



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2023 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer: 961 999 960
Organisasjonsform: Aksjeselskap
Foretaksnavn: GEARBULK SHIPPING AS
Forretningsadresse: Ytrebygdsvegen 215
5258 BLOMSTERDALEN

Regnskapsår

Årsregnskapets periode: 01.01.2023 - 31.12.2023

Konsern

Morselskap i konsern: Nei

Regnskapsregler

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

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: PRICEWATERHOUSECOOPERS AS

Dato for fastsettelse av årsregnskapet: 20.06.2024

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, 23.07.2025



Brønnøysundregistrene

Brønnøysundregistrene Årsregnskap regnskapsåret 2023 for 961999960

Postadresse: 8910 Brønnøysund

Telefoner: Opplysningstelefonen 75 00 75 00 Telefaks 75 00 75 05

E-post: firmapost@brreg.no Internett: www.brreg.no

Organisasjonsnummer: 974 760 673



Resultatregnskap

Beløp i: USD	Note	2023	2022
RESULTATREGNSKAP			
Inntekter			
Operating revenue	2	47 407 430	64 394 591
Other income	2	4 096 370	7 894 296
Sum inntekter		51 503 800	72 288 887
Kostnader			
Endring i beholdning av varer under tilvirkning og ferdig tilvirkede varer		16 258 004	17 159 626
Vessel operating expenses	3	11 222 829	6 830 734
Depreciation of tangible and intangible fixed assets	4	2 556 270	2 638 123
Other operating expenses	5	1 794 987	1 750 531
Sum kostnader		31 832 089	28 379 014
Driftsresultat		19 671 711	43 909 873
Finansinntekter og finanskostnader			
Other financial income		1 554 811	664 889
Sum finansinntekter		1 554 811	664 889
Other financial expenses		3 819 470	2 952 960
Sum finanskostnader		3 819 470	2 952 960
Netto finans		-2 264 659	-2 288 071
Ordinært resultat før skattekostnad		17 407 052	41 621 803
Income tax expense			
Ordinært resultat etter skattekostnad		17 407 052	41 621 803
Årsresultat		17 407 052	41 621 803
Årsresultat etter minoritetsinteresser		17 407 052	41 621 803
Totalresultat		17 407 052	41 621 803
Overføringer og disponeringer			



Resultatregnskap

Beløp i: USD	Note	2023	2022
Ordinært utbytte	6	17 406 052	52
Tilleggsutbytte			41 621 000
Sum overføringer og disponeringer		17 406 052	41 621 052



Balanse

Beløp i: USD	Note	2023	2022
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Varige driftsmidler			
Vessels	4, 7	40 373 829	41 656 415
Sum varige driftsmidler		40 373 829	41 656 415
Sum anleggsmidler		40 373 829	41 656 415
Omløpsmidler			
Varer			
Sum varer		209 545	1 056 909
Fordringer			
Other short-term receivables	8	1 418 838	2 440 485
Konsernfordringer	9	4 929 834	123 435
Sum fordringer		6 348 672	2 563 920
Bankinnskudd, kontanter og lignende			
Cash and cash equivalents	10	3 754 820	38 091 858
Sum bankinnskudd, kontanter og lignende		3 754 820	38 091 858
Sum omløpsmidler		10 313 036	41 712 687
SUM EIENDELER		50 686 865	83 369 102
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Share capital	6, 11	513 345	513 345
Sum innskutt egenkapital		513 345	513 345
Other equity			



Balanse

Beløp i: USD	Note	2023	2022
Sum egenkapital		513 345	513 345
Gjeld			
Langsiktig gjeld			
Utsatt skatt	12	57 438	75 151
Sum avsetninger for forpliktelser		57 438	75 151
Annen langsiktig gjeld			
Capital leases	7	23 762 511	27 058 792
Sum annen langsiktig gjeld		23 762 511	27 058 792
Sum langsiktig gjeld		23 819 949	27 133 943
Kortsiktig gjeld			
Leverandørgjeld		200 087	120 232
Tax payable	12	13 947	18 788
Kortsiktig konserngjeld	9	21 068 983	47 602 695
Other short term liabilities	7, 13	5 069 553	7 980 099
Sum kortsiktig gjeld		26 352 571	55 721 814
Sum gjeld		50 172 520	82 855 757
SUM EGENKAPITAL OG GJELD		50 685 865	83 368 102



