Thorco Isabella ApS

Tuborg Parkvej 10, DK-2900 Hellerup

Annual Report for 1 January - 31 December 2018

CVR No 36 40 03 31

The Annual Report was presented and adopted at the Annual General Meeting of the Company on 6 /6 2019

Jesper Malik Møller Ringsholm
Chairman of the General Meeting

Contents

Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of Thorco Isabella ApS for the financial year 1 January - 31 December 2018.

The Annual Report is prepared in accordance with the Danish Financial Statements Act.

In our opinion the Financial Statements give a true and fair view of the financial position at 31 December 2018 of the Company and of the results of the Company operations for 2018.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Hellerup, 6 June 2019

Executive Board

Thomas Nørballe Mikkelsen
CEO

Board of Directors

Thor Stadil Chairman	Marianne Schelde	Jesper Malik Møller Ringsholm

Independent Auditor's Report

To the Shareholder of Thorco Isabella ApS

Adverse Opinion
In our opinion, because of the significance of the matter discussed in the Basis for adverse opinion paragraph, the Financial Statements do not give a true and fair view of the financial position of the Company at 31 December 2018 and of the results of the Company's operations for the financial year 1 January - 31 December 2018 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Thorco Isabella ApS for the financial year 1 January - 31 December 2018, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("the Financial Statements").

Basis for Adverse Opinion
The Company has a significant negative equity. Negotiations with the Company's investors are being conducted about contribution of capital, making financing available for the continued operations of the Company. No binding capital or financial agreements have been entered into. Thus, the assumption that the company is able to continue on a going concern basis is subject to uncertainty.

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 requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our adverse 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 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.

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 consi-

Independent Auditor's Report

dered 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 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

Hellerup, 6 June 2019
PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
CVR No 33 77 12 31

Line Hedam	Bo Schou-Jacobsen
statsautoriseret revisor	statsautoriseret revisor
mne27768	mne28703

Company Information

The Company	Thorco Isabella ApS Tuborg Parkvej 10 DK-2900 Hellerup CVR No: 36 40 03 31 Financial period: 1 January - 31 December Municipality of reg. office: Gentofte
Board of Directors	Thor Stadil , Chairman Marianne Schelde Jesper Malik Møller Ringsholm
Executive Board	Thomas Nørballe Mikkelsen
Auditors	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Strandvejen 44 DK-2900 Hellerup

Income Statement 1 January - 31 December

	Note	2018	2017
		USD	USD
Gross profit/loss		**1,312,978**	**726,468**
Depreciation, amortisation and impairment of property, plant and equipment	5	-1,022,707	-1,000,370
Profit/loss before financial income and expenses		**290,271**	**-273,902**
Financial income	6	241,474	4,518
Financial expenses	7	-981,642	-1,031,491
Profit/loss before tax		**-449,897**	**-1,300,875**
Tax on profit/loss for the year	8	153,553	204,994
Net profit/loss for the year		**-296,344**	**-1,095,881**

Distribution of profit

Proposed distribution of profit

Retained earnings	-296,344	-1,095,881
	-296,344	**-1,095,881**

Balance Sheet 31 December

Assets

	Note	2018	2017
		USD	USD
Vessels		15,799,224	16,821,932
Property, plant and equipment	9	**15,799,224**	**16,821,932**
Fixed assets		**15,799,224**	**16,821,932**
Inventories		**66,171**	**274,103**
Trade receivables		544,313	32,427
Other receivables		356,552	12,368
Prepayments		209,773	1,639
Receivables		**1,110,638**	**46,434**
Cash at bank and in hand		**733,138**	**570,698**
Currents assets		**1,909,947**	**891,235**
Assets		**17,709,171**	**17,713,167**

Balance Sheet 31 December

Liabilities and equity

	Note	2018	2017
		USD	USD
Share capital		12,022	12,022
Retained earnings		-2,387,799	-2,091,455
Equity		**-2,375,777**	**-2,079,433**
Provision for deferred tax		341,982	568,040
Provisions		**341,982**	**568,040**
Credit institutions		0	9,340,000
Long-term debt	10	**0**	**9,340,000**
Credit institutions	10	11,160,000	1,820,000
Trade payables		805,389	450,992
Payables to group enterprises		7,713,577	7,315,006
Other payables		64,000	60,000
Deferred income		0	238,562
Short-term debt		**19,742,966**	**9,884,560**
Debt		**19,742,966**	**19,224,560**
Liabilities and equity		**17,709,171**	**17,713,167**
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Statement of Changes in Equity

	Share capital	Retained earnings	Total
	USD	USD	USD
Equity at 1 January	12,022	-2,091,455	-2,079,433
Net profit/loss for the year	0	-296,344	-296,344
Equity at 31 December	**12,022**	**-2,387,799**	**-2,375,777**

Share capital amounts to DKK 80.000.

