Deloitte.



Clipper Bulk A/S

Sundkrogsgade 19 2100 København Ø CVR No. 21289086

Annual report 2022

The Annual General Meeting adopted the annual report on 30.06.2023

Thomas Martinussen

Chairman of the General Meeting

Contents

Entity details	2
Statement by Management	3
Independent auditor's report	4
Management commentary	7
Income statement for 2022	10
Balance sheet at 31.12.2022	11
Statement of changes in equity for 2022	13
Cash flow statement for 2022	14
Notes	15
Accounting policies	20

Entity details

Entity

Clipper Bulk A/S Sundkrogsgade 19 2100 København Ø

Business Registration No.: 21289086

Registered office: København

Financial year: 01.01.2022 - 31.12.2022

Board of Directors

Frank Gülnar Jensen Thomas Martinussen Amrit Peter Kalsi

Executive Board

Amrit Peter Kalsi Henrik Kvist-Jacobsen

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab Weidekampsgade 6 2300 Copenhagen S

Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of Clipper Bulk A/S for the financial year 01.01.2022 - 31.12.2022.

The annual report is presented in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2022 and of the results of its operations and cash flows for the financial year 01.01.2022 - 31.12.2022.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Copenhagen, 30.06.2023

Executive Board

Amrit Peter Kalsi Henrik Kvist-Jacobsen

Board of Directors

Frank Gülnar Jensen

Thomas Martinussen

Amrit Peter Kalsi

Independent auditor's report

To the shareholder of Clipper Bulk A/S

Opinion

We have audited the financial statements of Clipper Bulk A/S for the financial year 01.01.2022 - 31.12.2022, which comprise the income statement, balance sheet, statement of changes in equity, cash flow statement and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2022 and of the results of its operations and cash flows for the financial year 01.01.2022 - 31.12.2022 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, 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.

Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity'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 in preparing the financial statements, and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance 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.

Statement on the management commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the management commentary is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of the management commentary.

Copenhagen, 30.06.2023

Deloitte

Statsautoriseret Revisionspartnerselskab CVR No. 33963556

Niels Skannerup Vendelbo

State Authorised Public Accountant Identification No (MNE) mne34532

Anette Beltrão-Primdahl

State Authorised Public Accountant Identification No (MNE) mne45854

Management commentary

Financial highlights

	2022 USD'000	2021 USD'000	2020 USD'000	2019 USD'000	2018 USD'000
Key figures					_
Revenue	33,084	25,466	23,832	34,225	34,016
Gross profit/loss	21,043	16,183	14,023	17,082	14,530
Operating profit/loss	1,015	861	(153)	1,154	660
Net financials	52	267	(179)	(165)	85
Profit/loss for the year	1,891	1,981	531	1,364	22,958
Total assets	46,684	42,902	36,313	31,792	45,254
Investments in property, plant and equipment	69	499	4,881	0	3,402
Equity	28,390	26,499	24,518	24,526	23,144
Cash flows from (used in) operating activities	(1,344)	632	894	1,378	
Cash flows from (used in) investing activities	1,223	635	1,468	(1,764)	
Cash flows from (used in) financing activities	(427)	(1,223)	(1,960)		
Ratios					
Gross margin (%)	63.60	63.55	58.84	49.91	42.72
EBIT margin (%)	3.07	3.38	(0.64)	3.37	1.94
Net margin (%)	5.72	7.78	2.23	3.99	67.49
Return on equity (%)	6.89	7.77	2.17	5.72	196.14
Equity ratio (%)	60.81	61.77	67.52	77.15	51.14

Financial highlights are defined and calculated in accordance with the current version of "Recommendations & Ratios" issued by the CFA Society Denmark.

Gross margin (%):

Gross profit/loss * 100

Revenue

EBIT margin (%):

Operating profit/loss * 100

Revenue

Net margin (%):

Profit/loss for the year * 100

Revenue

Return on equity (%):

Profit/loss for the year * 100

Average equity

Equity ratio (%):

<u>Equity * 100</u>

Total assets

Primary activities

The Company's primary activities involve commercial management of vessels globally as well as owning the subsidiary Clipper Bulk Maritimos Transportes Ltd.

Furthermore, the Company owns 49 % in SARL Clipper Agency Algeria, and 37,50 % in Steel Connect Cooperatief U.A., which has part ownership in a steel terminal in Altamira, Mexico.

Development in activities and finances

The profit for the year is 1,891 tUSD and the Company has an equity of 28.390 tUSD at December 31, 2022. The result of the year is considered satisfying.

