

Interim Consolidated Financial Statements
Q2 2024 and half year 2024

Consolidated statement of income statement and other comprehensive income (unaudited)

In USD	Notes	Q2 2024 (unaudited)	Q2 2023 (unaudited)	H1 2024 (unaudited)	H1 2023 (unaudited)
Operating revenue	6	17,994,471	7,019,155	33,999,264	7,019,155
Vessel voyage expenses	7	(932,995)	(415,696)	(1,646,940)	(415,696)
Vessel operating expenses	8	(6,238,683)	(2,654,578)	(12,681,132)	(2,654,578)
Administrative expenses	9	(1,315,657)	(552,129)	(2,034,882)	(687,152)
Other income		-	10,098	404	10,098
EBITDA		9,507,137	3,406,849	17,636,716	3,271,826
Depreciation and amortisation	11	(2,877,260)	(1,238,417)	(5,897,539)	(1,238,417)
Operating result (EBIT)		6,629,877	2,168,432	11,739,176	2,033,409
Financial income	10	53,881	120,024	109,895	134,670
Financial expenses	10	(2,134,840)	(1,094,674)	(4,294,883)	(1,094,674)
Profit before tax (EBT)		4,548,918	1,193,783	7,554,189	1,073,405
Taxes		(8,535)	(12,548)	(17,069)	(12,548)
Profit and other comprehensive income for the period		4,540,383	1,181,235	7,537,120	1,060,857
Attributable to:					
Equity holders of the parent company		4,540,383	1,181,235	7,537,120	1,060,857
Non-controlling interests		-	-	-	-
		4,540,383	1,181,235	7,537,120	1,060,857

See accompanying notes that are an integral part of these Consolidated Financial Statements (unaudited).

Consolidated statement of financial position (unaudited)

In USD	Notes	30 Jun 2024 (unaudited)	31 Dec 2023 (audited)
ASSETS			
Non-current assets			
Vessels and drydocking costs	11	138,835,296	142,079,020
Total non-current assets		138,835,296	142,079,020
Current assets			
Trade and other receivables	12	9,411,288	9,248,236
Accrued income		241,758	-
Cash and cash equivalent	13	2,334,489	2,345,378
Total current assets		11,987,535	11,593,614
Total assets		150,822,831	153,672,634
EQUITY AND LIABILITIES			
Equity			
Share capital	14	13,072,672	13,072,672
Share premium	14	40,488,547	46,901,047
Retained earnings	14	13,688,185	6,151,065
Total equity		67,249,403	66,124,784
Non-current liabilities			
Interest-bearing debt - non-current	15	69,977,163	74,913,770
Total non-current liabilities		69,977,163	74,913,770
Current liabilities			
Interest-bearing debt - current	15	9,656,247	9,736,506
Trade and other payables	16	3,888,812	2,381,465
Accrued taxation		51,206	34,137
Deferred income		-	481,973
Total current liabilities		13,596,265	12,634,081
Total equity and liabilities		150,822,831	153,672,634

Oslo, 6th August 2024

Board of Directors and Chief Executive
Officer of Stainless Tankers ASA



Geir Frode Abelsen
Board member



Ted Kalborg
Chairman



Ulrika Laurin
Board member



Nicoletta Panayiotopoulos
Board member



Hans Van der Zijde
Board member



Andrew Hampson
CEO

See accompanying notes that are an integral part of these Consolidated Financial Statements (unaudited).

Consolidated statement of changes in equity (unaudited)

In USD	Notes	Share capital	Share premium	Retained earnings	Total
As at 01 December 2022		-	-	-	-
Capital increase - private placement (cash)	14	13,072,672	54,030,330	-	67,103,002
Transaction costs		-	(3,281,783)	-	(3,281,783)
Profit and other comprehensive income for the period		-	-	6,151,065	6,151,065
Dividends distributions during the period		-	(3,847,500)	-	(3,847,500)
As at 31 December 2023		13,072,672	46,901,047	6,151,065	66,124,784
Profit and other comprehensive income for the period		-	-	7,537,120	7,537,120
Dividends distributions during the period	14	-	(6,412,500)	-	(6,412,500)
As at 30 June 2024		13,072,672	40,488,547	13,688,185	67,249,403

See accompanying notes that are an integral part of these Consolidated Financial Statements (unaudited).