Notes to the Financial Statements

1 Capital resources

The Company is financed by bottomry and group loans. In order for the Company to continue as a going concern, it must be possible to extend the existing loan agreements and to procure liquidity for continued operations. At this time, no agreements securing continued operations have been made. Consequently, the Company's ability to continue as a going concern, and thus its ability to meet its commitments as they fall due, is subject to uncertainty. Management expects financing to be procured to continue the planned activities.

2 Subsequent events

No events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.

3 Key activities

The Company's main activity is shipping.

4 Staff expenses

The company has no employees.

	2018	2017
	USD	USD
5 Depreciation, amortisation and impairment of property, plant and equipment		
Depreciation of property, plant and equipment	1,022,707	1,000,370
	1,022,707	**1,000,370**

6 Financial income

Reversal of impairment of Group enterprises	241,474	0
Exchange gains	0	4,518
	241,474	**4,518**

Notes to the Financial Statements

	2018	2017
	USD	USD

7 Financial expenses

	2018	2017
Interest paid to group enterprises	343,807	496,396
Other financial expenses	635,108	535,095
Exchange loss	2,727	0
	981,642	**1,031,491**

8 Tax on profit/loss for the year

	2018	2017
Current tax for the year	0	-463,878
Deferred tax for the year	-146,902	192,711
Adjustment of tax concerning previous years	72,505	307,705
Adjustment of deferred tax concerning previous years	-79,156	-241,532
	-153,553	**-204,994**

9 Property, plant and equipment

	Vessels
	USD
Cost at 1 January	19,550,340
Cost at 31 December	19,550,340
Impairment losses and depreciation at 1 January	2,728,408
Depreciation for the year	1,022,708
Impairment losses and depreciation at 31 December	3,751,116
Carrying amount at 31 December	**15,799,224**

Notes to the Financial Statements

9 Property, plant and equipment (continued)

Management assesses annually, the carrying value of the vessels in order to determine whether there are any indications of impairment in excess of the amount provided for by normal depreciations.

If there is an indication that the carrying amount of an asset may exceed the expected future cash flows from the asset, an impairment test is conducted. If the carrying amount exceeds the recoverable amount, the asset is written down to the lower recoverable amount. The recoverable amount of the asset is determined as the higher of the net selling price and the value-in-use. If a recoverable amount for the individual assets cannot be determined, the smallest group of assets for which it is possible to determine the recoverable amount (cash-generating unit/CGU) is analyzed for impairment. If the entity owns more than one vessel, the CGU is determined on a portfolio basis. The vessels operate within the same segment (multi-purpose/MPP). When determining the CGU, Management has considered the degree of interdependency between the vessels. If only one vessel in the entity, the vessel is one CGU.

The net selling price is determined based on independent broker valuations obtained by Management. The average of the broker valuations obtained indicates that the carrying value of the vessel is approximately 11% above average of the broker valuations.

In consequence of the current unusual market and competitive environment, broker valuations are, in Management's opinion, subject to a high level of uncertainty.

Therefore, a value-in-use the calculation has been made as the present value of total expected cash flows in the remaining useful life of the vessel.

In the value-in-use calculation, Management's assessment of future freight and time charter rates are especially highly judgemental. As regards the earnings of the vessel, a rate based on average earnings in 2018 + 5% is applied for 2019; equal to approximately, the earnings realized up to date in 2019.

As of 2020 and for the remaining useful life of the vessels, an average of the historical earnings for the period 2008-2018 of the individual vessel types is used, which, in Management's opinion, constitutes a fair level of the long-term rate expectations for the MPP segment (normal rates). The historical average rates are close to the realized rates in 2019. As of 2020 and for the remaining useful life of the vessels, the expected rate earnings are added a percentage increase of 2.25% per year. Further, when calculating the present value of the expected cash flows, a discount rate of 8.4% has been applied. The operating costs of the vessels have been calculated on the basis of historical costs with an expected percentage increase of 2% per year.

The impairment test has resulted in that no impairment has been recognized for 2018.

