

Magellan Spirit ApS

Torvet 21, 1.
4600 Køge
Denmark

CVR no. 33 26 58 32

Annual report 2021

The annual report was presented and approved at the
Company's annual general meeting on 2 June 2022

Chairman of the annual general meeting

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Magellan Spirit ApS
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Statement by the Board of Directors and Executive Board

The Board of Directors and Executive Board have today discussed and approved the annual report of Magellan Spirit ApS for the financial year 1 January – 31 December 2021.

The annual report has been prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2021 and of the results of the Company's operations for the financial year 1 January – 31 December 2021.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the annual general meeting.

Copenhagen, 2 June 2022

Executive Board:

Niels Berthelsen
Managing Director

Board of Directors:

Yasutomo Miyake

Hirokazu Murata

Michel Christian Nielsen

Niels Berthelsen

Independent auditor's report

To the shareholder of Magellan Spirit ApS

Opinion

We have audited the financial statements of Magellan Spirit ApS for the financial year 1 January – 31 December 2021, comprising income statement, balance sheet, statement of changes in equity and notes, including 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 Company's assets, liabilities and financial position at 31 December 2021 and of the results of the Company's operations for the financial year 1 January – 31 December 2021 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the 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 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 (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 responsibility 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 that Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Independent auditor's report

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance as to 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 in Denmark will always detect a material misstatement when it exists. Misstatements may 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 financial statement users made 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 Company's 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 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 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 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 contents of the financial statements, including the disclosures, 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.



Independent auditor's report

Statement on the Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the Management's review, 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's review and, in doing so, consider whether the Management's review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the Management's review provides the information required under the Danish Financial Statements Act.

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

Copenhagen, 2 June 2022

KPMG

Statsautoriseret Revisionspartnerselskab

CVR no. 25 57 81 98

Klaus Rytz
State Authorised
Public Accountant
mne33205

Martin Pieper
State Authorised
Public Accountant
mne44063

Magellan Spirit ApS
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CVR no. 33 26 58 32

Management's review

Company details

Magellan Spirit ApS
Torvet 21, 1.
4600 Køge
Denmark

CVR no.	33 26 58 32
Established:	16 November 2010
Financial year:	1 January – 31 December

Board of Directors

Hirokazu Murata
Yasutomo Miyake
Michel Christian Nielsen
Niels Berthelsen

Executive Board

Niels Berthelsen (Managing Director)

Auditor

KPMG
Statsautoriseret Revisionspartnerselskab
Dampfærgevej 28
2100 København Ø
CVR no. 25 57 81 98

Annual general meeting

The annual general meeting will be held on 2 June 2022.

Management's review

Financial Highlights

USD'000	2021	2020	2019	2018	2017
Key figures					
Gross profit/loss	18,458	18,886	13,733	10,561	-1,048
Operating profit/loss	9,956	10,298	5,513	2,587	-9,083
Profit/loss from financial income and expenses	75	12	-8	37	-62
Profit/loss for the year	10,069	10,181	5,471	2,600	-9,128
Investment in fixed assets	1,629	53	7,949	2,403	159
Total assets	130,650	146,940	150,002	144,407	140,851
Equity	129,672	145,603	139,062	133,591	130,991
Return on assets	7.0%	7.0%	3.8%	1.8%	-6.3%
Return on invested capital	7.3%	7.5%	4.1%	1.9%	-6.7%
Equity ratio	99.3%	99.1%	92.7%	92.5%	93.0%
Return on equity	7.4%	7.4%	4.0%	1.9%	-6.7%

Financial ratios are calculated in accordance with the guidelines *Recommendations & Ratios* issued by the Danish Society of Financial Analysts. For terms and definitions, please see the accounting policies.

Management's review

Operating review

Principal activities of the Company

The principal activity of Magellan Spirit ApS (the Company) is the transportation of liquefied natural gas (LNG). The construction of the Magellan Spirit was completed in 2009. The vessel is currently employed on a time-charter contract that expires in June 2022.

Profit for the financial year

Profit for the financial year, after taxation, amounts to USD 10.1 million (2020: USD 10.2 million), and the balance sheet at 31 December 2021 shows equity of USD 129.7 million (2020: USD 145.6 million).

Subsequent events

In January 2022, the Company secured three-year, fixed-rate charter contract for the Magellan Spirit, which is expected to commence in June 2022.

On 13 January 2022, Teekay Corporation sold its controlling interest in Seapeak LLC (formerly Teekay LNG Partners L.P.) to Stonepeak Limestone Holdings LP, an investment vehicle managed by Stonepeak Partners L.P., and thus became the ultimate parent company of the Company.

