



# **LIGNUM MARITIME A/S**

Central Business Registration No 42 91 26 70

Annual Report 2022 (17 December 2021 – 31 December 2022)

The Annual General Meeting adopted the annual report on 15.05.2023

Anders Schandorff

Chairman of the Annual General Meeting

LIGNUM MARITIME A/S | Sundkrogsgade 19 | 2100 Copenhagen, Denmark

# CONTENTS

	<b><u>Page</u></b>
Company details	2
Statement by Management	3
Independent Auditor's Report	4
Management commentary	7
Income statement for the period 17.12.2021 - 31.12.22	8
Balance sheet at 31.12.2022	10
Statement of changes in equity for the period 17.12.2021 - 31.12.22	12
Cash flow statement for the period 17.12.2021 - 31.12.22	12
Notes	13
Accounting Policies	16

# Company details

## **COMPANY**

Lignum Maritime A/S  
Sundkrogsgade 19  
2100 Copenhagen Ø, Denmark

Central Business Registration No. 42 91 26 70  
Registered in: City of Copenhagen  
Financial year: 17.12.2021 – 31.12.2022

## **EXECUTIVE MANAGEMENT**

Amrit Peter Kalsi, CEO

## **BOARD OF DIRECTORS**

Frank Gülnar Jensen, Chairman

Simon Christensen

Shigenobu Matsuzawa

Kotaro Abe

Yuma Abe

## **AUDITORS**

Deloitte Statsautoriseret Revisionspartnerselskab  
Weidekampsgade 6  
2300 Copenhagen S

# STATEMENT BY MANAGEMENT

The Board of Directors and the Executive Management have today considered and approved the annual report of Lignum Maritime A/S for the financial year 17.12.2021 – 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 Company's financial position at 31.12.2022 and of the result of its operations and cash flows for the financial year 17.12.2021 - 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, 15.05.2023

## **Executive Management**

Amrit Peter Kalsi  
CEO

## **Board of Directors**

Frank Gülnar Jensen  
Chairman

Simon Christensen

Shigenobu Matsuzawa

Kotaro Abe

Yuma Abe

# INDEPENDENT AUDITOR'S REPORT

## To the shareholders of Lignum Maritime A/S

### Opinion

We have audited the financial statements of Lignum Maritime A/S for the financial year 17.12.2021 – 31.12.2022, which comprise the income statement, balance sheet, statement of changes in equity 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 for the financial year 17.12.2021 – 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 consid-

ered 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 and the Parent'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 and the Parent'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 and the Company 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.
- 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.

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, 15.05.2023

**Deloitte**

Statsautoriseret Revisionspartnerselskab  
Central Business Registration No. 33963556

Niels Skannerup Vendelbo  
State Authorized Public Accountant  
Identification No (Mne) mne34532

Anette Beltrão-Primdahl  
State Authorized Public Accountant  
Identification No (Mne) mne45854

# Management commentary

## Financial highlights

Key figures	17.12.2021 - 31.12.2022
	USD'000
Revenue	21,320
Profit from operations	7,129
Net financials	171
Profit for the year	7,279
Equity	10,279
Assets, total	11,804
Cash flows from operating activities	7,924
Cash flows from financing activities	3,000
<b>Ratios</b>	
Profit margin (%)	33.4
Return on assets (%)	60.4
Return on equity (%)	70.8
Equity ratio (%)	87.1

## Ratios

The ratios have been compiled applying the formulas listed below:

Profit margin	=	$\frac{\text{Operating profit/(loss)} \times 100}{\text{Revenue}}$
Return on assets	=	$\frac{\text{Operating profit/(loss)} \times 100}{\text{Assets, total}}$
Return on equity	=	$\frac{\text{Profit/(loss) for the year} \times 100}{\text{Average equity}}$
Equity ratio	=	$\frac{\text{Equity} \times 100}{\text{Assets, total}}$



**Primary activities**

The object of the Company is to carry out international shipping business, trading, transport including other associated activities.

**Development in activities and finances**

The profit for the Entity's first financial period is 7,279 tUSD and at the end of the year the Company has an equity of 10,279 tUSD.

**Uncertainty relating to recognition and measurement**

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

**Outlook**

Overall, for 2023 Lignum Maritime A/S expects a reduced operating result compared to 2022, due to a negative change in the market conditions (bulk rates).

It is the intention to merge Lignum Maritime A/S with Norse Maritime A/S during 2023.

**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.

**Impact on external environment**

The Company is conscious about the environmental impact and is continuously working on reducing the Company's operational impact on the external environment.

