



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2023 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer: 963 495 749
Organisasjonsform: Aksjeselskap
Foretaksnavn: TSCHUDI SHIPPING COMPANY AS
Forretningsadresse: Strandveien 50
1366 LYSAKER

Regnskapsår

Årsregnskapets periode: 01.01.2023 - 31.12.2023

Konsern

Mørselskap i konsern: Ja
Konsernregnskap lagt ved: Ja

Regnskapsregler

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

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: PeterSteiness Larsen
Dato for fastsettelse av årsregnskapet: 28.06.2024

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, 13.08.2025



Resultatregnskap

Beløp i: NOK	Note	2023	2022
RESULTATREGNSKAP			
Inntekter			
Salgsinntekt		6 249 000	6 351 000
Sum inntekter		6 249 000	6 351 000
Kostnader			
Lønnskostnad		6 717 000	10 284 000
Avskrivning på varige driftsmidler og immaterielle eiendeler		27 000	35 000
Annen driftskostnad		13 972 000	11 050 000
Sum kostnader		20 716 000	21 369 000
Driftsresultat		-14 467 000	-15 018 000
Finansinntekter og finanskostnader			
Inntekt på investering i datterselskap og tilknyttet selskap		14 555 000	13 103 000
Annen renteinntekt		779 000	664 000
Annen finansinntekt		4 539 000	
Sum finansinntekter		19 873 000	13 767 000
Annen rentekostnad		672 000	756 000
Annen finanskostnad		522 000	1 077 000
Sum finanskostnader		1 194 000	1 833 000
Netto finans		18 679 000	11 934 000
Ordinært resultat før skattekostnad		4 212 000	-3 084 000
Ordinært resultat etter skattekostnad		4 212 000	-3 084 000
Årsresultat		4 212 000	-3 084 000



Balanse

Beløp i: NOK	Note	2023	2022
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Konsesjoner, patenter, lisenser, varemerker og lignende rettigheter		13 000	26 000
Sum immaterielle eiendeler		13 000	26 000
Varige driftsmidler			
Driftsløsøre, inventar, verktøy, kontormaskiner og lignende		649 000	663 000
Sum varige driftsmidler		649 000	663 000
Finansielle anleggsmidler			
Investering i datterselskap		30 472 000	29 413 000
Lån til foretak i samme konsern		7 817 000	15 906 000
Andre fordringer		1 121 000	3 675 000
Sum finansielle anleggsmidler		39 410 000	48 994 000
Sum anleggsmidler		40 072 000	49 683 000
Omløpsmidler			
Varer			
Fordringer			
Kundefordringer		445 000	429 000
Andre fordringer		595 000	269 000
Konsernfordringer		15 713 000	20 098 000
Sum fordringer		16 753 000	20 796 000
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende		2 190 000	755 000
Sum bankinnskudd, kontanter og lignende		2 190 000	755 000
Sum omløpsmidler		18 943 000	21 551 000
SUM EIENDELER		59 015 000	71 234 000



Balanse

Beløp i: NOK	Note	2023	2022
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Selskapskapital		15 460 000	15 460 000
Sum innskutt egenkapital		15 460 000	15 460 000
Opptjent egenkapital			
Udekket tap		110 644 000	114 856 000
Sum opptjent egenkapital		-110 644 000	-114 856 000
Sum egenkapital		-95 184 000	-99 396 000
Gjeld			
Langsiktig gjeld			
Annen langsiktig gjeld			
Langsiktig konserngjeld		8 453 000	16 875 000
Ansvarlig lånekapital		131 771 000	137 700 000
Øvrig langsiktig gjeld		4 642 000	5 232 000
Sum annen langsiktig gjeld		144 866 000	159 807 000
Sum langsiktig gjeld		144 866 000	159 807 000
Kortsiktig gjeld			
Konvertible lån		500 000	500 000
Leverandørgjeld		416 000	282 000
Skyldige offentlige avgifter		454 000	741 000
Kortsiktig konserngjeld		7 209 000	8 358 000
Annen kortsiktig gjeld		754 000	942 000
Sum kortsiktig gjeld		9 333 000	10 823 000
Sum gjeld		154 199 000	170 630 000
SUM EGENKAPITAL OG GJELD		59 015 000	71 234 000



Konsernets resultatregnskap

Beløp i: NOK	Note	2023	2022
RESULTATREGNSKAP			
Inntekter			
Salgsinntekt		503 969 000	402 651 000
Annen driftsinntekt		1 135 000	11 243 000
Sum inntekter		505 104 000	413 894 000
Kostnader			
Lønnskostnad		176 923 000	105 298 000
Avskrivning på varige driftsmidler og immaterielle eiendeler		2 160 000	2 223 000
Annen driftskostnad		323 307 000	304 758 000
Sum kostnader		502 390 000	412 279 000
Driftsresultat		2 714 000	1 615 000
Finansinntekter og finanskostnader			
Annen renteinntekt		853 000	767 000
Annen finansinntekt		4 431 000	205 000
Sum finansinntekter		5 284 000	972 000
Annen rentekostnad		2 059 000	1 534 000
Annen finanskostnad		635 000	2 284 000
Sum finanskostnader		2 694 000	3 818 000
Netto finans		2 590 000	-2 846 000
Ordinært resultat før skattekostnad		5 304 000	-1 231 000
Skattekostnad på ordinært resultat		1 918 000	1 938 000
Ordinært resultat etter skattekostnad		3 386 000	-3 169 000
Årsresultat		3 386 000	-3 169 000
Minoritetsinteresser		-2 000	8 000
Årsresultat etter minoritetsinteresser		3 388 000	-3 177 000



Konsernets balanse

Beløp i: NOK	Note	2023	2022
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Konsesjoner, patenter, lisenser, varemerker og lignende rettigheter		843 000	146 000
Utsatt skattefordel		75 000	383 000
Sum immaterielle eiendeler		918 000	529 000
Varige driftsmidler			
Maskiner og anlegg		6 286 000	8 117 000
Driftsløsøre, inventar, verktøy, kontormaskiner og lignende		1 150 000	1 238 000
Sum varige driftsmidler		7 436 000	9 355 000
Finansielle anleggsmidler			
Lån til foretak i samme konsern		7 777 000	15 866 000
Investeringer i aksjer og andeler		1 500 000	4 234 000
Andre fordringer		3 293 000	4 257 000
Sum finansielle anleggsmidler		12 570 000	24 357 000
Sum anleggsmidler		20 924 000	34 241 000
Omløpsmidler			
Varer			
Varer		297 000	226 000
Sum varer		297 000	226 000
Fordringer			
Kundefordringer		51 538 000	41 798 000
Andre fordringer		5 470 000	12 979 000
Sum fordringer		57 008 000	54 777 000
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende		24 754 000	18 398 000
Sum bankinnskudd, kontanter og lignende		24 754 000	18 398 000
Sum omløpsmidler		82 059 000	73 401 000



Konsernets balanse

Beløp i: NOK	Note	2023	2022
SUM EIENDELER		102 983 000	107 642 000
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Selskapskapital		15 460 000	15 460 000
Sum innskutt egenkapital		15 460 000	15 460 000
Opptjent egenkapital			
Fond		11 001 000	9 748 000
Udekket tap		112 910 000	116 237 000
Sum opptjent egenkapital		-101 909 000	-106 489 000
Minoritetsinteresser			-59 000
Sum egenkapital		-86 449 000	-91 088 000
Gjeld			
Langsiktig gjeld			
Utsatt skatt		0	153 000
Sum avsetninger for forpliktelser		0	153 000
Annen langsiktig gjeld			
Ansvarlig lånekapital		131 771 000	137 700 000
Øvrig langsiktig gjeld		10 250 000	9 746 000
Sum annen langsiktig gjeld		142 021 000	147 446 000
Sum langsiktig gjeld		142 021 000	147 599 000
Kortsiktig gjeld			
Gjeld til kredittinstitusjoner		2 261 000	3 839 000
Leverandørgjeld		20 958 000	22 588 000
Betalbar skatt		695 000	843 000
Skyldige offentlige avgifter		6 306 000	5 649 000
Annen kortsiktig gjeld		17 191 000	18 212 000
Sum kortsiktig gjeld		47 411 000	51 131 000



Konsernets balanse

Beløp i: NOK	Note	2023	2022
Sum gjeld		189 432 000	198 730 000
SUM EGENKAPITAL OG GJELD		102 983 000	107 642 000



Skattedirektoratet

Saksbehandler
Jan Hoelstad

Deres dato
03.02.2010

Vår dato
04.02.2010

Telefon
22077325

Deres referanse
Rune Svenøy

Vår referanse
2010/114596

Tschudi Shipping Company AS
Postboks 86
1325 Lysaker

Søknad om tillatelse til å utarbeide årsregnskap og årsberetning på engelsk språk

Det vises til Deres søknad av 3. februar 2010 samt tidligere korrespondanse i sakens anledning. De søker om dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk for følgende selskaper:

- Tschudi Shipping Company AS org. nr: 963 495 749
- Tschudi Rederi AS org. nr: 986 222 545
- Tschudi Logistics Holding AS org. nr: 990 643 261

Bakgrunn:

Tschudi Rederi AS og Tschudi Logistics Holding AS er norske 100 % eide datterselskaper av det internasjonale konsernet Tschudi Shipping Company AS. Konsernet kontrolleres 100 % av norske Felix H. Tschudi. Kontrollen skjer ved at 51 % av aksjene eies direkte, mens øvrige aksjer eies indirekte av ham og hans to mindreårige barn gjennom selskapet Glarona AS. Konsernet driver i hovedsak innenfor internasjonal shipping og logistikk, samt eiendom og finansielle investeringer. Både selskapet og dets aksjonærer benytter engelsk som forretnings- og rapporteringsspråk. Konsernet har operative kontorer i 12 land, og er avhengig av at engelsk benyttes som arbeidsspråk. Selskapet er finansiert gjennom internasjonale finansinstitusjoner og banker som også naturlig etterspør informasjon på engelsk. Det er understreket at selskapene eller deres eiere, ikke er på børs, og regnskapsinteressentene derfor er en begrenset krets av brukere. Norsk årsregnskap og årsberetning utarbeides derfor kun som en oversettelse av det regnskapet som er utarbeidet på engelsk, og eneste formål med oversettelsen er å oppfylle regnskapslovens krav til at det skal foreligge på norsk. Denne kostnaden anses derfor ikke å ha noen verdi. Det søkes derfor om dispensasjon.

Skattedirektoratets vurdering og konklusjon

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

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

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

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22 17 08 60

skattedirektoratet@skatteetaten.no



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. Offentlige myndigheter må også anses som en sentral regnskapsbruker, idet ulike myndigheter, som lignings- og tilsynsmyndigheter, benytter regnskapene som et verktøy i sin kontrollvirksomhet.

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 negativt berørt ved en eventuell dispensasjon. Søkeren må som et utgangspunkt kunne vise at de har en særlig interesse for ikke å utarbeide årsregnskap og/eller årsberetning på norsk.

Som nevnt ovenfor er det særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. Det framgår av søknaden at alle aksjonærene ønsker at årsregnskapet utarbeides på engelsk språk. Selskapene opererer innen en bransje med sterk internasjonal karakter og arbeidsspråket er engelsk. Finansieringen hentes også fra profesjonelle institusjoner som generelt betjener internasjonale kunder med engelsk som kommunikasjonsspråk. Alle sentrale aktører innen de bransjer selskapene driver, antas å måtte beherske engelsk språk.

Skattedirektoratet gir på bakgrunn av en helhetsvurdering de overnevnte navngitte selskapene i Tschudi konsernet 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.

Vennligst oppgi vår referanse ved henvendelser i anledning saken.

Med hilsen

Torstein Kinden Helleland
seniorrådgiver
Rettsavdelingen, foretaksskatt
Skattedirektoratet

Jan Hoelstad



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TSCHUDI SHIPPING COMPANY AS

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OPERATIONS AND LOCATIONS

Tschudi Shipping Company AS (the Parent Company) is the Norwegian holding company for the shipping and logistics activities of the Tschudi Group. Established in 1883, the Parent Company is privately owned by the fourth and fifth generation of the Tschudi family. The daily business is run by the management team from Head Office at Lysaker, with Felix H. Tschudi as Executive Chairman.

