	<b>2022</b>
<b>NON-CURRENT ASSETS</b>			
Ships	11	326 787 578	338 931 663
Non-current receivables		816 719	0
<b>Total non-current assets</b>		<b>327 604 297</b>	<b>338 931 663</b>
<b>CURRENT ASSETS</b>			
Due from related companies	12	18 159 134	19 476 570
Receivables on parent from cash-pool	13	51 661 321	11 813 059
Cash and cash equivalents		5 860	8 785
<b>Total current assets</b>		<b>69 826 316</b>	<b>31 298 414</b>
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**STATEMENT OF FINANCIAL POSITION**

**ODFJELL CHEMICAL TANKERS II AS**

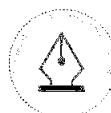
<b>EQUITY AND LIABILITIES</b>	<b>Note</b>	<b>2023</b>	<b>2022</b>
<b>EQUITY</b>			
Share capital	10, 14	7 057 627	7 057 627
Share premium reserve	10	184 062 839	184 062 839
Other equity	10	64 843 052	24 956 670
<b>Total equity</b>	<b>10</b>	<b>255 963 519</b>	<b>216 077 137</b>
<b>NON-CURRENT LIABILITIES</b>			
Non-current interest bearing debt	15	53 853 753	118 354 700
<b>Total non-current liabilities</b>		<b>53 853 753</b>	<b>118 354 700</b>
<b>CURRENT LIABILITIES</b>			
Current interest bearing debt	15	83 490 753	31 783 239
Trade creditors		2 209	1 122
Due to related companies	16	2 562 909	2 639 375
Other current liabilities		1 557 470	1 374 505
<b>Total current liabilities</b>		<b>87 613 341</b>	<b>35 798 241</b>
<b>Total liabilities</b>		<b>141 467 094</b>	<b>154 152 940</b>
<b>Total equity and liabilities</b>		<b>397 430 613</b>	<b>370 230 077</b>

Bergen ,, 05.04.2024

The board of Odfjell Chemical Tankers II AS

\_\_\_\_\_  
Harald Fotland  
chairman of the board

\_\_\_\_\_  
Terje Iversen  
member of the board/General Manager



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## CASHFLOW STATEMENT

### ODFJELL CHEMICAL TANKERS II AS

	Note	2023	2022
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Pretax income		39 886 382	25 673 005
Depreciation		23 674 899	25 473 502
Change in working capital		1 463 693	-102 785 699
<b>Net cash flows from operating activities</b>		<b>65 024 974</b>	<b>-51 639 191</b>
<b>CASH FLOW FROM INVESTMENT ACTIVITIES</b>			
Investments		-11 530 813	-195 661 092
Non-current receivables		816 719	0
<b>Net cash flows from investment activities</b>		<b>-12 347 532</b>	<b>-195 661 092</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
New interest-bearing debt		38 759 259	128 146 313
Repayment of interest-bearing debt		-51 416 363	-50 649 205
Change in group cash-pool accounts		-39 848 262	-9 420 211
Financing expenses		-175 000	-135 000
Capital increase		0	179 367 172
<b>Net cash flows from financing activities</b>		<b>-52 680 366</b>	<b>247 309 069</b>
Net change in cash and cash equivalents		-2 925	8 785
Cash and cash equivalents at the start of the period		8 785	0
Cash and cash equivalents at the end of the period		5 860	8 785



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## NOTE 1 ACCOUNTING PRINCIPLES

The financial statements have been prepared in accordance with the Norwegian Accounting Act and generally accepted accounting principles in Norway.

### **Presentation currency**

The Company's functional currency is the USD, and the majority of the Company's stakeholders operate in an USD environment. The Company has therefore elected to present its financial statements in US Dollars.

### **Time-charter earnings**

The company's earnings consist of revenue from time-charter contracts where vessels are leased to a counterparty at a fixed daily rate.

Revenue from said contracts are recognized on a straight-line basis from the commencement date of the contract, e.g. the point in time where the counterparty assumes control of the vessel, to the contract's end.

### **Foreign currency translation**

Transactions in foreign currency are translated at the rate applicable on the transaction date. Monetary items in a foreign currency are translated into USD using 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.

Non-monetary items that are measured at their historical price expressed 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 a foreign currency are translated at the exchange rate applicable on the balance sheet date.

