

# 2020 BULKERS

ANNUAL  
REPORT  
**2025**



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# BOARD OF DIRECTORS' REPORT

## KEY EVENTS DURING 2025

- The Company reported net profit of US\$29.6 million and EBITDA of US\$44.6 million for 2025.
- The Company achieved average time charter equivalent earnings of approximately US\$31,200 per day, gross.
- The Company declared total dividends of US\$1.64 per share for 2025.
- The vessels Bulk Shenzhen, Bulk Sydney, Bulk Sao Paulo and Bulk Santos were drydocked at a total cost of US\$5 million.
- In September 2025, the Company signed agreements to sell the vessels Bulk Sandefjord, Bulk Santiago and Bulk Shenzhen for a total consideration of US\$209 million with agreed delivery in Q1 2026.
- In October 2025, the Company signed an agreement to sell the vessel Bulk Sao Paulo for a total consideration of US\$72.75 million with agreed delivery in Q1 2026.
- In November 2025, the Company signed agreements to sell the vessels Bulk Sydney and Bulk Santos for a total consideration of US\$145.5 million with agreed delivery in Q1 2026.

## SUBSEQUENT EVENTS

- The Company achieved average time charter equivalent earnings for January and February 2026 of approximately US\$30,800, and US\$25,200, per day, gross, respectively.
- So far in 2026, the Company has declared dividends of US\$0.25 per share for the months of January and February 2026.
- On March 5, 2026, the Bulk Santos was delivered to the new owner.

2020 Bulkers Ltd. (together with its subsidiaries, the "Company" or the "Group" or "2020 Bulkers") is a limited liability company incorporated in Bermuda on September 26, 2017. The Company's shares are traded on the Oslo Børs under the ticker "2020".

2020 Bulkers is an owner and operator of large dry bulk vessels. The Company has five Newcastlemax dry bulk vessels in operation.

## HEALTH, SAFETY AND ENVIRONMENT

2020 Bulkers is fully committed to health, safety, quality and environmental protection and identifies these as being essential to long-term financial and reputational success.

2020 Bulkers has outsourced ship management to third party contractors. A structured due diligence and audit process is in place to ensure the highest ship management standards are applied.

Safety is at the core of our activities, both in the office and onboard our vessels, and we have a commitment to safeguard persons from harm or injury and prevent damage to property. 2020 Bulkers' employees are expected to identify operational risks and implement safe work practices.

2020 Bulkers experienced no Loss Time Accidents (LTA) or other personnel injuries in 2025. This statistic includes seagoing crew under employment contracts with our technical managers. The 2020 Bulkers fleet consists of five modern, fuel efficient 208,000 DWT Newcastlemax dry bulk vessels. The sister vessels delivered by New Times Shipyard from August 2019 through June 2020 are fitted with Exhaust Gas Cleaning Systems and Ballast Water Treatment Systems in compliance with international regulations.

The vessels are estimated to be 36% more carbon emission effective per ton mile compared to a standard non-eco Capesize vessel due to higher cargo carrying capacity, energy optimized ship hull design, high thermal and mechanical efficiency of main and auxiliary engines and other energy consuming systems onboard.

The 2020 Bulkers fleet was delivered with an EEDI of 2.11, outperforming IMO requirements by 16% (phase 1). The Company still benefits from high focus on performance during contracting, as the fleet also surpasses the EEDI requirements for vessels contracted between 2020 and 2024 by 6% (Phase 2).

We are committed to make use of proven and economically viable means to reduce our environmental footprint.

# BOARD OF DIRECTORS' REPORT

## HUMAN RESOURCES AND DIVERSITY

The Company prohibits discrimination against any employee or prospective employee on the basis of gender, race, color, age, religion, sexual preference, marital status, national origin, disability, ancestry, political opinion, or any other basis prohibited by the laws that govern its operations. This is embedded in the Company's Code of Conduct.

The Company will not engage in or support discrimination and has adopted a non-discriminating practice that strives to ensure equal treatment in recruitment, hiring, compensation, access to training, employee benefits and services, promotion, termination and retirement, irrespective of age, gender, race, color, disability, religion or belief, language, national or social origin, trade union membership, or any other status recognized by international law. This is embedded in the Company's Code of Conduct.

As of December 31, 2025, the Company had six full time employees of which one was female and five were male employees. All seagoing crew are under employment contract with our technical managers. The Board of Directors consists of three members of which one is female and two are male.

The absence due to sickness was approximately zero % in 2025.

## GOING CONCERN

In accordance with section 4-5 of the Norwegian Accounting Act, the Board confirms that the prerequisites for the going concern assumption exist and that the consolidated financial statements have been prepared based on a going concern basis.

## MANAGEMENT DISCUSSION AND ANALYSIS

### *Consolidated Statements of Operations*

Operating revenues were US\$64.9 million for the twelve months ended December 31, 2025 (US\$114.1 million for the twelve months ended December 31, 2024). The Company achieved an average time charter equivalent rate, gross, of US\$31,200 for the twelve months ended December 31, 2025, compared to US\$31,900 for the twelve months ended December 31, 2024. The Company incurred 96 days of off-hire in connection with drydockings during the twelve months ended December 31, 2025 compared to 26 days during 2024. In addition, the vessels Bulk Shanghai and Bulk Seoul were sold during the first quarter of 2024 and the Company recognized a gain of US\$40.9 million. During the twelve months ended December 31, 2025, the Company charged US\$1.8 million (US\$1.5 million during the twelve months ended December 31, 2024) for management services recognized as Other operating income in the Consolidated Statements of Operations.

Total operating expenses were US\$28.2 million for the twelve months ended December 31, 2025 (US\$30.4 million for the twelve months ended December 31, 2024).

Vessel operating expenses were US\$14.8 million and US\$16.1 million for the twelve months ended December 31, 2025 and 2024, respectively. The decrease compared to the twelve months ended December 31, 2024, is primarily due to the sale of Bulk Seoul and Bulk Shanghai during the first half of 2024.

Voyage expenses and commission were US\$1.3 million for the twelve months ended December 31, 2025 (US\$0.9 million

for the twelve months ended December 31, 2024). The increase compared to the twelve months ended December 31, 2024, is primarily due to long sailing distances from discharge ports to yard in China in connection with drydocking of two vessels during the first half of 2025.

General and administrative expenses were US\$4.2 million for the twelve months ended December 31, 2025 (US\$3.9 million for the twelve months ended December 31, 2024).

Depreciation and amortization were US\$7.9 million and US\$9.5 million for the twelve months ended December 31, 2025 and 2024, respectively. The decrease compared to the twelve months ended December 31, 2024, is primarily due to vessels being classified as held for sale resulting in cessation of depreciation.

Total financial expenses, net, were US\$7.0 million for the twelve months ended December 31, 2025 (US\$6.7 million for the twelve months ended December 31, 2024). The increase compared to the twelve months ended December 31, 2024, is primarily due to amortization of realized interest rate swap gain of US\$2.9 million reducing interest expense partly offset by interest on the sale leaseback financing for Bulk Shanghai and Bulk Seoul, higher SOFR and write down of deferred loan costs of US\$0.9 million during the twelve months ended December 31, 2024.

### *Consolidated Balance Sheets*

The Company had total assets of US\$270.2 million as of December 31, 2025, (December 31, 2024: US\$266.6 million). As the criteria for asset held for sale were fulfilled as of December 31, 2025, the Company has classified the net book value of the

# BOARD OF DIRECTORS' REPORT

six vessels of US\$244.0 million and the luboil onboard of US\$0.9 million, in total US\$244.9 million, as held for sale in the consolidated balance sheets.

Total shareholders' equity was US\$148.4 million and US\$151.9 million as of December 31, 2025 and December 31, 2024, respectively.

Total liabilities as of December 31, 2025, were US\$121.8 million (December 31, 2024: US\$114.7 million).

## **Consolidated Statements of Cash Flows**

Net cash provided by operating activities was US\$34.5 million for the twelve months ended December 31, 2025 (US\$42.1 million for the twelve months ended December 31, 2024). The decrease compared to the twelve months ended December 31, 2024, is primarily due to reduced time charter rates achieved, less operational days due to sale of vessels during the first half of 2024 as well as increased number of off-hire days and increased payments in connection with dry dockings during the first half of 2025.

Net cash provided by investing activities was nil for the twelve months ended December 31, 2025 (US\$126.1 million for the twelve months ended December 31, 2024). The Company received US\$125.8 million in net proceeds from the sale of vessels and US\$0.3 million in proceeds from the sale of 40% of the shares in 2020 Bulkercs Management AS during the twelve months ended December 31, 2024.

Net cash used in financing activities was US\$28.5 million during the twelve months ended December 31, 2025 (US\$182.8 million used in financing activities during the twelve months ended

December 31, 2024). The Company paid US\$28.6 million of dividends and cash distributions and received US\$0.1 million in proceeds from share issuance during the twelve months ended December 31, 2025. The Company repaid US\$27.5 million on the term loan in connection with the refinancing, repaid the outstanding balances of total US\$62.9 million on the sale leaseback financing for Bulk Shanghai and Bulk Seoul, paid scheduled debt amortization of US\$3.7 million and paid US\$86.0 million of dividends and cash distributions during the twelve months ended December 31, 2024.

As of December 31, 2025, the Company's cash and cash equivalents and restricted cash amounted to US\$22.2 million (December 31, 2024: US\$16.2 million).

## **Outstanding shares**

As of December 31, 2025, the Company had a share capital of US\$22,880,906 divided into 22,880,906 shares at par value of US\$1.00 each.