The Parent Company and subsidiaries provide integrated global solutions for logistics, shipping, energy, and marine related services. The logistics and ship management services are core activities. Tschudi Logistics provide services involves transporting project cargos and consumer goods, including storage. Tschudi Ship Management provides third party clients with commercial, technical management, project management and supervision and crewing services. Due to the ongoing Russian war against Ukraine, LNG STS operations in Northern Norway have ceased, and no new business with Russian entities will be pursued.

Further, the Parent Company offers internal administrative, managerial, SHEQ, accounting, and financial services. Intra-group accounting is provided by the subsidiary Tschudi Financial Services OÜ (TFS) in Tallinn, Estonia. Tschudi Financial Services AS (TFSN) provides external accounting services in Norway.

The Group has offices in Norway, Finland, Denmark, Sweden, the Netherlands, Estonia, Poland, Ukraine, Isle of Man, Mozambique and is represented by an agent in China. Two new companies have recently been established – Tschudi Logistics GmbH in Berlin and Tschudi Portuguesa LDA (TSPO) in Madeira. TSPO is established for crewing purposes and will also establish service agreements with Tschudi Mozambique. TSPO will replace the functions of Tschudi Isle of Man when fully operational.

Shipping

The Parent Company held an ownership interest in Boreal Maritim AS, which owned the workboats M/V Runa and M/V Tor Arne, but sold it shares in the company by the end of 2023.

Chartering services from short sea to worldwide projects are offered from Tschudi Logistics in Oslo. When applicable, agency services are also provided.

Ship Management

Tschudi Ship Management (TSM) continues to increase their portfolio with new vessels – strengthening their good reputation for managing specialized vessels, vessel conversions and reactivations, particularly within the offshore sector. TSM's technical department operates in Tallinn while crew management and personnel services are provided from Tallinn, Odessa and Szczecin. Now that Ukrainian seafarers can travel in and out of the country, TSMU in Odessa is back in business handling approx. 50-60 seafarers.



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Further from our office in Ijmuiden, Tschudi Ship Management Holland (TSMH) promotes commercial and ship management services to third party clients. Tschudi Ship Management Aps in Denmark serves Danish customers and Danish flag vessels. TSM also provides Philippine crew through a long-term alliance with a Philippine crewing company.

Logistics

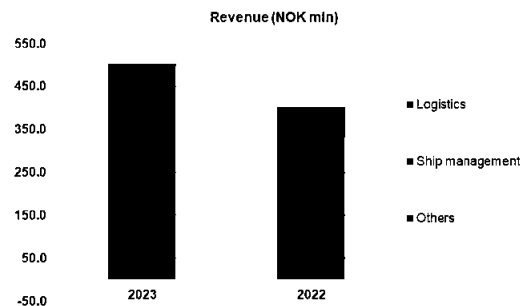
After an internal reorganization in early 2023, Tschudi Logistics Group has experienced a positive development throughout the year, expanding both their workforce and geographical reach. In addition to the new subsidiary in Germany, the Tschudi Logistics Group is evaluating the potential benefits of establishing a local presence in Ukraine while increasing the activities in Turkey through stronger local partnerships.

The Tschudi Logistics Group's contract with the Anora Group for the continued distribution of wines and beverages has been renewed for a new 2-year period. Currently, we transport approx. 51 million bottles annually to Norway. With the renewal, the Tschudi Logistics Group increases its European outreach to also include wine from Austria, Spain and Portugal. Furthermore, the Group continues to be successful in the project cargo market, including wind industry related project cargos.

FINANCIAL PERFORMANCE

Revenue and profits

In 2023, revenue of the Group amounted to NOK 504.0 million, which was NOK 101.3 million higher than the revenue in 2022. The increase was mostly related to ship management activities (134% or NOK 79.5 million higher revenue in 2023), while the logistics companies, which have the highest revenue in the Group, had 8% or NOK 25.1 million higher revenue in 2023 compared to 2022.



In 2023, cost of goods and services sold (COGS) increased by NOK 84.5 million compared to 2022 – corresponding to the increase in revenue (25% of increase in revenue and 24% of increase in COGS). Operating profit of the Group amounted to NOK 2.7 million in 2023, which was NOK 1.1 million higher than operating profit in 2022. The increase from recurring activities was even higher, as operating profit in 2022 included net non-recurring gain from the sale and liquidation of subsidiaries in the amount of NOK 10.3 million. Net financial items were NOK 5.5 million higher compared to 2022 and it was mostly related to equity method gain/loss from Boral Maritim AS, which was also realized in cash in 2023 via dividend and capital reduction payments. After income tax expense, which was NOK 1.9 million in both years, net result of the Group amounted to NOK 3.4 million in 2023, while net result in 2022 was NOK (3.2) million.



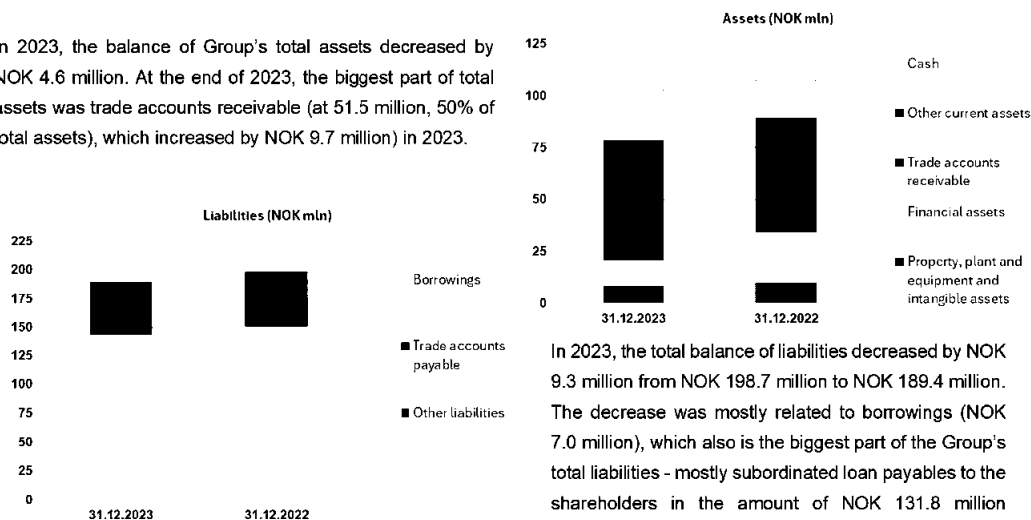
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Assets and liabilities

In 2023, the balance of Group's total assets decreased by NOK 4.6 million. At the end of 2023, the biggest part of total assets was trade accounts receivable (at 51.5 million, 50% of total assets), which increased by NOK 9.7 million in 2023.



In 2023, the total balance of liabilities decreased by NOK 9.3 million from NOK 198.7 million to NOK 189.4 million. The decrease was mostly related to borrowings (NOK 7.0 million), which also is the biggest part of the Group's total liabilities - mostly subordinated loan payables to the shareholders in the amount of NOK 131.8 million (decreased by NOK 5.9 million in 2023).

The Group's equity has improved from NOK (91.1) million at the end of 2022 to NOK (86.4) million at the end of 2023. The improvement was related to net profit for the financial year (including currency translation reserve, which increased by NOK 1.3 million).

Parent Company

The revenue of the Parent Company was NOK 6.2 million in 2023 and consisted of management fees from subsidiaries and a sister company together with its subsidiaries and sub-lease income from subsidiaries and external parties. Compared to 2022, revenue decreased by NOK 0.2 million. At the same time the decrease in personnel expenses amounted to NOK 3.6 million and other administrative expenses increased by NOK 2.9 million, after which the operating loss of the Parent Company decreased from NOK 15.0 million in 2022 to NOK 14.5 million in 2023.

Net financial items amounted to NOK 18.7 million in 2023, while it was NOK 11.8 million in 2022. The increase was mostly related to the reversal of previously recorded impairment loss from investments into subsidiaries and associates in 2023 while in 2022 there was a small loss from impairments. Net result for 2023 amounted to NOK 4.2 million. Net profit is proposed to be allocated to other equity.

The main assets in the balance sheet are non-current assets, which decreased by NOK 9.7 million from NOK 49.7 million as of 31 December 2022 to NOK 40.0 million as of 31 December 2023 (mostly as a result of repayment of the invested amount from an associated company and non-monetary settlement with a subordinated loan payable). The Parent Company's current assets decreased from NOK 21.6 million as of 31 December 2022 to NOK 18.9 million as of 31 December 2023 (mostly as a result of lower group contribution and dividends from subsidiaries in 2023).



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Total liabilities of the Parent Company amounted to NOK 154.2 million at the end of 2023, which was NOK 16.4 million lower compared to the end of 2022. As of 31 December 2023, 85% of the total liabilities (NOK 131.8 million) was subordinated loans from the Parent Company's ultimate controlling shareholders.

FINANCIAL RISKS

The Group's total risk exposure is analyzed and evaluated at corporate level. Risk evaluations are an integrated part in all business activities of the Group. In its daily activities, the Group is exposed to different types of financial risk (liquidity risk, credit risk, currency risk, fair value interest rate risk and cash flow interest rate risk); managing these is important and an integral part of the business activities of the Group. The Group companies' ability to identify, measure and control different risks is very important for the Group's stability and profitability.

Market Risk

At the end of 2023, the most significant operational and market risk of the Group was its exposure towards the logistics market. Several areas, where the Group's logistics companies have been operating over the past years, are influenced by the geo-political tension between Russia and Western countries following the war in Ukraine and the sanctions as well as insurgency affecting business climate in the case of our activities in Mozambique.

The impact of the war in Ukraine and the sanctions against Russia are having some impact on the Group. Primarily with respect to the logistics operation and ship management. However, and disregarding the absence of Russian related business, no significant impact on group level has materialized or is expected.

Liquidity Risk

The Group's objective is to have sufficient liquidity to be able to support current projects and ongoing business. The management monitors rolling forecasts of the Group's liquidity reserve (comprising cash and cash equivalents and undrawn borrowing facility) based on expected cash flows. The liquidity reserves are monitored at company level, at business segment level as well as at the Group level.

The working capital (current assets less current liabilities) increased by NOK 12.3 million in 2023, from NOK 22.3 million to NOK 34.6 million. The increase was mostly related to higher revenue in both logistics and ship management sub-groups. At the end of 2023, the Group's liquidity reserves increase from NOK 30.3 million to NOK 44.3 million (incl. also undrawn factoring and overdraft facilities in the total amount of NOK 8.1 million and NOK 9.7 million, respectively). The increase in liquidity reserve was related to net cash inflow from investing activities (dividends and capital repayment from an associated company and proceeds from the sale of subsidiaries), while the Group's operating cash flow was negative with NOK 8.8 million and NOK 1.8 million was used in financing activities.

At the end of 2023, the book value of the equity amounted to NOK (86.4) million (2022: NOK (91.1) million) and shareholders' contribution measured as equity (excluding minority interests) plus sub-ordinated loans provided by the shareholders equals NOK 45.3 million (2022: NOK 46.7 million).



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The Group's management is confident that the present areas of activities represent a strong foundation for further improvement of the Group's financial position. It is recognized that the liquidity situation requires particular focus and cost control at all levels in the Group. The repayment of loan receivables from Titlis AS, which is expected during the coming years will further improve the liquidity situation of the Group. If Titlis AS should fail to pay as now expected, the positive effect on the liquidity situation of the Group will be delayed (see also credit risk below).

Credit Risk

Credit risk involves the potential losses arising from the counterparty's inability to honor its financial obligations to the Group. The credit risk has been given high priority by the management and trade receivable balances are monitored on an ongoing basis to mitigate the Group's exposure to bad debts. The Group's main credit risk is related to a receivable of NOK 10.4 million from the sister company - Titlis AS. During 2023, Titlis has repaid in total NOK 2.3 million of payables. Furthermore, NOK 5.9 million of payables to Tschudi Shipping Company was settled in June 2023 against the Group's loan payable to its shareholder. Consequently, the loan receivables from Titlis have been reduced to NOK 7.9 million as per the date of this report despite the increase of loan receivables resulting from the sale of Tschudi Maritime Services from Tschudi Shipping Company to Titlis – see below. The outstanding receivables from Titlis was further reduced with NOK 2.6 million in June 2024 – see Note 16 to the Consolidated Financial Statements (Subsequent Events). At the end of 2023, there were no other significant credit risk concentrations.