Consolidated statement of cash flows (unaudited)

In USD	Notes	Q2 2024 (unaudited)	Q2 2023 (unaudited)	H1 2024 (unaudited)	H1 2023 (unaudited)
Profit and other comprehensive income for the period		4,548,918	1,193,783	7,554,189	1,073,405
Adjustments for:		-			
Financial income	10	(53,881)	-	(109,895)	-
Financial expenses	10	2,134,840	862,350	4,294,883	847,704
Depreciation and amortisation	11	2,877,260	1,238,417	5,897,539	1,238,417
Cash flow from operating activities before changes in working capital		9,507,137	3,294,549	17,636,716	3,159,526
Changes in working capital					
Increase in trade and other receivables		756,886	(4,680,677)	(163,052)	(4,680,677)
Increase in trade and other payables		566,171	1,772,037	1,507,348	1,907,059
Accrued/(Deferred) income		(250,615)	279,857	(723,731)	279,857
Cash flow from operating activities		10,579,580	665,766	18,257,281	665,765
Acquisition of vessels		-	121,200,883)	(12,233)	(121,200,883)
Drydocking costs		(2,641,582)	-	(2,641,582)	-
Interest received		53,881	134,670	109,895	134,670
Cash flow from investing activities		(2,587,702)	121,066,213)	(2,543,920)	(121,066,213)
Proceeds from issue of shares	13	-	67,103,002	-	67,103,002
Transaction related costs	13	-	(3,281,783)	-	(3,281,783)
Dividends paid	14	(3,375,000)	-	(6,412,500)	-
Proceeds from issue of debt	15	-	67,500,000	-	67,500,000
Borrowing costs	15	-	(1,066,439)	(56,096)	(1,066,439)
Repayment of debt	15	(2,565,000)	(2,482,500)	(5,130,000)	(2,482,500)
Interest paid on interest-bearing debt	15	(2,054,123)	(940,689)	(4,125,653)	(940,689)
Cash flow from financing activities		(7,994,123)	126,831,591)	(15,724,249)	126,831,591)
Net change in cash and cash equivalents		(2,245)	6,431,142)	(10,889)	6,431,142)
Cash and cash equivalents at beginning of period		2,336,734	-	2,345,378	-
Cash and cash equivalents at end of period	13	2,334,489	6,431,142)	2,334,489	6,431,142)

See accompanying notes that are an integral part of these Consolidated Financial Statements (unaudited).

Notes to the interim consolidated financial statements

Note 1 – General information

Stainless Tankers ASA (the “Company”) was incorporated on 1 December 2022 by Tufton Management Limited (“TML”), as a limited liability company and was established for the sole purpose to operate as a holding company for a shipping group owning stainless steel chemical tankers. These consolidated financial statements comprise the Company and its subsidiaries (together referred to as the “Group”).

The shares of the Company are listed on the Euronext Growth Oslo exchange.

Stainless Tankers ASA is a public limited liability company, incorporated and domiciled in Norway with registered address at Henrik Ibsens gate 90, 0255 Oslo, Norway.

Note 2 – Basis of preparation

The interim consolidated financial statements for the period 30 June 2024 are prepared in accordance with IAS 34 Interim Financial Reporting as issued by the International Accounting Standards Board (“IASB”) and as adopted by the European Union (EU).

The financial statements are based on historical cost except as disclosed in the accounts.

The interim consolidated financial statements are prepared based on the assumption of going concern.

Only standards and interpretations that are applicable to the Group have been included and the Group reviews the impact of these changes in its financial statements. The Group will adopt the relevant new and amended standards and interpretations when they become effective, subject to EU approval before the consolidated financial statements are issued. At the date of the approval of these FS, the group has not identified any significant impact to the Group’s Financial Statements as a result of new standards or amendments effective 2024 or later.

Note 3 – Significant accounting policies

Consolidation

The interim consolidated financial statements comprise the financial statements of Stainless Tankers ASA and its subsidiaries as at 30 June 2024. All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated. Subsidiaries are all companies where the Group has a controlling interest. Control is achieved when the Group is exposed, or has rights to variable returns from its involvement with the investee and has the ability to effect those returns through its power over the investee. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date on which control ceases. The financial statements of the subsidiaries are prepared for the same accounting period as those of the Company, using consistent accounting principles for similar transactions and events under otherwise similar circumstances.

Revenue recognition

The Group’s time charter contract revenues are separated into a lease element accounted with IFRS 16 Leases and a service element which is accounted for in accordance with IFRS 15 Revenue from Contracts with Customers.

Time charter, pool revenue and other revenue contracts with customers are recognised when control of goods or services are transferred to the customer and when each separate performance obligation in the customer contract is fulfilled following the “over-time principle”. It is recognised at an amount that reflects the consideration which the Group expects to receive in exchange for those goods or services.