**Financial risks**

Financial risks are limited to common risks for the Company and for the business area in which it operates.

## Income statement for the period 17.12.2021 – 31.12.2022

		<b>17.12.2021 - Notes 31.12.2022</b>	<u>USD'000</u>
<b>Revenue</b>			<b>21,320</b>
Commercial and administrative expenses	2		(14,191)
<b>Profit from operations</b>			<b>7,129</b>
Financial income			172
Financial expenses			<u>(1)</u>
<b>Profit before taxes</b>			<b>7,300</b>
Tax on profit for the year	3		<u>(21)</u>
<b>Profit for the year</b>	4		<u><u><b>7,279</b></u></u>

## Balance sheet at 31.12.2022

	Notes	17.12.2021 - 31.12.2022
		<u>USD'000</u>
<b>Assets</b>		
Bunkers and stock		867
Receivables related parties		13
Cash		<u>10,924</u>
<b>Current assets</b>		<b><u>11,804</u></b>
<b>Assets</b>		<b><u><u>11,804</u></u></b>
<b>Equity and liabilities</b>		
Share capital		151
Share Premium		2,849
Retained earnings		<u>7,279</u>
<b>Equity</b>	5	<b><u>10,279</u></b>
Trade accounts payable		61
Voyages in progress		289
Debt to related parties		148
Other accrued liabilities		<u>1,027</u>
<b>Current liabilities</b>		<b><u>1,525</u></b>
<b>Liabilities</b>		<b><u>1,525</u></b>
<b>Equity and liabilities</b>		<b><u><u>11,804</u></u></b>
Subsequent events	1	
Transactions with related parties	6	
Ownership	7	
Unrecognized time-charter commitments	8	

## Statement of changes in equity for the period 17.12.2021 – 31.12.2022

	<b>Share capital</b>	<b>Share premium</b>	<b>Retained Earnings</b>	<b>Total</b>
	<u>USD'000</u>	<u>USD'000</u>	<u>USD'000</u>	<u>USD'000</u>
Contribution upon formation 17.12.2021	62	-	-	62
Capital increase 08.03.2022	<u>89</u>	<u>2,849</u>	<u>-</u>	<u>2,938</u>
<b>Balance, December 31, 2021</b>	<b><u>151</u></b>	<b><u>2,849</u></b>	<b><u>-</u></b>	<b><u>3,000</u></b>
Profit for the year	<u>-</u>	<u>-</u>	<u>7,279</u>	<u>7,279</u>
<b>Balance, December 31, 2022</b>	<b><u>151</u></b>	<b><u>2,849</u></b>	<b><u>7,279</u></b>	<b><u>10,279</u></b>

## Statement of cash flow for the period 17.12.2021 – 31.12.2022

	<b>17.12.2021</b>
	-
	<b>Notes 31.12.2022</b>
	<u>USD'000</u>
Profit for the year	7,279
Adjustments for:	
Financial income	(172)
Financial Expenses	1
Change in receivables and other current assets	(880)
Change in payables and accrued liabilities	1,525
Financial income received	172
Financial expenses paid	<u>(1)</u>
<b>Net cash flows from operating activities</b>	<b><u>7,924</u></b>
<b>Financing activities</b>	
Injected equity upon formation	62
Capital increase 08.03.2022	2,938
<b>Net cash flows used in financing activities</b>	<b><u>3,000</u></b>
Change in cash and cash equivalents	10,924
Cash and cash equivalents, beginning of period	<u>-</u>
<b>Cash and cash equivalents, end of period</b>	<b><u><u>10,924</u></u></b>

# Notes

## 1. Subsequent events

After the balance sheet date a transfer of shares have been executed to prepare for the planned merger between Lignum Maritime A/S and Norse Maritime A/S in 2023 with Norse Maritime A/S as the continuing entity. After this transfer, the Company is owned by Nissen Kaiun Co., Ltd., Japan (36.1%), Clipper Bulk Shipping Ltd., Bahamas (35.9%), Mitsui & Co., Ltd., Japan (14.9%) and Navi Merchants A/S, Denmark (13.1%).

## 2. Commercial and administrative expenses

A part of the commercial and administrative expenses is a management fee to Clipper Bulk A/S covering administrative costs as office rent, staff salary, management remuneration etc.

	<b>17.12.2021</b>
	-
	<b>31.12.2022</b>
	<u>USD'000</u>
Remuneration of Management, Executive Board	<u>39</u>

The Executive Board receives its entire 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 Lignum Maritime A/S.

