



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2024 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer: 882 706 672
Organisasjonsform: Aksjeselskap
Foretaksnavn: GRIEG INTERNATIONAL II AS
Forretningsadresse: Bryggegata 6
0250 OSLO

Regnskapsår

Årsregnskapets periode: 01.01.2024 - 31.12.2024

Konsern

Morselskap i konsern: 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: Kari T. Tepstad
Dato for fastsettelse av årsregnskapet: 20.03.2025

Grunnlag for avgivelse

År 2024: Årsregnskapet er elektronisk innlevert
År 2023: Tall er hentet fra elektronisk innlevert årsregnskap fra 2024

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, 13.05.2025



Resultatregnskap

Beløp i: USD	Note	2024	2023
RESULTATREGNSKAP			
Inntekter			
Annen driftsinntekt		35 314 603	45 836 648
Sum inntekter		35 314 603	45 836 648
Kostnader			
Driftskostnader skip	4	21 865 144	21 591 822
Avskrivning på varige driftsmidler og immaterielle eiendeler	4	10 597 363	10 531 402
Annen driftskostnad	3	1 380 683	1 235 784
Sum kostnader		33 843 190	33 359 008
Driftsresultat		1 471 413	12 477 640
Finansinntekter og finanskostnader			
Renteinntekt fra foretak i samme konsern	2	577 654	326 687
Annen renteinntekt		253 146	897 357
Annen finansinntekt		190 845	205 319
Verdiøkning andre finansielle instrumenter vurdert til virkelig verdi	5	542 811	1 064 927
Sum finansinntekter		1 564 456	2 494 290
Rentekostnad til foretak i samme konsern		3 526	129 838
Annen rentekostnad		2 043 962	3 198 608
Annen finanskostnad		33 703	84 304
Sum finanskostnader		2 081 191	3 412 750
Netto finans		-516 735	-918 460
Resultat før skattekostnad		954 678	11 559 180
Skattekostnad	6	-4 575	-1 757
Årsresultat		959 253	11 560 937
Overføringer og disponeringer			
Ordinært utbytte		18 000 000	
Overføringer til/fra annen egenkapital		-17 040 747	11 560 937



Resultatregnskap

Beløp i: USD	Note	2024	2023
Sum overføringer og disponeringer		959 253	11 560 937



Balanse

Beløp i: USD	Note	2024	2023
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Varige driftsmidler			
Skip, rigger, fly og lignende	4	152 133 005	159 792 012
Prosjekter	4	147 859	342 440
Sum varige driftsmidler		152 280 864	160 134 452
Sum anleggsmidler		152 280 864	160 134 452
Omløpsmidler			
Varer			
Varer		1 082 532	1 128 129
Sum varer		1 082 532	1 128 129
Fordringer			
Andre fordringer		567 266	695 612
Konsernfordringer	2	7 881 179	3 065 526
Sum fordringer		8 448 445	3 761 138
Investeringer			
Andre markedsbaserte finansielle instrumenter	5	16 213 602	15 666 166
Sum investeringer		16 213 602	15 666 166
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende	2	10 937	252 598
Sum bankinnskudd, kontanter og lignende		10 937	252 598
Sum omløpsmidler		25 755 516	20 808 031
SUM EIENDELER		178 036 380	180 942 483

BALANSE - EGENKAPITAL OG GJELD



Balanse

Beløp i: USD	Note	2024	2023
Egenkapital			
Innskutt egenkapital			
4805 130 aksjer a NOK 1,15	9,10	985 999	985 999
Annen innskutt egenkapital	974	97 476 189	97 476 188
Sum innskutt egenkapital		98 462 188	98 462 187
Opptjent egenkapital			
Annen egenkapital	9	16 240 284	33 281 033
Sum opptjent egenkapital		16 240 284	33 281 033
Sum egenkapital		114 702 472	131 743 220
Gjeld			
Langsiktig gjeld			
Utsatt skatt	6	31 525	43 982
Sum avsetninger for forpliktelser		31 525	43 982
Annen langsiktig gjeld			
Gjeld til kredittinstitusjoner	11	42 905 556	46 763 889
Sum annen langsiktig gjeld		42 905 556	46 763 889
Sum langsiktig gjeld		42 937 081	46 807 871
Kortsiktig gjeld			
Leverandørgjeld		1 211 804	832 717
Betalbar skatt	6	86 076	92 012
Utbytte	9	18 000 000	
Kortsiktig konserngjeld	2	790 497	437 571
Annen kortsiktig gjeld		308 450	1 029 092
Sum kortsiktig gjeld		20 396 827	2 391 392
Sum gjeld		63 333 908	49 199 263
SUM EGENKAPITAL OG GJELD		178 036 380	180 942 483



Skattedirektoratet

Saksbehandler Torstein Kinden Helleland	Deres dato 02.07.2012	Vår dato 15.08.2012
Telefon 22078139	Deres referanse Atle Nordby	Vår referanse 2012/490448

GRIEG SHIPPING GROUP AS
Postboks 781
5807 BERGEN

Tillatelse til å utarbeide årsregnskap og årsberetning på engelsk språk

Det vises til deres brev av 3. juli 2012 samt telefonsamtale i sakens anledning. Det søkes om dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk for følgende selskaper;

Grieg Star Group AS	org. nr. 991 258 965
Grieg Star Shipping AS	org. nr. 920 958 524
Grieg Star Bulk AS	org. nr. 997 580 087
Grieg Star AS	org. nr. 932 350 467
Grieg Green AS	org. nr. 995 509 601
Grieg Shipowning AS	org. nr. 982 706 645
Grieg Shipping II AS	org. nr. 822 195 482
Grieg International II AS	org. nr. 882 706 672

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.