### **Income tax**

The tax expense consists of the tax payable and changes to deferred tax. Deferred tax/tax assets are calculated on all differences between the book value and tax value of assets and liabilities. Deferred tax is calculated as 22 percent of temporary differences and the tax effect of tax losses carried forward. Deferred tax assets are recorded in the balance sheet when it is likely that the tax assets will be utilized.

Taxes payable and deferred taxes are recognized directly in equity to the extent that they relate to equity transactions.

The company is taxed under the Norwegian shipping tax systems and will not be taxed on the basis of its net operating profit. A portion of net financial income and other non-shipping activities are normally taxed at the ordinary applicable tax rate. Taxation under shipping tax regimes requires compliance with certain requirements, and breach of such requirements may lead to a forced exit of the regime.

### **Balance sheet classification**

Assets and liabilities related to the operation of the company are classified as current assets and liabilities. Assets for long-term use are classified as non-current assets.

Current assets are valued at the lower of historical 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 amortized cost.



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## **Ships, property and equipment**

Ships, property, plant and equipment are measured at historical cost, which includes purchase price, capitalized interest and other expenses directly related to the assets. The investment is capitalized and depreciated over the estimated useful life.

We estimate residual value at the estimated time of disposal of assets, which is generally at the end of their useful life. To assess the residual value of ships we use the current estimated recycling value. The residual value for ships is estimated by distributing the total lightweight of the ships in a stainless steel part and a carbon steel part. Steel are estimated to the market value of steel at year end. Stainless steel is valued at 10% of the quoted nickel price at London Metal Exchange at the balance sheet date. The residual values are measured on a yearly basis and any changes have an effect on future depreciations.

Significant fixed assets which consist of substantial components with dissimilar economic life have been unbundled; depreciation of each component is based on the economic life of the component. Costs for maintenance are expensed as incurred, whereas costs for improving and upgrading property plant and equipment are added to the acquisition cost and depreciated with the related asset. If carrying value of a non-current asset exceeds the estimated recoverable amount, the asset is written down to the recoverable amount. The recoverable amount is the greater of the net realisable value and value in use. In assessing value in use, the discounted estimated future cash flows from the asset are discounted are used.

## **Receivables**

Accounts receivable and other receivables are carried at fair value less provision for bad debts. Provision for bad debt is based on an individual assessment of each receivable. In addition, for the other receivables, a general provision is booked to cover expected losses.

## **Leases**

The determination of whether an arrangement is, or may represent a lease, is based on the substance of the arrangement at inception date. An arrangement is a lease if the fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset.

Assets financed under financial leases are capitalised at the commencement of the lease at the fair value of the leased asset, or if lower, at the net present value of minimum lease payments. Lease payments consist of a capital element and financial cost, the repayment of the capital element reduces the obligation to the lessor and the financial cost is expensed. Capitalised leased assets are depreciated over the estimated useful life. For ships chartered in on bareboat terms, the company is responsible for operating expenses and periodic maintenance. For such ships we make accruals for estimated future periodic maintenance. Provision for dry-docking of ships on bareboat terms is included in other current liabilities in the Statement of financial position.

Leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the income statement on a straight-line basis over the lease term.



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## NOTE 2 RELATED PARTY TRANSACTIONS

In 2022, Odfjell Chemical Tankers II AS purchased 8 vessels from Odfjell Asia II ltd. These vessels were Bow Atlantic, Bow Faith, Bow Sky, Bow Architect, Bow Lind, Bow Chain, Bow Sun and Bow Elm. Odfjell Asia II Ltd is a wholly owned subsidiary of Norfra Shipping AS, and Odfjell SE is the ultimate holding company of Norfra Shipping AS.

Odfjell Chemical Tankers II AS purchased the 8 vessels for a total of USD 190.9 million less related bank debt of a total of USD 97.7 million and accrued interest up until delivery date. The purchase price of USD 190.9 million is based on the average of two independent brokers estimates.

## NOTE 3 CONSOLIDATED ACCOUNTS

The company is included in Odfjell SE's consolidated accounts. The consolidated financial statements can be obtained by contacting Odfjell SE's registered office in Bergen.

## NOTE 4 SUBSEQUENT EVENTS

There have been no events after the balance sheet date with material impact on the Company's operations or financial position.