Brønnøysundregistrene

ÅRSREGNSKAP FOR REGNSKAPSÅRET 2023 - GENERELL INFORMASJON

Journalnummer: 2024 679534

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Brønnøysundregistrene, 29.07.2024



Organisasjonsnr: 961 999 960
GEARBULK SHIPPING AS

RESULTATREGNSKAP

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GEARBULK SHIPPING AS

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Organisasjonsnr: 961 999 960
GEARBULK SHIPPING AS

NOTEOPPLYSNINGER - SELSKAP - alle poster oppgitt i hele tall

Note

Antall årsverk i regnskapsåret
0.00

<u>Sum</u>	<u>Beløp</u>
<u>Balanseført verdi 31.12.</u>	<u>Varige driftsmidler Immaterielle eiend.</u>

Konsernregnskap

Morselskapet sitt navn

Forretningskontor for morselskapet

Begrunnelse for at datterselskap er utelatt fra konsolideringen

<u>Samlet beløp - tilknyttet selskap</u>	<u>Årets</u>	<u>Fjorårets</u>
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<u>Samlet beløp - foretak i samme konsern</u>	<u>Årets</u>	<u>Fjorårets</u>
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<u>Samlet beløp - foretak i samme konsern</u>	<u>Årets</u>	<u>Fjorårets</u>
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<u>Samlet beløp - felles kontrollert virksomhet</u>	<u>Årets</u>	<u>Fjorårets</u>
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<u>Pantstillelse</u>	<u>Beløp</u>
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<u>Beholdning av egne aksjer</u>	<u>Antall</u>	<u>Pålydende</u>	<u>Andel av aksjek.</u>
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Financial Statements 2023

Gearbulk Shipping AS

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

Org.no.: 961 999 960



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Gearbulk Shipping AS Board of directors' report 2023

The Company and the business

Gearbulk Shipping AS is a wholly owned subsidiary of the parent company Gearbulk Holding AG. Gearbulk Shipping AS is undertaking shipping related activities. The company owns one vessel (open hatch) and holds two vessels under bareboat leases (two liquid pitch carriers) recognized as capital lease vessels. In addition, the company has one vessel on time charter contract (open hatch). The main office is located in Bergen.

Financial result and development

Gearbulk Shipping's revenue in 2023 was USD 51,5 million (2022: USD 72,3 million). The 2023 net profit after tax amounted to USD 17,4 million (2022: USD 41,6 million).

The Company's total assets as per year end 2023 amounted to USD 50,7million (2022: USD 83,4 million). The cash and cash-equivalent amounted to USD 3,8 million as per 31 December, 2023 (31 December, 2022: USD 38,1 million).

Current assets as per year end 2023 amounted to USD 10,3 million (2022: USD 41,7 million) and current liabilities amounted to USD 26,4 million at year end 2023(2022: USD 55,7 million). The equity ratio was 0,01 % as per 31 December, 2023 (2022: 31 December 0,006%). Based on achieved results in 2023 as well as vessels transactions occurred during first half in 2024, the board of the company asses the liquidity and equity on a sufficient level by end of year, 2023.

Going concern assumption

The Gearbulk Group's overall liquidity position has remained strong during 2023, following the normalization of the general dry bulk market. The Group management and board of the Company believe that the Time charter and Bareboat hire rates are at sustainable levels, and accordingly do not currently plan for any additional measures. Management further notes that the Group and the commodity industry is facing a softening bulk market compared with 2023, but still better than the period before 2023.

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 GB Group and the Company is able to continue as a going concern basis in accordance with the Accounting Act § 3-3a.

Liquidity and financing

Differences between net operating result and the cash flow from operational activities is mainly resulting from depreciations and change in working capital. The liquidity position and the financing of the company for the next 12 months are assessed to be sufficient given the Company's revenue from participation in G2 Ocean Open Hatch pool.

Financial risk

The Company is exposed to risks related to the market, availability of financing, interest, credit, exchange rate, 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 and High Heat Tankers Pte. Ltd.



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Gearbulk Shipping 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 Group. The financial risk is reduced through the Group's financial structure and the available credit facilities.