The credit risk exposure towards Titlis AS is influenced by the general development in Kirkenes including the success of the effort to restart the mining operations. At the beginning of 2021, the shares of Sydvaranger Mining AS (a sub-holding company of the mining companies) were sold to a mining company - Tacora Resources Inc. (against payment in shares in Tacora) securing additional financing to fund the work towards the reopening of the mine. Orion Mine Finance acquired all shares in Sydvaranger Mining from Tacora Resources in February 2023 with the aim to accelerate the work towards a restart of the mining operation and securing a new owner of Sydvaranger Mining. A sale of Sydvaranger Mining AS to the Swedish mine developer Grangex was concluded early May 2024. Grangex is supported by one of the world's largest mining groups - Anglo American. This together with ongoing sales discussions for certain assets/land owned by the Titlis Group gives the management of the Group strong reasons to expect that the receivables due from Titlis AS will be repaid within the next couple of years.

OUTLOOK FOR 2024

As addressed in the 2022 Annual report, following the invasion of Ukraine, we decided to close our Russian subsidiary and denounce any new business involving Russia, while simultaneously seeking to phase out ongoing projects. The refusal of Russian business means lost business opportunities and lost revenue and we are now focusing on expanding our other business. However, it takes time to replace the business we are waiving and find new opportunities with similar potential. Hence, the financial performance of the Parent Company and the Group is weaker than desired. One business opportunity we have invested time and money to grow is within the wind energy sector. Both Tschudi Ship Management and Tschudi Logistics are actively engaged in this sector both separately and through joint projects. Even if the growth of this sector is less than envisaged by the politicians and the optimists, it is and will be growing. We will continue our work to continue to have a share of this expected positive future development. With our competence and experience we are well positioned to do so.



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During 2023, Tschudi Ship management has got new vessels under management while delivering some other re-activation, upgrade and conversion projects successfully to the owners. These same owners have trusted us with new projects and vessels which will have a positive impact on the financial performance of Tschudi Ship Management in 2024. Tschudi Logistics continues a positive development and early 2024 it again won an Anora tender for weekly cargo collection over much of Europe for groupage in Rotterdam and shipping to Norway in containers. This contract represents transportation of about 50% of the Wine and Spirit imported to Norway for retail sales. Tschudi Logistics has also maintained a good position in the project cargo market including services for the wind industry.

We expected that Tschudi Mozambique would see increased activity during 2023, as Total Energies was expected to announce a recommencement of its LNG project in the Cabo Delgado province during the year. This did not happen and following years of disappointment we now feel more uncertainty about the timing for the reopening of that project. Independent of that we bought out our local partner Energy Works in March 2024, and continue as 100% owner of the company, as the prospects of Tschudi Mozambique, when the Afungi project resumes at full pace, is very much dependent on the interaction with other Tschudi Group companies.

It should be noted that Tschudi Shipping Company AS has no external financial creditors. Most of the company's risk is related to operational risks, credit risks and political risk. The political risk is particularly related to the war in Ukraine and its wider implications. It is regrettably not foreseen that the Group's position towards Russia will change in foreseeable future.

As can be read from this Annual report and as also clearly stated during the last years, we have fully adopted the view that coping with ESG issues in a consistent and constructive way is of vital importance to any business. It has always been expected and urged by our owners that we take responsibility and act as a prudent corporate citizen. With the latest developments in the legislation, it will not be sufficient to have the right attitude and motivation and do the right things, we also need to document it properly. Fortunately, this change coincides with an evolution close to a revolution on the ICT side, which makes a host of new tools available. We are running our ICT and ESG projects in parallel, and this process is not only expected to change the way we work, but also the way we think and how we attack new challenges. We will continue to strive to measure and document our ESG efforts better and strive even more for continuous improvement based on facts and documentation. We shall continue to participate in good and constructive processes with other stakeholders, such as customers and subcontractors, aiming at making us all perform even better in this respect.

On a final note, it is in its place to repeat the statement from last year and the years before: "With roots back to 1883, the Tschudi Group of today is of course far from the same company as then. However, the values found in the company remain the same. We must continue to look forward and prepare for the future as expressed in our core value – proactivity while building on the two others: commitment and respect."

GOING CONCERN

Based on the above and further supported by the positive shareholders' contribution (consisting of equity attributable to the majority and subordinated shareholder's loan) and working capital as well as forecasted future cash flows of the Group, the Board confirms that the financial statements are prepared under the going concern assumption in accordance with the Norwegian Financial Reporting Act §3-3a.



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HUMAN RESOURCES AND THE WORKING ENVIRONMENT

The Tschudi Group's performance is based on a skilled and motivated global team, operating across various countries and business sectors.

The Group's Human Resource Policy covers employer liability, labor standards, and human rights in the workplace. We strive for all employees to reach their full potential in a safe and inclusive environment. Our goal is to offer equal opportunities and maintain a non-discriminatory policy in salaries, promotions, and employment.

All Group companies must adhere to ISO 45001:2018, emphasizing Occupational Health & Safety to prevent work-related injuries and illnesses, and promote safe and healthy workplaces.

The Group had 293 employees at the end of 2023, including 193 as crew active on board or with permanent agreements (i.e. crew on short contracts on shore leave not included) for external vessels under crew management (2022: 176 employees, incl. 74 of crew members). At Head Office, there were 4 full-time employees year-end 2023. The Board of Tschudi Shipping Company AS (TSC) consists of 3 male directors. Sick leave for TSC in 2023 was unchanged at 0,3% (2022: 0,3%). Our low sick leave is indicative of a positive and healthy work environment. Additionally, annual medical check-ups and insurance coverage are offered to employees.

Tschudi Logistics sub-group has a D&O insurance effective from 1 March 2023.

SHEQ, Sustainability (ESG), ICT and Cyber Security

Our business context continued changing during 2023. The ongoing rollout of EU/EEA legislation for sustainability, cyber security and more in member states continues to affect the Group and our businesses. We are affected indirectly and directly depending on the business sector, size and nationality. Actual consequences of the ongoing climate change are also becoming more visible, bringing new threats for consideration and action within our different businesses. However, changes also create opportunities if you are proactive and agile.

The historic overarching and strategic goal for the Group businesses to "Create long term value, whilst leaving a positive footprint" stands well also for the future. Strategic ICT resources added to the organization during 2023 elevated the ongoing ESG/ICT journey to a new level, turning it into the Tschudi Wave program in 2024 with emphasis on the importance of modern ICT solutions (including AI) to ensure future competitiveness, legislative compliance and sustainable and responsible business conduct. Actions and processes initiated resulted in an increase of our Microsoft Secure Score for the Tschudishipping.no tenant by 17% by year-end 2023.

Historic and more recent governance decisions enforced by our Corporate Policies requiring Group companies to be compliant with ISO 9001(QMS), ISO 14001(EMS), ISO 45001(OH&S) and ISO 27001(ISMS) creates the framework for development, implementation, monitoring and improvement of our integrated management systems across the group and opportunities for digitalization and modernization of our business processes. Continuation of the cross organizational Tschudi Group Management and ESG/ICT team meetings throughout 2023 allowed for management and follow up on group wide improvement initiatives.



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
The Group continues to have a proactive approach to safe and environmentally friendly operations with a particular focus on the safety of personnel both at sea and ashore, while providing customers with quality products and services. By complying with international conventions and standards as well as national and flag state regulations, all reasonable actions including provision of the right equipment, procedures and training is undertaken to prevent pollution and leaving a positive footprint from our operations.

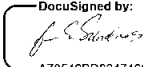
During 2023, no incidents resulting in damage to our own property were registered. For the Lost Time Injury Frequency (LTIF) we had one injury with LTIF 0.6 in Tschudi Ship Management, for Tschudi Shipping Company and the other subsidiaries it was zero.

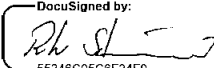
In 2023, the Tschudi Group donated to "Save the Children". This year, Tschudi Shipping Company became a member of the "Free Ukraine" organization. Membership fees and donations are financing equipment that directly supports the Ukrainian forces and civil defense.

More information about the Tschudi Group's ESG related policies and activities (including logistics companies) can be read here: <https://www.tschudigroup.com/esg-journey>.

Lysaker, 28 June 2024

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Felix Henry Tschudi
Chairman of the Board

DocuSigned by:

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Jon Edvard Sundnes
Member of the Board

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Peter Steiness Larsen
Member of the Board



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CONSOLIDATED INCOME STATEMENT

for the years ended 31 December

	Notes	2023	2022
		NOK'000	NOK'000
Revenue	3	503,969	402,651
Other operating income	3	1,135	11,243
Total operating income		505,104	413,894
Cost of sold goods and services	4	(439,776)	(355,307)
Administrative expenses	4	(59,648)	(52,957)
Other operating expenses	4	(806)	(1,792)
Total operating expenses		(500,230)	(410,056)
Operating profit before depreciation and amortization		4,874	3,838
Depreciation and amortization charges	7	(2,160)	(2,223)
Operating profit		2,714	1,615
Financial income	5	853	767
Financial expenses	5	(2,059)	(1,534)
Equity method gain / (loss)	8	4,431	(2,284)
Gain / (loss) from currency translations		(635)	205
Total net financial items		2,590	(2,846)
Profit / (loss) before taxes		5,304	(1,231)
Income tax expense	6	(1,918)	(1,938)
Profit / (loss) for the year		3,386	(3,169)
Attributable to:			
- shareholders of the Parent	11	3,388	(3,177)
- minority interests	11	(2)	8



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CONSOLIDATED BALANCE SHEET

as of 31 December

	Notes	2023	2022
		NOK'000	NOK'000
Non-current assets			
Software	7	843	146
Deferred tax asset	6	75	383
Intangible assets		918	529
Machinery (incl. mean of transport)		6,286	8,117
Other property, plant and equipment		1,150	1,238
Property, plant and equipment	7	7,436	9,355
Investments into shares	8	1,500	4,234
Long-term receivables from group companies	9	7,777	15,866
Other long-term receivables	9	3,293	4,257
Non-current financial assets		12,570	24,357
Total non-current assets		20,924	34,241
Current assets			
Inventories		297	226
Prepaid expenses		1,128	4,994
Non-financial current assets		1,425	5,220
Trade accounts receivable	9	51,538	41,798
Other short-term receivables	9	4,342	7,985
Current receivables		55,880	49,783
Cash and cash equivalents	10	24,754	18,398
Total current assets		82,059	73,401
Total assets		102,983	107,642



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Consolidated balance sheet (cont.)

as of 31 December

	Notes	2023	2022
		NOK'000	NOK'000
Equity			
Issued capital		15,460	15,460
Reserves		11,001	9,748
Accumulated losses		(112,910)	(116,237)
Equity attributable to shareholders of the Parent		(86,449)	(91,029)
Minority interests	2	-	(59)
Total equity	11	(86,449)	(91,088)
Non-current liabilities			
Deferred tax liability	6	-	153
Long-term provisions		-	153
Subordinated loan from shareholders		131,771	137,700
Other borrowings		10,250	9,746
Long-term payables	12	142,021	147,446
Total non-current liabilities		142,021	147,599
Current liabilities			
Borrowings	12	2,261	3,839
Trade accounts payable	13	20,958	22,588
Corporate income tax payable		695	843
Public duties payable		6,306	5,649
Other current liabilities	13	17,191	18,212
Total current liabilities		47,411	51,131
Total liabilities		189,432	198,730
Total equity and liabilities		102,983	107,642



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CONSOLIDATED CASH FLOW STATEMENT

for the years ended 31 December

	Notes	2023	2022
		NOK'000	NOK'000
Operating profit		2,714	1,615
Non-monetary adjustments of operating profit			
- depreciation and amortization charges	7	2,160	2,223
- gain on disposals of property, plant and equipment	3	(1,135)	(850)
- gain on disposals of subsidiaries	3, 4	-	(10,298)
- other adjustments		569	1,082
Changes in assets related to operating activities			
- change in trade and other receivables		(12,570)	11,777
- change in inventories and prepaid expenses		3,703	(2,802)
Changes in liabilities related to operating activities			
- change in trade and other payables		36	(9,413)
- change in other liabilities related to operating activities		(2,044)	2,353
Interests paid		(953)	(1,942)
Interests received		549	561
Income tax paid		(1,850)	(704)
Net cash flow used in operating activities		(8,821)	(6,398)
Purchases of property, plant and equipment and intangible assets	7	(1,263)	(2,093)
Proceeds from sales of property, plant and equipment	3, 7	2,110	1,451
Proceeds from the sales of subsidiaries, net of cash disposed	9	7,570	11,470
New loans granted and new deposits placed		(1,356)	(1,284)
Loans and deposits collected		2,576	1,082
Dividends and capital reduction received	8	6,973	-
Net cash flows from investing activities		16,610	10,626
Proceeds from borrowings	12	2,900	-
Repayments of borrowings		(3,696)	(3,586)
Change in overdraft and factoring		(985)	(295)
Net cash flows used in financing activities		(1,781)	(3,881)
Total net cash flow		6,008	347
Net foreign exchange difference		348	1,448
Cash and cash equivalents at the beginning of the year		18,398	16,603
Cash and cash equivalents at the end of the year	10	24,754	18,398



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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 Corporate information and the summary of significant accounting policies

Tschudi Shipping Company AS (hereinafter "the Parent Company") is a limited liability company incorporated and domiciled in Norway. The address of the main office is P.O. Box 86, 1325 Lysaker, Norway. The visiting address is Strandveien 50, 1366 Lysaker. The principal activities of Tschudi Shipping Company AS and its subsidiaries (hereinafter together "the Group") were mainly logistics and ship management in the reporting year. Information on the Group structure is provided in Note 2.