Profit/loss for the year in relation to expected developments

Clipper Bulk A/S have realized a result for the year which was expected.

Uncertainty relating to recognition and measurement

No specific uncertainties relating to recognition and measurement has been identified.

Outlook

Overall, for 2023 Clipper Bulk A/S expects an operating result in line with 2022.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

Income statement for 2022

		2022	2021
	Notes	USD'000	USD '000
Revenue		33,084	25,466
Other external expenses		(12,041)	(9,283)
Gross profit/loss		21,043	16,183
Staff costs	2	(19,191)	(14,487)
Depreciation, amortisation and impairment losses	3	(837)	(835)
Operating profit/loss		1,015	861
Income from investments in group enterprises		(48)	5
Income from investments in associates		1,073	623
Other financial income	4	969	560
Other financial expenses	5	(917)	(293)
Profit/loss before tax		2,092	1,756
Tax on profit/loss for the year	6	(201)	225
Profit/loss for the year	7	1,891	1,981

Balance sheet at 31.12.2022

Assets

	Notes	2022 USD'000	2021 USD'000
Acquired intangible assets		1,239	1,619
Intangible assets	8	1,239	1,619
Leasehold improvements		358	508
Leased assets		3,288	3,822
Property, plant and equipment	9	3,646	4,330
Investments in group enterprises		276	324
Investments in associates		5,569	5,569
Financial assets	10	5,845	5,893
Fixed assets		10,730	11,842
Trade receivables		288	750
Receivables from group enterprises		34,372	28,592
Other receivables		838	960
Joint taxation contribution receivable		0	96
Receivables		35,498	30,398
Cash		456	662
Current assets		35,954	31,060
Assets		46,684	42,902

Equity and liabilities

		2022	2021
	Notes	USD'000	USD'000
Contributed capital		35,385	35,385
Retained earnings		(6,995)	(8,886)
Equity		28,390	26,499
Lease liabilities		2,813	3,428
Other payables		685	685
Non-current liabilities other than provisions	11	3,498	4,113
Current portion of non-current liabilities other than provisions	11	412	412
Trade payables		473	646
Payables to group enterprises		4,769	3,955
Other payables		9,142	7,277
Current liabilities other than provisions		14,796	12,290
Liabilities other than provisions		18,294	16,403
Equity and liabilities		46,684	42,902
Events after the balance sheet date	1		
Contingent liabilities	13		
Transactions with related parties	14		
Group relations	15		

Statement of changes in equity for 2022

	Contributed capital USD'000	Retained earnings USD'000	Total USD'000
Equity beginning of year	35,385	(8,886)	26,499
Profit/loss for the year	0	1,891	1,891
Equity end of year	35,385	(6,995)	28,390

Cash flow statement for 2022

		2022	2021
	Notes	USD'000	USD'000
Operating profit/loss		1,015	861
Amortisation, depreciation and impairment losses		914	864
Working capital changes	12	(2,366)	(799)
Cash flow from ordinary operating activities		(437)	926
Financial income received		10	0
Financial expenses paid		(917)	(294)
Cash flows from operating activities		(1,344)	632
Acquisition etc of property, plant and equipment		(69)	0
Sale of property, plant and equipment		219	12
Dividends received from associates		1,073	623
Cash flows from investing activities		1,223	635
cash nows from investing activities		1,223	033
Free cash flows generated from operations and investments before financing		(121)	1,267
Repayment of leasing debt		(427)	(1,223)
Cash flows from financing activities		(427)	(1,223)
Increase/decrease in cash and cash equivalents		(548)	44
Cash and cash equivalents beginning of year		662	618
Currency translation adjustments of cash and cash equivalents		342	0
Cash and cash equivalents end of year		456	662
Cash and cash equivalents at year-end are composed of:			
Cash		456	662
Cash and cash equivalents end of year		456	662

Notes

1 Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of these financial statements.

2 Staff costs

	2022	2021
	USD'000	USD'000
Wages and salaries	8,361	8,372
Pension costs	1,131	1,123
Other social security costs	111	132
Other staff costs	9,588	4,860
	19,191	14,487
Average number of full-time employees	50	47

Remuneration	Remuneration
of	of
Management	Management
2022	2021
USD'000	USD'000
Executive Board 191	124
	124

The Executive Board receives its entire annual remuneration for being key management persons for multiple entities within the whole Clipper Group from Clipper Bulk A/S. The above remuneration represents the amount for being members of the executive board of Clipper Bulk A/S only.