Bakgrunn

Grieg Star Group AS er morselskap i et underkonsern. Konsernspissen er Grieg Maturitas AS som igjen er eiet av flere aksjeselskaper. Grieg Star Group har også flere datterselskaper og avdelinger i utlandet. Grieg Star Group driver sin virksomhet innenfor internasjonal industriell shipping. Gruppen har 25 egne skip, men benytter i tillegg innleid tonnasje slik at det i snitt er cirka 40 skip som er i aktivitet. Det vesentlige av virksomheten foregår i utlandet. Majoriteten av de ansatte er også utenlandske. Shipping er en internasjonal bransje og skipene opererer rundt i hele verden og har internasjonale motparter for de ulike reiser som utføres. Alle sentrale aktører og samarbeidspartnere innen denne bransjen behersker og benytter engelsk. Det interne arbeidsspråket i selskapene er også engelsk og all intern rapportering skjer på dette språket. 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.”

Postadresse Postboks 9200 Grønland 0134 Oslo	Besøksadresse Se www.skatteetaten.no Org. nr: 996250318	Sentralbord 800 80 000 Telefaks 22 17 08 60
For elektronisk henvendelse se www.skatteetaten.no		



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 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 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, 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 særlig vekt på at eierkretsen er begrenset og hovedaksjonærene er aksjeselskaper. Selskapene inngår i et underkonsern. Konsernets arbeidsspråk er engelsk og all kommunikasjon skjer på engelsk. Videre er det vektlagt at selskapet driver virksomhet i en internasjonal bransje der alle aktører behersker og benytter engelsk språk.

Vennligst oppgi vår referanse ved henvendelser i anledning saken.

Med hilsen

Rune Tystad
seniorrådgiver
Rettsavdelingen, foretaksskatt
Skattedirektoratet

Torstein Kinden Helleland



BOARD OF DIRECTORS' REPORT 2024 GRIEG INTERNATIONAL II AS

Areas of Operations

Grieg International II AS (the "Company") is a ship owning company and is part of the consolidated group of shipping activities controlled by Grieg Shipholding AS ("Grieg Shipholding" or "the Group"). Per year-end 2024, Grieg International II AS controlled a fleet of 8 Open Hatch vessels, of which the Company owns six, and two are on long-term finance leases. The investment horizon for the Group the Company is part of is long-term, which is proved by a continued reinvestment in the core business, illustrated by its order for four new ammonia-ready 82,300 dwt. vessels, with delivery in 2026.

The Company's office in Oslo is organized under the Norwegian tonnage tax system and has no employees. The Board of Directors consists of eight members: three women and five men. In 2024, the Company purchased a range of services from Grieg Maritime Group (the shareholder of Grieg Shipholding) in strategy, communications, administration, IT, accounting, finance, legal, and business development. Another group company, Grieg Star AS, is responsible for ship management of the Company's fleet. The services are regulated under management agreements.

The vessels are marketed and operated by the Grieg Shipholding and Gearbulk jointly controlled company, G2 Ocean, the world's largest Open Hatch shipping company. The G2 Ocean Open Hatch pool consists of more than 100 vessels operating in a worldwide trading pattern built around long-term cargo contracts with pulp and paper producers and the transport of parcel cargoes such as steel and project cargoes. The operation's success criteria are the ability to establish optimal sailing patterns, combining various types of cargo coupled with efficient port operations.

Annual Accounts

2024 was a demanding year for Open Hatch, as revenues declined compared to the previous year, given customer supply chain disruptions and various scheduling challenges that influenced the vessels' trading activities. On the other hand, total operating costs were more or less stable, supporting a fleet, holding a good technical standard, ensuring safety parameters, and normal on-hire figures. Although there was a challenging shipping market, the Company's financial standing and flexibility persisted.

The Company's operating revenues consist primarily of freight income, and this is accounted for as time charter hire. Total revenues decreased to USD 35.3 in 2024 (USD 45.8m). The primary reason for this was a reduction in freight earnings as G2 Ocean experienced high volatility in its S. American pulp shipments coupled with waiting for berth challenges, taking its toll on earnings during the year's first half. In the second half, the waiting for berth situation deteriorated further, resulting in scheduling challenges and subsequent losses from the vessels chartered by G2 Ocean to fulfil the commitment to their customers.

Total operating costs before depreciations increased to USD 23.2m (USD 22.9m). The vessels' operating expenses increased slightly to USD 21.9m (USD 21.6m) mainly due to an increase in dry-docking depreciations in line with the vessels that had been docked were 5 years older than at their previous special survey. With this, Company EBITDA decreased to USD 12.1m in 2024 (USD 23.0m). Depreciation costs remained stable at USD 10.6m (USD 10.5m). There were no impairments or



reversal of impairment in the 2024 accounts. Thus, Grieg International II AS' operating profit decreased to USD 1.5m for 2024 (USD 12.5m).