Work environment, equal opportunities and discrimination

The company has no employees and there are no female representatives in the Board of Directors. The company's ambition is to exercise full gender equality and has incorporated a policy aiming to avoid any discrimination.

The external environment

Shipping activity in general may lead to pollution or other accidents. The Company's vessels are equipped in accordance with international legislation and requirements. There have not been any material accidents or events during 2023 which caused pollution.

Transparency Act and annual report

Gearbulk Group's annual Transparency Report for 2023 is made available on the Company's home page www.gearbulk.com.

Directors and Officers insurance policy

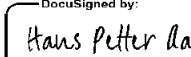
The Gearbulk Group has a Director & Officers insurance providing financial protection for the Board of Directors and the CEO up to a certain threshold and providing financial protection for Gearbulk Shipping AS and other group companies from reimbursement costs to indemnify Board of Directors and the CEO for their losses, as well as from defense costs associated with lawsuits and investigations.

Statement regarding the outlook for the company

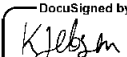
As per year end 2023, the company's vessels operated within the G2 Ocean AS' Open Hatch pool and in the High Heat Tankers Pte. Ltd. The revenue in 2024 G2 Ocean AS and High Heat Tankers Pte Ltd is depending on the development of general market conditions for respective shipping segments. The board emphasized that there is usually significant uncertainty associated with assessing future market development. In March 2024 the company sold the vessel Merlin Arrow and novated the time-charter party for Holly Arrow to group company Gearbulk Shipowning Ltd, as part of reorganization of the vessel activity within the group.

20.06.2024


The board of Gearbulk Shipping AS

DocuSigned by:

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Hans Petter Aas
chairman of the board

DocuSigned by:

95840F44868D440...

Kristian Jebsen
member of the board

DocuSigned by:

A5FD336C05C54C3...

Sjur Gjerde
member of the board/General
Manager



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Gearbulk Shipping AS
Amounts in 1000 USD

Income statement	Note	2023	2022
Revenue			
Operating revenue	2	47.407	64.395
Other income	2	4.096	7.894
Total income		51.504	72.289
Operating expenses			
Vessel operating expenses	3	11.223	6.831
Time charter expenses		16.258	17.160
Depreciation of tangible and intangible fixed assets	4	2.556	2.638
Other operating expenses	5	1.795	1.751
Total expenses		31.833	28.380
Operating profit		19.671	43.909
Financial income and expenses			
Other financial income		1.555	665
Other financial expenses		3.819	2.953
Net financial items		-2.265	-2.288
Net profit before tax		17.406	41.621
Income tax expense		0	0
Net profit or loss		17.406	41.621
Allocated as follows			
Intra-group contribution given	6	17.406	0
Dividends		0	41.621
Total		17.406	41.621



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Gearbulk Shipping AS

Balance sheet as of December 31

Amounts in 1000 USD	Note	2023	2022
Fixed assets			
Tangible assets			
Vessels	4, 7	40.374	41.656
Total fixed assets		40.374	41.656
Current assets			
Inventories		210	1.057
Other short-term receivables	8	1.419	2.440
Other receivables related parties	9	4.930	123
Total receivables		6.349	2.564
Cash and cash equivalents	10	3.755	38.092
Total current assets		10.313	41.713
Total assets		50.686	83.368



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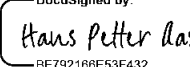
Gearbulk Shipping AS

Balance sheet as of December 31

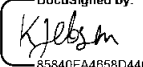
Equity and liabilities	Note	2023	2022
Equity			
Share capital	6, 11	513	513
Total paid-in capital		513	513
Total equity			
		513	513
Liabilities			
Provisions			
Deferred tax	12	57	75
Total provisions		57	75
Other long-term liabilities			
Capital leases	7	23.763	27.059
Total other long term liabilities		23.763	27.059
Current liabilities			
Trade creditors		200	120
Tax payable	12	14	19
Other short term liabilities	7, 13	5.070	7.980
Other short-term liabilities related parties	9	21.069	47.603
Total current liabilities		26.353	55.722
Total liabilities		50.173	82.856
Total equity and liabilities		50.686	83.368

20.06.2024

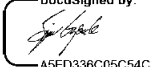
The board of Gearbulk Shipping AS

DocuSigned by:

BF792168E53F432...