Note 3 – Significant accounting policies (continued)

The Group acts as a participant in the pool arrangements. The performance obligation under the pool arrangements is equal as set under the time charter contracts. Revenues for the vessels employed in the pool are based on average revenues across the pool the vessels are employed in, i.e. the vessels earn the average charter rate of the pool for the respective month, with certain adjustments which reflect the relative specification of each vessel in the pool.

The service element from the Group's time charter contracts is recognised over time, as the performance obligation is also satisfied over time. Revenue from bunkers and other goods and services from customers are recognised during the period the goods or services are transferred to the customer, following the "point in time principle".

Operating expenses

Operating expenses are accounted for on an accrual basis. Expenses are charged to the income statement, except for those incurred in the acquisition of an investment which are capitalised as part of the cost of the investment. Expenses arising from the disposal of investments are deducted from disposal proceeds.

Vessel operating expenses of the Group are expenses related to the operation of vessels, such as (but not limited to) crewing expenses, expenses for repair and maintenance, lubrication oil consumption and insurance.

Financial income and expenses

Interest income and expense is recognised as accrued and is presented under the financial income or expense in the income statement.

Foreign currency transactions

Transactions in foreign currencies are recorded in the functional currency exchange rate at the date of the transaction. Monetary assets and liabilities in foreign currency are translated at the functional currency exchange rate prevailing at the balance sheet date. Exchange differences arising from translations into the functional currency are recorded in the income statement. Non-monetary assets and liabilities measured at historical cost in foreign currency are translated into the functional currency using the historical exchange rate. Non-monetary assets and liabilities recognised at fair value are translated using the exchange rate on the date of the determination of the fair value.

Vessels and other tangible assets

Tangible fixed assets are stated at historical cost, less subsequent depreciation and impairment. For vessels purchased, these costs include expenditures that are directly attributable to the acquisition of the vessels and eligible for capitalisation. Upon acquisition, all components of the vessels, with a cost significant to the total acquisition costs, are separately identified and depreciated over that component's useful life on a straight-line basis.

Depreciation is calculated on a straight-line basis over the estimated useful life of the assets, taking residual values into consideration, and adjusted for impairment charges, if any. The estimated useful life of the Group's vessels are 25 years. Residual values of the vessels are estimated as the lightweight tonnage of each vessel multiplied by scrap value per ton. Expected useful lives of assets, and residual values, are reviewed at each balance sheet date and, where they differ significantly from previous estimates, depreciation calculations are altered accordingly.

Ordinary repairs and maintenance expenses are charged to the income statement as incurred. Costs related to dry-docking or other major overhauls are recognized in the carrying amount of the vessels. This recognition is made when the dry-docking has been performed and is depreciated based on estimated time to the next class renewal, which is normally five years.

Note 3 – Significant accounting policies (continued)

Vessels and other tangible assets (continued)

All other costs that do not meet this recognition criteria are expensed as repairs and maintenance.

Vessels and other tangible assets are derecognised upon disposal or when no future economic benefits are expected from their use or disposal. Any gain or loss arising from the derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) are included in the profit or loss during the period the asset is derecognised.

Impairment of vessels and other tangible assets

Vessels and other tangible assets are assessed for impairment indicators at each reporting period. If impairment indicators are identified, the recoverable amount is estimated, and if the carrying amount exceeds its recoverable amount an impairment loss is recognised, i.e. the asset is written down to its recoverable amount. An asset's recoverable amount is calculated as the higher of the net realisable value and its value in use. The net realisable value is the amount obtainable from the sale of an asset in an arm's length transaction less the costs of sale and the value in use is the present value of estimated future cash flows expected from the continued use of an asset. An impairment loss recognised in prior periods for an asset is reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised.

Leases

Group as lessor

The Group engages in lease agreements as a lessor, leasing its vessels to non-related parties under operating leases.

Leases in which the lessor retains a significant portion of the risks and rewards associated with ownership are classified as operating leases. Charter income received under operating leases (net of any incentives given to the lessee) are recognised in profit or loss on a straight-line basis over the period of the lease term.

Fuel and lubrication oil

The Group values its inventories, which comprise lubrication oil and fuel on board the vessels, at the lower of cost and net realisable value. They are accounted for on a weighted average cost basis.

Trade and other receivables

Trade and other receivables are measured at the transaction price upon initial recognition and subsequently measured at amortized cost less expected credit losses.

Cash and cash equivalents

Cash and cash equivalents include unrestricted cash, bank deposits and other highly liquid investments with original maturities of three months or less.

