Meridian Spirit ApS

Torvet 21, 1. 4600 Køge Denmark

Annual report 2019 (10th financial year)

The annual report was presented and approved at the annual general meeting of the Company on 15 May 2020

Chairman

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Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have discussed and approved the annual report of Meridian Spirit ApS for the period 1 January – 31 December 2019.

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

It is our opinion that the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2019 and of the results of the Company's operations and cash flows for the financial year 1 January – 31 December 2019.

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.

Executive Board:	
Niels Berthelsen Managing Director	
Board of Directors:	
Yasutomo Miyake	Takashi Nakamura
Michel Christian Nielsen Chairman	Niels Berthelsen

Copenhagen, 15 May 2020

Independent auditor's report

To the shareholder of Meridian Spirit ApS

Opinion

We have audited the financial statements of Meridian Spirit ApS for the financial year 1 January –31 December 2019, comprising income statement, balance sheet, cash flow statement, 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 2019 and of the results of the Company's operations and cash flows for the financial year 1 January – 31 December 2019 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' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and requirements. 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 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.

Independent auditor's report

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'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, 15 May 2020 KPMG Statsautoriseret Revisionspartnerselskab CVR no. 25 57 81 98

Niels Vendelbo State Authorised Public Accountant mne34532

Management's review

Company details

Meridian Spirit ApS Torvet 21, 1 4600 Køge, Denmark

CVR no.: 33 26 58 59

Established: 16 November 2010 Financial year: 1 January – 31 December

Board of Directors

Takashi Nakamura Yasutomo Miyake Michel Christian Nielsen Niels Berthelsen

Executive Board

Niels Berthelsen (Managing Director)

Auditors

KPMG Statsautoriseret Revisionspartnerselskab Dampfærgevej 28 2100 København Ø

Annual general meeting

The annual general meeting will be held on 15 May 2020.

Management's review

Financial highlights

USD'000	2019	2018	2017	2016	2015
Key figures					
Gross profit	30,151	24,898	25,307	25,566	25,443
Operating profit	22,437	17,237	17,747	17,980	17,937
Loss from financial income and expenses	-6,153	-6,467	-7,071	-7,447	-7,220
Profit for the year	16,277	10,839	10,627	10,542	10,717
Total assets	189,337	190,432	191,089	188,942	192,155
Equity	45,625	36,137	30,298	23,671	18,129
Net operating cash flow	11,093	14,781	15,389	15,015	7,628
Net financing cash flow	-11,442	-13,404	-10,878	-13,893	-15,884
Net investing cash flow	-3,457	-305	0	-167	-89
Decrease/increase in cash and cash equivalents	-3,806	1,072	4,511	955	-8,345
Return on assets	8.6%	5.7%	5.6%	5.5%	5.4%
Return on invested capital	12.9%	9.8%	10.0%	10.0%	9.8%
Equity ratio	24.1%	19.0%	15.9%	12.5%	9.4%
Return on equity	39.8%	32.6%	39.4%	50.4%	70.2%

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 Meridian Spirit ApS (the Company) is transportation of liquefied natural gas (LNG). The construction of the Meridian Spirit was completed on 15 January 2010. In 2019, the vessel operated under a long-term charter contract.

Profit for the financial year

Profit for the financial year, after taxation, amounted to USD 16.3 million (2018: USD 10.8 million), which is in line with expectations.

Subsequent events

No events have occurred after the balance sheet date that materially affect the financial statements for 2019.

Outlook

The Company expects a slight decrease in profit for 2020 due to dry-docking and capital upgrade recoveries received from charterers during 2019.

Particular risks

The Company's current charter contract expires in December 2030. The Company has one customer; however, the Company is not considered to have any special credit risks.

Income statement

USD'000	Note	2019	2018
Gross profit	2	30,151	24,898
Staff costs	3	-2,456	-2,554
Depreciation and amortisation	4	-5,258	-5,107
Operating profit		22,437	17,237
Financial income		62	39
Financial expenses		-6,215	-6,506
Profit before tax		16,284	10,770
Tax on profit for the year	5	-7	69
Profit for the year	6	16,277	10,839

Balance sheet

USD'000	Note	2019	2018
ASSETS Non-current assets Property, plant and equipment Vessel Other long-term assets	4	134,514 65	131,690 78
Total non-current assets		134,579	131,768
Current assets Receivables Trade receivables Receivables from shareholder Advances to affiliates Prepayments Other current assets	12 12	431 30,161 6,545 125	15 30,084 1,294 166 5,803
		37,262	37,362
Cash at bank and in hand		17,496	21,302
Total current assets		54,758	58,664
TOTAL ASSETS		189,337	190,432