3 Depreciation, amortisation and impairment losses

	2022	2021
	USD'000	USD'000
Depreciation of property, plant and equipment	914	864
Profit/loss from sale of intangible assets and property, plant and equipment	(77)	(29)
	837	835

4 Other financial income

	2022	2021
	USD'000	USD'000
Exchange rate adjustments	959	560
Other financial income	10	0
	969	560

5 Other financial expenses

Carrying amount end of year

5 Other financial expenses		
	2022	2021
	USD'000	USD'000
Other interest expenses	151	174
Other financial expenses	766	119
	917	293
6 Tax on profit/loss for the year		
	2022	2021
	USD'000	USD'000
Current tax	241	(85)
Adjustment concerning previous years	(40)	(140)
	201	(225)
7 Proposed distribution of profit and loss		
	2022	2021
	USD'000	USD'000
Retained earnings	1,891	1,981
	1,891	1,981
8 Intangible assets		
		Acquired
		intangible
		assets
		USD'000
Cost beginning of year		3,288
Cost end of year		3,288
Amortisation and impairment losses beginning of year		(1,669)
Amortisation for the year		(380)
Amortisation and impairment losses end of year		(2,049)

1,239

9 Property, plant and equipment

	Leasehold	
	improvements	Leased assets
	USD'000	USD'000
Cost beginning of year	508	4,423
Additions	69	0
Disposals	(219)	0
Cost end of year	358	4,423
Depreciation and impairment losses beginning of year	0	(601)
Depreciation for the year	0	(534)
Depreciation and impairment losses end of year	0	(1,135)
Carrying amount end of year	358	3,288

10 Financial assets

	Investments	
	in group enterprises	Investments in associates
	USD'000	USD'000
Cost beginning of year	729	5,569
Cost end of year	729	5,569
Impairment losses beginning of year	(405)	0
Share of profit/loss for the year	(48)	0
Impairment losses end of year	(453)	0
Carrying amount end of year	276	5,569

			Equity
		Corporate	interest
Investments in subsidiaries	Registered in	form	%
Clipper Bulk Transportes Maritimos Ltda	Brazil	Ltda	99.00

			Equity
		Corporate	interest
Investments in associates	Registered in	form	%
Steel Connect Coöperatief U.A.	The	U.A.	37.50
	Netherlands		

11 Non-current liabilities other than provisions

Increase/decrease in trade payables etc

	Due within 12 months 2022 USD'000	Due within 12 months 2021 USD'000	Due after more than 12 months 2022 USD'000
Lease liabilities	412	412	2,813
Other payables	0	0	685
	412	412	3,498
12 Changes in working capital			
		2022	2021
		USD'000	USD'000
Increase/decrease in receivables		(5,115)	(6,692)

2,749

(2,366)

5,893 **(799)**

13 Contingent liabilities

The Entity participates in a Danish joint taxation arrangement where Clipper Group Ltd. serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities, and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The jointly taxed entities' total known net liability under the joint taxation arrangement is disclosed in the administration company's financial statements.

14 Transactions with related parties

	Parent USD'000	Subsidiaries USD'000	Associates USD'000	Other related parties USD'000
Revenue	23,669	0	0	1,744
Administration and overhead	0	0	0	(8,262)
Lease assets				3,288
Joint taxation	0	0	0	289
Receivables	33,713	2,380	24	371
Lease liability	0	0	0	(3,225)
Liabilities other than provisions	0	0	0	(4,518)

15 Group relations

Name and registered office of the Parent preparing consolidated financial statements for the largest group:

Clipper Group Ltd.

29 Charlotte Island

Old Fort Bay

P.O. Box CB-13048

Nassau, The Bahamas

Name and registered office of the Parent preparing consolidated financial statements for the smallest group: Clipper Bulk Shipping Ltd.

29 Charlotte Island

Old Fort Bay

P.O. Box CB-13048

Nassau, The Bahamas

None of the consolidated financial statements are publicly available.

Accounting policies

Reporting class

This annual report has been prepared in accordance with the provisions of the Danish Financial Statements Act governing reporting class C enterprises (medium).

The Company prepares revenue recognition and lease accounting according to IFRS 15 and 16 The accounting policies are unchanged compared to previous year.

As the Company's functional currency is in USD, the annual report has been presented in USD as the reporting currency. The exchange rate for DKK against USD is 6,97 as December 31, 2022 (2021: 6,56).

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Income statement

Revenue

Revenue comprise commercial management fee. Income from management and administration services is recognized with the amount relating the financial year. Net turnover is calculated excluding amounts collected on behalf of third parties, such as VAT and taxes.