1.1 Basis on preparation

The consolidated financial statements of the Group for 2023 have been prepared in accordance with the Norwegian Accounting Act and generally accepted accounting principles in Norway. The consolidated financial statements have been prepared on a historical cost basis and are presented in Norwegian krone (NOK) rounding all values to the nearest thousand (NOK '000) except when otherwise indicated.

Going concern

The consolidated financial statements of the Group have been prepared under the going concern assumption. At the end of 2023, the Group's equity was negative at NOK 86 million, however the shareholders' contribution consisting of equity attributable to the shareholders of the Parent and subordinated loans from shareholders amounted to NOK 45 million. Working capital amounted to NOK 35 million and together with undrawn factoring and overdraft facilities the working capital amounted to NOK 44 million as of 31 December 2023.

The negative equity arose several years ago mostly from the shipping business. During last couple of years some important projects and transactions with significant positive impact on the Group's liquidity situation have materialized. Despite these positive developments the liquidity situation of the Group is still considered to be tight and has the full attention of the management. This position may be improved with continued positive development in the Group's business. The liquidity situation is also sensitive to changes to the underlying business conditions creating the basis for the cash flow forecasts, which may as an ultimate consequence have an impact on the going concern assumption. The management believes after the Tschudi Logistics Group has experienced positive development throughout 2022-2023, expanding both their workforce and geographical reach, the increased customer base of Tschudi Ship management it is appropriate to use the going concern assumption in preparing the current consolidated financial statements.

1.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of Tschudi Shipping Company AS and its subsidiaries as of 31 December each year. For the purposes of consolidation, the financial statements of subsidiaries are prepared for the same reporting year as of the Parent, using consistent accounting policies. If a subsidiary uses accounting policies other than those adopted in the consolidated financial statements for the same type of transactions and events in similar circumstances, appropriate adjustments are made to its financial statements in preparing the consolidated financial statements.

All intra-group transactions, balances, income and expenses and unrealized profits on transactions between the Group companies are eliminated in full. Unrealized losses are eliminated unless costs cannot be recovered.

The purchase method is applied when accounting for business combinations. Companies which have been bought or sold during the year are included in the consolidated financial statements from the date when control is achieved and until the date when control ceases.



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The minority interests represent the proportion of profit or loss and net assets not held by the Group and are presented separately in the income statement and within equity in the consolidated balance sheet, separately from parent shareholders' equity. Losses are attributed to the minority interest even if that results in a deficit balance. Gains and losses from transactions with minority interests are recorded directly in equity.

If the Group loses control over a subsidiary, it derecognizes the assets and liabilities of the subsidiary, the carrying amount of any minority interest and the cumulative translation differences, which were recorded in equity, recognizes the fair value of the consideration received, fair value of any investments retained and any surplus or deficit in profit or loss and reclassifies the Parent's share of components previously directly recognized in equity to profit or loss. Gains and losses from the sales of subsidiaries are presented under other operating income or other operating expenses.

1.3 Foreign currency translation

The accounting currency (functional currency) of the Parent Company is Norwegian krone (NOK). The entities in the Group operate in markets with different currencies. Each entity in the Group determines its own functional currency based on its primary economic environment in which the entity operates (functional currency of each entity is disclosed in Note 2).

Items included in the financial statements of each entity are measured using that functional currency. Transactions in currencies other than the functional currency (i.e., in foreign currencies) are initially recorded at the functional currency rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rate of exchange at the balance sheet date, and all changes are taken into profit or loss. Non-monetary items that are measured at historical costs in a foreign currency are translated using the exchange rate at the date of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

The presentation currency of the consolidated financial statements of the Group is the functional currency of the Parent Company - NOK. As of the reporting date, the assets and liabilities of the Group companies with functional currency other than NOK are translated into the presentation currency of the Group at the rate of exchange at the balance sheet date and their income statements are translated at the weighted average exchange rates for the year. The exchange differences arising on the translation are recognized in currency translation reserve within equity.

In 2023 and 2022, the weighted average and year-end closing exchange rates for the most significant currencies of the Group were as follows:

	Year 2023		Year 2022	
	Average rate	Year-end rate	Average rate	Year-end rate
NOK/EUR	11.416694	11.240500	10.108716	10.513800
NOK/USD	10.561869	10.172400	9.621334	9.857300
NOK/SEK	0.996453	1.013000	0.950323	0.945300
NOK/DKK	1.532259	1.508200	1.358786	1.413800

On disposal of a foreign operation (either as a subsidiary or as a business / main asset(s)), the currency translation reserve relating to that particular foreign operation is recognized in the income statement.



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1.4 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, net of value added tax, commission fees and discounts. The following specific criteria must also be met before revenue is recognized:

- management fee income and revenue from the sale of other services (including logistics companies' revenue) are recognized in the period the services are provided;
- revenue from the sale of goods is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on the delivery of the goods;
- rental income arising from operating leases is accounted for on a straight-line basis over the lease terms.

1.5 Corporate income tax

For the Parent Company and its subsidiaries not listed separately below the following is applicable:

Corporate income tax of the Parent Company and its subsidiaries (except for the Estonian subsidiaries) consists of current income tax and deferred income tax.

The company's net profit adjusted by temporary and permanent differences as determined in the income tax acts is subject to current income tax. In 2022 and 2023, the tax rate for Norwegian companies was 22%. Tax rates for other companies of the Group were from 9 to 22%.

Deferred income tax is recognized using the liability method on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred income tax assets are recognized to the extent that it is probable that unused tax credits and unused tax losses can be utilized against future taxable profit. Deferred income tax is measured at tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on the tax rates and tax acts that have been enacted or substantively enacted at the reporting date. Deferred income tax assets and liabilities are offset if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and/or the same taxation authority.

Subsidiaries registered in Estonia

According to the Estonian Income Tax Act, the company's net profit is not subject to income tax, but all dividends paid by the company are subject to income tax. The income tax rate was 25% of net dividends paid out in 2023 and 2022. Thus, there are no temporary differences between the tax bases and carrying amounts of assets and liabilities that may cause deferred income tax. The potential tax liability of the Estonian subsidiaries of the Group related to the distribution of their retained earnings as dividends is not recorded in the balance sheet but disclosed in notes to the consolidated financial statements. The amount of the potential tax liability related to the distribution of dividends depends on when, how much and from which sources the dividends are paid out. Corporate income tax arising from the dividends is accounted for as an expense in the period when dividends are declared.

1.6 Investments into shares

Associated companies are investments into shares with ownership between 20% and 50% (representing a significant influence over the investee). The Group's investments in its associate companies accounted for using the equity method. Under the equity method, the investment in an associate company is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the associate company since the acquisition date.

Portfolio investments are investments into shares with ownership less than 20%. Portfolio investments are carried at cost less impairment, if any. The amount of the impairment loss as well as gain or loss from the sale is recognized under other financial items in the income statement.



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1.7 Property, plant and equipment

Property, plant and equipment (PPE) are initially recognized at cost, containing the purchase price, including non-refundable duties / taxes and direct acquisition costs related to making the asset ready for use. Direct day-to-day maintenance and servicing costs are expensed when incurred, whereas improvements and upgrading are assigned to the acquisition cost.

After recognition, an item of PPE is carried at its cost less any accumulated depreciation and any accumulated impairment losses. Depreciation is calculated on a straight-line basis over the useful life of the assets taking residual values into consideration. The estimated useful lives of the assets are as follows:

- | | |
|---|------------|
| - Means of transport and other equipment | 3-10 years |
| - Other items (IT items, furniture, etc.) | 1-5 years |

At each reporting date, the Group assesses whether there is any indication that property, plant and equipment may be impaired. If any such indication exists, the Group makes an estimate of the asset's recoverable amount. Impairment charges are recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. At each reporting date it is also assessed whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years.

An item of PPE is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising from derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement in the year the asset is derecognized.

1.8 Inventories

Inventories are recorded at the acquisition cost containing the purchase price, non-refundable taxes and direct transportation costs related to the purchase, less discounts. Inventories are measured using the FIFO principle. After initial recognition, inventories are valued at lower of cost and net realizable value.

1.9 Trade accounts receivable and other receivables

Trade accounts receivable and other receivables are carried at amortized cost using the effective interest rate method (which equals to their nominal value for most of receivables of the Group), less impairment. Impairment allowance for doubtful receivables is based on an individual assessment of the different receivables and any impairment loss from receivables other than granted loans is recognized under operating expenses and impairment loss from granted loans is recognized under financial expenses. Interest income from loan and other receivables is recognized as interest accrues (under financial income) to the extent that it reflects the effective yield on the asset.

Receivables, which are due and expected to be collected within one year, are presented under current assets and other receivables under non-current assets.

1.10 Cash and cash equivalents and cash flow statement

In the balance sheet and cash flow statement, cash and cash equivalents are highly liquid funds with low variation in value, such as cash in hand, cash at bank demand accounts and short-term deposits with an original maturity of three months or less. The cash flow statement is presented using the indirect method.



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1.11 Financial liabilities, excluding derivatives

Financial liabilities are initially accounted for at their acquisition cost consisting of the fair value of the amounts received thereof. After initial recognition, financial liabilities are measured at their amortized cost using the effective interest rate method. Transaction costs are taken into consideration upon calculating the effective interest rate and charged to expenses over the term of the financial liability.

Financial liabilities, which are due within one year, are presented under current liabilities and other financial liabilities are presented under non-current liabilities.

Gains and losses are recognized in the income statement when the liabilities are derecognized as well as through the amortization process, except for gain from debt forgiveness, which is recorded directly in equity. Borrowing costs are recognized as an expense when incurred and presented under "financial expenses" in the income statement, except for borrowing costs related to the financing of the assets constructed for own use which are capitalized as part of the cost of the respective assets (from the launch of construction until the completion of works).

1.12 Leases

Leases which transfer to a lessee substantially all the risks and benefits incidental to ownership of the leased asset are classified as finance leases. Other lease agreements are treated as operating leases.

Finance leases are capitalized at the inception of the lease at the fair value of the leased assets or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Capitalized leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term.

Operating lease payments are recognized as an expense in the income statement on a straight-line basis over the lease term.

1.13 Pensions and other employee benefits

The Group has defined contribution pension plans. For these plans, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognized as an employee benefit expense when they are due.