## NOTE 5 TIME-CHARTER INCOME

(USD)	2023	2022
Odfjell Tankers AS	118 164 912	88 018 319
Flumar Ltda	2 970 000	1 267 500
Odfjell MR Coated Pool	-34 994	8 608 091
<b>Total</b>	<b>121 099 917</b>	<b>97 893 911</b>

## NOTE 6 OPERATING EXPENSES

(USD)	2023	2022
Crew expenses, maintenance, insurance etc.	39 384 738	33 811 959
Tonnage tax	93 911	80 536
Hedging	941 701	290 141
<b>Total</b>	<b>40 420 349</b>	<b>34 182 636</b>

## NOTE 7 GENERAL AND ADMINISTRATION EXPENSES

### General and administration expenses by type

(USD)	2023	2022
Internal management fees	5 300 570	4 397 702
Auditor fees	18 822	16 364
<b>Total</b>	<b>5 319 392</b>	<b>4 414 066</b>



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**Auditor**

Audit fees expensed for 2023 amount to USD 18 822 ex. vat.  
In addition there is a fee for other services of USD 0 ex. vat.

**Pension**

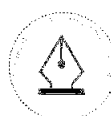
The company does not have any employees and is not obligated to have a pension plan by Norwegian law.

**Remuneration to Board of Directors**

No remuneration has been paid to the board of directors in 2023.

**Internal management fees**

Internal management fees relate to Odfjell Management AS, a subsidiary of Odfjell SE.



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## NOTE 8 FINANCIAL ITEMS

(USD)	2023	2022
Currency losses	-1 452	-1 937
Interest income	1 794 639	250 437
Currency gains	2 665	431 808
Other financial expenses	-97 880	-183 002
Guarantee fees from related companies	-1 443 735	-1 416 246
Interest and fees paid	-12 053 133	-6 943 619
Interest expenses from related companies	0	-288 206
<b>Total</b>	<b>-11 798 896</b>	<b>-8 150 764</b>

## NOTE 9 TAXES

### Tax expenses

(USD)	2023	2022
Taxes payable	0	0
Tonnage tax	93 911	80 536
Change in deferred tax	0	0
<b>Tonnage tax booked as operating expenses</b>	<b>93 911</b>	<b>80 536</b>

### Temporary differences

(USD)	2023	2022
Long term debt in foreign currency	-2 054 926	-9 860 854
Limited interest deduction	-319 279	-328 816
<b>Total</b>	<b>-2 374 205</b>	<b>-10 189 670</b>

Accumulated loss to be carried forward	-4 241 879	-735 432
Not included in the deferred tax calculation	6 616 084	10 925 101
<b>Total</b>	<b>0</b>	<b>0</b>

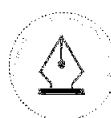
<b>Deferred tax assets (22 %)</b>	<b>0</b>	<b>0</b>
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The company operates within the Norwegian shipping tax system.

Based on an assessment of future utilization, deferred tax assets are not recognized in the financial statements.

## NOTE 10 EQUITY

(USD)	Share capital	Share premium	Other equity capital	Total equity capital
Equity 1.1.2023	7 057 627	184 062 839	24 956 670	216 077 137
Result of the year			39 886 382	39 886 382
<b>Pr 31.12.2023</b>	<b>7 057 627</b>	<b>184 062 839</b>	<b>64 843 052</b>	<b>255 963 519</b>



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## NOTE 11 VESSELS

(USD)	Ships Periodic maintenance		Total
Cost price 01.01.2023	350 528 537	15 126 216	365 654 752
Investments	1 692 287	9 838 527	11 530 813
<b>Cost price 31.12.2023</b>	<b>352 220 823</b>	<b>24 964 743</b>	<b>377 185 565</b>
Accumulated depreciations 01.01	-18 286 537	-8 436 553	-26 723 089
This year's depreciation expense	-18 238 981	-5 435 918	-23 674 899
<b>Accumulated depreciation 31.12.2023</b>	<b>-36 525 518</b>	<b>-13 872 471</b>	<b>-36 525 518</b>
<b>Net carrying amount 31.12.2023</b>	<b>315 695 309</b>	<b>11 092 272</b>	<b>326 787 578</b>

## NOTE 12 DUE FROM RELATED COMPANIES

(USD)	31.12 2023	31.122022
Odfjell Tankers AS	17 909 195	19 219 432
Odfjell Asia II Pte. Ltd.	249 939	257 138
<b>Total</b>	<b>18 159 134</b>	<b>19 476 570</b>

## NOTE 13 GROUP CASH POOL ACCOUNTS

The company is included in the Group's cash pooling account system with Odfjell SE, Odfjell Tankers AS, Odfjell Management AS, Odfjell Maritime Services AS, Odfjell Chemical Tankeras AS, Odfjell Gas Shipowning AS, and Norfra Shipping AS.