Net financial items were minus USD 0.5m in 2024 (USD 0.9m), as interest expenses decreased to USD 2.0m (USD 3.3m) due to lower outstanding loan balances and favourable interest rate hedges. The return on the Company's excess liquidity of USD 0.5m (USD 1.0m), due to a changed risk profile, was one reason for the negative development in net finance costs compared to the previous year. Altogether, the Company had a pre-tax result of USD 1.0m for 2024 (USD 11.6m).

Due to debt repayments, long-term interest-bearing debt decreased to USD 42.9m (USD 46.8m). 1 (1) vessel in the fleet is debt-free. The Company's book equity was USD 114.7m at year-end (USD 131.7m), and the Company had total assets of USD 178.0m (USD 180.9m), implying an equity ratio of 64% (73%). Current assets accounted for USD 25.8m (USD 20.8m), while liquidity on the balance sheet date in the form of bank deposits and cash was USD 7.2m (USD 18.8m), including the Company's share of aggregated cash balance in the cash pool agreement the Company is part of¹.

Based on net cash flows from operations of USD 13.4m (USD 22.8m), cash flow from investments of minus USD 9.8m (USD 25.1m) and net cash flow of minus USD 3.9m (USD -47.7m) from financing activities, the Company's net change in liquid funds in 2024 was minus USD 242k (USD 219k).

External Environment

Addressing climate change is central to the Group's strategy, as it aims to reduce the carbon intensity from its owned and controlled fleet by 50% by 2030, compared to 2008 levels, and achieve a climate-neutral fleet by 2050. These ambitions are aligned with the revised strategy and targets set by the International Maritime Organisation as well as the Paris Agreement and the objectives of the Norwegian Shipowners' Association. To achieve this, the Group has developed a decarbonization roadmap, which can be categorized into three main areas. These will be closely monitored to assess the impact of the fleet's average carbon intensity, which was reduced by 0.7% from 2023.

Fleet Renewal: The Group has placed orders for new ammonia-ready vessels with delivery in 2026. The new vessels will be significantly more energy-efficient than the existing fleet

Operational Measures: These include speed optimization, hull performance improvement, avoiding idle running of diesel generators, reduced waiting for berth time, and improved port productivity. To succeed, good cooperation with G2O as charterer of the vessels is key.

Technical Upgrades: Various technical upgrades and decarbonization measures are being implemented on the existing fleet. The budget for decarbonization measures on the existing fleet has been increased by 50% for 2025.

The Group's 2030 environmental target is also confirmed in the Group's bank loans, which are sustainability-linked. For more information about improving the environmental impact of the Company's operations, please see the Annual Report for Grieg Maritime Group.

Sustainability

For information on sustainability progress and reporting, please see Grieg Maritime Group's Annual Report, showing new steps taken to prepare for reporting in accordance with CSRD. Grieg Maritime

¹ The Company has recorded this as a receivable in its accounts. Grieg Shipowning AS is the main holder of the cash pool.



Group's latest Transparency Act Report is found on <https://griegmaritime.com/report/transparency-act-report-2024/>

Enterprise Risk and Compliance

Grieg International II is exposed to financial and market risks. This is mainly composed of risks related to the development of freight rates, ship values, currency, and interest rates. Most of these risks are strongly correlated to macro-economic development. The fleet's earnings are primarily linked to long-term cargo contracts as the Company's shipping activity is of an industrial character. This implies that revenues are less volatile than in the spot market and that changing market conditions have a delayed effect on the results. Yet, the vessels' earnings are to some degree correlated with both the conventional dry bulk market and container shipping, both being shipping segments that are known to fluctuate.

Changing interest rates affect the Company's financial investments and loans. The financial portfolio is managed under a long-term strategy reflecting Grieg Maritime Group's business principles and risk capacity to ensure that the portfolio can withstand market fluctuations. Back in 2023, we reduced the portfolio's exposure to equities. At the beginning of 2025, it was decided to liquidate the portfolio to reduce the Group's liquidity risk, partly because of a change in capital structure and corresponding yield effects and partly because of investment commitments and plans for the next few years. Currency risk is mainly related to the purchase of administrative services in Norway, local taxes, and some purchases associated with the technical management of the fleet. There are policies in place to reduce currency and interest rate risks.

As ship manager, Grieg Star regularly conducts drills to ensure the organisation is prepared to handle various incidents. Whenever an incident occurs, an Emergence Preparedness Team convenes. Environmental spills and violations are other risks prevailing for shipping operations. There have been no such incidents on the Company's fleet in 2024.

A factor impacting the future is the carbon emission regulations, incentivizing the maritime industry to reduce its effects on climate change. This may harm operational efficiency through slow steaming and require investments in carbon-reducing measures in the short term and investments in green propulsion systems in the long term. With the phasing in of emission permits in the EU Emission Trading System (EU ETS) from 2024 and FuelEU Maritime from 2025, the organisation has been working to implement the required processes and formalities. The experience is that the extra charges, as introduced by G2 Ocean, cover the increased cost of EU ETS.