Share capital and share premium

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares are recognised directly in equity and are shown as a deduction, net of tax, from the proceeds.

Share premium is the difference between the fair value of the consideration receivable for the issue of shares and the nominal value of the shares.

Dividends distributions

Dividends are recognised as a liability in the Group's financial statements from the date when the dividend is approved by the General Meeting.

Note 3 – Significant accounting policies (continued)

Financial liabilities

All loans and borrowings are initially measured at fair value less directly attributable transaction costs, and are subsequently measured at amortized cost, using the effective interest method. The calculation takes into account any premium or discount on acquisition and includes transaction costs and fees that are an integral part of the effective interest rate. A financial liability is derecognised when the obligation under the liability is discharged, cancelled, or expires.

Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, when it is more likely than not that an outflow of resources representing economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation.

Warrants

The extraordinary general meeting of the company held on 28 February 2023, resolved, in accordance with section 11-12 of the Companies Act, to issue 1,012,500 warrants to Tufton LP. The company offered to Tufton LP to subscribe for warrants (the "Warrants") in the Company equal to 7.5% of the total outstanding shares in the Company after completion of the Private Placement. The Warrants shall be exercisable by Tufton LP if and when the quoted price of the Company's shares has reached certain specific levels above the offer price in the Private Placement. The Warrants are issued as an incentive to Tufton LP for it, and its affiliates and other related parties, to maximize the value of the Company for all future shareholders. The Warrants does not carry rights in the event of a liquidation event. The warrants are in scope of IFRS 2 -Share based payments and will be recognized as cash-settled share-based payments in the financial statements. The conditions for the first tranche of warrants were fulfilled by 30 June 2024.

Taxes

The Group operates within several jurisdictions and tax regimes, including the Norwegian general tax regime and tonnage tax regime as well as the Isle of Man tax regime. Changes in taxation law or the interpretation of taxation law may affect the business, results of operations and financial condition of the Group. To the extent tax rules change, this could have both a prospective and retrospective impact on the Group both of which could be material. The Group's income tax returns may be subject to examination and review. If any tax authority successfully challenges the Group's operational or legal structure, eligibility for the Norwegian tonnage tax regime, hereunder due to performance of disqualifying activities or holding disqualifying assets, taxable pretence or similar circumstances, the Group's effective tax rate could increase substantially and have a material adverse effect on the Group's business, financial condition, results of operations, cash flows and/or prospects.

It is the intention that the Group will be taxed under the Norwegian tonnage tax regime. Under the tonnage tax regime, qualifying shipping income is exempt from taxation in Norway. Net financial income is subject to tax in accordance with the general Norwegian tax rules and certain special rules in the tonnage tax regime. Instead of tax on qualifying shipping income, a tonnage tax based on the net tonnage of the vessel(s) is paid.

Should the Group for any reason such as due to activities and/or assets held by a Group company not qualify for the Norwegian tonnage tax regime, net taxable profits are taxed at the corporate income tax rate, currently 22%.

The Company's subsidiaries are incorporated in the Isle of Man and will, consequently, in principle be taxable in the Isle of Man under local regulation and will not be subject to any material taxation under the laws of Isle of Man. There can be no assurance that this will continue, as Isle of Man may change its tax laws and regulations. Further, also other jurisdictions may claim that Group companies are tax resident in their jurisdiction and claim taxes on earnings or assets on that basis.

Note 3 – Significant accounting policies (continued)

Related parties

Parties are related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the party in making financial and operating decisions. Parties are also related if they are subject to common control or common significant influence. Related party transactions are recorded based on their estimated fair value.

Classification in the statement of financial position

Current assets and short-term liabilities comprised of items due less than one year from the balance sheet date, as well as items due more than one year from the balance sheet date that are related to the operating cycle.

Liabilities with maturities less than one year from the balance sheet date are classified as current. All other debt is classified as long-term debt. Long-term debt due for repayment within one year from the balance sheet date is classified as current.

Statement of cash flows

The statement of cash flows has been prepared based on the indirect method.

Subsequent events

New information on the Group's financial position at the balance sheet date is taken into account in the financial statements. Subsequent events that do not affect the Group's position at the balance sheet date, but which will affect the Group's position in the future, are disclosed if significant.

Note 4 - Financial risk management

(i) Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, cash flow interest rate risk), credit risk and liquidity risk.

Ongoing risk assessment and monitoring are conducted collaboratively with the Board to ensure effective risk management. The Board of Directors actively participates in identifying, evaluating, and mitigating financial risks in close cooperation with the Group's operating units.