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NOTE 2 Group structure

The Group has an ownership in the following subsidiaries (subsidiaries, which were dormant both at the end of 2023 and 2022, have not been listed below):

Name of companies	Country of registration	Main activity	Currency	Interests %
				at 31.12.23 / (31.12.22)
Tschudi Logistics Holding AS	Norway, Lysaker	Holding	NOK	100 / (100)
Tschudi Logistics OY	Finland, Turku	Logistics	EUR	100 / (100)
Tschudi Logistics AS ³	Norway, Oslo	Forwarding	NOK	100 / (100)
Tschudi Logistics B.V.	Netherlands, Rotterdam	Logistics	EUR	100 / (100)
Tschudi Logistics A/S	Denmark, Aarhus	Logistics	DKK	100 / (100)
Tschudi Logistics AB	Sweden, Göteborg	Logistics	SEK	100 / (100)
Tschudi Logistics OÜ	Estonia, Tallinn	Logistics	EUR	100 / (100)
Tschudi Logistics Sp. z o.o.	Poland, Szczecin	Logistics	PLN	100 / (100)
Tschudi Tanzania Ltd	Tanzania	Logistics	TZS	100 / (100)
Tschudi Road Transport OÜ	Estonia, Tallinn	Road transport	EUR	100 / (100)
Tschudi Ship Management AS	Estonia, Tallinn	Ship management	USD	100 / (100)
TSM Holland B.V.	Netherlands, IJmuiden	Crew management	EUR	100 / (100)
Tschudi Ship Management Ukraine Ltd	Ukraine, Odessa	Crew management	USD	100 / (100)
Tschudi Ship Management IOM Ltd	Isle of Man	Crew management	USD	100 / (100)
Tschudi Ship Management Sp. z o.o.	Poland, Szczecin	Crew management	PLN	100 / (100)
Tschudi Ship Management ApS	Denmark, Aarhus	Crew management	DKK	100 / (100)
Tschudi Portuguesa, Unipessoal LDA ²	Portugal, Madeira	Crew management	EUR	100 / (-)
Tschudi Arctic Transit AS	Norway, Lysaker	STS operations	NOK	100 / (100)
Tschudi Arctic Protection AS ¹	Norway, Lysaker	Safety in ports	NOK	100 / (88)
Tschudi Personnel Service OÜ	Estonia, Tallinn	Manning	EUR	100 / (100)
Tschudi Financial Services AS	Norway, Lysaker	Accounting service	NOK	100 / (100)
Tschudi Financial Services OÜ	Estonia, Tallinn	Group services	EUR	100 / (100)

¹ The negative minority interests recorded in the Group's equity at the end of 2022 was fully related to Tschudi Arctic Protection AS. At the end of 2023, the Group purchased the minority interests in Tschudi Arctic Protection AS for NOK 1 and the book value of minority interests of NOK 61,000 was transferred to accumulated losses under equity attributable to shareholders of the Parent.

² At the end of 2023, the Group established a fully owned subsidiary in Portugal.

³ Tschudi Lines AS and Tschudi Projects Transport AS were merged with Tschudi Logistics AS without issuing any new shares and with effective date 1 January 2023.

Changes in the Group structure in 2022

In November 2022, the Group sold its ownership in Tschudi Marine Service AS to its sister company (Titlis AS). The Group recognized a gain of NOK 7,239,000 from the transaction in 2022. The sale price receivable was immediately converted to a long-term interest-bearing loan agreement (see also Note 9).

In addition to the gain from the sale transaction described above, the Group also had an additional gain from the sale of the shares of Tschudi Tank Transport OY of NOK 3,154,000, which represents the change in the estimation of the earn-out price component in 2022.



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NOTE 3 Revenue and other operating income

for the years ended 31 December

The Group's revenue has been generated from the following activities and in the following countries (based on the location of the Group's companies):

	2023	2022
	NOK'000	NOK'000
Logistics revenue	358,286	333,187
Ship management revenue	138,981	59,457
LNG STS operations and other arctic activities revenue	-	2,759
Other services provided	6,438	6,171
Lease income	264	637
Sale of goods	-	440
Total revenue by businesses	503,969	402,651
Norway	136,414	122,165
Denmark and Sweden	173,050	120,678
Estonia	129,674	89,624
Finland	51,421	53,327
Other European countries	11,919	16,496
Other countries	1,491	361
Total revenue by geographical areas	503,969	402,651

The Group's other operating income consists of the following items:

	2023	2022
	NOK'000	NOK'000
Gain from property, plant and equipment	1,135	850
Gain from disposal of subsidiaries (Note 2)	-	10,393
Total other operating income	1,135	11,243

NOTE 4 Operating expenses

for the years ended 31 December

	2023	2022
	NOK'000	NOK'000
Services purchased (incl. logistics subcontractors)	(283,516)	(266,936)
Personnel expenses regarding crew (Note 4.1)	(103,848)	(40,013)
Personnel expenses regarding other employees (Note 4.1)	(39,130)	(34,242)
Lease of assets	(1,711)	(1,488)
Other expenses	(11,571)	(12,628)
Total cost of sold goods and services	(439,776)	(355,307)



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	2023	2022
	NOK'000	NOK'000
Personnel expenses (Note 4.1)	(33,945)	(31,043)
Office related expenses	(12,776)	(10,899)
Advisory services and other similar fees	(6,027)	(4,809)
Other expenses	(6,900)	(6,206)
Total administrative expenses	(59,648)	(52,957)

In 2023, different audit-related services in the total amount of NOK 1,631,000, including NOK 1,617,000 for financial audit, were purchased from external financial auditors of the Group's companies. In 2022, the respective fees amounted to NOK 1,469,000 and NOK 1,437,000.

In 2023, the Group had NOK 6,543,000 of operating lease expense regarding warehouse and office premises and NOK 1,038,000 regarding cars, vehicles and machinery (2022: NOK 6,092,000 and NOK 1,107,000, respectively). Operating lease agreements are valid for up to 3 years and some of these are cancellable with 3-6 months notices.

There were no research and development expenses in 2023 and 2022.

	2023	2022
	NOK'000	NOK'000
Impairment loss of trade accounts receivable	(806)	(1,697)
Loss from liquidation of a subsidiary	-	(95)
Total other operating items	(806)	(1,792)

4.1. Personnel expenses

The Group had 293 employees at the end of 2023, including 193 as crew active on board or with permanent agreements for external vessels under crew management (2022: 176 employees, incl. 74 of crew members). Personnel expenses, which have been presented under different lines of income statement, consisted of the following components:

	2023	2022
	NOK'000	NOK'000
Wages and salaries	(156,107)	(89,757)
Social security taxes / National Insurance	(12,472)	(10,317)
Pensions – defined contribution plans	(4,430)	(3,072)
Other personnel expenses (travel, provisioning onboard, training, etc.)	(3,914)	(2,152)
Total personnel expenses, incl. expenses presented under ...	(176,923)	(105,298)
... cost of sold goods and services	(142,978)	(74,255)
... administrative expenses	(33,945)	(31,043)



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Remuneration paid to the key management members:

Remuneration to the key management members of the Group, including Managing Director and the Board Members of the Parent Company and managing directors of the most significant subsidiaries, amounted to NOK 8,593,000 in 2023 and NOK 7,366,000 in 2022. Key management members are included in the Group's pension plans. Some key management personnel have in their employment agreements post-employment benefit rights, which entitles them under certain conditions to receive salaries for a period from 9 to 21 months after the end of employment period.

NOTE 5 Financial income and expenses

for the years ended 31 December

	2023	2022
	NOK'000	NOK'000
Interest income from sister companies	587	585
Interest income from bank accounts and other parties	266	182
Total financial income	853	767
Interest expenses (mostly to financial institutions)	(956)	(704)
Impairment losses of long-term loans	(1,103)	(830)
Total financial expenses	(2,059)	(1,534)

NOTE 6 Income tax

In 2023, income tax expense recognized in income statement amounted to NOK (1,918,000), consisting of NOK (1,731,000) of current income tax and NOK (187,000) of deferred income tax from temporary differences between accounting and tax basis (2022: NOK (1,938,000), NOK (1,594,000) and NOK (344,000), respectively).

Reconciliation between tax expense and the product of accounting profit multiplied by Norway's domestic tax rate for the years ended 31 December was as follows:

	2023	2022
	NOK'000	NOK'000
Accounting profit / (loss) before income tax	5,304	(1,231)
At Norway's statutory income tax rate of 22%	(1,167)	271
Effect of different tax rates in other countries than Norway	(46)	167
Changes in unrecorded tax losses	(2,279)	(4,147)
Income, gains and losses not subject for corporate income tax ¹	2,063	1,949
Non-deductible expenses	(261)	(178)
Income tax paid in relation to dividends in Estonian subsidiaries (Note 1.5)	(228)	-
At the effective income tax rate of 36% (2022: (157)%)	(1,918)	(1,938)

¹ mostly related to gain/(loss) from the sales of shares and net profit / (loss) of subsidiaries, where profit is not taxable (Note 1.5).



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Deferred income tax asset / (liability) as of 31 December related to the following:

	2023	2022
	NOK'000	NOK'000
Losses carried forward	16,124	14,585
Receivables	821	766
Property, plant and equipment and intangible assets	16	14
Total deferred tax asset	16,961	15,365
Property, plant and equipment and intangible assets	(90)	(106)
Gains carried forward	(583)	(729)
Total deferred tax liability	(673)	(835)
Impairment of deferred tax asset¹	(16,213)	(14,300)
Net deferred tax asset / (liability)	75	230
- presented as deferred tax asset	75	383
- presented as deferred tax liability	-	(153)

¹ Impairment of deferred tax asset is mostly related to tax losses carried forward of companies of the Group, where there are uncertainties of when and to which extent these can be utilized against future taxable profit. The Group has tax losses carried forward in the amount of NOK 75,499,000 (2022: NOK 69,611,000). These losses are available indefinitely (except for NOK 5,304,000 of tax losses, which can only be used during next 5 years; 2022: NOK 6,940,000) for offset against future taxable profits of the companies in which the losses arose or, if possible, through group contributions.

NOTE 7 Property, plant and equipment and intangible assets

for the years ended 31 December

	Machinery & equipment	Other assets	Total PPE	Software
	NOK'000	NOK'000	NOK'000	NOK'000
COST				
as of 31 December 2022	14,642	5,751	20,393	10,353
Purchases and improvements	357	212	569	733
Disposals (write offs and sales)	(4,296)	(539)	(4,835)	(2,256)
Exchange differences	1,060	156	1,216	712
as of 31 December 2023	11,763	5,580	17,343	9,542



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	Machinery & equipment	Other assets	Total PPE	Software
	NOK '000	NOK'000	NOK'000	NOK'000
ACCUMULATED DEPRECIATION AND AMORTIZATION				
as of 31 December 2022	(6,525)	(4,513)	(11,038)	(10,207)
Depreciation and amortization charge	(1,811)	(318)	(2,129)	(31)
Disposals (write offs and sales)	3,321	539	3,860	2,256
Exchange differences	(462)	(138)	(600)	(717)
as of 31 December 2023	(5,477)	(4,430)	(9,907)	(8,699)
BOOK VALUE				
as of 31 December 2022	8,117	1,238	9,355	146
as of 31 December 2023	6,286	1,150	7,436	843

NOTE 8 Investments into shares

The Group has an ownership in the following companies:

	2023	2022
	NOK'000	NOK'000
Boreal Maritim AS (- / 37%)	-	2,734
Tschudi Mozambique (49%)	-	-
Others	-	-
Total associated companies	-	2,734
Portfolio investments	1,500	1,500
Total investments into shares	1,500	4,234

In 2023, equity method gain from Boreal Maritim AS was recorded in the amount of NOK 4,431,000 (2022: NOK 2,284,000 of loss). The shares of Boreal Maritim AS were sold at the end of 2023 (sale price equal to the book value of shares is collectible in 2024) and before the sale transaction the associated company paid to the Group dividends and capital reduction in the total amount of NOK 7 million.

NOTE 9 Receivables

as of 31 December

	2023	2022
	NOK'000	NOK'000
Receivable for the sale of shares of subsidiaries	7,777	15,866
Total long-term receivables from group companies	7,777	15,866



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Receivable for shares arose partly in 2017 from the sale of shares of Tschudi Kirkenes AS (together with receivables from / payables to the company and its subsidiaries) and partly in 2022 from the sale of shares of Tschudi Marine Service AS (Note 2). The balance amounted to NOK 15,866,000 at the end of 2022. NOK 2,263,000 of the receivable was collected in cash in 2023 and NOK 5,826,000 was settled together with outstanding interests against the Group's subordinated loan payable to a shareholder. As of 31 December 2023, the receivable for shares of Tschudi Marine Services AS amounted to NOK 7,777,000. Receivable for shares is denominated in NOK and is due in January 2027; however, the balance was partly settled in April 2024 – see Note 16.