Balance sheet

USD'000	Note	2019	2018
EQUITY AND LIABILTIES Equity Share capital Retained earnings Proposed dividend	7	193 40,432 5,000	193 34,958 986
Total equity		45,625	36,137
Liabilities Non-current liabilities Long-term portion of external loan Deferred revenues	8	124,743 1,737	138,317
Other long-term liabilities		84	78
Current liabilities Short-term portion of external loan Trade payables Advances from affiliates Current portion of deferred revenues Other liabilities Total liabilities TOTAL EQUITY AND LIABILITIES	8 12	13,702 2,934 14 174 324 17,148 143,712 189,337	138,395 10,357 4,214 1,014 0 315 15,900 154,295 190,432
Contractual obligations, contingencies, etc. Mortgages and collateral Related party disclosures	10 11 12		

Cash flow statement

USD'000	Note	2019	2018
Operating activities			
Profit for the year		16,277	10,839
Non-cash items:			
Depreciation of vessel		5,258	5,107
Amortisation of debt issuance costs included in financial			
expenses		227	241
Changes in working capital	9	-6,044	-609
Expenditures for dry docking		-4,625	-797
Net operating cash flow		11,093	14,781
Financing activities Repayment of long-term debt Dividends paid		-10,456 -986	-8,404 -5,000
Net financing cash flow		-11,442	-13,404
Investing activities Expenditures for vessel		-3,457	-305
Net investing cash flow		-3,457	-305
Decrease/increase in cash and cash equivalents		-3,806	1,072
Cash and cash equivalents, beginning of the year		21,302	20,230
Cash and cash equivalents, end of the year		17,496	21,302

Statement of changes in equity

USD'000	Share capital	Retained earnings	Proposed dividend	Total
Equity at 1 January 2018	193	25,105	5,000	30,298
Dividends paid Profit appropriation	0 0	0 9,853	-5,000 986	-5,000 10,839
Equity at 31 December 2018	193	34,958	986	36,137
Change in accounting policy Dividends paid Profit appropriation	0 0 0	-5,803 0 11,277	0 -986 5,000	-5,803 -986 16,277
Equity at 31 December 2019	193	40,432	5,000	45,625

Notes to the financial statements

1 Accounting policies

The annual report of Meridian Spirit ApS for 2019 has been prepared in accordance with the provisions applying to reporting class C medium-sized entities under the Danish Financial Statements Act.

Change in accounting policies

Effective on 1 January 2019, the Company adopted IFRS 16 as permitted under the Danish Financial Statements Act. The adoption of IFRS 16 results in the recognition of revenue from the reimbursement of scheduled dry-docking expenditures, where such charter contract was accounted for as an operating lease, occurring upon completion of the scheduled dry dock, instead of ratably over the period between the previous scheduled dry dock and the next scheduled dry dock. This change decreased total assets by USD 0.1 million, and total equity by USD 0.1 million as at 31 December 2019. The cumulative decrease to opening equity as at 1 January 2019 was USD 5.8 million.

Besides the above, 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 2019, the currency exchange rate was 6.6627 DKK/USD (31 December 2018: 6.5194 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 at 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.

Notes to the financial statements

1 Accounting policies (continued)

Income statement

Gross profit

Income from the charter of the Meridian Spirit is recognised in the income statement when delivery and transfer of risk to the buyer have taken place and provided that the income can be reliably measured and is expected to be received. Gross profit is measured at fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties.

Financial income and expenses

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

Tax on profit for the year

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

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 expense is 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

Notes to the financial statements

1 Accounting policies (continued)

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 or 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 allocated 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.

Receivables

Receivables are measured at amortised cost.

Write-down is made for bad debt losses where there is an objective indication that a receivable or a receivable portfolio has been impaired. If there is an objective indication that an individual receivable has been impaired, write-down is made on an individual basis.

Write-downs are calculated as the difference between the carrying amount of receivables and the present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

Prepayments

Prepayments comprise costs incurred in relation to subsequent financial years.

Notes to the financial statements

1 Accounting policies (continued)

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 is 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 revenues

Deferred revenues comprise payments received concerning income in subsequent years.