Market risk

Foreign exchange risk

Foreign exchange risk arises when future commercial transactions or recognised assets or liabilities are denominated in a currency that is not the Group's functional currency.

Cash flow interest rate risk

The Group's interest rate risk arises from long-term borrowings. Borrowings issued at variable rates expose the Group to cash flow interest rate risk.

Credit risk

Credit risk arises from bank balances, deposits with banks and financial institutions, as well as credit exposures to trade balances with charterers, including outstanding receivables and committed transactions.

For banks and financial institutions, only independently rated parties are accepted. If charterers are independently rated, these ratings are used. Otherwise, if there is no independent rating, management assesses the credit quality of the charterer, taking into account its financial position, past experience and other factors.

Note 4 - Financial risk management (continued)

(i) Financial risk factors (continued)

The credit quality of financial assets that are neither past due nor impaired can be assessed by reference to external credit ratings (if available) or to historical information about counterparty default rates.

(ii) Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return of capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including 'current and non-current borrowings' as shown in the balance sheet) less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the balance sheet plus net debt.

Note 5 - Critical accounting judgements and key sources of estimation uncertainty

The preparation of interim consolidated financial statements for the Group and application of the accounting policies, which are described in Note 3, requires judgements, estimates and assumptions to be made about the carrying amounts of assets and liabilities. The estimates and associated assumptions are based on historical experience and other factors considered to be relevant. Actual outcomes may differ from these estimates and assumptions and could require a material adjustment to the carrying amount of the asset or liability affected in future periods. Estimates and underlying assumptions are reviewed on an on-going basis.

Judgments

In the process of applying the Group's accounting policies, management has made the following judgments, apart from those involving estimations, which had the most significant effect on the amounts recognised in the consolidated financial statements:

Vessel classification

The purchase of vessels is classified as assets and not as a business combination. This classification decision is based on the specific facts and circumstances surrounding the transaction and is in accordance with the relevant accounting principles and regulations.

The rationale behind classifying the purchase of vessels as assets is as follows:

1. **Nature of the Transaction:** The purchase of vessels was executed as individual, stand-alone acquisitions rather than as a combination of businesses. Each vessel acquired represents a distinct asset that will be utilised in the core operations of the Group.
2. **Control and Ownership:** The vessels were acquired to enhance the fleet and expand the operational capabilities. However, the purchase did not result in the acquisition of an entire business entity or assets that constitute a business.
3. **Financial Reporting Implications:** By classifying the purchase of vessels as assets, adherence to applicable accounting standards and guidance, ensuring accurate and transparent financial reporting is ensured. The vessels are recorded at cost and subsequently depreciated or amortised over their useful lives.

Note 5 - Critical accounting judgements and key sources of estimation uncertainty (continued)

Vessel life and impairment

The carrying value of the Group's vessel represents its original cost at the time it was delivered or purchased less depreciation calculated using an estimated useful life of 25 years from the date the vessel was originally delivered from the shipyard. In the shipping industry, use of life in this range has become the standard. The actual life of a vessel may be different. If the economic life assigned to the vessel proves to be too long because of new regulations or other future events, higher depreciation expense and impairment losses could result in future periods related to a reduction in the useful life of the vessel.

The carrying value of the Group's vessel may not represent its fair market value at any point in time since the market prices of second-hand vessels tend to fluctuate with changes in charter rates and the cost of new buildings. Historically, both charter rates and vessel values tend to be both correlated and volatile. The Group records impairment losses only when events occur that cause the Group to believe that future cash flows for the vessel will be less than its carrying value. The carrying amount of a vessel held and used by the Group is reviewed for potential impairment whenever events or changes in circumstances indicate that the carrying amount of the vessel may not be fully recoverable. In such instances, an impairment charge would be recognised if the estimate of the discounted future cash flows expected to result from the use of the vessel and its eventual disposition is less than the vessel's carrying amount.

In developing estimates of future cash flows, the Group must make assumptions about future charter rates, ship operating expenses and the estimated remaining useful life of the vessel. These assumptions are based on historical trends as well as future expectations. Although management believes that the assumptions used to evaluate potential impairment are reasonable and appropriate, such assumptions may be highly subjective.

