



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2024 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer: 933 851 842
Organisasjonsform: Aksjeselskap
Foretaksnavn: GEARBULK SHIPOWNING AS
Forretningsadresse: Ytrebygdsvegen 215
5258 BLOMSTERDALEN

Regnskapsår

Årsregnskapets periode: 27.06.2024 - 31.12.2024

Konsern

Morselskap i konsern: Nei

Regnskapsregler

Regler for små foretak benyttet: Nei
Benyttet ved utarbeidelsen av årsregnskapet til selskapet: Forenklet IFRS

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Stian Lie
Dato for fastsettelse av årsregnskapet: 13.06.2025

Grunnlag for avgivelse

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

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

Brønnøysundregistrene, 23.07.2025



Resultatregnskap

Beløp i: NOK	Note	2024	2023
RESULTATREGNSKAP			
Inntekter			
Revenue	1, 2	28 543 000	
Sum inntekter		28 543 000	
Kostnader			
Endring i beholdning av varer under tilvirkning og ferdig tilvirkede varer	2	639 000	
Vessel operating expenses	2, 3, 4	14 095 000	
Employee benefits expense	5	70 000	
Depreciation and amortisation expenses	6, 7	19 924 000	
Nedskrivning av varige driftsmidler og immaterielle eiendeler	6	-451 000	
Other expenses	2, 5	2 246 000	
Sum kostnader		36 523 000	
Driftsresultat		-7 981 000	
Finansinntekter og finanskostnader			
Annen renteinntekt		65 000	
Other financial income		39 000	
Sum finansinntekter		104 000	
Rentekostnad til foretak i samme konsern		201 000	
Annen rentekostnad	8	7 980 000	
Other financial expenses		248 000	
Sum finanskostnader		8 429 000	
Netto finans		-8 325 000	
Resultat før skattekostnad		-16 305 000	0
Tax expense	9		
Årsresultat		-16 305 000	0
Årsresultat etter minoritetsinteresser		-16 305 000	



Resultatregnskap

Beløp i: NOK	Note	2024	2023
Cash flow hedges		-461 000	
Sum resultatkomponenter for IFRS-foretak		-461 000	
Totalresultat		-16 766 000	
Overføringer og disponeringer			
Udekket tap		-16 305 000	
Other equity		-461 000	
Sum overføringer og disponeringer		-16 766 000	



Balanse

Beløp i: NOK	Note	2024	2023
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Utsatt skattefordel	9		
Intangible asset	2, 10	152 000	
Sum immaterielle eiendeler		152 000	
Varige driftsmidler			
Dry docking & vessel equipment	2, 6, 11	50 150 000	
Vessels	2, 6, 11	658 040 000	
Sum varige driftsmidler		708 190 000	
Finansielle anleggsmidler			
Right of Use assets	2, 7	493 119 000	
Sum finansielle anleggsmidler		493 119 000	
Sum anleggsmidler		1 201 460 000	0
Omløpsmidler			
Varer			
Sum varer	4	6 138 000	
Fordringer			
Accounts receivables		16 000	
Other short-term receivables	12	8 843 000	
Konsernfordringer	13	10 220 000	
Sum fordringer		19 080 000	
Bankinnskudd, kontanter og lignende			
Cash and cash equivalents	14	6 325 000	
Sum bankinnskudd, kontanter og lignende		6 325 000	
Sum omløpsmidler		31 542 000	0



Balanse

Beløp i: NOK	Note	2024	2023
SUM EIENDELER		1 233 002 000	0

BALANSE - EGENKAPITAL OG GJELD

Egenkapital

Innskutt egenkapital

Share capital	15, 16	796 000	
Annen innskutt egenkapital	15	504 378 000	
Sum innskutt egenkapital		505 174 000	

Opptjent egenkapital

Other equity	15	-461 000	
Udekket tap	15	16 305 000	
Sum opptjent egenkapital		-16 766 000	

Sum egenkapital		488 408 000	0
------------------------	--	--------------------	----------

Gjeld

Langsiktig gjeld

Utsatt skatt	9		
Annen langsiktig gjeld			
Konvertible lån	2, 17	332 425 000	
Gjeld til kredittinstitusjoner	11, 18	318 195 000	
Other non-current liabilities		419 000	
Sum annen langsiktig gjeld		651 039 000	

Sum langsiktig gjeld		651 039 000	0
-----------------------------	--	--------------------	----------

Kortsiktig gjeld

Konvertible lån	2, 17, 19	38 474 000	
Sertifikatlån	13	2 385 000	
Liabilities to financial institutions	11, 18	48 609 000	
Leverandørgjeld		25 000	
Tax payable	9		
Public duties payable		22 000	
Kortsiktig konserngjeld	13	1 517 000	



Balanse

Beløp i: NOK	Note	2024	2023
Other current liabilities	12	2 524 000	
Sum kortsiktig gjeld		93 556 000	
Sum gjeld		744 594 000	0
SUM EGENKAPITAL OG GJELD		1 233 002 000	0



Brønnøysundregistrene

ÅRSREGNSKAP FOR REGNSKAPSÅRET 2024 - GENERELL INFORMASJON

Journalnummer: 2025 683539

Enheten

Organisasjonsnummer: 933 851 842
Organisasjonsform: Aksjeselskap
Foretaksnavn: GEARBULK SHIPOWNING AS
Forretningsadresse: Ytrebygdsvegen 215
5258 BLOMSTERDALEN

Regnskapsår

Årsregnskapets periode: 27.06.2024 - 31.12.2024

Konsern

Morselskap i konsern: Nei

Regnskapsregler

Regler for små foretak benyttet: Nei
Benyttet ved utarbeidelsen av
årsregnskapet til selskapet: Forenklet IFRS

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Stian Lie
Dato for fastsettelse av årsregnskapet: 13.06.2025

Grunnlag for avgivelse

År 2024: Årsregnskap er elektronisk innlevert.
År 2023: Tall er hentet fra elektronisk innlevert årsregnskap fra 2024.

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

Brønnøysundregistrene, 22.07.2025



Organisasjonsnr: 933 851 842
GEARBULK SHIPOWNING AS

RESULTATREGNSKAP

Beløp i: NOK	Note	2024	2023
RESULTATREGNSKAP			
Inntekter			
Revenue	1, 2	28 543 000	
Sum inntekter		28 543 000	
Kostnader			
Endring i beholdning av varer under tilvirkning og ferdig tilvirkede varer	2	639 000	
Vessel operating expenses	2, 3, 4	14 095 000	
Employee benefits expense	5	70 000	
Depreciation and amortisation expenses	6, 7	19 924 000	
Nedskrivning av varige driftsmidler og immaterielle eiendeler	6	-451 000	
Other expenses	2, 5	2 246 000	
Sum kostnader		36 523 000	
Driftsresultat		-7 981 000	
Finansinntekter og finanskostnader			
Annen renteinntekt		65 000	
Other financial income		39 000	
Sum finansinntekter		104 000	
Rentekostnad til foretak i samme konsern		201 000	
Annen rentekostnad	8	7 980 000	
Other financial expenses		248 000	
Sum finanskostnader		8 429 000	
Netto finans		-8 325 000	
Resultat før skattekostnad		-16 305 000	0
Tax expense	9		
Årsresultat		-16 305 000	0
Årsresultat etter minoritetsinteresser		-16 305 000	
Cash flow hedges		-461 000	
Sum resultatkomponenter for IFRS-foretak		-461 000	
Totalresultat		-16 766 000	
Overføringer og disponeringer			



Udekket tap	-16 305 000
Other equity	-461 000
Sum overføringer og disponeringer	-16 766 000



Organisasjonsnr: 933 851 842
GEARBULK SHIPOWNING AS

BALANSE

Beløp i: NOK Note 2024 2023

BALANSE - EIENDELER

Anleggsmidler

Immaterielle eiendeler

Utsatt skattefordel	9		
Intangible asset	2, 10	152 000	
Sum immaterielle eiendeler		152 000	

Varige driftsmidler

Dry docking & vessel equipment	2, 6, 11	50 150 000	
Vessels	2, 6, 11	658 040 000	
Sum varige driftsmidler		708 190 000	

Finansielle anleggsmidler

Right of Use assets	2, 7	493 119 000	
Sum finansielle anleggsmidler		493 119 000	

Sum anleggsmidler 1 201 460 000 0

Omløpsmidler

Varer

Sum varer	4	6 138 000	
-----------	---	-----------	--

Fordringer

Accounts receivables		16 000	
Other short-term receivables	12	8 843 000	
Konsernfordringer	13	10 220 000	
Sum fordringer		19 080 000	

Bankinnskudd, kontanter og lignende

Cash and cash equivalents	14	6 325 000	
Sum bankinnskudd, kontanter og lignende		6 325 000	

