



## ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2020 - GENERELL INFORMASJON

### Enheten

Organisasjonsnummer: 914 961 939  
Organisasjonsform: Norskreg. utenlandsk foretak  
Foretaksnavn: G2 OCEAN LTD  
Forretningsadresse: C. Sundts gate 17  
5004 BERGEN

### Regnskapsår

Årsregnskapets periode: 01.01.2020 - 31.12.2020

### Konsern

Morselskap i konsern: Nei

### Regnskapsregler

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

### Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Marit Holm  
Dato for fastsettelse av årsregnskapet: 11.06.2021

### Grunnlag for avgivelse

År 2020: Årsregnskapet er elektronisk innlevert  
År 2019: Tall er hentet fra elektronisk innlevert årsregnskap fra 2020

*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, 16.06.2022



### Resultatregnskap

Beløp i: USD	Note	2020	2019
<b>RESULTATREGNSKAP</b>			
<b>Inntekter</b>			
Other operating income	3	2 484 000	2 932 000
<b>Sum inntekter</b>		<b>2 484 000</b>	<b>2 932 000</b>
<b>Kostnader</b>			
Depreciation and amortization	11	77 000	87 000
Selling, general & administrative	4,5,6,7	2 428 000	2 705 000
<b>Sum kostnader</b>		<b>2 505 000</b>	<b>2 792 000</b>
<b>Driftsresultat</b>		<b>-21 000</b>	<b>140 000</b>
<b>Finansinntekter og finanskostnader</b>			
Net interest income		1 000	9 000
Gain/loss) on financial items		-3 000	31 000
<b>Sum finansinntekter</b>		<b>-2 000</b>	<b>40 000</b>
<b>Netto finans</b>		<b>-2 000</b>	<b>40 000</b>
<b>Ordinært resultat før skattekostnad</b>			
Income tax expense	8	-14 000	39 000
<b>Ordinært resultat etter skattekostnad</b>		<b>-9 000</b>	<b>141 000</b>
<b>Årsresultat</b>		<b>-9 000</b>	<b>141 000</b>
<b>Overføringer og disponeringer</b>			
Transfer to/from other equity		-9 000	141 000
<b>Sum overføringer og disponeringer</b>		<b>-9 000</b>	<b>141 000</b>



### Balanse

Beløp i: USD	Note	2020	2019
<b>BALANSE - EIENDELER</b>			
<b>Anleggsmidler</b>			
<b>Immaterielle eiendeler</b>			
Utsatt skattefordel	8	44 000	19 000
<b>Sum immaterielle eiendeler</b>		<b>44 000</b>	<b>19 000</b>
<b>Varige driftsmidler</b>			
Property, plant and equipment	11	56 000	132 000
<b>Sum varige driftsmidler</b>		<b>56 000</b>	<b>132 000</b>
<b>Sum anleggsmidler</b>		<b>100 000</b>	<b>151 000</b>
<b>Omløpsmidler</b>			
<b>Varer</b>			
<b>Fordringer</b>			
Accounts receivables with related parties	9	14 000	191 000
Prepaid expenses		33 000	146 000
Other current assets		381 000	280 000
<b>Sum fordringer</b>		<b>428 000</b>	<b>617 000</b>
<b>Bankinnskudd, kontanter og lignende</b>			
Cash and cash equivalents	13	461 000	268 000
<b>Sum bankinnskudd, kontanter og lignende</b>		<b>461 000</b>	<b>268 000</b>
<b>Sum omløpsmidler</b>		<b>889 000</b>	<b>885 000</b>
<b>SUM EIENDELER</b>		<b>989 000</b>	<b>1 036 000</b>
<b>BALANSE - EGENKAPITAL OG GJELD</b>			
<b>Egenkapital</b>			
<b>Innskutt egenkapital</b>			
Share capital	15,16	12 000	12 000
<b>Sum innskutt egenkapital</b>		<b>12 000</b>	<b>12 000</b>



### Balanse

Beløp i: USD	Note	2020	2019
<b>Opptjent egenkapital</b>			
Retained earnings		330 000	189 000
<b>Sum opptjent egenkapital</b>		<b>330 000</b>	<b>189 000</b>
<b>Sum egenkapital</b>		<b>342 000</b>	<b>201 000</b>
<b>Gjeld</b>			
<b>Langsiktig gjeld</b>			
Utsatt skatt	8	0	5 000
<b>Sum avsetninger for forpliktelser</b>		<b>0</b>	<b>5 000</b>
<b>Annen langsiktig gjeld</b>			
<b>Sum langsiktig gjeld</b>		<b>0</b>	<b>5 000</b>
<b>Kortsiktig gjeld</b>			
Leverandørgjeld		77 000	259 000
Tax payables	8	0	32 000
Kortsiktig konserngjeld	10	484 000	418 000
Accounts payables, related parties	9	5 000	1 000
Accrued liabilities	12	62 000	98 000
Other payables		19 000	23 000
<b>Sum kortsiktig gjeld</b>		<b>647 000</b>	<b>831 000</b>
<b>Sum gjeld</b>		<b>647 000</b>	<b>836 000</b>
<b>SUM EGENKAPITAL OG GJELD</b>		<b>989 000</b>	<b>1 037 000</b>