Hans Petter Aas
chairman of the board

DocuSigned by:

85840FA4658D440...

Kristian Jebsen
member of the board

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A5FD336C05C54C3...

Sjur Gjerde
member of the board/General Manager



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Cash flow statement

Gearbulk Shipping AS

	Note	2023	2022
Cash flows from operating activities			
Profit/loss before tax		17.406	41.621
Taxation paid		17	75
Ordinary depreciation	4	2.556	2.638
Effect of exchange rate changes on the cash		128	0
Change in inventory		847	-822
Change in accounts receivable		-84	-834
Change in accounts payable		80	-467
Change in other accrual items		-4.703	1.581
Net cash flows from operating activities		16.212	43.642
Cash flows from investment activities			
Payments to buy tangible assets	4	912	1.289
Net cash flows from investment activities		-912	-1.289
Cash flows from financing activities			
Repayment of long-term liabilities	7	7.890	3.781
Payment of dividend		41.621	13.841
Net cash flows from financing activities		-49.511	-17.622
Net change in cash and cash equivalents		-34.210	24.731
Effect of exchange rate changes on the cash in the year		-128	0
Cash and cash equivalents at the start of the period		38.093	13.360
Cash and cash equivalents at the end of the period		3.755	38.091



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Notes to the financial statements

Note 1 Accounting Principles

The annual report is prepared according to the Norwegian Accounting Act and the generally accepted accounting principles.

Operating revenue

Operating revenue is recognized as income at the time of delivery of services and when the risk and control has been transferred. Revenues relating to net pool distribution and time charter income are recognized on an earned basis, once the services have been performed. All other revenues are recognized once the services have been delivered.

Balance sheet classification

Current assets and current liabilities relate to items which is due within one year from the date of purchase. Other balance sheet items are classified as fixed assets/long term-liabilities.

Current assets are valued at the lower of historical cost and fair value. Current liabilities are carried at nominal value at the date of issue. Fixed assets are valued at historical cost but are written down to recoverable amount in the event of impairment which is not deemed to temporary. Long-term liabilities are recognized at nominal value.

Trade and other receivables

Trade receivables and other current receivables are recorded in the balance sheet at nominal value less provisions for doubtful debts. Provisions for doubtful debts are calculated based on individual assessments.

Inventories

Inventories of lube oil and paint are valued at the lowest of cost and net selling price.

Currency

Functional currency is US Dollar. Transactions in foreign currency are translated at the rate applicable at the time of the transaction. Monetary items in foreign currency are translated into USD using the year-end exchange rate.

Fixed assets

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

Improvements are capitalized and depreciated in pace with the asset involved. Docking costs are capitalized and depreciated over the period to the next scheduled dry-docking.

If carrying value of fixed assets exceeds the estimated recoverable amount, the assets is written down to the recoverable amount. The recoverable amount is greater of the net realized value and value in use. In assessing value in use, the discounted estimated future cash flows from the assets are discounted are used.

Leases

Assets acquired under capital leases are capitalized as property, plant and equipment in the Balance Sheet and the corresponding liability is included in capital leases obligations. The amount capitalized is the lower of the fair value of the asset or the present value of future minimum lease payments. The capital value of the asset is depreciated in accordance with Note 5. Lease payments are treated as consisting of capital element and interest cost, the capital element reducing the obligation to the lessor and the interest cost being expensed over the period of the lease.

Lease payments in respect of assets under operating leases are expensed in the period incurred, except where the lease payment is fixed over several periods, in which case the expense is calculated based on the average charge over the period for which the lease payment is fixed.



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Income tax

Tax expenses in the profit and loss account comprise both tax payable for the accounting period and changes in deferred tax. Deferred tax is calculated on all differences between the book value and the tax value of assets and liabilities at the year end. Deferred tax is calculated at 22 percent of temporary differences and the tax effect of tax losses carried forward.

Deferred tax assets are recorded in the balance sheet to the extent it is more likely than not that the tax assets will be utilized.

The company is subject to the Norwegian tonnage tax scheme pursuant to chapter 8 of the Taxation Act.

Cash flow statement

The cash flow statement is presented using the indirect method. Cash and cash equivalents include cash, bank deposits and other short term highly liquid placement with original maturities of three months or less.