Sum omløpsmidler 31 542 000 0

SUM EIENDELER 1 233 002 000 0

BALANSE - EGENKAPITAL OG GJELD

Egenkapital

Innskutt egenkapital

Share capital	15, 16	796 000	
Annen innskutt egenkapital	15	504 378 000	



Sum innskutt egenkapital		505 174 000	
Opptjent egenkapital			
Other equity	15	-461 000	
Udekket tap	15	16 305 000	
Sum opptjent egenkapital		-16 766 000	
Sum egenkapital		488 408 000	0
Gjeld			
Langsiktig gjeld			
Utsatt skatt	9		
Annen langsiktig gjeld			
Konvertible lån	2, 17	332 425 000	
Gjeld til kredittinstitusjoner	11, 18	318 195 000	
Other non-current liabilities		419 000	
Sum annen langsiktig gjeld		651 039 000	
Sum langsiktig gjeld		651 039 000	0
Kortsiktig gjeld			
Konvertible lån	2, 17, 19	38 474 000	
Sertifikatlån	13	2 385 000	
Liabilities to financial institutions	11, 18	48 609 000	
Leverandørgjeld		25 000	
Tax payable	9		
Public duties payable		22 000	
Kortsiktig konserngjeld	13	1 517 000	
Other current liabilities	12	2 524 000	
Sum kortsiktig gjeld		93 556 000	
Sum gjeld		744 594 000	0
SUM EGENKAPITAL OG GJELD		1 233 002 000	0



Organisasjonsnr: 933 851 842
GEARBULK SHIPOWNING AS

NOTEOPPLYSNINGER - SELSKAP - alle poster oppgitt i hele tall

Note

Antall årsverk i regnskapsåret
0.80

Sum Beløp

Balanseført verdi 31.12. Varige driftsmidler Immaterielle eiend.

Konsernregnskap

Morselskapet sitt navn

Forretningskontor for morselskapet

Begrunnelse for at datterselskap er utelatt fra konsolideringen

Samlet beløp - tilknyttet selskap Årets Fjorårets

Samlet beløp - foretak i samme konsern Årets Fjorårets

Samlet beløp - foretak i samme konsern Årets Fjorårets

Samlet beløp - felles kontrollert virksomhet Årets Fjorårets

Pantstillelse Beløp

Beholdning av egne aksjer Antall Pålydende Andel av aksjek.



To the General Meeting of Gearbulk Shipowning AS

Independent Auditor's Report

Opinion

We have audited the financial statements of Gearbulk Shipowning AS (the Company), which comprise the balance sheet as at 31 December 2024, the income statement, other comprehensive income and cash flow statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion the financial statements comply with applicable statutory requirements, and the financial statements give a true and fair view of the financial position of the Company as at 31 December 2024, and its financial performance and its cash flows for the year then ended in accordance with simplified application of international accounting standards according to section 3-9 of the Norwegian Accounting Act.

Basis for Opinion

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

Other Information

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

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

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

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

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with simplified application of International Accounting Standards according to the Norwegian Accounting Act section 3-9, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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



Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. For further description of Auditor's Responsibilities for the Audit of the Financial Statements reference is made to: <https://revisorforeningen.no/revisjonsberetninger>

Bergen, 13 June 2025
PricewaterhouseCoopers AS

Marius Kaland Olsen
State Authorised Public Accountant
(This document is signed electronically)



 Securely signed with Brevio

Revisjonsberetning

Signers:

Name	Method	Date
Olsen, Marius Kaland	BANKID	2025-06-16 15:46

This document package contains:

- Closing page (this page)
- The original document(s)
- The electronic signatures. These are not visible in the document, but are electronically integrated.



This file is sealed with a digital signature.
The seal is a guarantee for the authenticity
of the document.



DocuSign Envelope ID: 20C720A1-4A60-48E1-AE05-423BF2D1DBF8

Annual Report 2024

Gearbulk Shipowning AS

Directors' Report
Revenue statement
Balance sheet
Cash flows
Notes to the Accounts

Org.no.: 933 851 842



DocuSign Envelope ID: 20C720A1-4A60-48E1-AE05-423BF2D1DBF8

Gearbulk Shipowning AS

Board of directors' report 2024

The Company and the business

Gearbulk Shipowning AS (a company incorporated in Norway on June 27, 2024) is a 100% subsidiary of Gearbulk Holding AG, a company incorporated in Switzerland in 2014; as the holding company of the Gearbulk Group (Gearbulk Holding AG and its subsidiaries). Mr. Kristian Jebesen and his family, through Halberton Holding AG, have 51% interest in Gearbulk Holding AG. Mitsui O.S.K. Lines, Ltd ("MOL") owns the other 49% of Gearbulk Holding AG as at December 31, 2024.

The primary purpose of the Company is to own and operate all open-hatch vessels in the Gearbulk Holding AG Group. As such, all open hatch vessels, loans, leases and hedging arrangements previously held by Gearbulk Shipowning Limited and Gearbulk Pool Limited were sold or novated to Gearbulk Shipowning AS during 2024. The Company owns 34 vessels, holds 15 vessels under bareboat leases and 10 vessels under time charter leases as per year-end 2024. All of the owned and leased vessels are nominated into the Open Hatch pool managed by G2 Ocean AS. The company is located in Bergen municipality in Norway.

Financial result and development

Gearbulk Shipowning AS had its first operational year in 2024, and acquired its first vessel Linden Arrow on 11 September 2024. During second half of 2024, the Company acquired all its vessels and leases from the sister companies Gearbulk Shipowning Ltd. and Gearbulk Pool Ltd.

The revenue in 2024 amounted to USD 28.5 million and the operating loss was USD 8.0 million. The net result amounted to a loss of USD 16.3 million and the equity at year-end 2024 was USD 488.4 million while the equity ratio was 39.6%. Cash flows from operations was negative with USD 47.7 million in 2024, while the cash flows from investing activities amounted to negative USD 2.0 million and cash flows from financing activities was positive with USD 56.0 million, mainly due to proceeds from new long-term debt. The Company held USD 6.3 million in cash as per year-end 2024.

The board is not aware of any matters that are important for an assessment of the Company's position and result that are not set out in the annual accounts. Similarly no matters have occurred after the end of the financial year that in the opinion of the board are material to an assessment of the accounts.

Going concern

The board of the Company is of the opinion that, to the best of its knowledge, based on information available at the date of this paper, and assuming no significant unforeseen events occurring, for the reasons detailed herein and the supporting analysis undertaken, that the Gearbulk Holding AG Group and the Company is able to continue as a going concern basis in accordance with the Accounting Act § 3-3a.

Future development, liquidity and financing

The Company is part of the Gearbulk Holding AG Group, where Mitsui O.S.K. Lines Ltd. became the 72% majority owner as per 20 January 2025. Gearbulk Shipowning AS will in 2025 remain a pool participant in the G2 Ocean AS Open Hatch pool together with Grieg Maritime Group, and continue to develop and strengthen the fleet and operations in 2025 and years ahead.

The 2025 financial forecast for the Company presents a loss of USD 36.3 million, mainly explained by reduced pool distribution revenue due the soft market and relatively high interest expenses. The management of the Company will seek to optimize the Company's cost base during the year to potentially reduce the forecasted loss for 2025. The Company's board and management will continue the work on reducing the financial expenses of the Company and improving the liquidity in the next 12 months. As per year-end 2024 and as per signing date of this report, the liquidity of the Company is assessed to be sufficient for the next 12 months period. The parent company Gearbulk Holding AG will provide sufficient liquidity if needed to ensure that the Company's obligations are met.



DocuSign Envelope ID: 20C720A1-4A60-48E1-AE05-423BF2D1DBF8

Financial risk

The Company is exposed to various risks related to the market, availability of financing, interest rate level, credit, exchange rates, fluctuations in the bunker price and operational risk through its engagement as a vessel owner. The risks related to the market, fluctuations in the bunker price, currency and credit are sought to be reduced through commercial agreements with G2 Ocean AS.

Operational risk is sought to be reduced through technical management agreement with Gearbulk Norway AS which operates as the technical manager for the vessels in the Gearbulk Holding AG Group.

The financial risk is reduced through the Company's financial structure and the available credit facilities, as well as hedging activities of (Interest rate swap agreements and foreign exchange swap agreements).

Working environment, equal opportunity and discrimination

The board considers that the working environment in the company is good. No special measures have been implemented in this connection. The employees of the business have not suffered accidents or injury in connection with their work during the reporting year. Total sick leave over the last year has been 0 days, which amounts to 0% of total working time in the accounting year.

Gearbulk Shipowning AS has a goal to be a workplace where there is full equality of opportunity between men and women, and has established a personnel policy that is considered to be gender neutral in all areas. At the end of year the company had 4 employees, 2 women and 2 men. The company's board consists of 3 persons, 2 men and 1 woman.