## Brønnøysundregistrene

### ÅRSREGNSKAP FOR REGNSKAPSÅRET 2020 - GENERELL INFORMASJON

Journalnummer: 2021 481584

#### Enheten

Organisasjonsnummer: 914 961 939  
Organisasjonsform: Norskreg. utenlandsk foretak  
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5004 BERGEN

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Morselskap i konsern: Nei

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Benyttet ved utarbeidelsen av  
årsregnskapet til selskapet: Regnskapslovens alminnelige regler

#### Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Marit Holm  
Dato for fastsettelse av årsregnskapet: 11.06.2021

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Brønnøysundregistrene, 14.07.2021



Organisasjonsnr: 914 961 939  
G2 OCEAN LTD

## RESULTATREGNSKAP

<b>Beløp i: USD</b>	<b>Note</b>	<b>2020</b>	<b>2019</b>
<b>RESULTATREGNSKAP</b>			
<b>Inntekter</b>			
Other operating income	3	2 484 000	2 932 000
<b>Sum inntekter</b>		<b>2 484 000</b>	<b>2 932 000</b>
<b>Kostnader</b>			
Depreciation and amortization	11	77 000	87 000
Selling, general & administrative	4, 5, 6, 7	2 428 000	2 705 000
<b>Sum kostnader</b>		<b>2 505 000</b>	<b>2 792 000</b>
<b>Driftsresultat</b>		<b>-21 000</b>	<b>140 000</b>
<b>Finansinntekter og finanskostnader</b>			
Net interest income		1 000	9 000
Gain/loss) on financial items		-3 000	31 000
<b>Sum finansinntekter</b>		<b>-2 000</b>	<b>40 000</b>
<b>Netto finans</b>		<b>-2 000</b>	<b>40 000</b>
<b>Ordinært resultat før skattekostnad</b>			
Income tax expense	8	-14 000	39 000
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<b>Overføringer og disponeringer</b>			
Transfer to/from other equity		-9 000	141 000
<b>Sum overføringer og disponeringer</b>		<b>-9 000</b>	<b>141 000</b>



Organisasjonsnr: 914 961 939  
G2 OCEAN LTD

## BALANSE

Beløp i: USD Note 2020 2019

### BALANSE - EIENDELER

#### Anleggsmidler

##### Immaterielle eiendeler

Utsatt skattefordel 8 44 000 19 000  
Sum immaterielle eiendeler 44 000 19 000

##### Varige driftsmidler

Property, plant and equipment 11 56 000 132 000  
Sum varige driftsmidler 56 000 132 000

Sum anleggsmidler 100 000 151 000

#### Omløpsmidler

##### Varer

##### Fordringer

Accounts receivables with related parties 9 14 000 191 000  
Prepaid expenses 33 000 146 000  
Other current assets 381 000 280 000  
Sum fordringer 428 000 617 000

##### Bankinnskudd, kontanter og lignende

Cash and cash equivalents 13 461 000 268 000  
Sum bankinnskudd, kontanter og lignende 461 000 268 000

Sum omløpsmidler 889 000 885 000

SUM EIENDELER 989 000 1 036 000

### BALANSE - EGENKAPITAL OG GJELD

#### Egenkapital

##### Innskutt egenkapital

Share capital 15,16 12 000 12 000  
Sum innskutt egenkapital 12 000 12 000

##### Opptjent egenkapital

Retained earnings 330 000 189 000  
Sum opptjent egenkapital 330 000 189 000

Sum egenkapital 342 000 201 000

#### Gjeld



<b>Langsiktig gjeld</b>			
Utsatt skatt	8	0	5 000
<b>Sum avsetninger for forpliktelseser</b>		0	5 000
<b>Annen langsiktig gjeld</b>			
<b>Sum langsiktig gjeld</b>		0	5 000
<b>Kortsiktig gjeld</b>			
Leverandørgjeld		77 000	259 000
Tax payables	8	0	32 000
Kortsiktig konserngjeld	10	484 000	418 000
Accounts payables, related parties	9	5 000	1 000
Accrued liabilities	12	62 000	98 000
Other payables		19 000	23 000
<b>Sum kortsiktig gjeld</b>		647 000	831 000
<b>Sum gjeld</b>		647 000	836 000
<b>SUM EGENKAPITAL OG GJELD</b>		989 000	1 037 000



Organisasjonsnr: 914 961 939  
G2 OCEAN LTD

NOTEOPPLYSNINGER - SELSKAP - alle poster oppgitt i hele tall

Note  
2

**Regnskapsprinsipper**  
Årsregnskapet er satt opp etter regnskapsloven. Regnskapsreglene for små foretak er fulgt.

Note  
16

#### Antall aksjer og aksjeeiere

<u>Aksjeklasse</u>	<u>Ant. aksjer</u>	<u>Pålydende</u>	<u>Bokført verdi</u>
Ordinære aksjer	12000.00	1.00	12000.00
<u>Aksjeeiere - fritekst</u>	<u>Antall</u>	<u>Eierandel</u>	<u>Aksjeklasse</u>
G2 Ocean AS	12000.00	100.00%	Ordinære aksjer
<u>Sum</u>	<u>Sum antall</u>	<u>Sum eierandel</u>	
	12000.00	100.00%	

G2 Ocean AS? parent company, G2 Ocean Holding AS is jointly controlled by its two shareholders, Gearbulk Holding AG and Grieg Star Group AS.