With the frequent use of third-party suppliers and the increasingly stringent regulations and third-party vulnerability given, amongst other things, rising political tensions have placed third-party risk management even higher on our agenda. We have, therefore, established detailed policies related to supplier screening, anti-money laundering, anti-bribery, corruption, and sanctions, as well as providing training to the organisation. To control these risks better, we have implemented a digital screening tool to assess human rights risks in our supply chain.

As the war in Ukraine and the Israel-Hamas conflict have continued, the safety of the seafarers and ships has stayed high on the agenda. Thankfully, there were no security-related incidents in 2024, and none of the vessels traded in the most exposed areas. The Group has chosen not to sail any vessels through the Red Sea, not raising any attacks by the Houthis, which also aligns with the Norwegian Shipowners' Association's recommendation.

Insurance is taken out for the members of the Board and the General Manager for their personal liability for property damage that they may incur in connection with the performance of their duties. The insurance is taken out by an international insurance company with a solid rating.



For more insight into our risks and handling of such, please see the separate section in Grieg Maritime Group's Annual Report.

The Market and Outlook

With rising geopolitical tensions and rapidly shifting trends across the globe, it is increasingly difficult to navigate and forecast the future. A large influx of new vessels across various competing segments to Open Hatch is expected to result in a softer market for the coming year. Per Clarksons, fleet growth in 2024 for the larger geared dry bulk segments is estimated to have grown by about 3.4%, whilst the recycling of vessels amounted to 15 vessels only, i.e., about 0.7m tons of a fleet totalling approx. 250m tonnes.

For 2025, the delivery of new ships in the supramax/ultramax segment – the equivalent size for most of our Open Hatch ships, will have its highest number of deliveries since 2016, with around 180 vessels, representing approx. 5% of the existing fleet. While the deliveries of container vessels are expected to slow in 2025 compared to 2024, the order book remains elevated and above pre-pandemic levels, and there is an expectation that supply will outpace demand. Despite the expected adverse effects related to new deliveries, the effects of dry-docking may, however, have a larger-than-normal impact on effective fleet growth. Clarksons estimates that more than three thousand dry bulk vessels are due for special survey in 2025, with a similar amount in 2026 and 2027. This increase in dry-docking could cut 0.6% off the average effective fleet growth for the total dry bulk fleet in 2025. On top of that are potential effects from congestion and waiting time, where increases provide further potential for effective fleet growth to narrow. A potentially higher pace of recycling can also support a stronger supply-demand balance as fuel regulations come into effect with stronger scrutiny of the environmental performance of vessels. On the other hand, the potential de-escalation of the conflict affecting the Red Sea could reduce tonne-miles as more container and dry bulk vessels are expected to sail through the Suez Canal.

In terms of demand growth, things seem more uncertain than ever. Many analysts foresee 2025 as a year with less growth for major dry bulk commodities as the Chinese economy is slowing down and preparing to become more self-sufficient in raw materials. However, the demand for minor bulk, which is the most relevant to Open Hatch, looks slightly more promising. Given this, coupled with G2 Ocean having long-term agreements for transporting pulp cargoes, we should expect an improvement in freight revenues for 2025. Still, with the trade tariffs imposed by the new US administration, the outlook is becoming more ambiguous. Whilst import duties, on the one hand, are likely to lead to price increases and inflationary pressure, hurting consumer and industrial demand, the US tariffs could eventually lead to considerable changes in the sourcing of goods and raw materials, resulting in longer sailing distances and the tying up of more ship capacity.

As always, forecasting the future is challenging. Changes in market dynamics, such as increasing geopolitical tensions and deglobalization, not only heighten risk but may also produce pockets of opportunity. Resilience is key to absorbing risk and capitalizing on the opportunities that inevitably will arise.

Going Concern

The Board of Directors confirms that the annual accounts have been prepared based on the going concern assumption and that this assumption is valid. The consideration is based on the Company's financial position and future earnings expectations. The Board believes that the submitted annual accounts give a correct picture of the results, cash flows and the economic situation. No material events affecting the financial position have occurred after the balance sheet date.



A significant challenge of our time is to stop the deterioration of the environment. We fully support international regulations and initiatives and commend IMO's efforts to elevate ambition levels on emission reductions. The transition towards measuring emissions per transport work by the well-to-wake principle represents a significant stride, together with the absence of concrete sanctions for non-compliance. We firmly advocate establishing sanctions alongside incentives to drive substantial emission reduction and ensure compliance with the objectives. In this respect, EU's European Trading Scheme that came into effect in 2024 and the FuelEU Maritime program are welcome measures. However, we are concerned that the Norwegian decision-makers are unwilling to reinvest the funds from the EU ETS scheme into emission-reducing initiatives as in the EU countries.

The maritime industry is an important contributor to Norwegian value creation, and we expect that it will continue to have stable framework conditions going forward so it can operate on an even level playing field. This is essential for our continued value contribution to society and for delivering common environmental objectives.

As the shipping industry is a capital-intensive business, having a strong balance sheet to withstand volatile markets as well as investing in the most efficient ships in the long run, are key. We consider Grieg International II to be in good financial and strategic shape, ready to continue developing its business activities going forward, supported by a highly competent team.