## **DRY DOCKING**

Bulk Shenzhen, Bulk Sydney, Bulk Sao Paulo and Bulk Santos completed their five year special surveys during the first half of 2025. Total cost was US\$5 million for the vessels. The Company incurred 96 days of off-hire in conjunction with the special surveys. The extended off-hires are due to yard congestion and long sailing distances from discharge ports to yard in China.

## **MARKET COMMENTARY**

The Baltic 5TC Capesize index averaged US\$21,297 in 2025, marginally down from US\$22,593 in 2024. The index today (March 5, 2026) stands at US\$23,262 having averaged US\$23,066 year to date, up from US\$9,566 during the same period in 2025.

2025 as a whole, generally saw good trade growth with Capesize ton-miles increasing 5,3%, compared to 2024. The year started out slow on the tail of a surprisingly weak Q4 2024 with Q1 averaging about USD 13,000 per day. The trend turned at the end of the first quarter, and rates were solid and stable throughout the year, before spiking in December 2025 with a total tonne-mile increase from Q1 to Q4 of 13%.

The total increase in Capesize tonne-miles in 2025 was driven by a 6% increase in Brazilian iron ore exports, while Australian export volumes grew 2% year over year. Bauxite export volumes have continued to grow, showing a 24% increase year over year, following more than 17% growth in 2024.

Chinese iron ore imports were up by 3%, from 1,284 million tonnes in 2024 to 1,317 million tonnes in 2025. Chinese bauxite imports were up 28% during the same period.

## **COMMERCIAL UPDATE**

2020 Bulkercs has commercially outperformed the Baltic 5TC index for 75 out of 79 months since delivery of its first vessel.

In 2025, the Company achieved average time charter equivalent earnings of approximately US\$31,200 per day, gross, on the Company's vessels trading on index linked time charter including average daily scrubber benefits of approximately US\$1,500 per day. During 2025 the Company entered into forward freight agreements which had a limited impact on the average time charter equivalent earnings.

The Baltic 5TC Capesize Index averaged US\$21,297 per day in 2025.

# BOARD OF DIRECTORS' REPORT

The Company achieved average time charter equivalent earnings for January and February 2026 of approximately US\$30,800 and US\$25,200, per day, gross. The Baltic 5TC Capesize Index has averaged US\$21,425 and US\$24,419 per day in the same periods.

In February 2026, the Company has agreed to sell 14% and 36% of 2020 Bulkers Management AS to Himalaya Shipping and Bruton Limited, respectively, for total proceeds of NOK 4 million.

In conjunction with the respective sales of the six vessels all existing charters have been amended to terminate during Q1 2026. Due to early re-delivery dates from the aforementioned charters, the Company has entered into short term time charter contracts at an average of US\$19,625, per day, gross, in order to maximize utilization ahead of delivery to the new owners.

## SALE OF VESSELS

In September 2025, the Company entered into agreements to sell Bulk Sandefjord, Bulk Santiago and Bulk Shenzhen for a total consideration of US\$209 million to an unaffiliated third party.

In October 2025, the Company entered into an agreement to sell Bulk Sao Paulo for a total of consideration US\$72.75 million to an unaffiliated third party.

In November 2025, the Company signed agreements to sell the vessels Bulk Sydney and Bulk Santos for a total consideration of US\$145.5 million to an unaffiliated third party.

Each sale is subject to certain closing conditions, in line with industry standards. The Company will retain the vessels' respective

operating cashflows until closing of each vessel transaction, each of which is agreed to take place during Q1 2026.

The Company expects to recognize a total net book gain of approximately US\$178 million upon completion of the transactions.

## CONCLUSION

2020 Bulkers entered into its initial newbuilding orders at New Times Shipyard in September 2017 and subsequently took delivery of 8 scrubber fitted Newcastlemax vessels between August 2019 and June 2020. The vessels had an average all in delivered cost of US\$47.6 million per vessel. Enabled by a prudent capital structure as well as active commercial risk management, the Company has been profitable every quarter since the first vessel was delivered in August 2019.

The Company's newbuilding program was financed by US\$142 million in equity in addition to the required debt financing. The Company has since inception returned US\$254 million to shareholders through capital distributions and dividends and expect to realize US\$311 million in net proceeds from the sale of the six remaining vessels, following repayment of the outstanding debt. Additionally, the Company has approximately US\$14 million in cash as of March 5, 2026 (prior to the dividend payment for February 2026), and will retain the cashflow from the vessels until they are delivered to the respective buyers.

The Board of Directors of the Company will, subject to completion of the sales, determine the final allocation of the net proceeds from the transactions. The current intention is to return the net proceeds from the sale to shareholders

following completion of the vessel sales, while retaining some cash on the balance to enable the Company to capitalize on its platform and pursue potential strategic or other opportunities.

## CORPORATE GOVERNANCE REPORT AND ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Company has prepared a Corporate Governance Report which is included as a separate section of this Annual Report. The Environmental Social and Governance Report and the Due Diligence Assessment can be found on the Company's website. The Company has based its corporate governance principles on the Norwegian Code of Practice for Corporate Governance published on August 28, 2025 (the "Code"). There are, however, some areas where the Company's governance principles differ from those of the Code, primarily due to differences between the Bermuda Companies Act and/or the Company's Bye-laws and the Norwegian Public Limited Companies Act which are detailed in the Norwegian Public Limited Act.

## RISK FACTORS

The Company is exposed to a variety of risks, including market, operational and financial risks.

The most significant risk to the Company is the cyclical nature of the dry bulk market with attendant volatility in freight rates, vessel values and consequently, profitability. Fluctuations in rates result from imbalances between the supply and demand for vessel capacity and changes in the supply and demand for the commodities carried by water internationally. The supply of and demand for shipping capacity determine the freight rates. Because the factors affecting the supply and demand dynamics of the shipping segment the Group is

# BOARD OF DIRECTORS' REPORT

invested in are outside of the Group's control and are unpredictable, the nature, timing, direction and degree of changes they influence in business conditions are also unpredictable.

Other key risks are outlined below, which are not meant to be exhaustive:

The Company's vessels will be subject to perils particular to marine operations, including capsizing, grounding, collision and loss and damage from severe weather or storms. The vessels may also be subject to other unintended accidents. Such circumstances may result in loss of or damage to the relevant vessel, damage to property (including other vessels) and damage to the environment or persons or for actions for damages connected with existing and future contracts which cannot be fulfilled. Such events may lead to the Group being held liable for substantial amounts by contractual counterparties, injured parties, their insurer and public governments. In the event of pollution, the Group may be subject to strict liability. Environmental laws and regulations applicable in the countries in which the Group operates have become more stringent in recent years. Such laws and regulations may expose the Group to liability for the conduct of or conditions caused by others, or for acts by the Group that were in compliance with all applicable laws at the time such actions were taken.

The occurrence of the aforementioned events may have a material adverse effect on the Group's business, financial condition, results of operation and liquidity, and there can be no assurance that the Group's insurance will fully compensate any such potential losses and/or expenses. Further, the Company's management will monitor the performance of each investment,

however, the Company will rely upon third party technical and day-to-day management of the assets, and there can be no assurance that such management will operate successfully.

The operation of dry bulk vessels has certain unique operational risks and the cargo itself and its interaction with the vessel can be a risk factor. By their nature, dry bulk cargoes are often heavy and may shift in a hold unless carefully distributed and stowed causing loss of vessel stability. High moisture bulk cargoes may cause free water surface on-top with subsequent loss of stability during a voyage, and certain cargoes may react badly to water exposure. In addition, dry bulk vessels are often subjected to battering treatment during unloading operations with grabs, and use of bulldozers to maximize cargo outturn. This harsh handling may cause structural weakness or damage to the vessels and thus render them more susceptible to a hull breach at sea. Hull breaches in dry bulk vessels may lead to the flooding of cargo holds. If a dry bulk vessel suffers flooding, the combination of cargo and sea water may result in very high shear force and bending moment and eventually cause catastrophic buckling or collapse of vessel's bulkheads leading to the loss of the vessel.

If the Group is unable to adequately maintain or safeguard its vessels, it may be unable to prevent such events. Any of these circumstances or events could negatively impact the Group's business, financial condition or results of operations. In addition, the loss of any of its vessels could harm the Group's reputation as a safe and reliable vessel owner and operator.

The Group's success depends, to a significant extent, upon the abilities and

efforts of a small number of key personnel, employed in 2020 Bulkerc Management AS and providing services to the Group under the terms of the Management Agreement, and there can be no assurance that such individuals will continue to be employed by the Group and involved in the management of the Group in the future, or that their continued involvement will guarantee the future success of the Group. If the Group does not retain such key competence, and/or if it is unable to attract new talent or competencies relevant for the future development of the Group, this may have a negative effect on the success of the Group, and the Group's ability to expand its business and/or to maintain and develop its competitive skill set, which will correspondingly have an adverse effect on the Group's competitive position and financial performance.

The Company generates revenues and incurs operating expenses in U.S. dollars and the majority of the general and administrative expenses are denominated in NOK. The Company has not hedged any foreign currency exposure.

The interest rate on the term loan facility is based on SOFR + a margin and is currently exposed to interest rate fluctuations.

The Company has now chartered out its vessels to a reputable charterer. The charterer is a large international company, and 2020 Bulkerc assess the company as a counterparty with low credit risk.