Note  
5

**Ytelser til ledende personer**  
Er det gitt ytelser til ledende person: Nei

#### Ytelser til daglig leder

<u>Ytelser</u>	<u>Lønn</u>	<u>Pensj.forpl.</u>	<u>Andre godtgj.</u>
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Note  
6

#### Ytelser til revisjon

<u>Revisjon</u>	<u>Årets</u>	<u>Fjorårets</u>
	18000.00	20000.00



<u>Andre tjenester</u>	<u>Årets</u>	<u>Fjorårets</u>
	0.00	0.00
<u>Sum godtgjørelse til revisor</u>	<u>Årets</u>	<u>Fjorårets</u>
	18000.00	20000.00

Auditor's remuneration in the table is excluding VAT.

**Note**  
5

#### **Antall årsverk i regnskapsåret**

**Virksomheten har hatt følgende antall årsverk:**  
112.00

**Note**  
7

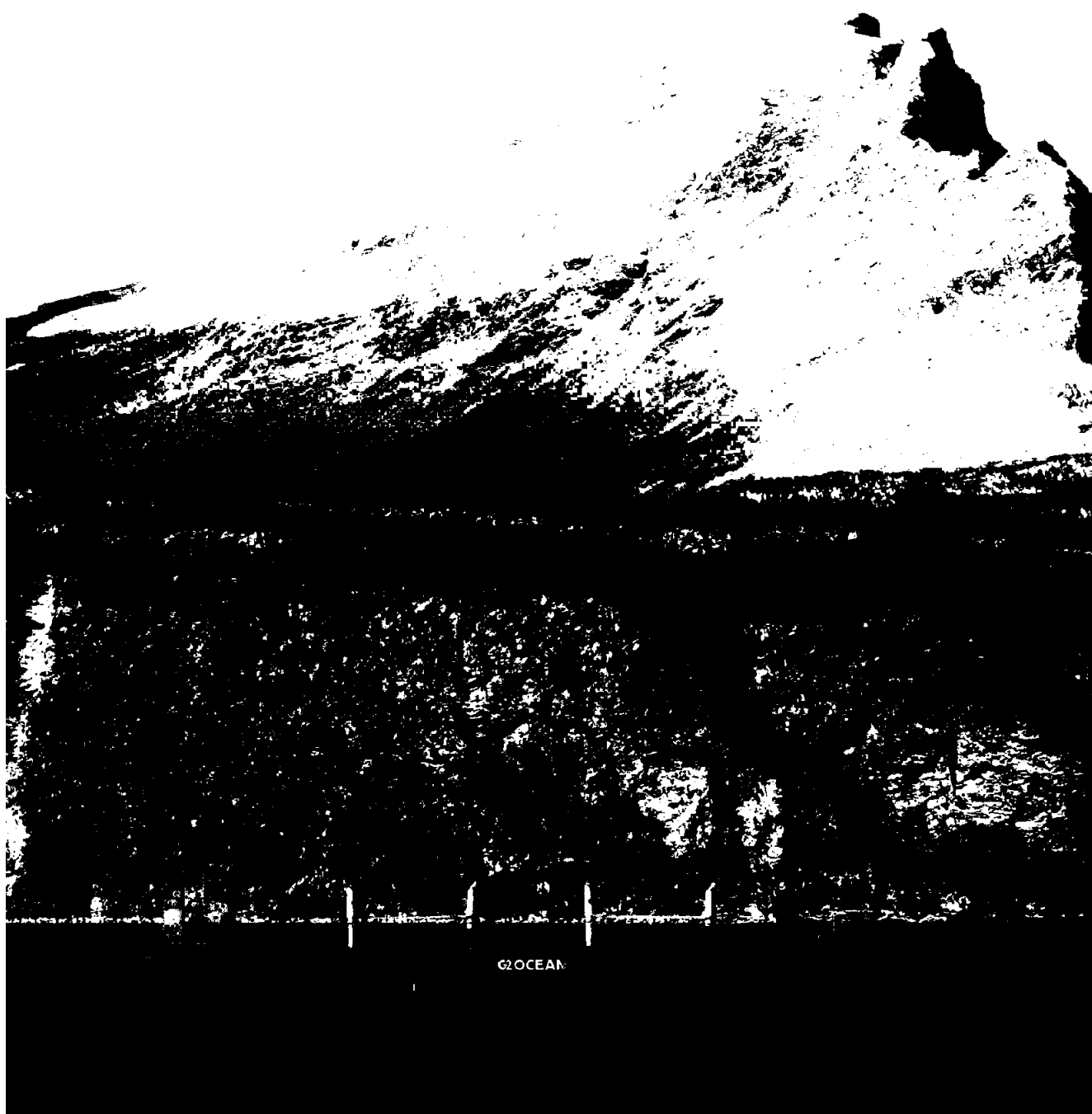
#### **Obligatorisk tjenstepensjon**

The Company has no employees in Norway and consequently no obligation to provide a membership in a collective pension plan for employees as defined under the Norwegian laws and regulations on pension. The ROHQ has a pension scheme for its employees with a combination of both defined benefit and defined contribution scheme. Contributions are generally based on a percentage of gross salaries. Amounts payable in respect of these pension arrangements for the year ended December 31, 2020, was positive by USD 0.2 million (2019: positive by USD 0.1 million) and the amount charged to the income statement for the year ended December 31, 2020 was USD 0.1 million (2019: USD 0.2 million)