The company is jointly and severally liable for any outstanding amounts.

(USD)	2023	2022
Receivable on parent from cash-pool	51 661 321	11 813 061
<b>Total</b>	<b>51 661 321</b>	<b>11 813 061</b>

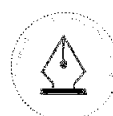
## NOTE 14 SHARE CAPITAL

### Share capital

The share capital consists of 30 000 shares with a nominal value of NOK 2 100 per share.

### List of shareholders as of 31.12.2023

Shareholder	Number of shares	Voting rights	Ownership
Odfjell Se	30 000	100%	100%
<b>Total</b>	<b>30 000</b>	<b>100%</b>	<b>100%</b>



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## NOTE 15 NON-CURRENT AND CURRENT INTEREST BEARING DEBT

### Average rates and current portion

(USD)	Average interest rate	2023	2022
Loans from financial institutions - floating interest rates	7,85%	100 050 097	103 434 726
Other financial liabilities	8,51%	37 548 068	46 820 543
<b>Subtotal</b>	<b>8,03%</b>	<b>137 598 165</b>	<b>150 255 269</b>
Debt transaction fees		-253 659	-117 330
<b>Total interest bearing debt</b>		<b>137 344 506</b>	<b>150 137 939</b>
Current portion of interest bearing debt		-83 490 753	-31 783 239
<b>Total non-current interest bearing debt</b>		<b>53 853 753</b>	<b>118 354 700</b>

### Debt by maturity

(USD)	2024	2025	2026	2027	2028+	Total
Mortgaged loans from financial institutions	50 350 097	9 000 000	20 475 000	10 162 500	10 062 500	100 050 097
Other financial liabilities	33 140 657	3 111 111	1 296 296	0	0	37 548 064
<b>Total</b>	<b>83 490 754</b>	<b>12 111 111</b>	<b>21 771 296</b>	<b>10 162 500</b>	<b>10 062 500</b>	<b>137 598 161</b>
Estimated interest expense	9 592 721	3 819 141	2 422 468	895 636	420 907	17 150 873
<b>Total including interest</b>	<b>93 083 475</b>	<b>15 930 252</b>	<b>24 193 764</b>	<b>11 058 136</b>	<b>10 483 407</b>	<b>154 749 034</b>

### Guarantees and collateral

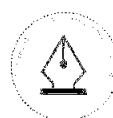
Odfjell SE has given guarantees for a total of USD 137.6 million of the company's debt as per Dec 31 2023.

Guarantee fees are paid to and from Group companies based on the amount, and are priced on an arm's length basis.

Interest bearing debt is secured through first priority mortgage on vessels, assignment of insurances and assignment of earnings.

## NOTE 16 DUE TO RELATED COMPANIES

(USD)	2023	2022
Odfjell Management AS	2 188 458	1 982 950
Odfjell SE	374 451	424 000
Flumar Ltda.	0	232 425
<b>Total</b>	<b>2 562 909</b>	<b>2 639 375</b>



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Statsautoriserte revisorer  
Ernst & Young AS

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Postboks 6163, 5892 Bergen

Foretaksregisteret: NO 976 389 387 MVA  
Tlf: +47 24 00 24 00

www.ey.no  
Medlemmer av Den norske Revisorforening

## INDEPENDENT AUDITOR'S REPORT

To the Annual Shareholders' Meeting of Odfjell Chemical Tankers II AS

### Opinion

We have audited the financial statements of Odfjell Chemical Tankers II AS (the Company), which comprise the statement of financial position as at 31 December 2023, the statement of profit or loss and cash flow statement 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 legal requirements and give a true and fair view of the financial position of the Company as at 31 December 2023 and its financial performance and 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 in accordance with the requirements of the 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.

