*REGISTRATION DOCUMENT*

Contships Logistics Corp.

# *CONTSHIPS LOGISTICS CORP.*

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The information in this registration document (the "**Registration Document**") relates to the listing of senior unsecured sustainability-linked bonds with a face value of USD 125,000 each under ISIN NO0013470559 (the "**Bonds**") issued on 11 February 2025 by Contships Logistics Corp. (the "**Issuer**" or the "**Company**", taken together with its consolidated subsidiaries, the "**Group**") and to be listed on the Oslo Stock Exchange on or about July 11, 2025 (the "**Listing**").

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For the definitions of capitalised terms used throughout this Registration Document, please see Section 9 ("*Definitions*"). ***Investing in the Bonds involves risks; please see Section 1 "Risk Factors" beginning on page 3***.

July 10, 2025

## *IMPORTANT INFORMATION*

This Registration Document is valid for a period of up to 12 months following its approval by the Financial Supervisory Authority of Norway (*Nw. Finanstilsynet*) (the "**Norwegian FSA**"). This Registration Document should be read together with the securities note dated July 10, 2025 (the "**Securities Note**") and the summary dated July 10, 2025 (the "**Summary**"), which together with this Registration Document make up a prospectus (the "**Prospectus**").

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The Prospectus has been prepared in order to provide information about the Company and its business in relation to the Listing of the Bonds and to comply with the Norwegian Securities Trading Act of 29 June 2007 no. 75 (as amended from time to time, the "**Norwegian Securities Trading Act**") and related secondary legislation, including Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2014/71/EC, as amended and as implemented in Norway under Section 7-1 of the Norwegian Securities Trading Act (the "**EU Prospectus Regulation**"). The Prospectus has been prepared solely in the English language. Prospective investors must make their own assessment as to the suitability of investing in the Bonds.

The information contained herein is current as at the date hereof and subject to change, completion and amendment without notice. New information that is significant for the Issuer or its subsidiaries may be disclosed after the Registration Document has been made public, but prior to listing of the Bonds. Such information will be published as a supplement to the Registration Document pursuant to the Prospectus Regulation. On no account must the publication or the disclosure of the Registration Document give the impression that the information herein is complete or correct on a given date after the date on the Registration Document, or that the business activities of the Issuer may not have been changed after the date of the Registration Document. No person is or has been authorized by the Issuer to give any information or to make any representation not contained in or not consistent with this Registration Document or any other information supplied in connection with the Bonds, and if given or made, such information or representation must not be relied upon as having been authorized by the Issuer.

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Unless otherwise stated, this Registration Document is subject to Norwegian law. In the event of any dispute regarding this Registration Document, Norwegian law will apply.

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In certain other jurisdictions, the distribution of this Registration Document may be limited by law, for example, in Canada, Japan, and in the United Kingdom. Verification and approval of this Registration Document by the Norwegian FSA implies that this Registration Document may be used in any EEA country. No other measures have been taken to obtain authorisation to distribute this Registration Document in any jurisdiction where such action is required. Persons that receive this Registration Document are ordered by the Issuer and the Joint Bookrunners to obtain information on and comply with such restrictions.

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Copies of this Registration Document are not being mailed or otherwise distributed or sent in or into or made available in the United States other than on the Issuer's web page. Persons receiving this document (including custodians, nominees, and trustees) must not distribute or send such documents or any related documents in or into the United States.

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Other than in compliance with applicable United States securities laws, no offers or sales of securities are being made or will be made, directly or indirectly, in the United States. The Bonds will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

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This Registration Document is not an offer to sell or a request to buy bonds. The content of this Registration Document does not make up legal, financial, or tax advice and bondholders should seek their own legal, financial, and/or tax advice. Each investor should consult its own legal, credit, business or tax advisor as to a legal, credit, business or tax advice. In making an investment decision, investors must rely on their own examination of the Issuer and the Bonds, including the merits and risks involved.

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Copies of this Registration Document can be obtained by contacting the Issuer.

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# 1. RISK FACTORS

## 1.1 GENERAL

Prospective investors should consider, among other things, the risk factors set out in the Prospectus, including those set out in both this Registration Document and the Securities Note before making an investment decision. The risks and uncertainties described in the Prospectus are risks of which the Company is aware and that the Company considers being material to its business. If any of these risks were to occur, the Company’s business, financial condition, operating results, and/or cash flows could be materially adversely affected, and the Company could be unable to pay interest, principal, or other amounts on or in connection with the Bonds. Prospective investors should also read the detailed information set out in any accompanying Securities Note and reach their own views prior to making any investment decision.

Investing in Bonds issued by the Company involves inherent risks. An investment in the Bonds is suitable only for investors who understand the risk factors associated with this type of investment and who can afford a loss of all or part of their investment.

The risks and uncertainties described below are not intended to be exhaustive and are not the only ones faced by the Group. Additional risks and uncertainties, including risks that the Group currently believes are less material or likely, or that are not presently known to the Group, may also have a material adverse effect on the value of any investment.

The primary risk factors in connection with an investment in the Bonds are described below in a limited number of categories, with each risk factor placed in the most appropriate category based on the nature of the risk it represents. The most material risk factor in each category is presented first under that category, where the materiality has been determined based on potential negative impact and likelihood of occurrence. Subsequent risks in the same category are presented in no particular order.

## *1.2* RISKS RELATED TO THE INDUSTRY IN WHICH THE GROUP OPERATES

***Developments in the global economy and container shipping industry resulting in a downturn in the hire and freight rates could materially and adversely affect the Group's business***

The Group's earnings and available cash are dependent on the Group's ability to charge profitable charter rates for its vessels. In this regard, the Group's operations are subject to the common risks of the container shipping industry. A number of factors outside of the Group's control may materially and adversely affect the charter rates the Group is able to charge for its vessels, including but not limited to geopolitical risks, the global supply and demand for container vessel capacity, and global demand for cargo to be transported by container vessels, in particular in the feeder segment. Furthermore, global trade flows and trade volumes have been and continue to be impacted by economic developments such as weakening growth in the United States and China, geopolitical circumstances including the ongoing war in Ukraine and instability in the Middle East which has further deteriorated since the escalation of the conflict between Israel, USA and Iran in June, 2025, including Israeli and U.S. military actions against Iran, Iran’s retaliatory measures (which historically have included asymmetric tactics such as disruptions to maritime traffic via proxy forces, including attacks by Iran-backed Houthis against commercial vessels and infrastructure), and Iran’s announced closure of the Strait of Hormuz, protectionist measures concerning trade, and a dynamic environment in relation to sanctions and export controls, all of which may have a material and adverse effect on the Group's revenues, results of operations and/or financial condition.

As of the date of the Prospectus, all of the Group's vessels operate on mid-term time charters, most with a term of 11 to 24 months, taking advantage of the prevailing strong market conditions. The Group may, in the future, shift to a stronger focus on short-term charter contracts, depending on the Group's view of the market outlook and the availability of attractive long-term time charters, which would make the Group more exposed to short-term fluctuations and extraordinary events that temporarily affect charter rates. In case of adverse developments in global geopolitics, the global economy and the container shipping market, e.g. resulting in an oversupply of container vessel capacity impacting trade flows, the Group may not be able to enter into new charter agreements at attractive rates or durations or employ its vessels at all. If the Group is unable to re-employ a vessel, it will not receive any revenue from such vessel, but the Group would still be required to cover expenses necessary to maintain such vessel in operating condition and to pay any debt service. This could have a material adverse effect on the Group's business, results of operations, cash flows and financial position.

Adverse and unpredictable developments in the global container shipping market could result in deviations between the Group's estimates and assumptions and the actual market situation. Wars and other geopolitical tensions and conflicts are disrupting trade patterns and impact, among other things, freight and charter rates as well as contract durations and also pose a severe risk related to the safety and security of vessels and their crew. These, as well as other recent and existing events, including outbreak of epidemic or pandemic diseases that have had, and are likely to continue having, a significant impact on the global container shipping market and, consequently, on the Group's business, results of operations, cash flows and financial position.

***Cyclicality in the shipping industry may adversely affect the Group's business, financial condition and results of operations***

Historically, the container shipping market has been highly cyclical, with periods of high demand, limited supply and high freight and charter rates alternating with periods of low demand, excess supply and low freight and charter rates. This has primarily been due to changes in the level and pattern of global economic growth and changes in the supply of newbuilds and available vessels and the demand for vessel capacity. Periods of low demand and excess supply intensify competition in the industry and may result in the Group's vessels earning substantially less for long periods of time. An increase in the supply of vessels without a corresponding increase in demand for transportation could cause freight and charter rates to decline. Prolonged periods of low utilization could reduce demand for the Group's services and materially and adversely affect the Group's business, operations, financial condition, and prospects.

***Increased competition and customer preferences may reduce the Group's profitability and decrease the Group's market share***

The container feeder shipping market is highly competitive with numerous industry participants competing for contracts and market share. The Group specializes in container ships for intra-regional and cross-regional trade seaborne transportation between smaller ports and major hub terminals. There is a risk that the customers of the Group may increasingly prefer to rely on larger vessels and/or alternatively, to contract and operate their own feeder vessels rather than relying on the Group's services. For instance, significant downward volatility in charter rates may enable major customers to secure highly favourable contracts at rates below the levels required by the Group to sustain operations on a going-concern basis, thereby adversely affecting the Group's business and financial condition. Conversely, a significant increase in charter rates could stimulate investment in new feeder vessel construction, potentially creating overcapacity in the market. This overcapacity could subsequently result in significant downward pressure on charter rates, negatively impacting the Group's profitability and market position. Such competition and any other competition that the Group may experience may lead to reduced profitability and the Group's market share in the markets in which it operates may erode in the future. The inability to compete successfully with existing and new competitors of the Group could have an adverse effect on the Group's business, operations, financial condition, and prospects.

***The Group may have more difficulty entering into charters if a less active short-term or spot container shipping market develops***

The majority of the Group's vessels are originally employed on charters with a term of 11 to 24 months. At the expiration of the Group's charters or if a charter terminates early for any reason or if the Group acquires vessels charter-free, the Group will need to charter or recharter its vessels. If an excess of vessels is available on the spot- or short-term market at the time the Group is seeking to enter into new charters, the Group may have difficulty entering into such charters at attractive rates or durations or employ its vessels at all and, as a result, the Group's cash flow may be subject to instability, which could materially and adversely affect the Group's business, financial condition and results of operations. In addition, it would be more difficult to charter relatively older vessels should there be an oversupply of younger vessels in the market. A depressed spot market may require the Group to enter into short-term spot charters based on prevailing market rates, which could result in a decrease in the Group's cash flow, which could adversely affect the Group's business, financial condition and results of operations.

***Trade, import and export restrictions could cause adverse consequences for the Group's business***

The Group's operations as an owner of container feeder vessels are dependent on international trade volumes, particularly involving major trading nations such as the United States, China, and Europe. Recent escalations in trade disputes, particularly between the United States and China, involving tariffs and retaliatory measures, could materially disrupt global trade patterns, reduce trade volumes and therefore the number of containers to be transported, resulting in lower demand for feeder vessel services. For instance, additional tariffs imposed by the United States on imports from China and retaliatory tariffs by China could reduce the volume of intra-regional container trade serviced by the Group's vessels, directly affecting charter rates, cash flows and profitability.

Moreover, significant volatility and unpredictability in trade policies could result in reduced trade flows, adversely affecting demand for the Group's feeder vessels and thereby diminishing revenues. Such developments could also impair the financial strength of the Group's charterers, potentially affecting their ability to pay charter hire or renew charter contracts.

These factors could collectively have a material adverse effect on the Group's business, financial condition, cash flows, results of operations, and its ability to service debt obligations.

***Potential port fees imposed by the United States on Chinese-built or Chinese-owned vessels could adversely impact the Group's operations and profitability***

Recently, the United States has proposed significant new service fees aimed specifically at Chinese-built, Chinese-owned, or Chinese-operated vessels calling at U.S. ports. Although currently the Group's vessels may not be directly impacted due to their size and ownership structure, the potential enactment of such port fees introduces uncertainty regarding future operating costs. Specifically, if the proposed fees are amended or expanded, or if charterers respond by demanding reduced rates or passing fees back to vessel owners, the Group may incur increased operating expenses or face reduced profitability in respect of the Group's vessels calling at U.S. ports.

Furthermore, these proposed fees could prompt retaliatory actions by China or other countries, including additional port charges or restrictions imposed on non-Chinese vessels at major trade hubs. Such retaliation could disrupt international shipping patterns, increase operating costs, and negatively affect overall container feeder market conditions.

If these risks materialize, the Group could experience reduced revenue and profitability as increased fees might directly lower the profitability of voyages to U.S. ports or other ports affected by retaliatory measures, potentially making certain shipping routes economically unsustainable. Additionally, shifts in trade patterns aimed at avoiding such fees or restrictions could lead to less optimal vessel utilization, operational disruptions, reduced efficiency, and consequently higher operating costs. Such increased operational complexity may weaken the Group's competitive position relative to competitors unaffected by these fees, possibly leading to loss of market share and diminished bargaining power with charterers. Moreover, the unpredictability of these fee changes could adversely affect the Group's cash flow planning and liquidity management, potentially limiting funds available for critical vessel maintenance, fleet growth, or servicing of existing debt obligations.

Thus, should these or similar fees become applicable to the Group's vessels, directly or indirectly, this could significantly increase operational costs and negatively impact the Group's competitiveness, and may have a material adverse effect on the Group's business, results of operations, cash flows and results of operations.

## *1.3* RISKS RELATED TO THE GROUP'S BUSINESS OPERATION AND ACTIVITIES

***The Group is dependent on revenue generated from container transportation***

The Group's revenues are entirely generated from providing tonnage capacity on time charter contracts for the seaborne transportation of containers. Consequently, the Group is heavily dependent on revenues generated from this source of revenue. Due to the lack of diversification in the Group's revenue generating business, an adverse development in the Group's container business, or in the container shipping industry, and in particular reduced appetite in the feeder segment, generally would have a significant impact on the Group's business, cash flows, financial condition and results of operations.

***The Group's vessels may be subject to extended periods of off-hire, which could materially adversely affect the Group's business, financial condition and results of operations***

The actual amount of revenues earned and the actual periods during which revenues are earned may differ from the amounts and periods described herein as a consequence of, for example, off-hire for maintenance projects, downtime, scheduled or unscheduled dry-docking and other factors that result in lower revenues than the Group's average contract backlog per day. Under the time charters for the Group's vessels, when the vessel is not available for service, it will likely be "off-hire," in which case the charterer is generally not required to pay hire, and the Group will be responsible for all costs unless the charterer is responsible for the circumstances giving rise to the lack of availability. Periods of off-hire could materially reduce the Group's revenue and may also give charterers the right to terminate the charter if the off-hire period exceeds a specified number of days. In each case, this could materially adversely affect the Group's business, financial condition, and results of operations.

***The Group is dependent on the provision of services from its related parties, Contships Management Inc. and B&T (Shipbrokers) Inc.***

As of the date of the Prospectus, all of the Group's vessels are technically managed by Contships Management Inc. ("**CMI**" or the "**Ship Manager**") and commercially managed by B&T (Shipbrokers) Inc. ("**B&T**" or the "**Ship Broker**"). Each of CMI and B&T are wholly-owned by Mr. Nikolas D. Pateras (the "**Founder**").

Although CMI and B&T are related parties to the Issuer (through the shareholding of Mr. Nikolas D. Pateras), neither CMI nor B&T is obligated to provide services to the Group beyond the term of the current contractual arrangement. Furthermore, there is a risk that CMI and B&T may not continue to operate satisfactorily and successfully. If CMI and/or B&T fail to perform their respective services satisfactorily, terminate their agreements, or stop providing these services to the Group, the Group's operations may be severely negatively affected, which could have a material adverse effect on the Group's business, operations, operating income, and overall financial condition.

***Substantial capital expenditures are required to maintain operating capacity of, and to grow, the fleet***

The Group's fleet of 40[1] vessels has an average age of approximately 16 years as of the date of the Prospectus. The estimated useful life of each of the Group's vessels is 30 years. In general, the day-to-day cost of operating and maintaining a vessel increases with age. Older vessels are typically less fuel-efficient, may attract lower charter rates compared to modern, more fuel-efficient vessels, and may require capital expenditures to be attractive in the market. In addition, governmental regulations and safety or other equipment standards may also require capital expenditures for modifications or the addition of new equipment and may restrict the type of activities in which the Group's vessels may engage.

The Group must make substantial capital expenditures over the long-term to maintain the operating capacity, replace and expand its fleet and preserve its capital base. The Group cannot assure that, as the Group's vessels age, market conditions will justify any such expenditures or expenditures to otherwise improve the vessels' operating characteristics, such as enhancing fuel efficiency. Additionally, the Group may not have sufficient cash reserves or alternative financing available. If these expenditures are not justified or financing is not available, it could adversely affect the Group's ability to operate profitably, and diminish the Group's operating capacity and capital bases, ultimately impacting the Group's results of operations.

***The Group is exposed to risks associated with the purchase and operation of second-hand vessels***

All of the Group's vessels are second-hand vessels and the Group continuously looks for opportunities to acquire additional second-hand vessels to further optimise the fleet. Second-hand vessels typically do not carry warranties as to their condition at the time of acquisition. While the Group generally inspects second-hand containerships prior to purchase, such an inspection would normally not provide the Group with as much knowledge of the vessel's condition as if it had been built for and operated by the Group during its life. Future repairs and maintenance costs for second-hand vessels are difficult to predict and may be substantially higher than those for equivalent vessels of which the Group has had direct experience. These additional costs could decrease the Group's cash flow and reduce the Group's liquidity. There is a risk that market conditions may not justify such expenditures or enable the Group to operate the Group's vessels profitably during the remainder of the economic lives of such vessels. Additionally, although the Group would generally perform physical inspections of any vessel prior to its purchase, it may not be possible for the Group to undertake any underwater inspections. As a result, the Group will not be aware of any damage to a vessel that may have existed at the time of purchase, and which could only be discovered through an underwater inspection. However, if any damage is subsequently found, the Group could incur substantial costs to repair the damage which may not be recoverable from the sellers.

[1] One vessel is expected to be sold towards the middle of July 2025 and another vessel is expected to be sold during the third quarter of 2025.

***Risks related to newbuilding contracts***

As of the date of the Prospectus, the Group does not have any newbuilds on order. However, if the Group decides to order newbuilds in the future, there is a risk that delays during construction could materialize. Such delays could be caused by, among other things, financial distress or operational problems at shipyards, shortages of critical equipment, labour disputes, or failure of shipyards or subcontractors to meet agreed specifications and timelines.

Delayed deliveries of vessels could materially disrupt the Group's operational planning. If the Group has entered into a charterparty relating to a newbuild and the delivery of such newbuild has been delayed, this could force the Group to seek costly alternative tonnage or risk breaching its commitments towards its customers, potentially resulting in significant additional expenses, loss of revenue, reputational damage, or even legal liabilities.

In addition, unexpected cost increases during construction or warranty issues after delivery may further impact the financial performance and operational capabilities of the Group adversely. Collectively these factors may have a material adverse effect on the Group's business, financial conditions, and results of operations.

***Risks related to the purchase of other vessel sizes or types***

The Group may take the decision (given the risks of investing in only one narrow and specific asset class) to invest in the acquisition of vessels of a different size or type, or with other particular characteristics, in response to changing market conditions and/or appetite to diversify. This would expose the Group to operational and commercial risks associated with entering into new vessel segments or markets where the Group may lack equivalent experience or expertise, and may expose the Group to more intense competition from established operators with greater experience and market presence, potentially limiting profitability and chartering opportunities.

Investing in less familiar vessel classes can result in reduced operational efficiency, increased operational costs, unforeseen technical challenges, and difficulties in securing charter agreements on favourable terms.

Any such investments may be made as part of a diversification or hedging strategy, a response to changing market conditions, and/or on a more opportunistic basis, but there is an inherent risk associated with such new ventures.

***The Group is dependent on the Group's charterers, particularly MSC, Maersk, CMA-CGM and COSCO, and other counterparties fulfilling their obligations under their charters, and their inability or unwillingness to honour these obligations could significantly reduce the Group's revenues and cash flow***

Payments to the Group by the Group's charterers under time charters are, and will continue to be, the Group's sole source of operating cash flow. As of the date of the Prospectus, 29 of the Group's 40 vessels were chartered to members of the MSC, Maersk, CMA-CGM and COSCO groups of companies. These charterers' payments under these charters are an important source of the Group's operating revenue. The Group is consequently dependent on the performance by these charterers of their obligations under these charters.

If any of the Group's charterers ceases doing business, terminates their respective charters or fails to perform their respective obligations under their charters, resulting in the Group's vessels unexpectedly coming off charter early, the Group's business, financial position and results of operations could be materially adversely affected.

***The Group's business depends upon certain executives who may not necessarily continue to work for the Group or related parties***

The Group's future success depends, to a significant extent, upon Mr. Nikolas D. Pateras, the Group's Founder and Chief Executive Officer, as well as the management of the Ship Manager and Ship Broker. Mr. Nikolas D. Pateras and others employed by the Ship Manager and the Ship Broker are crucial to the execution of the Group's business strategies and to the growth and development of the Group's business. If these individuals were no longer to be affiliated with the Group, the Ship Manager or, as the case may be, the Ship Broker, or if the Group were to otherwise cease to receive services from them, the Group may be unable to recruit other executives with equivalent talent and experience, and the Group's business, financial condition and results of operations could suffer.

***The Group has operations in high-risk areas where it is exposed to the risk of war, armed conflicts, piracy, terrorism and other types of attacks, which could result in increasing costs of operations***

The Group's vessels, pursuant to the instructions issued by their charterers, sometimes have to operate in high-risk areas where they are exposed to the risk of war, armed conflicts, acts of piracy, terrorism and other types of attacks. Attacks on ocean-going vessels have increased in frequency in recent years in particular in the Gulf of Aden and the Red Sea with the attacks from the Houthis, which could adversely affect the Group's business. Acts of piracy, and armed robbery of vessels have historically occurred in areas where the Group operates, such as the west coast of Africa and the Gulf of Aden, and there is a high risk that acts of piracy will continue to occur in these areas, as well as other regions, such as the straits of Malacca. There is a risk that the Group may become a victim of future attacks on its fleet when operating in high-risk areas. To prevent a material impact on the Group's financial condition the entering into such high-risk areas is subject to an additional insurance cover. However, it cannot be ruled out that such attacks will not result in, among other things, material damage to the Group's vessels and harm to crew members, and may result in increased insurance premiums, increased operating costs due to increased security arrangements and unexpected and costly delays and increased crew costs to compensate the crew for the increased risk, which are not covered by insurance and would have a material adverse effect on the Group's operation and business.

***The vessels of the Group may be suspected of being involved in smuggling operations***

The Group's vessels call in ports in Central/South America and other areas where smugglers attempt to hide drugs and other contraband on vessels, exposing the Group to a risk that the vessels may be suspected of drug smuggling or other smuggling operations. In the event of such suspected smuggling operations there is a risk that the Group's vessels may be detained, which would result in immediate charter revenue loss and incur management cost to resolve the matter and could have material adverse effect on the Group's operation and business. To the extent any of the Group's vessels are found with contraband or stowaways, whether with or without the knowledge of any of the Group's crew or charterers, the Group may face governmental or other regulatory claims, which could have a material adverse effect on the Group's business, results of operations, cash flows and financial condition. Operations in politically unstable regions and legal systems all over the world may cause business interruptions, reputational damage and compliance risks.

***Risks related to the Group's insurance***

The Group's insurance may be insufficient to cover losses that may occur to the Group's property or result from the Group's operations. Operating vessels involves risks such as mechanical failure, collision, fire, cargo damage or loss, environmental incidents, piracy, and grounding. Although the Group carries hull and machinery insurance, war risks insurance and protection and indemnity insurance (which includes coverage for environmental damage and pollution) and other insurances commonly held by vessel owners, certain losses or liabilities, including losses caused by cyber-attacks, may be completely uninsured, underinsured or subject to significant deductibles and insurers may not pay every claim. Additionally, insurance policies typically have maximum indemnification limits, which may be insufficient to cover the full extent of substantial claims, especially in catastrophic scenarios or major maritime incidents involving multiple third-party claims.

Even if coverage is sufficient, there may be significant delays in receiving insurance proceeds, and the Group may not be able to obtain replacement vessels in the event of a loss of a vessel. Furthermore, under the terms of the Group's credit facilities, insurance proceeds are pledged in favour of the lender who financed the respective vessel and the use of insurance proceeds received is typically restricted under such facilities.

Future insurance coverage may also be harder to obtain at reasonable rates. The Group may face higher premiums based on the Group's and others' claim records, and insurers may charge more for high-risk areas. The Group's policies have deductibles and exclusions that can increase costs.

Any uninsured or underinsured loss could harm the Group's business and financial condition. In addition, the insurance may be voidable by the insurers as a result of certain actions, such as vessels failing to maintain required certification.

Additionally, apart from limited loss-of-hire insurance relating specifically to war risks and contraband, the Group does not maintain comprehensive loss-of-hire insurance in respect of all of the vessels within the Group's fleet. Such insurance covers the loss of revenue during extended vessel off-hire periods, such as those that occur during an unscheduled dry-docking due to damage to the vessel from accidents. Accordingly, any prolonged period of off-hire in respect of any vessel(s) which are not covered by loss of hire insurance (due to e.g. major engine breakdowns, collisions, or grounding incidents) would directly result in unrecoverable lost revenue, potentially causing a material adverse effect on the Group's business, results of operations and financial condition.

Any occurrence of uninsured, underinsured, or excluded losses, substantial deductibles, or significant delays in insurance payouts could materially and adversely affect the Group's operational reliability, business, financial condition, and results of operations.

***The Group's IT systems may be subject to disruptions, damage, or failures as a result of, among other things, cybersecurity attack, and may not be suitable to support larger operations, which could negatively impact the Group's results of operations and financial condition***

The Group relies on its IT systems for operating and administering its vessels, and these systems are vulnerable to disruptions, damage, or failures due to various factors, including cyberattacks. Cyberattacks can include malware, phishing, unauthorized access, and data corruption. Such attacks can disrupt vessel operations, compromise scheduling and logistics data, and lead to legal and financial repercussions. As the Group grows, its current IT systems may struggle to support larger operations, affecting reliability and decision-making. Any significant interruption or failure of the IT systems could result in disruptions to the Group's business, increased operating costs, decreased performance, and damage to the Group's reputation, which could have a material adverse effect on the Group's business, financial condition, and results of operations.

***Fluctuations in bunker prices may lead to higher operating costs and loss in revenue***

Where the Group's vessels are not on time charters or when the Group's vessels are off-hire, being positioned for, and undergoing, drydocking or between charters, the Group is liable for the operating costs related to bunker fuel. Upon the redelivery at the end of a time charter, the Group must repurchase bunkers on board at prevailing market prices, which could be materially higher than fuel prices at the inception of the charter period.

In addition, since the implementation of the International Maritime Organization ("**IMO**") regulations limiting sulphur emissions, which came into effect on January 1, 2020, the Group's vessels have been, and continue to be operated, using IMO-compliant low sulphur fuels. The increased demand for these fuels has driven up prices.

Accordingly, any increase in bunker fuel prices and/or limited availability of IMO-compliant low sulphur fuel may considerably affect the Group's operating costs, which in turn may have a material negative effect on the Group's results and financial condition.

## *1.4* RISKS RELATED TO THE GROUP'S FINANCIAL POSITION

***The Group's debt agreements contain restrictions that limit the Group's flexibility in operating the Group's business***

The Group has entered into different debt agreements mainly to finance or refinance acquisitions, which contain restrictions that limit the Group's operational flexibility. The Group's debt agreements contain certain covenants and general undertakings, which are customary for such financings, which limit the Group's ability to, amongst other things: Incur additional indebtedness, conduct corporate reorganisations, make investments or acquisitions. The Group's debt arrangements also contain financial covenants, which include, among other things, minimum liquidity requirements, consolidated leverage and security to debt ratios (some of which are based on the market value of the Group's vessels) and restrictions on the Group's subsidiaries right to upstream cash. Even if the Group carefully monitors the key financial indicators and ratios, there remains a risk that the Group may not be able to comply with financial covenants and/or the other covenants and undertakings contained in the debt agreements in the future, as some developments are beyond the Group's control. In addition, certain debt agreements include change of control provisions requiring the Founder to remain Chief Executive Officer and maintain a minimum shareholding in the Issuer for the duration of the debt facilities, which is also beyond the Group's control.

If the Group fails to comply with these restrictions, including general undertakings, financial covenants, and change of control provisions, it may constitute an event of default under the relevant debt agreements. This could allow lenders to declare all outstanding amounts immediately due and payable, having a material adverse effect on the Group's operations and financial position. Furthermore, an event of default under one facility may trigger cross-default provisions in other debt agreements, giving lenders similar rights and potentially amplifying the negative impact.

Moreover, the Issuer has guaranteed the obligations of its subsidiaries under the Group's debt agreements. Any non-compliance by a subsidiary with the restrictions in these agreements may allow lenders to seek recourse against the Issuer, potentially requiring it to cover that subsidiary's debts. Consequently, this could transfer the subsidiary's financial issues to the entire Group, adversely affecting its operations and financial position.

***Fluctuations in vessel values may lead to breaches in financial covenants, impairment charges and losses upon the sale of a vessel***

As of the date of the Prospectus, the Group operates a fleet of 40 container vessels. The Group's vessels are the primary assets of the Group. The value of the Group's container vessels may fluctuate substantially due to a number of factors such as, but not limited to, prevailing economic conditions in the global markets, the supply and demand for container vessel capacity, recycling prices, and the condition and age of the vessels. Decline in vessel values may result in impairment charges, or affect the Group's ability to be in compliance with its loan-to-value or comparable covenants under its financing arrangements, including the Bonds (please see the risk factor in section 1.2.11 of the Securities Note), and limit the cash which can be generated by selling ships, which could have a material adverse effect on the Group's business, financial position and results of operations.

***Foreign currency exchange rate fluctuations could adversely affect the Group's operating expenses***

The Group generates most of its revenues in USD and some of its expenses are denominated in currencies other than USD. This currency mismatch could lead to fluctuations in net income due to changes in the value of the USD relative to other currencies. Expenses incurred in foreign currencies against which the USD falls in value could increase, thereby decreasing the Group's net income. As of the date of the Prospectus, the Group has not hedged any of this exposure. The Group's USD denominated results of operational costs, revenue and financial condition could suffer from adverse currency exchange rate movements. Future declines in the USD versus other currencies could have a material adverse effect on the Group's business, financial condition, results of operations and liquidity.

***Floating interest rate fluctuations could adversely affect the Group's operating expenses***

The Group's secured debt facilities accrue interest based on the Secured Overnight Financing Rate ("**SOFR**"). Changes in SOFR could affect the amount of interest payable on the Group's debt, and, in turn, could have an adverse effect on the Group's borrowing costs and cash flow. In 2024, a change in the interest rate level of +/- 1.5 per cent would affect profits by approximately +/- USD 3.2 million. This means that an increase in interest rates would negatively impact the Group's profits, while a reduction would have a corresponding positive effect. To manage the Group's exposure to interest rate fluctuations under SOFR or any other alternative rate, the Group may from time-to-time use interest rate derivatives to effectively fix some of the Group's floating rate debt obligations. However, there remains a risk that the use of these derivative instruments, if used, may not effectively protect the Group from adverse interest rate movements. The use of interest rate derivatives may affect the Group's results through mark-to-market valuation of these derivatives. Also, adverse movements in interest rate derivatives may require the Group to post cash as collateral, which may impact the Group's free cash position. As of the date of the Prospectus, the Group has not entered into any derivative instruments with third parties to mitigate this risk.

## *1.5* RISKS RELATED TO LAWS, REGULATIONS AND LITIGATION

***Risks related to compliance with environmental and other shipping regulations***

The Group's business and the operations of its vessels are subject to extensive and changing international conventions and EU, national, state and local laws and regulations relating to sanctions, export and import restrictions, the environment and health and safety in international waters and the jurisdictions in which the Group's vessels operate and are registered. Compliance with these evolving legal and regulatory standards can be complex, costly, and may negatively affect the Group's operational flexibility, financial performance, and competitiveness. In particular, the Group's vessels operating in designated as "Sulphur Emissions Control Areas" such as the Mediterranean Sea, which was declared to be a Sulphur Emissions Control Area with effect from May 1, 2025, will face significantly increased operating costs due to stricter sulphur emissions limits. Failure to comply with such regulations may result in fines, detentions and in extreme cases, banning orders, all of which may result in damage to the Group's reputation and could consequently materially affect the Group's operations and results.

Furthermore, the introduction of the EU Emission Trading Scheme ("**EU ETS**") requires that allowances relating to carbon emissions on voyages within, into or out of the EU/EEA are surrendered, adding substantial compliance complexity and operational costs. Although the EU ETS allows the vessel owner to contractually pass on these costs to charterers, the Group faces the risk associated with the Group's charterers potential failure to comply with their obligations to deliver the allowances to be surrendered on behalf of the Group at all or on time. Similarly, under the EU's FuelEU Maritime Regulation which became effective from 1 January 2025, the Group must meet progressively stricter greenhouse gas intensity thresholds or face economic penalties, detentions, or even vessel expulsion from EU ports.

In addition, compliance with these changing regulations may necessitate significant capital expenditures on vessel retrofits or new technology installations, increased operating expenses for specialized fuels or emission-reduction solutions, and possible reductions in cargo capacity or operational flexibility. Failure to adapt to regulatory changes in a timely manner could adversely affect the resale value or useful lives of the vessels, increase impairment charges, reduce availability of or increase the costs of insurance coverage, and result in limited market access or other operational restrictions. These compliance costs and risks of non-compliance could materially affect the Group's business, financial condition, and results of operation.

***The Group's business is subject to taxation risks***

The Group's operations within the container feeder shipping market involve vessel operations, commercial activities, and personnel based across multiple international jurisdictions. Consequently, the Group is subject to various complex tax regimes applicable to shipping activities, including tonnage tax regimes, withholding taxes, and potentially other shipping-specific levies.

The final determination of the Group's tax liabilities depends on interpretations and application of local tax laws, bilateral tax treaties, international shipping taxation principles, and discretionary decisions by local tax authorities in each jurisdiction. Changes in vessel trading patterns, chartering structures, crewing arrangements, or the location of operational management could lead to altered taxation exposure. Additionally, regulatory developments or shifts in tax policy in key jurisdictions may materially affect the Group's tax treatment and financial performance.

Any adverse changes in the Group's taxation environment or unexpected liabilities arising from tax audits or disputes could significantly increase operating costs, reduce cash flows available for investments or debt servicing, and thus materially impact the Group's financial condition, profitability, and operational flexibility.

***The Group's business is subject to risk of future claims under legal proceedings and contractual disputes***

As an owner of container feeder vessels, the Group faces inherent risks of litigation and contractual disputes specific to the shipping industry, including environmental litigation, contractual litigation disputes and litigation with charterers, shipyards and other third parties, tax or securities litigation, and maritime lawsuits including possible arrest or detention of the Group's vessels. Any arrest or detention of the Group's vessels may disrupt operations and cause financial loss.

From time to time, the Group is involved in legal proceedings and claims in the ordinary course of business, principally property damage and personal injury claims. The Issuer expects that these claims would be covered by insurance, subject to customary deductibles and such claims, even if lacking merit, could result in the expenditure of significant financial and managerial resources.

Furthermore, disputes may arise in relation to ship repair contracts with shipyards or subcontractors regarding vessel quality, delivery delays, and/or warranty claims.

The Group is currently not involved in any litigation expected to have a material impact on its operations, but may in the future be involved in legal proceedings or disputes which would result in significant costs being incurred in connection with such proceedings or, as the case may be, disputes, impairing the Group's operational capabilities, negatively affecting its relationship with charterers or counterparties, and having a material adverse effect on its financial condition, business, and results of operation.

***The Group's business is subject to sanction risks***

The Group is exposed to potential financial, operational, and reputational risks arising from its and its counterparties including charterers, financing banks and shipyard's compliance with national and international sanctions regimes and regulatory requirements. Inadequate monitoring and assessment of transactions, customers, and counterparties for potential sanctions violations could lead to severe penalties, fines, legal actions, and restrictions on the Group's ability to conduct its operations. The Group's failure to implement robust sanctions screening processes, keep pace with evolving sanctions regimes, and ensure effective communication and training across its workforce may result in disruptions to its business operations, erosion of customer trust, and damage to its reputation. Non-compliance with sanctions regulations and related laws could also result in adverse impacts on the Group's financial performance. The obligation to comply with regulatory obligations also entails a risk of being exposed to criminal and civil penalties in case of non-compliance with such regulatory obligations.

***Operations in politically unstable regions and legal systems all over the world may cause business interruptions, reputational damage and compliance risks***

The Group transports products across a wide variety of national jurisdictions and geographical areas, such as Asia, South America, Middle East and West Africa, which entails a risk of business interruptions that may result from political circumstances, trade disputes or inadequacies in the legal systems and law enforcement mechanisms in certain countries in which the Group operates. Certain countries and international bodies also impose laws and regulations with extra territorial application (such as sanctions and bribery and corruption legislation), which may further increase the risk of business interruptions and reputational damage resulting from the Group's cross-border activities. In a worst-case scenario, the Group's ability to trade with certain countries, including entities and individuals linked to such countries, may be severely restricted. The political circumstances or inadequacies of the legal systems and law enforcement mechanisms in certain countries in which the Group operates may have a material negative impact on the Group's reputation, revenue, cash flows and financial condition.

## 2. PERSONS RESPONSIBLE

### 2.1 Persons responsible for the information

**Persons responsible for the information in this Registration Document:**

**Contships Logistics Corp.**
**Trust Company Complex**
**Ajeltake Road**
**Ajeltake Island**
**Majuro MH96960**
**Marshall Islands**

### 2.2 Declaration by persons responsible

Contships Logistics Corp. confirms that to the best of their knowledge, the information contained in the Registration Document is in accordance with the facts and that the Registration Document makes no omissions likely to affect its import.

Athens, July 10, 2025

________________________________________

Nikolas D. Pateras
CEO
Contships Logistics Corp.

## 3. BUSINESS OVERVIEW

*This Section summarises the business of the Group as of the date of this Registration Document. You should read this Section together with the other parts of this Registration Document, in particular Section 1 ("Risk Factors").*

### 3.1 Introduction

Contships Logistics Corp. is the world's largest independent owner of container feeder vessels[2] focused on vessels between 900 TEU and 2,000 TEU, owning a fleet of 40 container feeder vessels with a total capacity of 48,532 TEU. Mr. Nikolas D. Pateras, the Group's CEO and Founder, indirectly holds 90.1% of the shares in the Company. The Company was incorporated on 16 November 2021 under the laws of the Republic of the Marshall Islands to consolidate the Founder's ownership and investments in the container feeder segment.

Contships Logistics Corp. is the parent company in the Group. As it is a holding company without independent business operations, Contships Logistics Corp. is therefore dependent upon the operating subsidiaries within the Group to upstream dividends, distributions, or intercompany loans from subsidiaries to be able to meet its financial obligations. As of the date of the Prospectus, the Group consists of the following subsidiaries, each of which is a ship-owning company, wholly owned by Contships Logistics Corp. and incorporated in the Republic of Liberia:[3]

Alicante Maritime Company

Almeria Marine Ltd.

Amberjack Oceanways Ltd.

Ancona Marine Ltd

Antico Marine Ltd.

Asher Shipping Limited

Bari Maritime Ltd

Bianca Shipholding Ltd.

Brusa Oceanways Inc.

Contship Eco Shipping S.A.

Contship Legacy Shipping S.A.

Corsica Navigation Co.

Cyrus Corporation

Frankyl Maritime Company

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[2] Source: https://www.tradewindsnews.com/containers/greek-owner-contships-hives-off-feeder-ship-trio-to-mediterranean-buyer/2-1-1824333 "Greek owner Contships hives off feeder ship trio to Mediterranean buyer," authored by Harry Papachristou, published by TradeWinds on 23 May 2025, retrieved on 15.06.2025 (access requires paid subscription) (link)
3 The above list does not include dormant companies, companies in liquidation or shelf-companies, that is companies that have yet to take delivery of a vessel.

Genoa Marine Ltd

Ikaria Shiptrading S.A.

Lazio Marine Ltd.

Lubeck Oceanways Inc.

Meteora Marine S.A.

Mizuna Inc.

Monza Sea Marine Ltd.

Nemea Navigation S.A.

Palermo Maritime Ltd

Parnell Corporation

Positano Marine S.A.

Ravello Navigation S.A.

Santiago Investment Corporation

Schleswig Navigation Corp.

Sea Brilliance Inc.

Sea Champion S.A.

Sea Excellence Ltd.

Sea Merit Ltd.

Sea Victorious S.A.

Sevilla Maritime Company

Siena Maritime Ltd

Sky Liberty Investments Limited

Sorrento Marine Ltd.

Tarragona Oceanways S.A.

Umbria Marine Ltd.

Woodstone Maritime Company

The Issuer is a tonnage provider, chartering its vessels primarily to Liner Companies (as defined below) such as MSC, Maersk, CMA-CGM, and COSCO. The Group's fleet provides intra-regional and cross-regional seaborne transportation services within the logistics supply chain and the global container industry. The technical and operational management of the vessels is undertaken by CMI, which is wholly owned by the Founder. CMI has outsourced the chartering, sale, and purchase of the vessels to B&T, which is also wholly owned by the Founder.

### 3.2 History and Development

The Company was incorporated in the Republic of the Marshall Islands on November 16, 2021. The Group's operations are managed by CMI, a related party fully owned by the Company's Founder, established in the Republic of the Marshall Islands, and operating in Greece. The Company's Founder has 40 years of experience in the shipping industry and has owned and operated over 150 vessels during his career. The Founder represents the fifth generation of the Pateras family, which has a track record of well-timed investments in the maritime sector and over 150-year history of successful operations.

On December 22, 2021, the Company entered into an agreement with Contships Holding Limited, a company indirectly controlled, at such time, by the Founder and majority shareholder, to acquire 43 special purpose entities as part of an internal reorganisation. Most of these entities owned or were in the process of acquiring container vessels. In connection with the reorganisation, the vessels' loan facilities were refinanced and the Company provided corporate guarantees. These special purpose entities are incorporated in Liberia.

During the financial years ending on December 31, 2021, 2022, 2023 and 2024, respectively, the Group completed the acquisition of multiple vessels, investing USD 8.8 million in 2021 for two vessels, USD 100.3 million in 2022 for seven vessels, USD 17.5 million in 2023 for two vessels, USD 26.0 million in 2024 for three vessels and USD 72.0 million in 2025 for five vessels. The Group sold two vessels in 2021 for USD 13.8 million, two vessels in 2023 for USD 36.1 million, seven vessels in 2024 for USD 38.6 million and seven vessels in 2025 for USD 58.2 million and currently owns 40 vessels.

On February 11, 2025, the Company successfully completed a bond issuance of USD 100 million, maturing in February 2030 with a fixed annual coupon of 9%. The proceeds from the bond issuance further strengthen the Company's financial capacity and will be used for general corporate purposes of the Group including the acquisition of maritime assets.

### 3.3 The Fleet

The table below provides summary information about the Issuer's fleet of 40 container feeder vessels as of the date of the Prospectus. On June 4, 2025, one of the Group's subsidiaries entered into an agreement to sell the MV Contship Key and on June 26, 2025, another of the Group's subsidiaries entered into an agreement to sell the MV Contship Lex. The MV Contship Key is expected to be delivered to the new owners towards the middle of July 2025 and the MV Contship Lex is expected to be delivered to her new owners during the third quarter of 2025.

| | | | | | Current Charter | | | | Follow-on Charter | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| No | Vessel | TEU | Year Built | Region | Charterer | TC (USD/day) | [4]Expiry start | Expiry end | Charterer | TC (USD/day) | Expiry start | Expiry end |
| 1 | Contship Ace | 1,256 | 2008 | MED | CMA CGM | 11,250 | 30-09-25 | 30-09-25 | | | | |
| 2 | Contship Ana II | 1,992 | 2010 | ASIA/IND/PG | MSC | 23,500 | 15-02-27 | 15-04-27 | | | | |
| 3 | Contship Art | 1,103 | 2014 | CARIB. | ZISS | 16,900 | 21-01-27 | 21-03-27 | | | | |
| 4 | Contship Box | 1,496 | 2009 | MED | CMA CGM | 19,800 | 03-05-27 | 03-07-27 | | | | |
| 5 | Contship Cub | 1,072 | 2013 | MED | CMA CGM | 14,000 | 10-05-26 | 10-07-26 | | | | |
| 6 | Contship Cup | 1,484 | 2012 | CARIB. | ZISS | 18,000 | 01-12-25 | 01-02-26 | | | | |
| 7 | Contship Day | 1,484 | 2010 | ASIA/AUS/NZ | COSCO | 19,900 | 22-06-26 | 22-08-26 | | | | |
| 8 | Contship Don | 1,118 | 2006 | CARIB. | COSCO | 15,000 | 08-04-26 | 08-06-26 | | | | |
| 9 | Contship Eco | 752 | 2008 | MED | X-PRESS | 10,500 | 20-01-26 | 20-03-26 | | | | |
| 10 | Contship Era | 1,114 | 2009 | MED | ZISS | 13,500 | 13-01-26 | 13-05-26 | | | | |
| 11 | Contship Eve II | 1,252 | 2008 | CARIB. | CFS | 17,650 | 13-02-26 | 13-04-26 | | | | |
| 12 | Contship Fox | 1,114 | 2009 | CARIB. | CFS | 14,750 | 01-09-25 | 30-10-25 | | | | |
| 13 | Contship Gin | 1,341 | 2011 | MED | CMA CGM | 17,500 | 11-05-26 | 11-07-26 | | | | |
| 14 | Contship Ice | 1,341 | 2011 | CARIB. | ZISS | 20,500 | 19-12-25 | 19-04-26 | | | | |
| 15 | Contship Ivy | 925 | 2007 | MED | COSCO | 11,500 | 06-07-25 | 06-09-25 | | | | |

[4] "Expiry start" denotes the earliest date on which the charterer may terminate the contract, while "Expiry end" refers to the latest possible date on which the contract can be terminated. When these two dates are identical, it indicates that the charter contract expires on that specific fixed date with no extension options.

| | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 16 | Contship Jet | 1,267 | 2007 | MED | CMA CGM | 13,500 | 10-07-25 | 10-09-25 | | | | |
| 17 | Contship Joy | 925 | 2007 | MED | MSC | 12,000 | 01-03-27 | 01-05-27 | | | | |
| 18 | Contship Key | 1,022 | 2007 | CARIB. | CMA CGM | 11,500 | 12-05-25 | 11-07-25 | | | | |
| 19 | Contship Lex | 1,114 | 2006 | AFRICA | HAPAG LLOYD | 11,000 | 05-05-25 | 05-09-25 | | | | |
| 20 | Contship Luv | 1,118 | 2008 | MED | CMA CGM | 14,000 | 01-11-25 | 01-02-26 | | | | |
| 21 | Contship Max II | 1,252 | 2008 | CARIB. | KING OCEAN | 11,000 | 15-02-26 | 15-04-26 | | | | |
| 22 | Contship New | 1,118 | 2007 | MED | MSC | 9,000 | 27-07-25 | 27-09-25 | | | | |
| 23 | Contship Oak | 1,118 | 2007 | MED | MSC | 9,000 | 18-09-25 | 18-11-25 | | | | |
| 24 | Contship Ono | 1,118 | 2007 | MED | UNIFEEDER | 16,250 | 08-07-26 | 08-09-26 | | | | |
| 25 | Contship Pax | 1,114 | 2008 | MED | CMA CGM | 15,000 | 13-05-26 | 13-05-26 | CMA CGM | 13,000 | 13-04-27 | 13-04-27 |
| | | | | | | | | | CMA CGM | 15,000 | 13-04-27 | 13-06-27 |
| 26 | Contship Pep II | 1,992 | 2010 | MED | COSCO | 23,600 | 13-02-27 | 13-04-27 | | | | |
| 27 | Contship Ray | 1,118 | 2008 | MED | CMA CGM | 16,000 | 17-07-26 | 17-09-26 | | | | |
| 28 | Contship Rex II | 1,341 | 2008 | CARIB. | CMA CGM | 13,500 | 15-01-26 | 01-03-26 | | | | |
| 29 | Contship Run | 1,484 | 2007 | MED | COSCO | 16,500 | 02-08-25 | 02-12-25 | | | | |
| 30 | Contship Sea | 1,484 | 2007 | MED | COSCO | 16,500 | 08-08-25 | 08-12-25 | | | | |
| 31 | Contship Sky | 1,118 | 2008 | MED | CMA CGM | 12,500 | 17-11-25 | 17-11-25 | CMA CGM | 13,750 | 17-11-25 | 17-02-26 |
| 32 | Contship Ten | 1,114 | 2007 | ASIA/AUS/NZ | MSC | 14,000 | 13-01-27 | 13-02-27 | | | | |
| 33 | Contship Top | 1,118 | 2008 | MED/CONTI | MSC | 12,500 | 15-02-27 | 15-04-27 | | | | |
| 34 | Contship Uno | 1,118 | 2007 | ASIA/IND/PG | CMA CGM | 13,500 | 06-06-25 | 06-09-25 | | | | |
| 35 | Contship Vie | 1,114 | 2007 | AFRICA | MAERSK | 14,000 | 14-11-25 | 14-01-26 | | | | |
| 36 | Contship Vow | 1,118 | 2007 | MED | UNIFEEDER | 15,950 | 13-06-26 | 13-08-26 | | | | |
| 37 | Contship Way | 1,114 | 2008 | ASIA/IND/PG | CMA CGM | 13,500 | 22-02-26 | 22-05-26 | | | | |
| 38 | Contship Yen | 1,103 | 2014 | ASIA/AUS/NZ | CMA CGM | 16,000 | 11-05-27 | 11-07-27 | | | | |
| 39 | Contship Zen | 1,072 | 2014 | MED | CMA CGM | 11,500 | 15-09-25 | 15-11-25 | | | | |
| 40 | Contship Zoe | 1,114 | 2007 | CARIB. | COSCO | 15,250 | 14-05-26 | 14-07-26 | | | | |

## 3.4 Overview of the Group's principal activities and its fleet

The Group's principal activities involve chartering out its vessels under time-charter party contracts to Liner Companies.

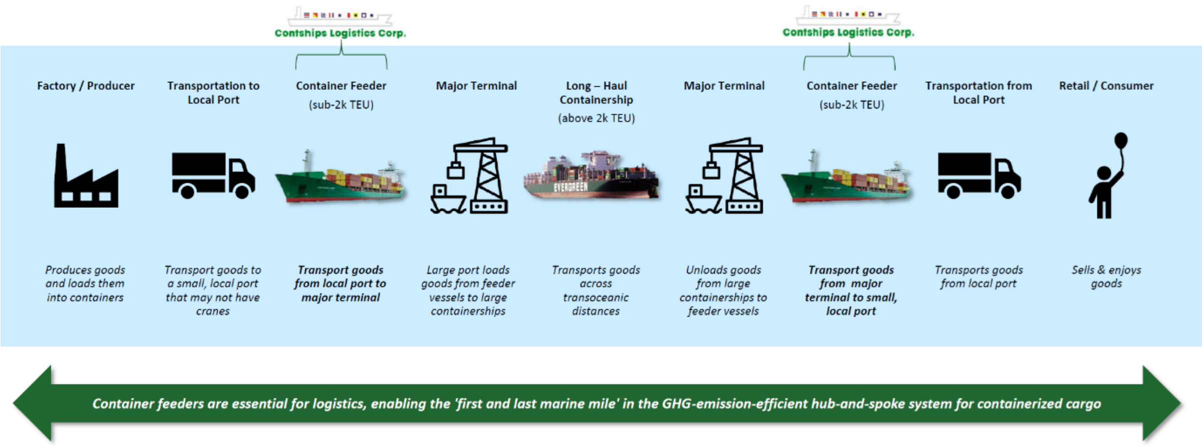
The Group's fleet primarily consists of container feeder vessels, which are smaller ships designed to transport containers between larger ports and smaller regional ports. These vessels play a crucial role in the global supply chain by facilitating the movement of goods from larger ports to smaller ports, which may not be accessible to larger container ships, ensuring efficient distribution and connectivity across various regions.

The vessels mainly operate throughout the Mediterranean, Northern Europe, Asia, Africa, Oceania, and North- and South America, spending on average two days at sea and two days in port. Customers seek the Group's vessels for unique specifications, including cranes on certain vessels to facilitate the loading and unloading of containers where port crane facilities are unavailable, bow thrusters to assist docking and undocking without the assistance of port tugs, and gross tonnage that does not exceed limitations triggering additional port tariffs.

All of the Issuer's vessels also carry refrigerated containers, known as "reefers", which the Issuer believes constitutes a significant competitive advantage in key intra-regional and cross-regional trades where it operates by enabling transportation of temperature-sensitive cargo, increasing flexibility and diversification of cargo types, achieving higher freight rates, reducing competition, and strategically positioning the vessels in key intra-regional and cross-regional trade routes. The cellular container vessels are fitted with rigid metal vertical guides through which containers are placed, significantly reducing damage while stowed within these cells (as assessed internally by the Issuer based on its own metrics). These specifications, together with the shallow draft of the Group's vessels, allow them to trade in and out of ports with limited draft and infrastructure at lower costs, making them self-sufficient and attractive to their customers. These customers include operators that the Issuer considers to be the world's leading container Liner Companies (measured by market share as estimated by the Issuer based on publicly available data), who specifically seek out vessels well suited to regional trades.