There is a concentration of credit risk with respect to cash and cash equivalents to the extent that all of the amounts are carried with Danske Bank and Nordea. However, we believe this risk is remote, as Danske Bank and Nordea are established financial institutions.

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The availability of financing alternatives for future investment opportunities may be unavailable at sufficiently attractive terms. The Company is also exposed to general movements on the Oslo Børs, which may limit the possibility of raising new equity at attractive prices.

With the increased use of technologies such as the internet to conduct business, the Group, service providers to the Group and Oslo Børs are susceptible to operational, information security and related “cyber” risks both directly and indirectly, which could result in material adverse consequences for the Group and the shareholders, such as causing disruptions and impacting business operations, potentially resulting in financial losses. Unlike many other types of risks faced by the Group, these risks are typically not covered by any insurance. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyber incidents include, but are not limited to, gaining unauthorized access to digital systems (e.g., through “hacking” or malicious software coding) for purposes of misappropriating assets or sensitive

information, corrupting data, or causing operational disruption. Cyberattacks may also be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites (i.e., efforts to make network services unavailable to intended users).

2020 Bulkters maintains Directors & Officers liability insurance against liabilities incurred in their capacity as Director or Officer. The insurance is capped at US\$20 million.

## FORWARD-LOOKING STATEMENTS

This report includes forward looking statements. Forward looking statements are, typically, statements that do not reflect historical facts and may be identified by words such as “anticipate”, “believe”, “continue”, “estimate”, “expect”, “intends”, “may”, “should”, “will” and similar expressions. The forward-looking statements in this report are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although 2020 Bulkters Ltd. believes that these assumptions are reasonable, they are, by their nature, uncertain and subject

to significant known and unknown risks, contingencies and other factors which are difficult or impossible to predict and which are beyond our control. Such risks, uncertainties, contingencies and other factors could cause actual events to differ materially from the expectations expressed or implied by the forward-looking statements included herein.

The information, opinions and forward-looking statements contained in this report speak only as of the date hereof and are subject to change without notice.

## ABOUT 2020 BULKERS LTD.

2020 Bulkters Ltd. is a limited liability company incorporated in Bermuda on 26 September 2017. The Company’s shares are traded on Oslo Børs under the ticker “2020”. 2020 Bulkters is an owner of five large dry bulk vessels.

**March 9, 2026**

/s/ Lori Wheeler Naess  
Lori Wheeler Naess  
*Director*

/s/ Magnus Halvorsen  
Magnus Halvorsen  
*Chairperson*

/s/ Viggo Bang-Hansen  
Viggo Bang-Hansen  
*Director*

# RESPONSIBILITY STATEMENT

We confirm that, to the best of our knowledge, the consolidated financial statements for 2025, which have been prepared in accordance with US GAAP,

give a fair presentation of the Company's consolidated assets, liabilities, financial position and result of operations, and that the 2025 Board of Directors report includes

a fair review of the information required under the Norwegian Securities Trading Act section 5-6 fourth paragraph.

**March 9, 2026**

/s/ Lori Wheeler Naess  
Lori Wheeler Naess  
*Director*

/s/ Magnus Halvorsen  
Magnus Halvorsen  
*Chairperson*

/s/ Viggo Bang-Hansen  
Viggo Bang-Hansen  
*Director*

# CORPORATE GOVERNANCE REPORT

2020 Bulkers Ltd. (“2020 Bulkers” or the “Company”) is a company organized and existing under the laws of Bermuda. The corporate governance principles applicable to the Company are set out in the Bermuda Companies Act 1981, its bye-laws (the “Bye-laws”) and its memorandum of association.

As a consequence of the listing of the Company’s shares on the Euronext Oslo Børs (Oslo Stock Exchange, the “OSE”), certain aspects of Norwegian law, notably the Norwegian Securities Trading Act and the Norwegian Stock Exchange Regulations are also relevant for its corporate governance policy.

## 1. 2020 BULKERS CORPORATE GOVERNANCE POLICY

The overall corporate governance policy of 2020 Bulkers is the responsibility of its board of directors (the “Board”).

In defining this policy, the Board will observe the requirements set out in applicable laws, cf. above, relevant recommendations and the specific requirements arising from the Company’s business activities.

The most important recommendation of relevance to the Company’s corporate governance is the Norwegian Code of Practice for Corporate Governance of 28 August 2025 (the “Code”).

The Board recognizes that the Code represents an important standard for corporate governance for companies whose shares are listed on the OSE. Most of the principles and recommendations in the Code are included in the Company’s corporate governance policy. There are, however, some areas where the Company’s governance principles differ from those of the Code, primarily due to differences

between the Bermuda Companies Act and/or the Bye-laws and the Norwegian Public Limited Companies Act. These differences are described below.

The Board has codified certain corporate governance principles in a “Code of Conduct,” applicable to all employees in the Company and its subsidiaries (the “2020 Bulkers Group”).

The Code of Conduct can be found on the Company’s website (<https://2020bulkers.com/company/>).

The Board has formulated the Company’s overall mission and the core values on which all of the activities of the 2020 Bulkers Group shall be based. These can be found on the Company’s website.

The Board has, in line with the Code’s recommendations, prepared this report in order to disclose those of its corporate governance principles which do not comply with the recommendations of the Code.

## 2. THE BUSINESS

The Company’s memorandum of association describes the Company’s objectives and purposes as unrestricted. This deviates from the recommendation in the Code but is in line with the requirements of the Bermuda Companies Act.

The Company has clear objectives and strategies for its business, aimed at creating sustainable value for its shareholders. In pursuing these objectives, the Board takes into account financial, social and environmental considerations. These are described in the Company’s annual report and on its website.

## 3. EQUITY AND DIVIDENDS

The Board strives to identify and pursue clear business goals and strategies for the

Company, to assess and manage the risks associated with these, and to maintain an equity capital and liquidity position which are sufficient to match the same.

Under the Bye-laws, the Board may declare dividends and cash distributions without the approval of the shareholders in general meetings. This differs from the recommendation in the Code.

The Company’s aim is to provide its shareholders with a competitive return on their investment through a positive development in the price of the Company’s shares and, when the Company’s cash flow allows, dividends or cash distributions to its shareholders.

The Company’s shareholders may, by way of a resolution in a general meeting of all shareholders (a “General Meeting”) increase the Company’s authorized share capital, reduce the authorized share capital (by reducing the number of unissued but authorized shares) and increase or reduce the issued share capital. The procedures for such corporate actions are set out in the Bye-laws and the Bermuda Companies Act.

The Board has, under Bermuda law, wide powers to issue authorized but unissued shares in the Company. The Board is also authorized in the Bye-laws to purchase the Company’s shares and hold these in treasury. These powers are not restricted to any specific purposes nor to a specific period as the Code recommends.

## 4. EQUITABLE TREATMENT OF SHAREHOLDERS AND TRANSACTIONS WITH CLOSE ASSOCIATES

The Company has one class of shares only. Each share carries one vote. All shares have equal rights. All shares give a right to participate in General Meetings.

# CORPORATE GOVERNANCE REPORT

Under the Bermuda Companies Act, no shareholder has a pre-emptive right to subscribe for new shares in a limited company unless (and only to the extent that) the right is expressly granted to the shareholder under the bye-laws of such company or under any contract between the shareholder and such company. The Bye-laws do not provide for pre-emptive rights.

In the event that the Board elects to deviate from existing shareholders' pre-emptive rights in connection with a share capital increase, the Board shall specifically state and justify such decision. The justification shall be included in the stock exchange announcement relating to the capital increase and shall specifically state how the principle of equal treatment of shareholders is maintained.

The Board will only transact in the Company's shares at their market value.

Members of the Board (each a "Director") and the Company's senior management shall notify the Board if they have any material interest, whether direct or indirect, in any transaction which the 2020 Bulkera Group intends to conclude.

Following these guidelines, any Directors and/or members of the Company's senior management who have an interest in any such transaction shall always refrain from participating in the discussions on whether to conclude such transaction or not in the relevant corporate bodies in the 2020 Bulkera Group.

Further, the Board shall always consider whether it is appropriate to obtain an independent third-party valuation of the object of any material transaction between the Company and any of its close associates.

## 5. FREELY NEGOTIABLE SHARES

The Company's shares are freely tradable.

## 6. GENERAL MEETINGS

The Code requires that notice of General Meetings, (including any supporting documents for the resolutions to be considered therein) is made available on the Company's website no later than 21 days prior to the date of the General Meeting.

The Bye-laws allow, in accordance with Bermuda law, for notice to be given no less than seven days (excluding the day on which the notice is served and the day on which the General Meeting to which it relates is to be held) prior to a General Meeting. This differs from the recommendation of the Code.

The Board aspires to maintain good relations with its shareholders and possible investors in its shares, and to have an investor relation policy which complies with the OSE's Code of Practice for Investor Relations.

The Board shall ensure that as many shareholders as possible are able to participate and vote in the General Meetings. To achieve a high rate of shareholder attendance therein the Company shall:

- provide, on its website, the date of and, if possible, further information on each General Meeting as early as possible, and at the latest seven days in advance thereof;
- provide, together with or before the notice is given, sufficient supporting documentation for any resolution proposed to be made therein in order for the shareholders to prepare;
- ensure that any registration deadline is set as close to the General Meeting as possible;

- ensure that the shareholders may vote for each and all of the candidates for the Board; and

- ensure that a person is appointed who can act as a proxy for the shareholders if advance voting is not available.

## 7. NOMINATION COMMITTEE

The Code recommends that the Company has a nomination committee.