Bergen, 20 March 2025

The Board of Directors of Grieg International II AS

Stian Grieg
Board Member

Camilla Grieg
Chair

Didrik O. Munch
Board Member

Hege Leirfall Ingebrigtsen
Board Member

Elisabeth Grieg
Deputy Chair

Rune Birkeland
Board Member

Espen Gjerde
Board Member

Matthew Robert Cagienard Duke
CEO

Paal Espen Johnsen
Board Member



Grieg International II AS

INCOME STATEMENT

	Note	2024	2023
Revenues			
Operating revenue	2	35 314 603	45 836 648
Total revenues		<u>35 314 603</u>	<u>45 836 648</u>
Driftskostnader			
Operating expenses			
Vessel operating expenses	4	21 865 144	21 591 822
Other expenses	3	1 380 684	1 235 784
Depreciation	4	10 597 363	10 531 402
Total operating expenses		<u>33 843 190</u>	<u>33 359 008</u>
Operating profit		<u>1 471 413</u>	<u>12 477 640</u>
Financial items			
Interest income		253 146	897 357
Interest income group	2	577 654	326 687
Other financial income		4 165	16 947
Interest expenses		-2 043 962	-3 198 608
Interest expense to group companies	2	-3 526	-129 838
Other financial expenses		-33 703	-30 932
Change in value of financial investments	5	542 811	1 064 927
Realized return on market-based fin.investments	5	4 625	-53 372
Gain/loss on foreign exchange		182 055	188 372
Net financial items		<u>-516 735</u>	<u>-918 460</u>
Profit before tax		<u>954 678</u>	<u>11 559 179</u>
Tax	6	-4 575	-1 757
Profit for the year		<u>959 253</u>	<u>11 560 937</u>
Allocations/(coverage of loss)			
Dividend		18 000 000	0
Other equity		0	11 560 937
Transferred from other equity		17 040 747	0
Total allocations/(coverage of loss)		<u>959 253</u>	<u>11 560 937</u>



Grieg International II AS
BALANCE SHEET AS OF 31.12

	Note	2024	2023
ASSETS			
FIXED ASSETS			
Property, plant and equipment			
Vessels	4	152 133 005	159 792 012
Projects in progress	4	147 859	342 440
Total property, plant and equipment		<u>152 280 864</u>	<u>160 134 453</u>
Total non-current assets		<u>152 280 864</u>	<u>160 134 453</u>
CURRENT ASSETS			
Accounts receivables		79 319	25 488
Receivable from group companies	2	7 881 179	3 065 526
Inventory of lub oil, paint & provision		1 082 532	1 128 129
Other receivables		487 947	670 124
Total receivables		<u>9 530 977</u>	<u>4 889 266</u>
<i>Markedsbaserte investeringer</i>			
Other market-based financial instruments		16 213 602	15 666 166
Total market-based investments	5	<u>16 213 602</u>	<u>15 666 166</u>
Bank deposits, cash in hand, etc	2	10 937	252 598
Total current assets		<u>25 755 516</u>	<u>20 808 031</u>
TOTAL ASSETS		<u>178 036 380</u>	<u>180 942 483</u>





**Grieg International II AS**

BALANCE SHEET AS OF 31.12

	Note	2024	2023
EQUITY AND LIABILITIES			
EQUITY			
Paid-in capital			
Share capital (4805130 shares of NOK 1,15)	9, 10	985 999	985 999
Share premium reserve	9	34 528 747	34 528 747
Other paid-in capital	9	62 947 442	62 947 442
Total paid-in capital		98 462 187	98 462 187
Retained earnings			
Other equity	9	16 240 285	33 281 032
Total retained earnings		16 240 285	33 281 032
Total equity	9	114 702 472	131 743 220
LIABILITIES			
Provisions			
Deferred tax	6	31 525	43 982
Total provisions		31 525	43 982
Long-term liabilities			
Liabilities to financial institutions	11	42 905 556	46 763 889
Total long term liabilities		42 905 556	46 763 889
Current liabilities			
Liabilities to group companies	2	790 497	437 571
Accounts payable		1 211 804	832 717
Dividends	9	18 000 000	0
Taxes payable	6	86 076	92 012
Other current liabilities		308 450	1 029 094
Total current liabilities		20 396 827	2 391 393
Total liabilities		63 333 908	49 199 264
TOTAL EQUITY AND LIABILITIES		178 036 380	180 942 483

Bergen, 20.03.2025

The Board of Directors of Grieg International II AS


Camilla Grieg
Chair
Elisabeth Grieg
Deputy chair
Didrik O. Munch
Board member
Rune Birkeland
Board member
Espen Gjerde
Board member
Paal Espen Johnsen
Board member
Stian Grieg
Board member
Matthew R. C. Duke
CEO
Hege Leirfall Ingebrigtsen
Board member