	2023	2022
	NOK'000	NOK'000
Loans receivable from associated companies	-	2,562
Long-term deposits	2,709	1,406
Other receivables	584	289
Total other long-term receivables	3,293	4,257
Trade accounts receivable from external parties	49,808	42,165
Trade accounts receivable from the parent and sister companies	3,039	1,562
Trade accounts receivable from other related parties	1,517	1,927
Allowance for impairment of trade accounts receivable	(2,826)	(3,856)
Total trade accounts receivable	51,538	41,798
Accrued income	1,929	1,208
VAT refundable	1,829	1,668
Other receivables ¹	584	5,109
Total other short-term receivables	4,342	7,985

¹ At the end of 2022, other receivables included earn-out receivable from the sale of Tschudi Tank Transport Oy in the total amount of NOK 4.7 million, which was collected in 2023.

NOTE 10 Cash and cash equivalents

as of 31 December

	2023	2022
	NOK'000	NOK'000
Cash in hand	12	12
Restricted cash	705	941
Demand and overnight deposits in banks	24,037	17,445
Total cash and cash equivalents	24,754	18,398

As of 31 December 2023, NOK 700,000 of the restricted cash could be used only for employee tax obligations and was deposited in separate bank accounts (2022: NOK 940,000).



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NOTE 11 Equity

for the years ended 31 December

As of 31 December 2023, the issued capital in the amount of NOK 15,460,000 consisted of 10,000 ordinary shares with NOK 1,546 of nominal value per share. There were no changes in the number of shares or the amount of issued capital in 2022 and 2023. All shares are ultimately owned by Felix Henry Tschudi and his children and are fully paid in. Glarona AS, which is owned by Felix Henry Tschudi and his children, has controlling ownership (51%) and Felix Henry Tschudi also owns directly 49% in Tschudi Shipping Company AS.

	Equity attributable to shareholders of the Parent				Minority interests (Note 2)	Total equity
	Issued capital	Reserves ¹	Accumulated losses	Total		
	NOK'000	NOK'000	NOK'000	NOK'000		
Balance as of 31.12.2021	15,460	8,801	(113,060)	(88,799)	(67)	(88,866)
Net loss for the year	-	-	(3,177)	(3,177)	8	(3,169)
Change in currency reserve	-	947	-	947	-	947
Balance as of 31.12.2022	15,460	9,748	(116,237)	(91,029)	(59)	(91,088)
Net profit for the year	-	-	3,388	3,388	(2)	3,386
Change in currency reserve	-	1,253	-	1,253	-	1,253
Purchase of minority interests (Note 2)	-	-	(61)	(61)	61	-
Balance as of 31.12.2023	15,460	11,001	(112,910)	(86,449)	-	(86,449)

¹ Reserves include currency translation reserve regarding foreign businesses

NOTE 12 Borrowings

as of 31 December

	2023	2022
	NOK'000	NOK'000
Subordinated shareholders' loans ²	131,771	137,700
Other loans payable to a shareholder ³	7,617	5,732
Drawn balance of overdraft and factoring ¹	211	1,004
Financial lease liability	4,683	6,849
Total borrowings	144,282	151,285
incl. due in next year	2,261	3,839
incl. due after one year but before five years	142,021	147,230
Incl. due after five years	-	216



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¹ at the end of 2023, the Group had undrawn working capital facilities in the amount of NOK 9,684,000.

² interest was waived in 2023 and 2022; loans are due in 2025; NOK 5,929,000 was settled against long-term receivables and related interests in 2023 (see Note 9).

³ no interests in 2023 and 2022, except for loan payable to the parent company (Glarona AS) received at NOK 2.9 million in 2023; NOK 3.6 million is due in 2025 and the remaining balance is finally due in 2031 with biannual repayments.

At the end of 2023, the Group's companies were in compliance with covenants of various loan and lease agreements.

As of 31 December 2023, receivables with book value of NOK 35,033,000 were pledged to secure loan liabilities (overdraft arrangements).

Finance leases

as of 31 December

	2023	2022
	NOK'000	NOK'000
Future minimum lease payments for the following periods:		
No later than 1 year	1,809	2,602
Later than 1 year but no later than 5 years	3,515	4,720
Later than 5 years	-	221
Total	5,324	7,543
Future finance charges on finance leases	(641)	(694)
Present value of future minimum lease payments:	4,683	6,849
No later than 1 year	1,743	2,537
Later than 1 year but no later than 5 years	2,940	4,146
Later than 5 years	-	166

The Group has purchase options or obligations on assets under finance lease terms. Lease liabilities are effectively secured as the rights to the asset revert to the lessor in the event of default.

As of 31 December 2023, the book value of assets under finance lease terms amounted to NOK 5,535,000 (2022: NOK 7,257,000) - truck, trailers and cars recognized under property, plant and equipment (Note 7). Annual depreciation of leased assets amounted to NOK 1,589,000 in 2023 (2022: NOK 1,532,000).

NOTE 13 Trade accounts and other payables

As of 31 December

	2023	2022
	NOK'000	NOK'000
Trade accounts payable to external suppliers	18,406	19,832
Trade accounts payable to the parent and sister companies	2,437	2,714
Trade accounts payable to other related parties	115	42
Total trade accounts payable	20,958	22,588



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	2023	2022
	NOK'000	NOK'000
Payable to employees (incl. crew)	12,005	10,210
Other accrued expenses	4,124	5,444
Other payables	717	169
Prepayments from customers / deferred gains	345	2,389
Total other current payables and customers' prepayments	17,191	18,212

NOTE 14 Off-balance sheet items

14.1 Income tax on dividends of Estonian subsidiaries

As of 31 December 2023, the distributable retained earnings of the Group's subsidiaries registered in Estonia were NOK 11,703,000 – determined based on the Estonian generally accepted accounting principles. The maximum possible income tax liability as of 31 December 2023, which would become payable if retained earnings were fully distributed, is NOK 2,341,000. The assumption, that distributable dividends and related income tax together cannot exceed the amount of retained earnings as of 31 December, was used for the calculation of the maximum income tax liability. Further information on the Estonian income tax regulation has been disclosed in Note 1.5.

14.2 Other off-balance sheet items

As of 31 December 2023, the Group had several bank accounts with the total balance of NOK 4,015,000, which are recorded as off-balance sheet items, as these are cash of the Group's customers and used only for rendering ship-management services to vessels (running cost which are the ship-owners' expenses and are not recorded in the Group's books, but paid directly from these bank accounts).

NOTE 15 Transactions with related parties

In 2023 and 2022, the Group had transactions with the following related parties:

- Felix H. Tschudi, Edle Tschudi and Henry Tschudi – the ultimate owners of the parent Company – and their family members;
- Glarona AS – the parent company;
- Titlis AS and its subsidiaries – sister companies;
- associated companies;
- companies controlled by ultimate owner.

The following transactions were carried out with the related parties:

	2023	2022
	NOK'000	NOK'000
<u>Revenue from related parties:</u>		
Management, financial and IT income from Glarona AS and the Titlis group	3,242	2,742
Financial services income from associated companies and companies controlled by the ultimate owner	271	587
Lease income from associated companies	137	434
Other income from the Titlis group and associated companies	72	74
Reimbursed expenses (mostly travel expenses)	533	519



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CONSOLIDATED FINANCIAL STATEMENTS

TSCHUDI SHIPPING COMPANY AS

	2023	2022
	NOK'000	NOK'000
<u>Purchases from / payments to related parties:</u>		
Office lease and running expenses from the Titlis group	(1,567)	(1,470)
Property lease from a member of the Tschudi family	(274)	(241)
Management and IT service from Glarona AS	(651)	(751)
Logistics services purchased from an associated company and Titlis group	(84)	(714)
<u>Financing activities:</u>		
Loan repayments from the Titlis group	-	1,080
Loans granted to associated companies	(1,087)	(1,270)
Loan repayments from associated companies	2,562	-
Loan received from parent company	2,900	-
Repayment to the ultimate owner and his family member	(1,015)	(1,386)
Interest income from the Titlis group and associated companies	726	646
Interest expense to the parent company	(106)	-

Sales of shares to a sister company and collection of related receivables have been disclosed in Note 2 and 9.


NOTE 16 Subsequent events

In March 2024, the Group increased its ownership in Tschudi Mozambique from 49% to 100%.

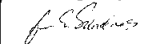
In April 2024, 100% ownership of the subsidiary ESCO Kinnisvara OÜ was purchased from a sister company of the Group. At the same time the Group also took over the sister company's loan payable to ESCO Kinnisvara OÜ. The net purchase price at NOK 2.6 million was immediately settled against the Group's receivable for shares of Tschudi Marine Services AS (Note 9).

Approval of the consolidated financial statements

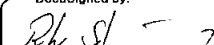
Lysaker, 28 June 2024

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Felix Henry Tschudi
Chairman of the Board

DocuSigned by:

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Jon Edvard Sundnes
Member of the Board

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Peter Steiness Larsen
Member of the Board



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ANNUAL REPORT 2023
SEPARATE FINANCIAL STATEMENTS OF THE PARENT COMPANY

TSCHUDI SHIPPING COMPANY AS

SEPARATE FINANCIAL STATEMENTS OF THE PARENT COMPANY

INCOME STATEMENT

for the year ended 31 December

	Note	2023	2022
		NOK'000	NOK'000
Revenue	2	6,249	6,351
Total operating income		6,249	6,351
Personnel expenses	3	(6,717)	(10,284)
Depreciation and amortization	6	(27)	(35)
Other operating expenses	4	(13,972)	(11,050)
Total operating expenses		(20,716)	(21,369)
OPERATING PROFIT / (LOSS)		(14,467)	(15,018)
Financial income from subsidiaries and associates	7	14,555	13,103
Impairment loss of financial assets ("–"; reversal of loss "+")	7	4,539	(811)
Interest income	5	779	664
Interest expenses and similar charges	5	(672)	(756)
Net foreign currency exchange gain / (loss)		(522)	(266)
Total financial items		18,679	11,934
PROFIT / (LOSS) BEFORE INCOME TAX EXPENSE		4,212	(3,084)
Income tax expense	8	-	-
NET PROFIT / (LOSS) FOR THE YEAR		4,212	(3,084)
Allocated to / (covered by):			
- other equity	12	4,212	(3,084)



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ANNUAL REPORT 2023
SEPARATE FINANCIAL STATEMENTS OF THE PARENT COMPANY

TSCHUDI SHIPPING COMPANY AS

BALANCE SHEET

as of 31 December

Note	2023	2022
	NOK'000	NOK'000
NON-CURRENT ASSETS		
Software and trademarks	13	26
Fixtures and fittings, office machinery	649	663
Total tangible and intangible assets	662	689
Investments into subsidiaries and associates	30,472	29,413
Long-term loans receivable from group companies	7,817	15,906
Other long-term receivables	1,121	3,675
Total financial assets	39,410	48,994
TOTAL NON-CURRENT ASSETS	40,072	49,683
CURRENT ASSETS		
Short-term receivables from group companies	15,713	20,098
Trade accounts receivable from external parties	445	429
Other receivables	378	65
Prepaid expenses	217	204
Total receivables and prepaid expenses	16,753	20,796
Cash and bank accounts	2,190	755
Total cash and cash equivalents	2,190	755
TOTAL CURRENT ASSETS	18,943	21,551
TOTAL ASSETS	59,015	71,234



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ANNUAL REPORT 2023
SEPARATE FINANCIAL STATEMENTS OF THE PARENT COMPANY

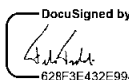
TSCHUDI SHIPPING COMPANY AS

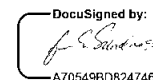
Balance sheet (cont.)