## 3.5 Customers

The Company's customers are, in the opinion of the Issuer, predominantly large, leading Liner Companies (measured by market share as estimated by the Issuer based on publicly available data), which include members




of the MSC, Maersk, CMA-CGM, and COSCO groups. These companies utilise the vessels for intra-regional and cross-regional seaborne container transportation services. The Company's vessel-owning subsidiaries charter out their vessels to these customers under time charter parties, typically with durations ranging from 11 to 24 months. Under such time charter parties, the vessel-owning subsidiaries are responsible for, among other things, making the vessel available with crew for a specified period. The operational responsibilities are outsourced to CMI, which acts as the commercial and technical manager.

B&T has established relationships with, and has previously arranged charters with, what the Issuer believes to be, reputable Liner Companies. The Group intends to continue to capitalise on its executive management and B&T's long-standing relationships with a wide group of these, in the opinion of the Issuer, leading Liner Companies to assist in securing high employment coverage and utilization for its fleet. The reputations of the CMI, the Group's technical and commercial manager, and B&T, the Group's chartering and sale and purchase broker, for quality service, safety, and reliability with customers are evidenced by a majority of the Group's charters being contracted through repeat business.

## 3.6 Competitors

The Group operates in markets that are highly competitive and primarily driven by supply and demand. The Group competes for ship purchases and charters on the basis of price, customer relationships, operating expertise, professional reputation, and the size, age, and condition of its ships, as well as on its reputation and that of B&T, its shipbroker.

The Group faces competition from other tonnage providers, or non-operating owners, such as MPC Group and Kotoku Kaiun, as well as from the Liner Companies themselves, who typically hold their own fleets. Contships Logistics Corp. aims to maintain a competitive position in the container shipping industry through several strategic practices:

- The Group charters its fleet to what it considers to be leading Liner Companies (measured by market share as estimated by the Issuer based on publicly available data) such as MSC, Maersk, CMA-CGM, and COSCO. This strategy ensures high utilisation rates and earnings visibility, as evidenced by frequent renewals and long-term charters. The Company's vessels have been chartered for an average of 1.8 years consecutively by the same charterer, with some charters lasting approximately nine years.

- The Group considers itself to be a preferred tonnage provider in the container feeder segment (as evidenced by recurring customers), controlling approximately 16% of global capacity owned by non-operating owners in the 900-2,000 TEU feeder segment.[5] This significant market share underscores its competitive advantage in the industry.

- The credit quality of the Group's main counterparties is, in the opinion of the Issuer, robust, and the Issuer considers that this enables the Group to further solidify its market position, providing stability and reliability in its operations.

- Efficient management services provided by CMI and B&T ensure low operating expenses and effective cost management. The vessel operating expenses and management fees average USD 5,750 per day, contributing to competitive all-in cash operating expenses of USD 5,850 per day.

- The Group employs a conservative financial strategy, aiming to maintain a net loan-to-value ratio below 50% through substantial deleveraging and secured debt amortisation. This approach enhances the Company's financial stability and operational efficiency, reinforcing its competitive position in the container shipping industry.

## 3.7 Management services

The commercial and technical management of the Group's vessels is handled by CMI, which is owned and controlled by the Founder. CMI provides day-to-day technical ship management services, crew management, insurance arrangements and commercial management services for the Group's vessels.

The agreements are structured to ensure continuity of services, with limited rights to terminate and provisions for the subcontracting of services.

## 3.8 Recent Investments and expected financing

**Expected financing of the Group's activities**

The Group expects to finance its activities through income generated from its container shipping operations, primarily from fixed-rate time charter agreements with container Liner Companies, such as MSC, Maersk, COSCO, etc. For more information on the Group's operations, reference is made to Section 3 ("*Business Overview*"). In addition, the Company utilizes credit facilities and may use proceeds from bonds for general corporate purposes, including the acquisition of maritime assets and debt repayment.

## 3.9 Shipbroker services

The Group benefits from the chartering and sale and purchase broking services provided by B&T. B&T is owned and controlled by the Founder. B&T provides chartering and sale and purchase broking services, under an agreement entered into with CMI. These services are critical for securing vessel employment while reducing brokerage commissions and managing asset acquisitions and sales, resulting in significant cost efficiencies.

## 3.10 Related Party Transactions

Contships Logistics Corp. engages in several related party transactions with entities owned by its Founder. Members of the Group have entered into management agreements with CMI. CMI provides technical management and commercial management, chartering and sale and purchase services for the Company's fleet, charging a management fee of USD 25,000 per vessel per month in respect of the technical and commercial management services, with total fees relating to such services amounting to USD 14,936,000 in 2024. In addition, CMI has sub-contracted to B&T the chartering and sale and purchase broking services, contributing to cost efficiencies. These transactions are crucial for operational efficiency but pose risks due to the Company's reliance on these related parties.

[5] Source: Alphaliner, December 2024.

## 3.11 Material Contracts

The Issuer has not entered into any material contract outside the ordinary course of the Issuer's business, which could result in any member of the Group being under an obligation or entitlement that is material to the Issuer's ability to meet its obligation to security holders in respect of the Bonds.

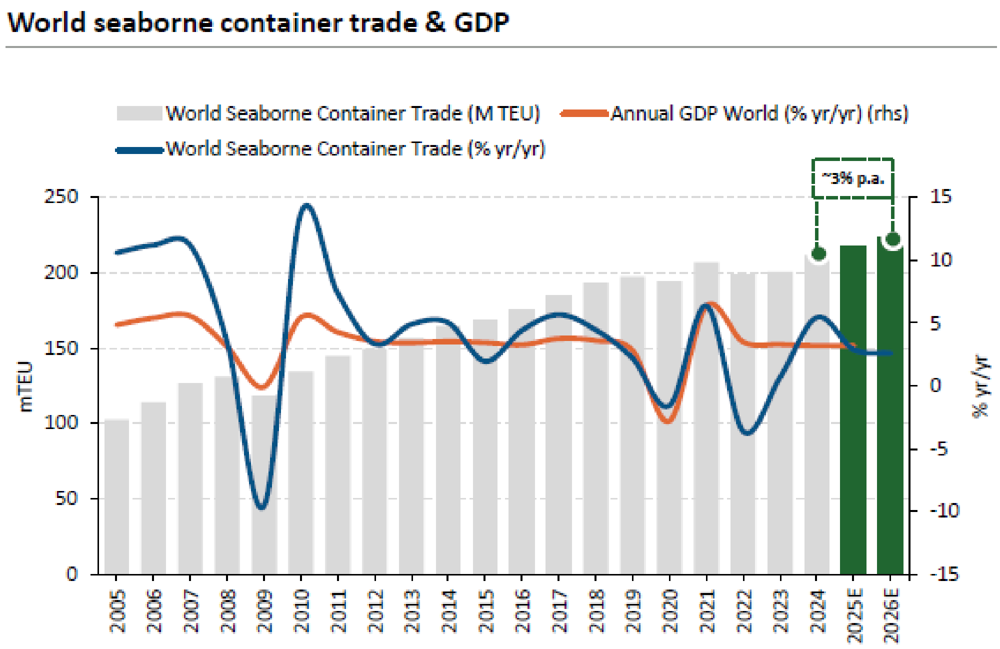
The Issuer has, however, a diversified loan portfolio with favourable credit margins with a debt profile that is conservatively structured with a steep amortization schedule averaging around four years, and most significant maturities (balloons) occur from mid-2027 onwards.

## 3.12 Market Overview[6]

**Introduction**

The Group acts as a tonnage provider for container feeder operations and provides, what the Issuer considers to be, reliable shipping solutions, and strategic maritime connectivity, operating vessels between 750 TEU and 2,000 TEU to connect regional ports with major hub ports worldwide.

Over the past decade, the container shipping market has experienced significant growth, closely mirroring global economic trends. The Company's own assessment indicates that container trade volumes have expanded in line with economic growth due to increasing globalization and the rising demand for manufactured goods. Despite disruptions in 2022 caused by COVID-19-related lockdowns, particularly in China, the market has demonstrated resilience. As global economies recover, container volumes are projected to realign with GDP growth in the coming years.

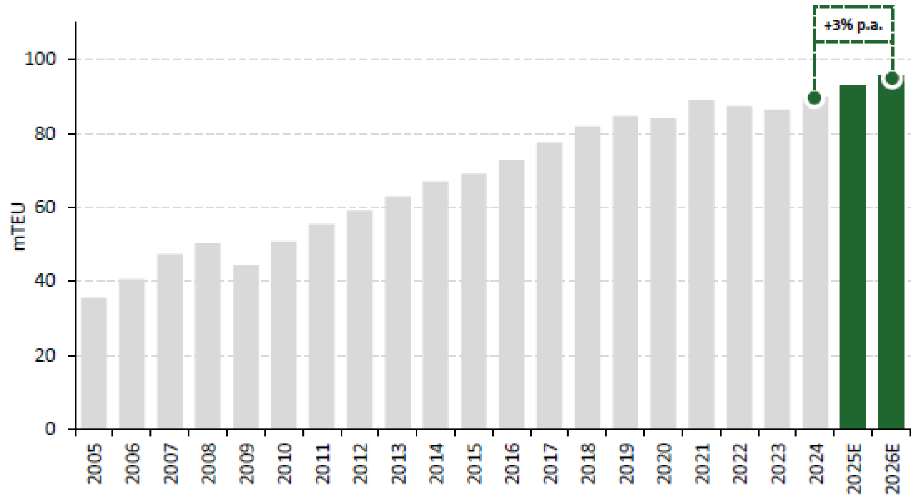



Source: Clarksons SIN January 2025

Intra-regional container trade, predominantly serviced by feeder vessels, has shown consistent growth, often surpassing overall container trade growth rates (as based on internal estimates supported by publicly available industry sources), and the Issuer expects this segment to grow at approximately 3% annually over the next two years, driven by regional economic integration and the expansion of emerging markets. The sustained growth in intra-regional trade underpins the demand for feeder services and supports the industry's long-term prospects.

[6] Market data from sources such as Clarksons SIN (January 2025) and Alphaliner (December 2024) have been interpreted by the Issuer to support its market outlook.

**Total intra-regional container trade**




Source: Clarksons SIN January 2025

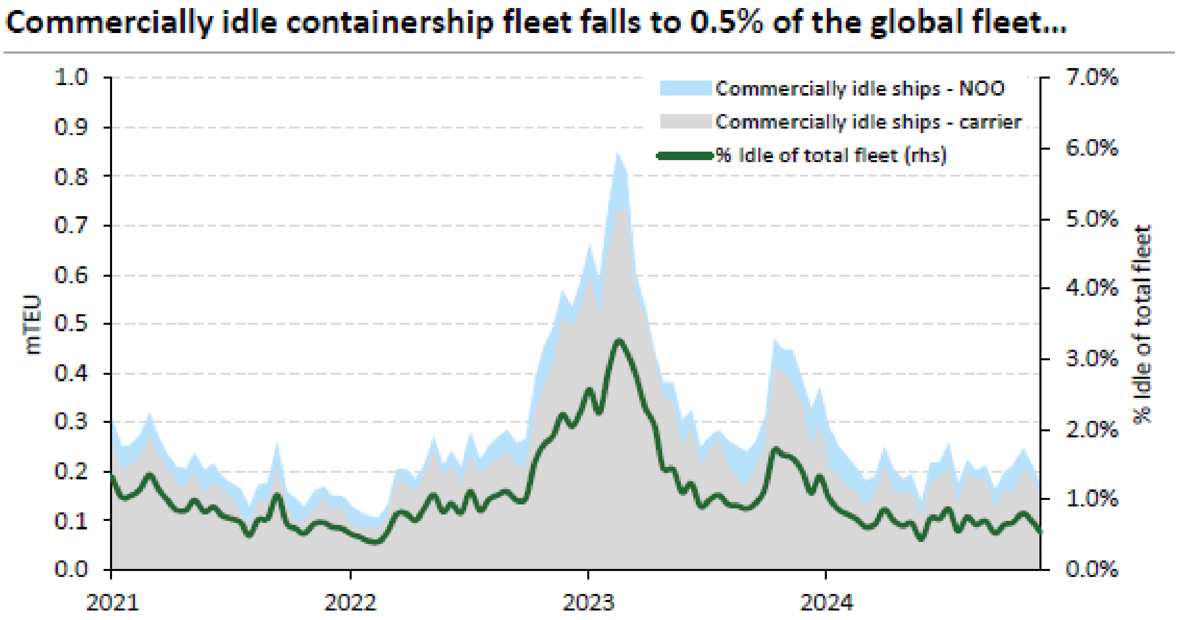
"Intra-regional trade" refers specifically to the transportation of containers between smaller ports and regional hubs within the same geographical region, as opposed to "world seaborne trade" which generally encompasses the global transportation of goods across major international trade routes. The growth rates presented in the figure above for intra-regional trade are measured by the volume of container cargo moved specifically within these defined regional areas, while the world seaborne trade figures include all international container movements globally, including both intra-regional and inter-regional container shipping.

**Market trends**

Several trends characterize the current state of the container feeder shipping industry. One significant trend the Issuer believes to be significant is the aging fleet and the resulting supply constraints. According to the Company's internal database and industry assessments, the global feeder vessel fleet is aging, with approximately 19% of the vessels with a capacity between 1,000-1,999 TEU being older than 20 years. Limited newbuilding orders have resulted in a low orderbook-to-fleet ratio, currently standing at about 5% for vessels in the 1,000-1,999 TEU segment (internal estimates supported by publicly available industry data). This figure is substantially lower than the average orderbook-to-fleet ratio of approximately 30% for the total containership segment. The aging fleet coupled with a limited newbuilding activity is pointing to potential supply constraints, tightening the supply-demand balance, especially as older vessels phase out.

Another key trend is the increasing impact of environmental regulations. The Company anticipates, based on its internal analysis of regulatory developments, that stricter mandates, such as the IMO's regulations on sulfur emissions (IMO 2020), the Energy Efficiency Existing Ship Index, and the Carbon Intensity Indicator, are accelerating the phase-out of older, less environmentally friendly vessels. Compliance with these evolving standards imposes substantial costs on vessel operators and necessitates investments in either greener technologies onboard the vessels or in new environmentally compliant vessels. As a result of the green fleet renewal trend, active fleet capacity is being reduced.

Based on the Issuer's own tracking of fleet utilization, the containership charter market has remained strong driven by tight tonnage availability and increasing demand, while idle fleet has declined to approximately 0.5% of the global containership fleet, reflecting near-full utilization. Charter hire rates have been robust and average charter durations have extended significantly. According to internal market observations and publicly available data, in the first quarter of 2025, average fixture periods reached around 21 months, more than double the average from the first quarter of 2024. This trend reflects limited vessel availability and robust demand from Liner Companies, which are securing tonnage to meet future capacity requirements.




Source: Alphaliner December 2024

**Market outlook**

Since the start of 2025, the container shipping industry has encountered significant challenges stemming from heightened geopolitical tensions and evolving global trade dynamics. Rising uncertainty around US trade policies, particularly the potential escalating tensions with China or other key trade partners, is creating significant disruption in the container shipping market, felt both directly, through declining cargo volumes, and indirectly, as broader economic repercussions and global supply chain realignments take hold.

Recent developments relating to global trade tensions and tariffs include the following:[7]

- Since early 2025, trade tensions between major economies, particularly the U.S., China, Canada, Mexico, and the European Union, have escalated significantly.
- On February 1, 2025, the U.S. imposed an additional 10% tariff on Chinese imports, prompting retaliatory measures by China, including tariffs on selected U.S.-origin goods.
- On March 4, 2025, the U.S. implemented a 25% tariff on imports from Canada and Mexico, as well as an additional 10% tariff on Chinese goods. These actions triggered reciprocal tariffs from Canada, Mexico, and China.
- On March 12, 2025, Canada implemented retaliatory tariffs (25%) targeting various U.S. goods, including tools, computers, and sports equipment. The EU announced retaliatory tariffs on U.S. goods, effective April 1, 2025.
- President Trump subsequently proposed further tariffs, including a 200% tariff threat on alcoholic products from the EU, and higher tariffs on imports from countries importing Venezuelan oil.
- On April 2, 2025, President Trump announced additional tariffs including 34% on Chinese imports, 20% on EU products, and baseline 10% tariffs on imports from various other countries. Tariffs on auto imports (25%) were also enacted.
- On April 9, 2025, the U.S. temporarily paused the recently announced tariffs for most countries for a period of 90 days, with a baseline tariff remaining at 10%. However, tariffs on Chinese imports were significantly increased to 145%, although subsequently a temporary reprieve was granted with baseline tariffs set at 30% amid ongoing negotiations.
- On June 4, 2025, the U.S. further increased tariffs on steel and aluminium imports from 25% to 50%, extending tariffs to include certain appliances like washing machines and refrigerators.
- As of late June 2025, ongoing negotiations between the U.S. and China aimed at potentially reducing mutual tariffs, contingent on China agreeing to concessions on rare-earth mineral exports and

[7] Details provided about recent trade tensions and tariffs reflect the Issuer's interpretation of publicly available governmental announcements and news reports as of the date of this Prospectus.

negotiations between the U.S. and Canada had, after a brief suspension, resumed. Additionally, a bilateral trade agreement between the U.S. and the UK has reduced tariffs on UK automotive exports from 27.5% to 10%.

- The tariff situation between the U.S. and its major trading partners, including the EU and Japan, remains subject to ongoing developments, which could materially impact trade relations.

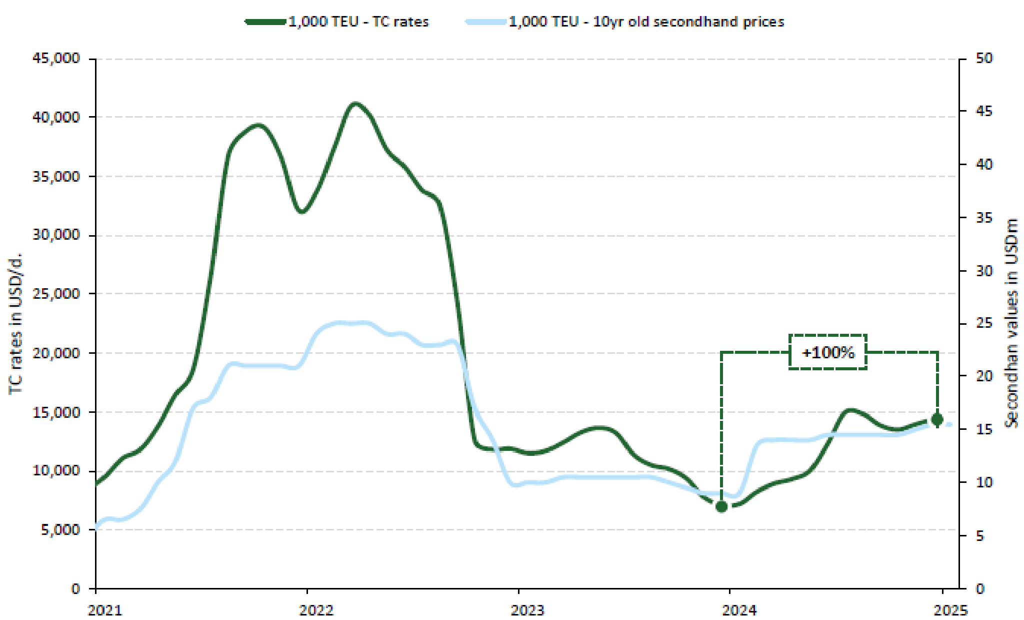
Furthermore, a notable policy under recent review by the USTR involves the introduction of, amongst other things, port service fees on certain vessels calling at U.S ports. Subject to certain exemptions, the proposed service fees would apply to Chinese owned or operated vessels or Chinese-built vessels calling at U.S. ports:

- A service fee on Chinese-operated or Chinese-owned vessels up to USD 140 per net ton, phased in from USD 50 per net ton from October 14, 2025, plateauing at USD 140 per net ton by April 2028, and such fees would be imposed up to five times annually per vessel.
- An additional service fee targeting non-Chinese operators of Chinese-built vessels, starting at USD 18 per net ton or USD 120 per container discharged (whichever higher), with gradual increases to USD 33 per net ton or USD 250 per container by April 2028. Currently, this fee does not apply to container vessels equal to or smaller than 4,000 TEUs, and thus presently does not impact the Group's vessels.
- Implementation of these fees remains uncertain, subject to consultations, potential amendments, and challenges, with a public hearing took place on May 19, 2025. On June 6, 2025, the USTR announced proposed modifications to the previously announced actions with respect to certain service fees, however, no changes were announced in respect of the service fees on Chinese-operated or Chinese-owned vessels or the service fees targeting non-Chinese operators of Chinese-built vessels. The deadline for proposed comment on the proposed modifications was July 7, 2025.

China and other nations may impose reciprocal measures, such as additional port fees or restrictions on non-Chinese vessels entering their ports, potentially creating increased operational costs and market disruptions.

Specialised rules also apply to LNG transportation and vehicle carries, including fees and restrictions on non-Chinese vessels. The implementation of this policy could drive up import costs, raise US consumer prices, and ultimately dampen demand for containerized goods entering the country. These evolving dynamics are set to significantly alter established trade routes and patterns. In an effort to navigate rising costs and geopolitical risks, shippers are likely to explore tariff arbitrage opportunities and diversify sourcing strategies—potentially leading to increased transshipment through neutral or strategically positioned intermediary ports. Nevertheless, despite the uncertainty caused by the implementation of the USTR policy on Chinese related vessels, the containership market has exhibited a notable short-term resilience with time charter rates and vessel values standing at the highest levels on record outside of the Covid period.

**Secondhand prices index and average 1,000 TEU containership earnings**




Source: Clarksons SIN January 2025

The containership orderbook is at historically high levels representing approximately 13% by number of vessels and 30% in terms of TEU capacity. This influx of new tonnage is expected to exert downward pressure on the containership market in the medium term.

Furthermore, should disruptions in the Red Sea normalize, resulting in a higher volume of container vessels transiting the Suez Canal rather than rerouting via the Cape of Good Hope, market capacity constraints could ease. This development may place downward pressure on containership charter rates. The feeder size segment, which is the containership size segment in which the Group operates, continues to benefit from its essential role in maintaining regional connectivity and facilitating the first and last mile of the global logistics supply chain.

Consequently, despite the challenges ahead, the outlook for the feeder containership size segment remains positive due to several factors including:

- the anticipated intra-regional trade growth of approximately 3% per annum, is expected to continue driving demand for feeder services;
- the combination of an aging fleet and limited newbuilding activity is expected to constrain vessel supply in the feeder segment. Notably, the orderbook for vessels below 3,000 TEU represents less than 5% of the total fleet, both in terms of vessel count and TEU capacity; and
- increased transshipment activity and the establishment of new regional routes, particularly as alternatives to disrupted mainlane trades, may further support demand for feedering services, contributing to sustained high utilization rates and potentially elevated charter rates.

**Regulatory Environment**

*International Maritime Organization (IMO) regulations*

The Group is subject to extensive IMO regulations, including the IMO 2020 Global Sulphur Cap, which mandated the reduction of sulphur emissions from vessels globally from 3.5% to 0.5% effective 1 January 2020. Compliance requires the use of low-sulphur fuel, the installation of Exhaust Gas Cleaning Systems (EGCS) or the retrofit of vessels for alternative or renewable fuels such as liquified natural gas, synthetic methanol or ammonia. Additionally, certain regions have been designated Sulphur Emissions Control Areas (SECA), with even stricter sulphur limits set at 0.1%. The most recent area designated as a SECA is the Mediterranean Sea (effective 1 May 2025).

In April 2025, at Marine Environment Protection Committee (MEPC) 83rd session, MEPC finalized and approved the draft legal text for the “IMO Net-Zero Framework” to be included as a new chapter in MARPOL Annex VI, with a view to adoption at an extraordinary session of MEPC in October 2025, the IMO Net-Zero Framework includes measures aimed at reducing greenhouse gas emissions (“GHG”) from international shipping, targeting net-zero GHG emissions by 2050, with indicative milestones of 20–30% reduction by 2030 and 70–80% by 2040, compared to 2008 levels.

The proposed new regulations will apply to all ocean-going ships greater than 5,000 gross tonnes, are expected to enter into force on March 1, 2027 and with the first compliance period to commence on January 1, 2028.

A core element of the proposed framework is the introduction of a global fuel standard based on the annual greenhouse gas fuel intensity (GFI) of energy used on board in a lifecycle perspective. Each vessel will be required to report its attained GFI, which will be compared to a target benchmark. Vessels exceeding the benchmark will need to acquire “remedial units” to cover the shortfall, while vessels that outperform the target may earn “surplus units,” which can be traded, banked, or surrendered.

This mechanism is structurally similar to the EU’s FuelEU Maritime Regulation (see below) and is expected to have comparable financial and operational implications for the fleet.

*European Union regulatory developments (EU ETS and FuelEU Maritime Regulation)*

The EU’s "Fit-for-55" climate package has introduced significant emission reduction measures for international shipping including:

- the EU Emission Trading Scheme (EU ETS) which requires shipowners to surrender emissions allowances equivalent to 100% of carbon emissions for intra-EU voyages and 50% for voyages entering or leaving EU ports. The obligation to surrender emissions allowances will be phased in and shipowners will be required to surrender 40% of their 2024 emissions in 2025; 70% of their 2025 emissions in 2026; and 100% of their 2026 emissions in 2027. From 2026, the EU ETS will be extended to cover emissions from methane and nitrous oxide.
- the FuelEU Maritime Regulation establishes progressively stricter annual greenhouse gas intensity thresholds for vessels calling at EU ports, requiring annual improvements of 2% from January 1, 2025, with significant reductions planned every five years (up to 80% by 2050).

Non-compliance with these regulations could result in significant financial penalties and potential exclusion of vessels from EU ports.

# 4. FINANCIAL INFORMATION CONCERNING THE GROUP'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES

*This section should be read together with the financial statements of the Issuer which are attached to this Registration Document as Appendix A.*

## 4.1 Introduction

The Issuer prepares its consolidated financial statements in accordance with IFRS, as endorsed in the European Union based on Regulation (EC) No 1606/2002. The:

- audited consolidated financial statements of the Issuer for the years ended December 31, 2024 and 2023; and
- unaudited consolidated financial statements of the Issuer for the three months ended March 31, 2025,

are attached to this Registration Document as Appendix A, please see Section 7 ("*Documents on display*").

The historical financial information contained in the consolidated financial statements of the Issuer for the years ended December 31, 2024 and 2023, has been audited.

## 4.2 Legal and Arbitration Proceedings

As of the date of the Prospectus, the Issuer is not aware of any governmental, legal, or arbitration proceedings (including any such proceedings which are pending or threatened) during the preceding twelve months, which may have or have had a significant effect on the Issuer's or the Group's financial position or profitability.

## 4.3 Recent Developments

**Vessel Acquisitions**

On May 22, 2025, one of the Group's subsidiaries took delivery of M/V Contship Max II.

On May 28, 2025, one of the Group's subsidiaries took delivery of M/V Contship Rex II.

On June 5, 2025, one of the Group's subsidiaries took delivery of M/V Contship Eve II.

On June 10, 2025, one of the Group's subsidiaries took delivery of M/V Contship Pep II.

On June 18, 2025, one of the Group's subsidiaries took delivery of M/V Contship Ana II.

**Vessel Sales**

On April 2, 2025, the MV Contship Med was sold by one of the Group's subsidiaries and, in connection with such sale, a portion of the proceeds was applied towards the partial prepayment of the principal amount outstanding under the loan facility advanced by Piraeus Bank S.A.

On May 30, 2025, the MV Contship Win was sold by one of the Group's subsidiaries and, in connection with such sale, a portion of the proceeds was applied towards the partial prepayment of the principal amount outstanding under the loan facility advanced by Alpha Bank S.A.

On June 4, 2025, one of the Group's subsidiaries entered into memorandum of agreement to sell one 1,022 TEU vessel, the M/V Contship Key, which is expected to be delivered to the new owners towards the middle of July 2025.

On June 23, 2025, the MV Contship Fun was sold by one of the Group's subsidiaries and, in connection with such sale, a portion of the proceeds was applied towards the partial prepayment of the principal amount outstanding under the loan facility advanced by Eurobank S.A.

On June 26, 2025, the MV Contship Gem was sold by one of the Group's subsidiaries and, in connection with such sale, a portion of the proceeds was applied towards the prepayment of the principal amount outstanding under the loan facility advanced by Attica Bank S.A. (the successor to Pancreta Bank S.A).

On June 26, 2025, one of the Group's subsidiaries entered into memorandum of agreement to sell one 1,114 TEU vessel, the M/V Contship Lex, which is expected to be delivered to the new owners during the third quarter of 2025.

On July 2, 2025, the MV Contship Sun was sold by one of the Group's subsidiaries and, in connection with such sale, a partial prepayment of the principal amount outstanding under the loan facility with National Bank of Greece S.A., was made on July 1, 2025.

**Amendments to Loan Agreements**

This material concerns changes in the Issuer's borrowing and funding structure since March 31, 2025, the date of the latest published interim financial information.

On April 10, 2025, the Company and certain members of the Group entered into a first supplemental agreement to the loan agreement dated July 13, 2023, and made with, amongst others, Eurobank S.A. The amendments provided for a reduction in borrowing costs (margin reduction from 2.75% to 2.00% with effect from March 13, 2025), extended maturity (to June 13, 2028), and a further borrowing cost reduction in respect of a collateralised portion of the facility (cash collateral margin reduction from 1.00% to 0.60%).

On the same date, April 10, 2025, Tarragona Oceanways S.A., a Group member, entered into a second supplemental agreement to the loan agreement dated November 15, 2023, and made with Attica Bank S.A. (the successor to Pancreta Bank S.A). The amendments included a reduction in borrowing costs (margin reduction from 2.45% to 2.20% with effect from March 10, 2025) and the implementation of a similar mechanism for potentially further reducing the interest payable under such facility under certain collateral-related conditions.

On April 28, 2025, Monza Sea Marine Ltd., a Group member, entered into a first supplemental agreement to the loan agreement dated July 24, 2024, and made with Attica Bank S.A. (the successor to Pancreta Bank S.A). The amendments included a reduction in borrowing costs (margin reduction from 2.40% to 2.20% with effect from March 10, 2025) and the implementation of a similar mechanism potentially further reducing the interest payable under such facility under certain collateral-related conditions.

On May 2, 2025, Almeria Marine Ltd., a Group member, entered into a first supplemental agreement to the loan agreement dated April 20, 2023, and made with Alpha Bank S.A. The amendments included a reduction in borrowing costs (margin reductions from 2.50% to 2.00% with effect from February 25, 2025) and the implementation of a similar mechanism potentially further reducing the interest payable under such facility under certain collateral-related conditions.

On May 21, 2025, Cassano Maritime Ltd., a Group member, entered into a first supplemental agreement to the loan agreement dated February 23, 2024, and made with Attica Bank S.A. (the successor to Pancreta Bank S.A). The amendments included a reduction in borrowing costs (margin reductions from 2.45% to 2.20% with effect from March 10, 2025) and the implementation of a similar mechanism potentially further reducing the interest payable under such facility under certain collateral-related conditions.

On May 21, 2025, Corsica Navigation Co, a Group member, entered into a first supplemental agreement to the loan agreement dated November 11, 2024, and made with Attica Bank S.A. The amendments included a reduction in borrowing costs (margin reductions from 2.25% to 2.20% with effect from March 10, 2025) and the implementation of a similar mechanism potentially further reducing the interest payable under such facility under certain collateral-related conditions.

On May 21, 2025, the Company and Positano Marine S.A., a Group member, entered into a fourth supplemental agreement to the loan agreement dated October 25, 2022, and made with Alpha Bank S.A. The amendments included a reduction in borrowing costs (margin reductions from 2.65% to 2.00% with effect from February 25, 2025) and the implementation of a similar mechanism potentially further reducing the interest payable under such facility under certain collateral-related conditions.

On June 6, 2025, the Company and certain members of the Group entered into a third supplemental agreement to the loan agreement dated December 6, 2021, and made with National Bank of Greece S.A. The amendments included a reduction in borrowing costs (margin reductions from 2.35% to 2.00% with effect from April 1, 2025), and the implementation of a similar mechanism potentially further reducing the interest payable under such facility under certain collateral-related conditions.

On July 2, 2025, the Company and certain members of the Group entered into a second supplemental agreement to the loan agreement dated October 27, 2022, and made with, amongst others, Eurobank S.A. The amendments provided for a reduction in borrowing costs (margin reduction from 2.75% to 2.00% with effect from April 14, 2025), and the implementation of a similar mechanism potentially further reducing the interest payable under such facility under certain collateral-related conditions.

Except for the vessel acquisitions, vessel sales, and amendments to loan agreements as described herein, there has been no significant change in the financial position of the Group since March 31, 2025, the date of the latest published interim financial information.

## 4.4 Trend Information

There has been no material adverse change in the prospects of the Issuer since the date of the last published audited financial statements. There has been no significant change in the financial performance of the Group since the end of the last financial period for which financial information has been published, to the date of this Registration Document.

There are no known trends, uncertainties, demands, commitments, or events that are likely to have a material effect on the Issuer's prospects for at least the current financial year.

## 4.5 Other

No recent events are particular to the Issuer, which is materially relevant to evaluating the solvency of the Issuer.

## 5. THE BOARD OF DIRECTORS, EXECUTIVE MANAGEMENT AND SUPERVISORY BODIES

*This Section contains information about the Board of Directors, Executive Management and Supervisory Bodies of the Issuer.*

### 5.1 Overview

The board of directors of the Issuer (the "**Board of Directors**") is responsible for the overall management of the Issuer and may exercise all of the powers of the Issuer not reserved to the Issuer's shareholders by the Issuer's articles of incorporation (the "**Articles of Incorporation**"), by-laws (the "**By-Laws**") or Marshall Islands law.

The business address for each director, the Chairman, and the executive officers, is c/o Contships Management Inc., 45 Vasilissis Sofias Avenue, Athens 106 76 Greece.

### 5.2 The Issuer

**Board of Directors**

The Issuer's Board of Directors comprises the following members as of the date of the Prospectus:

| Name | Position | Principal activities outside the Issuer |
|---|---|---|
| Nikolas D. Pateras | Chairman | Chief Executive Officer of CMI |
| Efstathia Papantoni | Director | Director and employee of CMI |
| Emmanouil Zacharakis | Director | Employee of CMI |

**Executive Management**

The Issuer's executive management comprises the following members as of the date of the Prospectus:

| Name | Position | Principal activities outside the Issuer |
|---|---|---|
| Nikolas D. Pateras | Chief Executive Officer | Chief Executive Officer of CMI |
| Anthony Argyropoulos | Chief Financial Officer | Director of Seaborne Capital Advisors, a financial advisory firm focussed on the shipping and maritime industries and Chief Financial Officer of Performance Shipping Inc. |
| Angelos Tyrogalas | Chief Operating Officer | Chief Operating Officer of CMI |

**Audit Committee**

The Issuer has an audit committee which, as of the date of this Registration Document, is comprised of the following sole member Mr. Panagiotis Karalis.

The audit committee is responsible for overseeing management's conduct of the internal accounting and financial control systems, reviewing the Issuer's financial statements, recommending the appointment of independent auditors to the Board of Directors, and pre-approving audit and audit-related services and associated fees.

The member of the audit committee is independent of the Issuer's day-to-day management and key business associates. The audit committee reports to and makes recommendations to the Board of Directors, which remains responsible for implementing such recommendations.

### 5.3 Disclosure of Conflicts of Interests

Two members of the Board of Directors and/or executive management have shares in the Issuer, which could pose a potential conflict of interest. The Group's CEO and Founder, owns 90.1% of the shares through Ace Containers Inc. For a description of the specific share percentage for the other shareholders, please see the corporate structure described in Section 6.2 ("*Corporate Structure*").

As further described in Section 3.10 ("*Related Party Transactions*"), the Group's CEO and Founder is the controlling shareholder of the Issuer and fully owns CMI, which provides ship management services to the Group, and B&T, which in turn, through an agreement entered into with CMI, provides chartering and sale and purchase services to the Group. These ties could impose a potential conflict between his duties to the Issuer and his personal interests.

Except as disclosed above, the Group is not aware of any actual or potential conflicts of interest between the Issuer and members of the Board of Directors or executive management as of the day of the Prospectus.

## 6. INFORMATION ABOUT THE ISSUER

*The following is a summary of certain corporate information and other information relating to the Issuer*

### 6.1 Incorporation; Registration Number; Registered Office and Other Company Information

The Issuer is a corporation incorporated under the laws of Marshall Islands and under the Marshall Islands Business Corporations Act. The legal and commercial name of the Issuer is Contships Logistics Corp., the Issuer's business registration number is 111782 and its LEI-code is 5299008CWR6YALKEN578. The Issuer was incorporated on 16 November 2021.

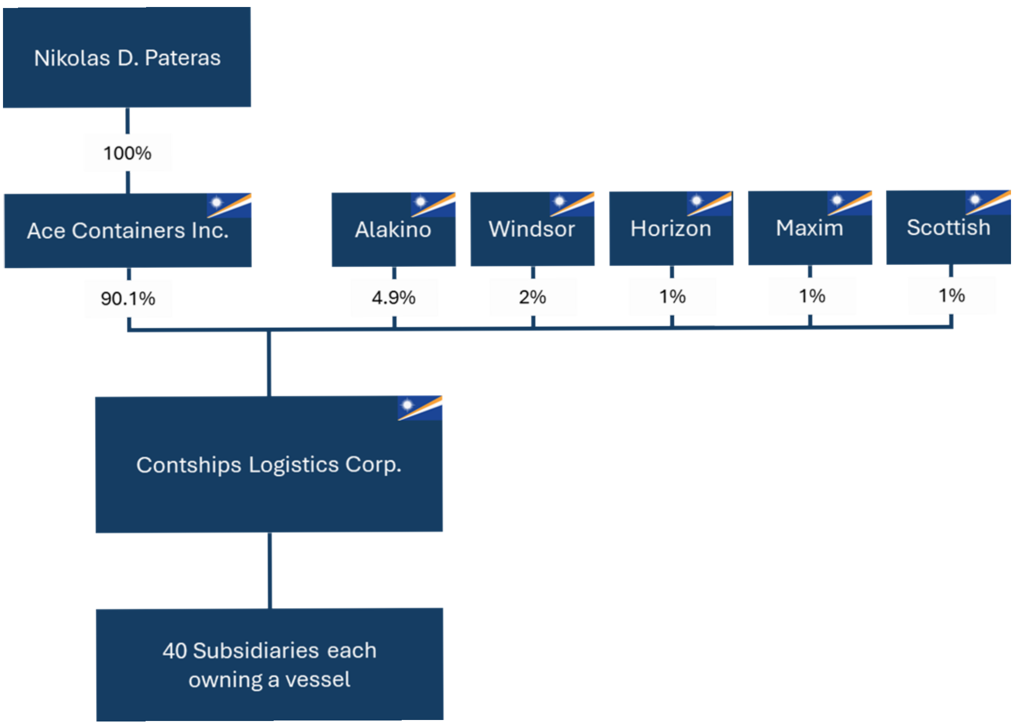
The registered address of the Issuer is Trust Company Complex, Ajeltake Road, Ajeltake Island, Majuro, Marshall Islands, MH96960 and its executive offices are located at 45 Vasilissis Sofias Avenue, Athens, Greece, its telephone number is +30 210 726 7800 and its website is www.contships-logistics.com. The information on the website does not form part of the Prospectus unless that information is incorporated by reference into the Prospectus.

Under Section B of the Articles of Incorporation of the Issuer, the Issuer's purpose is, among other things, to purchase, or otherwise acquire, own, use, operate, lease motorships and all other vessels and to engage in ocean commerce, and generally in the carriage of freight, goods and cargo in bulk by water between the various ports of the world and engage generally in waterborne commerce.

The authorized share capital of the Issuer is divided into 174,408 shares, out of which 174,408 registered shares of a par value of USD 0.01 each have been issued and outstanding as of December 31, 2024. All shares are in registered form. Paid-in capital of the Issuer amounts to USD121,155 as of December 31, 2024 and consists of cash contributions made by the shareholders.

### 6.2 Corporate Structure

The chart below shows the current legal structure of the Group (dormant companies, companies in liquidation or shelf-companies, that is companies that have yet to take delivery of a vessel, are not included).




### 6.3 Major Shareholder

As at the date of this Registration Document, Ace Containers Inc., a company owned and controlled by the Founder, owns 90.1% of the Company. The commercial goals and interests of Ace Containers Inc. as shareholder and the commercial goals and interest of the Issuer and/or other shareholders, may not always be aligned.

Measures in place to ensure that shareholder control is not abused include corporate governance mechanisms such as specific procedures defined in the bylaws for board and shareholder decisions, clearly defined responsibilities and powers of directors and officers established in the bylaws, good faith duties imposed upon directors and officers under applicable law to mitigate potential abuses stemming from concentrated shareholder control, regular shareholder meetings along with corresponding record-keeping requirements to ensure transparency and auditable decision-making processes, and legal remedies available under Marshall Islands law in case of abuse of control.

There are no known arrangements that may result in a change of control of the Company. However, certain debt agreements and bond terms include change of control provisions, which require Mr. Nikolas D. Pateras to maintain his role and a minimum direct or indirect shareholding to avoid triggering default conditions.

## 7. DOCUMENTS ON DISPLAY

For twelve months from the date of this Registration Document, copies of the following documents will be available for inspection at Contships Management Inc.'s office, at 45 Vasilissis Sofias Avenue, Athens 10676 Greece, during normal business hours from Monday through Friday each week (except public holidays):

- The Articles of Incorporation and By-Laws of the Issuer.
- All reports, letters, and other documents, historical financial information, valuations and statements prepared by any expert at the Issuer's request any part of which is included or referred to in the Registration Document.
- The Issuer's audited consolidated financial statements, including the auditor's report, as of and for the years ended December 31, 2024 and 2023.
- The Issuer's unaudited consolidated financial statements for the three months ended March 31, 2025.

The above-mentioned documents are also available on the following website: https://www.contships-logistics.com. The information on the website does not form part of the Prospectus unless that information is incorporated by reference into the Prospectus.

# 8. ADDITIONAL INFORMATION

## 8.1 Independent Auditors

The independent auditor of the Issuer for the period covered by the financial information covered in the Prospectus has been Ernst & Young (Hellas) Certified Auditors-Accountants S.A. **("EY")**, with its registered address at Chimarras 8B, Maroussi, 151 25 Athens, Greece, and registration number 000710901000. EY is registered with the Hellenic Accounting and Auditing Standards Oversight Board (ELTE), and is registered as a corporate body with the public register for company auditors-accountants kept with the Body of Certified Auditors Accountants ("SOEL"), Greece with registration number 107.

The auditor's report to the Issuer's audited consolidated financial statements as of the financial years ended December 31, 2024 and 2023, is included in Appendix A. Other than this report and such consolidated financial statements, neither EY nor any other auditor has audited or reviewed any accounts of the Group or produced any report on any other information provided in the Prospectus.

## 8.2 Legal Advisors

Advokatfirmaet BAHR AS is acting as legal adviser to the Issuer in connection with the Listing.

## 8.3 The approval of this Registration Document by the Norwegian Financial Supervisory Authority

This Registration Document has been approved by the Norwegian FSA, as the competent authority under Regulation (EU) 2017/1129. The Norwegian FSA only approves this Registration Document as meeting the standards of completeness, comprehensibility and consistency imposed by Regulation (EU) 2017/1129, and such approval should not be considered as an endorsement of the Issuer that is the subject of this Registration Document.

The Norwegian FSA as competent authority under the EU Prospectus Regulation has reviewed the Prospectus. The Norwegian FSA approved the Prospectus, comprising of this Registration Document, the Securities Note and the Summary, on July 10, 2025 but has not verified or approved the accuracy or completeness of the information included in the Prospectus. The approval given by the Norwegian FSA only relates to the information included in the Prospectus under pre-defined disclosure requirements imposed by the EU Prospectus Regulation. The Norwegian FSA has made no form of verification or approval relating to corporate matters described in or referred to in the Prospectus. On no account must the publication or the disclosure of this Registration Document give the impression that the information is complete or correct on a given date after the date of this Registration Document, or that the business activities of the Issuer or its subsidiaries may not have been changed.

# 9. DEFINITIONS

*Capitalised terms used throughout this Registration Document means as defined below, unless the context require otherwise.*

| | |
|---|---|
| Articles of Incorporation | The Company's articles of incorporation dated November 16, 2021 as amended by articles of amended executed on December 20, 2021, April 20, 2022 and April 25, 2024, respectively. |
| B&T or Ship Broker | B&T (Shipbrokers) Inc., the chartering and sale and purchase broker of the Group. |
| Board of Directors | The members of the board of directors of the Company at the time of this Registration Document. |
| Bonds | The senior unsecured sustainability-linked debt instruments with ISIN NO0013470559 issued by the Issuer pursuant to the Bond Terms. |
| Bond Terms | The bond terms dated 30 January 2025, between Contships Logistics Corp. as Issuer and Nordic Trustee AS as bond trustee on behalf of the bondholders regarding the bond issue. |
| By-Laws | The Company's by-laws adopted on November 16, 2021. |
| Co-Manager | Clarksons Securities AS. |
| CMI or Ship Manager | Contships Management Inc., the commercial and technical manager of the Group's fleet of vessels. |
| Company | The Issuer. |
| EGCS | Exhaust gas cleaning systems. |
| EU | European Union. |
| EU ETS | EU Emission Trading Scheme. |
| EU Prospectus Regulation | Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2014/71/EC, as amended and as implemented in Norway in accordance with Section 7-1 of the Norwegian Securities Trading Act. |
| Euronext VPS | The Norwegian Central Securities Depository (Nw. *Verdipapirsentralen*). |
| EY | Ernst & Young (Hellas) Certified Auditors-Accountants S.A. |
| Founder | Nikolas D. Pateras. |
| Group | The Company together with its consolidated subsidiaries. |
| IFRS | International Financial Reporting Standards as adopted by the EU based on Regulation (EC) No 1606/2002. |
| IMO | The International Maritime Organization. |
| Issuer | Contships Logistics Corp. |
| Joint Bookrunners | Arctic Securities AS and Fearnley Securities AS. |
| Listing | The listing of the Bonds on Oslo Stock Exchange. |
| Liner Companies | Shipping operators that provide regular, scheduled transportation services along predetermined routes, transporting cargo in containers between fixed ports according to publicly announced sailing schedules. |
| Managers | The Joint Bookrunners and Co-Manager. |
| Norwegian FSA | The Norwegian Financial Supervisory Authority (Nw. *Finanstilsynet*). |
| Norwegian Securities Trading Act. | The Norwegian Securities Trading Act of 29 2007 no. 75, as amended. |
| Notice of Action | The USTRs notice of action published on April 17, 2025. |
| Oslo Stock Exchange | Oslo Børs (a stock exchange operated by Oslo Børs ASA), or as the case may be, Euronext Expand (a regulated marketplace operated by Oslo Børs ASA). |
| p.a. | Per annum. |
| Prospectus | This Registration Document, together with the Securities Note, and the Summary. |
| Registration Document | This Registration Document, dated July 10, 2025. |
| Securities Note | The document describing the terms of the bond issue, dated July 10, 2025. |
| SOFR | The Secured Overnight Financing Rate. |

| | |
|---|---|
| Summary | The document setting out the key contents of the Registration Document and the Securities Note, dated July 10, 2025. |
| TEU | Twenty-foot equivalent unit, the international standard measure of container size. |
| U.S. or the United States | The United States of America. |
| USTR | The United States Trade Representative. |

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# APPENDIX A – FINANCIAL STATEMENTS

**Financial Information**

The Issuer's audited consolidated financial statements for the year ended December 31, 2024

The Issuer's audited consolidated financial statements for the year ended December 31, 2023.

The Issuer's unaudited consolidated financial statements for the three months ended March 31, 2025.

**Contships Logistics Corp.**
**Consolidated Financial Statements**
**For the years ended December 31, 2024 and 2023**

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## BoD Report

### Overview

Contships Logistics Corp. ("CLC" or the "Company") is a leading independent tonnage provider of container feeder vessels.

The Company was incorporated in the Republic of the Marshall Islands on November 16, 2021, as Contships Logistics Corp., a holding company that owns 100% of the shares of each of the special purpose vessel owning companies that are incorporated in the Republic of Liberia (collectively the "Group").

The principal business of the Group is the ownership and operation of container vessels, providing maritime services for the transportation of containerized cargo on a worldwide basis. The Group's vessels are chartered out to global and regional liner shipping companies serving mostly intra-regional trade lanes.

Since 2015, the Group's fleet has been commercially and technically managed in-house by Contships Management Inc.

The Board of Directors and management place emphasis on maintaining sensible capital allocation, which includes fleet optimization and renewals, and maintaining a strong balance sheet to ensure financial resilience and strength through market cycles.

During 2024, the Company reported strong financial and operational performance achieving an average utilization rate of 97% in 2024, compared to 95% in 2023. As a result, the Group generated revenue of $192.5 million and net profit of $33.5 million. Throughout the year, the Group remained focused on its fleet renewal program, pursuing selective sale and acquisition transactions. In parallel, the Group further optimized its financial position by repaying an aggregate amount of $76 million of its long-term financing liabilities including both scheduled amortization payments as well as debt prepayments in connection with vessel sales.

In 2024, the Group continued its fleet renewal by selling seven older with an average age of 18.4 years, and acquiring three younger vessels with an average age of 14.1 years.

As of December 31, 2024, the Group's fleet consisted of 42 vessels, with an aggregate capacity of approximately 47,976 TEU.

During the first quarter of 2025, the Group completed the disposals of three vessels (M/V Contship Air, M/V Contship Leo and M/V Contship Med) to unaffiliated entities for an aggregate sale price of $23 million.

In March 2025, the Group entered into MoAs to acquire two 2,000 TEU vessels, and three 1,300 TEU vessels at a total price of $72 million. The acquisitions are subject to the satisfaction of certain customary closing conditions and the vessels are expected to be delivered between April and June 2025. The new acquisitions will serve their existing time charter contracts with top-tier liner companies, which increase the Group's charter backlog by approximately $43 million over the firm charter period. The acquisitions will be financed with cash on hand.

On April 4, 2025, the Group entered into a MoA to sell M/V Contship Win to an unaffiliated entity.

Following the completion of all recent transactions, the Group will own and operate 43 vessels with an aggregate capacity of approximately 51,418 TEU.

Going forward, as part of its fleet optimization and renewal strategy, the Group will continue to pursue selective opportunities for growth and sale of older, less efficient tonnage, and invest in efficiency-enhancing retrofits of its existing fleet. Investment decisions shall be value accretive and follow strict investment criteria.

### Financing Update

On February 11, 2025, the Company successfully completed the issuance of a senior unsecured sustainability-linked bond of $100 million in Norway. Net proceeds from the bond issue will be applied towards general corporate purposes, including acquisition of maritime assets and refinancing of existing financial indebtedness.

Following the disposal of three vessels (M/V Contship Air, M/V Contship Leo and M/V Contship Med) during the first quarter of 2025, the Group prepaid approximately $8.8 million of its interest-bearing debt.

During the first quarter of 2025, the Group entered into discussions with each of its lenders to reduce its cost of debt by reducing the margin in all bank loan facilities, as well as extending the maturities of certain loan facilities, providing substantial flexibility going forward. These amendments have already taken effect in most of the Group's facilities, while the Group expects that during the next month the lower margins will be effective in all bank loan facilities.

Following the effectiveness of the lower margin in all bank loan facilities, the Company's weighted average margin will be 2.01% based on total bank debt outstanding as of March 31, 2025, which is a material improvement from December 31, 2024, where it was 2.59%.

On February 21, 2025, the Company declared a dividend payable to its shareholders in the total amount of $12.5 million in order to distribute part of its accumulated profits. The dividend was paid on February 24, 2025.

As of April 4, 2025, the Group is in a solid funding position with a cash balance of approximately $126.1 million, with around $134.9 million of net debt, corresponding to approximately $3.5 million per vessel.

**Annual Financial Results for the fiscal year ended December 31, 2024**

**Income Statement**

For the full year 2024, the Group reported operating revenues of $192.5 million (2023: $275.0 million) and profit from operations of $47.5 million (2023: $82.0 million). The decrease in operating revenues and profit from operations compared to the previous year is driven by the decreased rates. For the year 2024, the Group reported a net profit of $33.5 million (2023: $65.4 million).

**Financial Position**

The Group's total assets amounted to $557.9 million as of December 31, 2024, compared to $536.3 million as of December 31, 2023. Total non-current assets of $502.8 million ($489.3 million as of December 31, 2023) reflected the carrying amounts of the vessels owned and operated by the Group. The increase in the carrying amounts of the vessels in 2024 is attributed to improved charter rates which directly affected vessels' values as of December 31, 2024.

Total equity as of December 31, 2024, was $352.1 million, up from $276.4 million as of December 31, 2023. The increase in total equity was due to the increase in the revaluation surplus recognized during 2024 ($53.6 million) and the increase in retained earnings ($22.1 million).

As of December 31, 2024, the Group had total interest-bearing debt of $175.0 million ($234.6 million as of December 31, 2023).

**Cash Flow**

During 2024, the Group generated cash flow from operating activities of $66.4 million, down from $146.1 million in 2023 due to lower charter rates.