### Other information

Other information consists of the information included in the annual report other than the financial statements and our auditor's report thereon. Management (the board of directors and Chief Executive Officer) is responsible for the other information. Our opinion on the financial statements does not cover the other information, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information, and, in doing so, consider whether the board of directors' report contains the information required by legal requirements and whether the other information is materially inconsistent with the 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 or that the information required by legal requirements is not included, we are required to report that fact.

We have nothing to report in this regard, and in our opinion, the board of directors' report is consistent with the financial statements and contains the information required by applicable legal requirements.

### Responsibilities of management for the financial statements

Management is responsible for the preparation of the 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 and using the



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going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

## 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 the 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, 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 and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease 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 fair presentation.

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.

Bergen, 19 April 2024  
ERNST & YOUNG AS

*The auditor's report is signed electronically*

Jørn Knutsen  
State Authorised Public Accountant (Norway)

Independent auditor's report - Odjell Chemical Tankers II AS 2023

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## Knutsen, Jørn

Statsautorisert revisor

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Name	Method	Signed at
Iversen, Terje	BANKID	2024-04-19 14:25 GMT+02
Fotland, Harald	BANKID	2024-04-19 13:15 GMT+02



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ODFJELL CHEMICAL TANKERS II AS  
(Org. no 925 492 035)

**The Directors' Report for the year 2023**

**Operations and locations**

The activity for the company is to own and operate vessels or companies with such activities. The company is located in Bergen, Norway.

**Going concern**

In accordance with the Accounting Act § 3-3a, we confirm that the financial statements have been prepared under the assumption of going concern. The Board believes that the proposed accounting provides a comprehensive picture of company performance and financial position.

**Comments related to the financial statements**

Net result after tax was USD 39.9 mill for 2023, compared to USD 25.6 mill in 2022. The total capital was by the end of 2023 USD 397.4 mill, compared to USD 370.2 mill in 2022. Equity was USD 255.9 mill as per 31.12.2023. The improved net result is mainly driven by improved market conditions.

The company is qualified for the Norwegian shipping tax system.

**Market development**

Chemical tanker spot rates weakened during the first half of the year but strengthened towards the end of the year. Swing tonnage in our market was at low levels due to high margins in the CPP trade, contributing to the tight chemical tanker supply. Over the last 18 months our vessels, trading in Odfjell Tankers pool, have increased the average Contract of Affreightment (CoA) rates by approximately 30% and improved other contractual terms. Achieved spot rates are up around 32% for the same period. We saw supply contraction and market inefficiencies more than offset volume reductions during 2023. The Board is satisfied with the strong performances and recognizes that several years of continuous focus on reducing cost, efficiency, and quality has started to pay-off.

As 2023 came to an end, most major countries seem to have steered clear of recession, and declining inflation rates leads to higher probability of a "soft landing" for the global economy. The global manufacturing sector still struggles, especially at the European continent, where recession probability remains high also in 2024. However, the overall picture is more optimistic than what we expected only a few months back. The geopolitical situation, on the other hand, seems to be deteriorating. The Russian invasion of Ukraine continues with no apparent end in sight. The war in Gaza has spread to the wider region, and shipping has become the centre of attention after Houthi attacks on civilian vessels in the Red Sea and Gulf of Aden. Meanwhile, there is persistent tension between China and some of its neighbours in the South China Sea.

Odfjell has not been directly affected by the war in Ukraine, as we do not operate in the area, nor do we have any dealings with sanctioned trades. Nevertheless, we monitor the situation and implement measures to minimize any adverse impact on our employees, operations, and financial results.



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Our top priority is to ensure the safety and well-being of our crew, vessels, and cargo. For the coming weeks and months, rates are expected to firm as most operators now send their vessels around Africa to avoid the Suez Canal. This has led to a significant increase in tonne-mile demand, which could positively impact freight rates. Restrictions at the Panama Canal remain, further contributing to this development.