Environmental reporting

Shipping activity in general may lead to pollution or other accidents. The Company's vessels are equipped in accordance with international legislation and requirements. The vessels consume bunker fuel and lube oils during their operations, in addition to generating general waste onboard the vessels. The Company is dedicated to comply with all international and local rules and regulations for handling waste and for reporting fuel emissions, including the EU ETS allowance reporting which was implemented in 2024. The Company will always face a risk of pollution from its vessel if accidents or incidents would occur. The Company has established safety routines and guidelines to avoid any pollution or incidents on its vessels. As per signing date, the vessels controlled by the Company will have to meet requirements from international authorities on reduction of emission from operation of the vessels. The Company and the Gearbulk Holding AG Group strive to reduce its emissions and waste, and continuously seek opportunities to minimize the carbon footprint from its shipping activities to meet the emission reduction requirements according to international standards and regulations.

Reference is also made to the Gearbulk Holding AG Group's 2024 ESG report published on the homepage www.gearbulk.com where highlights for emission reporting for the full year are presented.

Insurance for board members and managing director

The parent company Gearbulk Holding AG has issued a Directors and Officers Insurance which covers board members and management personnel in Gearbulk Holding AG Group, including Gearbulk Shipowning AS, for their possible responsibility to all third parties.

Research and development activities

Gearbulk Shipowning AS has not conducted any research and development activities in 2024.



DocuSign Envelope ID: 20C720A1-4A60-48E1-AE05-423BF2D1DBF8

Annual result and allocations

In 2024 the Company had a net loss after tax of USD 16.3 million which is proposed to be allocated as follows:

Allocations	USD thousands
Allocation to uncovered losses	-16,305
Allocated to other equity (OCI)	-461
Total allocated	-16,766

Bergen, 13.06.2025

The board of Gearbulk Shipowning AS

Signed by:

FB9EA919A20947C

Hans Olav Lindal

chairman of the board/General
Manager

Signed by:

FBCC906EC82434

Camilla Bergby

member of the board

DocuSigned by:

FB6784C8BACF40B

Toshinobu Shinoda

member of the board



DocuSign Envelope ID: 20C720A1-4A60-48E1-AE05-423BF2D1DBF8

Income statement

Gearbulk Shipowning AS

Operating income and operating expenses	Note	2024
Revenue	1, 2	28,543
Total income		28,543
Vessel operating expenses	2, 3, 4	14,095
Time charter hire expenses	2	639
Employee benefits expense	5	70
Depreciation and amortisation expenses	6, 7	19,924
Impairment loss	6	-451
Other expenses	2, 5	2,246
Total expenses		36,523
Operating profit		-7,981
Financial income and expenses		
Other interest income		65
Other financial income		39
Interest expense to group companies		201
Other interest expenses	8	7,980
Other financial expenses		248
Net financial items		-8,325
Profit / (Loss) before tax expense		-16,305
Tax expense	9	0
Net profit / (loss)		-16,305



DocuSign Envelope ID: 20C720A1-4A60-48E1-AE05-423BF2D1DBF8

Income statement

Gearbulk Shipowning AS

	Note	2024
Other comprehensive income		
Components of OCI that will not be reclassified to profit or loss		
Total other comprehensive income that will not be reclassified to profit or loss		<u>0</u>
Components of OCI that will be reclassified to profit or loss		
Cash flow hedges		-461
Total other comprehensive income that will be reclassified to profit or loss		<u>-461</u>
Total other comprehensive income		<u>-461</u>
Total comprehensive income		<u>-16,766</u>
Attributable to		
Other equity		-461
Loss brought forward		-16,305
Total		<u>-16,766</u>



DocuSign Envelope ID: 20C720A1-4A60-48E1-AE05-423BF2D1DBF8

Balance sheet

Gearbulk Shipowning AS

Assets	Note	2024
Non-current assets		
Intangible assets		
Intangible asset	2, 10	152
Total intangible assets		152
Property, plant and equipment		
Dry docking & vessel equipment	2, 6, 11	50,150
Vessels	2, 6, 11	658,040
Total property, plant and equipment		708,190
Non-current financial assets		
Right of Use assets	2, 7	493,119
Total non-current financial assets		493,119
Total non-current assets		1,201,460
Current assets		
Inventories	4	6,138
Receivables		
Accounts receivables		16
Other short-term receivables	12	8,843
Receivables from group companies	13	10,220
Total receivables		19,080
Cash and cash equivalents	14	6,325
Total current assets		31,542
Total assets		1,233,002



DocuSign Envelope ID: 20C720A1-4A60-48E1-AE05-423BF2D1DBF8

Balance sheet

Gearbulk Shipowning AS

Equity and liabilities	Note	2024
Equity		
Paid-in capital		
Share capital	15, 16	796
Other paid-up equity	15	504,378
Total paid-up equity		505,174
Retained earnings		
Other equity	15	-461
Uncovered loss	15	-16,305
Total retained earnings		-16,766
Total equity		488,408
Liabilities		
Provisions		
Other non-current liabilities		
Capital lease liabilities	2, 17	332,425
Liabilities to financial institutions	11, 18	318,195
Other non-current liabilities		419
Total non-current liabilities		651,039
Current liabilities		
Capital lease liabilities	2, 17, 19	38,474
Liabilities to related parties	13	2,385
Liabilities to financial institutions	11, 18	48,609
Trade payables		25
Public duties payable		22
Liabilities to group companies	13	1,517
Other current liabilities	12	2,524
Total current liabilities		93,556
Total liabilities		744,594
Total equity and liabilities		1,233,002



DocuSign Envelope ID: 20C720A1-4A60-48E1-AE05-423BF2D1DBF8

Balance sheet

Gearbulk Shipowning AS

Bergen, 13.06.2025

The board of Gearbulk Shipowning AS

Signed by:

Hans Olav Lindal

F89EA919A20947C...

Hans Olav Lindal

chairman of the board/General Manager

Signed by:

Camilla Bergby

FBCC906EC82434...

Camilla Bergby

member of the board

DocuSigned by:

Toshinobu Shinoda

FB6784C8BACF40B...

Toshinobu Shinoda

member of the board



DocuSign Envelope ID: 20C720A1-4A60-48E1-AE05-423BF2D1DBF8

Cash flow statement

Gearbulk Shipowning AS

	Note	2024
Cash flows from operating activities		
Profit/loss before tax		-16,305
Ordinary depreciation	6	19,924
Impairment of fixed assets		-451
Change in accounts receivable		-16
Change in accounts payable		25
Interest expenses, net		8,116
Net payments to/from group companies and related parties		-49,484
Other items, net		-3,172
Change in other accrual items		-6,295
Net cash flows from operating activities		-47,660
Cash flows from investment activities		
Purchase of vessels, dry docking and vessel equipment	6	2,029
Net cash flows from investment activities		-2,029
Cash flows from financing activities		
Proceeds from the issuance of new long-term liabilities		78,550
Repayment of long-term liabilities		11,354
Repayment of capital lease liabilities (principal amount)		-1,623
Paid-in share capital	16	3
Payment of interest, net		8,248
Payment of finance costs		-1,314
Net cash flows from financing activities		56,014
Net change in cash and cash equivalents		6,325
Cash and cash equivalents at the end of the period		6,325



DocuSign Envelope ID: 20C720A1-4A60-48E1-AE05-423BF2D1DBF8

Accounting principles

The annual accounts have been prepared in conformity with the provisions of the Accounting Act and good accounting practice. Gearbulk Shipowning AS is a limited liability legal entity domiciled in Norway. The Company's registered office is at Ytrebygdsvegen 215, 5258 Blomsetrdalen, Bergen, Norway. The annual accounts is presented in USD currency since the Company has all of its revenue and majority of its expenses in US Dollars.

The annual accounts have been prepared in accordance with the Accounting Act, Section 3-9, and the regulations on simplified IFRS issued by the Ministry of Finance on 7 February 2022. This essentially means that measurement and recognition follow international accounting standards (IFRS) and presentation and note disclosures are in accordance with Norwegian Accounting Act and generally accepted accounting principles. Exceptions from measurement and recognition according to full IFRS are explained in Note 2. The accounts are based on the principles of historical cost accounting, with the exception of the following accounting items:

Financial instruments at fair value through profit or loss and financial instruments at fair value through other income and expenses.

Use of estimates

The management has used estimates and assumptions that have affected assets, liabilities, income, expenses and uncertain assets and liabilities at the balance sheet date in the preparation of the annual accounts.

This applies in particular to depreciation of fixed assets, impairment of goodwill, assessments in connection with acquisitions and pension obligations. Future events may cause the estimates to change. Estimates and the underlying assumptions are assessed on an ongoing basis and are based on best judgment and historical experience. Changes in accounting estimates are recognized in the period in which the changes occur. If the changes also apply to future periods, the effect is distributed over the current and future periods. See separate note for more information on estimates and assumptions included in the year's consolidated financial statements.