**Allocation of Earnings**

Dividends are declared at the sole discretion of the Board and depend upon the financial position, earnings, debt covenants, distribution restrictions, capital requirements and other factors related to CLC and its subsidiaries.

During 2024, the Group distributed dividends in the aggregate amount of $12.5 million (2023: $60.5 million).

**Container Shipping Market Summary**

The containership market experienced sustained gains throughout 2024 driven by Red Sea rerouting. In 2025, charter rates continue to rise, reaching record highs outside the COVID era. In our segment of the market, demand for feeder vessels has been firm, with limited availability of open vessels across sizes pushing charterers to secure vessels for longer periods and at higher charter rates.

**Outlook**

Container shipping has entered a period of heightened volatility and uncertainty, driven by the unexpected and far-reaching implications of the United States' new trade policies. President Trump's 'Liberation Day' tariffs, marketed as reciprocal tariffs, were more aggressive and wide-reaching than initially expected.

On April 9, 2025, President Trump announced a three-month suspension of all "reciprocal" tariffs, except those on China. While tariffs on other countries will be reduced to a standard 10%, tariffs on China will increase from 104% to 125% in response to new retaliatory measures from Beijing.

These measures are set to materially disrupt the container market, both directly through reduced volumes and indirectly through broader economic repercussions and supply chain reconfiguration. The new tariffs, targeting US imports from China are unprecedented in scope and severity.

These developments carry significant implications, which will reshape trade routes and flows, as shippers seek tariff arbitrage and alternative sourcing strategies, potentially increasing transshipment activity in neutral ports.

Sentiment-driven risks to investment and consumption could weaken the macroeconomic backdrop and drag down shipping demand across segments. Despite the policy turbulence, the container market has shown resilience in the short term with charter rates remaining firm, especially for the smaller feeder segment, where we operate in. However, the underlying fundamentals are weakening, and the coming quarters may see a retreat in both rate levels and charter demand, especially if retaliatory measures expand and economic activity slows.

Concurrently, if disruptions in the Red Sea gradually ease, container market conditions could further weaken. The total containership orderbook is at historically high levels and stands at approximately 12% and 27% in terms of number of vessels and TEU capacity respectively. However, supply side outlook for the smaller size segment is modest, the orderbook for sub 3,000 TEU vessels is below 5% in terms of both number of vessels and TEU capacity.

While container shipping has weathered crises before, including pandemics, wars, and trade disputes, the scale and simultaneity of the current challenges are unique.

**Risk Factors**

The Board of Directors recognizes that the Group operates in a dynamic and complex environment, subject to various risks that may impact on its business, financial condition, and results of operations. The Board continuously monitors these risks and evaluates appropriate mitigation strategies to ensure the Group's long-term sustainability and growth.

Key risk factors identified include:

Economic and Industry Cyclicality – Fluctuations in the global economy and container shipping market may lead to downturns in hire and freight rates, adversely affecting revenue and profitability.

Market Competition and Customer Preferences – Increased competition and evolving customer demands could reduce the Group's market share and financial performance.

Chartering Risks – A weaker short-term or spot market may limit the Group's ability to secure favorable charters.

Regulatory and Trade Risks – Import/export restrictions and trade regulations may impact the Group's operational flexibility and financial performance.

Revenue Dependence on Container Transportation – The Group's financial health is directly linked to the performance of the container shipping sector.

Operational Disruptions – Extended periods of vessel off-hire could materially impact cash flow and financial results.

Dependence on Related Parties – The Group relies on Contships Management Inc. and B&T (Shipbrokers) Inc. for key operational and management services.

Fleet Maintenance and Expansion – Significant capital expenditures are required to sustain fleet operations and support future growth.

Vessel Acquisition Risks – The purchase and operation of secondhand vessels involve uncertainties related to condition, maintenance, and compliance.

Newbuilding and Fleet Diversification Risks – Expanding into new vessel types or engaging in newbuilding projects may introduce financial and operational risks.

Counterparty Credit Risk – The Group depends on major charterers, including MSC, Maersk, CMA-CGM, and COSCO, fulfilling their contractual commitments; any default could negatively impact cash flow.

Key Personnel Risks – The Group's continued success depends on experienced executives, and their potential departure could disrupt operations.

Geopolitical and Security Challenges – Operating in high-risk regions exposes the Group to risks related to war, piracy, terrorism, and other security threats.

Regulatory Compliance and Environmental Risks – Compliance with stringent environmental and maritime regulations may increase costs, while non-compliance could result in penalties and restrictions.

Legal and Insurance Risks – The Group faces potential liabilities from legal disputes, insurance limitations, and the risk of vessels being suspected of smuggling activities.

Cybersecurity and IT Infrastructure – Vulnerabilities in IT systems, including cyber threats and operational inefficiencies, could disrupt business activities.

Bunker Price and Cost Volatility – Fluctuations in fuel prices could significantly impact operating expenses and overall profitability.

Financial and Debt Management Risks – The Group's debt agreements impose restrictions, while fluctuations in vessel values may affect financial covenants and asset impairment assessments.

Foreign Exchange and Interest Rate Exposure – Currency fluctuations and interest rate movements may impact financial results.

Taxation and Sanctions Compliance – The Group is subject to evolving tax regulations and sanction regimes, which may introduce operational and financial risks.

Political and Legal Uncertainty – Operations in regions with unstable political climates and complex legal frameworks could present additional challenges.

Athens, April 11, 2025

The Board of Directors of Contships Logistics Corp.

Nikolas D. Pateras, Chairman and CEO

Emmanouil Zacharakis, Director

Efstathia Papantoni, Director

ERNST & YOUNG (HELLAS)
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Shape the future with confidence

**Independent auditor's report**

To the Shareholders and the Board of Directors of Contships Logistics Corp.

**Report on the audit of the consolidated financial statements**

**Opinion**

We have audited the consolidated financial statements of Contships Logistics Corp. and its subsidiaries (the Company), which comprise the consolidated statement of financial position as at December 31, 2024, and the consolidated statement of comprehensive income / (loss), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2024 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards.

**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 consolidated financial statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) together with the ethical requirements that are relevant to our audit of the consolidated financial statements in Greece and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Responsibilities of management for the consolidated financial statements**

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated 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.

Management is responsible for overseeing the Company's financial reporting process.

**Auditor's responsibilities for the audit of the consolidated financial statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Company audit. We remain solely responsible for our audit opinion.

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

*Ernst & Young (Hellas) Certified Auditors Accountants S.A.*

Athens, Greece
April 11, 2025

**Contships Logistics Corp.**
**Consolidated statements of comprehensive income / (loss)**
**For the years ended December 31, 2024 and 2023**
**(All amounts in thousands of U.S. Dollars, except share and per share)**

| | Notes | 2024 | 2023 |
|---|---|---|---|
| Revenue, net | **2** | 192,458 | 274,984 |
| Expenses | | | |
| Voyage expenses | | (11,388) | (8,590) |
| Vessels' operating expenses | **8** | (86,440) | (84,238) |
| Management fees – related party | **5** | (14,936) | (14,100) |
| General and administrative expenses | **10** | (497) | (587) |
| Revaluation gain / (loss) on vessels | **4** | 8,672 | (35,403) |
| Vessels' disposal related expenses | **4** | (108) | (638) |
| Depreciation and amortization | **4** | (40,226) | (49,446) |
| **Profit for the year from operations** | | **47,535** | **81,982** |
| Other income / (expenses), net | | 3,500 | 3,450 |
| Interest and finance costs | **9** | (18,631) | (21,005) |
| Interest income | | 1,233 | 1,198 |
| Exchange differences, net | | (150) | (245) |
| **Total other expenses, net** | | **(14,048)** | **(16,602)** |
| **Profit for the year** | | $ **33,487** | $ **65,380** |
| **Other comprehensive income / (loss)** | | | |
| Other comprehensive loss that will not be reclassified to profit or loss in subsequent periods | | | |
| Revaluation income / (loss) on vessels | **4** | 54,670 | (59,685) |
| **Other comprehensive income/ (loss) for the year** | | **54,670** | **(59,685)** |
| **Total comprehensive income for the year** | | $ **88,157** | $ **5,695** |

The accompanying notes are an integral part of these consolidated financial statements.

**Contships Logistics Corp.**
**Consolidated statements of financial position**
**As of December 31, 2024 and 2023**
**(All amounts in thousands of U.S. Dollars, except share and per share)**

| | Notes | 2024 | 2023 |
|---|---|---|---|
| **Assets** | | | |
| **Non-current assets** | | | |
| Vessels, net | **4** | 502,825 | 488,800 |
| Deferred listing transaction-related expenses | | - | 503 |
| **Total non-current assets** | | **502,825** | **489,303** |
| **Current assets** | | | |
| Inventories | | 4,329 | 4,453 |
| Trade receivables | | 2,633 | 2,784 |
| Accrued income | **2** | 431 | 433 |
| Prepaid expenses and other assets | | 10,284 | 4,462 |
| Claims receivable | | 18 | 1,894 |
| Cash and cash equivalents | **3** | 28,989 | 32,970 |
| Vessels held for sale | **4** | 8,350 | - |
| **Total current assets** | | **55,034** | **46,996** |
| **Total assets** | | **557,859** | **536,299** |
| | | | |
| **Shareholders' equity and liabilities** | | | |
| **Shareholders' equity** | | | |
| Authorized common shares 174,408, 174,408 issued and 174,408 outstanding as of December 31, 2024 and December 31, 2023, respectively | **6** | 2 | 2 |
| Paid-in capital | **6** | 121,155 | 121,155 |
| Revaluation reserve | | 82,336 | 28,739 |
| Retained earnings | | 148,560 | 126,502 |
| **Total shareholders' equity** | | **352,053** | **276,398** |
| **Non-current liabilities** | | | |
| Long-term debt, net of current portion, unamortized deferred financing costs and unamortized gain on debt modification | **7** | 131,315 | 180,831 |
| **Total non-current liabilities** | | **131,315** | **180,831** |
| **Current liabilities:** | | | |
| Long-term debt, current portion net of unamortized deferred financing costs and unamortized gain on debt modification | **7** | 42,310 | 51,224 |
| Trade accounts payable | | 16,101 | 17,392 |
| Other payables and accruals | | 12,834 | 6,739 |
| Deferred revenue | | 3,246 | 3,715 |
| **Total current liabilities** | | **74,491** | **79,070** |
| **Total liabilities** | | **205,806** | **259,901** |
| **Total shareholders' equity and liabilities** | | **557,859** | **536,299** |

The accompanying notes are an integral part of these consolidated financial statements.

**Contships Logistics Corp.**
**Consolidated statements of changes in equity**
**For the years ended December 31, 2024 and 2023**
**(All amounts in thousands of U.S. Dollars, except share and per share)**

| | Number of shares (Note 6) | Share capital (Note 6) | Paid-in capital (Note 6) | Revaluation reserve (Note 4) | Retained earnings (Note 6) | Total |
|---|---|---|---|---|---|---|
| **Balance, December 31, 2022** | **174,408** | **2** | **121,155** | **95,251** | **114,802** | **331,210** |
| Profit for the year | | | | | 65,380 | **65,380** |
| Other comprehensive loss | - | - | - | (59,685) | - | **(59,685)** |
| **Total comprehensive income** | **-** | **-** | **-** | **(59,685)** | **65,380** | **5,695** |
| Revaluation surplus reclassified within retained earnings | | | | (6,827) | 6,827 | **-** |
| Dividends | - | - | - | - | (60,507) | **(60,507)** |
| **Balance, December 31, 2023** | **174,408** | **2** | **121,155** | **28,739** | **126,502** | **276,398** |
| | | | | | | |
| **Balance, December 31, 2023** | **174,408** | **2** | **121,155** | **28,739** | **126,502** | **276,398** |
| Profit for the year | | | | | 33,487 | **33,487** |
| Other comprehensive income | - | - | - | 54,670 | - | **54,670** |
| **Total comprehensive income** | **-** | **-** | **-** | **54,670** | **33,487** | **88,157** |
| Revaluation surplus reclassified within retained earnings | | | | (1,073) | 1,073 | **-** |
| Dividends | - | - | - | - | (12,502) | **(12,502)** |
| **Balance, December 31, 2024** | **174,408** | **2** | **121,155** | **82,336** | **148,560** | **352,053** |

The accompanying notes are an integral part of these consolidated financial statements.

**Contships Logistics Corp.**
**Consolidated statements of cash flows**
**For the years ended December 31, 2024 and 2023**
**(All amounts in thousands of U.S. Dollars, except share and per share)**

| | Notes | 2024 | 2023 |
|---|---|---|---|
| **Cash flows from operating activities** | | | |
| Profit for the year | | 33,487 | 65,380 |
| *Adjustments for non-cash items:* | | | |
| Vessels' depreciation and amortization | 4 | 40,226 | 49,446 |
| Revaluation (gain)/loss on vessels | 4 | (8,672) | 35,403 |
| Vessels' disposal related expenses | | 108 | 425 |
| Interest and finance costs | 9 | 18,631 | 21,005 |
| Interest income | | (1,233) | (1,198) |
| *Movements in working capital:* | | | |
| Decrease / (increase) in: | | | |
| Inventories | | 124 | (1,969) |
| Trade receivables | | 151 | (1,685) |
| Accrued income | | 2 | 6,805 |
| Prepaid expenses and other assets | | (5,822) | 237 |
| Related parties | | - | 289 |
| Claims receivables | | 1,876 | (1,894) |
| Increase / (decrease) in: | | | |
| Trade accounts payable | | (1,291) | 180 |
| Other payables and accruals | | 6,596 | 407 |
| Deferred revenue | | (469) | (4,594) |
| **Cash provided by operations** | | **83,714** | **168,237** |
| Interest paid | | (17,276) | (22,174) |
| **Net cash provided by operating activities** | | **66,438** | **146,063** |
| **Cash flows from investing activities** | | | |
| Vessels' additions | 4 | (11,924) | (23,389) |
| Vessels' acquisition | 4 | (26,035) | (17,533) |
| Vessels' disposal | | 38,591 | 36,114 |
| Interest income received | | 1,233 | 1,198 |
| **Net cash provided by / (used in) investing activities** | | **1,865** | **(3,610)** |
| **Cash flows from financing activities** | | | |
| Drawdown of long-term debt | 7 | 16,500 | 10,000 |
| Repayment of long-term debt | 7 | (50,151) | (63,987) |
| Prepayment of long-term debt | 7 | (25,980) | (20,480) |
| Financing fees paid | | (151) | (315) |
| Shareholders contribution | | - | - |
| Dividends paid | 6 | (12,502) | (60,507) |
| **Net cash used in financing activities** | | **(72,284)** | **(135,289)** |
| **Net increase in cash and cash equivalents** | | **(3,981)** | **7,164** |
| Cash and cash equivalents at the beginning of the year | | 32,970 | 25,806 |
| **Cash and cash equivalents at the end of the year** | 3 | **$28,989** | **$32,970** |

The accompanying notes are an integral part of these consolidated financial statements.

**(All amounts in thousands of U.S. Dollars, except share and per share)**

## 1. Incorporation and general information

The accompanying consolidated financial statements include the financial statements of Contships Logistics Corp. ("CLC" or the "Company") and its wholly owned subsidiaries listed below (collectively the "Group"). The principal business of the Group is the ownership and operation of container vessels, providing maritime services for the transportation of containerized cargo on a worldwide basis.

CLC was incorporated in the Republic of the Marshall Islands on November 16, 2021. The Group's operations are carried out from offices in Athens. The registered office of CLC is trust Company Complex, Ajeltake Road, Ajeltake Island, Majuro, Marshall Islands, MH96960.

The Group's operations are managed by Contships Management Inc. ("CMI" or the "Manager"), a related party fully owned by our controlling shareholder, established in the Republic of the Marshall Islands, which operates in Greece through a branch established at 45 Vasilisis Sofias Avenue, Athens, under the provisions of the Law 89/67, as amended.

The consolidated financial statements have been prepared by including the historical financial statements of the entities below, since their respective dates of incorporation for all periods presented.

The Group's subsidiaries as of December 31, 2024 were the following:

| Name | Activity | Incorporation Date | Incorporation Place |
|---|---|---|---|
| Contship Legacy Shipping S.A. ("Legacy") | Shipowning | 20-Nov-15 | Liberia |
| Frankyl Maritime Company ("Frankyl") | Shipowning | 4-Apr-16 | Liberia |
| Bianca Shipholding Ltd. ("Bianca") | Shipowning | 8-Jun-16 | Liberia |
| Brusa Oceanways Inc. ("Brusa") | Shipowning | 8-Jun-16 | Liberia |
| Wismar Marine Ltd. ("Wismar") | Shipowning | 14-Nov-16 | Liberia |
| Lubeck Oceanways Inc. ("Lubeck") | Shipowning | 14-Nov-16 | Liberia |
| Schleswig Navigation Corp. ("Schleswig") | Shipowning | 13-Dec-16 | Liberia |
| Contship Eco Shipping S.A. ("Eco") | Shipowning | 14-Mar-14 | Liberia |
| Contship Symphony Shipping Inc. ("Symphony") | Shipowning | 12-Jan-16 | Liberia |
| Amberjack Oceanways Ltd. ("Amberjack") | Shipowning | 28-Jun-17 | Liberia |
| Albacore Navigation Ltd. ("Albacore") | Shipowning | 28-Jun-17 | Liberia |
| Santiago Investment Corporation ("Santiago") | Shipowning | 8-Feb-17 | Liberia |
| Sky Liberty Investments Limited ("Sky Liberty") | Shipowning | 27-Dec-16 | Liberia |
| Antico Marine Ltd. ("Antico") | Shipowning | 27-Jun-18 | Liberia |
| Verona Shiptrading Inc. ("Verona") | Shipowning | 6-Jul-17 | Liberia |
| Woodstone Maritime Company ("Woodstone") | Shipowning | 31-May-18 | Liberia |
| Ikaria Shiptrading S.A. ("Ikaria") | Shipowning | 27-Jun-18 | Liberia |
| Genoa Marine Ltd ("Genoa") | Shipowning | 18-Nov-19 | Liberia |
| Alicante Maritime Company ("Alicante") | Shipowning | 3-Apr-19 | Liberia |
| Asher Shipping Limited ("Asher") | Shipowning | 3-May-18 | Liberia |
| Cyrus Corporation ("Cyrus") | Shipowning | 2-Jan-19 | Liberia |
| Bari Maritime Ltd ("Bari") | Shipowning | 18-Nov-19 | Liberia |
| Marbella Maritime Ltd ("Marbella") | Shipowning | 23-Oct-19 | Liberia |
| Meteora Marine S.A. ("Meteora") | Shipowning | 6-Jul-17 | Liberia |

**(All amounts in thousands of U.S. Dollars, except share and per share)**

## 1. Incorporation and general information (Continued)

| Name | Activity | Incorporation Date | Incorporation Place |
|---|---|---|---|
| Mizuna Inc. (“Mizuna”) | Shipowning | 1-Mar-18 | Liberia |
| Nemea Navigation S.A. (“Nemea”) | Shipowning | 6-Jul-17 | Liberia |
| Parnell Corporation (“Parnell”) | Shipowning | 23-Feb-18 | Liberia |
| Sevilla Maritime Company (“Sevilla”) | Shipowning | 3-Apr-19 | Liberia |
| Ancona Marine Ltd (“Ancona”) | Shipowning | 18-Nov-19 | Liberia |
| Siena Maritime Ltd (“Siena”) | Shipowning | 18-Nov-19 | Liberia |
| Syracuse Marine Ltd (“Syracuse”) | Shipowning | 18-Nov-19 | Liberia |
| Palermo Maritime Ltd (“Palermo”) | Shipowning | 18-Nov-19 | Liberia |
| Umbria Marine Ltd. (“Umbria”) | Shipowning | 16-Oct-20 | Liberia |
| Lazio Marine Ltd. (“Lazio”) | Shipowning | 20-Oct-20 | Liberia |
| Sorrento Marine Ltd. (“Sorrento”) | Shipowning | 18-Jan-22 | Liberia |
| Ravello Navigation S.A. (“Ravello”) | Shipowning | 4-Oct-22 | Liberia |
| Positano Marine S.A. (“Positano”) | Shipowning | 4-Oct-22 | Liberia |
| Almeria Marine Ltd. (“Almeria”)[1] | Shipowning | 24-Feb-23 | Liberia |
| Tarragona Oceanways S.A. (“Tarragona”)[2] | Shipowning | 30-Mar-23 | Liberia |
| Cassano Maritime Ltd. (“Cassano”)[3] | Shipowning | 4-Apr-23 | Liberia |
| Monza Sea Marine Ltd. (“Monza”)[4] | Shipowning | 3-Apr-24 | Liberia |
| Corsica Navigation Co. (“Corsica”)[5] | Shipowning | 19-Sep-24 | Liberia |
| Nereus Oceanways Inc. (“Nereus”) | Former Shipowning | 9-Nov-15 | Liberia |
| Willard Maritime Ltd. (“Willard”) | Former Shipowning | 29-Dec-15 | Liberia |
| Salerno Oceanways S.A. (“Salerno”)[6] | Former Shipowning | 4-Oct-22 | Liberia |
| Amalfi Seas S.A. (“Amalfi”)[7] | Former Shipowning | 4-Oct-22 | Liberia |
| Rosehill Shipholding Inc. (“Rosehill”)[8] | Former Shipowning | 29-Dec-15 | Liberia |
| Columba Seas S.A. (“Columba”)[9] | Former Shipowning | 2-Apr-21 | Liberia |
| Contship Ability Shipping Inc. (“Ability”)[10] | Former Shipowning | 12-Jan-16 | Liberia |
| Calabria Marine Ltd. (“Calabria”)[11] | Former Shipowning | 20-Oct-20 | Liberia |
| Auriga Navigation Co. (“Auriga”)[12] | Former Shipowning | 10-Mar-21 | Liberia |
| Brazil Marine Inc. (“Brazil”)[13] | Former Shipowning | 8-Jun-16 | Liberia |
| Marea Navigation S.A. (“Marea”)[14] | Former Shipowning | 25-Aug-17 | Liberia |

1 Almeria took delivery of M/V Contship Luv on April 10, 2023 (Note 4).
2 Tarragona took delivery of M/V Contship Box on November 16, 2023 (Note 4).
3 Cassano took delivery of M/V Contship Gem on February 20 2024 (Note 4).
4 Monza took delivery of M/V Contship Day on July 29, 2024 (Note 4).
5 Corsica took delivery of M/V Contship Cup on November 29, 2024 (Note 4).
6 On December 12, 2023, Salerno sold M/V Contship Rex (Note 4).
7 On December 14, 2023, Amalfi sold M/V Contship Dax (Note 4).
8 On March 14, 2024, Rosehill sold M/V Contship Pro (Note 4).
9 On July 3, 2024, Columba sold M/V Contship Eve (Note 4).
10 On November 26, 2024, Ability sold M/V Contship Max (Note 4).
11 On December 2, 2024, Calabria sold M/V Contship Pep (Note 4).
12 On December 6, 2024, Auriga sold M/V Contship Ana (Note 4).
13 On December 10, 2024, Brazil sold M/V Contship Quo (Note 4).
14 On December 20, 2024, Marea sold M/V Contship Bee (Note 4).

**(All amounts in thousands of U.S. Dollars, except share and per share)**

## 1. Incorporation and general information (Continued)

The consolidated financial statements of the Group include the financial statements of CLC and the following subsidiaries, all of them being vessel owning companies and dormant:

| Shipping company | Vessel name | TEU | Year built | Date of vessel acquisition |
|---|---|---|---|---|
| Lazio Marine Ltd. | Contship Ivy | 925 | 2007 | 2-Dec-14 |
| Contship Legacy Shipping S.A. | Contship Joy | 925 | 2007 | 2-Dec-14 |
| Frankyl Maritime Company | Contship New | 1,118 | 2007 | 30-Jun-16 |
| Bianca Shipholding Ltd. | Contship Oak | 1,118 | 2007 | 26-Jul-16 |
| Brusa Oceanways Inc. | Contship Ray | 1,118 | 2008 | 28-Dec-16 |
| Wismar Marine Ltd. | Contship Sun | 966 | 2007 | 30-Jan-17 |
| Lubeck Oceanways Inc. | Contship Top | 1,118 | 2008 | 27-Apr-17 |
| Schleswig Navigation Corp. | Contship Uno | 1,118 | 2007 | 19-Apr-17 |
| Contship Eco Shipping S.A. | Contship Eco | 750 | 2008 | 26-Mar-14 |
| Contship Symphony Shipping Inc. | Contship Fun | 964 | 2006 | 6 -Apr-16 |
| Amberjack Oceanways Ltd. | Contship Vow | 1,118 | 2007 | 10-Aug-17 |
| Albacore Navigation Ltd. | Contship Win | 1,118 | 2008 | 24-Aug-17 |
| Santiago Investment Corporation | Contship Zen | 1,072 | 2014 | 14-Jun-18 |
| Sky Liberty Investments Limited | Contship Cub | 1,072 | 2013 | 4-Jul-18 |
| Antico Marine Ltd. | Contship Don | 1,098 | 2006 | 21-Nov-18 |
| Verona Shiptrading Inc. | Contship Air | 1,118 | 2006 | 9-Aug-18 |
| Woodstone Maritime Company | Contship Fox | 1,114 | 2009 | 10-Dec-18 |
| Ikaria Shiptrading S.A. | Contship Era | 1,114 | 2009 | 17-Dec-18 |
| Genoa Marine Ltd | Contship Ten | 1,114 | 2007 | 29-Jun-20 |
| Alicante Maritime Company | Contship Ace | 1,267 | 2008 | 12-Nov-19 |
| Asher Shipping Limited | Contship Zoe | 1,114 | 2007 | 3-Jun-19 |
| Cyrus Corporation | Contship Way | 1,114 | 2008 | 22-May-19 |
| Bari Maritime Ltd | Contship Vie | 1,114 | 2007 | 22-Jun-20 |
| Marbella Maritime Ltd | Contship Med | 1,118 | 2004 | 19-Dec-19 |
| Meteora Marine S.A. | Contship Ice | 1,341 | 2011 | 15-Feb-19 |
| Mizuna Inc. | Contship Run | 1,432 | 2007 | 4-Mar-19 |
| Nemea Navigation S.A. | Contship Gin | 1,341 | 2011 | 13-Feb-19 |
| Parnell Corporation | Contship Sea | 1,432 | 2007 | 14-Mar-19 |
| Sevilla Maritime Company | Contship Jet | 1,267 | 2007 | 24-Sep-19 |
| Ancona Marine Ltd | Contship Pax | 1,114 | 2008 | 24-Jun-20 |
| Siena Maritime Ltd | Contship Ono | 1,118 | 2007 | 12-Mar-20 |
| Syracuse Marine Ltd | Contship Leo | 1,118 | 2008 | 13-Oct-20 |
| Palermo Maritime Ltd | Contship Key | 1,022 | 2007 | 3-Dec-20 |
| Umbria Marine Ltd. | Contship Lex | 1,114 | 2006 | 25-Feb-21 |
| Sorrento Marine Ltd. | Contship Sky | 1,118 | 2008 | 13-May-22 |
| Ravello Navigation S.A. | Contship Art | 1,102 | 2014 | 12-Nov-22 |
| Positano Marine S.A. | Contship Yen | 1,102 | 2014 | 17-Nov-22 |
| Almeria Marine Ltd. | Contship Luv | 1,118 | 2008 | 10-Apr-23 |
| Tarragona Oceanways S.A. | Contship Box | 1,506 | 2009 | 16-Nov-23 |
| Cassano Maritime Ltd. | Contship Gem | 966 | 2010 | 20-Feb-24 |
| Monza Sea Marine Ltd. | Contship Day | 1,484 | 2010 | 29-Jul-24 |
| Corsica Navigation Co. | Contship Cup | 1,496 | 2012 | 29-Nov-24 |

**(All amounts in thousands of U.S. Dollars, except share and per share)**

**1. Incorporation and general information (Continued)**

| Shipping company | Vessel name | TEU | Year built | Date of vessel disposal |
|---|---|---|---|---|
| Nereus Oceanway Inc. | Contship Gem | 1,083 | 2003 | Disposed 10-Jun-21 |
| Willard Maritime Ltd. | Contship Hub | 1,083 | 2003 | Disposed 23-Jun-21 |
| Salerno Oceanways S.A. | Contship Rex | 1,102 | 2015 | Disposed 12-Dec-23 |
| Amalfi Seas S.A. | Contship Dax | 1,102 | 2016 | Disposed 14-Dec-23 |
| Rosehill Shipholding Inc. | Contship Pro | 1,083 | 2003 | Disposed 14-Mar-24 |
| Columba Seas S.A. | Contship Eve | 966 | 2008 | Disposed 3-Jul-24 |
| Contship Ability Shipping Inc. | Contship Max | 966 | 2006 | Disposed 26-Nov-24 |
| Calabria Marine Ltd. | Contship Pep | 966 | 2006 | Disposed 2-Dec-24 |
| Auriga Navigation Co. | Contship Ana | 966 | 2006 | Disposed 6-Dec-24 |
| Brazil Marine Inc. | Contship Quo | 998 | 2007 | Disposed 10-Dec-24 |
| Marea Navigation S.A. | Contship Bee | 1,118 | 2006 | Disposed 20-Dec-24 |

**Impact of Invasion in Ukraine on the Group’s Business**

The invasion in Ukraine by Russia has disrupted supply chains and caused instability in the energy markets and the global economy, which have experienced significant volatility. The United States and the European Union, among other countries, have announced sanctions against Russia, including sanctions targeting the Russian oil sector, among those a prohibition on the import of oil and coal from Russia to the United States.

The ongoing conflict could result in uncertain impacts on the international shipping markets the world economy and consequently the Group’s business and results of operations.

To date, no apparent consequences have been identified on the Group’s business. Management continuously monitors developments between the Ukraine and Russia which may affect the Group.

Currently, the invasion in Ukraine by Russia has not had any negative impact on the trading of the Group’s vessels or its revenues but may have an adverse impact on the Group’s ability to man and operate its containerships with suitably experienced crew members from the Ukraine or Russia and, as a consequence, its crew costs may increase, which could have an adverse effect on its results of operations and financial condition.

In the case of a call at a Russian port management undertakes due diligence with respect to all of the parties and cargoes involved with such calls in order to verify that such parties and cargoes are compliant with sanctions regulations. The Group has no transactions with sanctioned entities or persons. Currently, none of the Group’s vessels call at Russian ports.

**Impact of Conflict in Gaza and the subsequent Red Sea Crisis on the Group's Business**

The conflict between Israel and Hamas in the Gaza Strip and the Red Sea Crisis has not affected the Group's business to date; however, an escalation of this conflict could have reverberations on the regional and global economies that could have the potential to adversely affect demand for containership cargoes and the Group's business. The Group will continue to monitor and assess the global economic conditions, developments, along with their potential direct or indirect negative effects on the containership market which may affect the Group.

## 2. Significant accounting policies and accounting estimates

### 2.1 Basis of presentation

These consolidated financial statements comprise of the financial statements of the Group (see Note 1). The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies.

The accompanying consolidated financial statements have been prepared under the historical cost basis, except for vessels that have been measured at fair value. All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

As of December 31, 2024 the Group's current liabilities exceeded its current assets by $19,457. Based on management's going concern assessment the Group will continue to operate as a going concern, supported mainly from the fact that the Group's future minimum charter revenue, net of address commissions, expected to be recognized on non-cancellable time charters (Note 12), which is the Group's main driver of profitability, will provide the Group with sufficient funds in order to cover its working capital deficit as of December 31, 2024, expenses to be incurred and capital commitments for the period ending twelve months from these financial statements.

These financial statements are presented in thousand U.S. dollars as this is the Group's functional currency.

These consolidated financial statements have been approved by the Company's Board of Directors on April 11, 2025.

***Foreign currency translation***

The functional currency of the Group is the U.S. Dollar because the Group's vessels operate in international shipping markets in which, revenues and expenses are settled mainly in U.S. Dollars. Transactions in currencies other than the Group's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Exchange differences are recognized in earnings in the period in which they arise.

***Cash and cash equivalents***

Cash represents cash on hand and deposits with banks which are repayable on demand. Cash equivalents represent short term, highly liquid investments which are readily convertible into known amounts of cash with original maturities of three months or less at the time of purchase that are subject to an insignificant risk of change in value**.**

***Inventories***

Inventories consist of lubricants, bunkers on board the vessel, in the event of a vessel not being employed under a charter, and spares which are stated at the lower of cost and net realizable value. Cost is determined by the first in, first out method.

## 2. Significant accounting policies and accounting estimates (Continued)

### 2.2 Summary of significant accounting policies (Continued)

***Vessels***

Vessels are initially recognized at cost. Cost consists of the vessel's contract price and any material expenses incurred upon acquisition of the vessel (initial repairs, improvements, delivery expenses and other expenditures) to prepare the vessel for its initial voyage. Subsequent expenditures for major improvements are also capitalized when it is probable that future economic benefits associated with the improvement will flow to the entity and the cost of the improvement can be measured reliably.

Subsequent to initial recognition, vessels are carried at a revalued amount, being their fair value at the date of revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

Valuations are obtained by independent third-party appraisers to assist management in its valuation (Level 2 fair value measurement). Revaluations are made on an annual basis as of December 31 to ensure that the carrying amount does not differ significantly from fair value. In case there is external evidence that would indicate the carrying values of the vessels have either increased or decreased over 10%, an interim revaluation is performed.

Any revaluation surplus, the excess of fair value of the asset from its carrying value (including unamortized dry-docking cost), is credited to other comprehensive income or loss and accumulated to the asset revaluation reserve in equity, except to the extent that it reverses a revaluation decrease of the same asset previously recognized in the statement of comprehensive income or loss, in which case the increase is recognized in the statement of comprehensive income or loss. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset, and the net amount is applied to the revalued amount of the asset.

Gains and losses on disposal of a vessel are recognized in the statement of comprehensive income or loss. The revaluation surplus is reclassified within the retained earnings and not reclassified to the statement of comprehensive income or loss when the assets are disposed.

***Depreciation and amortisation***

Depreciation is calculated using the straight-line method over the remaining estimated useful life of the vessels, after considering the estimated residual value. The assumed value of scrap steel for the purpose of estimating the residual values of vessels is calculated at $400 per lightweight ton and the useful life of the vessels to be 30 years from the date of initial delivery from the shipyard.

Special survey and dry-docking costs are capitalized as a separate component of vessel cost on acquisition of the vessel. At the date of acquisition of a vessel, management estimates the component of the cost that corresponds to the economic benefit to be derived until the first scheduled dry-docking of the vessel under the ownership of the Group. These costs are capitalized when incurred and amortized over the estimated period to the next scheduled dry-docking or special survey, which is generally every 2.5 or 5 years, respectively.

***Secondhand vessels acquired with a charter contract attached***

In the case of a secondhand vessel acquired with a charter contract attached, the acquisition cost of the vessel is adjusted to reflect the off-market element, if the terms of the charter contract attached are favourable or unfavourable relative to market terms and prices. Accordingly, depreciation of the vessel acquired is adjusted to reflect the timing of the cash flows attributable to the underlying charter contract attached.

## 2. Significant accounting policies and accounting estimates (Continued)

### 2.2 Summary of significant accounting policies (Continued)

***Vessels held for sale***

It is the Company's policy to dispose of vessels when suitable opportunities occur and not necessarily to keep them until the end of their useful life. Vessels are classified as held for sale when all applicable criteria enumerated under IFRS 5 are met and are measured at the lower of their carrying amount or fair value less cost to sell. These assets are not depreciated once they meet the criteria to be held for sale. A revaluation surplus or deficit for an asset held for sale is recognized when its fair value less cost to sell is higher/lower than its carrying value at the date it meets the held for sale criteria and upon subsequent measurement.

***Interest bearing loans and borrowings***

Loans and borrowings are initially recognized at the fair value of the consideration received net of issuance costs associated with the borrowing. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the effective interest method.

***Financing and borrowing costs***

Fees incurred for obtaining new loans or refinancing existing loans are deferred and amortized over the life of the related facility, using the effective interest rate method. Any unamortized balance of costs relating to loans repaid or refinanced is expensed in the period the repayment or refinancing is made.

Borrowing costs consist of interest and other costs that the Group incurs in connection with the borrowing of funds. Borrowing costs are expensed in the accompanying consolidated statement of comprehensive income or loss under line item "Interest and finance costs", except for borrowing costs that relate to a qualifying asset. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. Borrowing costs that relate to qualifying assets are capitalized.

***Revenue and expense recognition***

Revenues are generated from time charter agreements. Time charter revenues are recorded over the lease term of the charter as the service is provided. To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease.

As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

If the lease qualifies as an operating lease, e.g. time charter out, the leased asset remains on the balance sheet of the lessor and continues being depreciated. The Group recognizes lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'revenue'. Payments related to service component made under operating leases are also recognized in the income statement over the term of the lease.

Revenues generated from chartering out vessels on time charter agreements are accounted for as operating lease revenues and are recognized on a straight-line basis over the non-cancelable term of the relevant time charter starting from the vessel's delivery to the charterer, when a charter agreement exists, excluding any off-hire period, the vessel is made available and services are provided to the charterer and collection of the respective hire is reasonably assured. If a time charter contains one or more consecutive option periods, then subject to the options being reasonably certain to be exercised by the charterer, the time charter revenue will be recognized on a straight-line basis over the total remaining life of the time charter, the time charter revenue will be recognized on a straight-line basis over the total remaining life of the time charter from the date of modification. Any difference between the charter rate invoiced and the time charter revenue recognised is classified as, or released from, either accrued income or deferred revenue. For the year ended December 31, 2024 the effect on "Revenue, net" is a decrease of $2 and for the year ended December 31, 2023 a decrease of $6,805, and "Accrued income", current and non-current as of December 31, 2024 amounted to $431 (2023: $433) and $ nil (2023: $nil), respectively.

**(All amounts in thousands of U.S. Dollars, except share and per share)**

## 2. Significant accounting policies and accounting estimates (Continued)

### 2.2 Summary of significant accounting policies (Continued)

***Revenue and expense recognition (Continued)***

IFRS 16 "Leases" requires to separate lease and non-lease components, with the lease component qualifying as operating lease under IFRS16 and the service components accounted for under IFRS 15 "Revenue from Contracts with Customers". Revenue earned under time charter agreements is not negotiated in its two separate components, but as a whole. In order to prepare the required disclosure, the residual allocation method was used. The Group estimates the non-lease component as the cost of operating the vessels by taking into consideration all operating costs excluding insurances. The lease component is then calculated as the difference between total revenue after deducting the non-lease component. For the years ended December 31, 2024 and 2023 the lease component amounted to $113,459 and $197,689 respectively, and the non-lease component to $78,999 and $77,295, respectively.

Address commissions, which represent a discount (sales incentive) on services rendered by the Group and no identifiable benefit is received in exchange for this consideration provided to the charterer, are presented as a reduction of revenue. For the years ended December 31, 2024 and 2023, address commissions amounted to $4,342 and $7,350, respectively, and are included in the accompanying consolidated statements of comprehensive income or loss under line item "Revenue, net".

Operating revenue from significant customers (constituting more than 10% of total time charter revenue) was as follows:

| **Charterer** | **Year ended December 31,** | |
|---|---|---|
| | **2024** | **2023** |
| CMA CGM | 26% | 29% |
| COSCO | 15% | 13% |
| MSC | 14% | 12% |
| ZISS | 12% | 25% |

Deferred revenue includes hire collected prior to the reporting date relating to services to be rendered after the statement of financial position date as well as any difference between the charter rate invoiced and the time charter revenue and is included in the accompanying consolidated statement of financial position under line item "Deferred revenue" and is classified as a current liability.

Vessel operating expenses comprise all expenses relating to the operation of the vessel, including crewing, insurance, repairs and maintenance, stores, lubricants, spares and consumables, and miscellaneous expenses. Vessel operating expenses are recognized as incurred; payments in advance for services or products to be consumed or expensed in the next reporting period are recorded as prepaid expenses.

Under the Group's time charter arrangements, charterers bear substantially all voyage expenses, including bunker fuel, port chargers and canal toll, but not brokerage commissions, which the Group has historically paid to ship brokers based on a percentage commission calculated on the gross revenue.

***General and administrative expenses***

General and administrative expenses include, among other expenses, audit fees.

## 2. Significant accounting policies and accounting estimates (Continued)

### 2.2 Summary of significant accounting policies (Continued)

***Voyage expenses***

Voyage expenses and brokerage commissions on revenue, other than address commissions, are expensed as incurred. Commissions are recognized as expenses on a pro rata basis over the duration of the period of the time charter. Bunkers consumption, agency fees, port expenses and canal tolls are consumed or expensed during vessels' unemployment and off-hire.

***Trade receivables, net***

Trade receivables, net include estimated recoveries from hire, net of a provision for doubtful accounts. Trade accounts receivable without a significant financing component are initially measured at their transaction price and subsequently measured at amortized cost less impairment losses, which are recognized in the consolidated statement of comprehensive income or loss and other comprehensive income or loss. At each reporting date, all potentially uncollectible accounts are assessed individually for purposes of determining the appropriate provision for doubtful accounts.

Bad debts are written-off in the year in which they are identified. Provision for expected credit losses is charged in the consolidated statement of comprehensive income or loss and other comprehensive income or loss in the year incurred. There were no provisions for credit losses recognized for the years ended December 31, 2024 and 2023.

***Provisions and contingencies***

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources will be required to settle this obligation and a reliable estimate of the amount of the obligation can be made. Provisions are reviewed at each reporting date and adjusted to reflect the present value of the expenditure expected to be required to settle the obligation. Contingent liabilities are not recognized in the financial statements but are disclosed unless the possibility of an outflow of resources is remote. Contingent assets are not recognized in the financial statements but are disclosed when an inflow of economic benefits is probable.

***Financial assets and liabilities***

<u>Financial assets</u>

Initial recognition measurement of financial assets

Under IFRS 9, on initial recognition, a financial asset either debt investment or equity investment, is classified and subsequently measured at: amortized cost; fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL). The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

## 2. Significant accounting policies and accounting estimates (Continued)

### 2.2 Summary of significant accounting policies (Continued)

***Financial assets and liabilities (Continued)***

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

A financial asset (unless it is a trade receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition.

Impairment of financial assets

IFRS 9 introduces the ‘expected credit loss’ (ECL) model. The new impairment model applies to financial assets measured at amortized cost, contract assets and debt investments at FVOCI, but not to investments in equity instruments.

The financial assets at amortized cost consist of trade receivables and cash and cash equivalents. Under IFRS 9, loss allowances are measured on either of the following bases:

- 12-month ECLs: these are ECLs that result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analyzes, based on the Group’s historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 180 days past due.

The Group considers a financial asset to be in default when:

- the counterparty is unlikely to pay its contractual obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is more than 1 year past due.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk. ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between cash flows due to the Group in accordance with the contract and cash flows that the Group expects to receive). ECLs are discounted at the effective interest rate of the financial asset. Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

## 2. Significant accounting policies and accounting estimates (Continued)

### 2.2 Summary of significant accounting policies (Continued)

***Financial assets and liabilities (Continued)***

Derecognition of financial assets

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognized when:

- the rights to receive cash flows from the asset have expired;
- the Group retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a "pass-through" arrangement; or
- the Group has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the assets, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Where the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Group's continuing involvement in the asset.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

<u>*Financial liabilities*</u>

*Initial recognition and measurement of financial liabilities*

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, loans and borrowings.

*Subsequent measurement of financial liabilities*

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. The Group has not designated any financial liability as at fair value through profit or loss.

## 2. Significant accounting policies and accounting estimates (Continued)

### 2.2 Summary of significant accounting policies (Continued)

***Financial assets and liabilities (Continued)***

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss. This category generally applies to interest-bearing loans and borrowings.

Derecognition of financial liabilities:

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and, the difference in the respective carrying amounts is recognized in profit or loss.

***Fair value of financial assets and liabilities***

There are no financial instruments in Levels 1 and 3 and no transfers between Levels 1 and 2 during the years and periods presented. The definitions of the Levels, provided by IFRS 7 *Financial instruments Disclosure*, are based on the degree to which the inputs used to determine fair value are observable.

- Level 1 fair value measurements are those derived from quoted prices in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

***Current versus non-current classification***

The Group presents assets and liabilities in the consolidated statement of financial position based on current/non-current classification.

An asset as current when it is:

- Expected to be realized or intended to be sold or consumed in a normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period

All other assets are classified as non-current. A liability is current:

- It is expected to be settled in a normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period
- It does not have the right at the end of the reporting period to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

## 2. Significant accounting policies and accounting estimates (Continued)

### 2.2 Summary of significant accounting policies (Continued)

***Debt modification or extinguishment***

Under IFRS 9, accounting for a debt modification depends on whether the terms of the original debt agreement have been substantially modified. When they are substantially modified (i.e. the modification is 'substantial'), the original debt instrument is considered extinguished and is derecognized for accounting purposes, and a new debt instrument is recognized in its place. Conversely, when a modification is non-substantial, the original debt instrument is modified. Similarly, the impact to profit or loss differs based on whether the terms of the original debt have been substantially modified.

A debt modification is considered substantial upon performance under a quantitative and qualitative assessment.

With respect to the quantitative assessment, if net present value of the debt cash flows under the new terms is different by at least 10% from the present value of the remaining cash flows under the original terms, then debt modification is considered substantial. Cash flows are defined as net of any fees paid and/or received and are discounted using the effective interest rate of the original debt.

The purpose of a qualitative assessment is to identify substantial differences in terms that by their nature are not captured by a quantitative assessment. Accordingly, modifications whose effect is included in the quantitative assessment, and that are not considered substantial based on that assessment, cannot generally be considered substantial on their own from a qualitative perspective. These may include changes in principal amounts, maturities, interest rates, prepayment options and other contingent payment terms.

If the modification is concluded to be substantial the original debt is derecognized and a new debt is recognized, new debt is measured at fair value and the difference between the carrying amount of the original debt and the consideration paid to extinguish it is generally recognised as gain or loss on extinguishment.

If the modification is concluded not to be substantial the original debt is not derecognized, an adjustment is performed in the carrying amount of the debt to the net present value of the revised cash flows discounted using the original effective interest rate (applying floating rate approach where appropriate) and it is amortized over its remaining term (i.e. revise the effective interest rate of the debt).

***Segment information***

The information provided to the Group's chief operating decision makers to review the Group's operating results and allocate resources is on a consolidated basis for a single reportable segment. Furthermore, when the Group charters a vessel to a charterer, the charterer is free to trade the vessel worldwide (subject to globally applicable trade restrictions) and, as a result, the disclosure of geographic information is impracticable.

***European Union's Emissions Trading System***

Commencing January 1, 2024, the European Union's Emissions Trading System ("EU ETS") was extended to cover Carbon dioxide ("CO2") emissions from ships over 5,000 gross tons entering EU ports. The EU ETS covers (a) 50% of emissions from voyages either starting in or ending in an EU port, and (b) 100% of emissions from voyages between two EU ports or emissions generated while a ship is within an EU port. Shipping companies will have to surrender EU ETS emissions allowances ("EUA") for each ton of reported CO2 emissions in the scope of the EU ETS. There is a phase-in period for the regulations, as allowances will have to be submitted for 40% of 2024 emissions, 70% of 2025 emissions and 100% of emissions for 2026 and subsequent years. Beginning in 2026, the scope of the EU ETS will also be expanded to include Methane ("CH4") and Nitrus oxide ("N2O").

The value of the EUAs to be provided to the Group under the terms of its agreements with the charterers of its vessels is included in the accompanying consolidated statements of comprehensive income or loss under line item "Revenue, net". The value of the EUA obligations incurred by the Company under the EU ETS is included in the accompanying consolidated statements of comprehensive income or loss under line item "Voyage expenses". The EUAs and corresponding obligations are measured at the estimated cost of purchasing the credits from the EUA market, based on the date of completing a voyage. Unfunded EUAs obligations are revalued based upon a market approach utilizing prices published on an EUA market index. For the year ended December 31, 2024, the Group recorded EUAs amounting to $4,665 under "Revenue, net", and an equal amount under "Voyage expenses".

## 2. Significant accounting policies and accounting estimates (Continued)

### 2.2 Summary of significant accounting policies (Continued)

***European Union's Emissions Trading System (Continued)***

EUAs held by the Group and receivable from the charterers are intended to be used to settle its EUA obligations and are included in the accompanying consolidated statements of financial position under line item "Prepaid expenses and other assets". EUAs relating to 2024 emissions are required to be surrendered to the EU authorities in September 2025. This obligation is presented under line item "Other payables and accruals" in the accompanying consolidated statements of financial position, since settlement to the EU is due within twelve months of the reporting date. EUAs relating to 2024 have been certified by an independent third party, therefore, no variance is expected.

### 2.3 Significant accounting judgements, estimates and assumptions

The preparation of consolidated financial statements in accordance with IFRS requires that Management makes assessments and estimates that affect the assets and liabilities, the income and expenses and the disclosure of contingent receivables and liabilities. These assessments and estimates are based on the information available to the Management of the Group and the markets in which it operates, and its experience in connection with similar transactions or events and are considered reasonable under the circumstances. Any subsequent possible changes in the existing conditions are taken into account in order to revise, if necessary, these assessments and estimates. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Significant accounting estimates regarding the assets of the Group are the estimates of useful life, residual value of the vessels and fair value measurement of the vessels as they affect significantly the financial statements.

In addition, the recoverability of receivables requires assessments and estimates that are also important, given that they may significantly affect the financial statements. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

In estimating the fair value of the vessel, the Group uses market observable data to the extend they are available. Where the level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation.

Information about the valuation techniques and inputs used in determining the fair value of the vessels are disclosed in Note 4.

Except as described below for the adoption of new standards effective as of January 1, 2024, the accounting policies adopted in the preparation of the consolidated financial statements for the year ended December 31, 2024 are consistent with those applied in the preparation of the consolidated financial statements for the year ended December 31, 2023.

### 2.4 New standards and interpretations

**Standards and interpretations adopted in the year ended December 31, 2024:**

- **IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current (Amendments)**

- **IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments Disclosure - Supplier Finance Arrangements (Amendments).**

- **IFRS 16 Leases: Lease Liability in a Sale and Leaseback (amendments).**

  These newly adopted IFRS and amendments to IFRS did not have a material impact on the Group's accounting policies.

**(All amounts in thousands of U.S. Dollars, except share and per share)**

## 2. Significant accounting policies and accounting estimates (Continued)

### 2.4 New standards and interpretations (Continued)

**Standards issued but not yet effective and not early adopted:**

- **IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability (Amendments).** The amendments are effective for annual reporting periods beginning on or after January 1, 2025, with earlier application permitted. Management is in process of assessing the effect of these amendments on the Group's financial statements and disclosures.

- **IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures - Classification and Measurement of Financial Instruments (Amendments).** In May 2024, the IASB issued amendments to the Classification and Measurement of Financial Instruments which amended IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures and they become effective for annual reporting periods beginning on or after January 1, 2026, with earlier application permitted. Management is in process of assessing the effect of these amendments on the Group's financial statements and disclosures.

- **IFRS 18 Presentation and Disclosure in Financial Statements.** In April 2024, the IASB issued the IFRS 18 - Presentation and Disclosure in Financial Statements which replaces IAS 1 - Presentation of Financial Statements and it becomes effective for annual reporting periods beginning on or after January 1, 2027, with earlier application permitted. Management is in process of assessing the effect of these amendments on the Group's financial statements and disclosures. Management will analyse the requirements of this newly issued standard and assess its impact.

- **IFRS 19 Subsidiaries without Public Accountability: Disclosures.** In May 2024, the IASB issued the IFRS 19 - Subsidiaries without Public Accountability: Disclosures, and it becomes effective for annual reporting periods beginning on or after January 1, 2027, with earlier application permitted. Management is in process of assessing the effect of these amendments on the Group's financial statements and disclosures.

- **Annual Improvements to IFRS Accounting Standards – Volume 11.** In July 2024, the IASB issued Annual Improvements to IFRS Accounting Standards – Volume 11. An entity shall apply those amendments for annual reporting periods beginning on or after January 1, 2026. Earlier application is permitted. Management is in process of assessing the effect of these amendments on the Group's financial statements and disclosures.

- **Amendment in IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture.** In December 2015, the IASB postponed the effective date of this amendment indefinitely pending the outcome of its research project on the equity method of accounting.

The Group plans to adopt these standards on their respective effective dates.

## 3. Cash and cash equivalents

| | 2024 | 2023 |
|---|---|---|
| Cash held in banks | 2,089 | 642 |
| Cash held in time deposits | 26,900 | 32,328 |
| Total | **28,989** | **32,970** |

Cash held in banks earns interest at floating rates based on daily bank deposit rates. Cash held in time deposits represents amounts placed at short-term time deposits, earning interest at rates agreed in advance between the Group and the respective financial institution. The fair value of cash and cash equivalents as of December 31, 2024 and December 31, 2023 was $28,989 and $32,970, respectively.