Cash flow statements

The cash flow statement shows the Company's cash flows from operating activities, investing activities and financing activities for the year, changes in cash and cash equivalents for the year as well as the Company's cash and cash equivalents at the beginning and end of the year.

Cash flows from operating activities

Cash flows from operating activities are calculated as the profit/loss for the year adjusted for non-cash operating items, changes in working capital and corporation tax paid.

Cash flows from investing activities

Cash flows from investing activities comprise payments in connection with acquisitions and disposals of enterprises and activities, intangible assets, property, plant and equipment and investments.

Notes to the financial statements

1 Accounting policies (continued)

Cash flows from financing activities

Cash flows from financing activities comprise changes in the size or composition of the Company's share capital and related costs as well as the payment of dividends to shareholders and the raising and repayment of interest-bearing debt.

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:

Results for the year x 100

Return on assets	Average assets
Datama an invested conital	Profit before financial income and expenses x 100
Return on invested capital	Average invested capital
Invested capital	Operating intangible assets and property, plant and equipment plus net working capital
Equity ratio	Equity at year end x 100
1 2	Total aquity and liabilities at year and

Total equity and liabilities at year end

Return on equity $\frac{\text{Profit for the year x 100}}{\text{Average equity}}$

2 Gross profit

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

3 Staff costs

Staff costs included in gross profit for the Company's employees can be specified as follows:

USD'000	2019	2018
Wages and salaries	1,756	1,776
Pensions	140	243
Other staff costs	532	508
Other social security costs	28	27
	2,456	2,554
Average number of full-time employees	28	28

Notes to the financial statements

3 Staff costs (continued)

Remuneration of the Company's Management and Board of Directors is not disclosed pursuant to section 98b (3)(ii) of the Danish Financial Statements Act.

4 Property, plant and equipment

USD'000	2019	2018
Cost at 1 January	179,885	178,783
Additions	8,082	1,102
Previously amortized dry dock costs	-4,067	0
Cost at 31 December	183,900	179,885
Depreciation at 1 January	-48,195	-43,088
Depreciation for the year	-5,258	-5,107
Previously amortized dry dock costs	4,067	0
Depreciation at 31 December	-49,386	-48,195
Carrying amount at 31 December	134,514	131,690

5 Tax on profit for the year

USD'000	2019	2018
Current tax for the year	-7	10
Prior year adjustment	0	59
		69

The Company is jointly taxed with MALT LNG Holdings ApS.

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.

6 Proposed profit appropriation

USD'000	2019	2018
Proposed dividend	5,000	986
Retained earnings	11,277	9,853
	16,277	10,839

Notes to the financial statements

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.

For 2019, the Company's financial figures were included in the consolidated financial statements of Malt LNG Netherlands Holdings B.V.

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

8 Bank loans

The Company has raised the following long-term loans:

Loan	Expiry	Fixed rate	Effective rate of interest 2019	Carrying amount 2019
4.11% Senior Secured Notes	August 2030	4.11%	4.11%	138,445
The liabilities are specified as follows:				
USD'000			2019	2018
0-1 year 1-5 years > 5 years			13,645 31,276 93,524	10,229 35,781 102,664
			138,445	148,674
Changes in working capital				
USD'000			2019	2018
Change in trade receivables and other	assets		-403	-1,400
Change in net advances from and to affiliates Change in prepayments		-6,328	-833	
		41	-29 1 (52	
Change in trade payables and other li	abilities		646	1,653
			-6,044	-609

Notes to the financial statements

10 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 2019. Any subsequent corrections of the taxable jointly taxed income or withholding taxes, etc., may entail an increase in the Company's liability.

The Company has no contingent liabilities.

11 Mortgages and collateral

The Company's long-term debt is collateralised by a first-priority mortgage on its vessel.

12 Related party disclosures

The amounts from and to affiliates are non-interest bearing, unsecured and have no fixed repayment terms. The Company did not incur interest income or expense from affiliates or to affiliates during the years ended 31 December 2019 and 2018. Affiliates are entities that are under the same common control. Balances with affiliates are as follows:

USD'000	2019	2018
Malt LNG Netherlands Holdings B.V.	-14	-1,014
Teekay Shipping Ltd.	6,545	1,286
Magellan Spirit ApS	0	8
MALT LNG Transport ApS	30,161	30,084
Net advances to affiliates	36,692	30,364

Advances to (from) affiliates are disclosed in the balance sheet.