Use of estimates

The management has been used estimates and assumption in the preparation of the financial statements that have effect on the reported amount in the profit and loss statement, the measurement of assets and liabilities and the disclosure of contingent assets and liabilities on the balance sheet date in accordance with the generally accepted accounting principles in Norway.

Contingent losses that are probable and quantifiable is expensed as incurred.

Note 2 Operating income

In 2023 and 2022 the operating revenue comprised Open hatch and Bulk pool distribution from G2 Ocean AS, in addition to the time charter income from chartering out the two IMO tanker vessels Kingbird Arrow and Sunbird Arrow to High Heat Tankers Pte Ltd.

In 2023, Gearbulk Shipping AS recognized a total gain of USD 4.000.000 from sale of contract of affreightments with Alcoa (COA) to GBSI Combi AS. The gain is recognized as other income in the income statement for 2023.

Operating revenue	2023	2022	Geographical location
Time Charter Income	13.595	14.521	Singapore
Open Hatch Pool distribution	23.445	45.492	Norway
Bulk Pool distribution	-88	4.381	Norway
Voyage Revenue	10.455	0	Australia
Other income	4.096	7.894	Norway
Sum	51.504	72.289	

Note 3 Vessel Operating expenses

Vessel operating expenses consists of	2023	2022
Crew costs	3.700	3.593
Provisions and consumables	1.103	1.044
Spares and maintenance	1.708	1.189
Insurance	148	162
Other vessel operating expenses	4.563	843
Total	11.223	6.831

During the second half of 2023, the time charter vessels Great Woods, Great Crystal, and Great Sea were all successfully redelivered.



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Note 4 Tangible assets

Amounts in 1000 USD

	Vessels	Periodic Maintenance	Bunkers Offhire	Fleet Performance	Total
Acquisition cost 01.01.	56.410	2.411	138	1.169	60.128
Purchased tangibles	0	782	130	0	913
Vessel cost adjustments	361	0	0	0	361
Disposals	0	-497	-22	0	-519
Acquisition cost 31.12.	56.771	2.696	246	1.169	60.882
Acc.depreciation 31.12.	-18.804	-1.243	-61	-400	-20.508
Acc.write-downs 31.12.	0	0	0	0	0
Net carrying amount at 31.12.	37.966	1.453	185	769	40.374
Depreciation for the year	1.905	537	28	88	2.556
Useful economic life	30 years	1,5-5 years	1,5-5 years	1,5-5 years	

All vessels in this Note, except for Merlin Arrow, are held under capital leases. See Note 7.
Merlin Arrow was held under capital lease but was acquired from the previous bareboat owner 30.10.2023.

Vessel cost was adjusted for Kingbird arrow due to early repayment of deferred hire and updated payment schedule.

81% of the vessels recognized as fixed assets are defined to be capital lease.

Subsequent events after balance date:

Merlin Arrow was sold from Gearbulk Shipping AS to Gearbulk Shipowning Ltd 19th of March 2024, at fair value USD 12.500.



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Note 5 Payroll, auditor's remuneration, other operating expenses

The Company has no employees.

Management remuneration

There has not been any remuneration to management or board of directors. No loans or guarantees have been given to the managing Director or Board of Directors.

Auditors fee has been divided as follows	2023	2022
Audit fee	9	17

VAT is not included in the auditors fees

Note 6 Owners equity

Amounts in 1000 USD

	Share capital	Retained Earnings	Total equity capital
Pr. 31.12.2022	513	0	513
Result of the year		17.406	17.406
Group contribution to GBSI Combi AS		-17.406	-17.406
Pr 31.12.2023	513	0	513



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Note 7 - Capital Lease

In December 2017, the Company entered into long-term bareboat charter arrangement for Sunbird Arrow and Kingbird Arrow, which were classified as capital leases.

During 2023, the Company renegotiated key terms and conditions for Kingbird Arrow. The renegotiations constituted a modification of the lease contracts and as a result, the timing of future cash flows were altered. The Company adjusted the outstanding lease obligations by \$0.4 million to reflect the impact of present value on the revised cash flows and updating its incremental borrowing rate.

Purchase option related to Merlin Arrow was executed during 2023 and the vessel was delivered under the purchase option in 2023. The lease arrangement related to the vessels ceased when the purchase option matured.