Foreign currency

Foreign currency transactions are translated at the exchange rate on the date of the transaction. Monetary foreign currency items are translated to USD at the exchange rate on the balance sheet date. Non-monetary items that are measured at historical cost in a foreign currency are translated to USD using the exchange rate on the transaction date. Non-monetary items that are measured at fair value in a foreign currency are translated to USD using the exchange rate on the measurement date. Exchange rate fluctuations are posted to the profit and loss account as they arise under other financial items.

Revenues

The Company recognises revenue from the sale of services over time as the customer simultaneously receives and consumes benefits as the Company provides them.

Tax

Tax expense consists of current tax and changes in deferred tax. Deferred tax liabilities and assets are calculated on the basis of temporary differences that exist between the accounting and tax values, as well as tax losses carried forward at the end of the financial year, with the exception of:

- Initial recognition of goodwill,
- Initial recognition of an asset or liability in a transaction that is not a business combination, and that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss)
- Temporary differences related to investments in subsidiaries, associates or joint ventures when the Group controls when the temporary differences will reverse and it is not expected to occur in the foreseeable future.

A deferred tax asset is recognised when it is probable that the company will have sufficient taxable profits in future periods to utilise the tax benefit. The company recognises previously unrecognised deferred tax assets to the extent that it has become probable that the company will be able to utilise the deferred tax benefit. Similarly, the company will reduce deferred tax assets to the extent that the company no longer considers it probable that it will be able to utilise the deferred tax benefit. Deferred tax liabilities and assets are measured based on the expected future tax rate of the companies in the group where temporary differences have arisen. Deferred tax liabilities and assets are measured at nominal value and are classified as long-term liabilities (fixed assets) in the balance sheet. Tax payable and deferred tax assets or liabilities are recognised



DocuSign Envelope ID: 20C720A1-4A60-48E1-AE05-423BF2D1DBF8

directly in equity to the extent that the tax items relate to items recognised directly in equity.

Leasing obligations and right of use assets

When entering into a contract, the Company assesses whether the contract is or contains a lease. A contract is or contains a lease if the contract transfers the right to control the use of an identified asset for a period of time in exchange for consideration.

At the inception of a lease, the Group recognises a lease liability and a corresponding right-of-use asset for all of its leases, except for the following applied exceptions:

- Short-term leases (lease term of 12 months or less)
- Low-value assets

For these leases, the Group recognises the lease payments as other operating expenses in the income statement as they are incurred.

Lease obligations

The Company measures lease liabilities at the inception date at the present value of the lease payments not yet due. The lease term represents the non-cancellable period of the lease, in addition to periods covered by an option to either extend or terminate the lease if the Company is reasonably certain to (not) exercise this option. The lease payments included in the measurement of the lease liability consist of:

- Fixed lease payments (including in effect fixed payments), less any receivables in the form of lease incentives
- Variable lease payments that depend on an index or an interest rate, first measured using the index or interest rate at the time of implementation
- Amounts expected to be payable to the Company under residual value guarantees
- The exercise price of a purchase option, if the Company will exercise this option with reasonable certainty
- Payment of a penalty to terminate the lease, if the lease term reflects that the Company will exercise an option to terminate the lease.

The lease liability is subsequently measured by increasing the carrying amount to reflect the interest on the lease liability, reducing the carrying amount to reflect lease payments made and re-measuring the carrying amount to reflect any reassessments or modifications of the lease, or to reflect adjustments to lease payments resulting from adjustments in indices or rates. The Company does not include variable lease payments in the lease liability. Instead, the Group recognizes these variable lease costs in the income statement.

Right of use assets

The Company measures right-of-use assets at cost, less accumulated depreciation and impairment losses, adjusted for any new measurements of the lease liability. The cost of right-of-use assets comprises:

- The amount of the initial measurement of the lease liability
- All lease payments made at or before the commencement date, less any lease incentives received
- All direct costs incurred by the Group to obtain the lease
- An estimate of the costs incurred by the lessee to dismantle and remove the underlying asset, restore the site on which the unit is located, or restore the underlying asset to the condition required by the terms of the lease, unless these costs are incurred in the production of the goods.

The Company applies the depreciation requirements in IAS 16 Property, Plant and Equipment when depreciating right-of-use assets, except that right-of-use assets are depreciated from the date of commencement until the earlier of the end of the lease term and the end of the useful life of the right-of-use assets. The Company applies IAS 36 "Impairment of Assets" to determine whether a right-of-use asset is impaired and to recognise any impairment losses.

Classification and valuation of fixed assets and intangible assets

Tangible assets

Fixed assets consist of assets intended for long-term ownership and use. Fixed assets are valued at acquisition cost less depreciation and write-downs. Long-term liabilities are entered on the balance sheet at the nominal amount at the time of the transaction.

Tangible fixed assets include property, plant and equipment that are intended for production, delivery of goods or administrative purposes, and that have an indefinite useful life. The fixed assets are measured at



DocuSign Envelope ID: 20C720A1-4A60-48E1-AE05-423BF2D1DBF8

acquisition cost, less accumulated depreciation and impairment losses. On sale or disposal, the carrying amount is derecognized and any loss (gain) is recognized in the income statement. The acquisition cost of fixed assets is the purchase price, including fees/taxes and costs directly related to bringing the fixed asset to use. Expenses incurred after the fixed asset has been put into use, such as ongoing maintenance, are recognized in the income statement as operating expenses, while costs or improvements are added to the cost of the fixed asset and depreciated in line with the fixed asset.

Plant and equipment is capitalised and depreciated over the economic lifetime of the asset. Significant items of plant and equipment that consist of several material components with different lifetimes are broken down in order to establish different depreciation periods for the different components. Direct maintenance of plant and equipment is expensed on an ongoing basis under operating costs, while additions or improvements are added to the asset's cost price and depreciated in line with the asset. Plant and equipment is written down to the recoverable amount in the event of a fall in value that is not expected to be temporary. The recoverable amount is the higher of the net sales value and the value in use. Value in use is the present value of future cash flows related to the asset. The write-down is reversed when the basis for the write-down is no longer present.

Intangible assets

Separately acquired intangible assets are carried at cost. Intangible assets acquired through business combinations are recognised in the consolidated financial statements at fair value. In subsequent reporting periods, intangible assets are measured at cost less any amortisation and impairment losses. Internally generated intangible assets, with the exception of capitalised development costs, are not capitalised but are expensed as incurred. Intangible assets with a finite useful life are amortised over their economic lives and tested for impairment when there is an indication of impairment. Goodwill and other intangible assets with indefinite useful lives are not amortised but are tested for impairment if there is an indication of impairment, but at least annually, either individually or as part of a cash-generating unit. For intangible assets with indefinite useful lives, an annual assessment is made as to whether the assumption of an indefinite useful life is justified. Otherwise, the change to a finite useful life is treated prospectively. Gains or losses on disposal of intangible assets are calculated as the difference between net sales revenue and carrying amount. Gains are recognized under "other operating income" and losses under "other operating expenses".

Classification and valuation of current assets

Assets are classified as current assets when the Company expects to realise the asset, or intends to sell or consume it in the Company's ordinary operating cycle. Furthermore, assets that are held primarily for trading or that are expected to be realised within twelve months after the reporting period are also to be considered current assets. Similarly, assets in the form of cash or cash equivalents also apply, unless these are subject to restrictions that mean that they cannot be exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current assets.

Liabilities are classified as current when they are expected to be settled in the Company's ordinary operating cycle, when they are held primarily for trading, or if the liability falls due for settlement within twelve months after the reporting period, or the entity does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Any terms of the obligation that, at the option of the counterparty, may result in it being settled by the issuance of equity instruments do not affect the classification of the obligation. All other obligations are classified as non-current.

Inventories

Inventories are measured at the lower of average market price and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business less costs to sell. Cost is allocated using the average pricing method and includes costs incurred in acquiring the goods and costs incurred in bringing the goods to their present condition and location.

Receivables

Receivables from customers and other receivables are entered at par value after deducting a provision for expected losses. The provision for losses is made on the basis of an individual assessment of the respective receivables. In addition an unspecified provision is made to cover expected losses on claims in respect of customer receivables.

Pension liabilities - defined-contribution scheme

The cost of a defined-contribution pension scheme corresponds to the premium paid to the insurance company for the period.

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or



DocuSign Envelope ID: 20C720A1-4A60-48E1-AE05-423BF2D1DBF8

an equity instrument of another entity.