**(All amounts in thousands of U.S. Dollars, except share and per share)**

## 4. Vessels, net

The amounts in the accompanying consolidated statements of financial position as of December 31, 2024 and 2023 are analyzed as follows:

| | **2024** | **2023** |
|---|---|---|
| **Vessel** | | |
| As of January 1 | 566,859 | 679,782 |
| Additions | 26,060 | 19,473 |
| Disposals | (49,554) | (30,940) |
| Revaluation adjustment | 54,670 | (66,053) |
| Revaluation gain / (loss) on vessels | 8,672 | (35,403) |
| As of December 31 | **606,707** | **566,859** |
| **Accumulated depreciation** | | |
| As of January 1 | (121,415) | (91,276) |
| Depreciation charge for the year | (25,773) | (31,555) |
| Disposals | 17,479 | 1,416 |
| As of December 31 | **(129,709)** | **(121,415)** |
| **Net carrying amount of vessel as of December 31** | **476,998** | **445,444** |
| **Dry docking** | | |
| As of January 1 | 94,596 | 74,083 |
| Additions | 11,899 | 20,705 |
| Disposals | (6,625) | (192) |
| As of December 31 | **99,870** | **94,596** |
| **Accumulated depreciation** | | |
| As of January 1 | (51,744) | (35,950) |
| Depreciation charge for the year | (13,949) | (15,794) |
| As of December 31 | **(65,693)** | **(51,744)** |
| **Net carrying amount of dry-docking as of December 31** | **34,177** | **42,852** |
| **Time charter attached** | | |
| As of January 1 | 1,730 | 1,440 |
| Additions | - | 517 |
| Disposals | - | (227) |
| As of December 31 | **1,730** | **1,730** |
| **Accumulated amortization** | | |
| As of January 1 | (1,226) | 871 |
| Amortization of time charter attached | (504) | (2,097) |
| As of December 31 | **(1,730)** | **(1,226)** |
| **Net carrying amount of time charter attached as of December 31** | **-** | **504** |
| **Total as of December 31** | **511,175** | **488,800** |
| **Reclassification to Vessels held for sale** | **(8,350)** | **-** |
| **Total, net carrying amount as of December 31** | **502,825** | **488,800** |

**4. Vessels, net (Continued)**

During the year ended December 31, 2024 based on market conditions existing at the time of the revaluations, the Group performed revaluations of its vessels, in accordance with its relevant accounting policy, the carrying value of which increased by $63,342. The Group has accounted for the revaluation surplus by recording an amount of $8,672 in the statement of comprehensive income or loss, and an amount of $54,670 in other comprehensive income or loss for the year ended December 31, 2024.

As of December 31, 2023 based on market conditions existing at that time, the Group performed revaluation of its vessels, in accordance with its relevant accounting policy, the carrying value of which decreased by $101,915. The Group has accounted for the revaluation deficit by recording an amount of $35,403 in the statement of comprehensive income or loss, and an amount of $66,512 in other comprehensive income or loss for the year ended December 31, 2023, which offsets existing surplus previously recognized in the revaluation surplus of the same assets.

The fair value of the vessels as of December 31, 2024 and 2023 was determined by the Group based on valuations from independent ship brokers, not related to the Group. The appraisal was performed on a ”willing Seller and willing Buyer” basis, based on the sale and purchase market condition prevailing at the valuation date subject to the vessel being in sound condition and made available for delivery charter free and took into consideration recent sales and purchase transactions involving comparable vessels. The fair value of the vessels was derived from valuation techniques that include inputs for similar vessels adjusted for age and size that are considered observable market data and hence falls within level 2 of the fair value hierarchy. There have been no transfers between levels of hierarchy.

On January 30, 2024, the Group through its subsidiary Cassano entered into a memorandum of agreement to acquire M/V Contship Gem (ex Vega Scorpio), a 2010-built container vessel, from an unaffiliated entity. The Group took delivery of M/V Contship Gem on February 20, 2024. Previously, the Group through its subsidiary Nereus Oceanway Inc. owned a different vessel under the same name (details of which are disclosed in Note 1).

On April 12, 2024, the Group through its subsidiary Monza entered into a memorandum of agreement to acquire M/V Contship Day from an unaffiliated entity. The Group took delivery of M/V Contship Day on July 29, 2024.

On September 24, 2024, the Group through its subsidiary Corsica entered into a memorandum of agreement to acquire M/V Contship Cup from an unaffiliated entity. The Group took delivery of M/V Contship Cup on November 29, 2024.

During the year ended December 31, 2024, the Group paid a total consideration of $26,035, including preliminary expenses, in order to complete the acquisition of the three vessels disclosed above.

On April 3, 2023, the Group through its subsidiary Almeria entered into a memorandum of agreement to acquire M/V Contship Luv from an unaffiliated entity. The Group took delivery of M/V Contship Luv on April 10, 2023.

On September 27, 2023, the Group through its subsidiary Tarragona entered into a memorandum of agreement to acquire M/V Contship Box from an unaffiliated entity. The Group took delivery of M/V Contship Box on November 16, 2023.

During the year ended December 31, 2023, the Group paid a total consideration of $17,533, including preliminary expenses, in order to complete the acquisition of the two vessels disclosed above.

On March 14, 2024 the Group sold M/V Contship Pro. The vessel was classified as held for sale on March 4, 2024 when its memorandum of agreement was executed and, therefore, was depreciated until that date.

On July 3, 2024 the Group sold M/V Contship Eve. The vessel was classified as held for sale on May 23, 2024 when its memorandum of agreement was executed and, therefore, was depreciated until that date.

**4. Vessels, net (Continued)**

On November 26, 2024, on December 2, 2024, on December 6, 2024, on December 10, 2024 and on December 20, 2024 the Group sold M/V Contship Max, M/V Contship Pep, M/V Contship Ana, M/V Contship Quo and M/V Contship Bee, respectively. These five vessels were classified as held for sale on October 15, 2024 when their memoranda of agreement were executed and, therefore, were depreciated until that date.

The Group transferred directly to retained earnings the amount of $1,073 representing existing surplus previously recognized in the revaluation surplus of M/V Contship Ana. Brokerage commissions in the amount of $103 were charged to the Group upon sale of vessel M/V Contship Ana, and are included in the accompanying consolidated statements of comprehensive income or loss under line item "Vessels' disposal related expenses".

With respect to the disposals of the remaining six vessels which were completed during 2024, the Group recognized an aggregate revaluation loss of $16,419 which is reflected in the accompanying consolidated statements of comprehensive income or loss under line item "Revaluation gain / (loss) on vessels".

The amount of $16,419 includes brokerage commissions in the aggregate amount of $647 charged to the Group upon sale of the six vessels.

During the year ended December 31, 2024, the Group received a total consideration of $38,591 in order to complete the disposals of the seven vessels disclosed above.

On December 11, 2024 the Group through its subsidiary Verona entered into a memorandum of agreement to sell M/V Contship Air to an unaffiliated entity. On the same date the vessel was classified as held for sale upon execution of its memorandum of agreement and, therefore, was depreciated until that date (Note 14).

On December 12, 2023 and on December 14, 2023 the Group sold M/V Contship Rex and M/V Contship Dax, respectively. Both vessels were classified as held for sale on October 9, 2023 when their memoranda of agreement were executed and, therefore, were depreciated until that date.

The Group transferred directly to retained earnings the aggregate amount of $6,827 representing existing surplus previously recognized in the revaluation surplus of the same assets. Brokerage commissions in the aggregate amount of $638 were charged to the Group upon sale of vessels M/V Contship Rex and M/V Contship Dax, and are included in the accompanying consolidated statements of comprehensive income or loss under line item "Vessels' disposal related expenses".

During the year ended December 31, 2023, the Group received a total consideration of $36,114 in order to complete the disposals of the two vessels disclosed above.

During the years ended December 31, 2024 and 2023 the Group capitalized the amounts of $291 and $1,198, respectively, representing costs for the installation of ballast water treatment system on its vessels.

As of December 31, 2024, all vessels of the Group have been pledged as collateral to secure the bank loans discussed in Note 7.

## 5. Transactions with related parties

Contships Management Inc. is engaged, under separate management agreements, directly with each vessel owning company of the Group, to provide a wide range of shipping managerial and administrative services such as commercial operations, technical support and maintenance, engagement and provision of crew, insurance arrangements and financial and accounting services in exchange of a management fee per month per vessel for all vessels. On January 1, 2022, all vessel owning companies of the Group entered into new management agreements with CMI.

CMI receives a management fee of $25 per month per vessel for services provided. In addition, CMI is also entitled to receive a brokerage commission of 1.25% on all gross revenues earned by each vessel of the Group and a commission of 1.00% on the price of all vessel sales, unless an overriding agreement between the parties involved exists. The new management agreements are effective from January 1, 2022.

The Manager has subcontracted, through an amendment to the ship-broking agreement which services all of the Group's vessels dated January 1, 2022, the chartering and sale and purchase services to B&T (Shipbrokers) Inc. ("B&T" or the "Ship-Broker"), a company owned by the Group's Founder and controlling shareholder starting from January 1, 2022. Before January 1, 2022 B&T was entitled to receive a brokerage commission of up to 1.25% on all gross revenues earned by each vessel of the Group and a commission of 1.00% on the price of all vessel sales, subcontracted from CMI which was initially entitled to receive a brokerage commission of 1.25% on all gross revenues earned by each vessel of the Group and a commission of 1.00% on the price of all vessel sales. The management fees charged by CMI for the years ended December 31, 2024 and 2023 amounted to $14,936 and $14,100, respectively, and are separately reflected in the accompanying consolidated statements of comprehensive income or loss under line item "Management fees – related party". The brokerage commission charged by B&T on the price of vessels sold during the years ended December 31, 2024 and 2023 amounted to $375 and $213, respectively, were charged in accordance with the respective commission agreements in place.

Brokerage commissions on all gross revenues charged by B&T, for the years ended December 31, 2024 and 2023 amounted to $2,333 and $3,529, respectively, and are included in the accompanying consolidated statements of comprehensive income or loss under line item "Voyage expenses". As of December 31, 2024 and Decemebr 31, 2023 there was no balance either payable or receivable to/from CMI. As of December 31, 2024 and December 31, 2023, there was no balance either payable or receivable to/from B&T.

## 6. Share capital and paid-in capital

**Share capital:** The authorized share capital of the Company is divided into 174,408 shares, out of which 174,408 registered shares of a par value of $0.01each have been issued and outstanding as of December 31, 2024 and December 31, 2023. All shares are in registered form.

**Paid-in capital:** Paid-in capital of the Company amounts to $121,155 as of December 31, 2024 and as of December 31, 2023 and consists of cash contributions made by the shareholders.

On March 29, 2023, the Company declared a dividend payable to its shareholders in the total amount of $10,001 in order to distribute part of profits generated during the three months ended December 31, 2022.
The dividend was paid on April 12, 2023.

On May 10, 2023, the Company declared a dividend payable to its shareholders in the total amount of $15,501 in order to distribute part of its accumulated profits. The dividend was paid on May 23, 2023.

On September 7, 2023, the Company declared a dividend payable to its shareholders in the total amount of $10,001 in order to distribute part of profits generated during the three months ended June 30, 2023. The dividend was paid on September 13, 2023.

**(All amounts in thousands of U.S. Dollars, except share and per share)**

## 6. Share capital and paid-in capital (Continued)

On October 27, 2023, the Company declared a dividend payable to its shareholders in the total amount of $12,502 in order to distribute part of profits generated during the three months ended September 30, 2023. The dividend was paid on October 31, 2023.

On December 18, 2023, the Company declared a dividend payable to its shareholders in the total amount of $12,502 in order to distribute part of its accumulated profits. The dividend was paid on December 21, 2023.

On October 7, 2024, the Company declared a dividend payable to its shareholders in the total amount of $12,502 in order to distribute part of its accumulated profits. The dividend was paid on October 9, 2024.

## 7. Long-term debt

| | 2024 | 2023 |
|---|---|---|
| Amounts due within one year | 42,156 | 50,801 |
| Amounts due after one year | 132,859 | 183,845 |
| | 175,015 | 234,646 |
| Plus accrued interest | 1,325 | 1,744 |
| Less loan arrangement fees | (1,329) | (2,017) |
| Less gain on debt modification | (1,386) | (2,318) |
| **Total** | **173,625** | **232,055** |

$67,160 Loan Facility with National Bank of Greece S.A.

On December 6, 2021, Wismar, Lubeck, Schleswig, Verona, Marea, Meteora and Nemea entered as joint and several borrowers into a loan agreement providing for a secured term loan facility of up to $67,160 with National Bank of Greece S.A. (“NBG”) as lender to refinance indebtedness related to the respective seven vessels owned by the borrowers (Tranche A and Tranche B amounting to $22,160 in total) and raise funding for general corporate needs, investment purposes and working capital (Tranche C amounting to $45,000). The facility currently bears interest at SOFR plus a margin, with effect from July 19, 2023 as mutually agreed through the supplemental agreement dated July 19, 2023. Contships Logistics Corp. has provided an on-demand and irrevocable parent guaranty of the facility. The loan is secured by, among other things, seven vessels owned by the borrowers, their insurances, earnings, bank accounts and charter agreements which are longer than 12 months. The borrowers are subject to standard financial and restrictive covenants under the facility, including a vessel security to debt ratio and corporate guarantor’s consolidated interest coverage ratio and total debt to vessel value ratio.

The initial facility also contained a mandatory prepayment requirement, which was amended as disclosed below, pursuant to which, in the case of an initial public offering of the Company’s common shares, the Group shall prepay portion of the facility in a principal amount equal to the outstanding at that time balance of Tranche C, plus a prepayment fee.

Tranches A and B are repayable in 10 semi-annual installments, the first five in a total amount of $1,043 and the remaining five in a total amount of $1,067, plus a balloon installment in a total amount of $11,608 payable together with the last installment. Repayment of Tranches A and B started on March 8, 2022 and matures on September 8, 2026.

Tranche C is repayable in 9 installments, the first of which amounting to $20,000 was paid on December 8, 2022, followed by 8 semi-annual installments amounting to $4,125 for installments 2 to 5, $1,125 for installments 6 to 7 and $3,125 for installments 8 to 9. Repayment of Tranche C matures on December 8, 2026.

**7. Long-term debt (Continued)**

On February 22, 2023, Wismar, Lubeck, Schleswig, Verona, Marea, Meteora and Nemea entered as joint and several borrowers into a supplemental agreement with NBG, in relation to the loan agreement dated December 6, 2021, where the lender provided its consent to an IPO of the Company on or before December 31, 2023. NBG's consent to an IPO of the Company was extended to the maturity date of the loan through the supplemental agreement dated March 6, 2024 (Note 14). The supplemental agreement with NBG dated February 22, 2023 also contains a mandatory prepayment requirement pursuant to which, in the case of an initial public offering of the Company's common shares, the Company shall prepay on or prior to December 31, 2023 portion of the facility in a principal amount equal to the outstanding at that time balance of Tranche C, plus a prepayment fee.

On July 19, 2023, Wismar, Lubeck, Schleswig, Verona, Marea, Meteora and Nemea as joint and several borrowers and the Company as corporate guarantor entered into a supplemental agreement with NBG, in relation to the loan agreement dated December 6, 2021, where transition from LIBOR to SOFR was mutually agreed with effect from the date of the agreement.

The supplemental agreement with NBG dated July 19, 2023 also contains an amended mandatory prepayment requirement pursuant to which, in the case of an initial public offering of the Company's common shares, the borrowers shall prepay the higher of i) an amount which is equal to 20% of the net proceeds of the IPO and ii) $8,000, plus a prepayment fee. The amount to be prepaid subject to the amended mandatory prepayment requirement shall not exceed the outstanding at that time balance of Tranche C, which amounted to $20,875 as of July 19, 2023 and $16,750 as of December 31, 2023. Mandatory prepayment shall be made within 30 day of the occurrence of such IPO.

On September 15, 2023, Wismar, Lubeck, Schleswig, Verona, Marea, Meteora and Nemea as joint and several borrowers and the Company as corporate guarantor entered into a first supplemental agreement with NBG, in relation to the loan agreement dated December 6, 2021, for the discharge of the first preferred Liberian mortgage registered over M/V Contship Air and M/V Contship Bee, their registration under the Cyprus flag and the provision of a first preferred Cypriot mortgage registered over the two vessels.

The loan amendments with NBG that occurred during 2023 have been treated as debt modifications in accordance with IFRS 9 and a net amount of $110 has been recognized as gain on debt modification for the year ended December 31, 2023, which is included in the accompanying consolidated statement of comprehensive income or loss under line item "Interest and finance costs". Amortization, including write-offs, of gain on debt modification for the year ended December 31, 2024 amounted to $77 and is included in the accompanying consolidated statement of comprehensive income or loss under line item "Interest and finance costs".

On March 6, 2024 Wismar, Lubeck, Schleswig, Verona, Marea, Meteora and Nemea as joint and several borrowers and the Company as corporate guarantor entered into a second supplemental agreement with NBG, in relation to the loan agreement dated December 6, 2021, where the following were agreed: i) margin reduction from 3.00% to 2.35% with effect from March 8, 2024 and ii) provision of extension to the maturity date of the loan consent by the lender to an IPO of the Company.

On December 23, 2024, an amount of $3,040 was repaid upon disposal of M/V Contship Bee owned by Marea (Note 4).

Accordingly, following the repayment and the release and discharge of Marea from all of its respective obligations under the loan agreement, the outstanding balance of $21,337 as of December 23, 2024, is repayable as follows: Tranches A and B are repayable in 4 semi-annual installments in a total amount of $1,067 each, plus a balloon installment in a total amount of $9,628 payable together with the last installment. Repayment of Tranches A and B starts on March 8, 2025 and matures on September 8, 2026.

Tranche C is repayable in 4 semi-annual installments amounting to $1,125 for installment 1 and 2, $3,125 for installment 3 and $2,065 for installment 4. Repayment of Tranche C starts on June 8, 2025 and matures on December 8, 2026.

**7. Long-term debt (Continued)**

The outstanding balance of the loan facility as of December 31, 2024 amounted to $21,337.

As of December 31, 2024 an amount of $2,930, additional to the scheduled repayment installments due in 2025, of the total outstanding balance of $21,337 due to NBG was classified as current following the classification of M/V Contship Air as vessel held for sale on December 11, 2024 (Note 4). The amount of $2,930 was repaid on January 23, 2025 (Note 14).

<u>$131,200 Facility with Piraeus Bank S.A.</u>

On December 6, 2021, Alicante, Ancona, Asher, Bari, Cyrus, Genoa, Marbella, Mizuna, Palermo, Parnell, Sevilla, Siena, Syracuse and Umbria entered as joint and several borrowers into a loan agreement providing for a secured loan facility of up to $131,200 with Piraeus Bank S.A. ("Piraeus Bank") as lender to refinance indebtedness related to the respective 14 vessels owned by the borrowers (Tranche A amounting up to $36,200) and raise funding for general corporate needs, investment purposes and working capital (Tranche B amounting to $95,000).

The total amount actually utilized was $130,616. The facility currently bears interest at SOFR plus margin, with retrospective effect from June 8, 2023 as mutually agreed through the second supplemental agreement dated July 17, 2023. Contships Logistics Corp. has provided an on-demand and irrevocable parent guaranty of the facility. The loan is secured by, among other things, fourteen vessels owned by the borrowers, their insurances, earnings, bank accounts and charter agreements which are longer than 12 months. The borrowers are subject to standard financial and restrictive covenants under the facility, including a vessel security coverage ratio, an average minimum liquidity requirement and corporate guarantor's consolidated net debt to vessels value ratio.

The initial facility also contained a mandatory prepayment requirement, which was amended as disclosed below, pursuant to which, in the case of an initial public offering of the Company's common shares, the Group shall prepay portion of the facility in a principal amount equal to the outstanding at that time balance of Tranche B, within 30 days of the consummation of such offering.

On July 17, 2023, Alicante, Ancona, Asher, Bari, Cyrus, Genoa, Marbella, Mizuna, Palermo, Parnell, Sevilla, Siena, Syracuse and Umbria as joint and several borrowers and the Company as corporate guarantor entered into a second supplemental agreement with Piraeus Bank, in relation to the loan agreement dated December 6, 2021, where the following were agreed: i) transition from LIBOR to SOFR with retrospective effect from June 8, 2023, ii) margin reduction from 3.00% to 2.50% with retrospective effect from June 8, 2023 and iii) extension of the maturity date to June 8, 2027. Accordingly, the outstanding balance of Tranche A, which was $28,116, as of the date of the second supplemental agreement, is repayable in 16 quarterly installments amounting to $1,250 plus a balloon installment amounting to $8,116 payable together with the last installment. Repayment of Tranche A started on September 8, 2023 and matures on June 8, 2027. The outstanding balance of Tranche B, which was $47,500, as of the date of the second supplemental agreement, is repayable in 8 semi-annual installments amounting to $7,500 for installments 1 to 5, $5,000 for installment 6 and $2,500 for installments 7 to 8. Repayment of Tranche B started on December 8, 2023 and matures on June 8, 2027.

The second supplemental agreement also contains an amended mandatory prepayment requirement pursuant to which, in the case of an initial public offering of the Company's common shares, the Group shall prepay Tranche B pro rata by an amount not less than 25% of the net proceeds of the IPO.

The amount to be prepaid subject to the amended mandatory prepayment requirement shall not exceed the outstanding at that time balance of Tranche B, which amounted to $47,500 as of July 17, 2023 and $40,000 as of December 31, 2023. Mandatory prepayment shall be made within 30 day of the occurrence of such IPO.

On October 2, 2023, Alicante, Ancona, Asher, Bari, Cyrus, Genoa, Marbella, Mizuna, Palermo, Parnell, Sevilla, Siena, Syracuse and Umbria entered as joint and several borrowers and the Company as corporate guarantor entered into a third supplemental agreement with Piraeus Bank, in relation to the loan agreement dated December 6, 2021, for the discharge of the first preferred Liberian mortgage registered over M/V Contship Key and M/V Contship Leo, their registration under the Cyprus flag and the provision of a first preferred Cypriot mortgage registered over the two vessels.

## 7. Long-term debt (Continued)

The loan amendments with Piraeus Bank that occurred during 2023 have been treated as debt modifications in accordance with IFRS 9 and a net amount of $724 has been recognized as gain on debt modification for the year ended December 31, 2023, which is included in the accompanying consolidated statement of comprehensive income or loss under line item "Interest and finance costs". Amortization of gain on debt modification for the year ended December 31, 2024 amounted to $224 and is included in the accompanying consolidated statement of comprehensive income or loss under line item "Interest and finance costs".

On March 29, 2024, Alicante, Ancona, Asher, Bari, Cyrus, Genoa, Marbella, Mizuna, Palermo, Parnell, Sevilla, Siena, Syracuse and Umbria entered as joint and several borrowers and the Company as corporate guarantor entered into a fourth supplemental agreement with Piraeus Bank, in relation to the loan agreement dated December 6, 2021, for the discharge of the first preferred Cypriot mortgage registered over M/V Contship Ono, its registration under the Liberian flag and the provision of a first preferred Liberian mortgage registered over the vessel.

The outstanding balance of the loan facility as of December 31, 2024 amounted to $45,616.

<u>$71,750 Facility with Alpha Bank S.A.</u>

On December 23, 2021, Ikaria, Woodstone, Albacore, Auriga, Bianca, Brusa, Legacy, Frankyl, Rosehill and Lazio entered as joint and several borrowers into a loan agreement providing for a secured loan facility of up to $71,750 with Alpha Bank S.A. ("Alpha Bank") as lender to refinance indebtedness related to the respective ten vessels owned by the borrowers. $36,750 was advanced on December 23, 2021 to fully refinance the then outstanding indebtedness with Alpha Bank and $35,000 was drawn on January 4, 2022 for general corporate purposes. An amount of $3,635, representing a deemed distribution to the major shareholder, which is included in the amount of $71,750, was assumed by the Group with respect to the acquisition of M/V Contship Ana. The facility currently bears interest at SOFR plus a margin, with retrospective effect from July 5, 2023 as mutually agreed through the third supplemental agreement dated July 12, 2023. Contships Logistics Corp. has provided an on-demand and irrevocable parent guaranty of the facility. The loan is secured by, among other things, ten vessels owned by the borrowers, their insurances, earnings, bank accounts and charter agreements which are longer than 12 months. The borrowers are subject to standard financial and restrictive covenants under the facility, including a vessel security coverage ratio, an average minimum liquidity requirement and corporate guarantor's consolidated net debt to vessels value ratio.

On January 4, 2022, the Group performed drawdown of the committed amount of $35,000 under its loan facility with Alpha Bank dated December 23, 2021, the purpose of which was to be utilized for general corporate purposes.

On March 31, 2022, Ikaria, Woodstone, Albacore, Auriga, Bianca, Brusa, Legacy, Frankyl, Rosehill and Lazio as joint and several borrowers, the Company as corporate guarantor and Calabria as new corporate guarantor entered into a first supplemental agreement with Alpha Bank, in relation to the loan agreement dated December 23, 2021, where i) it was agreed the Rosehill borrower (M/V Contship Pro) to be fully released and discharged from all of its respective obligations under the loan agreement and ii) additional security was provided to the lender through mortgage of M/V Contship Pep (Calabria) and assignment of its insurances, earnings, bank accounts and charter agreements which are longer than 12 months.

On July 14, 2022, Ikaria, Woodstone, Albacore, Auriga, Bianca, Brusa, Legacy, Frankyl and Lazio as joint and several borrowers and the Company and Calabria as corporate guarantors entered into a second supplemental agreement with Alpha Bank, in relation to the loan agreement dated December 23, 2021, where

i) the Lender provided its consent to the borrowers' intention to prepay part of the loan ($37,500 at the date of the agreement) following the successful completion of the IPO and ii) it was agreed the repayment schedule of the loan to be amended accordingly, as provided in the second supplemental agreement dated July 14, 2022.

The remaining outstanding balance following the prepayment would be repayable in nine consecutive semi-annual installments of $1,250 each plus a balloon installment amounting to $14,000 payable together with the last installment. Final repayment installment was expected to be repaid on January 4, 2027.

**7. Long-term debt (Continued)**

On July 12, 2023, Ikaria, Woodstone, Albacore, Auriga, Bianca, Brusa, Legacy, Frankyl and Lazio as joint and several borrowers and the Company and Calabria as corporate guarantors entered into a third supplemental agreement with Alpha Bank, in relation to the loan agreement dated December 23, 2021, where the following were agreed: i) transition from LIBOR to SOFR with retrospective effect from June 6, 2023, ii) margin reduction from 3.00% to 2.80% with retrospective effect from July 5, 2023 and iii) extension of the maturity date to July 5, 2027. Accordingly, the outstanding balance of $46,250, as of the date of the third supplemental agreement, is repayable in 8 semi-annual installments amounting to $7,500 for the first installment, $3,000 for installments 2 to 8 plus a balloon installment amounting to $17,750 payable together with the last installment. Repayment started on January 5, 2024 and matures on July 5, 2027.

The loan amendments with Alpha Bank that occurred during 2023 have been treated as debt modifications in accordance with IFRS 9 and a net amount of $774 has been recognized as gain on debt modification for the year ended December 31, 2023, which is included in the accompanying consolidated statement of comprehensive income or loss under line item “Interest and finance costs”. Amortization, including write-offs, of gain on debt modification for the year ended December 31, 2024 amounted to $288 and is included in the accompanying consolidated statement of comprehensive income or loss under line item “Interest and finance costs”.

On December 2, 2024 and December 10, 2024, the amounts of $3,020 and $2,830 were paid upon disposal of M/V Contship Pep owned by Calabria and M/V Contship Ana owned by Auriga, respectively (Note 4).

Accordingly, following the repayments and the release and discharge of Calabria and Auriga from all of their respective obligations under the loan agreement, the outstanding balance of $29,900 as of December 10, 2024, is repayable in 6 semi-annual installments amounting to $2,510 each plus a balloon installment amounting to $14,840 payable together with the last installment. Repayment starts on January 5, 2025 and matures on July 5, 2027.

The outstanding balance of the loan facility as of December 31, 2024 amounted to $29,900.

<u>$36,500 Facility with Alpha Bank S.A.</u>

On October 25, 2022, Rosehill, Columba, Positano and Salerno entered as joint and several borrowers into a loan agreement providing for a secured loan facility of up to $36,500 with Alpha Bank as lender to refinance the acquisition cost of the respective four vessels owned by the borrowers. The aggregate amount of $36,500 was fully utilized by November 17, 2022. The facility currently bears interest at term SOFR plus a margin. Contships Logistics Corp. has provided an on-demand and irrevocable parent guaranty of the facility. The loan is secured by, among other things, four vessels owned by the borrowers, their insurances, earnings, bank accounts and charter agreements which are longer than 12 months. The borrowers are subject to standard financial and restrictive covenants under the facility, including a vessel security coverage ratio, an average minimum liquidity requirement and corporate guarantor’s consolidated net debt to vessels value ratio.

On October 5, 2023, Rosehill, Columba, Positano and Salerno as joint and several borrowers and the Company as corporate guarantor entered into a first supplemental agreement with Alpha Bank, in relation to the loan agreement dated October 25, 2022, for the discharge of the first preferred Liberian mortgage registered over M/V Contship Yen, its registration under the Cyprus flag and the provision of a first preferred Cypriot mortgage registered over the vessel.

On December 13, 2023, an amount of $9,500 was repaid upon disposal of M/V Contship Rex owned by Salerno (Note 4).

On November 2, 2023, Rosehill, Columba and Positano obtained approval by Alpha Bank to amend the repayment schedule of the loan, as provided in the second supplemental agreement finalized on January 4, 2024 following the repayment and the release and discharge of Salerno from all of its respective obligations under the loan agreement.

**7. Long-term debt (Continued)**

The loan amendment that was approved on November 2, 2023 has been treated as debt modification in accordance with IFRS 9 and a net amount of $246 has been recognized as gain on debt modification for the year ended December 31, 2023, which is included in the accompanying consolidated statement of comprehensive income or loss under line item "Interest and finance costs". Amortization, including write-offs, of gain on debt modification for the year ended December 31, 2024 amounted to $139 and is included in the accompanying consolidated statement of comprehensive income or loss under line item "Interest and finance costs".

On January 4, 2024, Rosehill, Columba and Positano as joint and several borrowers and the Company as corporate guarantor entered into a second supplemental agreement with Alpha Bank, in relation to the loan agreement dated October 25, 2022, where it was agreed i) the repayment schedule of the loan to be amended accordingly, as provided in the second supplemental agreement dated January 4, 2024 and (ii) the discharge of the first preferred Cypriot mortgage registered over M/V Contship Eve, its registration under the Liberian flag and the provision of a first preferred Liberian mortgage registered over the vessel.

On February 29, 2024, Rosehill, Columba, Positano and Salerno as joint and several borrowers and the Company as corporate guarantor entered into a third supplemental agreement with Alpha Bank, in relation to the loan agreement dated October 25, 2022, for the discharge of the first preferred Cypriot mortgage registered over M/V Contship Pro, its registration under the Liberian flag and the provision of a first preferred Liberian mortgage registered over the vessel.

On March 14, 2024, an amount of $3,500 was repaid upon disposal of M/V Contship Pro owned by Rosehill (Note 4).

Accordingly, following the repayment and the release and discharge of Rosehill from all of its respective obligations under the loan agreement, the outstanding balance of $15,500 as of March14, 2024, is repayable in 8 semi-annual installments amounting to $410 for installments 1 to 4, $543 for installments 5 to 8 plus a balloon installment amounting to $11,688 payable together with the last installment. Repayment started on May 26, 2024 and would mature on October 26, 2027.

On July 3, 2024 an amount of $5,500 was repaid upon disposal of M/V Contship Eve owned by Columba (Note 4).

Accordingly, following the repayment and the release and discharge of Columba from all of its respective obligations under the loan agreement, the outstanding balance of $9,590 as of July 3, 2024, is repayable in 7 semi-annual installments amounting to $261 for installments 1 to 3, $346 for installments 4 to 7 plus a balloon installment amounting to $7,423 payable together with the last installment. Repayment started on October 26, 2024 and matures on October 25, 2028.

The outstanding balance of the loan facility as of December 31, 2024 amounted to $9,329.

<u>$31,500 Facility with Eurobank S.A.</u>

On October 27, 2022, Amalfi, Ravello and Sorrento entered as joint and several borrowers into a loan agreement providing for a secured loan facility of up to $31,500 (Tranches A and B amounting to $12,000 each and Tranche C amounting to $7,500) with Eurobank as agent to refinance the acquisition cost of the respective three vessels owned by the borrowers. The aggregate amount of $31,500 was fully utilized by November 25, 2022. The facility currently bears interest at term SOFR plus a margin. Contships Logistics Corp. has provided an on-demand and irrevocable parent guaranty of the facility. The loan is secured by, among other things, eight vessels owned by the borrowers, their insurances, earnings, bank accounts and charter agreements which are longer than 12 months. The borrowers are subject to standard financial and restrictive covenants under the facility, including a vessel security coverage ratio and an average minimum liquidity requirement.

On December 14, 2023, an amount of $10,980 was repaid upon disposal of M/V Contship Dax owned by Amalfi (Note 4).

**7. Long-term debt (Continued)**

Accordingly, following the repayment and the release and discharge of Amalfi from all of its respective obligations under the loan agreement, the outstanding balance of $16,720 as of December 14, 2023, is repayable in 10 semi-annual installments amounting to $1,170 for installments 1 to 2, $880 for installments 3 to 10 plus a balloon installment amounting to $7,340 payable together with the last installment. Repayment started on May 14, 2024 and matures on November 14, 2028.

On November 14, 2024, Ravello and Sorrento as joint and several borrowers and the Company as corporate guarantor entered into a first supplemental agreement with Eurobank, in relation to the loan agreement dated October 27, 2022, for the discharge of the first preferred Cypriot mortgage registered over M/V Contship Sky, its registration under the Liberian flag and the provision of a first preferred Liberian mortgage registered over the vessel.

The outstanding balance of the loan facility as of December 31, 2024 amounted to $14,380.

<u>$5,000 Facility with Alpha Bank S.A.</u>

On April 10, 2023, Almeria entered into a loan agreement providing for a bilateral secured loan facility of up to $5,000 with Alpha Bank as lender to refinance part of the acquisition cost of the vessel owned by the borrower. The facility currently bears interest at SOFR plus a margin. Contships Logistics Corp. has provided an on-demand and irrevocable parent guaranty of the facility. The loan is secured by, among other things, the vessel owned by the borrower, its insurances, earnings, bank accounts and charter agreement which is longer than 12 months. The borrower is subject to standard financial and restrictive covenants under the facility, including a vessel security coverage ratio, an average minimum liquidity requirement and corporate guarantor's consolidated net debt to vessels value ratio.

The loan facility is repayable in 8 semi-annual installments amounting to $350 for installments 1 to 2 and $250 for installments 3 to 8 plus a balloon installment amounting to $2,800 payable together with the last installment. Repayment started on October 11, 2023 and matures on April 11, 2027.

On September 18, 2023, Almeria as borrower and the Company as corporate guarantor entered into a first supplemental agreement with Alpha Bank, in relation to the loan agreement dated April 10, 2023, for the discharge of the first preferred Liberian mortgage registered over vessel M/V Contship Luv, its registration under the Cyprus flag and the provision of a first preferred Cypriot mortgage registered over the vessel.

On October 23, 2024, Almeria as borrower and the Company as corporate guarantor entered into a second supplemental agreement with Alpha Bank, in relation to the loan agreement dated April 10, 2023, for the discharge of the first preferred Cypriot mortgage registered over vessel M/V Contship Luv, its registration under the Liberian flag and the provision of a first preferred Liberian mortgage registered over the vessel.

The outstanding balance of the loan facility as of December 31, 2024 amounted to $4,050.

<u>$52,673 Facility with Eurobank S.A.</u>

On July 13, 2023, Ability, Symphony, Eco, Amberjack, Sky Liberty, Santiago, Brazil and Antico entered as joint and several borrowers into a new loan agreement providing for a bilateral secured loan facility of up to $45,173 with Eurobank as agent to refinance indebtedness of the respective eight vessels owned by the borrowers in relation to the loan agreement dated December 10, 2021. The facility currently bears interest at SOFR plus a margin. Contships Logistics Corp. has provided an on-demand and irrevocable parent guaranty of the facility. The loan is secured by, among other things, eight vessels owned by the borrowers, their insurances, earnings, bank accounts and charter agreements which are longer than 12 months. The borrowers are subject to standard financial and restrictive covenants under the facility, including a vessel security coverage ratio and an average minimum liquidity requirement.

## 7. Long-term debt (Continued)

The loan facility dated July 13, 2023 fully refinanced the outstanding balance of the Eurobank loan facility dated December 10, 2021, which amounted to $45,173 on July 13, 2023. The outstanding balance of the new loan facility is repayable in 8 semi-annual installments amounting to $2,500 plus a balloon installment amounting to $25,173 payable together with the last installment. Repayment started on December 13, 2023 and matures on June 13, 2027. The refinancing that occurred on July 13, 2023 has been treated as debt modification in accordance with IFRS 9.

The loan amendments with Eurobank that occurred during 2023 have been treated as debt modifications in accordance with IFRS 9 and a net amount of $464 has been recognized as gain on debt modification for the year ended December 31, 2023, which is included in the accompanying consolidated statement of

comprehensive income or loss under line item "Interest and finance costs". Amortization, including write-offs, of gain on debt modification for the year ended December 31, 2024 amounted to $204 and is included in the accompanying consolidated statement of comprehensive income or loss under line item "Interest and finance costs".

On November 26, 2024 and December 10, 2024, the amounts of $4,000 and $4,090 were repaid upon disposal of M/V Contship Max owned by Ability and M/V Contship Quo owned by Brazil, respectively (Note 4).

Accordingly, following the repayments and the release and discharge of Ability and Brazil from all of their respective obligations under the loan agreement, the outstanding balance of $32,083 as of December 10, 2024, is repayable in 5 semi-annual installments amounting to $2,000 each plus a balloon installment amounting to $20,083 payable together with the last installment. The first repayment installment amounting to $2,000 was paid on December 13, 2024. Repayment matures on June 13, 2027.

The outstanding balance of the loan facility as of December 31, 2024 amounted to $30,083.

$5,000 Facility with Pancreta Bank S.A.

On November 15, 2023, Tarragona entered into a loan agreement providing for a bilateral secured loan facility of up to $5,000 with Pancreta Bank S.A. ("Pancreta") as lender to refinance part of the acquisition cost of the vessel owned by the borrower. The facility currently bears interest at SOFR plus a margin. Contships Logistics Corp. has provided an on-demand and irrevocable parent guaranty of the facility. The loan is secured by, among other things, the vessel owned by the borrower, its insurances, earnings, bank accounts and charter agreement which is longer than 12 months. The borrower is subject to standard financial and restrictive covenants under the facility, including a vessel security coverage ratio, an average minimum liquidity requirement and corporate guarantor's consolidated net debt to vessels value ratio.

The loan facility is repayable in 12 semi-annual installments amounting to $500 for installments 1 to 2 and $250 for installments 3 to 12 plus a balloon installment amounting to $1,500 payable together with the last installment. Repayment started on May 16, 2024 and matures on November 16, 2029.

On April 12, 2024, Tarragona as borrower and the Company as corporate guarantor entered into a first supplemental agreement with Pancreta, in relation to the loan agreement dated November 15, 2023, where the lender provided its consent to an amendment of the IPO definition included in the original loan agreement.

The outstanding balance of the loan facility as of December 31, 2024 amounted to $4,000.

$4,000 New Facility with Pancreta Bank S.A.

On February 23, 2024, Cassano entered into a loan agreement providing for a bilateral secured loan facility of up to $4,000 with Pancreta as lender to refinance part of the acquisition cost of the vessel owned by the borrower. The facility currently bears interest at SOFR plus a margin. Contships Logistics Corp. has provided an on-demand and irrevocable parent guaranty of the facility. The loan is secured by, among other things, the vessel owned by the borrower, its insurances, earnings, bank accounts and charter agreement which is longer than 12 months. The borrower is subject to standard financial and restrictive covenants under the facility, including a vessel security coverage ratio, an average minimum liquidity requirement and corporate guarantor's consolidated net debt to vessels value ratio.

**7. Long-term debt (Continued)**

The loan facility is repayable in 12 semi-annual installments amounting to $180 for installments 1 to 6 and $220 for installments 7 to 12 plus a balloon installment amounting to $1,600 payable together with the last installment. Repayment started on August 23, 2024 and matures on February 23, 2030.

The outstanding balance of the loan facility as of December 31, 2024 amounted to $3,820.

<u>$4,500 New Facility with Pancreta Bank S.A.</u>

On July 24, 2024, Monza entered into a loan agreement providing for a bilateral secured loan facility of up to $4,500 with Pancreta as lender to refinance part of the acquisition cost of the vessel owned by the borrower. The facility currently bears interest at SOFR plus a margin. Contships Logistics Corp. has provided an on-demand and irrevocable parent guaranty of the facility. The loan is secured by, among other things, the vessel owned by the borrower, its insurances, earnings, bank accounts and charter agreement which is longer than 12 months. The borrower is subject to standard financial and restrictive covenants under the facility, including a vessel security coverage ratio, an average minimum liquidity requirement and corporate guarantor's consolidated net debt to vessels value ratio.

The loan facility is repayable in 12 semi-annual installments amounting to $325 for installments 1 to 2 and $225 for installments 3 to 12 plus a balloon installment amounting to $1,600 payable together with the last installment. Repayment starts on January 29, 2025 and matures on July 29, 2030.

The outstanding balance of the loan facility as of December 31, 2024 amounted to $4,500.

With effect from September 3, 2024 Pancreta has merged and been absorbed by Attica Bank S.A. ("Attica"). Therefore, loan agreements entered into between the Group's subsidiaries (Tarragona, Cassano and Monza) and Pancreta before the effective date of the merger, with effect from September 3, 2024 will be administered by Attica.

<u>$8,000 New Facility with Attica Bank S.A.</u>

On November 11, 2024, Corsica entered into a loan agreement providing for a bilateral secured loan facility of up to $8,000 with Attica as lender to refinance part of the acquisition cost of the vessel owned by the borrower. The facility currently bears interest at SOFR plus a margin. Contships Logistics Corp. has provided an on-demand and irrevocable parent guaranty of the facility. The loan is secured by, among other things, the vessel owned by the borrower, its insurances, earnings, bank accounts and charter agreement which is longer than 12 months. The borrower is subject to standard financial and restrictive covenants under the facility, including a vessel security coverage ratio, an average minimum liquidity requirement and corporate guarantor's consolidated net debt to vessels value ratio.

The loan facility is repayable in 14 semi-annual installments amounting to $765 for installments 1 to 4 and $255 for installments 5 to 14 plus a balloon installment amounting to $2,390 payable together with the last installment. Repayment starts on May 29, 2025 and matures on November 29, 2031.

The outstanding balance of the loan facility as of December 31, 2024 amounted to $8,000.

The amendment to the loan agreements regarding the transition to SOFR, falls within the scope of Interest Rate Benchmark Reform – Phase 2, Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 ("Amendments"), which have been published by IASB in August 2020 and were adopted by the Group as of January 1, 2021. In particular, the Group applied the practical expedient available under the Amendments and adjusted the effective interest rate when accounting for changes in the basis for determining the contractual cash flows under facility agreements. No adjustments to the carrying amount of the loans were necessary.

The Group's credit facilities have financial covenants, which require the Group to maintain, on borrowers or

**7. Long-term debt (Continued)**

Group level, among other things:

- average minimum liquidity on borrowers and/or Group level;
- minimum market value of collateral for each credit facility, such that the aggregate market value of the vessels collateralizing the particular credit facility is between 110% and 125%, depending on the particular facility, of the aggregate principal amount outstanding under such credit facility, or, if we do not meet such threshold, to provide additional security to eliminate the shortfall; and

The agreements governing the Group's indebtedness also contain undertakings limiting or restricting the subsidiaries from, among other things:

- incurring additional indebtedness or issuing certain preferred stock;
- making any substantial change to the general nature of our business;
- paying dividends or repaying or distributing any dividend or share premium reserve in the event of non-compliance with our covenants or without prior written consent of the lenders;
- redeeming or repurchasing capital stock;
- creating or impairing certain securities interests, including liens;
- transferring or selling certain assets;
- entering into certain transactions other than arm's length transactions;
- acquiring a company, shares or securities or a business or undertaking;
- entering into any amalgamation, demerger, merger, consolidation or corporate reconstruction, or selling all or substantially all of our properties or assets;
- experiencing any change in the shareholding position; and
- changing the flag, class or technical or commercial management of the vessel mortgaged under such facility or terminating or materially amending the management agreement relating to such vessel.

Our secured credit facilities are generally secured by, among other things:

- first priority or preferred mortgage over the relevant collateralized vessels;
- first priority or preferred assignment of earnings and insurances from the mortgaged vessels;
- pledge of the earnings account of the mortgaged vessel; and
- corporate guarantees.

As of December 31, 2024 and 2023 the Group was in compliance with its debt covenants.

**(All amounts in thousands of U.S. Dollars, except share and per share)**

## 7. Long-term debt (Continued)

***Loans repayment schedule***

As of December 31, 2024, the annual principal payments falling due in the following years, are as follows:

| Falling Due | Amount |
|---|---|
| 2025 | 42,156 |
| 2026 | 41,335 |
| 2027 | 69,844 |
| 2028 | 11,000 |
| 2029 | 3,400 |
| Overs 5 years | 7,280 |
| **Total** | **175,015** |

The Group has incurred interest expense of $16,607 and $22,399 for the years ended December 31, 2024 and 2023, respectively (Note 9). The weighted average interest rate for the Group's long-term debt for the years ended December 31, 2024 and 2023 was 7.86% and 7.92%, respectively.

All the Group's loan facilities are at variable interest rates and, therefore, their book values approximate their fair values.

## 8. Vessels' operating expenses

The amounts in the consolidated statement of comprehensive income or loss are analyzed as follows:

| | 2024 | 2023 |
|---|---|---|
| Crew wages and related costs | 44,858 | 44,483 |
| Insurances | 7,441 | 6,943 |
| Maintenance, repairs, spares and stores | 28,381 | 26,729 |
| Lubricants | 4,036 | 4,567 |
| Tonnage taxes | 84 | 135 |
| Miscellaneous | 1,640 | 1,381 |
| **Total** | **86,440** | **84,238** |

## 9. Interest and finance costs

Total interest expense and finance charges are analysed as follows:

| | 2024 | 2023 |
|---|---|---|
| Interest expense | 16,607 | 22,399 |
| Loan arrangement fees amortization | 841 | 608 |
| Amortization of gain on debt modification | 933 | - |
| Gain on debt modification, net | - | (2,318) |
| Bank costs | 165 | 171 |
| Other finance costs | 85 | 145 |
| **Total** | **18,631** | **21,005** |

**(All amounts in thousands of U.S. Dollars, except share and per share)**

## 10. General and administrative expenses

General and administrative expenses for the years ended December 31, 2024 and 2023 amounted to $497 and $587, respectively, including audit fees and other various general and administrative expenses.

## 11. Income taxes

Under the laws of the jurisdictions where the companies of the Group are incorporated, they are exempted from income tax deriving from international shipping operations. The Company is subject to registration fees and each of its subsidiaries are subject to registration and tonnage taxes, which amount to $84 and $135 for the years ended December 31, 2024 and 2023, respectively, and are included in the accompanying consolidated statements of comprehensive income or loss under line item “Vessels’ operating expenses”.

## 12. Commitments and contingencies

Various claims, lawsuits and complaints such as those involving government regulations and product liability, arise in the ordinary course of the shipping business. In addition, losses may arise from disputes with charterers, agents, insurance and other claims with suppliers relating to the activity of the vessels. There are no material legal proceedings to which the Group is a party or which involve any of its properties as of December 31, 2024 and as of December 31, 2023.

As of December 31, 2024 and 2023, none of the Group’s subsidiaries were parties to a contract to acquire a vessel.

### Future minimum charter revenue

As of December 31, 2024, the future minimum contracted charter (lease) revenue, net of address commissions, before brokerage commissions expected to be recognized on non-cancellable time charters by the Group’s 41 vessels, excluding the effect of one vessel which was classified as held for sale as of that date, is presented in the table below. This amount does not assume any exercise of optional extension periods which are at the charterers' option.

| Year | Amount |
|---|---|
| 2025 | 74,320 |
| 2026 | 3,692 |
| **Total** | **78,012** |

## 13. Financial risk management

The Group’s principal financial instruments are bank loans (Note 7), the main purpose of which was to finance the Group’s vessels acquisition cost. Other financial instruments of the Group include cash and cash equivalents, trade receivables, prepaid expenses, claims receivable and trade payables, which arise directly from the operation of its vessels.

The main risks arising from the Group’s financial instruments are interest rate risk and credit risk. The majority of the Group’s transactions are denominated in US Dollars, therefore, its exposure to foreign currency risk is minimal.

**(All amounts in thousands of U.S. Dollars, except share and per share)**

## 13. Financial risk management (Continued)

***Interest rate risk***

Cash flow interest rate risk arises primarily from the possibility that changes in interest rates will affect the future cash outflows from the Group's long-term debt and interest income from the Group's financial assets. The sensitivity analysis presented in the tables below demonstrates the sensitivity to a reasonably possible change in interest rates (SOFR), with all other variables held constant, on the Group's results for the years ended December 31, 2024 and 2023. The sensitivity analysis has been prepared assuming a rise or fall in interest rates, which will impact interest expense on floating rate borrowings.

**Year ended December 31, 2024**

| Increase/decrease (%) | Effect on profit |
|---|---|
| +1.5% | (3,221) |
| -1.5% | 3,221 |

**Year ended December 31, 2023**

| Increase/decrease (%) | Effect on profit |
|---|---|
| +1.5% | (4,300) |
| -1.5% | 4,300 |

***Credit risk***

The Group's maximum exposure to credit risk in the event the counterparties fail to perform their obligations as of December 31, 2024 and 2023, in relation to each class of recognized financial assets, is the carrying amount of those assets as indicated in the statements of financial position.

Financial instruments, which potentially subject the Group to significant concentrations of credit risk, consist primarily of cash and cash equivalents and trade accounts receivable. The Group places its cash and cash equivalents, consisting mostly of deposits, with financial institutions. The Group performs annual evaluations of the relative credit standing of those financial institutions. Credit risk with respect to trade accounts receivable is generally managed by the chartering of vessels to major container lines (including regional lines) rather than to more speculative or undercapitalized entities.

The Group has operating revenue exposure from four significant customers for the year ended December 31, 2024 which constitute 26% (CMA CGM), 15% (COSCO), 14% (MSC) and 12% (ZISS) of total revenues and four significant customers for the year ended December 31, 2023 which constitute 29% (CMA CGM), 25% (ZISS), 13% (COSCO) and 12% (MSC) of total revenues.

***Fair values***

The carrying values of financial assets reflected in the accompanying consolidated statements of financial position as of December 31, 2024 and 2023, approximate their respective fair values due to the short-term nature of these financial instruments. The fair value of long-term bank loans with variable interest rates approximates the recorded values, generally due to their variable interest rates. There have been no transfers between Level 1 and Level 2 during the periods.

***Foreign currency risk***

The majority of the Group's transactions are denominated in US Dollars, therefore, its exposure to foreign currency risk from operations is minimal.

**(All amounts in thousands of U.S. Dollars, except share and per share)**

## 13. Financial risk management (Continued)

### *Capital management*

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value. The Group monitors capital using a gearing ratio, which is total debt divided by total assets.

| | 2024 | 2023 |
|---|---|---|
| Non-current assets | 502,825 | 489,303 |
| Current assets | 55,034 | 46,996 |
| **Total assets** | **557,859** | **536,299** |
| Interest bearing loans & borrowings | 173,625 | 232,055 |
| Trade accounts payable, other payables and accruals and deferred revenue | 32,181 | 27,846 |
| **Total debt** | **205,806** | **259,901** |
| **Debt to assets ratio** | **36.9%** | **48.5%** |

### *Liquidity risk*

The tables below summarize the maturity profile of the Group's financial liabilities as of December 31, 2024 and December 31, 2023 based on contractual undiscounted payments:

| **31-Dec-24** | **<3 months** | **3-12 months** | **1-2 years** | **2-5 years** | **>5 years** | **Total** |
|---|---|---|---|---|---|---|
| Debt service* | 12,624 | 41,491 | 47,961 | 89,223 | 7,678 | **198,977** |
| Trade accounts payable | - | 16,101 | - | - | - | **16,101** |
| Other payables and accruals | - | 12,834 | - | - | - | **12,834** |
| | 12,624 | 70,426 | 47,961 | 89,223 | 7,678 | **227,912** |

| **31-Dec-23** | **<3 months** | **3-12 months** | **1-2 years** | **2-5 years** | **>5 years** | **Total** |
|---|---|---|---|---|---|---|
| Debt service* | 16,118 | 52,964 | 51,020 | 156,530 | 2,115 | **278,747** |
| Trade accounts payable | - | 17,392 | - | - | - | **17,392** |
| Other payables and accruals | - | 6,739 | - | - | - | **6,739** |
| | 16,118 | 77,095 | 51,020 | 156,530 | 2,115 | **302,878** |

***(*) Debt service includes contractual obligation in relation to principal and interest as of December 31, 2024 and December 31, 2023. The amount of interest for each of the periods presented above in aggregate amounts to $23,962 and $44,101, respectively.***

## 14. Events after the reporting period

On January 3, 2025, the Group through its subsidiary Syracuse entered into a memorandum of agreement to sell M/V Contship Leo to an unaffiliated entity. On February 11, 2025 M/V Contship Leo was delivered to its new owner.