No purchase clause is agreed for any of the two remaining time-charter agreements entered into by the Company. None of the Company's time charter agreements include any variable hire elements, hence no variable hire expense is recognized. None of the time charter agreements include clauses limiting dividends, refinancing, debt issuance or restrictions to enter into new time charter agreements.

Future minimum lease payments as of December 31, 2023 are as follows:

(US Dollars in thousands)

	2023	2022
2023		9.944
2024	4.612	4.612
2025	4.599	4.599
2026	4.599	4.599
2027	5.960	4.460
2028	2.965	
Thereafter	13.779	15.650
Sum nominal amount of future lease payments	36.513	43.864
Less: Amounts representing future finance costs (interest)	10.185	9.382
Present value of minimum capital lease payments	26.327	33.856
Less: current portion	2.565	6.797
Long-term capital lease obligation	23.763	27.059

In 2023, the company repaid USD 1,095,000 of deferred hire to the owners of the capital lease vessel, Kingbird Arrow. The present value of this payment was USD 361,149, which has been adjusted in the vessel's lease liability.

The vessel Holly Arrow, is not recognized as a lease liability on the balance sheet. Hire per day is USD 11.950 with the contract expiring in May 2028.

Subsequent events after the balance date:

The time-charter contract for Holly Arrow was novated from Gearbulk Shipping AS to Gearbulk Shipowning Ltd 21.03.2024. Gearbulk Shipping AS will receive a compensation for the early novation of Holly Arrow amounting to USD 2.493.



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Note 8 Short term receivables

	2023	2022
Prepaid expenses	247	318
Accrued voyage revenue	55	0
Other short term receivables	1.117	2.122
Total short term receivables	1.419	2.440

In 2022, the category of other short-term receivables included the deposit received for the sale of the vessel Bulk Polaris.

Note 9 Inter-company items between companies in the same group

Amounts in 1000 USD

		2023	2022
Receivables			
High Heat Tankers Pte Ltd	Joint Venture	101	50
Gearbulk Holding Switzerland AG	Parent company	4.000	0
Gearbulk Shipowning Ltd	Group company	642	73
G2 Ocean AS	Joint venture	81	0
G2 Ocean Australia Ptl	Joint venture	7	0
GBSI Combi AS	Group company	98	0
Total intercompany receivables		4.930	123
Liabilities			
Gearbulk Shipowning Ltd	Group company	3.214	4.519
Gearbulk Holding Switzerland AG	Parent company	0	41.621
Gearbulk Pool Ltd	Group company	293	840
GBSI Combi AS	Group company	17.406	0
Gearbulk Norway AS	Group company	33	112
Gearbulk Captive Ltd	Group company	30	0
G2 Ocean AS	Joint venture	93	511
Total intercompany payables		21.069	47.603

*Group contribution 2023 USD 17.406 from Gearbulk Shipping AS to GBSI Combi AS.

Intercompany transactions

Related party	Company Category	Transaction type	Category	Amount 2023
High Heat Tankers Pte Ltd	Joint Venture	Time-charter hire	Revenue	12.982
G2 Ocean AS	Joint Venture	Pool distribution	Revenue	23.554
GBSI Combi AS	Group Company	Sale immaterial asset	Revenue	4.000
Sum				40.535
Gearbulk Pool Ltd	Group Company	SGA Recharge	Expense	1.896
Gearbulk Norway AS	Group Company	Mangement Fee incl recharge	Expense	5.107
Gearbulk Shipowning Ltd	Group Company	Opex Recharge	Expense	1.142
Gearbulk Captive Ltd	Group Company	Insurance Cost	Expense	5
GBSI Combi AS	Group Company	TC Hire	Expense	237
Sum				8.387



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Note 10 - Bank deposits

There is no restricted cash as of December 31, 2023 (2022: USD 0 mill).

Note 11 - Equity

Share Capital	Number of shares	Face value	Book value
Ordinary shares	533.400	0,96	533

Share capital consists of 533 400 shares at NOK 6. The share capital is accounted for in USD at the prevailing rate at the time of investment.

Shareholders per 31.12	Ordinary shares	Ownership shares	Voting rights
Gearbulk Holding AG (Switzerland)	533 400	100 %	100 %

The Group financial statement of Gearbulk Holding AG is available at the main office in Switzerland (Zentrum Staldenbach 5, 8808 Pfaffikon, Schwyz, Switzerland).