Financial assets

The Company's financial assets are: derivatives, unlisted equity investments, listed debt instruments, trade receivables, and cash and cash equivalents. The classification of financial assets upon initial recognition depends on the characteristics of the contractual cash flows of the asset and the business model the Group adopts in managing its financial assets. With the exception of trade receivables that do not have a significant financing element, the Company recognises a financial asset at fair value plus, if the financial asset is not measured at fair value through other comprehensive income, transaction costs. The Group classifies its financial assets into four categories:

- Financial assets measured at amortized cost
- Financial assets measured at fair value through other comprehensive income with reclassification of accumulated gains and losses to profit or loss
- Equity instruments measured at fair value through other comprehensive income without reclassification of accumulated gains and losses to profit or loss
- Derivatives at fair value through profit or loss (not designated as hedging instruments)

Financial assets measured at amortised cost

The Company measures financial assets at amortised cost if the following conditions are met:

- The financial asset is held in a business model whose objective is to collect contractual cash flows, and
- The contractual terms of the financial asset give rise to cash flows that consist solely of payments of principal and interest on specified dates.

Subsequent measurement of financial assets measured at amortised cost is made using the effective interest method and is subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired. The Group's financial assets at amortised cost include trade receivables and other short-term deposits. Trade receivables that do not have a significant financing element are measured at the transaction price in accordance with IFRS 15 Revenue from Contracts with Customers.

Financial assets measured at fair value through other comprehensive income

The Company measures debt instruments at fair value through other comprehensive income if the following conditions are met:

- The financial asset is held in a business model where the objective is both to collect contractual cash flows and to sell,
- The contractual terms of the financial asset give rise to cash flows that consist solely of payments of principal and interest on specified dates.

Debt instruments measured at fair value through other comprehensive income, interest income, translation differences, and impairment losses or reversals are recognised in profit or loss and are calculated in the same way as financial assets measured at amortised cost. Any remaining changes in fair value are recognised in other comprehensive income. Upon derecognition, the cumulative change in fair value recognised in other comprehensive income is transferred to profit or loss. The Group's debt instruments at fair value through other comprehensive income include investments in listed instruments (bonds).

Derivatives measured at fair value through profit or loss

Derivatives are carried in the balance sheet at fair value, adjusted for net changes in fair value through profit or loss. This category includes forward exchange contracts and interest rate swaps that are not designated as hedging instruments (hedge accounting is not used).

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or a part of a group of similar financial assets) is derecognized (removed from the Group's consolidated balance sheet) if:

- The contractual right to receive cash flows from the financial asset expires, or
- The Company has transferred the contractual right to receive the cash flows from the financial asset or retains the right to receive the cash flows from a financial asset but has committed to transfer them to a counterparty; and either
 - a. The Company has transferred substantially all the risks and rewards of the asset, or
 - b. The Company has neither transferred nor retained substantially all the risks and rewards associated with the asset, but has transferred control of the asset.



DocuSign Envelope ID: 20C720A1-4A60-48E1-AE05-423BF2D1DBF8

Financial obligations

Financial liabilities are, upon initial recognition, classified as loans and receivables, or derivatives. Derivatives are initially recognized at fair value. Loans and receivables are recognized at fair value adjusted for directly attributable transaction costs. Derivatives are financial liabilities when the fair value is negative, and are accounted for in a similar manner to derivatives that are assets.

Loans and receivables

After initial recognition, interest-bearing loans are measured at amortized cost using the effective interest method. Gains and losses are recognized in profit or loss when the liability is derecognized. Amortized cost is calculated by taking into account any discount or premium related to the purchase, or costs and fees that are an integral part of the effective interest rate. The effective interest rate is presented as finance costs in the income statement. Liabilities are measured at their nominal amount if the effect of discounting is insignificant.

De-recognition of financial liabilities

A financial liability is derecognized when the liability is discharged, cancelled or expires. When an existing financial liability is replaced by a new liability from the same lender where the terms are significantly changed, or the terms of an existing liability are significantly modified, the original liability is derecognized and a new liability is recognized. The difference in carrying amount is recognized in profit or loss.

Provisions for losses on financial assets

The Company has made a provision for expected credit losses (ECL) on all debt instruments that are not classified as fair value through profit or loss. The measurement of the provision for expected credit losses in the general model depends on whether the credit risk has increased significantly since initial recognition. Upon initial recognition and when the credit risk has not increased significantly after initial recognition, a provision for 12-month expected credit losses is required. The 12-month expected credit loss is the loss that is expected to occur over the life of the instrument, but which can be associated with events occurring in the first 12 months. If the credit risk has increased significantly after initial recognition, a provision for expected credit losses over the entire life is required. Expected credit losses are calculated based on the present value of all cash flows over the remaining expected life, i.e. the difference between the contractual cash flows according to the contract and the cash flows that the Company expects to receive, discounted at the effective interest rate of the instrument. The expected cash flows shall include cash flows from the sale of collateral or other credit enhancements that are integrated into the contractual terms.

The Company uses a simplified method for calculating loss provisions for trade receivables and contract assets. The Company therefore measures the loss provision based on expected credit losses over the lifetime of each reporting period, and not based on 12-month expected losses. The Company has created a provision matrix that is based on historical credit losses, adjusted for forward-looking factors for the specific customer and the general economic situation. For debt instruments measured at fair value through other income and expenses, the Company uses the simplification rules for instruments with low credit risk. This means that the Group evaluates at each reporting period whether instruments that had low credit risk upon initial recognition continue to have low credit risk at the balance sheet date. The assessment is made using relevant information that is available without undue cost and effort. During this evaluation, the Company will reassess the internal credit assessment of the debt instrument. Furthermore, the Company assesses whether there has been a significant increase in credit risk if payments are more than 30 days past due.

The Company's debt instruments at fair value through other comprehensive income consist only of listed bonds that are considered to have a good credit rating and these investments are therefore considered to have low credit risk. The Company's policy is to measure expected credit losses on such instruments on a 12-month basis. If there has been a significant increase in credit risk since initial recognition, the provision will be calculated based on expected credit losses over the life of the instrument. The Company considers a financial asset to be in default if contractual payments are 90 days past due. However, the Company will, in some cases, consider financial assets to be in default if internal or external information indicates that it is unlikely that they will receive contractual amounts outstanding, without taking into account collateral held by the Company. A financial asset is impaired when it is not reasonable to expect that the contractual cash flows will be received.

Fair value measurement

The fair value of financial instruments traded in active markets is determined at the end of the reporting period by reference to quoted market prices or quotes from financial instrument dealers (bid prices for long positions and ask prices for short positions), without deduction for transaction costs. For financial instruments that are not traded in an active market, fair value is determined using an appropriate valuation technique. Such techniques include the use of recent arm's length market transactions between knowledgeable, willing parties, where available, reference to the current fair value of another instrument that is substantially the same, discounted cash flow calculations or other valuation models.



DocuSign Envelope ID: 20C720A1-4A60-48E1-AE05-423BF2D1DBF8

Provisions

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable (more likely than not) that an outflow of resources will be required to settle the obligation and the amount can be measured reliably. If the effect is material, the provision is calculated by discounting the expected future cash flows at a pre-tax discount rate that reflects the market's assessment of the time value of money and, where relevant, the risks specific to the obligation. A provision for a guarantee is recognised when the underlying products or services are sold. The provision is based on historical information about guarantees and a weighting of possible outcomes against their likelihood of occurring. Restructuring provisions are recognised when the Company has approved a detailed and formal restructuring plan and the restructuring has either commenced or been announced. Provisions for onerous contracts are recognized when the Company's expected revenues from a contract are lower than the unavoidable costs incurred to meet the obligations under the contract.

Cash flow statement

The cash flow statement has been prepared using the indirect method. Cash and cash equivalents consist of cash, bank deposits and other short-term, liquid investments.

Events subsequent to the balance sheet date

New information after the balance sheet date about the company's financial position at the balance sheet date is taken into account in the annual accounts. Events after the balance sheet date that do not affect the company's financial position at the balance sheet date, but that will affect the company's financial position in the future, are disclosed if this is material.

...



DocuSign Envelope ID: 20C720A1-4A60-48E1-AE05-423BF2D1DBF8

Note 1 Revenue

(USD thousands)

	2024
By business area	
Open Hatch pool distribution from G2 Ocean AS	28,196
Time charter income (Open Hatch)	346
Total Open Hatch revenue	28,543
Geographic breakdown	2024
North America	2,313
South America	9,414
Europe	2,508
Africa	1,168
Australasia	1,518
Middle East and Asia	11,622
Total	28,543

Note 2 Related party transactions

(USD thousands)

Related party	Link	Parent company
Gearbulk Shipowning Ltd.	Group company (Bermuda)	Gearbulk Holding AG (100%)
Gearbulk Pool Ltd.	Group company (Bermuda)	Gearbulk Holding AG (100%)
Gearbulk Norway AS	Group company (Norway)	Gearbulk Holding AG (100%)
G2 Ocean AS	Related party (Norway AS)	G2 Ocean Holding AS (100%)

The following internal transactions have taken place in 2024:

Transaction category	Amount	Counterpart related party
Acquisition of owned vessels net of debt	331 808	Gearbulk Shipowning Ltd.
Acquisition of lease contracts	87 485	Gearbulk Shipowning Ltd.
Acquisition of newbuilding contracts	52 169	Gearbulk Shipowning Ltd.
Acquisition of derivative contracts	-706	Gearbulk Shipowning Ltd.
Recharge of vessel operating expenses	10 723	Gearbulk Shipowning Ltd.
Acquisition of lease contracts	55 566	Gearbulk Pool Ltd.
Administration services	2 031	Gearbulk Pool Ltd.
Acquisition of employees	152	Gearbulk Norway AS
Open Hatch pool distribution (Revenue)	28 196	G2 Ocean AS
Interest expenses (capitalized to newbuildings)	268	Gearbulk Holding AG

During second half of 2024, Gearbulk Shipowning AS acquired vessels net of debt, lease contracts, newbuilding contracts and derivative contracts from the group companies Gearbulk Shipowning Ltd. and Gearbulk Pool Ltd. All assets and liabilities were transferred at fair market value at the time of transfer.