Note 6 - Operating revenue

	Q2 2024 (unaudited)	Q2 2023 (unaudited)	H1 2024 (unaudited)	H1 2023 (unaudited)
	USD	USD	USD	USD
Service revenue from time charters	257,565	915,161	927,234	915,161
Lease revenue from time charters	288,258	959,278	1,006,339	959,278
Pool charter revenue	17,448,649	5,144,715	32,065,692	5,144,715
	17,994,471	7,019,155	33,999,264	7,019,155

(a) Contract balances

The Group has recognised the following liabilities related to contracts with customers:

	30 Jun 2024 (unaudited)	31 Dec 2023 (audited)
	USD	USD
Contract liabilities		
<u>Current</u>		
Contract liabilities	-	230,650
Total contract liabilities	-	230,650

Contract liabilities represent the performance due to a charterer for the remaining lease period, as at the period end. This may happen in the case where the charterer has made an advance payment before the completion of the lease period, as of the period end date.

Note 6 - Operating revenue (continued)

(b) Performance obligations

Information about the Group's performance obligations are summarised below:

Revenue from time charters - Under IFRS 15, the lease component and the service component of time charters need to be separately disclosed. The service component is accounted for separately under IFRS 15. The service component in the time charter includes a single performance obligation. The performance obligation is satisfied over time, given that the charterers simultaneously receive and consume the benefits provided by the Group. Revenue recognized in respect of the service component under IFRS 15 did not change. The lease component continues to be accounted for as a lease under IFRS 16.

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 30 June 2024 are, as follows:

	30 Jun 2024 (unaudited) USD	31 Dec 2023 (audited) USD
Within one year	-	885,400
Between two to five years	-	-
	<u>-</u>	<u>885,400</u>

Note 7 - Vessel voyage expenses

	Q2 2024 (unaudited) USD	Q2 2023 (unaudited) USD	H1 2024 (unaudited) USD	H1 2023 (unaudited) USD
Commission fees	452,934	266,846	795,658	266,846
Bunkers consumption	218,070	2,292	358,061	2,292
Pool administration costs and other expenses	195,802	144,827	362,444	144,827
Other voyage expenses	66,189	1,731	130,777	1,731
	<u>932,995</u>	<u>415,696</u>	<u>1,646,940</u>	<u>415,696</u>

Note 8 - Vessel operating expenses

	Q2 2024 (unaudited) USD	Q2 2023 (unaudited) USD	H1 2024 (unaudited) USD	H1 2023 (unaudited) USD
Vessel operating expenses	6,238,683	2,654,578	12,681,132	2,654,578
	<u>6,238,683</u>	<u>2,654,578</u>	<u>12,681,132</u>	<u>2,654,578</u>

Note 9 - Administrative expenses

	Q2 2024 (unaudited) USD	Q2 2023 (unaudited) USD	H1 2024 (unaudited) USD	H1 2023 (unaudited) USD
Auditor's remuneration	22,095	40,000	48,995	40,000
Legal and other professional fees	27,091	11,203	90,727	67,187
Directors fees (Note 17)	9,515	47,869	40,717	47,869
Management service fees	532,350	414,050	1,064,700	482,300
Warrants	645,839	-	645,839	-
Bank charges	8,846	3,692	17,219	4,146
Other expenses	69,921	35,315	126,685	45,649
	<u>1,315,657</u>	<u>552,129</u>	<u>2,034,882</u>	<u>687,151</u>

Note 9 - Administrative expenses (continued)

During H1 2024, the Company paid a management service fee of USD 1,064,700 to its shareholder TML, in accordance with the Management Services Agreement.

Note 10 - Finance (costs)/income

	Q2 2024 (unaudited) USD	Q2 2023 (unaudited) USD	H1 2024 (unaudited) USD	H1 2023 (unaudited) USD
Interest income	53,881	120,024	109,895	134,670
Finance income	53,881	120,024	109,895	134,670
Interest expense (Note 15)	(2,134,840)	(982,374)	(4,294,883)	(982,374)
Commitment fees	-	(112,300)	-	(112,300)
Finance costs	(2,134,840)	(1,094,674)	(4,294,883)	(1,094,674)
Net finance costs	(2,080,959)	(974,650)	(4,184,988)	(960,004)

Note 11 - Vessels and drydocking costs

	Vessels USD	Drydocking costs USD	Other capitalised costs USD	Total USD
Cost				
Balance as at 31 December 2023	148,158,490	-	-	148,158,490
Additions	12,233	2,486,049	155,533	2,653,815
Balance as at 30 June 2024	148,170,723	2,486,049	155,533	150,812,305
Depreciation and amortisation				
Balance as at 31 December 2023	6,079,469	-	-	6,079,469
Charge for the period	5,808,911	82,550	6,078	5,897,539
Balance as at 30 June 2024	11,888,380	82,550	6,078	11,977,009
Net book amount				
Balance as at 31 December 2023	142,079,020	-	-	142,079,020
Balance as at 30 June 2024	136,282,342	2,403,499	149,455	138,835,296
Insured value (USD)	195,000,000			
Total dead weight tonnage (dwt)	47,414.61			

The Orchid Madeira entered drydocking on 10 March 2024 and completed her third special survey in China on 17 April 2024. Capitalisation of drydocking costs were made upon stage of completion with a total of USD 1,256,049 capitalised as of 30 June 2024. During the drydock, the following energy saving devices were installed: propeller boss cap fin, LED lighting, Schneekluth duct and high-performance paint with a total cost USD 94,553 capitalised at 30 June 2024.