Revenue related to management and administration agreements is recognised over time based on costs. The transaction price is allocated between the individual performance obligations consisting of management and administrative services, proportionate to each obligation on the basis of the relative selling price of each service.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, IT costs, etc.

Staff costs

Staff costs comprise salaries and wages as well as social security contributions, pension contributions, etc

Depreciation, amortisation and impairment losses

Depreciation, amortisation and impairment losses relating to property, plant and equipment and intangible assets comprise depreciation, amortisation and impairment losses for the financial year, and gains and losses from the sale of intangible assets and property, plant and equipment.

Income from investments in group enterprises

Income from investments in group enterprises comprises the pro rata share of the individual enterprises' profit/loss after full elimination of intra-group profits or losses.

Income from investments in associates

Income from investments in associates comprises dividends etc received from the individual associates in the financial year.

Other financial income

Other financial income include interest and foreign exchange rate translation gains.

Other financial expenses

Other financial expenses include interest and foreign exchange rate translation losses.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The Entity partiliptates in a joint taxation. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet

Intellectual property rights

Intellectual property rights comprise software licences.

Intellectual property rights acquired are measured at cost less accumulated amortisation

Intellectual property rights etc are written down to the lower of recoverable amount and carrying amount.

Property, plant and equipment

Other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

Estimated useful lives and residual values are reassessed annually.

Items of property, plant and equipment are written down to the lower of recoverable amount and carrying.

Lease agreements

For short-term leasing contracts (lease period of 12 months maximum and no extension options) and lease agreements relating to low-value leasing assets (e.g. PC's and office furniture), the lease costs are recognized on a straight-line basis over the term of the contract and no lease asset recognised. This cost is recognized under other external costs in the income statement.

For all other lease agreements:

- a) Leases and leasing liabilities are recognized in the balance sheet, measured for the first time at the present value of future lease payments.
- b) Depreciation and impairment losses of leasing assets and interest on lease liabilities are recognized in the income statement.
- c) The total lease payment is divided into installments on the lease liability (shown under financing activities in the cash flow statement) or interest (shown under operating activities in the cash flow statement). If the lease contains elements which are not leasing (e.g. a service contract on the leased assets), these are excluded from the lease payment based on the individual selling prices of the items, and are recognized separately.

Lease assets are written down to recoverable amount if this is lower than the carrying amount.

Investments in group enterprises

Investments in group enterprises are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity value.

Group enterprises with negative equity value are measured at USD 0. Any receivables from these enterprises are written down to net realisable value based on a specific assessment. If the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise, and it is probable that such obligation is imminent, a provision is recognised that is measured at present value of the costs deemed necessary to incur to settle the obligation.

Upon distribution of profit or loss, net revaluation of investments in group enterprises is transferred to Reserve for net revaluation according to the equity method under equity.

Investments in group enterprises are written down to the lower of recoverable amount and carrying amount.

Investments in associates

Investments in associates are measured at cost. Investments are written down to the lower of recoverable amount and carrying amount.

Investments in associates fall within the definitions of both participating interests and associates, yet in the financial statements they have been presented as investments in associates because this designation reflects more accurately the Company's involvement in the relevant entities.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts.

Joint taxation contributions receivable or payable

Current joint taxation contributions payable or joint taxation contributions receivable are recognised in the

balance sheet, calculated as tax computed on the taxable income for the year, which has been adjusted for prepaid tax. For tax losses, joint taxation contributions receivable are only recognised if such losses are expected to be used under the joint taxation arrangement.

Cash

Cash comprises cash in hand and bank deposits.

Lease liabilities

Lease liabilities relating to assets held under finance leases are recognised in the balance sheet as liabilities other than provisions, and, at the time of inception of the lease, measured at the present value of future lease payments. Subsequent to initial recognition, lease liabilities are measured at amortised cost. The difference between present value and nominal amount of the lease payments is recognised in the income statement as a financial expense over the term of the leases.

Other financial liabilities

Other financial liabilities (trade and other payables) are measured at amortised cost, which usually corresponds to nominal value.

Cash flow statement

The cash flow statement shows cash flows from operating, investing and financing activities, and cash and cash equivalents at the beginning and the end of the financial year.

Cash flows from operating activities are presented using the indirect method and calculated as the operating profit/loss adjusted for non-cash operating items, working capital changes and income taxes paid.

Cash flows from investing activities comprise payments in connection with acquisition and divestment of enterprises, activities and fixed asset investments, and purchase, development, improvement and sale, etc. of property, plant and equipment.

Cash flows from financing activities comprise changes in the size or composition of the contributed capital and related costs, and the raising of loans, repayments of interest-bearing debt and payment of dividend.