The majority of the seller's credit generated from buying all assets and liabilities, was converted to equity by debt conversion. The two group companies Gearbulk Shipowning Ltd. and Gearbulk Pool Ltd, distributed initially their respective receivables towards Gearbulk Shipowning AS as dividend to the common parent company Gearbulk Holding AG. Further, the parent company converted its receivable towards Gearbulk Shipowning AS to equity, resulting in an increased equity as per year-end 2024.

The Company completed the capital increase by debt conversion of USD 505.2 million on 30 December 2024.



DocuSign Envelope ID: 20C720A1-4A60-48E1-AE05-423BF2D1DBF8

Note 3 Specification of vessel operating costs by type (OPEX):

	2024
Crew expenses	6,741
Provisions & stores	187
Spare, repairs & modifications	2,562
Insurance & claims	-96
Sundry	452
Administration	877
OPEX equivalent leased vessels & other	3,372
Total vessel operating costs	14,095

Note 4 Inventories

(USD thousands)

Stocks	2024
Stock of lube oils and paint onboard vessels	6,138
Total stocks	6,138

Inventory valued at cost price (average market price) 6,138

Cost of goods	2024
Purchase of lube oils and paint for vessels	-312
Total cost of goods	-312

Out of the total inventory value of Gearbulk Shipowning AS as at 31.12.2024 100% of the book value has been valued at average market price.

Note 5 Salary costs and benefits, pensions and remuneration to the chief executive, board and auditor

(USD thousands)

Employee benefits expense	2024
Salaries	61
Employment tax	8
Total	70

In 2024 the company employed 0.7 man-years. The four employees as per 31 December 2024 were transferred from the group company Gearbulk Norway AS as per 1 November 2024.

Pension expense

The company is liable to maintain an occupational pension scheme under the Mandatory Occupational Pensions Act. The company's pension schemes satisfy the requirements of this Act. Gearbulk Shipowning AS has a defined-contribution plan in accordance with local laws. The defined-contribution plan covers all full-time employees and the full amount of the salary. As at 31.12.2024 there were 3 members in the plan. The members were transferred from Gearbulk Norway AS to Gearbulk Shipowning AS as per 1 November 2024. Contributions expensed amounted to USD 281 in 2024.

Remuneration to management and board of directors

No remuneration has been paid to the general manager or the board of directors in 2024.

Auditor

Audit fees expensed for 2024 amount to USD 60 thousands excl. VAT.



DocuSign Envelope ID: 20C720A1-4A60-48E1-AE05-423BF2D1DBF8

Note 6 Tangible assets

(USD thousands)

	Vessels	Newbuildings	Dry-docking & vessel equipment	Total
Purchased tangible assets	618,420	47,791	52,518	718,729
Acquisition cost 31.12.2024	618,420	47,791	52,518	718,729
Accumulated depreciations 31.12	8,171	0	2,368	10,539
Book value 31.12.2024	610,249	47,791	51,150	708,190
This year's depreciation	8,171	0	2,368	10,539
This year's reversal of write-downs	-451	0	0	-451
Acc. depreciations and write-downs 31.12.2024	7,720	0	2,368	10,087
Economic lifetime	30 years	30 years	5-30 years	
Decreciation plan	Linear	Linear	Linear	

As per 31 December 2024, no impairment indications have been identified for the fleet. As of December 31, 2024, the Company has six newbuild vessels on order for delivery in 2027 (the six newbuild vessel contracts were novated to the Company from Gearbulk Shipowning Limited during 2024). The Company has capital commitments of \$250.8 million in respect of these vessels, and during 2024 secured 100% financing for two out of six vessels, and is currently in the process of securing additional financing for the remaining four vessels.

USD million	2025	2026	2027	2028	2029	Thereafter	Total
Capital Commitments	7.4	68.8	174.6	-	-	-	250.8

Note 7 Right-of-Use assets

(USD thousands)

	Right-of-Use assets	Right-of-Use assets acquired	Total
Acquisition cost 01.01.2024	375,604	126,900	502,504
Acquisition cost 31.12.2024	375,604	126,900	502,504
Accumulated depreciations 31.12	3,598	5,787	9,385
Book value 31.12.2024	372,006	121,113	493,119
This year's depreciation	3,598	5,787	9,385
Acc. depreciations and write-downs 31.12.2024	3,598	5,787	9,385
Economic lifetime	1-15 years	1-15 years	
Decreciation plan	Linear	Linear	

As per 31 December 2024, no impairment indicators have been identified for the Right-Of-Use assets. As of December 31, 2024, the Company has time chartered three semi-open hatch vessels on medium or long-term charters. The Company has certain options to purchase certain of these vessels at future dates and has certain options to extend the time charters. The option values have been included in the calculation of the RoU asset and capital lease obligation the the lease contracts where it is highly likely that Gearbulk



DocuSign Envelope ID: 20C720A1-4A60-48E1-AE05-423BF2D1DBF8

Shipowning AS will execute the option and where the Company has an purchase obligation to buy the respective vessel at the end of the lease period.



DocuSign Envelope ID: 20C720A1-4A60-48E1-AE05-423BF2D1DBF8

Note 8 Financial instruments and hedging

During 2024, Gearbulk Shipowning Limited novated all existing hedging arrangements to the Company. All derivatives are recognized on the balance sheet at their fair value. On the date that the Company enters into a derivative contract, it designates the derivative as one of:

- A hedge of the fair value of a recognized asset or liability (a "fair value" hedge);
- A hedge of (a) a forecasted transaction, (b) the variability of cash flows that are to be received or paid in connection with a recognized asset or liability or (c) an unrecognized firm commitment (a "cash flow" hedge);
- A foreign-currency fair-value or cash flow hedge (a "foreign currency" hedge);
- A hedge of a net investment in a foreign operation; or
- An instrument that is held for trading or non-hedging purposes (a "trading" or "non-hedging" instrument).

The Company in general enters into interest rate swap agreements, forward foreign exchange contracts and currency options, fuel rate swap agreements and options and much less frequently, derivatives such as forward freight agreements, freight options, interest rate caps, and fuel purchase options, to manage its exposure to fluctuations in interest rates, currency rates, the market price of fuel, the market price of time charter freight rates, voyage charter freight rates, and the market price of newbuild vessels denominated in currencies other than in US Dollars. Certain interest rate swap agreements, forward foreign exchange contracts, and fuel rate swap agreements are designated as cash flow hedges, and where they meet the criteria for hedge accounting, each is accounted for accordingly as follows.

Changes in the fair value of derivative instruments that do not qualify for hedge accounting are reported in the Income statement within other financial expenses. Changes in the fair value of a derivative that is highly effective and that is designated and qualifies as a cash flow hedge, to the extent that the hedge is effective, are recorded in Accumulated other comprehensive income, until earnings are affected by the variability of cash flows of the hedged transaction. Any hedge ineffectiveness (which represents the amount by which the changes in the fair value of the derivative exceed the variability in the cash flows of the forecasted transaction) is recorded in current-period earnings.

The Company formally documents all relationships between hedging instruments and hedged items, as well as its risk-management objective and strategy for undertaking various hedge transactions. This process includes linking all derivatives that are designated as cash flow, or foreign-currency hedges to (1) specific assets and liabilities on the Balance Sheet or (2) specific forecasts or committed transactions. The Company also formally assesses (both at the hedge's inception and on an ongoing basis) whether the derivatives that are used in hedging transactions have been highly effective in offsetting changes in cash flows of hedged items and whether those derivatives may be expected to remain highly effective in future periods. When it is determined that a derivative is not (or has ceased to be) highly effective as a hedge, the Company discontinues hedge accounting prospectively.