Cash flow statement Grieg International II 2024

	Notes	USD 2024	USD 2023
Cash flow from operations			
Profit before income taxes		959,253	11,560,937
Unpaid tonnage tax classified as operating expenses	6	79,194	81,017
Taxes paid in the period	6	-92,012	-76,768
Gain/loss from sale of market based investments	5	0	53,372
Depreciation	4	13,002,195	13,132,274
Change in inventory		45,597	-135,361
Change in trade creditors		379,087	-435,528
Items classified as investments or financing		-542,811	-1,064,927
Change in other provisions		-385,238	-346,299
Net cash flow from operations		13,445,265	22,768,716
Cash flow from investments			
Purchase of fixed assets	4	-5,012,940	-2,534,000
Proceeds from sale of market based investments	5	0	13,558,252
Purchase of market based investments	5	0	-18,569,661
Change receivable cash pool agreement		-4,815,653	32,650,571
Net cash flow from investments		-9,828,593	25,105,161
Cash flow from financing			
Repayment of long term loans		0	-24,021,583
Payments of Lease liabilities	11	-3,858,333	-3,633,333
Repayment of short-term Group loans		0	0
Payment of dividend	9	0	-20,000,000
Net cash flow from financing		-3,858,333	-47,654,916
Net change in cash and cash equivalents		-241,661	218,961
Cash acquired through merger		0	2,043
Cash and cash equivalents at the beginning of the period		252,598	31,594
Cash and cash equivalents at the end of the period		10,937	252,598
Cash and cash equivalents at the end of the period consists of:			
Bank deposits		10,937	252,598



Geig International II AS
Notes to the financial statement for 2024

Note 1 Accounting principles

The annual accounts have been prepared in accordance with the Norwegian Accounting Act and generally accepted accounting principles.

Operating revenues

Operating revenues are recognised as income at the time of delivery.

Classification and valuation of balance sheet items

Assets intended for long term ownership or use have been classified as fixed assets. Assets relating to the trading cycle have been classified as current assets. Other receivables are classified as current assets if they are to be repaid within one year after the transaction date. Similar criteria apply to liabilities. First year's instalment on long term liabilities and long term receivables are, however, not classified as short term liabilities and current assets.

Acquisition cost

The acquisition cost of assets includes the cost price for the asset, adjusted for bonuses, discounts and other rebates received, and costs related to the acquisition (freight, customs fee which are non-refundable and other direct purchase costs). Acquisitions in foreign currencies are reflected in the balance sheet at the exchange rate at the transaction date.

Asset impairments

Assets that are subject to depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). The company's vessels are sailing in a pool, which are market and operated by G2 Ocean AS. Having the vessels sailing in a pool means that the operational use of the vessels, including optimisation of routes, is combined for the fleet. Earnings of each individual vessel is therefore affected by the earnings of other vessels in the pool. The fleet is therefore considered to be the cash-generating unit. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each date.

Receivables

Trade debtors and other debtors are carried at nominal value after deducting provisions for expected losses. Loss provisions are based on an assessment of individual receivables.

Foreign currency

Cash items, receivables and liabilities denominated in foreign currencies are valued at the year end exchange rates. Profit and loss items in foreign currency are recorded at exchange rates prevailing at the time of the transaction. Realised and unrealised gains and losses are included under financial items in the profit and loss statement.

Investments in financial instruments

Short-term investments in financial instruments are regarded as part of the financial trading portfolio and recognised at fair value at year-end. Dividends received, and both realised and unrealised gains/losses are recognised as other financial income.

Foreign exchange hedging

Derivatives purchased in order to reduce currency risk are treated as hedging transactions for accounting purposes. Gains and losses on foreign exchange contracts are therefore recognised in the same period as the hedged transactions. Unrealised gain/loss on the hedging contracts is not posted on the balance sheet.

Interest rate hedging

Interest rate hedging contracts are recognised and classified in the same way as the related mortgage loan. The interest received/paid under the contract is therefore recognised in the interest period in the question and is included in interest expenses for the period. Unrealised gain/loss on the hedging contracts is not posted on the balance sheet.

Fixed assets

Fixed assets are valued at historical cost less accumulated depreciation. Depreciation is charged on a straight line basis over the remaining expected useful life of each asset adjusted for the residual value. If changes in the depreciation plan occur the effect is distributed over the remaining depreciation period.

Total expenditure on the vessel is decomposed into components that have different useful lives. Expenses related to ordinary maintenance are expensed when incurred. Drydocking costs are capitalised and depreciated over the period to the next scheduled drydocking.

Inventories

The company has inventories of lub oil, paint and provision that are valued at the lower of cost and fair value.

Operating leases

The company differentiates between financial leasing and operational leasing based on an evaluation of the lease contract at the time of inception. A lease contract is classified as a financial lease when the terms of the lease transfer substantially all the risk and reward of ownership to the lessee. All other leases are classified as operational leases. When a lease contract is classified as a financial lease where the company is the lessee, the rights and obligations relating to the leasing contracts are recognised in the balance sheet as assets and liabilities. The interest element in the lease payment is included in the interest costs and the capital amount of the lease payment is recorded as repayment of debt. The lease liability is the remaining part of the principal. For operational leases, the rental amount is recorded as an ordinary operating cost.

Taxes

The tax charge in the income statement includes both payable taxes for the period and changes in deferred tax. Deferred tax is calculated at relevant tax rates on the basis of the temporary differences which exist between accounting and tax values, and any carryforward losses for tax purposes at the year-end. Tax enhancing or tax reducing temporary differences, which are reversed or may be reversed in the same period, have been eliminated. The disclosure of deferred tax benefits on net tax reducing differences which have not been eliminated, and carry forward losses, is based on estimated future earnings. Deferred tax and tax benefits which may be shown in the balance sheet are presented net.