**Note**  
5

#### **Lån og sikkerhetsstillelse til ledende personer og aksjeeiere**

Er det gitt lån eller sikkerhetsstillelse til ledende personer: Nei





***Definitions***

Throughout this report "G2 Ocean", "Joint Venture", "we", "us" and "our" refer to G2 Ocean Group.

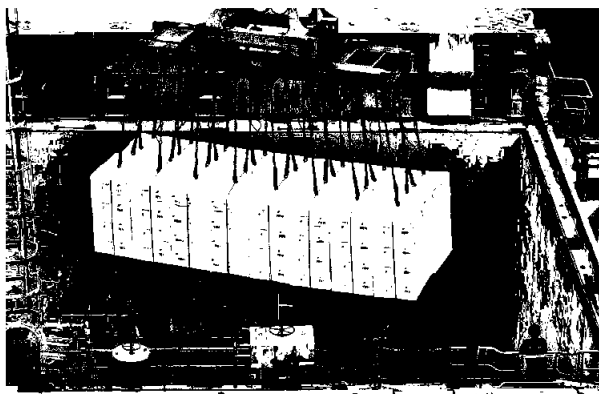
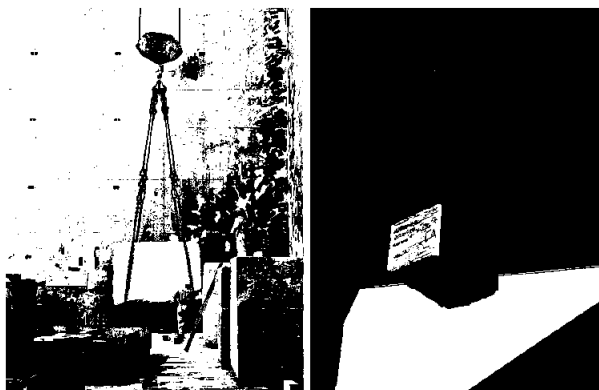
The Company's functional and reporting currency is the US Dollar. Unless otherwise indicated all references to "USD", "US\$" or "\$" refer to United States Dollars, the currency of the United States of America.

The financial statements have been prepared in accordance with the Norwegian Accounting Act and Norwegian Generally Accepted Accounting Principles ("N GAAP") for small entities.



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- 4** Income Statement
- 5** Statement of Financial position
- 7** Notes
- 16** Auditor's report





## FINANCIAL STATEMENTS

### INCOME STATEMENT

For the period (USD 1 000)	Note	Jan 1 - Dec 31, 2020	Jan 1 - Dec 31, 2019
Other operating income	3	2 484	2 932
<i>Operating expenses</i>			
Depreciation and amortization	11	77	87
Selling, general & administrative	4,5,6,7	2 426	2 705
Income from operations		(21)	140
<i>Financial items</i>			
Net interest income		1	9
Gain/(loss) on financial items		(3)	31
Net financial items		(2)	40
Income before income taxes		(23)	180
Income tax expense	8	(14)	39
Net income		(9)	141
<i>Allocation of Net income</i>			
Transferred to / from other equity		(9)	141
Total allocations and equity transfers		(9)	141



## STATEMENT OF FINANCIAL POSITION

Assets (USD 1 000)	Note	Dec 31, 2020	Dec 31, 2019
<b>ASSETS</b>			
<i>Fixed assets</i>			
<i>Intangible fixed assets</i>			
Deferred tax asset	8	44	19
<b>Total intangible fixed assets</b>		<b>44</b>	<b>19</b>
<i>Tangible fixed assets</i>			
Property, plant and equipment	11	56	132
<b>Total tangible fixed assets</b>		<b>56</b>	<b>132</b>
<b>Total fixed assets</b>		<b>100</b>	<b>151</b>
<i>Current assets</i>			
Accounts receivables with related parties	9	14	191
Prepaid expenses		33	146
Cash and cash equivalents	13	461	268
Other current assets		381	280
<b>Total current assets</b>		<b>889</b>	<b>885</b>
<b>Total assets</b>		<b>989</b>	<b>1 037</b>