The Company discontinues hedge accounting prospectively when:

- it determines that the derivative is no longer effective in offsetting changes in the fair value or cash flows of a hedged item (including hedged items such as firm commitments or forecasted transactions),
- the derivative expires or is sold, terminated, or exercised,
- it is no longer probable that the forecasted transaction will occur, a hedged firm commitment no longer meets the definition of a firm commitment, or



DocuSign Envelope ID: 20C720A1-4A60-48E1-AE05-423BF2D1DBF8

- the Company determines that designating the derivative as a hedging instrument is no longer appropriate.

The Company discontinues hedge accounting when it is no longer probable that the forecasted transaction or firm commitment will occur on the original date or within a two-month window either side of this date. If the hedge is de-designated, the gain or loss accumulated to date on the derivative remains in Accumulated other comprehensive income and is reclassified into the Income statement when the transaction affects earnings. If the hedge is not de-designated, the gain or loss accumulated to date on the derivative is recognized immediately in the Statement of Income. In all situations in which hedge accounting is discontinued and the derivative remains outstanding, the Company will carry the derivative at its fair value on the Balance Sheet, recognizing changes in the fair value in current-period earnings.

Interest Rate Management:

The Company maintains an interest rate risk-management strategy that uses derivative instruments to minimize significant, unanticipated earnings fluctuations that may arise from volatility in interest rates. A significant proportion of the Company's indebtedness bears interest at rates that fluctuate with prevailing interest rates. The Company has implemented a policy of hedging a substantial portion of its interest rate exposure through the utilization of interest rate hedging instruments.

The Company enters into interest rate swap agreements, where the Company agrees to exchange, at specified intervals, the difference between fixed and variable interest amounts calculated by reference to an agreed-upon principal amount. Variable rates are linked to Term USD SOFR rate. The Company also enters into zero-cost collar agreements, where the Company agrees to exchange, at specified intervals, the difference between fixed and variable interest amounts calculated by reference to an agreed-upon principal amount, should the variable rate fall outside the collar range. Variable rates are linked to Term USD SOFR rate.

As of December 31, 2024, the fair value of the aggregate interest rate swap and zero-cost collar agreements held on the balance sheet was a net unrealized loss of \$0.1 million, of which \$Nil million was recorded within Other current assets, \$Nil million was recorded within Other non-current assets, \$0.1 million within Other liabilities and \$Nil million within Other non-current liabilities. As of December 31, 2024, these contracts had maturities within one year and a notional principal amount of \$75.0 million.

Foreign Currency Management:

The Company maintains a foreign-currency risk-management strategy that uses derivative instruments to protect its interests from unanticipated fluctuations in earnings and cash flows that may arise from volatility in currency exchange rates. Movements in foreign-currency exchange rates pose a risk to the Company's operations and competitive position, since changes in exchange rates may affect the profitability, cash flow, and business and or pricing strategies of competitors. These movements affect transactions that involve operating costs incurred in foreign currencies. The Company uses foreign currency forward exchange contracts to hedge these risks.

As of December 31, 2024, the fair value of aggregate foreign currency forward exchange contracts held on the Balance Sheet was a net unrealized loss of \$1.4 million, of which \$0.1 million was recorded within Other current assets, \$Nil million was recorded within Other non-current assets, \$1.0 million within Other liabilities and \$0.4 million within Other non-current liabilities. As of December 31, 2024, these contracts had maturities of one to two years and a notional principal amount of \$41.7 million.

Credit Risk:

By using derivative financial instruments to hedge exposures to changes in exchange rates, interest rates, and fuel costs, the Company exposes itself to credit risk. Credit risk is the risk that the counterparty might fail to fulfill its performance obligations under the terms of the derivative contract. When the fair value of a derivative contract is positive, the counterparty owes the Company, which creates settlement risk for the Company. When the fair value of a derivative contract is negative, the Company owes the counterparty and,



DocuSign Envelope ID: 20C720A1-4A60-48E1-AE05-423BF2D1DBF8

therefore, does not assume settlement risk. The Company's hedging policy establishes maximum limits for each counterparty.

In the current economic environment, the Company is actively monitoring its material counterparty risks.
Fair Values:

The estimated fair values of derivatives used to hedge or modify the Company's risks will fluctuate over time. These fair values should not be viewed in isolation, but rather in relation to the fair values of the underlying hedged transactions and the overall reduction in the Company's exposure to adverse fluctuations in interest rates, foreign exchange rates and fuel prices.

The Company has adopted the requirements to disclose fair value measurements by level of the following fair value measurement hierarchy:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1)
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2)
- Inputs for the asset or liability that are not based on observable market data (that is unobservable inputs) (level 3)

The Company has deemed the fair value measurement for each asset or liability held at fair value to be level 2.



DocuSign Envelope ID: 20C720A1-4A60-48E1-AE05-423BF2D1DBF8

Note 9 Tax

(USD thousands)

This year's tax expense	2024
Income tax expense:	
Payable tax	0
Changes in deferred tax assets	0
Tax expense on ordinary profit/loss	0

Taxable income:	
Ordinary result before tax	-16,305
Permanent differences	0
Changes in temporary differences	268
Adjustment of net finance expense deduction (NTT scheme)	16,037
Taxable income	0

Payable tax in the balance:	
Payable tax on this year's result	0
Total payable tax in the balance	0

Calculation of effective tax rate	
Ordinary result before tax	-16,305
Total	0

The tax effect of temporary differences that has formed the basis for deferred tax and deferred tax advantages, specified on type of temporary differences

	2024
Accumulated loss to be brought forward	-268
Deferred tax (22 %) / /Deferred tax asset (22%)	-59

Deferred tax asset is not recognised in the balance sheet.

The Company is subject to the Norwegian tonnage tax rules in accordance with Chapter 8 of the Norwegian Taxation Act. Payable tonnage tax for 2024 is USD 58 thousand (NOK 657 thousand).

Note 10 Intangible assets

(USD thousands)

	Intangible asset	Total
Acquisition cost 01.01.2024	152	152
Acquisition cost 31.12.2024	152	152
Book value 31.12.2024	152	152

Write-downs and reversal of write-downs

As per 31 December 2024 no indicators of impairment have been identified related to the acquired intangible asset related to transfer of four employees from Gearbulk Norway AS to Gearbulk Shipowning AS

The intangible asset was recognised in connection with transfer of 4 employees from the group company Gearbulk Norway AS as per 1 November 2024. The basis for the valuation was re-acquisition and training



DocuSign Envelope ID: 20C720A1-4A60-48E1-AE05-423BF2D1DBF8

cost of the the four employees transferred. As the transaction was executed close to year-end, no impairment has been identified for the intangible asset.

Note 11 Charges and guarantees

(USD thousands)

Debt secured by charges, mortgages and guarantees	31.12.2024
Long-term debt to credit institutions	366,804
Total	366,804
Book value of assets held as security for bank loans	31.12.2024
Vessels	610,249
Capitalised vessel equipment and dry-docking	50,150
Total	660,399

The parent company Gearbulk Holding AG has provided a fulfilment guarantee on behalf of Gearbulk Shipowning AS to all vessel owners of leased vessels.

Note 12 Other current receivables and liabilities

(USD thousands)

Other current receivables:	2024
Prepaid insurance premiums	31
Prepaid interest expense	936
Prepaid vessel operating expenses	3,801
Insurance claim receivable	2,095
Financial derivatives	84
VAT receivable	5
Other current receivables	1,892
Total	8,843
Other current liabilities:	2024
Accrued loan interest	-565
Accrued finance expense	-242
Financial derivatives	-1,044
Deferred voyage expenses	-345
Other current liabilities	-329
Total	-2,524

Note 13 Related parties and intercompany balances

(USD thousands)

	2024
Receivables	
Other current intercompany receivable (GBSO Ltd.)	10,220
Total	10,220
Liabilities	
Other current liabilities intercompany (GBH AG)	469



DocuSign Envelope ID: 20C720A1-4A60-48E1-AE05-423BF2D1DBF8

Other current liabilities intercompany (GB Pool Ltd.)	1.049
Other current liabilities related parties (G2 Ocean AS)	2.384
Total	3.901

Note 14 Bank deposits

(USD thousands)

Funds on the withholding tax deduction account (restricted funds) amount at USD 15 thousands as per 31 December 2024.

Note 15 Equity capital

(USD thousands)

	Share capital	OCI result	Other paid-in equity capital	Other equity capital	Total equity capital
Pr. 31.12.2023	0	0	0	0	0
Result of the year		-461		-16,305	-16,766
Capital increase - Incorporation 27 June 2025	3		0		3
Capital increase - Debt conversion - 30 December 2024	793		504,378	0	505,171
Pr 31.12.2024	796	-461	504,378	-16,305	488,408

During second half of 2024, Gearbulk Shipowning AS acquired vessels net of debt, lease contracts, newbuilding contracts and derivative contracts from the group companies Gearbulk Shipowning Ltd. and Gearbulk Pool Ltd. All assets and liabilities were transferred at fair market value at the time of transfer.