We analyse and assess geopolitical risk as part of our overall corporate risk assessment. The risk picture is dynamic and is frequently updated. According to our assessment, Russia and tensions between the US/the West and China posed the most significant geopolitical risks in 2023 and this continues into the first half of 2024. The direct and indirect consequences of Russia's war pose a risk to regional operations, as do sanctions risks. We are also concerned about other potential ripple effects on global trade. Security remains a paramount concern, especially given the increasing reports of piracy and attacks on shipping around the east coast of Africa, Gulf of Aden, and Arabian Sea. The recent escalation of conflict in the Red Sea and Gulf of Aden has prompted us to reroute our vessels around Africa, prioritizing the safety of our crew and cargo. Odfjell has remained vigilant, monitoring these developments closely, and making informed decisions to mitigate risks.

#### **Financial risk**

With the global market as our arena, Odfjell Chemical Tankers II AS is exposed to a number of risk factors. Our financial strategy is to be sufficiently robust to withstand prolonged adverse conditions, including long-term downturns in our markets or challenging conditions in the financial markets.

Odfjell adopts an active approach to manage risk in the financial markets, through systematic monitoring and management of financial risks related to currencies and interest. Hedging instruments are used to reduce the Company's exposure to fluctuations in the above-mentioned financial risks. At the same time, it may limit Odfjell's upside potential from favourable movements in these same risk factors.

Future hedging programs may vary depending on changes in market conditions.

#### **Liquidity risk**

The company is part of the Group's cash pooling system and therefore the company has suitable liquidity flexibility from this system. Long-term financing consists of either mortgage loans or sale-leaseback transactions with a suitable term structure matching operational cash flows.

#### **Directors and Officers Liability Insurance**

Odfjell has purchased and maintain a Directors and Officers Liability Insurance on behalf of members of the Board of Directors and CEO. The insurance additionally covers any employee acting in a managerial capacity and includes subsidiaries. The insurance policy is issued by a reputable, specialized insurer with appropriate rating.

#### **Staff, discrimination and environment reports**

The company has no employees. The Board of Directors consist of two members, both men. As there are no employees, the Board of Directors have through an assessment not found it necessary to do further efforts to promote gender equality.



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## Research and development activities

The company has currently a few minor ongoing research and development activities.

## Environmental report

There were no spills or leakage on any of the vessels with negative environmental effects.

We are pleased that our decarbonization initiatives have already generated considerable results, meeting Odfjell Group's 2030 carbon intensity target in 2023, well ahead of schedule. This milestone marks just the beginning of our journey towards net-zero emissions as we prepare to introduce new long and short-term climate targets in 2024.

Our achievements were formally recognized in June 2023, when Odfjell was awarded a certificate by DNV for achieving a 52% improvement in carbon intensity, compared to the 2008 baseline, and surpassing the International Maritime Organization's (IMO) target of a 40% reduction by 2030. Odfjell reduced the AER for the operated fleet by a further 4.5 %, from 7.9 to 7.6. Our controlled fleet's AER has, in 2023, been reduced by 5%, from 7.6 to 7.2, placing us first in our industry segment. Going forward, we expect reducing the fleet's carbon intensity significantly further, with existing measures and technology, will be more challenging. That is why we invest in testing and innovation of new technology with the potential to further reduce emissions.

Innovation remains at the heart of our decarbonization strategy, exemplified by our ongoing investment in wind-assisted propulsion technology and air lubrication systems. These pioneering technologies for a chemical tanker have the capability to further reduce our carbon intensity. Given successful trials, we plan for a broader implementation.

Looking ahead, our integration into the EU's Emission Trading System in 2024, coupled with increasing demands for Scope-3 reporting, underscores the importance of our investment in the world's most energy-efficient deep-sea chemical tanker fleet. Our proactive approach to sustainability is evidenced by our adherence to the Energy Efficiency Existing Ship Index (EEXI) rules and our achievement of A to C ratings for all ships under the Carbon Intensity Indicator (CII).

## The Norwegian Transparency Act

Odfjell works continuously to assess and mitigate negative human rights impacts in our value chain. The Board has actively participated in Odfjell's human rights impact assessment. The report, prepared in line with the Norwegian Transparency Act, is available at [Odfjell.com](https://odfjell.com).

## Allocation of net result

The Board of Directors has proposed the net result to be attributed to:

Net result	USD 39 886 382
<b>Net result allocated to other equity</b>	<b>USD 39 886 382</b>



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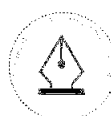
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Bergen, / 2024  
The Board of Directors of Odfjell Management AS

Terje Iversen  
Chairman of the Board

Harald Fotland  
Member of the Board



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