## STATEMENT OF FINANCIAL POSITION

Equity and Liabilities (USD 1 000)	Note	Dec 31, 2020	Dec 31, 2019
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
<i>Paid-in equity</i>			
Share capital	15,16	12	12
<b>Total paid-in equity</b>		<b>12</b>	<b>12</b>
<i>Other equity</i>			
Retained earnings		330	189
<b>Total other equity</b>		<b>330</b>	<b>189</b>
<b>Total equity</b>		<b>342</b>	<b>201</b>
<b>Liabilities</b>			
<i>Provisions</i>			
Deferred tax liabilities	8	-	5
<b>Total provisions</b>		<b>-</b>	<b>5</b>
<i>Current liabilities</i>			
Accounts payables, related parties	9	5	1
Accounts payables		77	259
Accrued liabilities	12	62	98
Tax payables	8	-	32
Intercompany payables	10	484	418
Other payables		19	23
<b>Total short-term liabilities</b>		<b>647</b>	<b>831</b>
<b>Total liabilities</b>		<b>647</b>	<b>836</b>
<b>Total equity and liabilities</b>		<b>989</b>	<b>1 037</b>

Bergen, June 11, 2021  
The Board of Directors of  
G2 Ocean Ltd

  
Arthur English  
Chairman / Managing Director

  
Agnethe Brekke  
Board Member



## NOTES TO THE FINANCIAL STATEMENTS

### NOTE 1 DESCRIPTION OF THE BUSINESS

These are the financial statements of G2 Ocean Ltd ("Company").

G2 Ocean Limited is a Norwegian Registered Foreign Company, a branch of G2 Ocean Ltd incorporated in Bermuda. The Company's business office is located in Bergen. The Company was registered in Norway as of February 1<sup>st</sup>, 2015. G2 Ocean Limited is a 100% subsidiary of G2 Ocean AS and part of the G2 Ocean Group.

The G2 Ocean Group is jointly controlled by Gearbulk Holding AG ("Gearbulk") and Grieg Shipholding AS ("Grieg"), with Gearbulk owning 65% and Grieg owning 35%.

G2 Ocean is a joint venture of two of the world's leading breakbulk and bulk shipping companies and combines the owners' global resources and expertise to operate the combined fleet of open hatch, semi open hatch and conventional bulk vessels. As per December 31, 2020, the total number of vessels operating by the joint venture is 104 vessels. The network of worldwide offices provides a strong presence on every continent and is best placed to serve the customer's needs locally and globally.

As of December 31, 2020, the majority of the Company's activities takes place in its branch office in the Philippines, G2 Ocean Ltd Regional Operating Headquarters ("ROHQ").

#### *Branch office in the Philippines*

The ROHQ was registered with the Securities and Exchange Commission (SEC) on March 6, 2012 as the Philippine regional operating headquarters of G2 Ocean Ltd, with its registered office and principal place of business at 19F Times Plaza Building, U.N. corner Taft Avenue Ermita, Manila.

The ROHQ was primarily established to serve the Gearbulk group of companies in foreign markets with respect to general administration and planning, business planning and coordination, sourcing and procurement of raw materials and components, corporate finance advisory services, marketing control and sales promotion, training and personnel management, logistics services, research and development services and product development, technical support and maintenance, data processing and communication, and business development. The ROHQ started commercial operations on October 1, 2012.

As of May 2, 2017 G2 Ocean Ltd including its branch office in the Philippines were transferred to the G2 Ocean Group with the ROHQ serving the G2 Ocean Group of companies as well as continue to serve the Gearbulk Group in various support services.

### NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### *2.1 Basis of presentation*

The financial statements have been prepared in accordance with the Norwegian Accounting Act and Norwegian Generally Accepted Accounting Principles ("NGAAP") for small entities.

The financial statements are based on historical cost, with the exception of financial instruments which are available for sale and recognized at fair value.

The financial statements have been prepared on the basis of uniform accounting principles for similar transactions and events under otherwise similar circumstances. The effects of changes in accounting principles and correction of significant errors in previous annual accounts are reported directly against equity. Comparative figures are revised accordingly if applicable.

#### *2.2 Estimates and assumptions*

Preparation of financial statements according to generally accepted accounting principles requires management to use estimates and assumptions that affect the profit and loss account and the valuation of assets and liabilities, and disclosure of information about liabilities that, as of the balance sheet date, are not yet certain. Actual figures will



generally differ from such estimates. Conditional losses which are likely to occur that can be quantified are expensed on a current basis. The Company uses estimates and assumptions in connection with the calculation of pension liabilities, the determination of accruals for contract losses and for losses on receivables, the calculation of risks related to contract fulfillment and the determination of fair market value for the purpose of assessing added values as well as impairment of assets.

### **2.3 Revenue Recognition**

Revenue is recognized when it is probable that transactions will generate future economic benefits that will flow to the company, and the amount can be reliably estimated. Revenues are presented net of value added tax and discounts.

The Balance Sheets reflect the deferred portion of revenues applicable to subsequent periods or the accrued portion of revenues applicable to the current period.

### **2.4 Government grants**

The Company recognizes grants when it is reasonably secured that it will comply with the required conditions for the grant and the grant will be received. Investments grants are presented as deduction in the asset's carrying amount in the statement of financial position. Contributions relating to the employee and reimbursement for seafarers are recognized as a deduction of payroll costs.

### **2.5 Classification of assets and liabilities**

Current assets and short-term liabilities include items due less than one year from the balance sheet date, as well as items due more than one year from the balance sheet date, that are related to the operating cycle. Assets intended for permanent ownership or use and receivables with maturities exceeding one year from the balance sheet date are presented as fixed assets. Liabilities with maturity less than one year from the balance sheet date are classified as current. All other debt is classified as long-term debt. The first year's repayment of long-term debt is classified as current liabilities in the balance sheet.