The Company is not, under Bermuda law, obliged to establish a nomination committee. The Board is of the opinion that there are, for the time being, not sufficient reasons to establish a nomination committee.

The Board will consult with the Company's main shareholders prior to proposing candidates for Directors and will ensure that the Board consists of Directors with the expertise and competence as shall be required by the Company from time to time.

## 8. CORPORATE ASSEMBLY AND BOARD OF DIRECTORS, COMPOSITION AND INDEPENDENCE

The Company does not have a corporate assembly.

According to the Bye-laws the Board shall consist of not less than two Directors. Currently the Board consists of three Directors.

It is the view of the Board that at least two of its Directors are independent of the Company's main shareholders. Further, it is the view of the Board that a majority of the Directors are independent of the Company's senior managers and main business partners. Although the Chair performs certain executive functions, no Director is employed by the 2020 Bulkera Group.

# CORPORATE GOVERNANCE REPORT

The Board will, in accordance with normal procedures for Bermuda companies, elect its chairman. This differs from the recommendation in the Code that the General Meeting shall elect the chairman of the Board.

The Directors shall, subject to applicable law and the Bye-laws, hold office until the first General Meeting following such Director's election. The Directors may be re-elected.

A short description of the current Directors is available on the Company's website – <https://2020bulk.com/team/>.

## 9. THE WORK OF THE BOARD

The Code recommends that the Board develops and approves written guidelines for its own work as well as the work of the Company's senior managers with particular emphasis on establishing clear internal allocation of responsibilities and duties.

The Code further recommends that such instructions should state how the Board and executive management shall handle agreements with related parties, including whether an independent valuation must be obtained. In addition, the Code recommends that the Board should adopt instructions for board committees.

The Bermuda Companies Act does not require the Board to prepare such guidelines. The Board is of the opinion that there are no reasons to issue such guidelines at present. This differs from the recommendation in the Code. However, the Board ensures that agreements with related parties are handled in accordance with the principles set out in Section 4 above, and the Audit Committee operates in accordance with its terms of reference as adopted by the Board.

The Code recommends that the Board establishes an audit committee and a remuneration committee.

Although the Bermuda Companies Act does not require the Company to establish such committees, the Board has established an Audit Committee, but the Board is of the opinion that there is no reason to establish a remuneration committee at present.

## 10. RISK MANAGEMENT AND INTERNAL CONTROL

The Board is focused on ensuring that the 2020 Bulk Group's business practices are sound and that adequate internal control routines are in place. The Board continuously assesses the possible consequences of and the risks related to the 2020 Bulk Group's operations.

The 2020 Bulk Group is committed to protecting the health and safety of its employees and contractors in their activities for the 2020 Bulk Group and is committed to ensure generally accepted QHSE principles are integrated in everything the 2020 Bulk Group does.

The Board supervises the Company's internal control systems. These cover both the 2020 Bulk Group's operations and its guidelines for ethical conduct and social responsibility.

## 11. REMUNERATION OF THE DIRECTORS

The remuneration of the Directors is set by the General Meeting. The Company may, on occasion, pay Directors their fee in the Company's shares and/or grant Directors options under the Company's share option scheme. The Code recommends that the remuneration of the Board should not be linked to the Company's performance and that the Company should not grant share options to members of its Board. The Com-

pany's practice of granting share options to Directors differs from this recommendation in the Code.

Section 11 of the Code states that Directors should not take on specific assignments for the Company in addition to their appointment as Directors.

The 2020 Bulk Group will not refrain from engaging Directors for specific assignments for the Company if such engagement is considered beneficial to the Company. This differs from the recommendation in the Code. However, such assignments will be disclosed to the Board and the Board shall approve the assignment, as well as the remuneration.

## 12. REMUNERATION OF EXECUTIVE PERSONNEL

The remuneration of the 2020 Bulk Group's senior managers is based on four components. The first component is each individual's fixed salary. This is set based on the individual's position and responsibility and the international salary level for comparable positions.

The second component is local compensation such as mandatory pension payments.

The third component is a variable, discretionary bonus. Bonuses will be granted based on the performance of the 2020 Bulk Group as a whole and each individual in relation to targets set annually. The Code recommends that any performance-related remuneration should be based on measurable criteria that the executive personnel can influence. The third component thereby differs from the Code in the sense that the assessment criteria for a potential discretionary bonus are not clearly defined and related to key performance indicators each executive employee can influence independently.

# CORPORATE GOVERNANCE REPORT

The fourth component is a share option scheme established by the Company where share options can be issued to senior managers in the 2020 Bulkera Group.

The Code recommends that guidelines for the remuneration of executive personnel must be clear, easily understandable and contribute to the Company's commercial strategy, long-term interests and financial viability, and approved by the General Meeting. Such guidelines should set forth an absolute limit to performance related remuneration. The 2020 Bulkera Group's remuneration policy does not require such a procedure, nor does it contain any such limit. This differs from the recommendation in the Code.

The Bye-laws permits the Board to issue share options to the Company's employees, including members of the 2020 Bulkera Group's senior management team, without requiring that the General Meeting approves the number of options granted or the terms and conditions of such. In addition, the share option scheme is an incentive program rather than remuneration directly limited to the Company's results.

## 13. INFORMATION AND COMMUNICATION

The Company is committed to provide information on its financial situation, ongoing projects and other circumstances relevant for the valuation of the Company's shares to the financial markets on a regular basis, with due regard to the requirement of equal treatment of all participants in the securities market.

The Company is also committed to disclose all information necessary to assess the value of its shares on its website. Interested parties will find the Company's latest news

releases, financial calendar, company presentations, share and shareholder information, information about analyst coverage and other relevant information here.

Such information may also be found on the website of the OSE – <https://www.euronext.com/nb/markets/oslo>.

Information to the 2020 Bulkera Group's shareholders shall be published on the Company's website at the same time as it is sent to the shareholders.

## 14. TAKEOVER OFFER

The Code recommends that the board of directors should establish guiding principles for how it will act in the event of a take-over bid. The same is not a requirement under Bermuda law and the Board has not fixed specific, written guidelines for such scenario other than as set out herein. In the event of a takeover offer, the Board will seek to ensure that the Company's business activities are not disrupted unnecessarily in the event a general offer is made for the Company's shares. The Board will, furthermore, strive to ensure that shareholders are given sufficient information and time to form a view of the terms of such offer.

If a takeover offer is made, the Board will issue a statement on its merits in accordance with statutory requirements and the recommendations in the Code.

The Board will consider obtaining a valuation of the Company's equity capital from an independent expert if a takeover offer is made in order to provide guidance to its shareholders as to whether to accept such offer or not.

## 15. AUDITOR

The Audit Committee will, each year, agree a plan for the audit of the 2020 Bulkera

Group's accounts with its auditor. The Audit Committee will furthermore interact regularly with the auditor within the scope of this plan.

The Code recommends that the board of directors or the audit committee establish guidelines in respect of the use of the auditor by the company's executive management for services other than the audit. Such guidelines have not been established, which is a deviation from the Code.

# CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025  
and 2024

# CONSOLIDATED STATEMENTS OF OPERATIONS

(In millions of US\$ except per share data)	12 months to December 31, 2025	12 months to December 31, 2024
<b>Operating revenues and other income</b>		
Time charter revenues	63.1	71.7
Other operating income	1.8	1.5
Gain on sale of vessel	-	40.9
<b>Total operating revenues and other income</b>	<b>64.9</b>	<b>114.1</b>
<b>Operating expenses</b>		
Vessel operating expenses	(14.8)	(16.1)
Voyage expenses and commission	(1.3)	(0.9)
General and administrative expenses	(4.2)	(3.9)
Depreciation	(7.9)	(9.5)
<b>Total operating expenses</b>	<b>(28.2)</b>	<b>(30.4)</b>
<b>Operating profit</b>	<b>36.7</b>	<b>83.7</b>
<b>Financial expenses, net</b>		
Interest expense	(7.6)	(6.8)
Other net financial income (expense)	0.6	0.1
<b>Total financial expenses, net</b>	<b>(7.0)</b>	<b>(6.7)</b>
<b>Net income before income taxes</b>	<b>29.7</b>	<b>77.0</b>
Income tax	(0.1)	(0.7)
<b>Net income</b>	<b>29.6</b>	<b>76.3</b>
<b>Net income attributable to non-controlling interests</b>	<b>(0.1)</b>	<b>-</b>
<b>Net income attributable to shareholders of 2020 Bulkera Ltd.</b>	<b>29.5</b>	<b>76.3</b>
Per share information:		
Basic earnings per share	1.29	3.34
Diluted earnings per share	1.29	3.34
<b>Consolidated Statements of Comprehensive Income</b>		
<b>Net income</b>	<b>29.6</b>	<b>76.3</b>
Unrealized gain (loss) on interest rate swaps	-	(0.7)
Reclassification for gains included in the statements of operations due to hedge discontinuance	-	(3.3)
<b>Other comprehensive income</b>	<b>-</b>	<b>(4.0)</b>
<b>Total comprehensive income</b>	<b>29.6</b>	<b>72.3</b>
<b>Total comprehensive income attributable to non-controlling interests</b>	<b>(0.1)</b>	<b>-</b>
<b>Total comprehensive income attributable to shareholders of 2020 Bulkera Ltd.</b>	<b>29.5</b>	<b>72.3</b>

See accompanying notes that are an integral part of these Audited Consolidated Financial Statements.