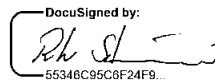
as of 31 December

	Note	2023	2022
EQUITY		NOK'000	NOK'000
Share capital		15,460	15,460
Total paid-in capital		15,460	15,460
Other equity		(110,644)	(114,856)
Total other equity		(110,644)	(114,856)
TOTAL EQUITY	12	(95,184)	(99,396)
LIABILITIES			
Subordinated loans payable to shareholders	14	131,771	137,700
Other long-term loans payable to related parties	14	4,642	5,232
Long-term loan payables to group companies	13	8,453	16,875
Total long-term payables		144,866	159,807
Short-term payables to group companies	13	7,209	8,358
Other borrowings	14	500	500
Trade accounts payable to external parties		416	282
Public duties payables		454	741
Other short-term payables		754	942
Total short-term payables		9,333	10,823
TOTAL LIABILITIES		154,199	170,630
TOTAL EQUITY AND LIABILITIES		59,015	71,234

Lysaker, 28 June 2024

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Felix Henry Tschudi
Chairman of the Board

DocuSigned by:

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Jon Edvard Sundnes
Member of the Board

DocuSigned by:

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Peter Steiness Larsen
Member of the Board



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ANNUAL REPORT 2023
SEPARATE FINANCIAL STATEMENTS OF THE PARENT COMPANY

TSCHUDI SHIPPING COMPANY AS

CASH FLOW STATEMENT

for the year ended 31 December

Note	2023	2022
	NOK'000	NOK'000
Cash flows related to operating activities		
Operating profit / (loss)	(14,467)	(15,018)
Non-monetary adjustments of operating profit / (loss)		
- depreciation and amortization	27	35
- net gain / (loss) from foreign exchange differences	(427)	(216)
Change in receivables related to operating activities	(2,812)	(525)
Change in payables related to operating activities	650	2,902
Net cash flow used in operating activities	(17,029)	(12,822)
Cash flows related to investing activities		
Collected loan receivable	2,562	1,080
New loans granted	(616)	(4,058)
Proceeds from sale of shares	9	6,949
Other investments	7	(56)
Group contributions and dividends received	7, 9	12,270
Interests received	465	525
Net cash flow from investing activities	16,901	4,440
Cash flows related to financing activities		
Proceeds from new borrowings	13	2,900
Repayments of borrowings	13, 14	(1,111)
Interests paid	(226)	(50)
Net cash flow from financing activities	1,563	8,445
Total cash flow	1,435	63
Net foreign exchange differences regarding cash	-	141
Cash and cash equivalents at the beginning of the year	755	551
Cash and cash equivalents at the end of the year	2,190	755



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ANNUAL REPORT 2023
SEPARATE FINANCIAL STATEMENTS OF THE PARENT COMPANY

TSCHUDI SHIPPING COMPANY AS

NOTES TO THE SEPARATE FINANCIAL STATEMENTS OF THE PARENT COMPANY

Note 1 General information and accounting policies

Basis of preparation

The separate financial statements of Tschudi Shipping Company AS (the Parent Company) have been prepared in accordance with Accounting Law and Norwegian Generally Accepted Accounting Principles under going concern assumption (see below). The separate financial statements are presented in Norwegian kroner and all values are rounded to the nearest thousand (NOK'000), except when otherwise indicated. According to the permission received from the Directorate of Taxes, the current financial statements have been prepared in English only.

Going concern

At the end of 2023, the Parent Company's equity was negative with NOK 95 million, however the shareholders' contribution consisting of equity and subordinated loans from shareholders amounted to NOK 37 million. Working capital amounted to NOK 10 million as of 31 December 2023.

The negative equity arose several years ago mostly from shipping business. During the last couple of years some important projects and transactions with significant positive impact on the Parent Company's liquidity situation have materialized. Despite these positive developments the liquidity situation of the Parent Company is still considered to be tight and has the full attention of the management. This position may be improved with continued positive development in business areas the subsidiaries of the Parent Company. The liquidity situation is however sensitive to changes to the underlying business conditions creating the basis for the cash flow forecasts, which may as an ultimate consequence have an impact on the going concern assumption. The management believes after the logistics subsidiaries have experienced positive development throughout 2022-2023, expanding both their workforce and geographical reach, the increased customer base of ship management subsidiaries and the progress in the mining project described in the Director's report that it is appropriate to use the going concern assumption in preparing the current consolidated financial statements.

Investments into subsidiaries and associates

Investments into subsidiaries and associates are accounted for by applying the cost method. According to the cost method, the investment is initially recognized at acquisition cost, consisting of the fair value of the paid amount and transaction expenses. Subsequently, the investment is adjusted by impairment losses, if any. Subsidiaries and associated companies with negative equity are valued at nil and receivables from these subsidiaries and associated companies are written down by negative amount of equity. Impairment losses from shares, receivables as well as recognition of provision, if any, are charged to financial expenses for the period (under "impairment loss of financial assets").

Dividends and other distributions are recognized as income in the same year as these have been proposed by the subsidiaries. In cases where dividends exceed retained earnings, subsequent to acquisition, this part will be treated as repayment of the invested amount, and the exceeding dividend will be deducted from the acquisition value in the balance sheet.



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TSCHUDI SHIPPING COMPANY AS

Foreign currency transactions

Transactions in foreign currencies are initially recorded using exchange rates effective at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated to NOK at the rate of exchange at the balance sheet date. Non-monetary items that are measured at historical costs in a foreign currency are translated using the exchange rate at the date of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. All currency differences are taken into profit or loss.

Revenue

Management fee income and revenue from the sale of other services are recognized in the period the services are provided. Rental income arising from operating leases (incl. sub-leases) is accounted for on a straight-line basis over the lease terms.

Tangible and intangible assets

Tangible and intangible assets are carried at their cost less any accumulated depreciation, amortization and impairment losses. Depreciation and amortization is calculated on a straight-line basis over the useful life of the assets.

Pension plans

In the reporting year, the Parent Company had a defined contribution pension plan. For this plan, the Parent Company pays contributions to a privately administered pension insurance plan and does not have any further payment obligations once the contributions have been paid. The contributions are recognized as an employee benefit expense when they are due.

Income tax

Corporate income tax of the Parent Company consists of current income tax and deferred income tax. The Parent Company's net profit adjusted by temporary and permanent differences as determined in the income tax act is subject to current income tax. Deferred tax is determined on the basis of existing temporary differences between accounting net income and tax net income, including year-end loss carry-forwards, calculated at 22% at the end of 2023 and 2022. Deferred income tax asset is recognized to the extent that it is probable that unused tax credits and unused tax losses can be utilized against future taxable profit.

Cash flow statement

The cash flow statement of the Parent Company has been prepared using the indirect method. Cash and cash equivalents consist of cash in hand, demand and time deposits.

Classification of receivables and payables

Current assets and liabilities are comprised of items receivable / due within one year, except for loans receivable and payable from / to other group companies, if the original maturity is longer than 12 months.



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TSCHUDI SHIPPING COMPANY AS

Note 2 Revenue

The Parent Company's revenue has been generated from the following activities and in the following countries (based on the location of customers):

	2023	2022
	NOK'000	NOK'000
Management fee	5,649	5,790
Rental income	598	561
Other income	2	-
Total revenue	6,249	6,351
Norway	5,925	6,079
Estonia	301	250
Others - mostly EU countries not listed above	23	22
Total revenue	6,249	6,351

In 2023, the Parent Company's revenue included revenue from subsidiaries in the amount of NOK 1,873,000 and from other related parties (owner company, sister company and its subsidiaries as well as associated companies) in the amount of NOK 2,948,000 (2022: NOK 2,257,000 and NOK 2,675,000).

Note 3 Personnel expenses

The Parent Company had 4 employees at the end of 2023 (2022: 4 employees).

	2023	2022
	NOK'000	NOK'000
Salary	(5,075)	(7,606)
Employer's payroll tax	(910)	(1,230)
Pension expenses	(479)	(990)
Other payments	(253)	(458)
Total personnel expenses	(6,717)	(10,284)

Remunerations paid to the Board members of the Parent Company:

Remuneration to the members of the Board of the Parent Company (2 members) amounted in total to NOK 3,050,000 of salary and NOK 50,000 of other remunerations in 2023 (2022: NOK 4,137,000 of salary and NOK 80,000 of other remunerations for 3 persons). 2 members of the Board (one of them is also acting as the Managing Director) are included in the Parent Company's contribution pension plan.



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TSCHUDI SHIPPING COMPANY AS

Some key management personnel have in their employment agreements post-employment benefit rights, which entitles them under certain conditions to receive salaries for a period from 9 to 21 months after the end of employment period. The members of the Board have not received loans from the Parent Company in 2022 and 2023.

Pension plans

The Parent Company has a contribution pension plan administrated by an insurance company. The pension agreement meets the requirements defined by the Law about Mandatory Occupational Pensions ("Lov om obligatorisk tjenestepensjon"), see the Norwegian Accounting Act § 7-30a.

Note 4 Other operating expenses

	2023	2022
	NOK'000	NOK'000
Office related expenses	(5,476)	(4,330)
Advisory services and other similar fees	(6,618)	(5,055)
Travel expenses	(283)	(218)
Write down of trade accounts receivable	(236)	(206)
Other expenses	(1,359)	(1,241)
Total other operating expenses	(13,972)	(11,050)

In 2023, advisory services and other similar fees included NOK 930,000 of remunerations to auditors (excluding VAT) for statutory audit (2022: NOK 757,000 for statutory audit and NOK 8,000 for other services, respectively).

Note 5 Interest income and expenses

	2023	2022
	NOK'000	NOK'000
Interest income from a sister company	587	586
Interest income from associated companies	58	61
Interest income from bank accounts	134	17
Total interest income	779	664
Interest expenses paid / payable to subsidiaries	(636)	(706)
Interest expenses from bank accounts	(30)	(45)
Transaction fees paid to banks	(6)	(5)
Total interest expenses	(672)	(756)



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ANNUAL REPORT 2023
SEPARATE FINANCIAL STATEMENTS OF THE PARENT COMPANY

TSCHUDI SHIPPING COMPANY AS

Note 6 Tangible and intangible assets

	Tangible assets – office furniture and equipment	Intangible assets – software and trademarks	Total tangible and intangible assets
	NOK'000	NOK'000	NOK'000
Cost as of 01.01.2023	2,898	127	3,025
Cost as of 31.12.2023	2,898	127	3,025
Accumulated depreciation and amortization as of 01.01.2023	(2,235)	(101)	(2,336)
Depreciation and amortization charge	(14)	(13)	(27)
Accumulated depreciation and amortization as of 31.12.2023	(2,249)	(114)	(2,363)
Book value as of 31.12.2023	649	13	662

There was neither impairment loss nor reversal of impairment loss booked regarding the Parent Company's tangible and intangible assets in 2023 and 2022. The following useful lives have been used for depreciation and amortization:

- office furniture and equipment - 3-5 years;
- software and trademarks - 3-7 years.



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ANNUAL REPORT 2023
SEPARATE FINANCIAL STATEMENTS OF THE PARENT COMPANY

TSCHUDI SHIPPING COMPANY AS

Note 7 Investments into subsidiaries and associates

The Parent Company has the following subsidiaries and associates:

	Owner-ship*	Equity 31.12.2023 (100%)	Net result for 2023 (100%)	Book value as of 31.12.2022	Allowance for shares in 2023	Repayment and sale in 2023	New investments in 2023	Book value as of 31.12.2023
		NOK'000	NOK'000	NOK'000	NOK'000	NOK'000	NOK'000	NOK'000
Subsidiaries								
Tschudi Financial Services OÜ (Tallinn, EST)	100%	3,227	13	2,972	-	-	-	2,972
Tschudi Financial Service AS (Lysaker) ²	100%	127	42	30	-	-	150	180
Tschudi Arctic Transit AS (Lysaker)	100%	3,284	(59)	3,237	-	-	-	3,237
Tschudi Arctic Protection AS (Lysaker) ²	100%	(505)	(14)	-	-	-	-	-
Tschudi Logistics Holding AS (Lysaker)	100%	33,015	8,933	16,010	-	-	-	16,010
Tschudi Ship Management AS (Tallinn, EST)	100%	8,848	5,069	4,374	3,600	-	-	7,974
Tschudi Ship Management IOM Ltd (IOM)	100%	642	448	-	-	-	-	-
Tschudi Ship Management AS (Lysaker)	100%	10	(5)	-	-	-	-	-
Tschudi Ship Management ApS	100%	68	8	56	-	-	-	56
Tschudi Portuguesa, Unipessoal LDA (Madeira) ¹	100%	-	-	-	-	-	43	43
Holland Offshore Holding B.V (Ijmuiden, NL) ³	-	-	-	-	-	-	-	-
Total subsidiaries				26,679	3,600		193	30,472
			<i>including cost</i>	<i>61,393</i>				<i>61,586</i>
			<i>accumulated impairment losses</i>	<i>(34,714)</i>				<i>(31,114)</i>
Associates								
Boreal Maritim AS (Skjervøy) ⁴	-	-	-	2,734	1,741	(4,475)	-	-
Tschudi Bio Company AS (Lysaker)	24%	-	-	-	-	-	-	-
Tschudi Mozambique Ltd (Maputo, MOZ)	49%	-	-	-	-	-	-	-
Total associates				2,734	1,741	(4,475)		
Total subsidiaries and associates				29,413	5,341	(4,475)	193	30,472

* voting rights and ownership as of 31 December 2023 were same regarding all subsidiaries and associates



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**ANNUAL REPORT 2023
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TSCHUDI SHIPPING COMPANY AS

¹ At the end of 2023, the Parent Company started the process of establishing a new ship management company in Portugal with monetary payment for establishment expenses at NOK 43,000.