## 3. Tax on profit for the year

	<b>17.12.2021</b>
	-
	<b>31.12.2022</b>
	<u>USD'000</u>
Tonnage tax	<u>(21)</u>
<b>Total tax</b>	<b><u>(21)</u></b>

The Company will enter the Danish tonnage tax regime for a binding 10-year period when filing the company tax for the income year 2022.

#### 4. Proposed distribution of profit and loss

	<b>17.12.2021</b>
	-
	<b>31.12.2022</b>
	<u>USD'000</u>
Retained earnings	<u>7,279</u>
	<b><u>7,279</u></b>

#### 5. Share capital

The share capital is composed as follows:	<b>17.12.2021</b>
	-
	<b>31.12.2022</b>
Share capital (DKK'000)	<u>1,000</u>
Share capital (USD'000), translated at historical rates	<u>151</u>

The shares have not been divided into classes.

#### 6. Transactions with related parties

Transactions with related parties comprise below:

	<u>Related party</u>
	<b>17.12.2021</b>
	-
	<b>31.12.2022</b>
	<u>USD'000</u>
Administration expenses	1,234
Receivable related parties 31.12.2022	13
Debt related parties 31.12.2022	148

**7. Ownership**

At 31.12.2022, the Company was owned by Nissen Kaiun Co., Ltd., Japan (40.0%), Stonegate Invest A/S (30.0%), Mitsui & Co., Ltd., Japan (15.0%) and Navi Merchants A/S, Denmark (15.0%).

**8. Unrecognised Time-charter commitments**

	<b>17.12.2021</b>
	-
	<b>31.12.2022</b>
	<u>USD'000</u>
Commitments under Time-charter agreements until maturity	<u>152,610</u>



# Accounting policies

## Reporting class

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

It is the Company's first year of operations and this annual report cover the period 17.12.2021 – 31.12.2022. As a consequence, no comparative figures are included in this annual report.

## Basis of preparation

The Company presents the financial statements for the Company in USD. The DKK exchange rate against USD applied is 6.9722 at 31.12.2022.

## Recognition and measurement

Assets are recognized in the statement of financial position when it is probable as a result of a prior event that future economic benefits will flow to the Group, and the value of the assets can be measured reliably.

Liabilities are recognized in the statement of financial position when the Group 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 Group, and the value of the liabilities can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is affected 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 end of the reporting period are considered at recognition and measurement.

Income is recognized in the statement of profit and loss when earned, whereas costs are recognized by the amounts attributable to this financial year. Value adjustments of financial assets and liabilities are recognized in the statement of profit and loss as financial income or financial expenses.

## Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the end of the reporting period are translated using the exchange rate at the end of the reporting period. Exchange differences that arise between the rate at the transaction date and the rate in effect at the payment date or the rate at the end of the reporting period are recognized in the statement of profit and loss as financial income or financial expenses.

## **Income statement**

### **Revenue**

Time charter revenue is recognized over the term of the charter.

Freight income from voyage charters is recognized in accordance with the percentage-of-completion method where the percentage of completion is determined as the percentage of the estimated duration of the voyage completed at the balance sheet date.

For losses estimated on the completion of voyages and time charters in progress at the end of a reporting period, a provision is recognized to cover the anticipated net loss.

Demurrage revenue is recognized when reimbursement under the claim is considered probable.

### **Commercial and voyage related expenses**

Commercial expenses include costs relating to the operation of the Company's chartered vessels, including time charter costs for short-term charters, port charges, bunker costs, maintenance costs, insurance costs, crew wages and other vessel-operating expenses. Like revenue, vessel-operating costs are recognized concurrently with receipt of services over the life of a voyage of the time charter period.

The Company has no employees but buy administrative services related to administration staff and management from other business partners.

### **Administration expenses**

Administration expenses comprise costs incurred from the management and administration of the Company, including office costs and it-costs.

### **Financial income and expenses**

Financial income and financial expenses comprise interest as well as realized and unrealized exchange rate adjustments.

### **Tax on profit/loss for the year**

Tax for the year, which consists of current tonnage tax for the year, 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 Company have entered the Danish tonnage tax regime for a binding 10-year period from the income year 2022.

## **Statement of financial position**

### **Bunkers**

Bunkers and lubricant oils are stated at the lower of cost and net realizable value. Cost of bunkers and stocks is determined on a first-in-first-out basis. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

### **Cash**

Cash comprises cash in hand and bank deposits.

### **Voyages in progress**

Voyages in progress consist of accrued results for voyages in progress to be recognized in the following year.

### **Current liabilities**

Liabilities, comprising trade payables and other payables, are measured at amortized cost, corresponding substantially 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.

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.

Cash and cash equivalents comprise cash and bank deposits