# CONSOLIDATED BALANCE SHEETS

(In millions of US\$)	December 31, 2025	December 31, 2024
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	22.1	16.1
Restricted cash	0.1	0.1
Assets held for sale	244.9	-
Trade receivables	1.4	0.8
Accrued revenues	0.6	0.3
Other current assets	1.1	1.9
<b>Total current assets</b>	<b>270.2</b>	<b>19.2</b>
<b>Long term assets</b>		
Vessels and equipment, net and drydocking	-	247.4
<b>Total long-term assets</b>	<b>-</b>	<b>247.4</b>
<b>Total assets</b>	<b>270.2</b>	<b>266.6</b>
<b>LIABILITIES AND EQUITY</b>		
<b>Current liabilities</b>		
Current portion of long-term debt	110.7	-
Accounts payable	0.6	0.5
Accrued expenses	2.2	3.1
Declared dividend	4.8	-
Other current liabilities	3.5	1.0
<b>Total current liabilities</b>	<b>121.8</b>	<b>4.6</b>
<b>Long term liabilities</b>		
Long-term debt	-	110.1
<b>Total long-term liabilities</b>	<b>-</b>	<b>110.1</b>
<b>Commitments and contingencies</b>		
<b>Equity</b>		
Common shares of par value US\$1.0 per share: authorized 75,000,000 (2024:75,000,000). Issued and outstanding 22,880,906 (2024: 22,870,906)	22.9	22.9
Additional paid-in capital	1.3	1.0
Contributed surplus	10.7	12.1
Non-controlling interest	0.2	0.1
Retained earnings	113.3	115.8
<b>Total shareholders' equity</b>	<b>148.4</b>	<b>151.9</b>
<b>Total liabilities and shareholders' equity</b>	<b>270.2</b>	<b>266.6</b>

**March 9, 2026**

/s/ Lori Wheeler Naess  
Lori Wheeler Naess  
*Director*

/s/ Magnus Halvorsen  
Magnus Halvorsen  
*Chairperson*

/s/ Viggo Bang-Hansen  
Viggo Bang-Hansen  
*Director*

See accompanying notes that are an integral part of these Audited Consolidated Financial Statements.

# CONSOLIDATED STATEMENTS OF CASH FLOWS

(In millions of US\$)	12 months to December 31, 2025	12 months to December 31, 2024
<b>Net income</b>	<b>29.6</b>	<b>76.3</b>
<i>Adjustments to reconcile net income to net cash provided by operating activities:</i>		
Gain on sale of vessel	-	(40.9)
Cash received from settlement of interest rate swaps	-	2.9
Amortization of gain on interest rate swaps	-	(3.3)
Cash paid for drydocking	(4.5)	(2.6)
Share based compensation	0.2	0.2
Depreciation	7.9	9.5
Amortization and write off of deferred loan costs	0.6	1.2
<i>Changes in operating assets and liabilities:</i>		
Change in current assets classified as held for sale	(0.9)	-
Change in trade receivables	(0.6)	0.1
Change in accrued revenues	(0.3)	(0.1)
Change in other current assets	0.8	0.9
Change in accounts payable	0.1	(0.1)
Change in accrued expenses	(0.9)	-
Change in other current liabilities	2.5	(2.0)
<b>Net cash provided by operating activities</b>	<b>34.5</b>	<b>42.1</b>
<b>Investing activities</b>		
Proceeds from sale of shares subsidiary	-	0.3
Net proceeds from sale of vessel	-	125.8
<b>Net cash provided by investing activities</b>	<b>-</b>	<b>126.1</b>
<b>Financing activities</b>		
Repayment of long-term debt	-	(96.8)
Net proceeds from share issuance	0.1	-
Dividends and cash distributions paid	(28.6)	(86.0)
<b>Net cash used in financing activities</b>	<b>(28.5)</b>	<b>(182.8)</b>
Net increase (decrease) in cash and cash equivalents and restricted cash	6.0	(14.6)
Cash and cash equivalents and restricted cash at beginning of the period (1)	16.2	30.8
<b>Cash and cash equivalents and restricted cash at the end of the period (1)</b>	<b>22.2</b>	<b>16.2</b>
<b>Supplemental disclosure of cash flow information</b>		
Interest paid	(7.1)	(9.0)
Income taxes paid	(0.8)	(1.3)

(1) Consists of line items Cash and cash equivalents and Restricted cash from the Consolidated balance sheets.

See accompanying notes that are an integral part of these Audited Consolidated Financial Statements.

# CONSOLIDATED STATEMENTS OF CHANGES IN SHARE- HOLDERS' EQUITY

(In millions of US\$, except number of shares)	Number of shares	Share capital	Additional paid-in capital	Contri- buted surplus	Non- controlling interest	Acc. other compre- hensive income (loss)	Retained earnings (deficit)	Total equity
<b>Consolidated balance as of December 31, 2023</b>	<b>22 870 906</b>	<b>22.9</b>	<b>1.5</b>	<b>11.2</b>	<b>-</b>	<b>4.0</b>	<b>121.4</b>	<b>161.0</b>
Transfer (1)	-	-	(0.9)	0.9	-	-	-	-
Sale of shares in subsidiary (2)	-	-	0.2	-	0.1	-	-	0.3
Share based compensation	-	-	0.2	-	-	-	-	0.2
Dividends	-	-	-	-	-	-	(81.9)	(81.9)
Total comprehensive income for the period	-	-	-	-	-	(4.0)	76.3	72.3
<b>Consolidated balance as of December 31, 2024</b>	<b>22 870 906</b>	<b>22.9</b>	<b>1.0</b>	<b>12.1</b>	<b>0.1</b>	<b>-</b>	<b>115.8</b>	<b>151.9</b>
Issue of common shares	10 000	-	0.1	-	-	-	-	0.1
Share based compensation	-	-	0.2	-	-	-	-	0.2
Dividends and cash distributions	-	-	-	(1.4)	-	-	(32.0)	(33.4)
Total comprehensive income for the period	-	-	-	-	0.1	-	29.5	29.6
<b>Consolidated balance as of December 31, 2025</b>	<b>22 880 906</b>	<b>22.9</b>	<b>1.3</b>	<b>10.7</b>	<b>0.2</b>	<b>-</b>	<b>113.3</b>	<b>148.4</b>

(1) At the 2024 Annual General Meeting held May 7, 2024, it was approved to reduce the Share Premium Account (Recognized as Additional paid-in capital in the Consolidated Statements of Changes in Shareholders' Equity) of the Company by US\$889,250 and to credit the same amount resulting from the reduction to the Company's Contributed Surplus account, with effect from May 7, 2024.

(2) In August 2024, the Company sold 40% of the shares in 2020 Bulkera Management AS to Himalaya Shipping.

See accompanying notes that are an integral part of these Audited Consolidated Financial Statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 1. GENERAL INFORMATION

2020 Bulkera Ltd. (together with its subsidiaries, the "Company" or the "Group" or "2020 Bulkera") is a limited liability company incorporated in Bermuda on September 26, 2017. The Company's shares are traded on Oslo Børs under the ticker "2020".

2020 Bulkera is an owner and operator of large dry bulk vessels. As of December 31, 2025, the Group has six Newcastlemax dry bulk vessels in operation. The Company has sold its six vessels with scheduled delivery to new owners during Q1 2026. The Board of Directors of the Company will, subject to completion of the sales, determine the final allocation of the net proceeds from the transactions. The current intention is to return the net proceeds from the sale to shareholders following completion of the vessel sales, while retaining some cash on the balance sheet to enable the Company to capitalize on its platform and pursue potential strategic or other opportunities.

### *Basis of presentation*

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

## 2. ACCOUNTING POLICIES

### *Principle of Consolidation*

The consolidated financial statements include the assets and liabilities of the parent company and subsidiaries where we have control. All intercompany balances and transactions have been eliminated upon consolidation.

### *Use of estimates*

The preparation of financial statements in conformity with U.S. GAAP requires us to make estimates and assumptions that affect the amounts reported in our financial statements and accompanying notes. Actual results could differ from those estimates.

### *Fair value measurement*

We have determined the estimated fair value amounts presented in these consolidated financial statements using available market information and appropriate methodologies. However, considerable judgment is required in interpreting market data to develop the estimates of fair value. The estimates presented in these consolidated financial statements are not necessarily indicative of the amounts that we could realize in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

We account for fair value measurement in accordance with the accounting standards guidance using fair value to measure assets and liabilities. The guidance provides a single definition for fair value, together with a framework for measuring it, and requires additional disclosure about the use of fair value to measure assets and liabilities.

### *Reporting and functional currency*

The Company and the majority of its subsidiaries have the US\$ as their functional currency because the majority of their revenues, expenses and financing are denominated in US\$. Accordingly, the Company's reporting currency is also U.S. dollars. Foreign currency gains or losses on consolidation are recorded as a separate component of other comprehensive income (loss) in shareholders' equity for subsidiaries that have functional currencies other than US\$.

### *Foreign currency*

Transactions in foreign currencies during the year are recognized at the rates of exchange in effect at the date of the transaction. Foreign currency monetary assets and liabilities are revalued using rates of exchange at the balance sheet date. Foreign currency transaction gains or losses are included in the consolidated statements of operations.