### **2.6 Foreign Currency**

The Company's functional and reporting currency is the US Dollar. Assets and liabilities denominated in foreign currencies are translated to US Dollars using the rates of exchange at the balance sheet date. Revenues and expenses denominated in foreign currencies are translated into US Dollars at the exchange rate on the date of the transaction. Exchange gains and losses on settlement or translation are included in Net income.

### **2.7 Cash and Cash equivalents**

All highly liquid investments with an original maturity of three months or less when purchased are considered cash equivalents.

### **2.8 Receivables**

Short-term trade receivables are recorded at their nominal value less provisions for bad/doubtful debt, as an approximation of their fair value.

### **2.9 Property, Plant and Equipment**

Property, plant and equipment is recorded at historic cost, less accumulated depreciation and any impairment. The cost includes the purchase price including fees and taxes and other costs directly attributable of bringing the asset to working condition.

### **2.10 Depreciation and amortization**

Depreciation commences when the asset is ready for use. Depreciation is charged on a straight-line basis, using rates calculated to write off the cost of property, plant and equipment to its estimated residual value over the following periods:



Item	
Machinery & equipment	Up to 3 years
Leashold improvements	Up to 10 years

The useful lives of property, plant and equipment and the depreciation method are reviewed periodically in order to ensure that the method and period of depreciation are consistent with the expected pattern of financial benefits expected to be derived from the assets.

On scrapping or disposal of equipment or other fixed assets the difference between any proceeds received and the net book value of the respective asset is recognized as a gain or loss in the Income Statement.

Leasehold improvements are depreciated over the period of the lease.

Assets that are subject to depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amounts are not be recoverable. An impairment loss is recognized for the amount by which the assets's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purpose of assessing impairment, assets are measured at the lowest levels from which there are separately identifiable cash flows.

## **2.11 Taxes**

Taxes in the Profit and Loss statement contain both payable tax of the year and changes in deferred tax / deferred tax asset.

Deferred tax /deferred tax assets are calculated at 22% on basis of temporary differences between accounting standards and tax legislation by the end of the fiscal year. The calculation is based on nominal tax rate. Tax-augmenting and tax-reducing temporary differences that can be reversed in the same period are balanced in the accounts. Deferred tax assets arise if there are net tax-reducing temporary differences which can be justified by the assumption of future profits. This year tax on ordinary result consist of net changes in deferred tax and deferred tax assets together with payable tax of the year and adjusted for any differences in provision previous years.

## **2.12 Consolidated financial statements**

G2 Ocean Ltd is a company within the G2 Ocean Holding AS Group and is included in the G2 Ocean Holding AS group accounts. In accordance with the Norwegian Accounting Act §3-7, the Company is not issuing consolidated financial statements. The parent company has its registered office in Bergen, (C. Sundts gate 17) where the consolidated accounts of G2 Ocean Holding AS are available.

## **NOTE 3 REVENUES**

All of the G2 Ocean Ltd revenues arise from shared services provided to respectively G2 Ocean AS and the Gearbulk group of companies.



## NOTE 4 OTHER OPERATING EXPENSES

Other operating expenses consist of the following amounts:

For the period (USD 1 000)	Jan 1 – Dec 31, 2020	Jan 1 – Dec 31, 2019
Consultancy expenses and audit	94	106
IT and communication expenses	132	119
Direct staff expenses	27	62
Office expenses	220	193
Travel expenses	19	124
Other administration expenses	90	15
<b>Total</b>	<b>582</b>	<b>619</b>

## NOTE 5 STAFF EXPENSES

Staff expenses consist of the following amounts:

For the period (USD 1 000)	Jan 1 – Dec 31, 2020	Jan 1 – Dec 31, 2019
Salaries	1 428	1 540
Pension expenses	85	220
Other benefits and personnel expenses	331	326
<b>Total</b>	<b>1 844</b>	<b>2 086</b>

The average number of staff in the Company in 2020 was 112 (2019: 121).

No remuneration has been given to the Managing Director or to the Board of Directors.

No loans or loan security have been given to the Managing Director or to the Board of Directors.

## NOTE 6 AUDITOR'S REMUNERATION

The following auditor's remuneration is included in the selling, general and administrative expenses.

For the period (USD 1 000)	Jan 1 – Dec 31, 2020	Jan 1 – Dec 31, 2019
Statutory audit (excluding VAT)	18	20
Tax advisory services	-	-
<b>Total</b>	<b>18</b>	<b>20</b>

## NOTE 7 PENSION BENEFITS AND LIABILITIES

The Company has no employees in Norway and consequently no obligation to provide a membership in a collective pension plan for employees as defined under the Norwegian laws and regulations on pension.