On January 7, 2025, Ikaria, Woodstone, Albacore, Bianca, Brusa, Legacy, Frankyl and Lazio as joint and several borrowers and the Company as corporate guarantor entered into a fourth supplemental agreement with Alpha Bank, in relation to the loan agreement dated December 23, 2021, for the discharge of the first preferred Cypriot mortgage registered over M/V Contship Era, its registration under the Liberian flag and the provision of a first preferred Liberian mortgage registered over the vessel.

On January 8, 2025, the Group through its subsidiary Marbella entered into a memorandum of agreement to sell M/V Contship Med to an unaffiliated entity. On April 2, 2025 M/V Contship Med was delivered to its new owner.

On January 24, 2025, M/V Contship Air was delivered to its new owners. On January 23, 2025, an amount of $2,930 was repaid to NBG in relation to the disposal of M/V Contship Air owned by Verona (Note 4).

On February 5, 2025, the Group obtained approval from Alpha Bank, in relation to the loan agreement dated October 25, 2022, for the following amendments to be performed: i) margin reduction from 2.65% to 2.00% with retrospective effect from February 25, 2025, and ii) introduction of a cash collateral provision at 0.50%. Documentation is currently in the process of finalization.

On February 5, 2025, the Group obtained approval from Alpha Bank, in relation to the loan agreement dated April 10, 2023, for the following amendments to be performed: i) margin reduction from 2.50% to 2.00% with retrospective effect from February 25, 2025, and ii) introduction of a cash collateral provision at 0.50%. Documentation is currently in the process of finalization.

On February 11, 2025, the Group completed the issuance of a senior unsecured sustainability-linked bond of $100,000 in Norway. Bond proceeds will be utilized towards general corporate purposes, including acquisition of maritime assets and refinancing of existing financial indebtedness.

On February 11, 2025, the Group obtained approval from Eurobank, in relation to the loan agreement dated October 27, 2022, for the following amendments to be performed: i) margin reduction from 2.75% to 2.00%, and ii) introduction of a cash collateral provision at 0.60%. Documentation is currently in the process of finalization.

On February 19, 2025, the Group obtained approval from Attica (formerly known as Pancreta), in relation to the Cassano, Monza and Corsica loan agreements, for the following amendments to be performed to each facility: i) margin reduction to 2.20%, and ii) introduction of a cash collateral provision at 0.50%. Documentation is currently in the process of finalization.

On February 21, 2025, the Company declared a dividend payable to its shareholders in the total amount of $12,502 in order to distribute part of its accumulated profits. The dividend was paid on February 24, 2025.

On March 21, 2025, five of the Group’s newly incorporated subsidiaries Sea Brilliance Inc., Sea Champion S.A., Sea Excellence Ltd., Sea Merit Ltd. and Sea Victorious S.A., entered into memoranda of agreement with unaffiliated entities to acquire the M/V AS Anita, M/V AS Alexandria, M/V AS Filippa, M/V AS Floriana and M/V AS Fabrizia (to be renamed “Contship Pep II”, “Contship Ana II”, “Contship Rex II”, “Contship Eve II” and “Contship Max II”), respectively, which are expected to be delivered between April 2025 and June 2025, for an aggregate purchase price of $72,000.

**14. Events after the reporting period (Continued)**

On March 13, 2025, Alicante, Ancona, Asher, Bari, Cyrus, Genoa, Marbella, Mizuna, Palermo, Parnell, Sevilla, Siena and Umbria as joint and several borrowers and the Company as corporate guarantor entered into a fifth supplemental agreement with Piraeus Bank, in relation to the loan agreement dated December 6, 2021, where the following were agreed: i) margin reduction from 2.50% to 1.95% with retrospective effect from March 10, 2025, ii) extension of the maturity date to June 8, 2028 for Tranche A and December 8, 2027 for Tranche B, and iii) introduction of a cash collateral provision at 0.50%.

On March 31, 2025, Ikaria, Woodstone, Albacore, Bianca, Brusa, Legacy, Frankyl and Lazio as joint and several borrowers and the Company as corporate guarantor entered into a fifth supplemental agreement with Alpha Bank, in relation to the loan agreement dated December 23, 2021, where the following were agreed: i) margin reduction from 2.80% to 2.00% with retrospective effect from February 25, 2025, ii) extension of the maturity date to July 5, 2028, and iii) introduction of a cash collateral provision at 0.50%.

On April 4, 2025, the Group through its subsidiary Albacore entered into a memorandum of agreement to sell M/V Contship Win to an unaffiliated entity. Delivery of M/V Contship Win to its new owner is expected to be completed in May 2025.

On April 10, 2025, Symphony, Eco, Amberjack, Sky Liberty, Santiago, and Antico as joint and several borrowers and the Company as corporate guarantor entered into a first supplemental agreement with Eurobank, in relation to the loan agreement dated July 13, 2023, where the following were agreed: i) margin reduction from 2.75% to 2.00% with effect from March 13, 2025, ii) extension of the maturity date to December 13, 2028, and iii) cash collateral margin reduction from 1.00% to 0.60%.

On April 10, 2025, Tarragona as borrower and the Company as corporate guarantor entered into a second supplemental agreement with Attica, in relation to the loan agreement dated November 15, 2023, where the following were agreed: i) margin reduction from 2.45% to 2.20%, and ii) introduction of a cash collateral provision at 0.50%.

**Contships Logistics Corp.**
**Consolidated Financial Statements**
**For the year ended December 31, 2023**

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**Independent auditor's report**

To the Shareholders and the Board of Directors of Contships Logistics Corp.

**Opinion**

We have audited the consolidated financial statements of Contships Logistics Corp. and its subsidiaries (the Company), which comprise the consolidated statement of financial position as of December 31, 2023, and the consolidated statement of comprehensive income / (loss), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2023 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

**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 consolidated financial statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) together with the ethical requirements that are relevant to our audit of the consolidated financial statements in Greece and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Responsibilities of management for the consolidated financial statements**

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRSs, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated 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. Management is responsible for overseeing the Company's financial reporting process.

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**Auditor’s responsibilities for the audit of the consolidated financial statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Company audit. We remain solely responsible for our audit opinion.

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

*Ernst & Young (Hellas) Certified Auditors Accountants S.A.*

Athens, Greece
April 19, 2024

**Contships Logistics Corp.**
**Consolidated statements of comprehensive income / (loss)**
**For the years ended December 31, 2023 and 2022**
**(All amounts in thousands of U.S. Dollars, except share and per share)**

| | Notes | 2023 | 2022 |
|---|---|---|---|
| Revenue, net | **2** | 274,984 | 262,931 |
| Expenses | | | |
| Voyage expenses | | (8,590) | (6,976) |
| Vessels' operating expenses | **8** | (84,238) | (75,101) |
| Management fees – related party | **5** | (14,100) | (12,850) |
| General and administrative expenses | **10** | (587) | (670) |
| Revaluation loss on vessels | **4** | (35,403) | (3,952) |
| Vessels' disposal related expenses | **4** | (638) | - |
| Depreciation and amortization | **4** | (49,446) | (54,221) |
| **Profit for the year from operations** | | **81,982** | **109,161** |
| Other income / (expenses), net | | 3,450 | 350 |
| Interest and finance costs | **9** | (21,005) | (15,299) |
| Interest income | | 1,198 | 397 |
| Exchange differences, net | | (245) | 40 |
| **Total other expenses, net** | | **(16,602)** | **(14,512)** |
| **Profit for the year** | | $ **65,380** | $ **94,649** |
| **Other comprehensive (loss) / income** | | | |
| Other comprehensive loss that will not be reclassified to profit or loss in subsequent periods | | | |
| Revaluation loss on vessels | **4** | (59,685) | (197,030) |
| **Other comprehensive loss for the year** | | **(59,685)** | **(197,030)** |
| **Total comprehensive income / (loss) for the year** | | $ **5,695** | $ **(102,381)** |

The accompanying notes are an integral part of these consolidated financial statements.

**Contships Logistics Corp.**
**Consolidated statements of financial position**
**As of December 31, 2023 and 2022**
**(All amounts in thousands of U.S. Dollars, except share and per share)**

| | Notes | 2023 | 2022 |
|---|---|---|---|
| **Assets** | | | |
| **Non-current assets** | | | |
| Vessels, net | **4** | 488,800 | 628,950 |
| Deferred listing transaction-related expenses | | 503 | 330 |
| Accrued income | **2** | - | 501 |
| **Total non-current assets** | | **489,303** | **629,781** |
| **Current assets** | | | |
| Inventories | | 4,453 | 2,484 |
| Trade receivables | | 2,784 | 1,099 |
| Accrued income | **2** | 433 | 6,737 |
| Prepaid expenses and other assets | | 4,462 | 4,699 |
| Due from related parties | **5** | - | 289 |
| Claims receivable | | 1,894 | - |
| Cash and cash equivalents | **3** | 32,970 | 25,806 |
| **Total current assets** | | **46,996** | **41,114** |
| **Total assets** | | **536,299** | **670,895** |
| **Shareholders' equity and liabilities** | | | |
| **Shareholders' equity** | | | |
| Authorized common shares 174,408, 174,408 issued and 174,408 outstanding as of December 31, 2023 and December 31, 2022, respectively | **6** | 2 | 2 |
| Paid-in capital | **6** | 121,155 | 121,155 |
| Revaluation reserve | | 28,739 | 95,251 |
| Retained earnings | | 126,502 | 114,802 |
| **Total shareholders' equity** | | **276,398** | **331,210** |
| **Non-current liabilities** | | | |
| Long-term debt, net of current portion, unamortized deferred financing costs and unamortized gain on debt modification | **7** | 180,831 | 243,724 |
| **Total non-current liabilities** | | **180,831** | **243,724** |
| **Current liabilities:** | | | |
| Long-term debt, current portion net of unamortized deferred financing costs and unamortized gain on debt modification | **7** | 51,224 | 64,290 |
| Trade accounts payable | | 17,392 | 17,212 |
| Other payables and accruals | | 6,739 | 6,150 |
| Deferred revenue | | 3,715 | 8,309 |
| **Total current liabilities** | | **79,070** | **95,961** |
| **Total liabilities** | | **259,901** | **339,685** |
| **Total shareholders' equity and liabilities** | | **536,299** | **670,895** |

The accompanying notes are an integral part of these consolidated financial statements.

**Contships Logistics Corp.**
**Consolidated statements of changes in equity**
**For the years ended December 31, 2023 and 2022**
**(All amounts in thousands of U.S. Dollars, except share and per share)**

| | Number of shares (Note 6) | Share capital (Note 6) | Paid-in capital (Note 6) | Revaluation reserve (Note 4) | Retained earnings (Note 6) | Total |
|---|---|---|---|---|---|---|
| **Balance, December 31, 2021** | **174,408** | **2** | **103,156** | **292,281** | **88,546** | **483,985** |
| Profit for the year | - | - | - | - | 94,649 | **94,649** |
| Other comprehensive loss | - | - | - | (197,030) | - | **(197,030)** |
| **Total comprehensive loss** | - | - | - | **(197,030)** | **94,649** | **(102,381)** |
| Dividends | - | - | - | - | (68,393) | **(68,393)** |
| Shareholder's contribution | - | - | 17,999 | - | - | **17,999** |
| **Balance, December 31, 2022** | **174,408** | **2** | **121,155** | **95,251** | **114,802** | **331,210** |
| | | | | | | |
| **Balance, December 31, 2022** | **174,408** | **2** | **121,155** | **95,251** | **114,802** | **331,210** |
| Profit for the year | | | | | 65,380 | **65,380** |
| Other comprehensive loss | **-** | **-** | **-** | (59,685) | - | **(59,685)** |
| **Total comprehensive income** | **-** | **-** | **-** | **(59,685)** | **65,380** | **5,695** |
| Revaluation surplus reclassified within retained earnings | | | | (6,827) | 6,827 | **-** |
| Dividends | **-** | **-** | **-** | - | (60,507) | **(60,507)** |
| **Balance, December 31, 2023** | **174,408** | **2** | **121,155** | **28,739** | **126,502** | **276,398** |

The accompanying notes are an integral part of these consolidated financial statements.

**Contships Logistics Corp.**
**Consolidated statements of cash flows**
**For the years ended December 31, 2023 and 2022**
**(All amounts in thousands of U.S. Dollars, except share and per share)**

| | Notes | 2023 | 2022 |
|---|---|---|---|
| **Cash flows from operating activities** | | | |
| Profit for the year | | 65,380 | 94,649 |
| *Adjustments for non-cash items:* | | | |
| Vessels' depreciation and amortization | 4 | 49,446 | 54,221 |
| Revaluation loss on vessels | 4 | 35,403 | 3,952 |
| Vessels' disposal related expenses | | 425 | - |
| Interest and finance costs | 9 | 21,005 | 15,299 |
| Interest income | | (1,198) | (397) |
| *Movements in working capital:* | | | |
| Decrease / (increase) in: | | | |
| Inventories | | (1,969) | (589) |
| Trade receivables | | (1,685) | (109) |
| Accrued income | | 6,805 | 3,410 |
| Prepaid expenses and other assets | | 237 | 384 |
| Related parties | | 289 | (289) |
| Claims receivables | | (1,894) | - |
| Increase / (decrease) in: | | | |
| Trade accounts payable | | 180 | 3,285 |
| Other payables and accruals | | 407 | 1,137 |
| Deferred revenue | | (4,594) | 4,368 |
| **Cash provided by operations** | | **168,237** | **179,321** |
| Interest paid | | (22,174) | (14,252) |
| **Net cash provided by operating activities** | | **146,063** | **165,069** |
| **Cash flows from investing activities** | | | |
| Vessels' additions | 4 | (23,389) | (29,857) |
| Vessels' acquisition | 4 | (17,533) | (100,346) |
| Vessels' disposal | | 36,114 | - |
| Interest income received | | 1,198 | 397 |
| **Net cash used in investing activities** | | **(3,610)** | **(129,806)** |
| **Cash flows from financing activities** | | | |
| Drawdown of long-term debt | 7 | 10,000 | 103,000 |
| Repayment of long-term debt | 7 | (63,987) | (81,087) |
| Prepayment of long-term debt | 7 | (20,480) | - |
| Financing fees paid | | (315) | (767) |
| Shareholders contribution | | - | 17,999 |
| Dividends paid | 6 | (60,507) | (68,393) |
| **Net cash used in financing activities** | | **(135,289)** | **(29,248)** |
| **Net increase in cash and cash equivalents** | | **7,164** | **6,015** |
| Cash and cash equivalents at the beginning of the year | | 25,806 | 19,791 |
| **Cash and cash equivalents at the end of the year** | 3 | **$32,970** | **$25,806** |

The accompanying notes are an integral part of these consolidated financial statements.

## 1. Incorporation and general information

The accompanying consolidated financial statements include the financial statements of Contships Logistics Corp. ("CLC" or the "Company") and its wholly owned subsidiaries listed below (collectively the "Group"). The principal business of the Group is the ownership and operation of container vessels, providing maritime services for the transportation of containerized cargo on a worldwide basis.

CLC was incorporated in the Republic of the Marshall Islands on November 16, 2021. The Group's operations are carried out from offices in Athens. The registered office of CLC is trust Company Complex, Ajeltake Road, Ajeltake Island, Majuro, Marshall Islands, MH96960.

The Group's operations are managed by Contships Management Inc. ("CMI" or the "Manager"), a related party fully owned by our controlling shareholder, established in the Republic of the Marshall Islands, which operates in Greece through a branch established at 45 Vasilisis Sofias Avenue, Athens, under the provisions of the Law 89/67, as amended.

On December 22, 2021, CLC entered into a share sale and purchase agreement with Contships Holdings Limited ("CHL"), a company indirectly majority owned by CLC's Founder and controlling shareholder, Mr. Nikolaos Pateras, to acquire 100% of the shares of 43 special purpose companies at a nominal value, 39 of which owned a container feeder vessel, two of which were parties to contracts to acquire vessels which were delivered in the first quarter of 2022 and two of which had disposed of their vessels during 2021 (the "Internal Reorganization").

As part of the Internal Reorganization and in contemplation of a future offering, each of the credit facilities secured by the vessels were refinanced in December 2021 (Note 7), and Contships Logistics Corp. provided a corporate guarantee for each facility. The Group's special purpose vessel owning companies are incorporated in the Republic of Liberia.

Prior to the Internal Reorganization, CHL contemplated a number of transactions in order to be able to finalise the share sale and purchase agreement with CLC dated December 22, 2021. On December 9, 2021, CHL performed a distribution to its controlling shareholder, a company owned by Mr. Pateras, in the amount of $132,484 in order to enable the entity become CHL's sole shareholder through buy-out of unaffiliated shareholders. A deemed distribution to the major shareholder in the amount of $9,635 ($6,000 in cash - Note 4 - and $3,635 in debt assumed - Note 7) was also performed in December 2021 as part of the Internal Reorganization. The amounts of $132,484 and $6,000 were provided by the refinancing of the vessels' facilities performed in December 2021 (Note 7).

The Internal Reorganization, which resulted in the transfer of the 43 special purpose companies to the Company, was accounted for using the pooling of interests method, as from the controlling shareholder perspective, it did not change the economic substance. Thus the consolidated financial statements have been prepared as a continuation of the activity of the Group. The wholly owned subsidiaries of CHL have been transferred to the Company, which is also controlled by our Founder, Mr. Pateras, and as such all entities are under common control.

Accordingly, the assets and liabilities transferred in this transaction are reflected at their previous carrying values in CHL's consolidated financial statements, which were prepared in accordance with International Financial Reporting Standards (IFRS), using the historical financial information available from CHL and as if the Group existed since the respective dates of incorporation of entities disclosed below.

The consolidated financial statements have been prepared giving retrospective effect to the transaction described above. Accordingly, the consolidated financial statements represent a continuation of the previous reporting entity's (CHL) consolidated financial statements, and thus include the historical financial statements of the entities below, since their respective dates of incorporation for all periods presented.

**(All amounts in thousands of U.S. Dollars, except share and per share)**

## 1. Incorporation and general information (Continued)

On April 1, 2022, the shares in the vessel owning companies of the vessels Contship Pro and Contship Eve were distributed to a related entity, Swiss Finance Inc. The transaction did not include the exchange of any consideration between the two parties. These vessel owning entities were transferred pending an OFAC application to clarify and, if required provide a specific license, to allow the vessels to perform their charters which include calling at Cuban ports until their expiry. On July 29, 2022, the Company received clarification from OFAC that CLC is not a person subject to U.S. jurisdiction for purposes of OFAC and will not become a person subject to such jurisdiction as a result of being listed on the NYSE in connection with the offering. On August 18, 2022, the shares in the owning companies of the vessels Contship Pro and Contship Eve were contributed back to CLC from the related entity, for no consideration.

The shareholders of Swiss Finance Inc. are the same shareholders that own the Company and have the same ownership percentages in both companies. Control in the related entity and the Company derives from shareholders voting rights, which is based on the holding of common stock, the only class of stock existing at both entities.

The Group's subsidiaries as of December 31, 2023 were the following:

| Name | Activity | Incorporation Date | Incorporation Place |
|---|---|---|---|
| Contship Legacy Shipping S.A. ("Legacy") | Shipowning | 20-Nov-15 | Liberia |
| Frankyl Maritime Company ("Frankyl") | Shipowning | 4-Apr-16 | Liberia |
| Bianca Shipholding Ltd. ("Bianca") | Shipowning | 8-Jun-16 | Liberia |
| Rosehill Shipholding Inc. ("Rosehill") [1] | Shipowning | 29-Dec-15 | Liberia |
| Brazil Marine Inc. ("Brazil") | Shipowning | 8-Jun-16 | Liberia |
| Brusa Oceanways Inc. ("Brusa") | Shipowning | 8-Jun-16 | Liberia |
| Wismar Marine Ltd. ("Wismar") | Shipowning | 14-Nov-16 | Liberia |
| Lubeck Oceanways Inc. ("Lubeck") | Shipowning | 14-Nov-16 | Liberia |
| Schleswig Navigation Corp. ("Schleswig") | Shipowning | 13-Dec-16 | Liberia |
| Contship Eco Shipping S.A. ("Eco") | Shipowning | 14-Mar-14 | Liberia |
| Contship Ability Shipping Inc. ("Ability") | Shipowning | 12-Jan-16 | Liberia |
| Contship Symphony Shipping Inc. ("Symphony") | Shipowning | 12-Jan-16 | Liberia |
| Amberjack Oceanways Ltd. ("Amberjack") | Shipowning | 28-Jun-17 | Liberia |
| Albacore Navigation Ltd. ("Albacore") | Shipowning | 28-Jun-17 | Liberia |
| Santiago Investment Corporation ("Santiago") | Shipowning | 8-Feb-17 | Liberia |
| Sky Liberty Investments Limited ("Sky Liberty") | Shipowning | 27-Dec-16 | Liberia |
| Antico Marine Ltd. ("Antico") | Shipowning | 27-Jun-18 | Liberia |

**(All amounts in thousands of U.S. Dollars, except share and per share)**

## 1. Incorporation and general information (Continued)

| Name | Activity | Incorporation Date | Incorporation Place |
|---|---|---|---|
| Verona Shiptrading Inc. ("Verona") | Shipowning | 6-Jul-17 | Liberia |
| Woodstone Maritime Company | Shipowning | 31-May-18 | Liberia |
| Ikaria Shiptrading S.A. ("Ikaria") | Shipowning | 27-Jun-18 | Liberia |
| Marea Navigation S.A. ("Marea") | Shipowning | 25-Aug-17 | Liberia |
| Genoa Marine Ltd ("Genoa") | Shipowning | 18-Nov-19 | Liberia |
| Alicante Maritime Company ("Alicante") | Shipowning | 3-Apr-19 | Liberia |
| Asher Shipping Limited ("Asher") | Shipowning | 3-May-18 | Liberia |
| Cyrus Corporation ("Cyrus") | Shipowning | 2-Jan-19 | Liberia |
| Bari Maritime Ltd ("Bari") | Shipowning | 18-Nov-19 | Liberia |
| Marbella Maritime Ltd ("Marbella") | Shipowning | 23-Oct-19 | Liberia |
| Meteora Marine S.A. ("Meteora") | Shipowning | 6-Jul-17 | Liberia |
| Mizuna Inc. ("Mizuna") | Shipowning | 1-Mar-18 | Liberia |
| Nemea Navigation S.A. ("Nemea") | Shipowning | 6-Jul-17 | Liberia |
| Parnell Corporation ("Parnell") | Shipowning | 23-Feb-18 | Liberia |
| Sevilla Maritime Company ("Sevilla") | Shipowning | 3-Apr-19 | Liberia |
| Ancona Marine Ltd ("Ancona") | Shipowning | 18-Nov-19 | Liberia |
| Siena Maritime Ltd ("Siena") | Shipowning | 18-Nov-19 | Liberia |
| Syracuse Marine Ltd ("Syracuse") | Shipowning | 18-Nov-19 | Liberia |
| Palermo Maritime Ltd ("Palermo") | Shipowning | 18-Nov-19 | Liberia |
| Umbria Marine Ltd. ("Umbria") | Shipowning | 16-Oct-20 | Liberia |
| Lazio Marine Ltd. ("Lazio") | Shipowning | 20-Oct-20 | Liberia |
| Auriga Navigation Co. ("Auriga") | Shipowning | 10-Mar-21 | Liberia |
| Calabria Marine Ltd. ("Calabria")[2] | Shipowning | 20-Oct-20 | Liberia |
| Columba Seas S.A. ("Columba")[3] | Shipowning | 2-Apr-21 | Liberia |
| Sorrento Marine Ltd. ("Sorrento")[4] | Shipowning | 18-Jan-22 | Liberia |
| Ravello Navigation S.A. ("Ravello")[5] | Shipowning | 4-Oct-22 | Liberia |
| Positano Marine S.A. ("Positano")[6] | Shipowning | 4-Oct-22 | Liberia |
| Almeria Marine Ltd. ("Almeria")[7] | Shipowning | 24-Feb-23 | Liberia |
| Tarragona Oceanways S.A. ("Tarragona")[8] | Shipowning | 30-Mar-23 | Liberia |
| Cassano Maritime Ltd. ("Cassano")[9] | Shipowning | 4-Apr-23 | Liberia |
| Nereus Oceanways Inc. ("Nereus") | Former Shipowning | 9-Nov-15 | Liberia |
| Willard Maritime Ltd. ("Willard") | Former Shipowning | 29-Dec-15 | Liberia |
| Salerno Oceanways S.A. ("Salerno")[10] | Former Shipowning | 4-Oct-22 | Liberia |
| Amalfi Seas S.A. ("Amalfi")[11] | Former Shipowning | 4-Oct-22 | Liberia |

1 On March 14, 2024, Rosehill sold the M/V Contship Pro (Note 14).
2 Calabria took delivery of M/V Contship Pep on January 18, 2022 (Note 4).
3 Columba took delivery of M/V Contship Eve on January 13, 2022 (Note 4).
4 Sorrento took delivery of M/V Contship Sky on May 13, 2022 (Note 4).
5 Ravello took delivery of M/V Contship Art on November 12, 2022 (Note 4).
6 Positano took delivery of M/V Contship Yen on November 17, 2022 (Note 4).
7 Almeria took delivery of M/V Contship Luv on April 10, 2023 (Note 4).
8 Tarragona took delivery of M/V Contship Box on November 16, 2023 (Note 4).
9 Cassano took delivery of M/V Contship Gem on February 20 2024 (Note 14).
10 Salerno took delivery of M/V Contship Rex on November 15, 2022. On December 12, 2023, Salerno sold the M/V Contship Rex (Note 4).
11 Amalfi took delivery of M/V Contship Dax on November 25, 2022. On December 14, 2023, Amalfi sold the M/V Contship Dax (Note 4).

**(All amounts in thousands of U.S. Dollars, except share and per share)**

## 1. Incorporation and general information (Continued)

The consolidated financial statements of the Group include the financial statements of CLC and the following subsidiaries, all of them being vessel owning companies and dormant:

| Shipping company | Vessel name | TEU | Year built | Date of vessel acquisition |
|---|---|---|---|---|
| Lazio Marine Ltd. | Contship Ivy | 925 | 2007 | 2-Dec-14 |
| Contship Legacy Shipping S.A. | Contship Joy | 925 | 2007 | 2-Dec-14 |
| Frankyl Maritime Company | Contship New | 1,118 | 2007 | 30-Jun-16 |
| Bianca Shipholding Ltd. | Contship Oak | 1,118 | 2007 | 26-Jul-16 |
| Rosehill Shipholding Inc. | Contship Pro | 1,083 | 2003 | 5-Aug-16 |
| Brazil Marine Inc. | Contship Quo | 998 | 2007 | 3-Nov-16 |
| Brusa Oceanways Inc. | Contship Ray | 1,118 | 2008 | 28-Dec-16 |
| Wismar Marine Ltd. | Contship Sun | 966 | 2007 | 30-Jan-17 |
| Lubeck Oceanways Inc. | Contship Top | 1,118 | 2008 | 27-Apr-17 |
| Schleswig Navigation Corp. | Contship Uno | 1,118 | 2007 | 19-Apr-17 |
| Contship Eco Shipping S.A. | Contship Eco | 750 | 2008 | 26-Mar-14 |
| Contship Ability Shipping Inc. | Contship Max | 966 | 2006 | 4-Mar-16 |
| Contship Symphony Shipping Inc. | Contship Fun | 964 | 2006 | 6-Apr-16 |
| Amberjack Oceanways Ltd. | Contship Vow | 1,118 | 2007 | 10-Aug-17 |
| Albacore Navigation Ltd. | Contship Win | 1,118 | 2008 | 24-Aug-17 |
| Santiago Investment Corporation | Contship Zen | 1,072 | 2014 | 14-Jun-18 |
| Sky Liberty Investments Limited | Contship Cub | 1,072 | 2013 | 4-Jul-18 |
| Antico Marine Ltd. | Contship Don | 1,098 | 2006 | 21-Nov-18 |
| Verona Shiptrading Inc. | Contship Air | 1,118 | 2006 | 9-Aug-18 |
| Woodstone Maritime Company | Contship Fox | 1,114 | 2009 | 10-Dec-18 |
| Ikaria Shiptrading S.A. | Contship Era | 1,114 | 2009 | 17-Dec-18 |
| Marea Navigation S.A. | Contship Bee | 1,118 | 2006 | 8-Jan-19 |
| Genoa Marine Ltd | Contship Ten | 1,114 | 2007 | 29-Jun-20 |
| Alicante Maritime Company | Contship Ace | 1,267 | 2008 | 12-Nov-19 |
| Asher Shipping Limited | Contship Zoe | 1,114 | 2007 | 3-Jun-19 |
| Cyrus Corporation | Contship Way | 1,114 | 2008 | 22-May-19 |
| Bari Maritime Ltd | Contship Vie | 1,114 | 2007 | 22-Jun-20 |
| Marbella Maritime Ltd | Contship Med | 1,118 | 2004 | 19-Dec-19 |
| Meteora Marine S.A. | Contship Ice | 1,341 | 2011 | 15-Feb-19 |
| Mizuna Inc. | Contship Run | 1,432 | 2007 | 4-Mar-19 |

**(All amounts in thousands of U.S. Dollars, except share and per share)**

## 1. Incorporation and general information (Continued)

| Shipping company | Vessel name | TEU | Year built | Date of vessel acquisition |
|---|---|---|---|---|
| Nemea Navigation S.A. | Contship Gin | 1,341 | 2011 | 13-Feb-19 |
| Parnell Corporation | Contship Sea | 1,432 | 2007 | 14-Mar-19 |
| Sevilla Maritime Company | Contship Jet | 1,267 | 2007 | 24-Sep-19 |
| Ancona Marine Ltd | Contship Pax | 1,114 | 2008 | 24-Jun-20 |
| Siena Maritime Ltd | Contship Ono | 1,118 | 2007 | 12-Mar-20 |
| Syracuse Marine Ltd | Contship Leo | 1,118 | 2008 | 13-Oct-20 |
| Palermo Maritime Ltd | Contship Key | 1,022 | 2007 | 3-Dec-20 |
| Umbria Marine Ltd. | Contship Lex | 1,114 | 2006 | 25-Feb-21 |
| Auriga Navigation Co. | Contship Ana | 966 | 2006 | 12-May-21 |
| Columba Seas S.A. | Contship Eve | 966 | 2008 | 13-Jan-22 |
| Calabria Marine Ltd. | Contship Pep | 966 | 2006 | 18-Jan-22 |
| Sorrento Marine Ltd. | Contship Sky | 1,118 | 2008 | 13-May-22 |
| Ravello Navigation S.A. | Contship Art | 1,102 | 2014 | 12-Nov-22 |
| Positano Marine S.A. | Contship Yen | 1,102 | 2014 | 17-Nov-22 |
| Almeria Marine Ltd. | Contship Luv | 1,118 | 2008 | 10-Apr-23 |
| Tarragona Oceanways S.A. | Contship Box | 1,506 | 2009 | 16-Nov-23 |
| Cassano Maritime Ltd. | - | - | - | - |

| Shipping company | Vessel name | TEU | Year built | Date of vessel disposal |
|---|---|---|---|---|
| Nereus Oceanway Inc. | Contship Gem | 1,083 | 2003 | Disposed 10-Jun-21 |
| Willard Maritime Ltd. | Contship Hub | 1,083 | 2003 | Disposed 23-Jun-21 |
| Salerno Oceanways S.A. | Contship Rex | 1,102 | 2015 | Disposed 12-Dec-23 |
| Amalfi Seas S.A. | Contship Dax | 1,102 | 2016 | Disposed 14-Dec-23 |

### Impact of Invasion in Ukraine on the Group’s Business

The invasion in Ukraine by Russia has disrupted supply chains and caused instability in the energy markets and the global economy, which have experienced significant volatility. The United States and the European Union, among other countries, have announced sanctions against Russia, including sanctions targeting the Russian oil sector, among those a prohibition on the import of oil and coal from Russia to the United States. The ongoing conflict could result in uncertain impacts on the international shipping markets the world economy and consequently the Group’s business and results of operations.

To date, no apparent consequences have been identified on the Group’s business. Management continuously monitors developments between the Ukraine and Russia which may affect the Group.

Currently, the invasion in Ukraine by Russia has not had any negative impact on the trading of the Group’s vessels or its revenues but may have an adverse impact on the Group’s ability to man and operate its containerships with suitably experienced crew members from the Ukraine or Russia and, as a consequence, its crew costs may increase, which could have an adverse effect on its results of operations and financial condition.

In the case of a call at a Russian port management undertakes due diligence with respect to all of the parties and cargoes involved with such calls in order to verify that such parties and cargoes are compliant with sanctions regulations. The Group has no transactions with sanctioned entities or persons. Currently, none of the Group’s vessels call at Russian ports.

## 1. Incorporation and general information (Continued)

### Impact of Conflict in Gaza and the subsequent Red Sea Crisis on the Group's Business

The conflict between Israel and Hamas in the Gaza Strip and the Red Sea Crisis has not affected the Group's business to date; however, an escalation of this conflict could have reverberations on the regional and global economies that could have the potential to adversely affect demand for containership cargoes and the Group's business. The Group will continue to monitor and assess the global economic conditions, developments, along with their potential direct or indirect negative effects on the containership market which may affect the Group.

## 2. Significant accounting policies and accounting estimates

### 2.1 Basis of presentation

These consolidated financial statements comprise of the financial statements of the Group (see Note 1). The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies.

The transactions described above, in relation to the distribution and contribution back to CLC of shares in the vessel owning companies of the vessels Contship Pro and Contship Eve, have been assessed from the controlling shareholder perspective, as they were entered into in contemplation of each other, and have been assessed as linked and leading to no change of the economic substance. Accordingly, the consolidated financial statements as of and for the years ended December 31, 2023 and 2022 include the historical financial statements of the entities listed in Note 1, since their respective dates of incorporation for all periods presented.

In this respect, these condensed consolidated financial statements as of and for the year ended December 31, 2022, are prepared on a consolidated basis to reflect the results of operations of the two vessel owning entities for the full period presented, including the period from April 1, 2022 to August 18, 2022. In doing so and in the absence of guidance under the IFRS as issued by the IASB, the Company applied the guidance under U.S. Generally Acceptable Accounting Principles, to the extent that these do not conflict with the provisions of IFRS.

The accompanying consolidated financial statements have been prepared under the historical cost basis, except for vessels that have been measured at fair value. All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

As of December 31, 2023 the Group's current liabilities exceeded its current assets by $32,074. Based on management's going concern assessment the Group will continue to operate as a going concern, supported mainly from the fact that the Group's future minimum charter revenue, net of address commissions, expected to be recognized on non-cancellable time charters (Note 12), which is the Group's main driver of profitability, will provide the Group with sufficient funds in order to cover its working capital deficit as of December 31, 2023, expenses to be incurred and capital commitments for the period ending twelve months from these financial statements.

These financial statements are presented in thousand U.S. dollars as this is the Group's functional currency.

***Foreign currency translation***

The functional currency of the Group is the U.S. Dollar because the Group's vessels operate in international shipping markets in which, revenues and expenses are settled mainly in U.S. Dollars. Transactions in currencies other than the Group's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Exchange differences are recognized in earnings in the period in which they arise.

## 2. Significant accounting policies and accounting estimates (Continued)

### 2.2 Summary of significant accounting policies

***Cash and cash equivalents***

Cash represents cash on hand and deposits with banks which are repayable on demand. Cash equivalents represent short term, highly liquid investments which are readily convertible into known amounts of cash with original maturities of three months or less at the time of purchase that are subject to an insignificant risk of change in value**.**

***Inventories***

Inventories consist of lubricants, bunkers on board the vessel, in the event of a vessel not being employed under a charter, and spares which are stated at the lower of cost and net realizable value. Cost is determined by the first in, first out method.

***Vessels***

Vessels are initially recognized at cost. Cost consists of the vessel's contract price and any material expenses incurred upon acquisition of the vessel (initial repairs, improvements, delivery expenses and other expenditures) to prepare the vessel for its initial voyage. Subsequent expenditures for major improvements are also capitalized when it is probable that future economic benefits associated with the improvement will flow to the entity and the cost of the improvement can be measured reliably.

Subsequent to initial recognition, vessels are carried at a revalued amount, being their fair value at the date of revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

Valuations are obtained by independent third-party appraisers to assist management in its valuation (Level 2 fair value measurement). Revaluations are made on an annual basis as of December 31 to ensure that the carrying amount does not differ significantly from fair value. In case there is external evidence that would indicate the carrying values of the vessels have either increased or decreased over 10%, an interim revaluation is performed.

Any revaluation surplus, the excess of fair value of the asset from its carrying value (including unamortized dry-docking cost), is credited to other comprehensive income or loss and accumulated to the asset revaluation reserve in equity, except to the extent that it reverses a revaluation decrease of the same asset previously recognized in the statement of comprehensive income or loss, in which case the increase is recognized in the statement of comprehensive income or loss. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset, and the net amount is applied to the revalued amount of the asset.

Gains and losses on disposal of a vessel are recognized in the statement of comprehensive income or loss. The revaluation surplus is reclassified within the retained earnings and not reclassified to the statement of comprehensive income or loss when the assets are disposed.

***Depreciation and amortisation***

Depreciation is calculated using the straight-line method over the remaining estimated useful life of the vessels, after considering the estimated residual value. The assumed value of scrap steel for the purpose of estimating the residual values of vessels is calculated at $400 per lightweight ton and the useful life of the vessels to be 30 years from the date of initial delivery from the shipyard.

Special survey and dry-docking costs are capitalized as a separate component of vessel cost on acquisition of the vessel. At the date of acquisition of a vessel, management estimates the component of the cost that corresponds to the economic benefit to be derived until the first scheduled dry-docking of the vessel under the ownership of the Group. These costs are capitalized when incurred and amortized over the estimated period to the next scheduled dry-docking or special survey, which is generally every 2.5 or 5 years, respectively.

## 2. Significant accounting policies and accounting estimates (Continued)

### 2.2 Summary of significant accounting policies (Continued)

***Secondhand vessels acquired with a charter contract attached***

In the case of a secondhand vessel acquired with a charter contract attached, the acquisition cost of the vessel is adjusted to reflect the off-market element, if the terms of the charter contract attached are favourable or unfavourable relative to market terms and prices. Accordingly, depreciation of the vessel acquired is adjusted to reflect the timing of the cash flows attributable to the underlying charter contract attached.

***Vessels held for sale***

It is the Company's policy to dispose of vessels when suitable opportunities occur and not necessarily to keep them until the end of their useful life. Vessels are classified as held for sale when all applicable criteria enumerated under IFRS 5 are met and are measured at the lower of their carrying amount or fair value less cost to sell. These assets are not depreciated once they meet the criteria to be held for sale. A revaluation surplus or deficit for an asset held for sale is recognized when its fair value less cost to sell is higher/lower than its carrying value at the date it meets the held for sale criteria and upon subsequent measurement.

***Interest bearing loans and borrowings***

Loans and borrowings are initially recognized at the fair value of the consideration received net of issuance costs associated with the borrowing. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the effective interest method.

***Financing and borrowing costs***

Fees incurred for obtaining new loans or refinancing existing loans are deferred and amortized over the life of the related facility, using the effective interest rate method. Any unamortized balance of costs relating to loans repaid or refinanced is expensed in the period the repayment or refinancing is made.

Borrowing costs consist of interest and other costs that the Group incurs in connection with the borrowing of funds. Borrowing costs are expensed in the accompanying consolidated statement of comprehensive income or loss under line item "Interest and finance costs", except for borrowing costs that relate to a qualifying asset. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. Borrowing costs that relate to qualifying assets are capitalized.

***Revenue and expense recognition***

Revenues are generated from time charter agreements. Time charter revenues are recorded over the lease term of the charter as the service is provided. To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease.
As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

If the lease qualifies as an operating lease, e.g. time charter out, the leased asset remains on the balance sheet of the lessor and continues being depreciated. The Group recognizes lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'revenue'. Payments related to service component made under operating leases are also recognized in the income statement over the term of the lease.

**(All amounts in thousands of U.S. Dollars, except share and per share)**

## 2. Significant accounting policies and accounting estimates (Continued)

### 2.2 Summary of significant accounting policies (Continued)

***Revenue and expense recognition (Continued)***

Revenues generated from chartering out vessels on time charter agreements are accounted for as operating lease revenues and are recognized on a straight-line basis over the non-cancelable term of the relevant time charter starting from the vessel's delivery to the charterer, when a charter agreement exists, excluding any off-hire period, the vessel is made available and services are provided to the charterer and collection of the respective hire is reasonably assured. If a time charter contains one or more consecutive option periods, then subject to the options being reasonably certain to be exercised by the charterer, the time charter revenue will be recognized on a straight-line basis over the total remaining life of the time charter, the time charter revenue will be recognized on a straight-line basis over the total remaining life of the time charter from the date of modification. Any difference between the charter rate invoiced and the time charter revenue recognised is classified as, or released from, either accrued income or deferred revenue. For the year ended December 31, 2023 the effect on "Revenue, net" is a decrease of $6,805 and an decrease of $3,410 for the year ended December 31, 2022, and "Accrued income", current and non-current as of December 31, 2023 amounted to $433 (2022: $6,737) and $ nil (2022: $501), respectively.

IFRS 16 "Leases" requires to separate lease and non-lease components, with the lease component qualifying as operating lease under IFRS16 and the service components accounted for under IFRS 15 "Revenue from Contracts with Customers". Revenue earned under time charter agreements is not negotiated in its two separate components, but as a whole. In order to prepare the required disclosure, the residual allocation method was used. The Group estimates the non-lease component as the cost of operating the vessels by taking into consideration all operating costs excluding insurances. The lease component is then calculated as the difference between total revenue after deducting the non-lease component. For the years ended December 31, 2023 and 2022 the lease component amounted to $197,689 and $194,335 respectively, and the non-lease component to $77,295 and $68,596, respectively.

Address commissions, which represent a discount (sales incentive) on services rendered by the Group and no identifiable benefit is received in exchange for this consideration provided to the charterer, are presented as a reduction of revenue. For the years ended December 31, 2023 and 2022, address commissions amounted to $7,350 and $7,093, respectively, and are included in the accompanying consolidated statements of comprehensive income or loss under line item "Revenue, net".

Operating revenue from significant customers (constituting more than 10% of total time charter revenue) was as follows:

| **Charterer** | **Year ended December 31,** | |
|---|---|---|
| | **2023** | **2022** |
| CMA CGM | 29% | 37% |
| ZISS | 25% | 22% |
| COSCO | 13% | 11% |
| MSC | 12% | 12% |

Deferred revenue includes hire collected prior to the reporting date relating to services to be rendered after the statement of financial position date as well as any difference between the charter rate invoiced and the time charter revenue and is included in the accompanying consolidated statement of financial position under line item "Deferred revenue" and is classified as a current liability.

Vessel operating expenses comprise all expenses relating to the operation of the vessel, including crewing, insurance, repairs and maintenance, stores, lubricants, spares and consumables, and miscellaneous expenses. Vessel operating expenses are recognized as incurred; payments in advance for services or products to be consumed or expensed in the next reporting period are recorded as prepaid expenses.

Under the Group's time charter arrangements, charterers bear substantially all voyage expenses, including bunker fuel, port chargers and canal toll, but not brokerage commissions, which the Group has historically paid to ship brokers based on a percentage commission calculated on the gross revenue.

## 2. Significant accounting policies and accounting estimates (Continued)

### 2.2 Summary of significant accounting policies (Continued)

***General and administrative expenses***

General and administrative expenses include, among other expenses, executive officers compensation, directors' fees, director's liabilities insurance, audit fees and listing transaction-related expenses.

Voyage expenses and brokerage commissions on revenue, other than address commissions, are expensed as incurred. Commissions are recognized as expenses on a pro rata basis over the duration of the period of the time charter. Bunkers consumption, agency fees, port expenses and canal tolls are consumed or expensed during vessels' unemployment and off-hire.

***Trade receivables, net***

Trade receivables, net include estimated recoveries from hire, net of a provision for doubtful accounts. Trade accounts receivable without a significant financing component are initially measured at their transaction price and subsequently measured at amortized cost less impairment losses, which are recognized in the consolidated statement of comprehensive income or loss and other comprehensive income or loss. At each reporting date, all potentially uncollectible accounts are assessed individually for purposes of determining the appropriate provision for doubtful accounts.

***Trade receivables, net (Continued)***

Bad debts are written-off in the year in which they are identified. Provision for expected credit losses is charged in the consolidated statement of comprehensive income or loss and other comprehensive income or loss in the year incurred. There were no provisions for credit losses recognized for the years ended December 31, 2023 and 2022.

***Provisions and contingencies***

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources will be required to settle this obligation and a reliable estimate of the amount of the obligation can be made. Provisions are reviewed at each reporting date and adjusted to reflect the present value of the expenditure expected to be required to settle the obligation. Contingent liabilities are not recognized in the financial statements but are disclosed unless the possibility of an outflow of resources is remote. Contingent assets are not recognized in the financial statements but are disclosed when an inflow of economic benefits is probable.

***Financial assets and liabilities***

<u>Financial assets</u>

Initial recognition measurement of financial assets

Under IFRS 9, on initial recognition, a financial asset either debt investment or equity investment, is classified and subsequently measured at: amortized cost; fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL). The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

## 2. Significant accounting policies and accounting estimates (Continued)

### 2.2 Summary of significant accounting policies (Continued)

***Financial assets and liabilities (Continued)***

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

A financial asset (unless it is a trade receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition.

Impairment of financial assets

IFRS 9 introduces the ‘expected credit loss’ (ECL) model. The new impairment model applies to financial assets measured at amortized cost, contract assets and debt investments at FVOCI, but not to investments in equity instruments.

The financial assets at amortized cost consist of trade receivables and cash and cash equivalents.

Under IFRS 9, loss allowances are measured on either of the following bases:

- 12-month ECLs: these are ECLs that result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analyzes, based on the Group’s historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 180 days past due.

The Group considers a financial asset to be in default when:

- the counterparty is unlikely to pay its contractual obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is more than 1 year past due.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk. ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between cash flows due to the Group in accordance with the contract and cash flows that the Group expects to receive). ECLs are discounted at the effective interest rate of the financial asset. Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

## 2. Significant accounting policies and accounting estimates (Continued)

### 2.2 Summary of significant accounting policies (Continued)

***Financial assets and liabilities (Continued)***

Derecognition of financial assets

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognized when:

- the rights to receive cash flows from the asset have expired;
- the Group retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a "pass-through" arrangement; or
- the Group has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the assets, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Where the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Group's continuing involvement in the asset.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

*Financial liabilities*

*Initial recognition and measurement of financial liabilities*

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, loans and borrowings.

*Subsequent measurement of financial liabilities*

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. The Group has not designated any financial liability as at fair value through profit or loss.

## 2. Significant accounting policies and accounting estimates (Continued)

### 2.2 Summary of significant accounting policies (Continued)

***Financial assets and liabilities (Continued)***

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss. This category generally applies to interest-bearing loans and borrowings.

Derecognition of financial liabilities:

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and, the difference in the respective carrying amounts is recognized in profit or loss.

***Fair value of financial assets and liabilities***

There are no financial instruments in Levels 1 and 3 and no transfers between Levels 1 and 2 during the years and periods presented. The definitions of the Levels, provided by IFRS 7 *Financial instruments Disclosure*, are based on the degree to which the inputs used to determine fair value are observable.

- Level 1 fair value measurements are those derived from quoted prices in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

***Current versus non-current classification***

The Group presents assets and liabilities in the consolidated statement of financial position based on current/non-current classification.

An asset as current when it is:

- Expected to be realized or intended to be sold or consumed in a normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period

All other assets are classified as non-current. A liability is current:

- It is expected to be settled in a normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

## 2. Significant accounting policies and accounting estimates (Continued)

### 2.2 Summary of significant accounting policies (Continued)

***Debt modification or extinguishment***

Under IFRS 9, accounting for a debt modification depends on whether the terms of the original debt agreement have been substantially modified. When they are substantially modified (i.e. the modification is 'substantial'), the original debt instrument is considered extinguished and is derecognized for accounting purposes, and a new debt instrument is recognized in its place. Conversely, when a modification is non-substantial, the original debt instrument is modified. Similarly, the impact to profit or loss differs based on whether the terms of the original debt have been substantially modified.

A debt modification is considered substantial upon performance under a quantitative and qualitative assessment.

With respect to the quantitative assessment, if net present value of the debt cash flows under the new terms is different by at least 10% from the present value of the remaining cash flows under the original terms, then debt modification is considered substantial. Cash flows are defined as net of any fees paid and/or received and are discounted using the effective interest rate of the original debt.

The purpose of a qualitative assessment is to identify substantial differences in terms that by their nature are not captured by a quantitative assessment. Accordingly, modifications whose effect is included in the quantitative assessment, and that are not considered substantial based on that assessment, cannot generally be considered substantial on their own from a qualitative perspective. These may include changes in principal amounts, maturities, interest rates, prepayment options and other contingent payment terms.

If the modification is concluded to be substantial the original debt is derecognized and a new debt is recognized, new debt is measured at fair value and the difference between the carrying amount of the original debt and the consideration paid to extinguish it is generally recognised as gain or loss on extinguishment.

If the modification is concluded not to be substantial the original debt is not derecognized, an adjustment is performed in the carrying amount of the debt to the net present value of the revised cash flows discounted using the original effective interest rate (applying floating rate approach where appropriate) and it is amortized over its remaining term (i.e. revise the effective interest rate of the debt).

***Segment information***

The information provided to the Group's chief operating decision makers to review the Group's operating results and allocate resources is on a consolidated basis for a single reportable segment. Furthermore, when the Group charters a vessel to a charterer, the charterer is free to trade the vessel worldwide (subject to globally applicable trade restrictions) and, as a result, the disclosure of geographic information is impracticable.

## 2. Significant accounting policies and accounting estimates (Continued)

### 2.3 Significant accounting judgements, estimates and assumptions

The preparation of consolidated financial statements in accordance with IFRS requires that Management makes assessments and estimates that affect the assets and liabilities, the income and expenses and the disclosure of contingent receivables and liabilities. These assessments and estimates are based on the information available to the Management of the Group and the markets in which it operates, and its experience in connection with similar transactions or events and are considered reasonable under the circumstances. Any subsequent possible changes in the existing conditions are taken into account in order to revise, if necessary, these assessments and estimates. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Significant accounting estimates regarding the assets of the Group are the estimates of useful life, residual value of the vessels and fair value measurement of the vessels as they affect significantly the financial statements.

In addition, the recoverability of receivables requires assessments and estimates that are also important, given that they may significantly affect the financial statements. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

In estimating the fair value of the vessel, the Group uses market observable data to the extend they are available. Where the level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation.

Information about the valuation techniques and inputs used in determining the fair value of the vessels are disclosed in Note 4.

Except as described below for the adoption of new standards effective as of January 1, 2023, the accounting policies adopted in the preparation of the consolidated financial statements for the year ended December 31, 2023 are consistent with those applied in the preparation of the consolidated financial statements for the year ended December 31, 2022.

### 2.4 New standards and interpretations

**Standards and interpretations adopted in the year ended December 31, 2023:**

- **IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of Accounting policies (Amendments)**
  The Amendments are effective for annual periods beginning on or after January 1, 2023 with earlier application permitted. The amendments provide guidance on the application of materiality judgements to accounting policy disclosures. In particular, the amendments to IAS 1 replace the requirement to disclose 'significant' accounting policies with a requirement to disclose 'material' accounting policies. Also, guidance and illustrative examples are added in the Practice Statement to assist in the application of the materiality concept when making judgements about accounting policy disclosures. The Group revisited and updated its accounting policies to apply the requirements of the amendments to IAS 1. The amendments had no material impact on the financial statements of the Group.

  The following accounting policies adopted are consistent with those of the previous financial year except for the following IFRS and amendments to IFRS which have been adopted by the Group as of 1 January 2023:

- **IFRS 17 insurance contracts,**
- **IAS 8 Accounting policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates (Amendments),**
- **IAS 12 Income taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments),**
- **IAS 12 Income taxes: International Tax Reform - Pillar Two Model Rules (Amendments)**

  These newly adopted IFRS and amendments to IFRS did not have a material impact on the Group's accounting policies.

**(All amounts in thousands of U.S. Dollars, except share and per share)**

## 2. Significant accounting policies and accounting estimates (Continued)

### 2.4 New standards and interpretations (Continued)

**Standards and interpretations issued but not yet effective and not early adopted:**

- **IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current (Amendments)**

  The amendments are effective for annual reporting periods beginning on or after January 1, 2024, with earlier application permitted. Management is in process of assessing the effect of these amendments on the Company’s financial statements and disclosures.

- **IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments Disclosure - Supplier Finance Arrangements (Amendments).**
  The amendments are effective for annual reporting periods beginning on or after January 1, 2024, with earlier application permitted. Management is in the process of assessing the effect of these amendments on the Group’s financial statements and disclosures.

- **IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability (Amendments).**
  The amendments are effective for annual reporting periods beginning on or after January 1, 2025, with earlier application permitted. Management is in the process of assessing the effect of these amendments on the Group’s financial statements and disclosures.

- **Amendment in IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture.** In December 2015 the IASB postponed the effective date of this amendment indefinitely pending the outcome of its research project on the equity method of accounting.

- **IFRS 16 Leases: Lease Liability in a Sale and Leaseback (amendments).**
  The amendments are effective for annual reporting periods beginning on or after January 1, 2024, with earlier application permitted. Management is in the process of assessing the effect of these amendments on the Group’s financial statements and disclosures.