Outlook

The Company expects an increase in results due to a higher charter rate from the new charter contract; partially offset by higher expected vessel and other operating expenses due to scheduled maintenance during 2022. Profit for the financial year, after taxation, is expected to be in a range between USD 11.5 million and USD 12.5 million.

Environmental matters

Teekay Corporation, through certain of its subsidiaries assisted the Company in managing its ship operations during the years ended 31 December 2021 and 2020. Safety and environmental compliance are the Company's top operational priorities. The Company operates its vessel in a manner intended to protect the safety and health of the employees, the general public and the environment. The Company seeks to manage the risks inherent in its business and is committed to eliminating incidents that threaten the safety and integrity of the Company's vessel, such as groundings, fires, collisions and petroleum spills. In 2007, Teekay Corporation introduced a behaviour-based safety programme called "Safety in Action" to further enhance the safety culture on the Company's vessel. The Company is also committed to reducing its emissions and waste generation. In 2008, Teekay Corporation introduced the Quality Assurance and Training Officers (QATO) program to conduct rigorous internal audits of the Company's processes and provide the seafarers with onboard training. In 2010, Teekay Corporation introduced a safety leadership programme for the employees titled "Operational Leadership, The Journey", which sets out Teekay Corporation's operational expectations, the responsibilities of individual employees and commitment to empowering the employees to work safely and live Teekay Corporation's vision through a positive and responsible attitude.

Management's review

Operating review

Environmental matters (continued)

Teekay Corporation has achieved certification under the standards reflected in International Standards Organization's (ISO) 9001 for Quality Assurance, ISO 14001 for Environment Management Systems, Occupational Health and Safety Advisory Services 18001 for Occupational Health and Safety, and the International Maritime Organization's International Management Code for the Safe Operation of Ships and Pollution Prevention (ISM Code) on a fully integrated basis. As part of Teekay Corporation's compliance with the ISM Code, the Company's vessel's safety management certificates are maintained through ongoing internal audits performed by the Company's certified internal auditors and intermediate external audits performed by the classification society Det Norske Veritas. Subject to satisfactory completion of these internal and external audits, certification is valid for five years.

Financial statements 1 January – 31 December

Income statement

USD'000	Note	2021	2020
Gross Profit		18,458	18,886
Staff costs	2	-2,639	-2,718
Depreciation and amortisation	3	-5,863	-5,870
Operating profit		9,956	10,298
Financial income		78	39
Financial expenses		-3	-27
Profit before tax		10,031	10,310
Tax on profit/loss for the year	4	38	-129
Profit for the year	5	10,069	10,181

Financial statements 1 January – 31 December

Balance sheet

USD'000	Note	2021	2020
ASSETS			
Non-current assets			
Property, plant and equipment			
Vessel	3	126,921	131,155
Total non-current assets		<u>126,921</u>	<u>131,155</u>
Current assets			
Receivables			
Receivables from group entities	6	1,179	939
Trade receivables		38	92
Prepayments		178	126
		<u>1,395</u>	<u>1,157</u>
Cash at bank and in hand		<u>2,334</u>	<u>14,628</u>
Total current assets		<u>3,729</u>	<u>15,785</u>
TOTAL ASSETS		<u>130,650</u>	<u>146,940</u>

Financial statements 1 January – 31 December

Balance sheet

USD'000	Note	2021	2020
EQUITY AND LIABILITIES			
Equity	7		
Share capital		193	193
Retained earnings		112,479	119,410
Proposed dividend		17,000	26,000
Total equity		<u>129,672</u>	<u>145,603</u>
Liabilities			
Non-current liabilities			
Other liabilities		80	138
Total non-current liabilities		<u>80</u>	<u>138</u>
Current liabilities			
Trade payables		366	318
Payables to group entities	6	352	486
Other liabilities		180	395
Total current liabilities		<u>898</u>	<u>1,199</u>
Total liabilities		<u>978</u>	<u>1,337</u>
TOTAL EQUITY AND LIABILITIES		<u><u>130,650</u></u>	<u><u>146,940</u></u>
Contractual obligations, contingencies, etc.	8		
Related party disclosures	6		

Financial statements 1 January – 31 December

Statement of changes in equity

USD'000	Share capital	Retained earnings	Proposed dividend	Total
Equity at 1 January 2020	193	135,229	3,640	139,062
Dividends paid	0	0	-3,640	-3,640
Profit appropriation	0	-15,819	26,000	10,181
Equity at 31 December 2020	193	119,410	26,000	145,603
Dividends paid	0	0	-26,000	-26,000
Profit appropriation	0	-6,931	17,000	10,069
Equity at 31 December 2021	193	112,479	17,000	129,672

Financial statements 1 January – 31 December

Notes

1 Accounting policies

The annual report of Magellan Spirit ApS for 2021 has been prepared in accordance with the provisions applying to reporting class C medium-sized entities under the Danish Financial Statements Act.