# NOTES

## ***Revenue and expense recognition***

Our shipping revenues are primarily generated from time charters. In a time charter, the vessel is hired by the charterer for a specified period of time in exchange for consideration which is based on a daily hire rate. The charterer has full discretion over the ports visited, shipping routes and vessel speed. In a time charter contract, we are responsible for all the costs incurred for running the vessel such as crew costs, vessel insurance, repairs and maintenance and lubes. Costs incurred by the Company in connection with time charters are recognized on an accruals basis. The charterer bears the voyage related costs such as bunker expenses, port charges and canal tolls during the hire period. The performance obligations in a time charter contract are satisfied over the term of the contract beginning when the vessel is delivered to the charterer until it is redelivered back to the Group. The time charter contracts are considered operating leases and therefore do not fall under the scope of ASC 606 Revenue from Contracts with Customers because (i) the vessel is an identifiable asset (ii) we do not have substantive substitution rights and (iii) the charterer has the right to control the use of the vessel during the term of the contract and derives the economic benefits from such use. Time charter contracts are accounted for as operating leases in accordance with ASC 842 Leases and related interpretations. For arrangements where the Company is the lessor, we have elected the practical expedient which allows the Company to treat the lease and non-lease components as a single lease component for the leases where the timing and pattern of transfer for the non-lease component and the associated lease component to the lessees are the same and the lease component, if accounted for separately, would be classified as an operating lease.

Income from time charters is recognized on a straight-line basis over the period of the time charter contract (or lease contract) and at the prevailing rate for the relevant assessment period for variable or index-linked time charter contracts.

Variable lease payments included into our time-charter agreements, such as profit sharing for fuel savings from scrubbers, that do not depend on an index or rate are excluded from the calculation of lease payments and recognized in the period in which the variability is resolved.

In a voyage charter contract, which we consider in scope of ASC 606, the charterer hires the vessel to transport a specific agreed upon cargo for a single voyage. The consideration in such a contract is determined on the basis of a freight rate per metric ton of cargo carried or occasionally on a lump sum basis. Estimates and judgments are required in ascertaining the most likely outcome of a particular voyage and actual outcomes may differ from estimates. In a voyage charter contract, the performance obligations begin to be satisfied once the vessel begins loading the cargo. We have determined that our voyage charter contracts consist of a single performance obligation of transporting the cargo within a specified time period. Therefore, the performance obligation is met evenly as the voyage progresses, and the revenue is recognized on a straight-line basis over the voyage days from the commencement of loading to completion of discharge.

During 2025 and 2024, the Company had revenues from time charter contracts.

The guidance also specifies treatment for certain contract related costs, being either incremental costs to obtain a contract, or costs to fulfill a contract. Under the guidance, an entity shall recognize as an asset the incremental costs of obtaining a contract with a customer if the entity expects to recover those costs. The guidance also provides a practical expedient whereby an entity may recognize the incremental costs of obtaining a contract as an expense when incurred if the amortization period of the asset that the entity otherwise would have recognized is one year or less. Costs to fulfill a contract must be capitalized if they meet certain criteria. In a voyage contract, the Company bears all voyage related costs such as fuel costs, port charges and canal tolls. These costs are considered contract fulfillment costs because the costs are direct costs related to the performance of the contract and are expected to be recovered. The costs incurred during the period prior to commencement of loading the cargo, primarily bunkers, are deferred as they represent setup costs and are recorded as a current asset and are subsequently amortized on a straight-line basis as we satisfy the performance obligations under the contract.

## ***Share-based compensation***

The cost of equity settled transactions is measured by reference to the fair value at the date on which the share options are granted. The fair value of the share options issued under the Company's employee share option plans is determined at the grant date taking into account the terms and conditions upon which the options are granted, and using a valuation technique that is consistent with generally accepted valuation methodologies for pricing financial instruments, and that incorporates all factors and assumptions that knowledgeable, willing market participants would consider in determining fair value. The fair value of the share options is recognized in General and administrative expense in the Consolidated Statements of Operations, with a corresponding increase in equity over the period during which the employees become unconditionally entitled to the options. Compensation cost is initially recognized based upon options expected to vest, excluding forfeitures, with appropriate adjustments to reflect actual forfeitures.

# NOTES

## *Impairment of vessels*

We continually monitor events and changes in circumstances that could indicate carrying amounts of long-lived assets may not be recoverable. Among other indicators we look at the market capitalization of the Company against the net book value of equity and market conditions in the dry bulk freight market. In assessing the recoverability of our vessels carrying amounts, we make assumptions regarding estimated future cash flows and estimates in respect of residual or scrap value. When such events or changes in circumstances are present, we assess the recoverability of long-lived assets by determining whether the carrying value of such assets will be recovered through undiscounted expected future cash flows. If the total of the future cash flows is less than the carrying amount of those assets, we recognize an impairment loss based on the excess of the carrying amount over the lower of the fair market value of the assets, less cost to sell, and the net present value (“NPV”) of estimated future undiscounted cash flows from the employment of the asset (“value-in-use”).

As of December 31, 2025, and December 31, 2024, the Company had no indications that the carrying amount of a particular vessel may not be fully recoverable.

## *Sale lease-back transactions*

When a sale and leaseback transaction does not qualify for sale accounting, the transaction is accounted for as a financing transaction by the seller-lessee. To account for a failed sale and leaseback transaction as a financing arrangement, the seller-lessee does not derecognize the underlying asset; the seller-lessee continues depreciating the asset as if it was the legal owner. The sales proceeds received from the buyer-lessee are recognized as a financial liability. A seller-lessee will make rental payments under the leaseback. These payments are allocated between interest expense and principal repayment of the financial liability. The amount allocated to interest expense is determined by the incremental borrowing rate or imputed interest rate. The sale and lease back transactions that the Company entered into for Bulk Seoul and Bulk Shanghai, involved purchase obligations and was therefore treated as financing arrangements. Please refer to note 10.

## *Deferred charges*

Costs associated with long-term financing, including debt arrangement fees, are deferred and amortized over the term of the relevant loan using the straight-line method as this approximates the effective interest method. Amortization of loan costs will be included in “Interest expense” in the Consolidated Statements of Operations. If a loan is repaid early, any unamortized portion of the related deferred charge is charged against “Other financial expenses” in the period in which the loan is repaid. Deferred charges are presented as a deduction from the corresponding liability in the Consolidated Balance Sheet.

## *Vessels and equipment, net*

Vessels and equipment are recorded at historical cost less accumulated depreciation and, if appropriate, impairment charges. Depreciation is calculated on a straight-line basis over the useful life of the assets based on cost less estimated residual values. The estimated useful life for our vessels is 25 years. The estimated residual values are based on ten year average steel price and lightweight ton of the vessels.

## *Drydocking*

Maintenance of class certification requires expenditure and can require taking a vessel out of service from time to time for survey, repairs or modifications to meet class requirements. When delivered, the Group’s vessels can generally be expected to have to undergo a class survey once every five years. The Group’s vessels are being built to the classification requirements of American Bureau of Shipping (ABS) and the Liberian Ship Register. Normal vessel repair and maintenance costs will be expensed when incurred. We will recognize the cost of a drydocking at the time the drydocking takes place. The Group will capitalize a substantial portion of the costs incurred during drydocking, including the survey costs and depreciates those costs on a straight-line basis from the time of completion of a drydocking or intermediate survey until the next scheduled drydocking or intermediate survey.

## *Earnings per share*

Basic earnings per share (“EPS”) is computed based on the income available to common stockholders and the weighted average number of shares outstanding. Diluted earnings per share includes the effect of the assumed conversion of potentially dilutive instruments, which for the Company includes share options. The determination of dilutive EPS may require us to make adjustments to net income and the weighted average shares outstanding used to compute basic EPS unless anti-dilutive.

## *Trade receivables*

Trade receivables are presented net of allowances for doubtful balances. At each balance sheet date, all potentially uncollectible accounts are assessed individually for purposes of determining the appropriate provision for doubtful accounts.

# NOTES

## ***Cash and cash equivalents***

Cash comprises cash on hand and cash at bank. All demand and time deposits and highly liquid, low risk investments with original maturities of three months or less at the date of purchase are considered equivalent to cash. Cash and cash equivalents that are restricted as to their use are classified as Restricted cash in the Consolidated Balance Sheets.

## ***Interest-bearing debt***

Interest-bearing debt is recognized initially at fair value less directly attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortized cost. Transaction costs are amortized over the term of the loan.

## ***Current and long-term classification***

Assets and liabilities are classified as current assets and liabilities respectively, if their maturity is within one year of the balance sheet date. Otherwise, they are classified as non-current assets and liabilities.

## ***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 other party in making financial and operating decisions. Parties are also related if they are subject to common control or common significant influence.

## ***Interest rate hedging***

The interest rate swaps are recognized at fair value. All the interest rate swaps are designated for hedge accounting. Gains or losses on the hedging instrument are recognized in other comprehensive income (loss), to the extent that the hedge is determined to be effective. All other gains or losses are recognized immediately in the consolidated statements of operations.

The fair value of the interest rate swaps is recognized and presented as a current asset or liability for maturity equal to or less than twelve months and a non-current asset or liability for maturity exceeding twelve months.

## ***Forward freight agreements***

The forward freight agreements are recognized at fair value. The forward freight contracts are not designated for hedge accounting and as such changes in the fair value and gains and losses of these derivatives are recorded in Other operating income in the Consolidated Statements of Operations. Cash outflows and inflows resulting from the forward freight agreements are presented as cash flows from operations in the Consolidated Statements of Cash Flows.

The fair values of any forward freight agreements are disclosed in note 11. The fair value of the forward freight agreements is recognized and presented as a current asset or liability for maturity equal to or less than twelve months and a non-current asset or liability for maturity exceeding twelve months.