Due to the major uncertainty relating to the market and, in particular, market expectations, the calculation is highly sensitive to even minor changes in the assumptions applied. However, as regards long-term earnings, it is Management's assessment that the developments in both net earnings, operating costs and residual value applied for calculation purposes are probable. Should it turn out that the market does not recover, it will be necessary to further impair the vessel values in the long term. Management is, however, convinced that the

Notes to the Financial Statements

9 Property, plant and equipment (continued)

market will recover within a few years.

Due to the matters described above, the value of vessels is subject to considerable uncertainty. A sale within a short time frame will probably result in an accounting loss.

10 Long-term debt

Payments due within 1 year are recognised in short-term debt. Other debt is recognised in long-term debt.

The debt falls due for payment as specified below:

	2018	2017
	USD	USD
Credit institutions		
Between 1 and 5 years	0	9,340,000
Long-term part	0	9,340,000
Within 1 year	11,160,000	1,820,000
	11,160,000	**11,160,000**

11 Contingent assets, liabilities and other financial obligations

As security for debt to credit institutions vessels with a carrying amount USD 15,799,224 at 31 December 2018 has been mortgaged. There are no other security and contingent liabilitites at 31 December 2018.

The group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. The total amount of corporation tax payable is disclosed in the Annual Report of Thornico A/S, which is the management company of the joint taxation purposes. Moreover, the group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

12 Related parties

The Company is included in the Group Annual Report of the Parent Company:

Name	Place of registered office
Thornico A/S	Odense, Denmark

Notes to the Financial Statements

13 Accounting Policies

The Annual Report of Thorco Isabella ApS for 2018 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The accounting policies applied remain unchanged from last year.

The Financial Statements for 2018 are presented in USD with exchange rate as at 31 December 2018 - USD 651.94 (31 December 2017 - 620.77)

Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Company, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Certain financial assets and liabilities are measured at amortised cost, which involves the recognition of a constant effective interest rate over the maturity period. Amortised cost is calculated as original cost less any repayments and with addition/deduction of the cumulative amortisation of any difference between cost and the nominal amount. In this way, capital losses and gains are allocated over the maturity period.

Recognition and measurement take into account predictable losses and risks occurring before the presentation of the Annual Report which confirm or invalidate affairs and conditions existing at the balance sheet date.

Notes to the Financial Statements

13 Accounting Policies (continued)

Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.

Income Statement

Revenue

Revenue from sales (chartering income) is recognised in the income statement when the charter is finalised based on the following criteria:

- finalization of the charter before year end

- the charter income has been determined and payment has been received or may with reasonable certainty be expected to be received.

Revenue is recognised exclusive of VAT.

Chartering in progress is recognised at the rate of completion of the charter, which means that revenue equals the charter income from the travelling activity for the year. This method is applied when total revenues and expenses in respect of the charter at the balance sheet date can be measured reliably, and it is probable that the economic benefits, including payments, will flow to the Company.

Vessel Operating Costs

Vessel Operating Costs comprise the raw materials and consumables consumed to achieve revenue for the year.

Other external expenses

Other external expenses comprise indirect production costs and expenses for premises, sales and distribution as well as office expenses, etc.

Notes to the Financial Statements

13 Accounting Policies (continued)

Gross profit/loss

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of revenue, vessel operating costs and other external expenses.

With reference to section 32 of the Danish Financial Statement Act, revenue has not been disclosed on the Annual Report.

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of property, plant and equipment.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with Danish Group enterprises. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

Balance Sheet

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses.

Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use.

Depreciation based on cost reduced by a scrap valye of USD 1,500,000 is calculated on a straight-line basis over the expected useful lives of the assets, which are:

Vessels	20-25 years
Docking	2.5 years

Notes to the Financial Statements

13 Accounting Policies (continued)

Depreciation period and residual value are reassessed annually.

Impairment of fixed assets

The carrying amounts of intangible assets and property, plant and equipment are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

If so, the asset is written down to its lower recoverable amount.

Inventories

Inventories, which comprises of bunkers, are measured at the lower of cost under the FIFO method and net realisable value.

Receivables

Receivables are measured in the balance sheet at amortised cost, which substantially corresponds to nominal value. Provisions for estimated bad debts are made.

Prepayments

Prepayments comprise prepaid expenses concerning rent, insurance premiums, subscriptions and interest.

Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

Financial debts

Debts are measured at amortised cost, substantially corresponding to nominal value.

Notes to the Financial Statements

13 **Accounting Policies** (continued)

Deferred income

Deferred income comprises payments received in respect of income in subsequent years.