The company is subject to the taxation regime for shipowning companies pursuant to Chapter 8 of the Taxation Act.



Grieg International II AS
Notes to the financial statement for 2024

Cash flow statement

Cash flow statement are prepared according to the indirect method. Accordingly, the cash flows from, investment and financing activities are reported gross, while the accounting result is reconciled against the net cash flow from operations. Cash and cash equivalents include cash, bank deposits and other short-term liquid investments that can immediately and with minimal exchange rate risk be converted into a known amount with due date less than three months from the purchase date.

Group account cash pool agreement

The company is a part of a new Group account cash pool agreement within the Group, with Grieg Shipowning AS as the Group Account Holder. Under this agreement, all participating companies are jointly liable for the overdraft facility and other participant's overdraft. Net aggregated cash balance on the group account is recognised as cash in the balance sheet statement of Grieg Shipowning AS as Group Account Holder. Participating companies share of aggregated cash balance are recognised as intercompany balances in each participating company's balance sheet.

Estimates

When preparing the annual accounts in accordance with good accounting practice, management makes estimates and assumptions which affect the profit and loss account and the valuation of assets and liabilities, as well as information about contingent assets and liabilities at year-end.

Contingent losses which are likely and quantifiable are charged against income on an ongoing basis.

Change of presentation currency

As of 1 January 2014, the company changed its presentation currency from NOK to USD. The company's functional currency is USD as most of the company's revenues and operating costs are realised in USD.

Note 2 Intercompany balances and transactions with related parties

Figures in USD 1 000

Transactions with related parties

G2 Ocean AS is operating the vessels in a pool on behalf of Grieg International II AS. The shipping pool result is distributed to the company based on a distribution key.

Company	Relation	Type of services	2024	2023
Operating revenue from group and associated companies				
G2 Ocean AS	Associated company	Time charter	35,315	45,837

Grieg International II AS is administratively and financially managed by Grieg Maritime Group AS, and pays annual management fee for such services.

All vessels are managed by Grieg Star AS.

All ship management services are remunerated through an annual ship management fee. In addition, the company purchases services from Grieg Star AS related to following up various fleet operational and development matters.

Grieg Maritime Group AS	Group company	Management	640	464
Grieg Star AS	Group company	Management	2,395	2,058
Total			3,035	2,522

There have been loans and/or performance guarantees between Grieg International II AS and Group companies, which has led to interest elements between the companies.

			2024	2023
Net financial items				
Grieg Shipowning AS	Group company	Interest income	578	327
Grieg Shipowning AS	Group company	Interest expense		-126
Grieg Shipholding AS	Group company	Interest expense	-4	-4
Total			574	197

Balances with group companies and related -parties

		2024	2023
Other short-term receivables			
Grieg Shipping II AS	Group company	492	3
Grieg Star OH Pool AS	Group company	159	152
Grieg Shipowning AS *)	Group company	7,230	2,910
Sum		7,881	3,066

*) The short-term receivables to Grieg Shipowning AS in 2024 is in total related to the Shipowning cash pool.



Geieg International II AS
Notes to the financial statements for 2024

Other current liabilities			2024	2023
Grieg Star AS	Group company		213	157
Grieg Maritime Group AS	Group company		240	247
Grieg Shipping II AS	Group company			17
Grieg Shipowning AS	Group company	(dividend)	18,000	
Grieg Star OH Pool AS	Group company		321	
Grieg Green AS	Group company		7	7
Grieg Investor AS	Related		9	9
Sum			18,790	438

Note 3 Payroll expenses, auditor's fee etc.

Figures in USD 1 000

Payroll expenses, number of employees, remuneration etc.

The company has no employees, no remuneration was paid to the CEO or the Board, and no loans or guarantees have been given to the CEO, Board Chair or other close associates.

Auditor's fee	2024	2023
Statutory audit (incl. technical assistance with financial statements)	17	18
Tax advisory fee (incl. technical assistance with tax return)	4	2
Other non-audit services		
Total fees to auditor, excl VAT	21	20

Note 4 Fixed Assets

Figures in USD 1 000

	Vessels	Docking	Total
Purchase cost at 01.01	358,688	12,699	371,387
Additions	931	4,412	5,343
Disposals		1,526	1,526
Purchase cost at 31.12	359,618	15,586	375,203
Accumulated depreciation at 31.12	189,864	6,957	196,821
Accumulated impairment loss	26,250		26,250
Book value at 31.12	143,504	8,629	152,133
Depreciation	10,597	2,405	
Depreciation plan	Straight line	Straight line	
Expected useful life	30 years	5 years	

Based on an impairment testing per year-end 2020, the open hatch fleet was written down with USD 26.25m. At 31.12.24 the company has no new building contracts.

Note 5 Investments in financial instruments

Figures in USD 1 000

	Acquisition cost	2024	2023	
		Market value	Acquisition cost	Market value
Bonds	13,569	14,446	13,564	13,988
Money market funds	1,568	1,768	1,568	1,678
Book value 31.12	15,137	16,214	15,132	15,666
		2024		Total
		Realised profit/loss	Unrealised profit/loss	profit/loss
Bonds		5	453	458
Money market funds		0	90	90
Profit/loss from changes in fair value of financial instruments		5	543	547



Geieg Internettall II AS
Notes to the financial statement for 2024

Note 6 Taxes

Figures in USD 1 000

The company is taxed according to the Tonnage tax rules in the Norwegian Fiscal § 8-10.