## ***Assets held for sale***

The criteria for classifying an asset as held for sale require management to commit to a plan, the asset to be available for immediate sale, an active program to find a buyer, and the sale to be probable within one year. Assets held for sale are measured at the lower of their carrying amount or fair value less costs to sell. Once classified as held for sale, these assets are no longer depreciated or amortized and are presented separately in the financial statements.

# NOTES

### 3. RECENTLY ISSUED ACCOUNTING STANDARDS

#### *Adoption of new accounting standards*

There are no new accounting standards having a material impact on the Company.

### 4. INCOME TAXES

2020 Bulkiers Ltd. is incorporated in Bermuda. 2020 Bulkiers Ltd. transferred tax domicile from Bermuda to Norway effective August 9, 2022. Our vessel owning subsidiaries are taxed under the Norwegian Tonnage Tax Regime. The estimated income tax expense for the twelve months ended December 31, 2025, is US\$43k (US\$0.7 million expense for the twelve months ended December 31, 2024). Any current tax primarily relates to payable tax on calculated net financial income within the Norwegian Tonnage Tax Regime. The Group does not have any accrued interest or penalties relating to income taxes.

### 5. SEGMENT INFORMATION

Our chief operating decision maker, or the CODM, being our Board of Directors, measures performance based on our overall return to shareholders based on consolidated net income. The CODM does not review a measure of operating result at a lower level than the consolidated group, therefore we only have one reportable segment. Our vessels operate worldwide and therefore management will not evaluate performance by geographical region as this information is not meaningful.

The CODM does review operating expenses on a quarterly basis. Of total vessel operating expenses of US\$14.8 million (US\$16.1 million for the twelve months ended December 31, 2024), crew costs amount to US\$7.5 million (US\$8.2 million for the twelve months ended December 31, 2024) for the twelve months ended December 31, 2025.

For the year ended December 31, 2025, two customers accounted for 10 percent or more of our consolidated revenues in the amounts of US\$42.2 million and US\$15.9 million, respectively. For the year ended December 31, 2024, two customers accounted for 10 percent or more of our consolidated revenues in the amounts of US\$49.0 million and US\$22.7 million, respectively.

The agreements to sell of our vessels encompasses substantially all of our current material operating activities, however, as of December 31, 2025 the Company had not determined that the agreements to sell the vessels represented a strategic shift in the business and accordingly, has not presented discontinued operations in the consolidated statement of operations.

### 6. REVENUES

The Company recognized revenues from time charter contracts (described in note 8) during the twelve months ended December 31, 2025 and 2024. The Company has recognized US\$0.6 million (US\$0.3 million as of December 31, 2024) of revenues which was not invoiced as of December 31, 2025, and the amount is recognized as Accrued revenues. In addition, the Company has invoiced US\$1.7 million (US\$0.7 million as of December 31, 2024) to customers which was not earned as of December 31, 2025, and the amount is recognized as Other current liabilities. During the twelve months ended December 31, 2025, the Company recognized approximately US\$1.8 million (US\$1.5 million during the twelve months ended December 31, 2024) in management fee as Other operating income.

## NOTES

## 7. EARNINGS PER SHARE

(In US\$, except share numbers)	12 months to December 31, 2025	12 months to December 31, 2024
Basic earnings per share	1.29	3.34
Diluted earnings per share	1.29	3.34
Issued ordinary shares at the end of the period	22 880 906	22 870 906
Weighted average number of shares outstanding- basic	22 872 057	22 870 906
Weighted average number of shares outstanding- diluted	22 877 587	22 874 248

The computation of basic EPS is based on the weighted average number of outstanding shares during the period. Diluted EPS includes the potential effect of conversion of 50,000 share options (2024: 60,000) outstanding issued to employees since the average share price for the twelve months to December 31, 2025, was above the strike price. Diluted EPS excludes the potential effect of conversion of 115,000 of share options (2024: 115,000) outstanding issued to directors and employees since the average share price for the twelve months to December 31, 2025, was below the strike price.

## 8. LEASES

*Lessor*

The Company had the following vessels on operating lease contracts as of December 31, 2025:

Vessel	Charterer	Charter expiry	Gross rate/day, USD
Bulk Sandefjord	Koch Shipping	Q1 2026	Index linked + premium + scrubber benefit
Bulk Santiago	Koch Shipping	Q1 2026	Index linked + premium + scrubber benefit
Bulk Shenzhen	Koch Shipping	Q1 2026	Index linked + premium + scrubber benefit
Bulk Sydney	Koch Shipping	Q1 2026	Index linked + premium + scrubber benefit
Bulk Sao Paulo	Cargill	Q1 2026	Index linked + premium + scrubber benefit
Bulk Santos	Cargill	Q1 2026	Index linked + premium + scrubber benefit

## NOTES

## 9. VESSELS AND EQUIPMENT, NET

(In millions of US\$)	Vessels and equipment, net	Drydocking	Total
<b>Cost as of December 31, 2023</b>	<b>383.4</b>	-	<b>383.4</b>
Capital expenditures	-	2.6	2.6
Asset disposals	(95.5)	-	(95.5)
<b>Cost as of December 31, 2024</b>	<b>287.9</b>	<b>2.6</b>	<b>290.5</b>
Capital expenditures	-	4.5	4.5
Asset transfers to held for sale	(287.9)	(7.1)	(295.0)
<b>Cost as of December 31, 2025</b>	-	-	-
<b>Accumulated depreciation as of December 31, 2023</b>	<b>46.0</b>	-	<b>46.0</b>
Depreciation	9.2	0.3	9.5
Asset disposals- accumulated depreciation	(12.4)	-	(12.4)
<b>Accumulated depreciation as of December 31, 2024</b>	<b>42.8</b>	<b>0.3</b>	<b>43.1</b>
Depreciation	7.1	0.8	7.9
Asset transfers to held for sale	(49.9)	(1.1)	(51.0)
<b>Accumulated depreciation as of December 31, 2025</b>	-	-	-
<b>Balance as of December 31, 2024</b>	<b>245.1</b>	<b>2.3</b>	<b>247.4</b>
<b>Balance as of December 31, 2025</b>	-	-	-

See note 10 for information on sale of the vessels Bulk Shanghai and Bulk Seoul.

In September 2025, the Company entered into agreements to sell the vessels Bulk Sandefjord, Bulk Santiago and Bulk Shenzhen for a total consideration of US\$209 million to an unaffiliated third party. Each sale is subject to certain closing conditions, in line with industry standards and is agreed to take place during Q1 2026. As the criteria for asset held for sale were fulfilled as of December 31, 2025, the Company have classified the net book value of the vessels of US\$119.7 million and the luboil onboard of US\$0.5 million, in total US\$120.2 million, as held for sale in the consolidated balance sheet.

In October 2025, the Company entered into an agreement to sell the vessel Bulk Sao Paulo for a total consideration of US\$72.75 million to an unaffiliated third party. The sale is subject to certain closing conditions, in line with industry standards and is agreed to take place during Q1 2026. As the criteria for asset held for sale were fulfilled as of December 31, 2025, the Company has classified the net book value of the vessels of US\$42.0 million and the luboil onboard of US\$0.1 million, in total US\$42.1 million, as held for sale in the consolidated balance sheet.

In November 2025, the Company entered into agreements to sell the vessels Bulk Sydney and Bulk Santos for a total consideration of US\$145.5 million to an unaffiliated third party. Each sale is subject to certain closing conditions, in line with industry standards and is agreed to take place during Q1 2026. As the criteria for asset held for sale were fulfilled as of December 31, 2025, the Company has classified the net book value of the vessels of US\$82.3 million and the luboil onboard of US\$0.3 million, in total US\$82.6 million, as held for sale in the consolidated balance sheet.

## NOTES

## 10. DEBT

(In millions of US\$)	December 31, 2025	December 31, 2024
<i>Pledged</i>		
Term loan Tranche I (“Bulk Sandefjord”), balloon payment April 2029	17.9	17.9
Term loan Tranche II (“Bulk Santiago”), balloon payment April 2029	18.3	18.3
Term loan Tranche V (“Bulk Shenzhen”), balloon payment April 2029	18.7	18.7
Term loan Tranche VI (“Bulk Sydney”), balloon payment April 2029	18.8	18.8
Term loan Tranche VII (“Bulk Sao Paulo”), balloon payment April 2029	19.2	19.2
Term loan Tranche VIII (“Bulk Santos”), balloon payment April 2029	19.6	19.6
<b>Long-term debt, gross</b>	<b>112.5</b>	<b>112.5</b>
Less current portion long term debt	(112.5)	-
Less deferred loan costs	-	(2.4)
<b>Total long-term debt</b>	<b>-</b>	<b>110.1</b>

*Term loan facility*

In April 2024, the Company signed an agreement to refinance and amend its US\$162.5 million Term Loan Facility maturing in March 2027. Pursuant to the new agreement, the Company repaid US\$27.5 million of the outstanding amount under the Term Loan Facility, which was replaced with a new non-amortizing US\$112.5 million Loan Facility maturing in April 2029. The new Loan Facility has an interest rate of SOFR+195 bps in margin.

The term loan facility contains the following financial covenants for the Group (i) value adjusted equity shall be equal to or greater than 30% of value adjusted total assets, (ii) working capital (defined as consolidated current assets minus consolidated current liabilities (excluding current portion of long term debt and subordinated shareholder loans)) shall at all times be no less than US\$0 and (iii) free and available cash shall at all times be the greater of (a) US\$1.25 million per delivered vessel and (b) 5% of total debt. In addition, the fair market value of our vessels shall at all times be at least 140% of the aggregate outstanding loans. As of December 31, 2025, we were compliant with the covenants and our obligations under the term loan facility agreement. The vessels are pledged upon draw down of the loan facility, with cross collateral agreements in place for each vessel within the term loan facility.