Pursuant to section 86(4) of the Danish Financial Statements Act, the Company has not prepared a cash flow statement, as the Company is included in the consolidated financial statements of Malt LNG Netherlands Holdings B.V., Basisweg 10, 1043 AP Amsterdam, the Netherlands. The consolidated financial statements of Malt LNG Netherlands Holdings B.V. can be obtained at the Company's address.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Currency

Pursuant to section 16(2) of the Danish Financial Statements Act, the Company has decided to present the annual report in the Company's functional currency, USD. At 31 December 2021, the currency exchange rate was 6.5612 DKK/USD (31 December 2020: 6.0576 DKK/USD).

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and at the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables, payables and other monetary items denominated in foreign currencies are translated at the exchange rates at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement as financial income or financial expenses.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Income statement

Gross profit

Pursuant to section 32 of the Danish Financial Statements Act, the Company's revenue is not presented.

Revenue

Revenue from the time charter of the Magellan Spirit is recognised by the Company on a straight-line basis daily over the term of the charter. If collectability of the time-charter hire receipts is not probable, revenue that would have otherwise been recognised is limited to the amount collected from the charterer.

The Company does not recognise revenue during days that the vessel is off-hire. When the time charter contains dry-dock cost reimbursements for time charters accounted for as operating leases or other variable consideration, the Company recognises this revenue in the period in which the changes in facts and circumstances on which the variable charter hire payments are based occur.

Operating expenses

Operating expenses include, amongst others, fuel expenses, port fees, canal tolls, cargo loading and unloading expenses. Operating expenses are recognised when incurred.

Other external expenses

Other external expenses comprise costs relating to management fees, bank charges, audit fees, etc.

Staff costs

Staff costs include wages and salaries, including compensated absence and pensions, as well as other social security contributions, etc. made to the entity's employees. The item is net of refunds made by public authorities.

Financial income and expenses

Financial income and expenses comprise interest income and expenses, gains and losses on payables and transactions denominated in foreign currencies.

Tax on profit for the year

Tax for the year comprises current tax. The tax expense relating to the profit/loss for the year is recognised in the income statement.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Balance sheet

Property, plant and equipment

Vessels are measured at cost, less accumulated depreciation and impairment losses.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use. The cost of self-constructed assets comprises direct and indirect costs of materials, components, sub-suppliers, and wages and salaries.

Interest expenses are not capitalised.

Where individual components of an item of property, plant and equipment have different useful lives, they are accounted for as separate items, which are depreciated separately.

The depreciable amount, which is calculated as cost less the residual value at 10% of the cost price, is depreciated on a straight-line basis over the expected useful life.

The expected useful lives are as follows:

Vessels	35 years
Dry-docking costs	5 years

Depreciation is recognised in the income statement as production costs, distribution costs and administrative expenses, respectively.

The useful life and residual value are reassessed annually. Changes are treated as accounting estimates, and the effect on depreciation is recognised prospectively.

Gains and losses on the disposal of property, plant and equipment are determined as the difference between the selling price less selling costs and the carrying amount at the date of disposal. Gains and losses are recognised in the income statement as other operating income or other operating costs, respectively.

Dry-docking costs are recognised under vessels when incurred and expensed on a straight-line basis over the period until next dry-docking.

Impairment of non-current assets

The carrying amount of property, plant and equipment is subject to an annual test for indications of impairment other than the decrease in value reflected by depreciation.

Impairment tests are conducted of individual assets or groups of assets when there is an indication that they may be impaired. Write-down is made to the recoverable amount if this is lower than the carrying amount.

The recoverable amount is the higher of an asset's net selling price and its value in use. The value in use is determined as the present value of the expected net cash flows from the use of the asset or the group of assets and expected net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Financial statements 1 January – 31 December

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1 Accounting policies (continued)

Receivables

Receivables are measured at amortised cost.

Write-down is made for bad debt losses where there is an objective indication that a receivable has been impaired. Write-downs are calculated as the difference between the carrying amount of receivables and the present value of the expected cash flows.

Prepayments

Prepayments comprise costs incurred in relation to subsequent financial years.

Equity

Dividends

Proposed dividends are recognised as a liability at the date when they are adopted at the annual general meeting (declaration date). The expected dividend payment for the year is disclosed as a separate item under equity.

Corporation tax

Current tax payable and receivable are recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on the taxable income of prior years and for tax paid on account. The Company is part of a compulsory joint taxation with MALT LNG Holdings ApS, which is the administrative company.

Liabilities other than provisions

Other liabilities are measured at net realisable value.

Deferred income

Deferred income comprises payments received concerning income in subsequent years.