The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

## 3. Cash and cash equivalents

| | **2023** | **2022** |
|---|---:|---:|
| Cash held in banks | 642 | 7,366 |
| Cash held in time deposits | 32,328 | 18,440 |
| Total | **32,970** | **25,806** |

Cash held in banks earns interest at floating rates based on daily bank deposit rates. Cash held in time deposits represents amounts placed at short-term time deposits, earning interest at rates agreed in advance between the Group and the respective financial institution. The fair value of cash and cash equivalents as of December 31, 2023 and December 31, 2022 was $32,970 and $25,806, respectively.

**(All amounts in thousands of U.S. Dollars, except share and per share)**

## 4. Vessels, net

The amounts in the accompanying consolidated statements of financial position as of December 31, 2023 and 2022 are analyzed as follows:

| | 2023 | 2022 |
|---|---|---|
| **Vessel** | | |
| As of January 1 | 679,782 | 777,932 |
| Additions | 19,473 | 102,832 |
| Disposals | (30,940) | - |
| Revaluation adjustment | (66,053) | (197,030) |
| Revaluation loss on vessels | (35,403) | (3,952) |
| As of December 31 | **566,859** | **679,782** |
| **Accumulated depreciation** | | |
| As of January 1 | (91,276) | (48,432) |
| Depreciation charge for the year | (31,555) | (42,844) |
| Disposals | 1,416 | **-** |
| As of December 31 | **(121,415)** | **(91,276)** |
| **Net carrying amount of vessel as of December 31** | **445,444** | **588,506** |
| **Dry docking** | | |
| As of January 1 | 74,083 | 45,702 |
| Additions | 20,705 | 28,381 |
| Disposals | (192) | - |
| As of December 31 | **94,596** | **74,083** |
| **Accumulated depreciation** | | |
| As of January 1 | (35,950) | (23,702) |
| Depreciation charge for the year | (15,794) | (12,248) |
| As of December 31 | **(51,744)** | **(35,950)** |
| **Net carrying amount of dry-docking as of December 31** | **42,852** | **38,133** |
| **Time charter attached** | | |
| As of January 1 | 1,440 | - |
| Additions | 517 | 1,440 |
| Disposals | (227) | - |
| As of December 31 | **1,730** | **1,440** |
| **Accumulated amortization** | | |
| As of January 1 | 871 | - |
| Amortization of time charter attached | (2,097) | 871 |
| As of December 31 | **(1,226)** | **871** |
| **Net carrying amount of time charter attached as of December 31** | **504** | **2,311** |
| **Total, net carrying amount as of December 31** | **488,800** | **628,950** |

**(All amounts in thousands of U.S. Dollars, except share and per share)**

**4. Vessels, net (Continued)**

As of December 31, 2023 based on market conditions existing at that time, the Group performed revaluation of its vessels, in accordance with its relevant accounting policy, the carrying value of which decreased by $101,915. The Group has accounted for the revaluation deficit by recording an amount of $35,403 in the statement of comprehensive income or loss, and an amount of $66,512 in other comprehensive income or loss for the year ended December 31, 2023, which offsets existing surplus previously recognized in the revaluation surplus of the same assets.

As of December 31, 2022 based on market conditions existing at that time, the Group performed revaluation of its vessels, in accordance with its relevant accounting policy, the carrying value of which decreased by $200,982. The Group has accounted for the revaluation deficit by recording an amount of $3,952 in the statement of comprehensive income or loss, and an amount of $197,030 in other comprehensive income or loss for the year ended December 31, 2022, which offsets existing surplus previously recognized in the revaluation surplus of the same assets.

The fair value of the vessels as of December 31, 2023 and 2022 was determined by the Group based on valuations from independent ship brokers, not related to the Group. The appraisal was performed on a ”willing Seller and willing Buyer” basis, based on the sale and purchase market condition prevailing at the valuation date subject to the vessel being in sound condition and made available for delivery charter free and took into consideration recent sales and purchase transactions involving comparable vessels. The fair value of the vessels was derived from valuation techniques that include inputs for similar vessels adjusted for age and size that are considered observable market data and hence falls within level 2 of the fair value hierarchy. There have been no transfers between levels of hierarchy.

During 2023 the Group proceeded with the acquisition of the following vessels:

| Vessel Owning Company | Vessel Name | TEU’S | Acquisition Date | Acquisition Cost |
|---|---|---|---|---|
| Almeria Marine Ltd. | Contship LUV | 1,118 | 10/Apr/23 | $10,525 |
| Tarragona Oceanways S.A. | Contship BOX | 1,506 | 16/Nov/23 | $7,008 |
| | | | **Total** | **$17,533** |

During 2022, the following vessels were acquired by the Group:

| Vessel Owning Company | Vessel Name | TEU’S | Acquisition Date | Acquisition Cost |
|---|---|---|---|---|
| Columba Seas S.A. | Contship EVE | 966 | 13/Jan/22 | $12,565 |
| Calabria Marine Ltd. | Contship PEP | 966 | 18/Jan/22 | $12,120 |
| Sorrento Marine Ltd. | Contship SKY | 1,118 | 13/May/22 | $13,773 |
| Ravello Navigation S.A. | Contship ART | 1,102 | 12/Nov/22 | $15,202 |
| Salerno Oceanways S.A. | Contship REX | 1,102 | 15/Nov/22 | $16,099 |
| Positano Marine S.A. | Contship YEN | 1,102 | 17/Nov/22 | $15,335 |
| Amalfi Seas S.A. | Contship DAX | 1,102 | 25/Nov/22 | $17,702 |
| | | | **Total** | **$102,796** |

Preliminary expenses are also included in the acquisition costs presented above for 2023 and 2022.

On April 3, 2023, the Group through its subsidiary Almeria entered into a memorandum of agreement to acquire M/V Contship Luv from an unaffiliated entity for an initial contract price of $10,500. The Group took delivery of M/V Contship Luv on April 10, 2023.

**4. Vessels, net (Continued)**

On September 27, 2023, the Group through its subsidiary Tarragona entered into a memorandum of agreement to acquire M/V Contship Box from an unaffiliated entity for an initial contract price of $7,000. The Group took delivery of M/V Contship Box on November 16, 2023.

On January 13, 2022, the Group through its subsidiary Columba took delivery of second-hand vessel M/V Contship Eve. Columba had entered into a memorandum of agreement to acquire M/V Contship Eve on November 25, 2021 from an unaffiliated entity for an initial contract price of $12,500. On January 18, 2022, the Group through its subsidiary Calabria took delivery of second-hand vessel M/V Contship Pep. Calabria had entered into a memorandum of agreement to acquire M/V Contship Pep on November 29, 2021 from an unaffiliated entity for an initial contract price of $12,000. As of December 31, 2021 the Group had deposited an amount of $2,450 in aggregate to the sellers, representing 10% of the initial memorandum of agreement prices of M/V Contship Eve ($1,250) and Contship Pep ($1,200).

On March 25, 2022, the Group through its subsidiary Sorrento entered into a memorandum of agreement to acquire M/V Contship Sky from an unaffiliated entity for an initial contract price of $14,000. The Group took delivery of M/V Contship Sky on May 13, 2022.

M/V Contship Sky was acquired with a time charter attached, which expired on May 1, 2023. On acquisition the Group recognized a component representing the below market value of the time charter attached amounting to $2,100, reflected in the accompanying consolidated statement of financial position as of December 31, 2022 under line item “Vessels, net”, which was amortized over the remaining period of the time charter attached. During the years ended December 31, 2023 and 2022, the amortization of the component amounted to $711 and $1,389, respectively, and was included in the accompanying consolidated statements of comprehensive income or loss under line item “Depreciation and amortization”.

On October 6, 2022, the Group through its subsidiary Ravello entered into a memorandum of agreement to acquire M/V Contship Art from an unaffiliated entity for an initial contract price of $15,300. The Group took delivery of M/V Contship Art on November 12, 2022.

M/V Contship Art was acquired with a time charter attached, which expired on September 15, 2023. On acquisition the Group recognized a component representing the above market value of the time charter attached amounting to $550, reflected in the accompanying consolidated statement of financial position as of December 31, 2022 under line item “Vessels, net”, which was amortized over the remaining period of the time charter attached. During the years ended December 31, 2023 and 2022, the amortization of the component amounted to $461 and $89, respectively, and was included in the accompanying consolidated statements of comprehensive income or loss under line item “Depreciation and amortization”.

On October 6, 2022, the Group through its subsidiary Salerno entered into a memorandum of agreement to acquire M/V Contship Rex from an unaffiliated entity for an initial contract price of $16,100. The Group took delivery of M/V Contship Rex on November 15, 2022.

M/V Contship Rex was acquired with a time charter attached, which expired on August 26, 2023. On acquisition the Group recognized a component representing the above market value of the time charter attached amounting to $710, reflected in the accompanying consolidated statement of financial position as of December 31, 2022 under line item “Vessels, net”, which was amortized over the remaining period of the time charter attached. During the years ended December 31, 2023 and 2022, the amortization of the component amounted to $594 and $116, respectively, and was included in the accompanying consolidated statements of comprehensive income or loss under line item “Depreciation and amortization”.

**(All amounts in thousands of U.S. Dollars, except share and per share)**

**4. Vessels, net (Continued)**

On October 6, 2022, the Group through its subsidiary Positano entered into a memorandum of agreement to acquire M/V Contship Yen from an unaffiliated entity for an initial contract price of $15,350. The Group took delivery of M/V Contship Yen on November 17, 2022.

M/V Contship Yen was acquired with a time charter attached, which expired on June 16, 2023. On acquisition the Group recognized a component representing the above market value of the time charter attached amounting to $740, reflected in the accompanying consolidated statement of financial position as of December 31, 2022 under line item "Vessels, net", which was amortized over the remaining period of the time charter attached. During the years ended December 31, 2023 and 2022, the amortization of the component amounted to $584 and $157, respectively, and was included in the accompanying consolidated statements of comprehensive income or loss under line item "Depreciation and amortization".

On October 6, 2022, the Group through its subsidiary Amalfi entered into a memorandum of agreement to acquire M/V Contship Dax from an unaffiliated entity for an initial contract price of $17,750. The Group took delivery of M/V Contship Dax on November 25, 2022.

M/V Contship Dax was acquired with a time charter attached, which expired on November 22, 2023. On acquisition the Group recognized a component representing the above market value of the time charter attached amounting to $1,540, reflected in the accompanying consolidated statement of financial position as of December 31, 2022 under line item "Vessels, net", which was amortized over the remaining period of the time charter attached. During the years ended December 31, 2023 and 2022, the amortization of the component amounted to $1,384 and $156, respectively, and was included in the accompanying consolidated statements of comprehensive income or loss under line item "Depreciation and amortization". The amount of the unamortised portion of the component for M/V Contship Dax was written off upon sale and included in $1,384.

During the year ended December 31, 2023, the Group paid a total consideration of $17,533, including preliminary expenses, in order to complete the acquisition of the two vessels disclosed above.

During the year ended December 31, 2022, the Group paid a total consideration of $100,346, including preliminary expenses, in order to complete the acquisition of the seven vessels disclosed above.

During 2023, the Group proceeded with the disposal of the following vessels:

| Vessel Owning Company | Vessel Name | TEU'S | Disposal Date | Disposal Cost |
|---|---|---|---|---|
| Salerno Oceanways S.A. | Contship REX | 1,102 | 12/Dec/23 | $17,618 |
| Amalfi Seas S.A. | Contship DAX | 1,102 | 14/Dec/23 | $18,496 |
| | | | **Total** | **$36,114** |

On December 12, 2023 and on December 14, 2023 the Group sold the M/V Contship Rex and the M/V Contship Dax, respectively. Both vessels were classified as held for sale on October 9, 2023 when their memoranda of agreement were executed and, therefore, were depreciated until that date. The Group transferred directly to retained earnings the aggregate amount of $6,827 representing existing surplus previously recognized in the revaluation surplus of the same assets. Brokerage commissions in the aggregate amount of $638 were charged to the Group upon sale of vessels M/V Contship Rex and M/V Contship Dax, and are separately reflected in the accompanying consolidated statements of comprehensive income or loss under line item "Vessels' disposal related expenses".

## 4. Vessels, net (Continued)

No vessels were sold in 2022.

During the years ended December 31, 2023 and 2022 the Group capitalized the amounts of $1,198 and $3,544, respectively, representing costs for the installation of ballast water treatment system on its vessels.

As of December 31, 2023, all vessels of the Group have been pledged as collateral to secure the bank loans discussed in Note 7.

## 5. Transactions with related parties

Contships Management Inc. is engaged, under separate management agreements, directly with each vessel owning company of the Group, to provide a wide range of shipping managerial and administrative services such as commercial operations, technical support and maintenance, engagement and provision of crew, insurance arrangements and financial and accounting services in exchange of a management fee per month per vessel for all vessels. On January 1, 2022, all vessel owning companies of the Group entered into new management agreements with CMI.

CMI receives a management fee of $25 per month per vessel for services provided. In addition, CMI is also entitled to receive a brokerage commission of 1.25% on all gross revenues earned by each vessel of the Group and a commission of 1.00% on the price of all vessel sales, unless an overriding agreement between the parties involved exists. The new management agreements are effective from January 1, 2022.

The Manager has subcontracted, through an amendment to the ship-broking agreement which services all of the Group's vessels dated January 1, 2022, the chartering and sale and purchase services to B&T (Shipbrokers) Inc. ("B&T" or the "Ship-Broker"), a company owned by the Group's Founder and controlling shareholder starting from January 1, 2022. Before January 1, 2022 B&T was entitled to receive a brokerage commission of up to 1.25% on all gross revenues earned by each vessel of the Group and a commission of 1.00% on the price of all vessel sales, subcontracted from CMI which was initially entitled to receive a brokerage commission of 1.25% on all gross revenues earned by each vessel of the Group and a commission of 1.00% on the price of all vessel sales. The management fees charged by CMI for the years ended December 31, 2023 and 2022 amounted to $14,100 and $12,850, respectively, and are separately reflected in the accompanying consolidated statements of comprehensive income or loss under line item "Management fees – related party". The brokerage commission charged by B&T on the price of vessels sold during the year ended December 31, 2023 amounted to $213 in aggregate, was charged in accordance with the respective commission agreements in place, and is included in other comprehensive income or loss for the year ended December 31, 2023. No vessels were sold in 2022.

Brokerage commissions on all gross revenues earned charged by B&T, for the years ended December 31, 2023 and 2022 amounted to $3,529 and $3,396, respectively, and are included in the accompanying consolidated statements of comprehensive income or loss under line item "Voyage expenses". As of December 31, 2023 there was no balance either payable or receivable to/from CMI while as of December 31, 2022 the receivable balance from CMI amounted to $289. As of December 31, 2023 and December 31, 2022, there was no balance either payable or receivable to/from B&T.

## 6. Share capital and paid-in capital

**Share capital:** The authorized share capital of the Company is divided into 174,408 shares, out of which 174,408 registered shares of a par value of $0.01each have been issued and outstanding as of December 31, 2023 and December 31, 2022. All shares are in registered form.

**Paid-in capital:** Paid-in capital of the Company amounts to $121,155 as of December 31, 2023 and as of December 31, 2022 and consists of cash contributions made by the shareholders.

On February 10, 2022, the Company declared a dividend payable to its shareholders in the total amount of $10,000 in order to distribute part of profits generated during the year ended December 31, 2022. The dividend was paid on February 12, 2022.

On April 14, 2022, the Company declared a dividend payable to its shareholders in the total amount of $17,999 in order to distribute an additional part of profits generated during the year ended December 31, 2022. The dividend was paid on April 15, 2022.

On April 19, 2022, an amount of $17,999 in aggregate was contributed to Rosehill and Columba from the shareholders in order to settle outstanding liabilities and provide for liquidity.

On June 30, 2022, the Company declared and paid a dividend to its shareholders in the total amount of $12,557 in order to distribute part of profits generated during the three months ended March 31, 2022.

On October 4, 2022, the Company declared a dividend payable to its shareholders in the total amount of $12,751 in order to distribute part of profits generated during the three months ended June 30, 2022. The dividend was paid on October 6, 2022.

On December 20, 2022, the Company declared a dividend payable to its shareholders in the total amount of $15,086 in order to distribute part of profits generated during the three months ended September 30, 2022. The dividend was paid on December 21, 2022.

On March 29, 2023, the Company declared a dividend payable to its shareholders in the total amount of $10,001 in order to distribute part of profits generated during the three months ended December 31, 2022. The dividend was paid on April 12, 2023.

On May 10, 2023, the Company declared a dividend payable to its shareholders in the total amount of $15,501 in order to distribute part of its accumulated profits. The dividend was paid on May 23, 2023.

On September 7, 2023, the Company declared a dividend payable to its shareholders in the total amount of $10,001 in order to distribute part of profits generated during the three months ended June 30, 2023. The dividend was paid on September 13, 2023.

On October 27, 2023, the Company declared a dividend payable to its shareholders in the total amount of $12,502 in order to distribute part of profits generated during the three months ended September 30, 2023. The dividend was paid on October 31, 2023.

On December 18, 2023, the Company declared a dividend payable to its shareholders in the total amount of $12,502 in order to distribute part of its accumulated profits. The dividend was paid on December 21, 2023.

**(All amounts in thousands of U.S. Dollars, except share and per share)**

## 7. Long-term debt

| | **2023** | **2022** |
|---|---|---|
| Amounts due within one year | 50,801 | 63,637 |
| Amounts due after one year | 183,845 | 245,476 |
| | 234,646 | 309,113 |
| Plus accrued interest | 1,744 | 1,203 |
| Less loan arrangement fees | (2,017) | (2,302) |
| Less gain on debt modification | (2,318) | - |
| **Total** | **232,055** | **308,014** |

***Loan facilities on or after Internal Reorganization (Note 1)***

$67,160 Loan Facility with National Bank of Greece S.A.

On December 6, 2021, Wismar, Lubeck, Schleswig, Verona, Marea, Meteora and Nemea entered as joint and several borrowers into a loan agreement providing for a secured term loan facility of up to $67,160 with National Bank of Greece S.A. ("NBG") as lender to refinance indebtedness related to the respective seven vessels owned by the borrowers (Tranche A and Tranche B amounting to $22,160 in total) and raise funding for general corporate needs, investment purposes and working capital (Tranche C amounting to $45,000). The facility currently bears interest at SOFR plus a margin, with effect from July 19, 2023 as mutually agreed through the supplemental agreement dated July 19, 2023. Contships Logistics Corp. has provided an on-demand and irrevocable parent guaranty of the facility. The loan is secured by, among other things, seven vessels owned by the borrowers, their insurances, earnings, bank accounts and charter agreements which are longer than 12 months. The borrowers are subject to standard financial and restrictive covenants under the facility, including a vessel security to debt ratio and corporate guarantor's consolidated interest coverage ratio and total debt to vessel value ratio.

The initial facility also contained a mandatory prepayment requirement, which was amended as disclosed below, pursuant to which, in the case of an initial public offering of the Company's common shares, the Group shall prepay portion of the facility in a principal amount equal to the outstanding at that time balance of Tranche C, plus a prepayment fee.

Tranches A and B are repayable in 10 semi-annual installments, the first five in a total amount of $1,043 and the remaining five in a total amount of $1,067, plus a balloon installment in a total amount of $11,608 payable together with the last installment. Repayment of Tranches A and B started on March 8, 2022 and matures on September 8, 2026.

Tranche C is repayable in 9 installments, the first of which amounting to $20,000 was paid on December 8, 2022, followed by 8 semi-annual installments amounting to $4,125 for installments 2 to 5, $1,125 for installments 6 to 7 and $3,125 for installments 8 to 9. Repayment of Tranche C matures on December 8, 2026.

On February 22, 2023, Wismar, Lubeck, Schleswig, Verona, Marea, Meteora and Nemea entered as joint and several borrowers into a supplemental agreement with NBG, in relation to the loan agreement dated December 6, 2021, where the lender provided its consent to an IPO of the Company on or before December 31, 2023. NBG's consent to an IPO of the Company was extended to the maturity date of the loan through the supplemental agreement dated March 6, 2024 (Note 14). The supplemental agreement with NBG dated February 22, 2023 also contains a mandatory prepayment requirement pursuant to which, in the case of an initial public offering of the Company's common shares, the Company shall prepay on or prior to December 31, 2023 portion of the facility in a principal amount equal to the outstanding at that time balance of Tranche C, plus a prepayment fee.

On July 19, 2023, Wismar, Lubeck, Schleswig, Verona, Marea, Meteora and Nemea as joint and several borrowers and the Company as corporate guarantor entered into a supplemental agreement with NBG, in relation to the loan agreement dated December 6, 2021, where transition from LIBOR to SOFR was mutually agreed with effect from the date of the agreement.

**7. Long-term debt (Continued)**

The supplemental agreement with NBG dated July 19, 2023 also contains an amended mandatory prepayment requirement pursuant to which, in the case of an initial public offering of the Company's common shares, the borrowers shall prepay the higher of i) an amount which is equal to 20% of the net proceeds of the IPO and ii) $8,000, plus a prepayment fee. The amount to be prepaid subject to the amended mandatory prepayment requirement shall not exceed the outstanding at that time balance of Tranche C, which amounted to $20,875 as of July 19, 2023 and $16,750 as of December 31, 2023. Mandatory prepayment shall be made within 30 day of the occurrence of such IPO.

On September 15, 2023, Wismar, Lubeck, Schleswig, Verona, Marea, Meteora and Nemea as joint and several borrowers and the Company as corporate guarantor entered into a supplemental agreement with NBG, in relation to the loan agreement dated December 6, 2021, for the discharge of the first preferred Liberian mortgage registered over M/V Contship Air and M/V Contship Bee, their registration under the Cyprus flag and the provision of a first preferred Cypriot mortgage registered over the two vessels.

The loan amendments with NBG that occurred during 2023 have been treated as debt modifications in accordance with IFRS 9 and a net amount of $110 has been recognized as gain on debt modification for the year ended December 31, 2023, which is included in the accompanying consolidated statement of comprehensive income or loss under line item "Interest and finance costs".

The outstanding balance of the loan facility as of December 31, 2023 amounted to $34,737.

<u>$131,200 Facility with Piraeus Bank S.A.</u>

On December 6, 2021, Alicante, Ancona, Asher, Bari, Cyrus, Genoa, Marbella, Mizuna, Palermo, Parnell, Sevilla, Siena, Syracuse and Umbria entered as joint and several borrowers into a loan agreement providing for a secured loan facility of up to $131,200 with Piraeus Bank S.A. ("Piraeus Bank") as lender to refinance indebtedness related to the respective 14 vessels owned by the borrowers (Tranche A amounting up to $36,200) and raise funding for general corporate needs, investment purposes and working capital (Tranche B amounting to $95,000). The total amount actually utilized was $130,616. The facility currently bears interest at SOFR plus margin, with retrospective effect from June 8, 2023 as mutually agreed through the second supplemental agreement dated July 17, 2023. Contships Logistics Corp. has provided an on-demand and irrevocable parent guaranty of the facility. The loan is secured by, among other things, fourteen vessels owned by the borrowers, their insurances, earnings, bank accounts and charter agreements which are longer than 12 months. The borrowers are subject to standard financial and restrictive covenants under the facility, including a vessel security coverage ratio, an average minimum liquidity requirement and corporate guarantor's consolidated net debt to vessels value ratio.

The initial facility also contained a mandatory prepayment requirement, which was amended as disclosed below, pursuant to which, in the case of an initial public offering of the Company's common shares, the Group shall prepay portion of the facility in a principal amount equal to the outstanding at that time balance of Tranche B, within 30 days of the consummation of such offering.

On July 17, 2023, Alicante, Ancona, Asher, Bari, Cyrus, Genoa, Marbella, Mizuna, Palermo, Parnell, Sevilla, Siena, Syracuse and Umbria as joint and several borrowers and the Company as corporate guarantor entered into a second supplemental agreement with Piraeus Bank, in relation to the loan agreement dated December 6, 2021, where the following were agreed: i) transition from LIBOR to SOFR with retrospective effect from June 8, 2023, ii) margin reduction from 3.00% to 2.50% with retrospective effect from June 8, 2023 and iii) extension of the maturity date to June 8, 2027. Accordingly, the outstanding balance of Tranche A, which was $28,116, as of the date of the second supplemental agreement, is repayable in 16 quarterly installments amounting to $1,250 plus a balloon installment amounting to $8,116 payable together with the last installment. Repayment of Tranche A started on September 8, 2023 and matures on June 8, 2027. The outstanding balance of Tranche B, which was $47,500, as of the date of the second supplemental agreement, is repayable in 8 semi-annual installments amounting to $7,500 for installments 1 to 5, $5,000 for installment 6 and $2,500 for installments 7 to 8. Repayment of Tranche B started on December 8, 2023 and matures on June 8, 2027.

**7. Long-term debt (Continued)**

The second supplemental agreement also contains an amended mandatory prepayment requirement pursuant to which, in the case of an initial public offering of the Company's common shares, the Group shall prepay Tranche B pro rata by an amount not less than 25% of the net proceeds of the IPO.

The amount to be prepaid subject to the amended mandatory prepayment requirement shall not exceed the outstanding at that time balance of Tranche B, which amounted to $47,500 as of July 17, 2023 and $40,000 as of December 31, 2023. Mandatory prepayment shall be made within 30 day of the occurrence of such IPO.

On October 2, 2023, Alicante, Ancona, Asher, Bari, Cyrus, Genoa, Marbella, Mizuna, Palermo, Parnell, Sevilla, Siena, Syracuse and Umbria entered as joint and several borrowers and the Company as corporate guarantor entered into a third supplemental agreement with Piraeus Bank, in relation to the loan agreement dated December 6, 2021, for the discharge of the first preferred Liberian mortgage registered over M/V Contship Key and M/V Contship Leo, their registration under the Cyprus flag and the provision of a first preferred Cypriot mortgage registered over the two vessels.

The loan amendments with Piraeus Bank that occurred during 2023 have been treated as debt modifications in accordance with IFRS 9 and a net amount of $724 has been recognized as gain on debt modification for the year ended December 31, 2023, which is included in the accompanying consolidated statement of comprehensive income or loss under line item "Interest and finance costs".

The outstanding balance of the loan facility as of December 31, 2023 amounted to $65,616.

<u>$52,673 Facility with Eurobank S.A.</u>

On December 10, 2021, Ability, Symphony, Eco, Amberjack, Sky Liberty, Santiago, Brazil and Antico entered as joint and several borrowers into a loan agreement providing for a secured loan facility of up to $52,673 with Eurobank Ergasias S.A. ("Eurobank") as agent to refinance indebtedness related to the respective eight vessels owned by the borrowers.

The outstanding balance of the loan facility as of December 31, 2021 amounted to $52,673 and fully refinanced the then outstanding indebtedness with Eurobank.

On July 13, 2022, Ability, Symphony, Eco, Amberjack, Santiago, Sky Liberty, Brazil and Antico as joint and several borrowers and the Company as corporate guarantor entered into a supplemental agreement with Eurobank S.A., in relation to the loan agreement dated December 10, 2021, where i) the Lender provided its consent to the borrowers' intention to prepay part of the loan ($29,673 at the date of the agreement) following the successful completion of the IPO and ii) it was agreed the repayment schedule of the loan to be amended accordingly, as provided in the supplemental agreement dated July 13, 2022.

As of July 13, 2023 the outstanding balance of this facility amounted to $45,173 and was fully refinanced by the Eurobank Facility dated July 13, 2023.

The loan amendments with Eurobank that occurred during 2023 have been treated as debt modifications in accordance with IFRS 9 and a net amount of $464 has been recognized as gain on debt modification for the year ended December 31, 2023, which is included in the accompanying consolidated statement of comprehensive income or loss under line item "Interest and finance costs".

## 7. Long-term debt (Continued)

<u>$71,750 Facility with Alpha Bank S.A.</u>

On December 23, 2021, Ikaria, Woodstone, Albacore, Auriga, Bianca, Brusa, Legacy, Frankyl, Rosehill and Lazio entered as joint and several borrowers into a loan agreement providing for a secured loan facility of up to $71,750 with Alpha Bank S.A. ("Alpha Bank") as lender to refinance indebtedness related to the respective ten vessels owned by the borrowers. $36,750 was advanced on December 23, 2021 to fully refinance the then outstanding indebtedness with Alpha Bank and $35,000 was drawn on January 4, 2022 for general corporate purposes. An amount of $3,635, representing a deemed distribution to the major shareholder, which is included in the amount of $71,750, was assumed by the Group as part of the Internal Reorganization with respect to the acquisition of M/V Contship Ana. The facility currently bears interest at SOFR plus a margin, with retrospective effect from July 5, 2023 as mutually agreed through the third supplemental agreement dated July 12, 2023. Contships Logistics Corp. has provided an on-demand and irrevocable parent guaranty of the facility. The loan is secured by, among other things, ten vessels owned by the borrowers, their insurances, earnings, bank accounts and charter agreements which are longer than 12 months. The borrowers are subject to standard financial and restrictive covenants under the facility, including a vessel security coverage ratio, an average minimum liquidity requirement and corporate guarantor's consolidated net debt to vessels value ratio.

On January 4, 2022, the Group performed drawdown of the committed amount of $35,000 under its loan facility with Alpha Bank dated December 23, 2021, the purpose of which was to be utilized for general corporate purposes.

On March 31, 2022, Ikaria, Woodstone, Albacore, Auriga, Bianca, Brusa, Legacy, Frankyl, Rosehill and Lazio as joint and several borrowers, the Company as corporate guarantor and Calabria as new corporate guarantor entered into a first supplemental agreement with Alpha Bank, in relation to the loan agreement dated December 23, 2021, where i) it was agreed the Rosehill borrower (M/V Contship Pro) to be fully released and discharged from all of its respective obligations under the loan agreement and ii) additional security was provided to the lender through mortgage of M/V Contship Pep (Calabria) and assignment of its insurances, earnings, bank accounts and charter agreements which are longer than 12 months.

On July 14, 2022, Ikaria, Woodstone, Albacore, Auriga, Bianca, Brusa, Legacy, Frankyl and Lazio as joint and several borrowers and the Company and Calabria as corporate guarantors entered into a second supplemental agreement with Alpha Bank, in relation to the loan agreement dated December 23, 2021, where i) the Lender provided its consent to the borrowers' intention to prepay part of the loan ($37,500 at the date of the agreement) following the successful completion of the IPO and ii) it was agreed the repayment schedule of the loan to be amended accordingly, as provided in the second supplemental agreement dated July 14, 2022.

The remaining outstanding balance following the prepayment would be repayable in nine consecutive semi-annual installments of $1,250 each plus a balloon installment amounting to $14,000 payable together with the last installment. Final repayment installment was expected to be repaid on January 4, 2027.

On July 12, 2023, Ikaria, Woodstone, Albacore, Auriga, Bianca, Brusa, Legacy, Frankyl and Lazio as joint and several borrowers and the Company and Calabria as corporate guarantors entered into a third supplemental agreement with Alpha Bank, in relation to the loan agreement dated December 23, 2021, where the following were agreed: i) transition from LIBOR to SOFR with retrospective effect from June 6, 2023, ii) margin reduction from 3.00% to 2.80% with retrospective effect from July 5, 2023 and iii) extension of the maturity date to July 5, 2027. Accordingly, the outstanding balance of $46,250, as of the date of the third supplemental agreement, is repayable in 8 semi-annual installments amounting to $7,500 for the first installment, $3,000 for installments 2 to 8 plus a balloon installment amounting to $17,750 payable together with the last installment. Repayment starts on January 5, 2024 and matures on July 5, 2027. The loan amendment that occurred on July 12, 2023 has been treated as debt modification in accordance with IFRS 9.

## 7. Long-term debt (Continued)

The loan amendments with Alpha Bank that occurred during 2023 have been treated as debt modifications in accordance with IFRS 9 and a net amount of $774 has been recognized as gain on debt modification for the year ended December 31, 2023, which is included in the accompanying consolidated statement of comprehensive income or loss under line item “Interest and finance costs”.

The outstanding balance of the loan facility as of December 31, 2023 amounted to $46,250.

<u>$36,500 Facility with Alpha Bank S.A.</u>

On October 25, 2022, Rosehill, Columba, Positano and Salerno entered as joint and several borrowers into a loan agreement providing for a secured loan facility of up to $36,500 with Alpha Bank as lender to refinance the acquisition cost of the respective four vessels owned by the borrowers. The aggregate amount of $36,500 was fully utilized by November 17, 2022. The facility currently bears interest at term SOFR plus a margin. Contships Logistics Corp. has provided an on-demand and irrevocable parent guaranty of the facility. The loan is secured by, among other things, four vessels owned by the borrowers, their insurances, earnings, bank accounts and charter agreements which are longer than 12 months. The borrowers are subject to standard financial and restrictive covenants under the facility, including a vessel security coverage ratio, an average minimum liquidity requirement and corporate guarantor’s consolidated net debt to vessels value ratio.

On October 5, 2023, Rosehill, Columba, Positano and Salerno as joint and several borrowers and the Company as corporate guarantor entered into a first supplemental agreement with Alpha Bank, in relation to the loan agreement dated October 25, 2022, for the discharge of the first preferred Liberian mortgage registered over M/V Contship Yen, its registration under the Cyprus flag and the provision of a first preferred Cypriot mortgage registered over the vessel.

On December 13, 2023, an amount of $9,500 was repaid upon disposal of M/V Contship Rex owned by Salerno (Note 4).

On November 2, 2023, Rosehill, Columba and Positano obtained approval by Alpha Bank to amend the repayment schedule of the loan, as provided in the second supplemental agreement finalized on January 4, 2024 (Note 14), following the repayment and the release and discharge of Salerno from all of its respective obligations under the loan agreement. Accordingly, the outstanding balance of $19,000 as of December 13, 2023, following the disposal of M/V Contship Rex, and as of January 4, 2024 is repayable in 8 semi-annual installments amounting to $500 for installments 1 to 4 and $667 for installments 5 to 8 plus a balloon installment amounting to $14,332 payable together with the last installment. Repayment starts on April 26, 2024 and matures on October 26, 2027.

The loan amendment that was approved on November 2, 2023 has been treated as debt modification in accordance with IFRS 9 and a net amount of $246 has been recognized as gain on debt modification for the year ended December 31, 2023, which is included in the accompanying consolidated statement of comprehensive income or loss under line item “Interest and finance costs”.

The outstanding balance of the loan facility as of December 31, 2023 amounted to $19,000.

<u>$31,500 Facility with Eurobank S.A.</u>

On October 27, 2022, Amalfi, Ravello and Sorrento entered as joint and several borrowers into a loan agreement providing for a secured loan facility of up to $31,500 (Tranches A and B amounting to $12,000 each and Tranche C amounting to $7,500) with Eurobank as agent to refinance the acquisition cost of the respective three vessels owned by the borrowers. The aggregate amount of $31,500 was fully utilized by November 25, 2022. The facility currently bears interest at term SOFR plus a margin. Contships Logistics Corp. has provided an on-demand and irrevocable parent guaranty of the facility. The loan is secured by, among other things, eight vessels owned by the borrowers, their insurances, earnings, bank accounts and charter agreements which are longer than 12 months. The borrowers are subject to standard financial and restrictive covenants under the facility, including a vessel security coverage ratio and an average minimum liquidity requirement.

## 7. Long-term debt (Continued)

On December 14, 2023, an amount of $10,980 was repaid upon disposal of M/V Contship Dax owned by Amalfi (Note 4).

Accordingly, following the repayment and the release and discharge of Amalfi from all of its respective obligations under the loan agreement, the outstanding balance of $16,720 as of December 14, 2023, is repayable in 10 semi-annual installments amounting to $1,170 for installments 1 to 2, $880 for installments 3 to 10 plus a balloon installment amounting to $7,340 payable together with the last installment. Repayment starts on May 14, 2024 and matures on November 14, 2028.

The outstanding balance of the loan facility as of December 31, 2023 amounted to $16,720.

<u>$5,000 New Facility with Alpha Bank S.A.</u>

On April 10, 2023, Almeria entered into a loan agreement providing for a bilateral secured loan facility of up to $5,000 with Alpha Bank as lender to refinance part of the acquisition cost of the vessel owned by the borrower. The facility currently bears interest at SOFR plus a margin. Contships Logistics Corp. has provided an on-demand and irrevocable parent guaranty of the facility. The loan is secured by, among other things, the vessel owned by the borrower, its insurances, earnings, bank accounts and charter agreement which is longer than 12 months. The borrower is subject to standard financial and restrictive covenants under the facility, including a vessel security coverage ratio, an average minimum liquidity requirement and corporate guarantor's consolidated net debt to vessels value ratio.

The loan facility is repayable in 8 semi-annual installments amounting to $350 for installments 1 to 2 and $250 for installments 3 to 8 plus a balloon installment amounting to $2,800 payable together with the last installment. Repayment started on October 11, 2023 and matures on April 11, 2027.

On September 18, 2023, Almeria as borrower and the Company as corporate guarantor entered into a first supplemental agreement with Alpha Bank, in relation to the loan agreement dated April 10, 2023, for the discharge of the first preferred Liberian mortgage registered over vessel M/V Contship Luv, its registration under the Cyprus flag and the provision of a first preferred Cypriot mortgage registered over the vessel.

The outstanding balance of the loan facility as of December 31, 2023 amounted to $4,650.

<u>$52,673 New Facility with Eurobank S.A.</u>

On July 13, 2023, Ability, Symphony, Eco, Amberjack, Sky Liberty, Santiago, Brazil and Antico entered as joint and several borrowers into a new loan agreement providing for a bilateral secured loan facility of up to $45,173 with Eurobank as agent to refinance indebtedness related to the respective eight vessels owned by the borrowers. The facility currently bears interest at SOFR plus a margin. Contships Logistics Corp. has provided an on-demand and irrevocable parent guaranty of the facility. The loan is secured by, among other things, eight vessels owned by the borrowers, their insurances, earnings, bank accounts and charter agreements which are longer than 12 months. The borrowers are subject to standard financial and restrictive covenants under the facility, including a vessel security coverage ratio and an average minimum liquidity requirement.

The loan facility dated July 13, 2023 fully refinanced the outstanding balance of the Eurobank loan facility dated December 10, 2021, which amounted to $45,173 on July 13, 2023. The outstanding balance of the new loan facility is repayable in 8 semi-annual installments amounting to $2,500 plus a balloon installment amounting to $25,173 payable together with the last installment. Repayment started on December 13, 2023 and matures on June 13, 2027. The refinancing that occurred on July 13, 2023 has been treated as debt modification in accordance with IFRS 9.

The outstanding balance of the loan facility as of December 31, 2023 amounted to $42,673.

## 7. Long-term debt (Continued)

$5,000 New Facility with Pancreta Bank S.A.

On November 15, 2023, Tarragona entered into a loan agreement providing for a bilateral secured loan facility of up to $5,000 with Pancreta Bank S.A. ("Pancreta") as lender to refinance part of the acquisition cost of the vessel owned by the borrower. The facility currently bears interest at SOFR plus a margin. Contships Logistics Corp. has provided an on-demand and irrevocable parent guaranty of the facility. The loan is secured by, among other things, the vessel owned by the borrower, its insurances, earnings, bank accounts and charter agreement which is longer than 12 months.

The borrower is subject to standard financial and restrictive covenants under the facility, including a vessel security coverage ratio, an average minimum liquidity requirement and corporate guarantor's consolidated net debt to vessels value ratio.

The loan facility is repayable in 12 semi-annual installments amounting to $500 for installments 1 to 2 and $250 for installments 3 to 12 plus a balloon installment amounting to $1,500 payable together with the last installment. Repayment starts on May 16, 2024 and matures on November 16, 2029.

The outstanding balance of the loan facility as of December 31, 2023 amounted to $5,000.

The amendment to the loan agreements regarding the transition to SOFR, falls within the scope of Interest Rate Benchmark Reform – Phase 2, Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 ("Amendments"), which have been published by IASB in August 2020 and were adopted by the Group as of January 1, 2021. In particular, the Group applied the practical expedient available under the Amendments and adjusted the effective interest rate when accounting for changes in the basis for determining the contractual cash flows under facility agreements. No adjustments to the carrying amount of the loans were necessary.

The Group's credit facilities have financial covenants, which require the Group to maintain, on borrowers or

Group level, among other things:

- average minimum liquidity on borrowers and/or Group level;
- minimum market value of collateral for each credit facility, such that the aggregate market value of the vessels collateralizing the particular credit facility is between 110% and 125%, depending on the particular facility, of the aggregate principal amount outstanding under such credit facility, or, if we do not meet such threshold, to provide additional security to eliminate the shortfall; and

The agreements governing the Group's indebtedness also contain undertakings limiting or restricting the subsidiaries from, among other things:

- incurring additional indebtedness or issuing certain preferred stock;
- making any substantial change to the general nature of our business;
- paying dividends or repaying or distributing any dividend or share premium reserve in the event of non-compliance with our covenants or without prior written consent of the lenders;
- redeeming or repurchasing capital stock;
- creating or impairing certain securities interests, including liens;
- transferring or selling certain assets;
- entering into certain transactions other than arm's length transactions;
- acquiring a company, shares or securities or a business or undertaking;
- entering into any amalgamation, demerger, merger, consolidation or corporate reconstruction, or selling all or substantially all of our properties or assets;
- experiencing any change in the shareholding position; and
- changing the flag, class or technical or commercial management of the vessel mortgaged under such facility or terminating or materially amending the management agreement relating to such vessel.

**(All amounts in thousands of U.S. Dollars, except share and per share)**

## 7. Long-term debt (Continued)

Our secured credit facilities are generally secured by, among other things:

- first priority or preferred mortgage over the relevant collateralized vessels;
- first priority or preferred assignment of earnings and insurances from the mortgaged vessels;
- pledge of the earnings account of the mortgaged vessel; and
- corporate guarantees.

As of December 31, 2023 and 2022 the Group was in compliance with its debt covenants.

***Loans repayment schedule***

As of December 31, 2023, the annual principal payments falling due in the following years, are as follows:

| Falling Due | Amount |
|---|---|
| 2024 | 50,801 |
| 2025 | 39,144 |
| 2026 | 47,586 |
| 2027 | 85,515 |
| 2028 | 9,600 |
| Over 5 years | 2,000 |
| **Total** | **234,646** |

The Group has incurred interest expense of $22,399 and $14,575 for the years ended December 31, 2023 and 2022, respectively (Note 9). The weighted average interest rate for the Group's long-term debt for the years ended December 31, 2023 and 2022 was 7.92% and 4.74%, respectively.

All the Group's loan facilities are at variable interest rates and, therefore, their book values approximate their fair values.

## 8. Vessels' operating expenses

The amounts in the consolidated statement of comprehensive income or loss are analyzed as follows:

| | 2023 | 2022 |
|---|---|---|
| Crew wages and related costs | 44,483 | 39,949 |
| Insurances | 6,943 | 6,505 |
| Maintenance, repairs, spares and stores | 26,729 | 22,306 |
| Lubricants | 4,567 | 4,656 |
| Tonnage taxes | 135 | 166 |
| Miscellaneous | 1,381 | 1,519 |
| **Total** | **84,238** | **75,101** |

The amount of $194 concerning mortgagees' interest insurance for the year ended December 31, 2022 has been reclassified from insurances, included in the accompanying consolidated statements of comprehensive income or loss under line item "Vessels' operating expenses", to other finance costs, included in the accompanying consolidated statements of comprehensive income or loss under line item "Interest and finance costs" (Note 9).

**(All amounts in thousands of U.S. Dollars, except share and per share)**

## 9. Interest and finance costs

Total interest expense and finance charges are analysed as follows:

| | 2023 | 2022 |
|---|---|---|
| Interest expense | 22,399 | 14,575 |
| Loan arrangement fees amortization | 608 | 377 |
| Gain on debt modification, net | (2,318) | - |
| Bank costs | 171 | 153 |
| Other finance costs | 145 | 194 |
| **Total** | **21,005** | **15,299** |

The amount of $194 concerning mortgagees' interest insurance for the year ended December 31, 2022 has been reclassified from insurances, included in the accompanying consolidated statements of comprehensive income or loss under line item "Vessels' operating expenses" (Note 8), to other finance costs, included in the accompanying consolidated statements of comprehensive income or loss under line item "Interest and finance costs".

## 10. General and administrative expenses

General and administrative expenses for the years ended December 31, 2023 and 2022 amounted to $587 and $670, respectively, which mainly consist of listing transaction-related expenses.

## 11. Income taxes

Under the laws of the jurisdictions where the companies of the Group are incorporated, they are exempted from income tax deriving from international shipping operations. The Company is subject to registration fees and each of its subsidiaries are subject to registration and tonnage taxes, which amount to $135 and $166 for the years ended December 31, 2023 and 2022, respectively, and are included in the accompanying consolidated statements of comprehensive income or loss under line item "Vessels' operating expenses".

## 12. Commitments and contingencies

Various claims, lawsuits and complaints such as those involving government regulations and product liability, arise in the ordinary course of the shipping business. In addition, losses may arise from disputes with charterers, agents, insurance and other claims with suppliers relating to the activity of the vessels. There are no material legal proceedings to which the Group is a party or which involve any of its properties as of December 31, 2023 and as of December 31, 2022.

As of December 31, 2023 and 2022, none of the Group's subsidiaries were parties to a contract to acquire a vessel.

### Future minimum charter revenue

As of December 31, 2023, the future minimum contracted charter (lease) revenue, net of address commissions, before brokerage commissions expected to be recognized on non-cancellable time charters by the Group's 46 vessels is presented in the table below. This amount does not assume any exercise of optional extension periods which are at the charterers' option.

| Year | Amount |
|---|---|
| 2024 | 68,501 |
| **Total** | **68,501** |

**(All amounts in thousands of U.S. Dollars, except share and per share)**

## 13. Financial risk management

The Group's principal financial instruments are bank loans (Note 7), the main purpose of which was to finance the Group's vessels acquisition cost. Other financial instruments of the Group include cash and cash equivalents, trade receivables, prepaid expenses, claims receivable and trade payables, which arise directly from the operation of its vessels.

The main risks arising from the Group's financial instruments are interest rate risk and credit risk. The majority of the Group's transactions are denominated in US Dollars, therefore, its exposure to foreign currency risk is minimal.

### *Interest rate risk*

Cash flow interest rate risk arises primarily from the possibility that changes in interest rates will affect the future cash outflows from the Group's long-term debt and interest income from the Group's financial assets. The sensitivity analysis presented in the tables below demonstrates the sensitivity to a reasonably possible change in interest rates (SOFR), with all other variables held constant, on the Group's results for the years ended December 31, 2023 and 2022. The sensitivity analysis has been prepared assuming a rise or fall in interest rates, which will impact interest expense on floating rate borrowings.

**Year ended December 31, 2023**

| Increase/decrease (%) | Effect on profit |
|---|---|
| +1.5% | (4,300) |
| -1.5% | 4,300 |

**Year ended December 31, 2022**

| Increase/decrease (%) | Effect on profit |
|---|---|
| +1.5% | (4,678) |
| -1.5% | 4,678 |

### *Credit risk*

The Group's maximum exposure to credit risk in the event the counterparties fail to perform their obligations as of December 31, 2023 and 2022, in relation to each class of recognized financial assets, is the carrying amount of those assets as indicated in the statements of financial position.

Financial instruments, which potentially subject the Group to significant concentrations of credit risk, consist primarily of cash and cash equivalents and trade accounts receivable. The Group places its cash and cash equivalents, consisting mostly of deposits, with financial institutions. The Group performs annual evaluations of the relative credit standing of those financial institutions. Credit risk with respect to trade accounts receivable is generally managed by the chartering of vessels to major container lines (including regional lines) rather than to more speculative or undercapitalized entities.

The Group has operating revenue exposure from four significant customers for the year ended December 31, 2023 which constitute 29% (CMA CGM), 25% (ZISS), 13% (COSCO) and 12% (MSC) of total revenues and four significant customers for the year ended December 31, 2022 which constitute 37% (CMA CGM), 22% (ZISS), 12% (MSC) and 11% (COSCO) of total revenues.

### *Fair values*

The carrying values of financial assets reflected in the accompanying consolidated statements of financial position as of December 31, 2023 and 2022, approximate their respective fair values due to the short-term nature of these financial instruments. The fair value of long-term bank loans with variable interest rates approximates the recorded values, generally due to their variable interest rates. There have been no transfers between Level 1 and Level 2 during the periods.

**(All amounts in thousands of U.S. Dollars, except share and per share)**

## 13. Financial risk management (Continued)

***Foreign currency risk***

The majority of the Group's transactions are denominated in US Dollars, therefore, its exposure to foreign currency risk from operations is minimal.

***Capital management***

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value. The Group monitors capital using a gearing ratio, which is total debt divided by total assets.

| | **2023** | **2022** |
|---|---|---|
| Non-current assets | 489,303 | 629,781 |
| Current assets | 46,996 | 41,114 |
| **Total assets** | **536,299** | **670,895** |
| | | |
| Interest bearing loans & borrowings | 232,055 | 308,014 |
| Trade accounts payable, other payables and accruals and deferred revenue | 27,846 | 31,671 |
| **Total debt** | **259,901** | **339,685** |
| | | |
| **Debt to assets ratio** | **48.5%** | **50.6%** |

***Liquidity risk***

The tables below summarize the maturity profile of the Group's financial liabilities as of December 31, 2023 and December 31, 2022 based on contractual undiscounted payments:

| **31-Dec-23** | **<3 months** | **3-12 months** | **1-2 years** | **2-5 years** | **>5 years** | **Total** |
|---|---|---|---|---|---|---|
| Debt service* | 16,118 | 52,964 | 51,020 | 156,530 | 2,115 | **278,747** |
| Trade accounts payable | - | 17,392 | - | - | - | **17,392** |
| Other payables and accruals | - | 6,739 | - | - | - | **6,739** |
| | 16,118 | 77,095 | 51,020 | 156,530 | 2,115 | **302,878** |

| **31-Dec-22** | **<3 months** | **3-12 months** | **1-2 years** | **2-5 years** | **>5 years** | **Total** |
|---|---|---|---|---|---|---|
| Debt service* | 18,188 | 69,108 | 70,848 | 205,744 | 16,566 | **380,454** |
| Trade accounts payable | - | 17,212 | - | - | - | **17,212** |
| Other payables and accruals | - | 6,150 | - | - | - | **6,150** |
| | 18,188 | 92,470 | 70,848 | 205,744 | 16,566 | **403,816** |

***(*) Debt service includes contractual obligation in relation to principal and interest as of December 31, 2023 and December 31, 2022. The amount of interest for each of the periods presented above in aggregate amounts to $44,101 and $71,341, respectively.***

## 14. Events after the reporting period

On January 4, 2024, Rosehill, Columba and Positano as joint and several borrowers and the Company as corporate guarantor entered into a second supplemental agreement with Alpha Bank, in relation to the loan agreement dated October 25, 2022, where it was agreed i) the repayment schedule of the loan to be amended accordingly, as provided in the second supplemental agreement dated January 4, 2024 and (ii) the discharge of the first preferred Cypriot mortgage registered over M/V Contship Eve, its registration under the Liberian flag and the provision of a first preferred Liberian mortgage registered over the vessel (Note 7).

On January 30, 2024, the Group through its subsidiary Cassano Maritime Ltd. entered into a memorandum of agreement to acquire M/V Contship Gem (ex Vega Scorpio), a 2010-built container vessel, from an unaffiliated entity. The Group took delivery of M/V Contship Gem on February 20, 2024. Previously, the Group through its subsidiary Nereus Oceanway Inc. owned a different vessel under the same name (details of which are disclosed in Note 1).

On February 23, 2024, the Group's subsidiary Cassano signed a loan agreement with Pancreta for a term loan facility for an amount of up to $4,000, which was fully drawn on February 23, 2023.

On February 29, 2024, Rosehill, Columba, Positano and Salerno as joint and several borrowers and the Company as corporate guarantor entered into a third supplemental agreement with Alpha Bank, in relation to the loan agreement dated October 25, 2022, for the discharge of the first preferred Cypriot mortgage registered over M/V Contship Pro, its registration under the Liberian flag and the provision of a first preferred Liberian mortgage registered over the vessel.

On March 4, 2024, the Group through its subsidiary Rosehill entered into a memorandum of agreement to sell M/V Contship Pro to an unaffiliated entity. On March 14, 2024 the M/V Contship Pro was delivered to its new owner.

On March 14, 2024, an amount of $3,500 was prepaid by Rosehill upon disposal of M/V Contship Pro.

On March 6, 2024 Wismar, Lubeck, Schleswig, Verona, Marea, Meteora and Nemea as joint and several borrowers and the Company as corporate guarantor entered into a second supplemental agreement with NBG, in relation to the loan agreement dated December 6, 2021, where the following were agreed: i) margin reduction from 3.00% to 2.35% with effect from March 8, 2024 and iii) provision of extension to the maturity date of the loan consent by the lender to an IPO of the Company.

On March 29, 2024, Alicante, Ancona, Asher, Bari, Cyrus, Genoa, Marbella, Mizuna, Palermo, Parnell, Sevilla, Siena, Syracuse and Umbria entered as joint and several borrowers and the Company as corporate guarantor entered into a fourth supplemental agreement with Piraeus Bank, in relation to the loan agreement dated December 6, 2021, for the discharge of the first preferred Cypriot mortgage registered over M/V Contship Ono, its registration under the Liberian flag and the provision of a first preferred Liberian mortgage registered over the vessel.

Contships Logistics Corp.