The Orchid Sylt entered drydocking on 27 April 2024 and completed her third special survey in China on 14 May 2024. Capitalisation of drydocking costs were made upon stage of completion with a total of

Note 11 - Vessels and drydocking costs (continued)

USD 1,230,000 capitalised as of 30 June 2024. During the drydock, the following energy saving devices were installed: propeller boss cap fin, Schneekluth duct and high-performance paint with a total cost USD 60,980 capitalised at 30 June 2024.

The vessels are pledged on the Group's bank loan detailed in Note 15.

As at 30 June 2024, the management carried out an assessment of whether there is any indication that the vessels may have suffered an impairment loss. Management assessed the recoverable amount as at the period end and no impairment was recognised in the period ended 30 June 2024 based on the assessment.

Note 12 - Trade and other receivables

	30 Jun 2024 (unaudited) USD	31 Dec 2023 (audited) USD
Charterers balances receivable	1,475,504	1,832,032
Pool working capital receivable	3,150,000	2,800,000
Prepayments	246,080	643,230
Restricted cash	4,143,539	3,854,293
Other receivables	396,166	118,681
	9,411,288	9,248,236

Restricted cash comprise (i) a minimum liquidity requirement of USD 250,000 (2023: USD 250,000) per Vessel, for the 7 initial vessels acquired during Q2 2023, held in a restricted cash account and (ii) funding of a dry dock reserve account of USD 2,393,539 (2023: USD 2,104,293) (Note 15).

Note 13 - Cash and cash equivalent

Cash balances are analysed as follows:

	30 Jun 2024 (unaudited) USD	31 Dec 2023 (audited) USD
Cash at bank	2,334,489	2,345,378
	2,334,489	2,345,378

Note 14 - Equity contribution

	No. of shares	Share capital USD	Share premium USD	Total USD
Balance as at 01 December 2022				
Proceeds during the period	13,500,000	13,072,672	54,030,330	67,103,002
Transaction costs			(3,281,783)	(3,281,783)
Dividend distribution during the period			(3,847,500)	(3,847,500)
Balance as at 31 December 2023	13,500,000	13,072,672	46,901,047	59,973,718
Dividend distribution during the period			(6,412,500)	(6,412,500)
Balance as at 30 June 2024	13,500,000	13,072,672	40,488,547	53,561,218

Note 14 - Equity contribution (continued)

The equity contribution represents paid in capital made by the equity holders during the period.

On February 21, 2024, a distribution of a cash dividend in the form of return of paid-in capital, amounting to USD 3,037,500, was approved at the Extraordinary General Meeting.

On May 30, 2024, the Board of Directors approved a distribution of a cash dividend in the form of paid-in capital, amounting to USD 3,375,000.

Note 15 - Borrowings

	30 Jun 2024 (unaudited) USD	31 Dec 2023 (audited) USD
Current borrowings		
Bank loans	9,656,247	9,736,506
Non-current borrowings		
Bank loans	69,977,163	74,913,770
Total	79,633,410	84,650,276

Maturity of borrowings:

	30 Jun 2024 (unaudited) USD	31 Dec 2023 (audited) USD
Within one year	9,656,247	9,736,506
Between 1 and 2 years	10,176,247	9,807,362
Between two and five years	59,800,915	65,106,407
	79,633,409	84,650,276

On 17 March 2023, Stainless Tankers Limited ("STL") as borrower, (ii) ST1 Limited, ST2 Limited, ST3 Limited, ST4 Limited, ST5 Limited, ST6 Limited and ST7 Limited as Owners, (iii) the Company as guarantor (collectively, the Obligors), and (iv) Macquarie Bank Limited, London Branch as Lender, arranger, facility agent and security agent (the "Lender") entered into a facility agreement whereby the Lender makes available a loan of up to USD 97,500,000, comprising a USD 67,500,000 tranche, being the Committed Amount, and USD 30,000,000 or such other higher amount as might be agreed between the Lender and the ship owning entities, being the Uncommitted Amount (the "Facility Agreement"). On 7 November 2023, the Obligors, the Lender, ST8 Limited and ST9 Limited (the "Additional Owners") entered into an Upsize Accession Agreement (the "Upsize Tranche") where a further USD 27,000,000 was drawdown out of the aforementioned Uncommitted Amount.