Note 12 Income Taxes

Amounts in 1000 USD

The Company is subject to the Norwegian tonnage tax rules in accordance with Chapter 8 of the Taxation Act. Payable tonnage tax for 2023 is USD 58 (2022: 63)

Income tax expenses	2023	2022
Payable tax	14	18
Changes in deferred tax assets	-14	-18
Tax expense on ordinary profit/loss	0	0

Tax base estimation	2023	2022
Ordinary result before tax	17.406	41.621
Tax base	17.406	41.621
Expected tax cost 22%	3.829	9.157

Temporary differences	2023	2022
Profit and loss account	254	340
Losses carried forward	-9 137	-8.480
Basis for deferred tax assets	-8 883	-8.140

Deferred tax asset (22%)	-1.954	-1791
Tax deficit not incl in calculation of deferred tax	2.010	1866
Deferred tax liability in balance sheet	57	75



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Note 13 Short term liabilities

	2023	2022
Accrued expenses	666	447
Deferred income	583	583
Current portion capital lease	2.565	6.797
Other short term liabilities	1.256	153
Total short term liabilities	5.070	7.980

Note 14 Going concern

The Gearbulk Group's overall liquidity position has remained strong during 2023, following the normalization of the general dry bulk market.

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 GB Group and the Company is able to continue as a going concern basis in accordance with the Accounting Act § 3-3a.



To the General Meeting of Gearbulk Shipping AS

Independent Auditor's Report

Opinion

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

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

Basis for Opinion

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

Other Information

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

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

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

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

Responsibilities of Management for the Financial Statements

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

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

PricewaterhouseCoopers AS, Sandviksbodene 2A, Postboks 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, 20 June 2024
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	2024-06-20 20:27

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



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The seal is a guarantee for the authenticity
of the document.



Norwegian Directorate of Taxes

Inquiries to
Torstein Kinden Helleland

Your date
24.08.2015

Our date
16.09.2015

Telephone
22078139

Your reference
Anders Hagen

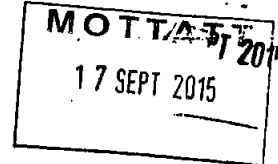
Our reference
2015/839383

GEARBULK POOL LTD
Postboks 1925 Damsgård
5828 BERGEN

Permission to prepare the annual accounts and directors' report in English language

With reference to your letter of 28 August 2015, you apply for permission to keep annual accounts and directors' report in English language. The application in question concerns the following companies;

Gearbulk Bergen AS	org. nr. 996 210 065
Gearbulk Ltd	org. nr. 929 784 308
Gearbulk Management Ltd	org. nr. 914 961 939
Gearbulk Norway AS	org. nr. 996 101 061
Gearbulk Pool Ltd	org. nr. 914 961 858
Gearbulk Shipping AS	org. nr. 961 999 960
Skipsaksjeselskapet Gearbulk AS	org. nr. 989 761 617



Conclusion

Based on a total evaluation, the view of The Directorate of Taxes is that the companies mentioned above 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 that 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

The companies in the Gearbulk Holding Group are owned by Gearbulk Holding Ltd, Bermuda. The Gearbulk Holding Group is an international group of companies which owns and operates a modern fleet of open hatch vessels. The Group is highly international in the sense that it operates throughout the world. The Group uses English as working language. The annual report and financial statements are required to be prepared each year in the Norwegian language only in order to satisfy the requirements of the Norwegian Accounting Act.

Postal address
Postboks 9200 Grønland
0134 Oslo

Visiting address:
See www.skatteetaten.no
Org.nr: 996250318
E-mail: skatteetaten.no/sendepost

Telephone
800 80 000
Telefax
22 17 08 60



Permission to make the annual accounts and the directors' report in Norway in English language

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."

Hence, one of the main aims 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 Directorate of Taxes has emphasized that the companies are owned by a foreign company. The working language is English, and English is the preferred language for internal and external communication. Further, the companies operate in an international branch.

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

Best regards

Rune Tystad
Senior Adviser
Rettsavdelingen, foretaksskatt
Norwegian Directorate of Taxes

Torstein Kinden Helleland

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