# Q1 2025

Unaudited Consolidated Interim Accounts

For the three months ended March 31, 2025

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**First Quarter 2025 Highlights & Recent Developments**

**Overview**

Contships Logistics Corp. (the "Group" or "Contships" or "Company") is the world's largest independent owner of container feeder vessels focused on vessels between 900 TEU and 1,500 TEU. The Company was established in 2021 in order to consolidate Mr. Nikolas D. Pateras' ownership and investment in the container feeder segment. Since 2015, the Group's fleet has been commercially and technically managed in-house by Contships Management Inc.

**Fleet Composition**

- During the first quarter of 2025, the Group completed the disposal of two container feeder vessels and entered into a memorandum of agreement to sell one additional container vessel. As a result, the vessels M/V Contship Air and M/V Contship Leo were delivered to their new owners in January 2025 and February 2025, respectively. The third vessel sale was completed in April 2025, with the delivery of the vessel M/V Contship Med to its new owners. The aggregate proceeds from these vessel sales, before any commissions and sale related costs, were $23 million.
- During the same period, the Group entered into memoranda of agreement to acquire two 2,000 TEU vessels and three 1,300 TEU vessels at an aggregate acquisition cost of $72 million. The vessels are expected to be delivered between May 2025 and June 2025.
- The Group also entered into a memorandum of agreement to sell the vessel M/V Contship Win. The vessel is expected to be delivered to its new owners in May 2025.
- An average of 40.7 vessels were owned and operated by the Group during the first quarter of 2025, whereas as of March 31, 2025, the Group owned 40 vessels. Following the completion of all recent transactions, the Group will own and operate 43 vessels.

**Fleet Employment**

- In terms of time charter contract arrangements, the Group recently concluded the following fixtures:
  - Contship Box fixed to CMA CGM at USD 19,800/day on a 24-26 month charter
  - Contship Joy fixed to MSC at USD 12,000/day on a 24-26 month charter
  - Contship Ono fixed to UNIFEEDER at USD 16,250/day on a 13-15 month charter
  - Contship Pax fixed to CMA CGM on a 22-24 month charter at USD 15,000/day for 11 months, then at USD 13,000/day for 11 months and hire for the balance of the period, up to 2 months, at USD 15,000/day
  - Contship Ray fixed to CMA CGM at USD 16,000/day on a 14-16 month charter
  - Contship Ten fixed to MSC at USD 14,000/day on a 21-22 month charter
  - Contship Uno fixed to CMA CGM at USD 13,500/day on a 3-6 month charter
  - Contship Yen fixed to CMA CGM at USD 16,000/day on a 24-26 month charter
  - Contship Zen fixed to CMA CGM at USD 11,500/day on a 5-7 month charter
  - Contship Zoe fixed to COSCO at USD 15,250/day on a 14-16 month charter

- As of April 1, 2025, and as adjusted to incorporate all recent fixtures, the Group's secured revenue backlog stands at $177 million, estimated based on each vessel's earlier redelivery date. The five new acquisitions, which will serve their existing time charter contracts, will further increase the Group's secured revenue backlog by approximately $43 million.

- For the Group's 39 vessels, 9,172 contracted days for the period from April 1, 2025 to March 31, 2026 representing 66% charter coverage.

**Fleet Operations & Revenues**

- Fleet operational utilization was 99% for the three months ended March 31, 2025.

- Fleetwide, the Group achieved an average time-charter equivalent rate ("TCE rate") of $11,751 per day for the first quarter of 2025, generating revenue of $46.3 million.

**Financing Developments**

- During the first quarter of 2025, the Group prepaid $6.9 million of its long-term financing liabilities in conjunction with the abovementioned two vessel sales (M/V Contship Air and M/V Contship Leo).
- On February 11, 2025, the Group completed a 9.0% $100 million 5-year senior unsecured sustainability-linked bond issue in Norway. Bond proceeds are expected to be utilized for general corporate purposes and to provide support to the Group's fleet renewal program.
- Post quarter end, the Group prepaid $1.8 million of its long-term financing liabilities in connection with the sale of one container feeder vessel (M/V Contship Med) which was completed in April.
- The Group expects to prepay approximately $3.5 million of its long-term financing liabilities in connection with the sale of one container feeder vessel (M/V Contship Win) during the current quarter.
- During the first quarter of 2025, the Group entered into discussions with each of its lenders to reduce its cost of debt by reducing the margin in all bank loan facilities, as well as extending the maturities of certain loan facilities, providing flexibility going forward. These amendments which have already been effective in most of the Group's facilities, are expected to decrease the Group's weighted average margin to 2.01% based on total bank debt outstanding as of March 31, 2025.
- As of March 31, 2025, total debt, net of any unamortized costs, amounted to $257.9 million while cash and cash equivalents amounted to $130.8 million.

**Container Shipping Market Summary**

The container shipping market has remained firm into the second quarter of 2025, following sustained gains throughout 2024 driven by Red Sea rerouting.

Charter rates for container feeders continue to rise, reaching record highs outside the COVID era. Vessels below 2,000 TEU continue to be fixed at rates above their previous fixtures.

Key Developments:

On April 17, 2025, the Office of the U.S. Trade Representative ("USTR") issued a Notice of Action implementing its port fee proposal. Of the proposed fees, the fees affecting containerships are the fees on Chinese owned or operated vessels and fees on Chinese built vessels.

Beginning October 14, 2025, Chinese owned or operated vessels will be subject to a fee of $50 per net ton, increasing to $140 per net ton by April 2028. This fee will be charged up to five times per year on a vessel by vessel basis. The vessel operator will be the party that is named as such on the Customs and Border Protection Form 1300 and this is likely to be the same party named on the vessel's Certificate of Financial Responsibility ("COFR") and, if this is the case, the vessels within the Group's fleet will not be subject to this fee.

Beginning October 14, 2025, Chinese built vessels will be subject to a fee of $18 per net ton, increasing to $33 per net ton by April 2028. For container vessels, an alternative per-container fee applies, whichever is higher, starting at $120 per container, and increasing to $250 per container. However, exemptions to the fees applicable to Chinese-built vessels apply for container vessels arriving empty or in ballast, with a capacity of equal to or less than 4,000 TEUs, U.S. owned vessels and vessels arriving from voyages under 2,000 nautical miles.

It is likely that the Group's fleet is exempt of the port fees under the USTR's current proposal, as (a) the Customs and Border Protection Form 1300 and the Certificate of Financial Responsibility relating to each of the Group's vessels calling at US ports will refer to the vessel's owner as the operator of such vessel on Form 1300 and the COFR and (b) has a capacity of less than 4,000 TEUs.

The actual implementation of these proposed actions remains uncertain. The USTR Notice has a set timeframe, and the fee structure is scheduled to be implemented beginning October 14, 2025 unless the action is amended, delayed or successfully challenged.

Outlook:

Container shipping industry is currently navigating a period marked by significant volatility and unpredictability, driven primarily by the sweeping and unforeseen repercussions of the United States' recent trade policy changes. These new policies are expected to have a profound and wide-ranging impact on the container shipping industry. Directly, they are likely to result in a reduction of global trade volumes, as shifting tariffs, new restrictions, and altered trade relationships could reduce the flow of goods between countries. Indirectly, these policy shifts are set to result in broader economic consequences, potentially restricting economic growth or triggering inflationary pressures. Furthermore, the ripple effects will likely force major adjustments to the present trade routes. This reconfiguration of international logistics and transportation networks could lead to more costly, longer, and less predictable shipping routes, creating more uncertainty for the industry.

Increased transshipment activity for container cargo heading to and from the United States is expected to transpire, which would lead to a greater demand for container vessels that are exempt of the U.S. port fees, such as containerships with a capacity of equal to or less than 4,000 TEUs.

**Summary of Risk Factors**

- Developments in the global economy and container shipping industry resulting in a downturn in the hire and freight rates could materially and adversely affect the Group's business
- Cyclicality in the shipping industry may adversely affect the Group's business, financial condition and results of operations
- Increased competition and customer preferences may reduce the Group's profitability and decrease the Group's market share
- The Group may have more difficulty entering into charters if a less active short-term or spot container shipping market develops
- Trade, import and export restrictions could cause adverse consequences for the Group's business
- The Group is dependent on revenue generated from container transportation
- The Group's vessels may be subject to extended periods of off-hire, which could materially adversely affect the Group's business, financial condition and results of operations
- The Group is dependent on the provision of services from its related parties Contships Management Inc. and B&T (Shipbrokers) Inc.
- Substantial capital expenditures are required to maintain operating capacity of, and to grow, the fleet
- The Group is exposed to risks associated with the purchase and operation of secondhand vessels
- Risk related to newbuilding contracts
- Purchase of other vessel sizes or types
- The Group is dependent on the Group's charterers, particularly MSC, Maersk, CMA-CGM and COSCO, and other counterparties fulfilling their obligations under their charters with the Group, and their inability or unwillingness to honor these obligations could significantly reduce the Group's revenues and cash flow
- The Group's business depends upon certain executives who may not necessarily continue to work for the Group or related parties
- The Group has operations in high-risk areas where it is exposed to the risk of war, armed conflicts, piracy, terrorism and other types of attacks, which could result in increasing costs of operations
- The vessels of the Group may be suspected of being involved in smuggling operations
- Risks related to the Group's Insurance
- The Group's IT systems may be subject to disruptions, damage, or failures as a result of, among other things, cybersecurity attack, and may not be suitable to support larger operations, which could negatively impact the Group's results of operations and financial condition
- Fluctuations in bunker prices may lead to higher operating costs and loss in revenue
- The Group's debt agreements contain restrictions that limit the Group's flexibility in operating the Group's business
- Fluctuations in vessel values may lead to breaches in financial covenants, impairment charges and losses upon the sale of a vessel

- Foreign currency exchange rate fluctuations could adversely affect the Group's operating expenses
- Floating interest rate fluctuations could adversely affect the Group's operating expenses
- Compliance with a wide variety of complex laws and regulations including environmental laws and regulations may be expensive and non-compliance may have an adverse effect on the Group's results of operations
- The Group's business is subject to taxation risks
- The Group's business is subject to risk of future claims under legal proceedings and contractual disputes
- The Group's business is subject to sanction risks
- Operations in politically unstable regions and legal systems all over the world may cause business interruptions, reputational damage and compliance risks

**Management's Discussion and Analysis of Financial Condition and Results of Operations**

**Results of Operations**

**Three months ended March 31, 2025 compared to three months ended March 31, 2024**

| | Three months ended March 31, | |
|---|---|---|
| | **2025** | **2024** |
| | **(Unaudited)** | **(Unaudited)** |
| Revenue, net | 46,253 | 50,174 |
| | | |
| Expenses | | |
| Voyage expenses | (3,739) | (1,640) |
| Vessels' operating expenses | (20,997) | (20,999) |
| Management fees – related party | (3,661) | (3,650) |
| General and administrative expenses | (282) | (207) |
| Revaluation loss on vessels | (2,957) | (5,427) |
| Depreciation and amortization | (9,034) | (10,469) |
| **Profit for the period from operations** | **5,583** | **7,782** |
| | | |
| Other income, net | 1,203 | 1,934 |
| Interest and finance costs | (4,481) | (4,941) |
| Interest income | 620 | 251 |
| Exchange differences, net | 102 | (57) |
| **Total other expenses, net** | **(2,556)** | **(2,813)** |
| **Profit for the period** | **$ 3,027** | **$ 4,969** |

**Net revenues**

Net revenues reflect income under fixed rate time charters and were $46.3 million in the three months ended March 31, 2025, representing a decrease of $3.9 million, or 8%, from net revenues of $50.2 million for the equivalent period in 2024.

There were 48 total days off-hire during the three months ended March 31, 2025 with a utilization of 99%. During the three months ended March 31, 2024 utilization was 97% with 142 total days off-hire.

The decrease in net revenues is mainly due to the decrease in the number of vessels owned and operated between the two quarters. Specifically, an average of 40.7 vessels were owned and operated by the Group during the first quarter of 2025, whereas an average of 46.3 vessels were owned and operated during the equivalent period in 2024.The Group achieved an average daily time charter equivalent rate ("TCE rate") of $11,751 during the three months ended March 31, 2025, compared to $11,934 per day for the equivalent period in 2024.

**Expenses**

Total expenses analyzed below were $28.4 million for the three months ended March 31, 2025 (or 61% of operating revenues). Total expenses were $26.3 million for the three months ended March 31, 2024 (or 52% of operating revenues).

Total expenses can be analyzed as follows:

- Voyage expenses: Time charter and voyage expenses, which comprise mainly of commission paid to ship brokers, the cost of bunker fuel for owner's account when a ship is off-hire or idle, emissions related obligations and miscellaneous costs associated with a ship's voyage for the owner's account, were $3.7 million for the three months ended March 31, 2025 (or 8% of operating revenues) compared to $1.6 million for the three months ended March 31, 2024 (or 3% of operating revenues). Commission charges, expressed as a percentage of operating revenues, decreased in line with the decrease in operating revenues.

- Vessels' operating expenses: Vessels' operating expenses, which relate to the operation of the vessels themselves, were $21.0 million for the three months ended March 31, 2025 (or 45% of operating revenues) compared to $21.0 million for the three months ended March 31, 2024 (or 42% of operating revenues). Ownership days in the three months ended March 31, 2025 were 3,666, down 13% from 4,209 days in 2024. The average cost per ownership day was $5,727 in the three months ended March 31, 2025, up $738 (or 15%), from $4,989 for the three months ended March 31, 2024.
- Management fees – related party were $3.7 million (8% of operating revenues) in the three months ended March 31, 2025, and were $3.7 million (7% of operating revenues) for the three months ended March 31, 2024. The average cost per ownership day was $999 for the three months ended March 31, 2025 compared to $867 per day for the three months ended March 31, 2024.

**General and administrative expenses**

General and administrative expenses were $0.3 million (0.6% of operating revenues) in the three months ended March 31, 2025, and $0.2 million (0.4% of operating revenues) for the three months ended March 31, 2024. General and administrative expenses mainly consist of audit fees and other various general and administrative expenses.

**Revaluation loss on vessels**

The revaluation loss for the three months ended March 31, 2025 amounted to $3.0 million (or 6% of operating revenues). In the three months ended March 31, 2024 there was a revaluation loss of $5.4 million (or 11% of operating revenues).

**Depreciation and amortization**

Depreciation and amortization was $9.0 million (or 20% of operating revenues) for the three months ended March 31, 2025, compared to $10.5 million (or 21% of operating revenues) for the three months ended March 31, 2024. Fluctuations in depreciation and amortization are mainly due to the decrease in the number of vessels owned and operated between the two quarters.

**Profit for the period from operations**

As a result of all preceding items, profit from operations was $5.6 million for the three months ended March 31, 2025 compared to a profit from operations of $7.8 million for the three months ended March 31, 2024.

**Other income, net**

Other income, net for the three months ended March 31, 2025 was $1.2 million compared to $1.9 million for the three months ended March 31, 2024.

**Interest and finance costs**

Interest and finance costs for the three months ended March 31, 2025, was $4.5 million, compared to $4.9 million for the three months ended March 31, 2024. The decrease was mainly due to decreased interest expense, which was attributed to lower weighted average interest rate and lower weighted average outstanding balance, in relation to the Group's bank loan facilities during the three months ended March 31, 2025 as compared to the corresponding period in 2024. Interest expense for the three months ended March 31, 2025 amounted to $3.9 million compared to $4.5 million recognized in the respective period in 2024. In February 2025, the Group completed the issuance of a senior unsecured sustainability-linked bond of $100,000 in Norway, which pays a coupon of 9.00% per annum and was issued at 98.0% of par. The impact of the bond on the Group's interest and finance costs partially offset the decrease of interest expense incurred in relation to the Group's bank loan facilities as analyzed above.

**Interest income**

Interest income for the three months ended March 31, 2025, was $0.6 million compared to interest income of $0.3 million for the three months ended March 31, 2024.

**Total other expenses, net**

Total other expenses, net for the three months ended March 31, 2025 were $2.6 million compared to total other expenses, net of $2.8 million for the three months ended March 31, 2024.

**Profit for the period**

For the three months ended March 31, 2025, profit was $3.0 million, compared to a profit of $5.0 million for the three months ended March 31, 2024.

**Cash Flows**

**Three months ended March 31, 2025 compared to three months ended March 31, 2024**

| | Three months ended March 31, | |
|---|---|---|
| | **2025** | **2024** |
| **Cash flows from operating activities** | | |
| **Cash provided by operations** | **18,681** | **22,355** |
| Interest paid | (3,590) | (4,501) |
| **Net cash provided from operating activities** | **15,091** | **17,854** |
| **Cash flows from investing activities** | | |
| **Net cash provided by / (used in) investing activities** | **15,827** | **(4,556)** |
| **Cash flows from financing activities** | | |
| **Net cash provided by / (used in) financing activities** | **70,912** | **(9,342)** |
| **Net increase in cash and cash equivalents** | **101,830** | **3,956** |
| Cash and cash equivalents at the beginning of the period | 28,989 | 32,970 |
| **Cash and cash equivalents at the end of the period** | **130,819** | **36,926** |

Cash provided by operations was $18.7 million for the three months ended March 31, 2025 reflecting mainly net income of $3.0 million, adjusted for depreciation and amortization of $9.0 million, vessels' revaluation loss of $3.0 million, interest and finance costs of $4.5 million, interest income of $0.6 million plus decrease in working capital (including deferred revenue) of $0.2 million and after interest paid of $3.6 million resulted in net cash provided by operating activities of $15.1 million.

Cash provided by operations was $22.4 million for the three months ended March 31, 2024 reflecting mainly net income of $5.0 million, adjusted for depreciation and amortization of $10.5 million, vessels' revaluation loss of $5.4 million, interest and finance costs of $4.9 million, interest income of $0.3 million plus decrease in working capital (including deferred revenue) of $3.1 million and after interest paid of $4.5 million resulted in net cash provided by operating activities of $17.9 million.

Net cash provided by investing activities for the three months ended March 31, 2025 was $15.8 million, including $17.3 million received from the disposal of two vessels, $2.1 million paid for dry-dockings and $0.6 million interest income received.

Net cash used in investing activities for the three months ended March 31, 2024 was $4.6 million, including $5.2 million for the acquisition of one vessel, $2.0 million received from the disposal of one vessel, $1.6 million paid for dry-dockings and $0.3 million interest income received.

Net cash provided by financing activities for the three months ended March 31, 2025 was $70.9 million, including $98.0 million drawdown provided by a bond issuance, $5.2 million repayment of long-term financing liabilities,

$6.9 million prepayment of long-term financing liabilities related to two vessels sold, $2.4 million deferred financing costs paid and $12.5 million for dividends paid to shareholders.

Net cash used in financing activities for the three months ended March 31, 2024 was $9.3 million, including $4.0 million drawdown of new credit facilities, $9.8 million repayment of long-term financing liabilities, $3.5 million prepayment of long-term financing liabilities related to one vessel sold and $0.1 million deferred financing costs paid.

Overall, there was a net increase in cash and cash equivalents of $101.8 million in the three months ended March 31, 2025, resulting in closing cash balance of $130.8 million.

**Contships Logistics Corp.**
**Unaudited interim condensed consolidated statements of comprehensive (loss) / income**
**For the three months ended March 31, 2025 and 2024**
**(All amounts in thousands of U.S. Dollars, except share and per share)**

| | Notes | Three months ended, March 31, 2025 | Three months ended, March 31, 2024 |
|---|---|---|---|
| Revenue, net | **12** | 46,253 | 50,174 |
| Expenses | | | |
| Voyage expenses | | (3,739) | (1,640) |
| Vessels' operating expenses | **8** | (20,997) | (20,999) |
| Management fees – related party | **5** | (3,661) | (3,650) |
| General and administrative expenses | **10** | (282) | (207) |
| Revaluation loss on vessels | **4** | (2,957) | (5,427) |
| Depreciation and amortization | **4** | (9,034) | (10,469) |
| **Profit for the period from operations** | | **5,583** | **7,782** |
| Other income / (expenses), net | | 1,203 | 1,934 |
| Interest and finance costs | **9** | (4,481) | (4,941) |
| Interest income | | 620 | 251 |
| Exchange differences, net | | 102 | (57) |
| **Total other expenses, net** | | **(2,556)** | **(2,813)** |
| **Profit for the period** | | $ **3,027** | $ **4,969** |
| **Other comprehensive (loss) / income** | | | |
| Other comprehensive loss that will not be reclassified to profit or loss in subsequent periods | | | |
| Revaluation loss on vessels | **4** | (3,894) | - |
| **Other comprehensive loss for the period** | | **(3,894)** | **-** |
| **Total comprehensive (loss) / income for the period** | | $ **(867)** | $ **4,969** |

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

**Contships Logistics Corp.**
**Unaudited interim condensed consolidated statements of financial position**
**As of March 31, 2025 and December 31, 2024**
**(All amounts in thousands of U.S. Dollars, except share and per share)**

| | Notes | As of March 31, 2025 | As of December 31, 2024 (audited) |
|---|---|---|---|
| **Assets** | | | |
| **Non-current assets** | | | |
| Vessels, net | **4** | 474,980 | 502,825 |
| **Total non-current assets** | | **474,980** | **502,825** |
| **Current assets** | | | |
| Inventories | | 3,914 | 4,329 |
| Trade receivables | | 1,948 | 2,633 |
| Accrued income | | 792 | 431 |
| Prepaid expenses and other assets | | 10,996 | 10,284 |
| Claims receivable | | 18 | 18 |
| Cash and cash equivalents | **3** | 130,819 | 28,989 |
| Vessels held for sale | **4** | 5,103 | 8,350 |
| **Total current assets** | | **153,590** | **55,034** |
| **Total assets** | | **628,570** | **557,859** |
| | | | |
| **Shareholders' equity and liabilities** | | | |
| **Shareholders' equity** | | | |
| Authorized common shares 174,408, 174,408 issued and 174,408 outstanding as of March 31, 2025 and December 31, 2024, respectively | **6** | 2 | 2 |
| Paid-in capital | **6** | 121,155 | 121,155 |
| Revaluation reserve | | 78,442 | 82,336 |
| Retained earnings | | 139,085 | 148,560 |
| **Total shareholders' equity** | | **338,684** | **352,053** |
| **Non-current liabilities** | | | |
| Long-term debt, net of current portion, unamortized deferred financing costs and unamortized gain on debt modification | **7** | 220,167 | 131,315 |
| **Total non-current liabilities** | | **220,167** | **131,315** |
| **Current liabilities:** | | | |
| Long-term debt, current portion net of unamortized deferred financing costs and unamortized gain on debt modification | **7** | 37,763 | 42,310 |
| Trade accounts payable | | 14,944 | 16,101 |
| Other payables and accruals | | 14,457 | 12,834 |
| Deferred revenue | | 2,555 | 3,246 |
| **Total current liabilities** | | **69,719** | **74,491** |
| **Total liabilities** | | **289,886** | **205,806** |
| **Total shareholders' equity and liabilities** | | **628,570** | **557,859** |

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

**Contships Logistics Corp.**
**Unaudited interim condensed consolidated statements of changes in equity**
**For the three months ended March 31, 2025 and 2024**
**(All amounts in thousands of U.S. Dollars, except share and per share)**

| | Number of shares (Note 6) | Share capital (Note 6) | Paid-in capital (Note 6) | Revaluation reserve (Note 4) | Retained earnings (Note 6) | Total |
|---|---|---|---|---|---|---|
| **Balance, December 31, 2023** | **174,408** | **2** | **121,155** | **28,739** | **126,502** | **276,398** |
| Profit for the period | | | | | 4,969 | **4,969** |
| Other comprehensive income | **-** | **-** | **-** | - | - | **-** |
| **Total comprehensive income** | **-** | **-** | **-** | **-** | **4,969** | **4,969** |
| **Balance, March 31, 2024** | **174,408** | **2** | **121,155** | **28,739** | **131,471** | **281,367** |
| | | | | | | |
| **Balance, December 31, 2024** | **174,408** | **2** | **121,155** | **82,336** | **148,560** | **352,053** |
| Profit for the period | | | | | 3,027 | **3,027** |
| Other comprehensive loss | **-** | **-** | **-** | (3,894) | - | **(3,894)** |
| **Total comprehensive loss** | **-** | **-** | **-** | **(3,894)** | **3,027** | **(867)** |
| Dividends | **-** | **-** | **-** | - | (12,502) | **(12,502)** |
| **Balance, March 31, 2025** | **174,408** | **2** | **121,155** | **78,442** | **139,085** | **338,684** |

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

**Contships Logistics Corp.**
**Unaudited interim condensed consolidated statements of cash flows**
**For the three months ended March 31, 2025 and 2024**
**(All amounts in thousands of U.S. Dollars, except share and per share)**

| | Notes | Three months ended March 31, 2025 | 2024 |
|---|---|---|---|
| **Cash flows from operating activities** | | | |
| Profit for the period | | 3,027 | 4,969 |
| *Adjustments for non-cash items:* | | | |
| Vessels' depreciation and amortization | **4** | 9,034 | 10,469 |
| Revaluation loss on vessels | **4** | 2,957 | 5,427 |
| Interest and finance costs | **9** | 4,481 | 4,941 |
| Interest income | | (620) | (251) |
| *Movements in working capital:* | | | |
| Decrease / (increase) in: | | | |
| Inventories | | 415 | 712 |
| Trade receivables | | 685 | (1,515) |
| Accrued income | | (361) | 433 |
| Prepaid expenses and other assets | | (712) | (755) |
| Related parties | | - | (178) |
| Claims receivables | | - | 1,850 |
| Increase / (decrease) in: | | | |
| Trade accounts payable | | (1,157) | (1,291) |
| Other payables and accruals | | 1,623 | (1,193) |
| Deferred revenue | | (691) | (1,263) |
| **Cash provided by operations** | | **18,681** | **22,355** |
| Interest paid | | (3,590) | (4,501) |
| **Net cash provided by operating activities** | | **15,091** | **17,854** |
| **Cash flows from investing activities** | | | |
| Vessels' additions | **4** | (2,073) | (1,570) |
| Vessels' acquisition | **4** | - | (5,237) |
| Vessels' disposal | | 17,280 | 2,000 |
| Interest income received | | 620 | 251 |
| **Net cash provided by / (used in) investing activities** | | **15,827** | **(4,556)** |
| **Cash flows from financing activities** | | | |
| Drawdown of long-term debt | **7** | 98,000 | 4,000 |
| Repayment of long-term debt | **7** | (5,223) | (9,793) |
| Prepayment of long-term debt | **7** | (6,931) | (3,500) |
| Financing fees paid | | (2,432) | (49) |
| Dividends paid | **6** | (12,502) | - |
| **Net cash provided by / (used in) financing activities** | | **70,912** | **(9,342)** |
| **Net increase in cash and cash equivalents** | | **101,830** | **3,956** |
| Cash and cash equivalents at the beginning of the period | | 28,989 | 32,970 |
| **Cash and cash equivalents at the end of the period** | **3** | **$130,819** | **$36,926** |

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

## 1. Incorporation and general information

The accompanying unaudited interim condensed consolidated financial statements include the financial statements of Contships Logistics Corp. (“CLC” or the “Company”) and its wholly owned subsidiaries listed below (collectively the “Group”). The principal business of the Group is the ownership and operation of container vessels, providing maritime services for the transportation of containerized cargo on a worldwide basis.

CLC was incorporated in the Republic of the Marshall Islands on November 16, 2021. The Group’s operations are carried out from offices in Athens. The registered office of CLC is trust Company Complex, Ajeltake Road, Ajeltake Island, Majuro, Marshall Islands, MH96960.

The Group’s operations are managed by Contships Management Inc. (“CMI” or the “Manager”), a related party fully owned by our controlling shareholder, established in the Republic of the Marshall Islands, which operates in Greece through a branch established at 45 Vasilisis Sofias Avenue, Athens, under the provisions of the Law 89/67, as amended.

**Basis of presentation**

The accompanying unaudited interim condensed consolidated financial statements have been prepared under the historical cost basis, except for vessels that have been measured at fair value in accordance with the Group’s accounting policy. All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

The unaudited interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standard (“IAS”) 34 Interim Financial Reporting as issued by the IASB. These financial statements do not include all the information required by the IFRS for a complete set of annual financial statements and, therefore, these unaudited interim condensed consolidated financial statements should be read in conjunction with the Company’s annual consolidated financial statements for the years ended December 31, 2024 and 2023.

The consolidated financial statements have been prepared by including the historical financial statements of the entities below, since their respective dates of incorporation for all periods presented.

The Group’s subsidiaries as of March 31, 2025 were the following:

| Name | Activity | Incorporation Date | Incorporation Place |
|---|---|---|---|
| Contship Legacy Shipping S.A. (“Legacy”) | Shipowning | 20-Nov-15 | Liberia |
| Frankyl Maritime Company (“Frankyl”) | Shipowning | 4-Apr-16 | Liberia |
| Bianca Shipholding Ltd. (“Bianca”) | Shipowning | 8-Jun-16 | Liberia |
| Brusa Oceanways Inc. (“Brusa”) | Shipowning | 8-Jun-16 | Liberia |
| Wismar Marine Ltd. (“Wismar”) | Shipowning | 14-Nov-16 | Liberia |
| Lubeck Oceanways Inc. (“Lubeck”) | Shipowning | 14-Nov-16 | Liberia |
| Schleswig Navigation Corp. (“Schleswig”) | Shipowning | 13-Dec-16 | Liberia |
| Contship Eco Shipping S.A. (“Eco”) | Shipowning | 14-Mar-14 | Liberia |
| Contship Symphony Shipping Inc. (“Symphony”) | Shipowning | 12-Jan-16 | Liberia |
| Amberjack Oceanways Ltd. (“Amberjack”) | Shipowning | 28-Jun-17 | Liberia |
| Albacore Navigation Ltd. (“Albacore”) | Shipowning | 28-Jun-17 | Liberia |
| Santiago Investment Corporation (“Santiago”) | Shipowning | 8-Feb-17 | Liberia |
| Sky Liberty Investments Limited (“Sky Liberty”) | Shipowning | 27-Dec-16 | Liberia |
| Antico Marine Ltd. (“Antico”) | Shipowning | 27-Jun-18 | Liberia |
| Woodstone Maritime Company (“Woodstone”) | Shipowning | 31-May-18 | Liberia |

1. **Incorporation and general information (Continued)**

| Name | Activity | Incorporation Date | Incorporation Place |
|---|---|---|---|
| Ikaria Shiptrading S.A. ("Ikaria") | Shipowning | 27-Jun-18 | Liberia |
| Genoa Marine Ltd ("Genoa") | Shipowning | 18-Nov-19 | Liberia |
| Alicante Maritime Company ("Alicante") | Shipowning | 3-Apr-19 | Liberia |
| Asher Shipping Limited ("Asher") | Shipowning | 3-May-18 | Liberia |
| Cyrus Corporation ("Cyrus") | Shipowning | 2-Jan-19 | Liberia |
| Bari Maritime Ltd ("Bari") | Shipowning | 18-Nov-19 | Liberia |
| Marbella Maritime Ltd ("Marbella") | Shipowning | 23-Oct-19 | Liberia |
| Meteora Marine S.A. ("Meteora") | Shipowning | 6-Jul-17 | Liberia |
| Mizuna Inc. ("Mizuna") | Shipowning | 1-Mar-18 | Liberia |
| Nemea Navigation S.A. ("Nemea") | Shipowning | 6-Jul-17 | Liberia |
| Parnell Corporation ("Parnell") | Shipowning | 23-Feb-18 | Liberia |
| Sevilla Maritime Company ("Sevilla") | Shipowning | 3-Apr-19 | Liberia |
| Ancona Marine Ltd ("Ancona") | Shipowning | 18-Nov-19 | Liberia |
| Siena Maritime Ltd ("Siena") | Shipowning | 18-Nov-19 | Liberia |
| Palermo Maritime Ltd ("Palermo") | Shipowning | 18-Nov-19 | Liberia |
| Umbria Marine Ltd. ("Umbria") | Shipowning | 16-Oct-20 | Liberia |
| Lazio Marine Ltd. ("Lazio") | Shipowning | 20-Oct-20 | Liberia |
| Sorrento Marine Ltd. ("Sorrento") | Shipowning | 18-Jan-22 | Liberia |
| Ravello Navigation S.A. ("Ravello") | Shipowning | 4-Oct-22 | Liberia |
| Positano Marine S.A. ("Positano") | Shipowning | 4-Oct-22 | Liberia |
| Almeria Marine Ltd. ("Almeria") | Shipowning | 24-Feb-23 | Liberia |
| Tarragona Oceanways S.A. ("Tarragona") | Shipowning | 30-Mar-23 | Liberia |
| Cassano Maritime Ltd. ("Cassano") | Shipowning | 4-Apr-23 | Liberia |
| Monza Sea Marine Ltd. ("Monza") | Shipowning | 3-Apr-24 | Liberia |
| Corsica Navigation Co. ("Corsica") | Shipowning | 19-Sep-24 | Liberia |
| Sea Merit Ltd. ("Sea Merit")[1] | - | 6-Mar-25 | Liberia |
| Sea Excellence Ltd. ("Sea Excellence")[2] | - | 6-Mar-25 | Liberia |
| Sea Victorious S.A. ("Sea Victorious")[3] | - | 6-Mar-25 | Liberia |
| Sea Brilliance Inc. ("Sea Brilliance")[4] | - | 6-Mar-25 | Liberia |
| Sea Champion S.A. ("Sea Champion")[5] | - | 6-Mar-25 | Liberia |
| Nereus Oceanways Inc. ("Nereus") | Former Shipowning | 9-Nov-15 | Liberia |
| Willard Maritime Ltd. ("Willard") | Former Shipowning | 29-Dec-15 | Liberia |
| Salerno Oceanways S.A. ("Salerno") | Former Shipowning | 4-Oct-22 | Liberia |
| Amalfi Seas S.A. ("Amalfi") | Former Shipowning | 4-Oct-22 | Liberia |
| Rosehill Shipholding Inc. ("Rosehill") | Former Shipowning | 29-Dec-15 | Liberia |
| Columba Seas S.A. ("Columba") | Former Shipowning | 2-Apr-21 | Liberia |
| Contship Ability Shipping Inc. ("Ability") | Former Shipowning | 12-Jan-16 | Liberia |
| Calabria Marine Ltd. ("Calabria") | Former Shipowning | 20-Oct-20 | Liberia |
| Auriga Navigation Co. ("Auriga") | Former Shipowning | 10-Mar-21 | Liberia |
| Brazil Marine Inc. ("Brazil") | Former Shipowning | 8-Jun-16 | Liberia |
| Marea Navigation S.A. ("Marea") | Former Shipowning | 25-Aug-17 | Liberia |
| Verona Shiptrading Inc. ("Verona")[6] | Former Shipowning | 6-Jul-17 | Liberia |
| Syracuse Marine Ltd ("Syracuse")[7] | Former Shipowning | 18-Nov-19 | Liberia |

1 On March 21, 2025, Sea Merit entered into a memorandum of agreement to acquire a vessel with expected delivery between May 2025 and June 2025 (Note 4).
2 On March 21, 2025, Sea Excellence entered into a memorandum of agreement to acquire a vessel with expected delivery May 2025 and June 2025 (Note 4).

1. **Incorporation and general information (Continued)**

3 On March 21, 2025, Sea Victorious entered into a memorandum of agreement to acquire a vessel with expected delivery between May 2025 and June 2025 (Note 4).
4 On March 21, 2025, Sea Brilliance entered into a memorandum of agreement to acquire a vessel with expected delivery between May 2025 and June 2025 (Note 4).
5 On March 21, 2025, Sea Champion entered into a memorandum of agreement to acquire a vessel with expected delivery between May 2025 and June 2025 (Note 4).
6 On January 24, 2025, Verona sold M/V Contship Air (Note 4).
7 On February 11, 2025, Syracuse sold M/V Contship Leo (Note 4).

The unaudited interim condensed consolidated financial statements of the Group include the financial statements of CLC and the following subsidiaries, all of them being vessel owning companies, companies which are parties to a contract to acquire a vessel and dormant:

| Shipping company | Vessel name | TEU | Year built | Date of vessel acquisition |
|---|---|---|---|---|
| Lazio Marine Ltd. | Contship Ivy | 925 | 2007 | 2-Dec-14 |
| Contship Legacy Shipping S.A. | Contship Joy | 925 | 2007 | 2-Dec-14 |
| Frankyl Maritime Company | Contship New | 1,118 | 2007 | 30-Jun-16 |
| Bianca Shipholding Ltd. | Contship Oak | 1,118 | 2007 | 26-Jul-16 |
| Brusa Oceanways Inc. | Contship Ray | 1,118 | 2008 | 28-Dec-16 |
| Wismar Marine Ltd. | Contship Sun | 966 | 2007 | 30-Jan-17 |
| Lubeck Oceanways Inc. | Contship Top | 1,118 | 2008 | 27-Apr-17 |
| Schleswig Navigation Corp. | Contship Uno | 1,118 | 2007 | 19-Apr-17 |
| Contship Eco Shipping S.A. | Contship Eco | 750 | 2008 | 26-Mar-14 |
| Contship Symphony Shipping Inc. | Contship Fun | 964 | 2006 | 6 -Apr-16 |
| Amberjack Oceanways Ltd. | Contship Vow | 1,118 | 2007 | 10-Aug-17 |
| Albacore Navigation Ltd. | Contship Win | 1,118 | 2008 | 24-Aug-17 |
| Santiago Investment Corporation | Contship Zen | 1,072 | 2014 | 14-Jun-18 |
| Sky Liberty Investments Limited | Contship Cub | 1,072 | 2013 | 4-Jul-18 |
| Antico Marine Ltd. | Contship Don | 1,098 | 2006 | 21-Nov-18 |
| Woodstone Maritime Company | Contship Fox | 1,114 | 2009 | 10-Dec-18 |
| Ikaria Shiptrading S.A. | Contship Era | 1,114 | 2009 | 17-Dec-18 |
| Genoa Marine Ltd | Contship Ten | 1,114 | 2007 | 29-Jun-20 |
| Alicante Maritime Company | Contship Ace | 1,267 | 2008 | 12-Nov-19 |
| Asher Shipping Limited | Contship Zoe | 1,114 | 2007 | 3-Jun-19 |
| Cyrus Corporation | Contship Way | 1,114 | 2008 | 22-May-19 |
| Bari Maritime Ltd | Contship Vie | 1,114 | 2007 | 22-Jun-20 |
| Marbella Maritime Ltd | Contship Med | 1,118 | 2004 | 19-Dec-19 |
| Meteora Marine S.A. | Contship Ice | 1,341 | 2011 | 15-Feb-19 |
| Mizuna Inc. | Contship Run | 1,432 | 2007 | 4-Mar-19 |
| Nemea Navigation S.A. | Contship Gin | 1,341 | 2011 | 13-Feb-19 |
| Parnell Corporation | Contship Sea | 1,432 | 2007 | 14-Mar-19 |
| Sevilla Maritime Company | Contship Jet | 1,267 | 2007 | 24-Sep-19 |
| Ancona Marine Ltd | Contship Pax | 1,114 | 2008 | 24-Jun-20 |
| Siena Maritime Ltd | Contship Ono | 1,118 | 2007 | 12-Mar-20 |
| Palermo Maritime Ltd | Contship Key | 1,022 | 2007 | 3-Dec-20 |
| Umbria Marine Ltd. | Contship Lex | 1,114 | 2006 | 25-Feb-21 |
| Sorrento Marine Ltd. | Contship Sky | 1,118 | 2008 | 13-May-22 |
| Ravello Navigation S.A. | Contship Art | 1,102 | 2014 | 12-Nov-22 |
| Positano Marine S.A. | Contship Yen | 1,102 | 2014 | 17-Nov-22 |
| Almeria Marine Ltd. | Contship Luv | 1,118 | 2008 | 10-Apr-23 |
| Tarragona Oceanways S.A. | Contship Box | 1,506 | 2009 | 16-Nov-23 |
| Cassano Maritime Ltd. | Contship Gem | 966 | 2010 | 20-Feb-24 |
| Monza Sea Marine Ltd. | Contship Day | 1,484 | 2010 | 29-Jul-24 |
| Corsica Navigation Co. | Contship Cup | 1,496 | 2012 | 29-Nov-24 |

1. **Incorporation and general information (Continued)**

| Shipping company | Vessel name | TEU | Year built | Date of vessel acquisition |
|---|---|---|---|---|
| Sea Merit Ltd. | - | - | - | - |
| Sea Excellence Ltd. | - | - | - | - |
| Sea Victorious S.A. | - | - | - | - |
| Sea Brilliance Inc. | - | - | - | - |
| Sea Champion S.A. | - | - | - | - |

| Shipping company | Vessel name | TEU | Year built | Date of vessel disposal |
|---|---|---|---|---|
| Nereus Oceanway Inc. | Contship Gem | 1,083 | 2003 | Disposed 10-Jun-21 |
| Willard Maritime Ltd. | Contship Hub | 1,083 | 2003 | Disposed 23-Jun-21 |
| Salerno Oceanways S.A. | Contship Rex | 1,102 | 2015 | Disposed 12-Dec-23 |
| Amalfi Seas S.A. | Contship Dax | 1,102 | 2016 | Disposed 14-Dec-23 |
| Rosehill Shipholding Inc. | Contship Pro | 1,083 | 2003 | Disposed 14-Mar-24 |
| Columba Seas S.A. | Contship Eve | 966 | 2008 | Disposed 3-Jul-24 |
| Contship Ability Shipping Inc. | Contship Max | 966 | 2006 | Disposed 26-Nov-24 |
| Calabria Marine Ltd. | Contship Pep | 966 | 2006 | Disposed 2-Dec-24 |
| Auriga Navigation Co. | Contship Ana | 966 | 2006 | Disposed 6-Dec-24 |
| Brazil Marine Inc. | Contship Quo | 998 | 2007 | Disposed 10-Dec-24 |
| Marea Navigation S.A. | Contship Bee | 1,118 | 2006 | Disposed 20-Dec-24 |
| Verona Shiptrading Inc. | Contship Air | 1,118 | 2006 | Disposed 24-Jan-25 |
| Syracuse Marine Ltd | Contship Leo | 1,118 | 2008 | Disposed 11-Feb-25 |

**Impact of Invasion in Ukraine on the Group's Business**

The invasion in Ukraine by Russia has disrupted supply chains and caused instability in the energy markets and the global economy, which have experienced significant volatility. The United States and the European Union, among other countries, have announced sanctions against Russia, including sanctions targeting the Russian oil sector, among those a prohibition on the import of oil and coal from Russia to the United States.

The ongoing conflict could result in uncertain impacts on the international shipping markets the world economy and consequently the Group's business and results of operations.

To date, no apparent consequences have been identified on the Group's business. Management continuously monitors developments between the Ukraine and Russia which may affect the Group.

Currently, the invasion in Ukraine by Russia has not had any negative impact on the trading of the Group's vessels or its revenues but may have an adverse impact on the Group's ability to man and operate its containerships with suitably experienced crew members from the Ukraine or Russia and, as a consequence, its crew costs may increase, which could have an adverse effect on its results of operations and financial condition.

In the case of a call at a Russian port management undertakes due diligence with respect to all of the parties and cargoes involved with such calls in order to verify that such parties and cargoes are compliant with sanctions regulations. The Group has no transactions with sanctioned entities or persons. Currently, none of the Group's vessels call at Russian ports.

## 1. Incorporation and general information (Continued)

### Impact of Conflict in Gaza and the subsequent Red Sea Crisis on the Group's Business

The conflict between Israel and Hamas in the Gaza Strip and the Red Sea Crisis has not affected the Group's business to date; however, an escalation of this conflict could have reverberations on the regional and global economies that could have the potential to adversely affect demand for containership cargoes and the Group's business. The Group will continue to monitor and assess the global economic conditions, developments, along with their potential direct or indirect negative effects on the containership market which may affect the Group.

## 2. New standards, interpretations and amendments adopted by the Group

A summary of the Group's significant accounting policies and recent accounting pronouncements can be found in Note 2 of the consolidated financial statements for the years ended December 31, 2024 and 2023.

Except as described below for the adoption of new standards effective as of January 1, 2025, the accounting policies adopted in the preparation of the unaudited interim condensed consolidated financial statements for the three months ended March 31, 2025 and 2024 are consistent with those applied in the consolidated financial statements for the years ended December 31, 2024 and 2023, that have been prepared in accordance with IFRS as issued by the IASB.

There have been no changes to the Group's significant accounting policies and recent accounting pronouncements in the three months ended March 31, 2025 other than the following IFRS amendment, which has been adopted by the Group as of January 1, 2025.

- **IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability (Amendments).**

The amendment had no impact on the unaudited interim condensed consolidated financial statements of the Group.

The IASB has issued amendments to the IFRS Standards as follows:

- **IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures - Classification and Measurement of Financial Instruments (Amendments).** In May 2024, the IASB issued amendments to the Classification and Measurement of Financial Instruments which amended IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures and they become effective for annual reporting periods beginning on or after January 1, 2026, with earlier application permitted. Management is in process of assessing the effect of these amendments on the Group's financial statements and disclosures.

- **IFRS 18 Presentation and Disclosure in Financial Statements.** In April 2024, the IASB issued the IFRS 18 - Presentation and Disclosure in Financial Statements which replaces IAS 1 - Presentation of Financial Statements and it becomes effective for annual reporting periods beginning on or after January 1, 2027, with earlier application permitted. Management is in process of assessing the effect of these amendments on the Group's financial statements and disclosures. Management will analyze the requirements of this newly issued standard and assess its impact.

- **IFRS 19 Subsidiaries without Public Accountability: Disclosures.** In May 2024, the IASB issued the IFRS 19 - Subsidiaries without Public Accountability: Disclosures, and it becomes effective for annual reporting periods beginning on or after January 1, 2027, with earlier application permitted. Management is in process of assessing the effect of these amendments on the Group's financial statements and disclosures.

## 2. New standards, interpretations and amendments adopted by the Group (Continued)

- **Annual Improvements to IFRS Accounting Standards – Volume 11.** In July 2024, the IASB issued Annual Improvements to IFRS Accounting Standards – Volume 11. An entity shall apply those amendments for annual reporting periods beginning on or after January 1, 2026. Earlier application is permitted. Management is in process of assessing the effect of these amendments on the Group's financial statements and disclosures.

- **Amendment in IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture.** In December 2015, the IASB postponed the effective date of this amendment indefinitely pending the outcome of its research project on the equity method of accounting.

The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

## 3. Cash and cash equivalents

| | As of | |
|---|---|---|
| | **March 31, 2025** | **December 31, 2024** |
| Cash held in banks | 38,405 | 2,089 |
| Cash held in time deposits | 92,414 | 26,900 |
| Total | **130,819** | **28,989** |

Cash held in banks earns interest at floating rates based on daily bank deposit rates. Cash held in time deposits represents amounts placed at short-term time deposits, earning interest at rates agreed in advance between the Group and the respective financial institution. The fair value of cash and cash equivalents as of March 31, 2025 and December 31, 2024 was $130,819 and $28,989, respectively.

## 4. Vessels, net

The amounts in the accompanying unaudited interim condensed consolidated statements of financial position as of March 31, 2025 and audited consolidated statement of financial position as of December 31, 2024 are analyzed as follows:

## 4. Vessels, net (Continued)

| | As of | |
|---|---|---|
| | March 31, 2025 | December 31, 2024 |
| **Vessel** | | |
| As of January 1 | 606,707 | 566,859 |
| Additions | - | 26,060 |
| Disposals | (21,475) | (49,554) |
| Revaluation adjustment | (3,894) | 54,670 |
| Revaluation (loss) / gain on vessels | (2,957) | 8,672 |
| As of March 31 / December 31 | **578,381** | **606,707** |
| **Accumulated depreciation** | | |
| As of January 1 | (129,709) | (121,415) |
| Depreciation charge for the year | (6,227) | (25,773) |
| Disposals | 6,295 | 17,479 |
| As of March 31 / December 31 | **(129,641)** | **(129,709)** |
| **Net carrying amount of vessel as of March 31 / December 31** | **448,740** | **476,998** |
| **Dry docking** | | |
| As of January 1 | 99,870 | 94,596 |
| Additions | 2,073 | 11,899 |
| Disposals | (2,100) | (6,625) |
| As of March 31 / December 31 | **99,843** | **99,870** |
| **Accumulated depreciation** | | |
| As of January 1 | (65,693) | (51,744) |
| Depreciation charge for the year | (2,807) | (13,949) |
| As of March 31 / December 31 | **(68,500)** | **(65,693)** |
| **Net carrying amount of dry-docking as of March 31 / December 31** | **31,343** | **34,177** |
| **Time charter attached** | | |
| As of January 1 | 1,730 | 1,730 |
| Additions | - | - |
| As of March 31 / December 31 | **1,730** | **1,730** |
| **Accumulated amortization** | | |
| As of January 1 | (1,730) | (1,226) |
| Amortization of time charter attached | - | (504) |
| As of March 31 / December 31 | **(1,730)** | **(1,730)** |
| **Net carrying amount of time charter attached as of March 31 / December 31** | **-** | **-** |
| **Total as of March 31 / December 31** | **480,083** | **511,175** |
| **Reclassification to Vessels held for sale** | **(5,103)** | **(8,350)** |
| **Total net carrying amount as of March 31 / December 31** | **474,980** | **502,825** |

## 4. Vessels, net (Continued)

As of March 31, 2025, based on existing market conditions, management assessed that the carrying value of the assets has not fluctuated over 10%, in accordance with the Group's accounting policy, which would require an interim revaluation to be performed.

During the year ended December 31, 2024 based on market conditions existing at the time of the revaluations, the Group performed revaluations of its vessels, in accordance with its relevant accounting policy, the carrying value of which increased by $63,342. The Group has accounted for the revaluation surplus by recording an amount of $8,672 in the statement of comprehensive income or loss, and an amount of $54,670 in other comprehensive income or loss for the year ended December 31, 2024.

The fair value of the vessels as of December 31, 2024 was determined by the Group based on valuations from independent ship brokers, not related to the Group. The appraisal was performed on a "willing Seller and willing Buyer" basis, based on the sale and purchase market condition prevailing at the valuation date subject to the vessel being in sound condition and made available for delivery charter free and took into consideration recent sales and purchase transactions involving comparable vessels. The fair value of the vessels was derived from valuation techniques that include inputs for similar vessels adjusted for age and size that are considered observable market data and hence falls within level 2 of the fair value hierarchy. There have been no transfers between levels of hierarchy.

On March 21, 2025, five of the Group's newly incorporated subsidiaries Sea Brilliance Inc., Sea Champion S.A., Sea Excellence Ltd., Sea Merit Ltd. and Sea Victorious S.A., entered into memoranda of agreement with unaffiliated entities to acquire M/V AS Anita, M/V AS Alexandria, M/V AS Filippa, M/V AS Floriana and M/V AS Fabrizia (to be renamed "Contship Pep II", "Contship Ana II", "Contship Rex II", "Contship Eve II" and "Contship Max II"), respectively, which are expected to be delivered between May 2025 and June 2025, for an aggregate purchase price of $72,000 (Note 14).

On January 30, 2024, the Group through its subsidiary Cassano entered into a memorandum of agreement to acquire M/V Contship Gem (ex Vega Scorpio), a 2010-built container vessel, from an unaffiliated entity. The Group took delivery of M/V Contship Gem on February 20, 2024. Previously, the Group through its subsidiary Nereus Oceanway Inc. owned a different vessel under the same name (details of which are disclosed in Note 1).

On April 12, 2024, the Group through its subsidiary Monza entered into a memorandum of agreement to acquire M/V Contship Day from an unaffiliated entity. The Group took delivery of M/V Contship Day on July 29, 2024.

On September 24, 2024, the Group through its subsidiary Corsica entered into a memorandum of agreement to acquire M/V Contship Cup from an unaffiliated entity. The Group took delivery of M/V Contship Cup on November 29, 2024.

During the year ended December 31, 2024, the Group paid a total consideration of $26,035, including preliminary expenses, in order to complete the acquisition of the three vessels disclosed above.

On January 24, 2025, the Group sold M/V Contship Air to an unaffiliated entity. The vessel was classified as held for sale on December 11, 2024 when its memorandum of agreement was executed and, therefore, was depreciated until that date.

On February 11, 2025, the Group sold M/V Contship Leo to an unaffiliated entity. The vessel was classified as held for sale on January 3, 2025 when its memorandum of agreement was executed and, therefore, was depreciated until that date.

## 4. Vessels, net (Continued)

On January 8, 2025, the Group through its subsidiary Marbella entered into a memorandum of agreement to sell M/V Contship Med to an unaffiliated entity. On the same date the vessel was classified as held for sale upon execution of its memorandum of agreement and, therefore, was depreciated until that date. On April 2, 2025 the vessel was delivered to its new owner (Note 14).

During the three months ended March 31, 2025, the Group received a total consideration of $17,280 in order to complete the disposals of the two vessels disclosed above.

On March 14, 2024 the Group sold M/V Contship Pro to an unaffiliated entity. The vessel was classified as held for sale on March 4, 2024 when its memorandum of agreement was executed and, therefore, was depreciated until that date.

On July 3, 2024 the Group sold M/V Contship Eve to an unaffiliated entity. The vessel was classified as held for sale on May 23, 2024 when its memorandum of agreement was executed and, therefore, was depreciated until that date.

On November 26, 2024, on December 2, 2024, on December 6, 2024, on December 10, 2024 and on December 20, 2024 the Group sold M/V Contship Max, M/V Contship Pep, M/V Contship Ana, M/V Contship Quo and M/V Contship Bee, respectively. These five vessels were classified as held for sale on October 15, 2024 when their memoranda of agreement were executed and, therefore, were depreciated until that date.