The Facility Agreement was, inter alia, entered into in order to provide the ship owning entities with financing for the purchase of the Vessels, in addition to the equity capital the Group would provide from the Private Placement.

Interest will accrue quarterly and commenced on the utilisation date 30 March 2023. Repayments commenced on 30 June 2023 and will continue until 31 May 2028. The principal amount is divided into varying instalments, which are payable together with the interest in quarterly instalments at each quarter end. Final repayment of the Facility Agreement is scheduled separately for each Vessel tranche, at the earlier of when a Vessel has reached twenty years of age or five years from utilisation. The final repayment for the

Note 15 – Borrowings (continued)

vessels Monax, Marmotas, Lavraki, and City Island is in March 2027. For the vessel Barbouni, it is in June 2027. Lastly, for Gwen, Orchid Kefalonia, Orchid Sylt, and Orchid Madeira, the final repayment is in May 2028. Voluntary prepayment is allowed at higher amounts in multiples of USD 500,000. Mandatory prepayment becomes automatically due in the case of a sale or total loss, as well as any arrest from which a Vessel is not released within a period of 45 days. In the latter case, repayment is due for each Vessel's tranche, respectively.

The Facility Agreement includes covenants on (i) a minimum liquidity requirement of USD 250,000 per Vessel (except for the last two vessels acquired using the Upsize Tranche) held in a restricted cash account at all times (earning interest at 30-day SOFR p.a.), (ii) a continuing maximum loan to value ratio of 65%, (iii) funding of a dry dock reserve account in equal monthly instalments beginning 12 months prior to an upcoming capex event for each Vessel, and (iv) satisfactory vessel inspections to be performed prior to drawdown.

The restrictions on dividends for STL according to the Facility Agreement include (i) lender approval on the basis of a 12-month cash flow forecast, illustrating to the lender's satisfaction that the borrower will not face liquidity constraints following a proposed dividend, (ii) a maximum loan to value ratio of 60% immediately following the dividend distribution, and (iii) maintenance of USD 250,000 in unrestricted cash per Vessel immediately following dividend distribution.

Movement analysis:

	30 Jun 2024 (unaudited)	31 Dec 2023 (audited)
	USD	USD
Opening balance	84,650,277	-
Drawdown (gross of transaction costs)	-	94,500,000
Capitalised borrowing costs	(56,096)	(1,577,749)
Repayments	(5,130,000)	(8,491,250)
Interest expense (Note 10)	4,125,653	4,301,976
Amortisation of borrowing costs (Note 10)	169,228	219,276
Interest paid	(4,125,653)	(4,301,976)
Balance as at 30 June 2024/31 December 2023	79,633,409	84,650,277

Note 16 - Trade and other payables

	30 Jun 2024 (unaudited)	31 Dec 2023 (audited)
	USD	USD
Pool working capital	350,000	767,806
Charterers balances payable	28,370	466,997
Warrants	645,839	-
Trade payables	2,177,664	773,084
Accruals	575,307	373,475
Other payables	111,632	103
	3,888,812	2,381,465

Included in the trade payables, there is an amount of USD 1,888,988 (2023: USD 582,804) due to the technical manager of the vessels.

The fair values of trade and other payables due within one year approximate to their carrying amounts as presented above.

Note 17 - Related party transactions

(i) Transactions with related parties (Note 9)

<u>Name</u>	Nature of relationship	Nature of transactions	Q2 2024	Q2 2023	H1 2024	H1 2023
			(unaudited)	(unaudited)	(unaudited)	(unaudited)
			USD	USD	USD	USD
Directorship fees	Board of Directors	Directorship fees	9,515	47,869	40,717	47,869
			9,515	47,869	40,717	47,869

Note 18 – Contingent liabilities

The Group had no contingent liabilities as at 30 June 2024.

Note 19 - Commitments

Operating lease commitments

The Group as lessor

Contracted revenues from vessels operations

The Group's long-term time charter arrangements aggregate time charter hire revenues as at the year-end over the firm contract period receivable are as follows:

	Lease revenue from time charters	Service revenue from time charters	Total USD
	USD	USD	
Within one year	-	-	-
Between two and five years	-	-	-
	-	-	-

Note 20 - Events after the reporting period

There have been no events subsequent to period end which require adjustment of or disclosure in the consolidated financial statements or notes thereto.