Financial ratios

Financial ratios are calculated in accordance with the guidelines *Recommendations & Ratios* issued by the Danish Society of Financial Analysts.

The financial ratios stated in the survey of financial highlights have been calculated as follows:

Return on assets	$\frac{\text{Results for the year} \times 100}{\text{Average assets}}$
Return on invested capital	$\frac{\text{Profit before financial income and expenses} \times 100}{\text{Average invested capital}}$
Invested capital	Operating intangible assets and property, plant and equipment plus net working capital
Equity ratio	$\frac{\text{Equity at year-end} \times 100}{\text{Total equity and liabilities at year-end}}$
Return on equity	$\frac{\text{Profit for the year} \times 100}{\text{Average equity}}$

Financial statements 1 January – 31 December

Notes

USD'000	2021	2020
2 Staff costs		
Staff costs included in operating profit for the Company's employees:		
Wages and salaries	1,827	2,002
Pensions	179	210
Other staff costs	622	483
Other social security costs	11	23
	<u>2,639</u>	<u>2,718</u>
Average number of full-time employees	<u>27</u>	<u>27</u>
Remuneration of the Company's Management and Board of Directors is not disclosed, pursuant to section 98b(3)(iii) of the Danish Financial Statements Act.		
3 Property, plant and equipment		
Cost at 1 January	188,362	188,309
Additions	1,629	53
Previously amortised upgrades costs	-77	0
Cost at 31 December	<u>189,914</u>	<u>188,362</u>
Depreciation at 1 January	-57,207	-51,337
Depreciation for the year	-5,863	-5,870
Previously amortised upgrades costs	77	0
Depreciation at 31 December	<u>-62,993</u>	<u>-57,207</u>
Carrying amount at 31 December	<u>126,921</u>	<u>131,155</u>
4 Tax on profit for the year		
Current tax for the year	38	-129
	<u>38</u>	<u>-129</u>
The Company is included under the tonnage tax scheme. The Company has no deferred tax; however, disposal of vessels or withdrawal from the tonnage tax scheme may trigger taxation.		
5 Proposed profit appropriation		
Proposed dividend	17,000	26,000
Retained earnings	-6,931	-15,819
	<u>10,069</u>	<u>10,181</u>

Financial statements 1 January – 31 December

Notes

6 Related party disclosures

- a) The Company has entered into service agreements with Seapeak Maritime Limited (formerly Teekay Shipping Limited), a wholly-owned subsidiary of Teekay Corporation, under which Seapeak Maritime Limited provides the Company with corporate and technical ship management services. In addition, crew training services were provided to the Company by Seapeak Maritime Limited. These services are measured at the exchange amount between the parties. On 13 January 2022, a wholly-owned subsidiary of Seapeak LLC acquired Seapeak Maritime Limited from Teekay Corporation. For the periods indicated, these related party transactions were as follows:

USD'000	2021	2020
Crew training expenses	104	101
Ship management services	482	479
Corporate services	345	343
	<u>931</u>	<u>923</u>

- b) From time to time, other payments are made by affiliates on behalf of the Company that are not specific to any agreements described above. As at 31 December 2021 and 2020, non-interest-bearing advances to group entities totalled USD 1.2 million and USD 0.9 million, respectively, and advances from the group entities totalled USD 0.4 million and USD 0.5 million, respectively. These advances are unsecured and have no fixed repayment terms. Group entities are entities that are under the same common control.
- c) In September 2018, the Company entered into an agreement with Seapeak Maritime Chartering LLC (formerly Teekay LNG Chartering L.L.C.), a subsidiary of Seapeak LLC, to charter out the Magellan Spirit for an original term of two years at a fixed rate, which was further extended by 21 months to June 2022. During the year ended 31 December 2021, the Company recognised USD 23.5 million (2020: USD 23.6 million) of time-charter revenue as a result of this contract and presented as part of gross profit in the Company's income statement.

Advances to/from group entities are disclosed in the balance sheet.

7 Equity

The share capital consists of 10,000 shares of a nominal value of DKK 100 each, equivalent to USD 192,675. All shares rank equally.

The share capital has remained unchanged since the Company was established in 2010.

8 Contractual obligations, contingencies, etc.

The Company is jointly taxed with other Danish companies in the MALT LNG Holdings group, with MALT LNG Holdings ApS being the administrative company. The Company has, together with the administrative company and its subsidiaries, unlimited joint and several liability for Danish corporation taxes and withholding taxes on dividends, interest and royalties under the joint taxation scheme. The jointly taxed companies' total net liability to the Danish tax authorities amounted to USD 0 at 31 December 2021. Any subsequent corrections to the taxable jointly taxed income or withholding taxes, etc. may entail an increase in the Company's liability.

The Company has no contingent liabilities.