During the year ended December 31, 2024, the Group received a total consideration of $38,591 in order to complete the disposals of the seven vessels disclosed above.

During the three months ended March 31, 2025 and the year ended December 31, 2024 the Group capitalized the amounts of $nil and $291, respectively, representing costs for the installation of ballast water treatment system on its vessels.

As of March 31, 2025 and December 31, 2024, all vessels of the Group have been pledged as collateral to secure the bank loans discussed in Note 7.

## 5. Transactions with related parties

Contships Management Inc. is engaged, under separate management agreements, directly with each vessel owning company of the Group, to provide a wide range of shipping managerial and administrative services such as commercial operations, technical support and maintenance, engagement and provision of crew, insurance arrangements and financial and accounting services in exchange of a management fee per month per vessel for all vessels. On January 1, 2022, all vessel owning companies of the Group entered into new management agreements with CMI.

CMI receives a management fee of $25 per month per vessel for services provided. In addition, CMI is also entitled to receive a brokerage commission of 1.25% on all gross revenues earned by each vessel of the Group and a commission of 1.00% on the price of all vessel sales, unless an overriding agreement between the parties involved exists. The new management agreements are effective from January 1, 2022.

The Manager has subcontracted, through an amendment to the ship-broking agreement which services all of the Group's vessels dated January 1, 2022, the chartering and sale and purchase services to B&T (Shipbrokers) Inc. ("B&T" or the "Ship-Broker"), a company owned by the Group's Founder and controlling shareholder starting from January 1, 2022. Before January 1, 2022 B&T was entitled to receive a brokerage commission of up to 1.25% on all gross revenues earned by each vessel of the Group and a commission of 1.00% on the price of all vessel sales, subcontracted from CMI which was initially entitled to receive a brokerage commission of 1.25% on all gross revenues earned by each vessel of the Group and a commission of 1.00% on the price of all vessel sales.

## 5. Transactions with related parties (Continued)

The management fees charged by CMI for the three months ended March 31, 2025 and 2024 amounted to $3,661 and $3,650, respectively, and are separately reflected in the accompanying unaudited interim condensed consolidated statements of comprehensive loss or income under line item “Management fees – related party”. The brokerage commission charged by B&T on the price of vessels sold during the three months ended March 31, 2025 and 2024 amounted to $179 and $ nil, respectively, were charged in accordance with the respective commission agreements in place.

Brokerage commissions on all gross revenues charged by B&T, for the three months ended March 31, 2025 and 2024 amounted to $578 and $640, respectively, and are included in the accompanying unaudited interim condensed consolidated statements of comprehensive loss or income under line item “Voyage expenses”. As of March 31, 2025 and December 31, 2024 there was no balance either payable or receivable to/from CMI. As of March 31, 2025 and December 31, 2024, there was no balance either payable or receivable to/from B&T.

## 6. Share capital and paid-in capital

**Share capital:** The authorized share capital of the Company is divided into 174,408 shares, out of which 174,408 registered shares of a par value of $0.01each have been issued and outstanding as of March 31, 2025 and December 31, 2024. All shares are in registered form.

**Paid-in capital:** Paid-in capital of the Company amounts to $121,155 as of March 31, 2025 and as of December 31, 2024 and consists of cash contributions made by the shareholders.

On October 7, 2024, the Company declared a dividend payable to its shareholders in the total amount of $12,502 in order to distribute part of its accumulated profits. The dividend was paid on October 9, 2024.

On February 21, 2025, the Company declared a dividend payable to its shareholders in the total amount of $12,502 in order to distribute part of its accumulated profits. The dividend was paid on February 24, 2025.

## 7. Long-term debt

On January 7, 2025, Ikaria, Woodstone, Albacore, Bianca, Brusa, Legacy, Frankyl and Lazio as joint and several borrowers and the Company as corporate guarantor entered into a fourth supplemental agreement with Alpha Bank S.A., in relation to the loan agreement dated December 23, 2021, for the discharge of the first preferred Cypriot mortgage registered over M/V Contship Era, its registration under the Liberian flag and the provision of a first preferred Liberian mortgage registered over the vessel.

On February 5, 2025, the Group obtained approval from Alpha Bank S.A., in relation to the loan agreement dated October 25, 2022, for the following amendments to be performed: i) margin reduction from 2.65% to 2.00% with retrospective effect from February 25, 2025, and ii) introduction of a cash collateral provision at 0.50%. Documentation is currently in the process of finalization.

On February 5, 2025, the Group obtained approval from Alpha Bank S.A., in relation to the loan agreement dated April 10, 2023, for the following amendments to be performed: i) margin reduction from 2.50% to 2.00% with retrospective effect from February 25, 2025, and ii) introduction of a cash collateral provision at 0.50%. The respective supplemental agreement between Almeria and Alpha Bank S.A. was executed on May 2, 2025 (Note 14).

On February 11, 2025, the Group completed the issuance of a senior unsecured sustainability-linked bond of $100,000 in Norway. The bond pays a coupon of 9.00% per annum and was issued at 98.0% of par. Bond proceeds will be utilized towards general corporate purposes, including acquisition of maritime assets and refinancing of existing financial indebtedness.

**7. Long-term debt (Continued)**

On February 11, 2025, the Group obtained approval from Eurobank S.A., in relation to the loan agreement dated October 27, 2022, for the following amendments to be performed: i) margin reduction from 2.75% to 2.00%, and ii) introduction of a cash collateral provision at 0.60%. Documentation is currently in the process of finalization.

On February 19, 2025, the Group obtained approval from Attica Bank S.A. (formerly known as Pancreta Bank S.A.), in relation to the Cassano, Monza and Corsica loan agreements, for the following amendments to be performed to each facility: i) margin reduction to 2.20%, and ii) introduction of a cash collateral provision at 0.50%. Documentation is currently in the process of finalization for Cassano and Corsica. The respective supplemental agreement between Monza and Attica Bank S.A. was executed on Aprill 28, 2025 (Note 14).

On March 13, 2025, Alicante, Ancona, Asher, Bari, Cyrus, Genoa, Marbella, Mizuna, Palermo, Parnell, Sevilla, Siena and Umbria as joint and several borrowers and the Company as corporate guarantor entered into a fifth supplemental agreement with Piraeus Bank S.A., in relation to the loan agreement dated December 6, 2021, where the following were agreed: i) margin reduction from 2.50% to 1.95% with retrospective effect from March 10, 2025, ii) extension of the maturity date to June 8, 2028 for Tranche A and December 8, 2027 for Tranche B, and iii) introduction of a cash collateral provision at 0.50%.

On March 31, 2025, Ikaria, Woodstone, Albacore, Bianca, Brusa, Legacy, Frankyl and Lazio as joint and several borrowers and the Company as corporate guarantor entered into a fifth supplemental agreement with Alpha Bank S.A., in relation to the loan agreement dated December 23, 2021, where the following were agreed: i) margin reduction from 2.80% to 2.00% with retrospective effect from February 25, 2025, ii) extension of the maturity date to July 5, 2028, and iii) introduction of a cash collateral provision at 0.50%.

| | **As of** | |
|---|---|---|
| | **March 31, 2025** | **December 31, 2024** |
| Amounts due within one year | 39,197 | 42,156 |
| Amounts due after one year | 223,665 | 132,859 |
| | 262,862 | 175,015 |
| Plus accrued interest | 1,712 | 1,325 |
| Less debt arrangement fees | (3,500) | (1,329) |
| Less bond discount | (1,946) | - |
| Less gain on debt modification | (1,198) | (1,386) |
| **Total** | **257,930** | **173,625** |

***Debt repayment schedule***

As of March 31, 2025, the annual principal payments falling due in the following periods, are as follows:

| **Falling due by period ending** | **Amount** |
|---|---|
| March 31, 2026 | 39,197 |
| March 31, 2027 | 39,171 |
| March 31, 2028 | 29,659 |
| March 31, 2029 | 44,599 |
| March 31, 2030 | 105,000 |
| Over 5 years | 5,236 |
| **Total** | **262,862** |

## 7. Long-term debt (Continued)

The Group has incurred interest expense of $3,932, including bond coupon, and $4,528 for the three months ended March 31, 2025 and 2024, respectively (Note 9). The weighted average interest rate for the Group's bank loan facilities for the three months ended March 31, 2025 and 2024 was 6.60% and 7.67%, respectively. The bond coupon charged to the Group for the period from February 11, 2025 (date of issuance) to March 31, 2025 was 9.00%.

All the Group's loan facilities are at variable interest rates and, therefore, their book values approximate their fair values.

## 8. Vessels' operating expenses

The amounts in the unaudited interim condensed consolidated statement of comprehensive loss or income are analyzed as follows:

| | Three months ended March 31, | |
|---|---|---|
| | **2025** | **2024** |
| Crew wages and related costs | 10,122 | 10,887 |
| Insurances | 1,784 | 1,754 |
| Maintenance, repairs, spares and stores | 7,850 | 6,925 |
| Lubricants | 764 | 955 |
| Tonnage taxes | 30 | 48 |
| Miscellaneous | 447 | 430 |
| **Total** | **20,997** | **20,999** |

## 9. Interest and finance costs

Total interest expense and finance charges are analysed as follows:

| | Three months ended March 31, | |
|---|---|---|
| | **2025** | **2024** |
| Interest expense | 3,932 | 4,528 |
| Debt arrangement fees amortization | 262 | 183 |
| Amortization of gain on loan debt modification | 188 | 174 |
| Gain on loan debt modification, net | - | - |
| Bond discount amortization | 54 | - |
| Bank costs | 20 | 39 |
| Other finance costs | 25 | 17 |
| **Total** | **4,481** | **4,941** |

## 10. General and administrative expenses

General and administrative expenses for the three months ended March 31, 2025 and 2024 amounted to $282 and $207, respectively, including audit fees and other various general and administrative expenses.

## 11. Income taxes

Under the laws of the jurisdictions where the companies of the Group are incorporated, they are exempted from income tax deriving from international shipping operations. The Company is subject to registration fees and each of its subsidiaries are subject to registration and tonnage taxes, which amount to $30 and $48 for the three months ended March 31, 2025 and 2024, respectively, and are included in the accompanying unaudited interim condensed consolidated statements of comprehensive loss or income under line item "Vessels' operating expenses".

## 12. Commitments and contingencies

Various claims, lawsuits and complaints such as those involving government regulations and product liability, arise in the ordinary course of the shipping business. In addition, losses may arise from disputes with charterers, agents, insurance and other claims with suppliers relating to the activity of the vessels. There are no material legal proceedings to which the Group is a party or which involve any of its properties as of March 31, 2025 and as of December 31, 2024.

As of March 31, 2025, five of the Group's subsidiaries were parties to contracts to acquire five vessels. As of December 31, 2024, none of the Group's subsidiaries were parties to contracts to acquire a vessel.

**Future minimum charter revenue**

As of March 31, 2025, the future minimum contracted charter (lease) revenue, net of address commissions, before brokerage commissions expected to be recognized on non-cancellable time charters by the Group's 39 vessels, excluding the effect of one vessel which was classified as held for sale as of that date, is presented in the table below. This amount does not assume any exercise of optional extension periods which are at the charterers' option.

| Period ending | Amount |
|---|---|
| March 31, 2026 | 94,757 |
| March 31, 2027 | 15,659 |
| **Total** | **110,416** |

For the three months ended March 31, 2025 and 2024 the lease component amounted to $27,040 and $30,929, respectively, and the non-lease component amounted to $19,213 and $19,245, respectively, and are both included under line item "Revenue, net" in the unaudited interim condensed consolidated statements of comprehensive income.

## 13. Financial risk management

The Group's principal financial instruments are bank loans and bonds (Note 7), the main purpose of which is to finance the Group's vessels acquisition cost and refinance existing financial indebtedness. Other financial instruments of the Group include cash and cash equivalents, trade receivables, prepaid expenses, claims receivable and trade payables, which arise directly from the operation of its vessels.

The main risks arising from the Group's financial instruments are interest rate risk and credit risk. The majority of the Group's transactions are denominated in US Dollars, therefore, its exposure to foreign currency risk is minimal.

***Interest rate risk***

Cash flow interest rate risk arises primarily from the possibility that changes in interest rates will affect the future cash outflows from the Group's long-term debt and interest income from the Group's financial assets.

## 13. Financial risk management (Continued)

The sensitivity analysis presented in the tables below demonstrates the sensitivity to a reasonably possible change in interest rates (SOFR), with all other variables held constant, on the Group's results for the three months ended March 31, 2025 and 2024. The sensitivity analysis has been prepared assuming a rise or fall in interest rates, which will impact interest expense on floating rate borrowings.

**Three months ended March 31, 2025**

| Increase/decrease (%) | Effect on profit |
|---|---|
| +1.5% | (589) |
| -1.5% | 589 |

**Three months ended March 31, 2024**

| Increase/decrease (%) | Effect on profit |
|---|---|
| +1.5% | (864) |
| -1.5% | 864 |

***Credit risk***

The Group's maximum exposure to credit risk in the event the counterparties fail to perform their obligations as of March 31, 2025 and December 31, 2024, in relation to each class of recognized financial assets, is the carrying amount of those assets as indicated in the statements of financial position.

Financial instruments, which potentially subject the Group to significant concentrations of credit risk, consist primarily of cash and cash equivalents and trade accounts receivable. The Group places its cash and cash equivalents, consisting mostly of deposits, with financial institutions. The Group performs annual evaluations of the relative credit standing of those financial institutions. Credit risk with respect to trade accounts receivable is generally managed by the chartering of vessels to major container lines (including regional lines) rather than to more speculative or undercapitalized entities.

The Group has operating revenue exposure from four significant customers for the three months ended March 31, 2025 which constitute 36% (CMA CGM), 17% (COSCO), 14% (MSC) and 10% (MAERSK) of total revenues and four significant customers for the three months ended March 31, 2024 which constitute 26% (CMA CGM), 18% (ZISS), 15% (COSCO) and 12% (MSC) of total revenues.

***Fair values***

The carrying values of financial assets reflected in the accompanying unaudited interim condensed consolidated statement of financial position as of March 31, 2025 and the consolidated statement of financial position as of December 31, 2024, approximate their respective fair values due to the short-term nature of these financial instruments. The fair value of long-term bank loans with variable interest rates approximates the recorded values, generally due to their variable interest rates. There have been no transfers between Level 1 and Level 2 during the periods.

***Foreign currency risk***

The majority of the Group's transactions are denominated in US Dollars, therefore, its exposure to foreign currency risk from operations is minimal.

***Capital management***

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value. The Group monitors capital using a gearing ratio, which is total debt divided by total assets.

13. **Financial risk management (Continued)**

| | As of | |
|---|---|---|
| | **March 31, 2025** | **December 31, 2024** |
| Non-current assets | 474,980 | 502,825 |
| Current assets | 153,590 | 55,034 |
| **Total assets** | **628,570** | **557,859** |
| | | |
| Interest bearing loans & borrowings | 257,930 | 173,625 |
| Trade accounts payable, other payables and accruals and deferred revenue | 31,956 | 32,181 |
| **Total debt** | **289,886** | **205,806** |
| | | |
| **Debt to assets ratio** | **46.1%** | **36.9%** |

***Liquidity risk***

The tables below summarize the maturity profile of the Group's financial liabilities as of March 31, 2025 and December 31, 2024 based on contractual undiscounted payments:

| **31-Mar-25** | **<3 months** | **3-12 months** | **1-2 years** | **2-5 years** | **>5 years** | **Total** |
|---|---|---|---|---|---|---|
| Debt service* | 16,040 | 34,184 | 48,960 | 222,549 | 5,539 | **327,272** |
| Trade accounts payable | - | 14,944 | - | - | - | **14,944** |
| Other payables and accruals | - | 14,457 | - | - | - | **14,457** |
| | 16,040 | 63,585 | 48,960 | 222,549 | 5,539 | **356,673** |

| **31-Dec-24** | **<3 months** | **3-12 months** | **1-2 years** | **2-5 years** | **>5 years** | **Total** |
|---|---|---|---|---|---|---|
| Debt service* | 12,624 | 41,491 | 47,961 | 89,223 | 7,678 | **198,977** |
| Trade accounts payable | - | 16,101 | - | - | - | **16,101** |
| Other payables and accruals | - | 12,834 | - | - | - | **12,834** |
| | 12,624 | 70,426 | 47,961 | 89,223 | 7,678 | **227,912** |

***(*) Debt service includes contractual obligation in relation to principal and interest as of March 31, 2025 and December 31, 2024. The amount of interest for each of the periods presented above in aggregate amounts to $64,411 and $23,962, respectively.***

14. **Events after the reporting period**

On April 2, 2025, M/V Contship Med was delivered to its new owner. On April 2, 2025, an amount of $1,826 was repaid to Piraeus Bank S.A. in relation to the disposal of M/V Contship Med owned by Marbella (Note 4).

On April 3, 2025, the Group deposited an aggregate amount of $7,200 representing 10% of the initial purchase prices in relation to the acquisition of the five secondhand vessels expected to be delivered between May 2025 and June 2025 (Note 4).

**14. Events after the reporting period (Continued)**

On April 4, 2025, the Group through its subsidiary Albacore entered into a memorandum of agreement to sell M/V Contship Win to an unaffiliated entity. Delivery of M/V Contship Win to its new owner is expected to be completed between May 2025 and June 2025.

On April 10, 2025, Symphony, Eco, Amberjack, Sky Liberty, Santiago, and Antico as joint and several borrowers and the Company as corporate guarantor entered into a first supplemental agreement with Eurobank S.A., in relation to the loan agreement dated July 13, 2023, where the following were agreed: i) margin reduction from 2.75% to 2.00% with effect from March 13, 2025, ii) extension of the maturity date to December 13, 2028, and iii) cash collateral margin reduction from 1.00% to 0.60%.

On April 10, 2025, Tarragona as borrower and the Company as corporate guarantor entered into a second supplemental agreement with Attica Bank S.A., in relation to the loan agreement dated November 15, 2023, where the following were agreed: i) margin reduction from 2.45% to 2.20% with effect from March 10, 2025, and ii) introduction of a cash collateral provision at 0.50%.

On April 11, 2025, the Group obtained approval from National Bank of Greece S.A., in relation to the loan agreement dated December 6, 2021, for the following amendments to be performed: i) margin reduction from 2.35% to 2.00%, and ii) introduction of a cash collateral provision at 0.60%. Documentation is currently in the process of finalization.

On April 28, 2025, Monza as borrower and the Company as corporate guarantor entered into a first supplemental agreement with Attica Bank S.A., in relation to the loan agreement dated July 24, 2024, where the following were agreed: i) margin reduction from 2.40% to 2.20% with effect from March 10, 2025, and ii) introduction of a cash collateral provision at 0.50%.

On May 2, 2025, Almeria as borrower and the Company as corporate guarantor entered into a third supplemental agreement with Alpha Bank S.A., in relation to the loan agreement dated April 10, 2023, where the following were agreed: i) margin reduction from 2.50% to 2.00% with retrospective effect from February 25, 2025, and ii) introduction of a cash collateral provision at 0.50%.

**Responsibility Statement**

Reference is made to the unaudited consolidated financial statements for Contships Logistics Corp. and its subsidiaries (the Group) published on or around May 9, 2025. We hereby confirm that, to the best of our knowledge, the interim unaudited consolidated financial statements for the three months ended March 31, 2025 have been prepared in accordance with applicable accounting standards and give a true and fair view of the assets, liabilities, financial positions and profit and loss of the Group.

We also confirm that, to the best of our knowledge, the financial statements referred to above give a true and fair reflection of important events that have occurred during the three months ended March 31, 2025 and their impact on the financial statements, as well as a description of the principal risks and uncertainties encountered by the Group.

May 9, 2025

| | |
|---|---|
| Nikolas D. Pateras | Chairman and CEO of Contships Logistics Corp. |
| Anthony Argyropoulos | CFO of Contships Logistics Corp. |

### Charter Profile

| | | | Current Charter | | | | Follow-on Charter | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| No | Vessel | TEU | Charterer | TC (USD/day) | Expiry start | Expiry end | Charterer | TC (USD/day) | Expiry start | Expiry end |
| 1 | Contship Ace | 1,267 | CMA CGM | 11,250 | 30-09-25 | 30-09-25 | | | | |
| 2 | Contship Art | 1,103 | ZISS | 13,500 | 21-05-25 | 21-05-25 | ZISS | 16,900 | 21-01-27 | 21-03-27 |
| 3 | Contship Box | 1,484 | COSCO | 12,200 | 03-05-25 | 03-05-25 | CMA CGM | 19,800 | 03-05-27 | 03-07-27 |
| 4 | Contship Cub | 1,072 | CMA CGM | 14,000 | 10-05-26 | 10-07-26 | | | | |
| 5 | Contship Cup | 1,496 | ZISS | 18,000 | 01-12-25 | 01-02-26 | | | | |
| 6 | Contship Day | 1,496 | COSCO | 19,900 | 22-06-26 | 22-08-26 | | | | |
| 7 | Contship Don | 1,098 | COSCO | 15,000 | 08-04-26 | 08-06-26 | | | | |
| 8 | Contship Eco | 750 | X-PRESS | 10,500 | 20-01-26 | 20-03-26 | | | | |
| 9 | Contship Era | 1,118 | ZISS | 13,500 | 13-01-26 | 13-05-26 | | | | |
| 10 | Contship Fox | 1,118 | CFS | 14,750 | 01-09-25 | 30-10-25 | | | | |
| 11 | Contship Fun | 966 | MSC | 8,250 | 10-02-25 | 10-04-25 | MAERSK | 14,000 | 10-12-25 | 10-02-26 |
| 12 | Contship Gem | 966 | SEABOARD | 15,500 | 22-07-25 | 22-09-25 | | | | |
| 13 | Contship Gin | 1,345 | CMA CGM | 17,500 | 11-05-26 | 11-07-26 | | | | |
| 14 | Contship Ice | 1,345 | ZISS | 20,500 | 19-12-25 | 19-04-26 | | | | |
| 15 | Contship Ivy | 925 | COSCO | 11,500 | 06-07-25 | 06-09-25 | | | | |
| 16 | Contship Jet | 1,267 | CMA CGM | 13,500 | 10-07-25 | 10-09-25 | | | | |
| 17 | Contship Joy | 925 | MSC | 12,000 | 01-03-27 | 01-05-27 | | | | |
| 18 | Contship Key | 1,022 | CMA CGM | 11,500 | 12-05-25 | 11-07-25 | | | | |
| 19 | Contship Lex | 1,118 | HAPAG LLOYD | 11,000 | 05-05-25 | 05-09-25 | | | | |
| 20 | Contship Luv | 1,118 | CMA CGM | 14,000 | 01-11-25 | 01-02-26 | | | | |
| 21 | Contship New | 1,118 | MSC | 9,000 | 27-07-25 | 27-09-25 | | | | |
| 22 | Contship Oak | 1,118 | MSC | 9,000 | 17-09-25 | 17-11-25 | | | | |
| 23 | Contship Ono | 1,118 | MAERSK | 13,000 | 05-04-25 | 05-06-25 | UNIFEEDER | 16,250 | 08-07-26 | 08-09-26 |
| 24 | Contship Pax | 1,114 | CMA CGM | 9,500 | 13-06-25 | 13-06-25 | CMA CGM | 15,000 | 13-05-26 | 13-05-26 |
| | | | | | | | CMA CGM | 13,000 | 13-04-27 | 13-04-27 |
| | | | | | | | CMA CGM | 15,000 | 13-04-27 | 13-06-27 |
| 25 | Contship Ray | 1,118 | CMA CGM | 11,000 | 17-05-25 | 17-05-25 | CMA CGM | 16,000 | 17-07-26 | 17-09-26 |
| 26 | Contship Run | 1,432 | COSCO | 16,500 | 02-08-25 | 02-12-25 | | | | |
| 27 | Contship Sea | 1,432 | COSCO | 16,500 | 08-08-25 | 08-12-25 | | | | |
| 28 | Contship Sky | 1,118 | CMA CGM | 15,000 | 17-05-25 | 17-05-25 | CMA CGM | 12,500 | 17-11-25 | 17-11-25 |
| | | | | | | | CMA CGM | 13,750 | 17-11-25 | 17-02-26 |
| 39 | Contship Sun | 966 | CMA CGM | 11,000 | 07-07-25 | 07-09-25 | | | | |
| 30 | Contship Ten | 1,114 | MSC | 12,500 | 13-04-25 | 13-04-25 | MSC | 14,000 | 13-01-27 | 13-02-27 |
| 31 | Contship Top | 1,118 | MSC | 12,500 | 15-02-27 | 15-04-27 | | | | |
| 32 | Contship Uno | 1,118 | CMA CGM | 13,500 | 06-06-25 | 06-09-25 | | | | |
| 33 | Contship Vie | 1,114 | MAERSK | 14,000 | 14-11-25 | 14-01-26 | | | | |
| 34 | Contship Vow | 1,118 | MSC | 9,000 | 11-04-25 | 10-06-25 | | | | |
| 35 | Contship Way | 1,114 | CMA CGM | 13,500 | 22-02-26 | 22-05-26 | | | | |
| 36 | Contship Win | 1,118 | MAERSK | 12,750 | 18-05-25 | 18-05-25 | | | | |
| 37 | Contship Yen | 1,103 | COSCO | 12,500 | 16-04-25 | 11-05-25 | CMA CGM | 16,000 | 11-05-27 | 11-07-27 |
| 38 | Contship Zen | 1,072 | CMA CGM | 9,500 | 15-04-25 | 15-04-25 | CMA CGM | 11,500 | 14-09-25 | 14-11-25 |
| 39 | Contship Zoe | 1,114 | COSCO | 15,250 | 14-05-26 | 14-07-26 | | | | |

**Contships Logistics Corp.**

45, Vasilissis Sofias Avenue,

Athens 106 76, Greece

T: +30 210 726 7800

E: ir@contships-logistics.com

## APPENDIX B –ARTICLES OF INCORPORATION AND BY-LAWS

**ARTICLES OF INCORPORATION**

**OF**

**CONTSHIPS LOGISTICS CORP.**

**INCORPORATED**

**IN**

**THE REPUBLIC OF THE MARSHALL ISLANDS**

**PURSUANT**

**TO**

**THE BUSINESS CORPORATIONS ACT**

**DUPLICATE COPY**

This document was filed in accordance
with section 5 of the Business
Corporations Act on

**NON RESIDENT**

**November 16, 2021**

Tanya Lawson
Deputy Registrar of Corporations

# ARTICLES OF INCORPORATION

## OF

## CONTSHIPS LOGISTICS CORP.

## PURSUANT TO THE MARSHALL ISLANDS BUSINESS CORPORATIONS ACT

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the Marshall Islands Business Corporations Act, does hereby make, subscribe, acknowledge and file with the Registrar of Corporations this instrument for that purpose, as follows:

A. The name of the Corporation shall be:

**CONTSHIPS LOGISTICS CORP.**

B. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the Marshall Islands Business Corporations Act and without in any way limiting the generality of the foregoing, the corporation shall have the power:

(1) To purchase or otherwise acquire, own, use, operate, pledge, hypothecate, mortgage, lease, charter, sub-charter, sell, build, and repair steamships, motorships, tankers, sailing vessels, yachts, tugs, lighters, barges, and all other vessels and craft of any and all motive power whatsoever, including landcraft, and any and all means of conveyance and transportation by land or water, together with engines, boilers, machinery equipment and appurtenances of all kinds, including masts, sails, boats, anchors, cables, tackle, furniture and all other necessities thereunto appertaining and belonging, together with all materials, articles, tools, equipment and appliances necessary, suitable or convenient for the construction, equipment, use and operation thereof; and to equip, furnish, and outfit such vessels and ships.

(2) To engage in ocean, coastwise and inland commerce, and generally in the carriage of freight, goods, cargo in bulk, passengers, mail and personal effects by water between the various ports of the world and to engage generally in waterborne commerce.

(3) To purchase or otherwise acquire, own, use, operate, lease, build, repair, sell or in

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any manner dispose of docks, piers, quays, wharves, dry docks, warehouses and storage facilities of all kinds, and any property, real, personal and mixed, in connection therewith.

(4) To act as ship's husband, ship brokers, custom house brokers, ship's agents, manager of shipping property, freight contractors, forwarding agents, warehousemen, wharfingers, ship chandlers, and general traders.

(5) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic, or government or colony or any dependency thereof.

(6) To appoint or act as an agent, broker, or representative, general or special, in respect of any or all of the powers expressed herein or implied hereby; to appoint agents, brokers or representatives.

(7) To carry on its business, to have one or more offices, and to exercise its powers in foreign countries, subject to the laws of the particular country.

(8) To borrow or raise money and contract debts, when necessary, for the transaction of its business or for the exercise of its corporate rights, privileges or franchise or for any other lawful purpose of its incorporation; to draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures, and other instruments and evidences of indebtedness either secured by mortgage, pledge, deed of trust, or otherwise, or unsecured.

(9) To give a guarantee not in furtherance of corporate purposes when authorized by majority vote of shareholders entitled to vote thereon and, when authorized by like vote, such guarantee may be secured by mortgage or pledge or creation of security interest in corporate property.

(10) To purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description.

(11) To apply for, secure by purchase or otherwise hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent, patent rights, licenses, privileges, inventions, improvements and processes, copyrights, trademarks, and trade names, relative to or useful in connection with any business of this corporation.

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(12) To purchase or otherwise acquire, underwrite, hold, pledge, turn to account in any manner, sell, distribute, or otherwise dispose of and generally to deal in, bonds, debentures, notes, evidences of indebtedness, shares of stock, warrants, rights, certificates, receipts or any other instruments or interests in the nature of securities created or issued by any person, partnership, firm, corporation, company, association, or other business organizations, foreign or domestic, or by any domestic or foreign governmental, municipal or other public authority, and exercise as holder or owner of any such securities all rights, powers and privileges in respect thereof; to do any and all acts and things for the preservation, protection, improvement and enhancement in value of any such securities and to aid by loan, subsidy, guaranty or otherwise those issuing, creating or responsible for any such securities; to acquire or become interested in any such securities by original subscription, underwriting, loan, participation in syndicates or otherwise, and irrespective of whether such securities be fully paid or subject to future payments; to make payments thereon as called for or in advance of calls or otherwise and to underwrite or subscribe for the same conditionally or otherwise and either with a view to resale or investment or for any other lawful purpose; and in connection therewith or otherwise to acquire and hold membership in or otherwise secure trading privileges on any board of trade, exchange or other similar institution where any securities are dealt in and to comply with the rules of any such institution; as used herein the term "securities" shall include bonds, debentures, notes, evidences of indebtedness, shares of stock, warrants, options, rights, certificates, receipts or any other instruments or interests in the nature of securities of any kind whatsoever which a corporation organized under the Business Corporations Act of the Republic of the Marshall Islands is legally permitted to acquire or deal in, by whomsoever issued or created; the term "person" shall include any person, partnership, firm, corporation, company, association or other business organization, domestic or foreign governmental, municipal or other public authority.

(13) To purchase or otherwise acquire, hold, pledge, turn to account in any manner, import, export, sell, distribute or otherwise dispose of, and generally to deal in, commodities and products (including any future interest therein) and merchandise, articles of commerce, materials, personal property and real property of every kind, character and description whatsoever, and any interest therein, either as principal or as a factor or broker, or as commercial, sales, business or financial agent or representative, general or special, or, to the extent permitted by the laws of the Marshall Islands, in any other capacity whatsoever for the account of any domestic or foreign person or public authority, and in connection therewith or otherwise to acquire trading privileges on any board of trade, exchange or other similar institution where any such products or commodities or personal or real property are dealt in, and to comply with the rules of

any such institution.

(14) To engage in any mercantile, manufacturing or trading business of any kind or character whatsoever and to do all things incidental to such business.

(15) To carry on the business of warehousing and all business incidental thereto, including the issuing of warehouse receipts, negotiable or otherwise, and the making of advances or loans upon the security of goods warehoused.

(16) To purchase, lease or otherwise acquire, hold, own, mortgage, pledge, hypothecate, build, erect, construct, maintain and operate, develop, improve and sell, lease or otherwise dispose of lands, and improvements, warehouses, factories, buildings, structures, piers, wharves, mills, dams, stores and dwellings and all other property and things of whatsoever kind and nature, real, personal or mixed, tangible or intangible, suitable or necessary in connection with any of the purposes hereinabove or hereinafter set forth, or otherwise deal with or in any such properties.

(17) To cause to be formed, merged, reorganized or liquidated, and to promote, take charge of, in any way permitted by law, the formation, merger, reorganization or liquidation of any person.

(18) To acquire all or any part of the good will, rights, property and business of any person, heretofore or hereafter engaged in any business similar to any business which the Corporation has power to conduct, to pay for the same in cash or in the securities of the Corporation or otherwise, to hold, utilize and in any manner dispose of the whole or any part of the rights and property so acquired, and to assume in connection therewith any liabilities of any such person, and conduct in any lawful manner the whole or any part of the business thus acquired.

(19) To make, enter into and carry out any arrangements with any person or public authority, to obtain therefrom or otherwise to acquire by purchase, lease, assignment or otherwise any powers, rights, privileges, immunities, franchises, guarantees, grants and concessions, to acquire, hold, own, exercise, exploit, dispose of and realize upon the same, and to undertake and prosecute any business dependent thereon provided it is such a business as this Corporation may engage in; and to promote, cause to be formed and aid in any way any person for any such purpose.

(20) To make and issue trust receipts, deposit receipts, certificates of deposit, interim receipts, or any other receipts for, or certificates of deposit for, any securities or interest

therein; to acquire and exercise any proxies or powers of attorney or other privileges pertaining to any securities or interest therein.

(21) To render advisory, investigatory, supervisory, managerial or other like services, permitted to corporations, in connection with the promotion, organization, reorganization, recapitalization, liquidation, consolidation or merger of any person or in connection with the issuance, underwriting, sale or distribution of any securities issued in connection therewith or incidental thereto; and to render general investment advisory or financial advisory or managerial services to any person or public authority.

(22) To cause or allow the legal title, or any legal or equitable estate, right or interest in any property, whether real, personal or mixed, owned, acquired, controlled or operated by the Corporation, to remain or to be vested or registered in the name of or operated by, any person, formed or to be formed, either upon trust for or as agents or nominees of, this Corporation, or upon any other proper terms or conditions which the Board of Directors may consider for the benefit of the Corporation.

(23) To enter into any lawful arrangements for sharing profits, union of interest, reciprocal concession or cooperation with any person or public authority, in the carrying on of any similar business which the Corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the Corporation.

(24) To the extent suitable or necessary to carry out any of the purposes hereinbefore or hereinafter set forth, but only in so far as the same may be permitted to be done by a corporation organized under the Business Corporations Act of the Republic of the Marshall Islands, to buy, sell and deal in foreign exchange.

(25) To invest its uninvested funds and/or surplus from time to time to such extent as the Corporation may deem advisable in securities or in call and/or in time loans or otherwise, upon such security, if any, as the Board of Directors may determine, but the Corporation shall not engage in the banking business or exercise banking powers, and nothing in these Articles contained shall be deemed to authorize it to do so.

(26) To issue, purchase, hold, sell, transfer, reissue or cancel the shares of its own capital stock or any securities of the Corporation in the manner and to the extent now or hereafter permitted by the Business Corporations Act of the Republic of the Marshall Islands; and provided further that shares of its own capital stock owned by the Corporation shall not be voted upon directly or indirectly, nor counted as outstanding

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for the purpose of any stockholders' quorum or vote.

(27) To act in any and all parts of the world in any capacity whatsoever as agent, broker, or representative, general or special, for any person or public authority.

(28) To do any and all of the acts and things herein set forth, as principal, factor, agent, contractor, or otherwise, either alone or in company with others; and in general to carry on any other similar business which is incidental or conducive or convenient or proper to the attainment of the foregoing purposes or any of them and which is not forbidden by law; and to exercise any and all powers which now or hereafter may be lawful for the Corporation to exercise under the laws of the Marshall Islands; to establish and maintain offices and agencies wherever situated; and to exercise any or all of its corporate powers and rights.

C. The registered address of the Corporation in the Marshall Islands is Trust Company Complex, Ajeltake Road, Ajeltake Island, Majuro, Marshall Islands MH96960. The name of the Corporation's registered agent at such address is The Trust Company of the Marshall Islands, Inc.

D. The aggregate number of shares of stock that the Corporation is authorized to issue is Five Hundred (500) registered share(s) without par value .

E. The Corporation shall have every power which a corporation now or hereafter organized under the Marshall Islands Business Corporations Act may have.

F. The name and address of the incorporator is:

| Name | Post Office Address |
|---|---|
| Majuro Nominees Ltd | P.O. Box 1405<br>Majuro<br>Marshall Islands |

G. The Board of Directors as well as the shareholders of the Corporation shall have the authority to adopt, amend or repeal the bylaws of the Corporation.

H. Corporate existence shall begin upon filing these Articles of Incorporation with the Registrar of Corporations as of the filing date stated on these Articles.

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IN WITNESS WHEREOF, I have executed this instrument on **November 16, 2021**.

by: ______________________________

James Myazoe, Authorized Signatory
Majuro Nominees Ltd., Incorporator

On **November 16, 2021**, **James Myazoe,** known to me to be the individual described in and who executed the foregoing instrument, duly acknowledged that the execution thereof was his act and deed.

SPECIAL AGENT OF THE MARSHALL ISLANDS
SEAL

______________________________

Denise M. Francis
Special Agent

REGISTRAR OF CORPORATIONS
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November 16, 2021
REPUBLIC OF THE MARSHALL ISLANDS

# ARTICLES OF AMENDMENT

# OF

# CONTSHIPS LOGISTICS CORP.

**Reg. No. 111782**

**REPUBLIC OF THE MARSHALL ISLANDS**

**REGISTRAR OF CORPORATIONS**

**DUPLICATE COPY**

The original of this Document was filed in
accordance with Section 5 of the
Business Corporations Act on

**NON RESIDENT**

December 21, 2021

Vasiliki Lymperopoulou
Deputy Registrar

**ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
CONTSHIPS LOGISTICS CORP.
UNDER SECTION 90 OF THE BUSINESS CORPORATIONS ACT**

The undersigned **Nikolaos D. Pateras** (Director and President), **Vasiliki Kotzampasaki** (Director and Secretary) and **Efstathia Papantoni** (Director and Treasurer) (being all the Directors of **CONTSHIPS LOGISTICS CORP.**, a corporation incorporated under the laws of the Republic of the Marshall Islands, for the purpose of amending the Articles of Incorporation of said Corporation hereby certify:

1. The name of the Corporation is: **CONTSHIPS LOGISTICS CORP.**

2. The Articles of Incorporation were filed with the Registrar of Corporations as of the 16th day of November, 2021.

3. Section D of the Articles of Incorporation is hereby amended as follows:

   **"The aggregate number of shares of stock that the Corporation is authorized to issue is One Hundred Seventy Five Thousand (175,000) registered shares with par value United States cent (US$0.01) per share."**

4. The amendment to the Articles of Incorporation was authorized by vote of the holders of a majority of all outstanding shares entitled to vote thereon at a meeting of shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on this 20th day of December, 2021.

Nikolaos D. Pateras
President / Director

Efstathia Papantoni
Treasurer / Director

Vasiliki Kotzampasaki
Secretary/Director

# ARTICLES OF AMENDMENT

# OF

# CONTSHIPS LOGISTICS CORP.

**Reg. No. 111782**

**REPUBLIC OF THE MARSHALL ISLANDS**

**REGISTRAR OF CORPORATIONS**

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**NON RESIDENT**

April 27, 2022

Vasiliki Lymperopoulou
Deputy Registrar

**ARTICLES OF AMENDMENT OF**
**ARTICLES OF INCORPORATION OF**
**CONTSHIPS LOGISTICS CORP.**
**UNDER SECTION 90 OF THE BUSINESS CORPORATIONS ACT**

The undersigned **Nikolaos D. Pateras** (Director and President), **Vasiliki Kotzampasaki** (Director and Secretary) and **Efstathia Papantoni** (Director and Treasurer) (being all the Directors of **CONTSHIPS LOGISTICS CORP.**, a corporation incorporated under the laws of the Republic of the Marshall Islands, for the purpose of amending the Articles of Incorporation of said Corporation hereby certify:

1. The name of the Corporation is: **CONTSHIPS LOGISTICS CORP.**

2. The Articles of Incorporation were filed with the Registrar of Corporations as of the 16th day of November, 2021.

3. Section D of the Articles of Incorporation is hereby amended as follows:

   **"The aggregate number of shares of stock that the Corporation is authorized to issue is Two Hundred Fifty Million (250,000,000) registered shares with par value (US$0.01) per share."**

4. The amendment to the Articles of Incorporation was authorized by vote of the holders of a majority of all outstanding shares entitled to vote thereon at a meeting of shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on this 20th day of April, 2022

Nikolaos D. Pateras
President / Director

Efstathia Papantoni
Treasurer / Director

Vasiliki Kotzampasaki
Secretary/Director

# ARTICLES OF AMENDMENT

# OF

# CONTSHIPS LOGISTICS CORP.

**Reg. No. 111782**

**REPUBLIC OF THE MARSHALL ISLANDS**

**REGISTRAR OF CORPORATIONS**

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The original of this Document was filed in accordance with Section 5 of the Business Corporations Act on

**NON RESIDENT**

May 1, 2024

Vasiliki Lymperopoulou
Deputy Registrar

**ARTICLES OF AMENDMENT OF**
**ARTICLES OF INCORPORATION OF**
***CONTSHIPS LOGISTICS CORP.***
**UNDER SECTION 90 OF THE BUSINESS CORPORATIONS ACT**

The undersigned, *Efstathia Papantoni, Director/Treasurer* of *Contships Logistics Corp.*, a corporation incorporated under the laws of the Republic of the Marshall Islands, for the purpose of amending the Articles of Incorporation of said Corporation hereby certify:

1. The name of the Corporation is: Contships Logistics Corp.

2. The Articles of Incorporation were filed with the Registrar of Corporations as of the $16^{th}$ day of November, 2021 and amended on the $21^{st}$ day of December 2021 and the $27^{th}$ day of April 2022.

3. Section D of the Articles of Incorporation of the Corporation filed with the Registrar of Corporations as of the 16th day of November 2021, and as further amended by previous Amendments to the Articles of Incorporation filed on the 21st day of December, 2021 and on the 27th day of April, 2022 is hereby amended as follows:

*"The aggregate number of shares of stock that the Corporation is authorized to issue is Two Hundred Fifty Million (250,000,000) registered shares with par value of US$0.01 per share. The Board of Directors shall have the authority to authorize the issuance from time to time of one or more classes of preferred shares with one or more series within any class thereof, with such voting powers, full or limited, or without voting powers and with such designations, preferences and relative, participating, optional or special rights and qualifications, limitations or restrictions thereon as shall be set forth in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such preferred shares.*

*Except as may be provided in the Shareholders Agreement, dated December 24, 2021, made between the Corporation, its shareholders and the ultimate beneficial owners of certain such shareholders, no holder of shares of the capital stock of the Corporation, of any class, whether now or hereafter authorized, solely by reason thereof, shall be entitled to preemptive or subscriptive rights."*

4. The amendment to the Articles of Incorporation was authorized by vote of the holders of a majority of all outstanding shares entitled to vote thereon at a meeting of shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on this $25^{th}$ day of April, 2024.

Efstathia Papantoni
Director/Treasurer

# CONTSHIPS LOGISTICS CORP.

Trust Company Complex,
Ajeltake Road, Ajeltake Island,
Majuro, Marshall Islands MH 96960

**BY-LAWS**

## ARTICLE I - OFFICES

The principal office of the corporation shall be located in Ajeltake Island, Republic of the Marshall Islands. The corporation may have such other offices, either within or out of the Marshall Islands, as the Stockholders may designate or as the business or the corporation may from time to time require.

## ARTICLE II - STOCKHOLDERS

### 1. ORDINARY (ANNUAL) MEETING

The ordinary meeting of the stockholders shall be held on the 30th day of March of each year, beginning with the year 2022 at 10:00 hours, for the purpose of electing directors and for the transaction of such business as may properly be brought before the meeting. If the day fixed for the annual meeting shall be a legal holiday such meeting shall be held on the succeeding business day.

### 2. EXTRAORDINARY (SPECIAL) MEETINGS

Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by law, may be called by the President or by the directors, and shall be called by the President at the request of the holder of not less than a tenth of all the outstanding shares of the corporation entitled to vote at the Meeting.

### 3. PLACE OF MEETING

The directors may designate any place, either within or out of the Marshall Islands unless otherwise prescribed by law, as the place of meeting for any annual meeting or for any special meeting called by the directors. A waiver of notice signed by all stockholders entitled to vote at a meeting may designate any place, either within or out of the Marshall Islands unless otherwise prescribed by law, as the place for holding such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation.

### 4. NOTICE OF MEETING

Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than three weeks before the date of the Meeting, by registered mail, by the Board of Directors, to each stockholder on record entitled to vote at such meeting. Such notice shall be deemed to be delivered when deposited in the mail, addressed to the stockholder at his address as it appears on the stock transfer book of the corporation, with postage thereon prepaid.

5. VOTING LISTS

The officer or agent having charge of stock transfer books for shares of the corporation shall make, at least twenty nine days before each meeting of stockholders, a complete list of the stockholders entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each, which list for a period of ten days prior to such meeting, shall be kept on file at the principal office of the corporation and shall be subject to inspection by any stockholders at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any stockholder during the whole time of the meeting. The original stock transfer book shall be prima facie evidence as to who are the stockholders entitled to examine such list or transfer books or to vote at the meeting of stockholders.

6. QUORUM

At any meeting of stockholders a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders. If less than said number of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The stockholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

7. PROXIES

At all meetings of stockholders, a stockholder may vote by proxy executed in writing by the stockholder or by his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting.

8. VOTING

Each stockholder entitled to vote in accordance with the terms and provisions of the law, the Articles of Incorporation and these By-laws shall be entitled to one vote, in person or by proxy, for each share of stock entitled to vote held by such stockholder. Upon the demand of any stockholder, the vote for directors and upon any question before the meeting shall be by ballot. All resolutions shall be decided by a majority of fifty percent (50%) plus one of the total number of shares issued and outstanding.

9. ORDER OF BUSINESS

The order of business at all meetings of the stockholders, shall be as follows:

1. Roll call
2. Proof of notice of meeting or waiver of notice
3. Reading of minutes of preceding meeting
4. Reports of Officers
5. Reports of Committees
6. Election of Directors
7. Unfinished Business
8. New Business

10. INFORMAL ACTION BY STOCKHOLDERS

Unless otherwise provided by law, any action required to be taken at a meeting of the stockholders, or any other action which may be taken at a meeting of the stockholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the stockholders entitled to vote with respect to the subject matter thereof.

## ARTICLE III - BOARD OF DIRECTORS

1. GENERAL POWERS

The business and affairs of the corporation shall be managed by its board of directors. The directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation, as they may deem proper, not inconsistent with these By-laws and the laws of the Marshall Islands.

2. NUMBER, TENURE AND QUALIFICATIONS

The board of directors of the corporation shall consist of one to three (1-3) members. The directors shall hold office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

3. REGULAR MEETINGS

The directors, may hold meetings at their discretion and may provide, by resolution, the time and place for the holding of regular meetings without other notice than such resolutions. Decisions may be made by correspondence if this is done in writing and they are unanimous.

4. SPECIAL MEETINGS

Special meetings of the directors may be called by or at the request of the President or by one to three directors of the corporation. The persons or persons authorized to call special meetings of the directors may fix the place for holding any special meeting of the directors called by them.

5. NOTICE

Notice of any special meeting shall be given at least twenty days previously thereto by written notice delivered personally, or by telegram or mailed to each director at his business address. If mailed, such notice shall be deemed to be delivered when deposited in the mail so addressed, with postage thereon prepaid. If notice to be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6. QUORUM

At any meeting of the directors the majority of the total number of directors represented in person or by proxy shall constitute a quorum for the transaction of the corporate business, but if less than said number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

7. MANNER OF ACTING

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.

8. NEWLY CREATED DIRECTORSHIPS AND VACANCIES

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the stockholders. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor. A vacancy occurring in the board by reason of resignation of a director may not be filled if the remaining number of directors in the board is less than 2 members.

9. REMOVAL OF DIRECTORS

Any or all of the directors may be removed for cause by vote of the stockholders or by action of the board. Directors may be removed without cause only by vote of the stockholders.

10. RESIGNATION

A director may resign at any time by giving written notice to the board, the President or the Secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board and the acceptance of the resignation shall not be necessary to make it effective.

11. COMPENSATION

No compensation shall be paid to directors, as such, for their services, but by resolution of the board a fixed sum and expenses for actual attendance at each regular or special meeting of the board may be authorized. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

12. PRESUMPTION OF ASSENT

A director of the corporation who is present at a meeting of the directors at which action on any corporate matters is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the Meeting. Such right to dissent shall not apply to a director who voted in favour of such action.

13. EXECUTIVE AND OTHER COMMITTEES

The board, by resolution, may designate from among its members an executive committee and other committees. Each such committee shall serve at the pleasure of the board.

## ARTICLE IV - OFFICERS

1. NUMBER

The officers of the corporation shall be as follows:

1. President
2. Treasurer
3. Secretary

each of whom shall be elected by the directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the directors.

2. ELECTION AND TERM OF OFFICE

The officers of the corporation to be elected by the directors shall be elected annually at the first meeting of the directors held after each annual meeting of the stockholders. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

3. REMOVAL

Any officer or agent elected or appointed by the directors may be removed by the directors whenever in their judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4. VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the directors for the unexpired portion of the term.

5. PRESIDENT

The President shall be the principal executive officer of the corporation and, subject to the control of the directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the stockholders and of the directors. He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the directors, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors or by these By-laws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed, and in general he shall perform all duties incident to the office of President and such other duties as may be assigned to him by the directors from time to time.

6. TREASURER

If required by the directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with these By-laws and in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him by the President or by the directors.

7. SECRETARY

The Secretary shall keep the minutes of the stockholders' and of the directors' meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these By-laws or as required, be custodian of the corporate records and of the seal of the corporation and keep a register of the post office address of each stockholder which shall be furnished to the Secretary by such stockholder, have general charge of the stock transfer book of the corporation and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the directors.

8. SALARIES

The salaries of the officers shall be fixed from time to time by the directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

## ARTICLE V - CONTRACTS, LOANS, CHEQUES AND DEPOSITS

1. CONTRACTS

The directors may authorise any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

2. LOANS

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the directors. Such authority may be general or confined to specific instances.

3. CHEQUES, DRAFTS, ETC.

All cheques, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the directors.

4. DEPOSITS

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the directors may determine.

## ARTICLE VI - CERTIFICATES FOR SHARES AND THEIR TRANSFER

1. CERTIFICATE FOR SHARES

Certificates representing shares of the corporation shall be in such form as shall be determined by the directors. Such certificates shall be signed by the President and by the Secretary or by such other officer authorised by law and by the directors. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the stockholder(s), the number of shares and date of issue, shall be entered in the stock transfer books of the corporation. All certificates surrendered to the corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except in case of a lost, destroyed or mutilated certificate, a new one may be issued therefor upon such terms indemnity to be provided to the corporation as the directors may prescribe.

2. TRANSFER OF SHARES

(a) Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, and cancel the old certificate; every such transfer shall be entered in the transfer book of the corporation which shall be kept at its principal office.

(b) The corporation shall be entitled to treat the holder of record of any share as the holder in fact thereof, and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person whether or not it shall have express or other notice thereof, except as expressly provided by the laws of this state.

## ARTICLE VII - FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January in each year and shall end on the thirty first day of December follow.

## ARTICLE VIII - DIVIDENDS

The directors may from time to time declare, and the corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law.

## ARTICLE IX - SEAL

The directors shall provide a corporate seal which shall be circulated in form and shall have inscribed thereon the name of the corporation and the year of incorporation as follows:

**"CONTSHIPS LOGISTICS CORP."**
Marshall Islands

## ARTICLE X - WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any stockholder or director of the corporation under the provisions of these By-laws or under the provisions of the articles of incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE XI - AMENDMENTS

These By-laws may be altered, amended or repealed and new By-laws may be adopted by a vote of the stockholders representing a majority fifty percent (50%) plus one of all the shares issued and outstanding, at the annual stockholders' meeting or at any special stockholders' meeting.

The Proxy of the Incorporator
Nikolaos D. Pateras

CONTSHIPS LOGISTICS CORP.
MARSHALL ISLANDS

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## REGISTERED OFFICE AND ADVISORS

**Contships Logistics Corp.**
Trust Company Complex
Ajeltake Road
Ajeltake Island
Majuro MH96960
Marshall Islands

### Joint Bookrunners

**Arctic Securities AS**
Haakon VII's gate 5
NO-0161 Oslo
Norway

**Fearnley Securities AS**
Dronning Eufemias gate 8
NO-0191 Oslo
Norway

### Co-Manager

**Clarksons Securities AS**
Munkedamsveien 62C
NO-0270 OSLO
Norway

### Legal Advisor to the Company

*(as to Norwegian law)*
**Advokatfirmaet BAHR AS**
Tjuvholmen allé 16
N-0252 Oslo
Norway

### Auditor

**Ernst & Young (Hellas) Certified Auditors-Accountants S.A.**
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151 25 Athens
Greece