The ROHQ has a pension scheme for its employees with a combination of both defined benefit and defined contribution scheme. Contributions are generally based on a percentage of gross salaries. Amounts payable in respect of these pension arrangements for the year ended December 31, 2020, was positive by USD 0.2 million (2019: positive by USD 0.1 million) and the amount charged to the income statement for the year ended December 31, 2020 was USD 0.1 million (2019: USD 0.2 million)



## NOTE 8 TAXES

The Company transferred its effective place of business and tax residency from Bermuda to Norway on February 1, 2015 by setting up a Norwegian registered foreign business enterprise (Norwegian: "NUF"). The Norwegian registered foreign business enterprise is required to pay income tax and capital tax in Norway in accordance with the Norwegian tax legislation.

The ROHQ is liable to pay tax in the in the Philippines in accordance with Section 28 of the National Internal Revenue Code (NIRC), whereby the regional operating headquarters as defined in Section 22 (EE) shall pay a tax equivalent to 10 % of its taxable income derived from qualifying services and exemption from local taxes.

As per (USD 1 000)	Dec 31, 2020	Dec 31, 2019
<b><i>Tax expenses Norway consists of</i></b>		
Tax payable	-	-
Change in deferred tax	(11)	(7)
<b>Tax expenses Norway / (income)</b>		<b>(7)</b>
Tax expenses Philipines / (income)	(3)	46
<b>Total tax expenses</b>	<b>(14)</b>	<b>39</b>
<b><i>Deferred tax Norway</i></b>		
Fixed assets	(133)	(83)
Tax loss carried forward	(63)	(78)
Tax loss carried forward not recognized	63	78
<b>Basis for deferred tax Norway</b>	<b>(133)</b>	<b>(83)</b>
Deferred tax liability / (asset) Norway	(29)	(19)
Deferred tax liability / (asset) Philipines	(15)	5
<b>Total deferred tax liability / (asset)</b>	<b>(44)</b>	<b>(14)</b>
<b><i>Tax payable Norway consists of</i></b>		
Profit before tax	(23)	180
Permanent differences	(35)	(292)
Change in temporary differences	50	36
<b>Basis for tax payables Norway*</b>	<b>14</b>	<b>(76)</b>
Tax payable Norway	-	-
Tax payable Philipines	-	32
<b>Total tax payable</b>	<b>-</b>	<b>32</b>

\*Losses carried forward are not included in the basis for calculating the deferred tax asset.

## NOTE 9 RELATED PARTIES

In the normal course of the conduct of its business, the Company enters into a number of transactions with related parties. Related parties of the Company include its owners, Gearbulk Holding AG and Grieg Shipholding AS including subsidiaries and affiliates of Gearbulk Holding AG and Grieg Shipholding AS and their principal owners including close family members and companies controlled by those owners, and management of the Company and companies in which the Company can significantly influence the operating and financial policies. As at December 31, 2020, the following amounts are due from/to related parties of the Company:



As per (USD 1 000)	Dec 31 , 2020	Dec 31 , 2019
<i>Accounts receivable with related parties</i>		
Gearbulk Pool Ltd	-	185
Gearbulk Norway AS	14	6
<b>Total</b>	<b>14</b>	<b>191</b>

As per (USD 1 000)	Dec 31 , 2020	Dec 31 , 2019
<i>Accounts payables, related parties</i>		
Gearbulk Pool Ltd	5	-
Payables to employees	-	1
<b>Total</b>	<b>5</b>	<b>1</b>

## 9.1 Gearbulk

### *Gearbulk Pool Limited*

During 2019 and 2020 the Company provided services to Gearbulk Pool Limited, a 100 % subsidiary of Gearbulk Holding AG.

### *Gearbulk Norway AS*

During 2019 and 2020, the Company provided services to Gearbulk Norway AS, a 100 % subsidiary of Gearbulk Holding AG.

All such transactions were completed on an arm's length basis.

## 9.2 Other

Loans to directors of the Company as of December 31, 2020, amounted to nil (2019: nil). Loans to employees amounted to nil (2019: nil).

## NOTE 10 INTERCOMPANY BALANCES

In the normal course of the conduct of its business, the Company enters into a number of transactions with its parent company, G2 Ocean AS.

As at December 31, the following amounts are due from/to:

As per (USD 1 000)	Dec 31, 2020	Dec 31, 2019
<i>Intercompany liabilities (current)</i>		
G2 Ocean AS	484	418
<b>Total</b>	<b>484</b>	<b>418</b>



## NOTE 11 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of the following amounts:

(USD 1 000)	Leasehold improvements	Machinery & Equipment	Total
<i>Cost</i>			
Balances as of Jan 1, 2020	175	223	398
Additions	-	-	-
Disposals	-	(15)	(15)
Translation adjustments	(2)	23	21
Balances as of Dec 31, 2020	173	231	404
<i>Depreciation and amortization</i>			
Accumulated depreciation as of Jan 1, 2020	(125)	(141)	(266)
Depreciations	(17)	(61)	(77)
Disposals	-	11	11
Translation adjustments	2	(18)	(16)
Accumulated depreciations as of Dec 31, 2020	(140)	(208)	(348)
Net carrying value Jan 1, 2020	50	82	132
Net carrying value Dec 31, 2020	33	23	56