The majority of the seller's credit generated from buying all assets and liabilities, was converted to equity by debt conversion. The two group companies Gearbulk Shipowning Ltd. and Gearbulk Pool Ltd, distributed initially their respective receivables towards Gearbulk Shipowning AS as dividend to the common parent company Gearbulk Holding AG. Further, the parent company converted its receivable towards Gearbulk Shipowning AS to equity, resulting in an increased equity as per year-end 2024.

The Company completed the capital increase by debt conversion of USD 505.2 million on 30 December 2024.

Note 16 Share capital, shareholders etc.

The share capital in Gearbulk Shipowning AS as at 31.12 consists of:

	Number of shares	Par value (NOK)	Share capital (NOK)
Ordinary shares	30 000	301	9 030 000
			Share capital (USD)
Ordinary shares			795 775

100% of the shares are owned by the parent company Gearbulk Holding AG (Switzerland) as per 31 December 2024.

Gearbulk Holding AS is controlled 51% by Halberton Holding AG (Kristian Jebsen and his family) and 49% Mitsui O.S.K. Lines Ltd. as per 31 December 2024.



DocuSign Envelope ID: 20C720A1-4A60-48E1-AE05-423BF2D1DBF8

The annual accounts for the Gearbulk Holding AG Group can be obtained at the parent company's office in Zentrum Staldenbach 5, 8808 Pfäffikon, Schwyz, Switzerland.



DocuSign Envelope ID: 20C720A1-4A60-48E1-AE05-423BF2D1DBF8

Note 17 Capital leases

(USD thousands)

During 2024, the sister companies Gearbulk Shipowning Ltd. and Gearbulk Pool Ltd novated all existing lease contracts to the Company. In total, the Company acquired 15 bareboat leases and 8 time charter leases. Two lease contracts were entered into in November for Buna Arrow and Biwa Arrow as the previous lease contracts expired in November 2024.

The acquisition cost for all the lease contracts was USD 143,1 million including vessel equipment and capitalised dry docking on the leased vessels. The acquisition cost for the lease contract is amortised over the duration of the lease contract. The lease contract duration spans between 2.5 years and 10 years as per 31 December 2024.

Future minimum lease payments as of 31 December 2024 are as follows:

<u>YEAR</u>	<u>2024</u>
2025	64 877
2026	60 624
2027	59 860
2028	66 709
2029	108 092
Thereafter	129 621
Total	489 783
Less: Amounts representing future finance costs (interest)	-118 884
Present value of minimum capital lease payments	370 899
Less current portion	38 474
Non-current portion capital lease obligation	332 425

Note 18 Long-term liabilities

(USD thousands)

Information on loans from credit institutions:

	<u>Currency</u>	<u>Average interest rate</u>	<u>Maturity</u>	<u>Due date</u>	<u>Loan amount in USD</u>
DNB \$245 Fleet bank facility	USD	7,13%	3 years	31.12.2027	192 707
DNB \$82 Legacy bank facility	USD	8,23%	3 years	31.12.2027	77 309
DNB \$60 Accordion bank facility	USD	6,78%	3,5 years	31.07.2028	72 719
KGJF \$22,5 facility	USD	10,00%	4 years	31.12.2028	24 069
Total					366 804

Maturity profile

<u>2025</u>	<u>2026</u>	<u>2027</u>	<u>2028</u>	<u>Subsequently</u>	<u>Total</u>
48 609	47 178	206 398	64 619	0	366 804

Some of the Company's debt and financing agreements contain one or several covenants, as described below and applicable as at December 31, 2024:

Liquidity ratio covenant requires that current assets, plus committed undrawn loan facilities of the



DocuSign Envelope ID: 20C720A1-4A60-48E1-AE05-423BF2D1DBF8

Company, which are available for a period in excess of 12 months, on a consolidated basis, shall be equal to at least 100% of current liabilities reduced by 100% of the current portion of long term debt, operating leases and finance leases;

Minimum equity ratio covenant requires that total shareholders' equity divided by total assets of the Group exceeds 20%; and total shareholders' equity plus drawn amounts under certain related party loans should exceed 25%;

Minimum free liquidity covenant (which includes committed undrawn loan facilities of the Group, which are available for a period in excess of 12 months, on a consolidated basis), stipulates that the Group must maintain a free liquidity at least equal to the higher of \$40.0 million and 5% of the interest-bearing debt including operating and finance leases; and

Security value maintenance covenant that stipulates if the market value of the security (mortgaged vessels) drops below a certain threshold, the Company must provide additional security to compensate for the value drop below the threshold.

As defined in certain of the Company's financing agreements, the Company is restricted in the amount of dividends that can be distributed to its shareholders. The terms of the financing agreements limit the payments of dividends to an amount that does not cause a breach of any of the financial covenants. As part of the agreement to amend key terms and conditions of its bank debt facilities in 2022, the Company must maintain its minimum free liquidity after a dividend is paid. Dividends of \$Nil million were declared and paid during 2024. As per 31 December 2024 and as per date of these annual accounts, the Company is compliant with all of its financial covenants.

Note 19 Events subsequent to the balance sheet date

In January 2025 and following the successful completion of all conditions precedent, Mitsui O.S.K. Lines Ltd. ("MOL") increased its shareholding in Gearbulk Holding AG (the Company's immediate parent company) to 72% via a share swap agreement with Halberton Holding AG. After the execution of the share swap, Halberton Holding AG owns 28% of Gearbulk Holding AG.

In January 2025, the Company exercised its option to purchase the vessel Misago Arrow. The option is expected to mature in June 2025 for approximately \$17.9 million, after which the vessel will be refinanced against mortgaged debt.

In February 2025, the Company exercised its option to purchase the vessel Toki Arrow. The option is expected to mature in June 2025 for approximately \$19.3 million, after which the vessel will be refinanced against mortgaged debt.



Our date 14.02.2025	Your date 05.02.2025	Case officer Lars Waalorp
800 80 000 skatteetaten.no	Your reference	Telephone +4790833418
Org. nr: 974761076	Our reference 2025/5039206	Postal address P.O. Box 9200 Grønland 0134 Oslo

GEARBULK SHIPOWNING AS
Att.Raisa Cielo
Postboks 7150
5020 BERGEN
Norge

Callers from abroad, please call +47 22 07 70 00

Permission to prepare the annual accounts and directors' report in English language for Gearbulk Shipowning AS, org. no 933 851 842

With reference to your letter of 5 February 2025 with respect to the above matter regarding Gearbulk Shipowning AS.

Based on a total evaluation, the view of the tax office is that Gearbulk Shipowning AS may make the directors' report and annual accounts in English language according to the Norwegian Accounting Act § 3-4 third paragraph. The exemption requires that the information the decision is based on, does not change significantly.

A copy of this letter must be sent to the Register of Company Accounts in Brønnøysund together with the financial statements. It is incumbent on the company to document by this letter that the permit is granted.

Background

Gearbulk Shipowning AS is owned by a foreign company and is part of an international group. The group operates within the international shipping industry, with offices and activities in various countries around the world. The company uses English as its working language. One of the board members is not Norwegian.

Condition for the permission

According to the Norwegian Accounting Act § 3-4, third paragraph shall "the directors' report and annual accounts (...) be in Norwegian. The Ministry can in an individual decision decide that the directors' report and/or annual accounts may be in another language".

Ot. prp. nr. 42 (1997-1998) About Act about annual accounts etc., says the following about the purpose of the Accounting Act, refer section 1.1:

"The aim of the Government with respect to the Accounting Act is that it shall contribute towards providing informative accounts for different users of accounts. The users of accounts include investors and creditors, which provide capital for the companies. Other groups include those who have an interest in knowing how the companies are operated,



for example employees and the local community. The information to the capital market is an important basis for the correct pricing of financial instruments. The correct pricing of stocks is an important factor in securing the best possible allocation of resources in the economy. High quality accounts will also make it more difficult for market participants to obtain speculative gains as a result of non-publicly available information.”

One of the main goals of the Accounting Act is to contribute to “informative accounts for different users of accounts”. The users of the accounts will include investors, creditors, employees and the local community.

Hence, it is the view of the Ministry that it is crucial that the question of dispensation from the general rule that the annual accounts and/or directors’ report should be prepared in Norwegian, not in any significant way deviate from the consideration of users of the accounts.

As mentioned above it is particularly the consideration of the users of the account information, which has to be taken into consideration when considering the application for permission. In this assessment, the tax office has emphasized that the company is a subsidiary of a foreign company and is part of an international group. Furthermore, all key players and partners in this industry understand and use English.

Please state "our reference" (see above) in all written communication with the Norwegian Tax Authorities.

Yours sincerely,

Lars Waalorp
The Norwegian Tax Administration

This document has been electronically approved and therefore has no handwritten signatures.