	2024	2023
Tax expense consists of:		
Tax payable on taxable income	8	11
Change in deferred tax	-12	-13
Tax expense	-5	-2
Tonnage tax (booked as operating cost)	78	81
Deferred tax:		
Revaluation account	4,118	655
Temporary differences on taxable securities	2,173	-909
Profit/loss account	143	200
Financial losses brought forward	-14,304	-17,680
Basis for deferred tax/deferred tax asset	-7,870	-17,734
Deferred tax/deferred tax asset (22%)	-1,731	-3,901
Deferred tax benefit not shown in the balance sheet	1,731	3,901
Deferred tax benefit in the balance sheet	0	0
Deferred tax benefit is not recognised in the balance sheet due to uncertainties related to future utilisation of financial losses brought forward. The deferred tax in the balance sheet 31.12 is related to the profit and loss account.		
Tax payable in the balance sheet:		
Taxable financial income from profit and loss account	36	50
Tax payable financial income	8	11
Tonnage tax	78	81
Tax payable in the balance sheet	86	92

Note 7 Financial risk management

The company uses various financial derivatives to manage its financial market risk. This includes forward contracts, options, interest rate swaps and forward freight agreements.

Interest rate risk

The company's long term debt and some of its lease agreements are at floating interest rate terms, exposing the company to interest rate risk. The company's strategy is to hedge its interest rate exposure by utilizing interest rate swap agreements. Gains and losses arising from interest rate swaps are recognised in the same period as the related interest expense. At 31.12.24 the company held interest rate swap agreements of USD 10m. Total unrealised MTM value for the swaps, not recognised in the balance sheet, at 31.12.24 was USD 0.87m.

Foreign exchange risk

The company hedges, from time to time, expenditures in currencies other than USD through forward contracts. At 31.12.24 the company had entered into hedging through the use of currency swaps for USD 3.1m. Total unrealised MTM value, not recognized in the balance sheet, at 31.12.24, was USD -0.11m.

Freight risk (FFA)

Forward Freight Agreements (FFA) are from time to time used as a risk management instrument in order to smooth out freight volatility. The FFA contracts are settled as an adjustment of operating income. At 31.12.24, the company had not entered into any Forward Freight Agreements (FFA).

Note 8 Debtors which fall due later than one year

Figures in USD 1 000

The company has no receivables which fall due later than one year.



Grieg International II AS
Notes to the financial statement for 2024

Note 9 Equity				
Figures in USD 1 000				
Changes in equity	Share capital	Share premium	Other equity	Total
Equity at 01.01	986	34,529	96,228	131,743
Dividend			-18,000	-18,000
Profit for the year			959	959
Equity at 31.12	986	34,529	79,187	114,702

Note 10 Share capital and shareholders information

The parent company, Grieg Maritime Group AS has its registered office in Bergen (C. Sundtsgate 17), where the consolidated financial statements are available.

The share capital consists of 4 805 130 shares with nominal value of NOK 1.15 each.

Shareholders at 31.12	Number of shares	Ownership
Grieg Shipowning AS	4,805,130	100%
Total shares	4,805,130	100%

Note 11 Interest bearing debt and credit facilities

Mortgage loans

At 31.12.24, the company has no loans.

Covenants

The company, together with Grieg Shipping II AS, providing guarantees in the amount of USD 154 m for Grieg Shipowning AS.

All the loans have a financial covenant that Grieg Shipowning consolidated shall have minimum USD 25M / 5% of interest bearing debt in liquidity and minimum 25% in book equity. The company has been in compliance with its covenants throughout the year.

Other long-term debt	2024	2023
Financial leasing	42,906	46,764
Total other long-term debt	42,906	46,764



To the General Meeting of Grieg International II AS

Independent Auditor's Report

Opinion

We have audited the financial statements of Grieg International II AS (the Company), which comprise the balance sheet as of 31.12.2024, the income statement 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 statutory requirements, and the financial statements give a true and fair view of the financial position of the Company as at 31 December 2024, 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.

Other Information

The Board of Directors and the Managing Director (management) are responsible for the information in the Board of Directors' report. The other information comprises 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 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.

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.

Auditor's Responsibilities for the Audit of the Financial Statements

PricewaterhouseCoopers AS, Torgallmenningen 14, 5014 Bergen, P.O. Box 3984 - Sandviken, NO-5835 Bergen
T: 02316, org. no.: 987 009 713 MVA, www.pwc.no
Statsautoriserte revisorer, medlemmer av Den norske Revisorforening og autorisert regnskapsførerselskap



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. For further description of Auditor's Responsibilities for the Audit of the Financial Statements reference is made to: <https://revisorforeningen.no/revisionsberetninger>

Bergen, 20 March 2025
PricewaterhouseCoopers AS

Hallvard Aarø
State Authorised Public Accountant
(This document is signed electronically)



 Securely signed with Brevio

Revisjonsberetning

Signers:

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