(USD 1 000)	Leasehold improvements	Machinery & Equipment	Total
<i>Cost</i>			
Balances as of Jan 1, 2019	158	214	372
Additions	1	11	12
Disposals	-	-	-
Translation adjustments	16	(2)	14
Balances as of Dec 31, 2019	175	223	398
<i>Depreciation and amortization</i>			
Accumulated depreciation as of Jan 1, 2019	(96)	(73)	(169)
Depreciations	(18)	(69)	(87)
Disposals	-	-	-
Translation adjustments	(11)	1	(10)
Accumulated depreciations as of Dec 31, 2019	(125)	(141)	(266)
Net carrying value Jan 1, 2019	62	140	203
Net carrying value Dec 31, 2019	50	82	132

### 11.1 Depreciation

The depreciation and amortization charge for 2020 was USD 0.1 million. In addition to a loss on disposal and scrapping of USD 0.0 million (2019: USD 0.1 million in addition to loss on disposal and scrapping of USD 0.0 million).

### 11.2 Impairment

There was no impairment loss in 2020.



## NOTE 12 ACCRUED LIABILITIES

Accrued liabilities consist of the following amounts:

As per (USD 1 000)	Dec 31, 2020	Dec 31, 2019
Accrued staff expenses	47	86
Accrued other expenses	15	12
Total	62	98

## NOTE 13 CASH AND CASH EQUIVALENTS

As of December 31, 2020 the Company had USD nil held as restricted cash (2019: nil).

## NOTE 14 OTHER PAYABLES

Other payables consist of the following amounts:

As per (USD 1 000)	Dec 31, 2020	Dec 31, 2019
Government taxes	11	14
Other payables	7	9
Total	18	23

## NOTE 15 EQUITY

For the period Jan 1 - Dec 31, 2020 (USD 1 000)	Number (Share capital)	Amount (\$) (Share capital)	Retained earnings (\$)	Total Equity (\$)
Balance at Jan 1, 2020	12 000	12	189	201
Net income			(9)	(9)
Net actuarial movement related to pension schemes			81	81
Translation adjustments			37	37
Prior year adjustment			32	32
Balance at Dec 31, 2020	12 000	12	330	342



## NOTE 16 SHARE CAPITAL AND SHAREHOLDER INFORMATION

As of December 31, 2020, the authorized share capital of G2 Ocean Ltd comprises 12 000 shares of USD 1 par, of which 12 000 are issued. All Company's shares have the same rights.

Shares of common stock		
Shareholder	Amount	Shares
G2 Ocean AS	12 000	100%
<b>Total issued common shares</b>	<b>12 000</b>	<b>100%</b>

G2 Ocean AS' parent company, G2 Ocean Holding AS is jointly controlled by its two shareholders, Gearbulk Holding AG and Grieg Shipholding AS. The table below shows the distribution of ownership in G2 Ocean Holding AS, as of December 31, 2020, between its two shareholders, both in terms of number of shares of common stock and percentages.

Shares of common stock		
Shareholder	Amount	Shares
Gearbulk Holding AG	19 500	65%
Grieg Shipholding AS	10 500	35%
<b>Total issued common shares</b>	<b>30 000</b>	<b>100%</b>

## NOTE 17 EVENTS SUBSEQUENT TO THE BALANCE SHEET DATE

Subsequent events have been reviewed from period end to issuance of the financial statement on June 11, 2021 and there are no material events.



To the General Meeting of G2 Ocean Ltd

## *Independent Auditor's Report*

### *Report on the Audit of the Financial Statements*

#### *Opinion*

We have audited the financial statements of G2 Ocean Ltd, which comprise the balance sheet as at 31 December 2020, the income statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements are prepared in accordance with law and regulations and give a true and fair view of the financial position of the Company as at 31 December 2020, and its financial performance 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 laws, regulations, and auditing standards and practices generally accepted in Norway, including 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 laws and regulations, 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.

#### *Responsibilities of the Board of Directors and the Managing Director for the Financial Statements*

The Board of Directors and the Managing Director (management) are responsible for the preparation in accordance with law and regulations, including a true and fair view of the financial statements 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 VAT, www.pwc.no  
State authorised public accountants, members of The Norwegian Institute of Public Accountants, and  
authorised accounting firm*



Independent Auditor's Report - G2 Ocean Ltd



*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 laws, regulations, and auditing standards and practices generally accepted in Norway, including 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>

*Report on Other Legal and Regulatory Requirements*

*Opinion on Registration and Documentation*

Based on our audit of the financial statements as described above, and control procedures we have considered necessary in accordance with the International Standard on Assurance Engagements (ISAE) 3000, *Assurance Engagements Other than Audits or Reviews of Historical Financial Information*, it is our opinion that management has fulfilled its duty to produce a proper and clearly set out registration and documentation of the Company's accounting information in accordance with the law and bookkeeping standards and practices generally accepted in Norway.

Bergen, 11 June 2021  
**PricewaterhouseCoopers AS**

  
Marius Kaland Olsen  
State Authorised Public Accountant



**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

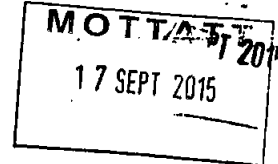
Our reference  
2015/839383

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;

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



**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](http://www.skatteetaten.no)  
Org.nr: 996250318  
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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*