² In 2023, the Parent Company converted its receivables from Tschudi Financial Services AS to the subsidiary's share capital in the total amount of NOK 150,000. In addition, the Parent Company acquired minority interests in Tschudi Arctic Protection AS for NOK 1 increasing its ownership in the subsidiary from 88% to 100%.

³ The Parent company liquidated its dormant subsidiary, Holland Offshore Holding B.V in 2023.

⁴ The shares of Boreal Maritim AS were sold at the end of 2023 (sale price, equal to the book value of shares, is collectible in 2024) and before the sale transaction the associated company paid to the Parent Company dividends and capital reduction in the total amount of NOK 6,973,000, incl. NOK 2, recognized as financial income from associates and NOK 4,283,000 as reduction of book value of investment.

In 2023, financial income from subsidiaries and associates also included group contribution from Tschudi Logistics Holding AS, Tschudi Arctic Transit AS and Tschudi Financial Services AS and dividends from Tschudi Ship Management AS in the total amount of NOK 11,865,000 (2022: NOK 9,650,000 of group contribution).

Due to the improvements in subsidiaries and associates' equity in 2023, the Parent Company reversed NOK 5,341,000 of previously recognized impairment loss (2022: NOK 1,600,000). At the same time, NOK 802,000 of additional impairment loss for loans was recognized (2022: total impairment loss at NOK 2,411,000 was included in the Parent Company's financial expenses, including NOK 1,741,000 for shares of associates, NOK 670,000 for receivables from subsidiaries and associates).

In 2022, the shares of Tschudi Marine Services AS were sold to the Parent Company's sister - Titlis AS. The sale price was converted to a long-term receivable. The transaction generated NOK 3,453,000 of gain for the Parent Company (under "Financial income from subsidiaries and associates").

Note 8 Income tax

In 2023 and 2022, the Parent Company's income tax expense amounted to zero.

	2023	2022
	NOK'000	NOK'000
Profit / (loss) before income tax	4,212	(3,084)
Permanent differences	(18,871)	(12,216)
Change in temporary differences	1,067	(7,129)
Group contributions from subsidiaries (with tax effect)	1,448	4,769
Change in tax losses carried forward	12,144	17,660
Base for current income tax payable	-	-



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ANNUAL REPORT 2023
SEPARATE FINANCIAL STATEMENTS OF THE PARENT COMPANY

TSCHUDI SHIPPING COMPANY AS

Reconciliation between tax expense and the product of accounting profit multiplied by Norway's domestic tax rate for the year ended 31 December was as follows (in NOK '000):

	2023	2022
Profit / (loss) before income tax	4,212	(3,084)
At Norway's statutory income tax rate of 22%	(927)	678
Not deductible expenses / additional income for tax purposes	(226)	(547)
Income not subject for corporate income tax	4,059	2,186
Change in unrecognized deferred income tax asset	(2,906)	(2,317)
Total tax expense with the effective income tax rate of 0%	-	-

As of 31 December, the Parent Company had deferred tax asset/(liability) regarding the following temporary differences:

	2023	2022
	NOK'000	NOK'000
Tangible and intangible assets	(97)	(85)
Receivables	2,659	1,922
Gains carried forward	(1,371)	(1,713)
Losses carried forward	55,887	43,743
Total temporary differences	57,078	43,867
22% of differences	12,557	9,651
Allowance for deferred tax asset	(12,557)	(9,651)
Deferred tax asset recognized	-	-

Note 9 Receivables from group companies

As of 31 December, the Parent Company had the following long-term and short-term receivables from its subsidiaries:

Long-term receivables	2023	2022
	NOK'000	NOK'000
Long-term loans receivable from subsidiaries	583	1,808
Allowance for loans receivable	(543)	(1,768)
Long-term receivable for the sale of subsidiaries	7,777	15,866
Total long-term receivables	7,817	15,906

Receivable for shares arose partly in 2017 from the sale of shares of Tschudi Kirkenes AS (together with receivables from / payables to the company and its subsidiaries) and partly in 2022 from the sale of shares of Tschudi Marine Service AS (Note 7). The balance amounted to NOK 15,866,000 at the end of 2022. NOK 2,263,000 of the receivable was collected in cash in 2023 and NOK 5,826,000 was settled together with outstanding interests against the Parent Company's subordinated loan payable to



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SEPARATE FINANCIAL STATEMENTS OF THE PARENT COMPANY

TSCHUDI SHIPPING COMPANY AS

a shareholder. As of 31 December 2023, the receivable for shares of Tschudi Marine Services AS amounted to NOK 7,777,000. Receivable for shares is denominated in NOK and is due in January 2027; however, the balance was partly settled in April 2024 – see Note 16.

Short-term receivables	2023	2022
	NOK'000	NOK'000
Group contribution and dividend receivables from subsidiaries	10,941	17,835
Trade accounts receivable from subsidiaries	1,467	520
Trade accounts receivable from the owner and sister companies	2,776	1,462
Interests receivable from subsidiaries	529	281
Total short-term receivables	15,713	20,098

In 2023, NOK 5,297,000 of group contributions from 2022 was settled in cash and NOK 13,462,000 of group contributions for 2022 and dividends for 2023 was settled against the Parent Company's loan, interests and other payables.

Note 10 Other receivables

As of 31 December, the Parent Company had the following other long-term and short-term receivables:

	2023	2022
	NOK'000	NOK'000
Long-term loans granted to associated companies	1,394	3,465
Allowance for long-term loans granted to associated companies	(1,394)	(903)
Warranty deposits (related to the lease of office)	1,121	1,113
Total other long-term receivables	1,121	3,675
Short-term loans granted to associated companies	380	380
Other short-term loans	50	50
Interest receivable	16	60
Allowance for loan and interest receivables	(446)	(436)
VAT refundable	168	11
Other receivables	210	-
Total other long-term receivables	378	65



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Note 11 Cash and cash equivalents

	31.12.2023	31.12.2022
	NOK'000	NOK'000
Cash in hand	4	4
Bank accounts, except for restricted cash	1,936	326
Restricted cash – bank account for withhold income tax	250	425
Total cash and cash equivalents	2,190	755

Note 12 Equity

As of December 31, 2023, nominal value of shares of the Parent Company amounted to NOK 1,546. In 2023 and 2022, there were no changes in share capital.

	31.12.2023	31.12.2022
Number of shares	10,000	10,000
Share capital (NOK'000)	15,460	15,460
Shareholders:		
Felix H. Tschudi	4,900	4,900
Glarona AS (fully owned by Felix H. Tschudi and his family)	5,100	5,100

In 2022 and 2023, there were following movements in the total equity of the Parent Company:

	Share capital	Other equity	Total equity
	NOK'000	NOK'000	NOK'000
Equity as of 31.12.2021	15,460	(111,772)	(96,312)
Net loss for 2022	-	(3,084)	(3,084)
Equity as of 31.12.2022	15,460	(114,856)	(99,396)
Net profit for 2023	-	4,212	4,212
Equity as of 31.12.2023	15,460	(110,644)	(95,184)



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Note 13 Payables to group companies

As of 31 December, the Parent Company had the following long-term and short-term payables to group companies:

<i>Long-term payables</i>	2023	2022
	NOK'000	NOK'000
Long-term loans payable to the parent (Glarona AS)	2,474	-
Long-term loans payable to subsidiaries	5,979	16,875
Total long-term payables	8,453	16,875

NOK 3,298,000 of long-term loans payable is due in 2024 and the rest is due in 2025-2026. Average interest rate of the long-term loans was 4.26% in 2023.

In 2023, the total balance of long-term loans increased by NOK 2,900,000 of new loans received, NOK 119,000 of capitalized interests and NOK 272,000 of currency translation effect and decreased by NOK 521,000 of settlements in cash and NOK 11,192,000 of non-monetary settlements (mostly against group contribution and dividend receivables).

<i>Short-term payables</i>	2023	2022
	NOK'000	NOK'000
Trade accounts payable to subsidiaries	7,059	7,521
Trade accounts payable to owner and sister companies	132	645
Interests payable	18	192
Total short-term payable	7,209	8,358

Note 14 Other borrowings

As of 31 December 2023, the Parent Company has long-term sub-ordinated loans payable to ultimate shareholders in the total amount of NOK 131,771,000. The balance of sub-ordinated loans decreased by NOK 5,929,000 in 2023 - settled against the Company's receivable for shares (see Note 9). Sub-ordinated loans are denominated in NOK and are due for repayment on 31 December 2025.

In addition, the Parent Company has NOK 5,142,000 of loans payable to a shareholder and its family member, which are finally due in 2025 and 2031 with be-annual repayments. NOK 500,000, which is payable in 2024, has been presented under current liabilities in the balance sheet. In 2023, loan repayments amounted to NOK 590,000.

The lenders have accepted a request to waive interests for 2022 and 2023.



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Note 15 Transactions with related parties

The Parent Company has had several transactions with related parties, which all have been concluded on normal commercial terms (i.e., arm's length principle).

Information on revenue and interest expenses and income from related parties has been disclosed in Notes 2 and 5. Information on remuneration to the key management members has been disclosed in Note 3 and information on loan payable to a shareholder has been disclosed in Note 14.

In addition, the Parent Company had the following transactions with related parties:

- purchase of management, IT and financial services from subsidiaries, owner and sister companies in the total amount of NOK 6,363,000 (2022: NOK 4,438,000);
- lease of rooms from subsidiaries and other related parties in the amount of NOK 490,000 (2022: NOK 298,000).

Note 16 Subsequent events

In March 2024, the Group increased its ownership in Tschudi Mozambique from 49% to 100%.

In April 2024, 100% ownership in ESCO Kinnisvara OÜ was purchased from a sister company of the Parent Company. At the same time the Parent Company took over also the sister company's loan payable to ESCO Kinnisvara OÜ. The net purchase price at NOK 2.6 million was immediately settled against the Parent Company's receivable for shares of Tschudi Marine Services AS (Note 9).



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INDEPENDENT AUDITOR'S REPORT

To the Annual Shareholders' Meeting of Tschudi Shipping Company AS

Opinion

We have audited the financial statements of Tschudi Shipping Company AS (the Company), which comprise the financial statements of the Company and the consolidated financial statements of the Company and its subsidiaries (the Group). The financial statements of the Company and the Group comprise the balance sheet as at 31 December 2023, the income statement and statement of cash flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies.

In our opinion the financial statements comply with applicable legal requirements and give a true and fair view of the financial position of the Company and the Group as at 31 December 2023 and their 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 and the Group 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) 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.

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In preparing the financial statements, management is responsible for assessing the Company's and the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or the Group, 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 and the Group'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 and the Group'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 and the Group 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

Oslo, 30 June 2024
ERNST & YOUNG AS

The auditor's report is signed electronically

Johan Lid Nordby
State Authorised Public Accountant (Norway)

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Nordby, Johan Lid

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