In March 2024, the Company terminated the interest rate swaps and received a cash settlement of approximately US\$2.9 million. The amount was transferred to the statements of operations reducing interest expense until original maturity of the interest rate swaps in August and September 2024.

The Company have entered into agreements to sell the vessels Bulk Sandefjord, Bulk Santiago, Bulk Shenzhen, Bulk Sydney, Bulk Sao Paulo and Bulk Santos with delivery in Q1 2026 (see note 9). As a result, the Company have classified the loan tranches (including deferred loan costs of US\$1.8 million) for the vessels as short term on the consolidated balance sheets as all six vessels are mortgaged under the loan facility and will need to be repaid when the vessels are delivered to the new owners.

*Sale and leaseback arrangement*

In October 2019, the Company entered into a sale and leaseback arrangement with Ocean Yield for its two Newcastlemax vessels, Bulk Seoul and Bulk Shanghai. The vessels were delivered from the yard on October 30, 2019, and November 6, 2019, respectively, and were at delivery sold to Ocean Yield for a price per vessel of US\$42 million, net of a US\$5 million sellers' credit. The vessels were chartered back to the Company on thirteen year bareboat charters which included a purchase obligation at the end of the respective charter periods and certain options to either sell or acquire the vessels during the charter periods. The bareboat charter hire was US\$6,575 per day plus an adjustment based on LIBOR plus a margin of 450 basis points. Since the Company had purchase obligations at the end of the charter periods, the Company accounted for the transaction as a financing arrangement. The Company pledged the shares in the subsidiaries chartering the vessels back from Ocean Yield and issued certain guarantees in line with standard terms contained in sale and leaseback transactions.

In February 2024, the Company signed an agreement to sell the vessels Bulk Shanghai and Bulk Seoul to an unaffiliated third party for a total consideration of US\$127.5 million. The Company exercised its option with Ocean Yield to effectuate the sale. Bulk Shanghai and Bulk Seoul were delivered to the new owner on March 20, 2024, and April 4, 2024, respectively, and the sale and leaseback arrangements were settled. The Company recognized a total gain of US\$40.9 million for the sale of Bulk Shanghai and Bulk Seoul during the twelve months ended December 31, 2024.

## NOTES

**11. FINANCIAL ASSETS AND LIABILITIES***Foreign currency risk*

The majority of our transactions, assets and liabilities are denominated in United States dollars. However, we incur expenditure in currencies other than United States dollars, mainly in Norwegian kroner. There is a risk that currency fluctuations in transactions incurred in currencies other than the functional currency will have a negative effect on the value of our cash flows. We are then exposed to currency fluctuations and we may enter into foreign currency swaps to mitigate such risk exposures.

*Fair values*

The guidance for fair value measurements applies to all assets and liabilities that are being measured and reported on a fair value basis. This guidance enables the reader of the financial statements to assess the inputs used to develop those measurements by establishing a hierarchy for ranking the quality and reliability of the information used to determine fair values. The same guidance requires that assets and liabilities carried at fair value should be classified and disclosed in one of the following three categories based on the inputs used to determine its fair value:

**Level 1:** Quoted market prices in active markets for identical assets or liabilities;

**Level 2:** Observable market based inputs or unobservable inputs that are corroborated by market data;

**Level 3:** Unobservable inputs that are not corroborated by market data.

The carrying value and estimated fair value of our cash and financial instruments are as follows:

(In millions of US\$)	Hierarchy	December 31, 2025		December 31, 2024	
		Fair value	Carrying value	Fair value	Carrying value
<b>Assets</b>					
Cash and cash equivalents	1	22.1	22.1	16.1	16.1
Restricted cash	1	0.1	0.1	0.1	0.1
<b>Liabilities</b>					
Other current liabilities (forward freight agreements)	2	0.8	0.8	-	-
Current portion long term debt	2	112.5	110.7	-	-
Long-term debt	2	-	-	112.5	110.1

Financial instruments included in the consolidated financial statements within 'Level 1 and 2' of the fair value hierarchy are valued using quoted market prices, broker or dealer quotations or alternative pricing sources with reasonable levels of price transparency. There have been no transfers between different levels in the fair value hierarchy during the periods presented.

*Concentrations of risk*

There is a concentration of credit risk with respect to cash and cash equivalents to the extent that all of the amounts are carried with Danske Bank and Nordea Bank. However, we believe this risk is remote, as Danske Bank and Nordea Bank are established financial institutions.

## NOTES

**12. SHARE BASED PAYMENT COMPENSATION**

In April 2022, the Board approved a grant of 60,000 share options to employees. Each share option gives the holder the right to purchase one share in the Company at an exercise price of US\$18 per share. The exercise price will be reduced by any dividends and cash distributions paid. The share options vest equally over a three-year vesting period, commencing one year from date of grant and will expire five years after the grant date. The total estimated cost is approximately US\$321k and has been expensed over the requisite service period. US\$27k has been expensed in the twelve months ended December 31, 2025. (US\$107k in the twelve months ended December 31, 2024).

In September 2024, the Board approved a grant of 115,000 share options to directors and employees. Each share option gives the holder the right to purchase one share in the Company at an exercise price of US\$16.7 per share. The exercise price will be reduced by any dividends and cash distributions paid. The share options vest equally over a three-year vesting period, commencing one year from date of grant and will expire five years after the grant date. The total estimated cost is approximately US\$345k and will be expensed over the requisite service period. US\$171k has been expensed in the twelve months ended December 31, 2025 (US\$70k has been expensed in the twelve months ended December 31, 2024).

	Outstanding share options	Weighted average remaining life	Weighted average exercise price	Weighted average grant date fair value
<b>Outstanding at December 31, 2023 - unvested</b>	<b>40 000</b>	<b>3.7</b>	<b>15.9</b>	<b>13.3</b>
<b>Outstanding at December 31, 2023 - exercisable</b>	<b>20 000</b>	<b>3.7</b>	<b>15.9</b>	<b>13.3</b>
Granted	115 000	5.0	16.7	12.9
Exercised	-	-	-	-
Exercisable	20 000	3.0	15.7	13.3
Forfeited	-	-	-	-
<b>Outstanding at December 31, 2024 - unvested</b>	<b>135 000</b>	<b>4.3</b>	<b>15.5</b>	<b>12.9</b>
<b>Outstanding at December 31, 2024 - exercisable</b>	<b>40 000</b>	<b>2.3</b>	<b>12.5</b>	<b>13.3</b>
Granted	-	-	-	-
Exercised	(10 000)	1.4	11.4	13.3
Exercisable	58 333	3.3	14.3	13.0
Forfeited	-	-	-	-
<b>Outstanding at December 31, 2025 - unvested</b>	<b>76 667</b>	<b>3.7</b>	<b>14.6</b>	<b>12.9</b>
<b>Outstanding at December 31, 2025 - exercisable</b>	<b>88 333</b>	<b>2.3</b>	<b>12.6</b>	<b>13.1</b>

The exercise price of US\$18 per share for the share options granted in April, 2022 was reduced with total cash distributions and dividends of US\$1.46, US\$3.58, US\$0.82 and US\$1.12 for 2025, 2024, 2023 and 2022, respectively. The exercise price of US\$16.7 per share for the share options granted in September 2024, was reduced with total dividends of US\$1.46 and US\$0.66 for 2025 and 2024, respectively.

The fair value of the share options granted in September 2024 and April 2022 was calculated using the Black-Scholes method. The significant assumptions used to estimate the fair value of the share options are set out below:

	2024	2022
Grant date	September 10	April 7
Risk-free rate	3.84%	2.66%
Expected life	4.5 years	4 years
Expected future volatility	32%	61%

## NOTES

**13. COMMITMENTS AND CONTINGENCIES**

The Company insures the legal liability risks for its shipping activities with Assuranceforeningen SKULD and Assuranceforeningen Gard Gjensidig, both mutual protection and indemnity associations. As a member of these mutual associations, the Company is subject to calls payable to the associations based on the Company's claims record in addition to the claim records of all other members of the associations. A contingent liability exists to the extent that the claims records of the members of the associations in the aggregate show significant deterioration, which result in additional calls on the members.

To the best of our knowledge, there are no legal or arbitration proceedings existing or pending which have had or may have significant effects on our financial position or profitability and no such proceedings are pending or known to be contemplated.

**14. RELATED PARTY TRANSACTIONS**

Himalaya Shipping is considered a related party due to its 40% ownership in 2020 Bulkera Management AS. During the twelve months ended December 31, 2025, the Company charged Himalaya Shipping approximately US\$1.6 million (US\$1.4million during the twelve months ended December 31, 2024) in management fee recognized as Other operating income. As of December 31, 2025 and 2024, the Company had US\$0.4 million and US\$0.3 million, respectively, recognized as a receivable on Himalaya Shipping presented under Accrued revenues in the consolidated balance sheets.

**15. COMPENSATION**

During the year ended December 31, 2025, we paid our executive officers (CEO, CFO, CTO and COO) aggregate compensation of US\$2.0 million (2024: US\$1.8 million). In addition to cash compensation, we recognized US\$132k during the year ended December 31, 2025 (2024: 150k), relating to share options granted to executive officers. As of December 31, 2025, the members of Management and Directors that hold shares and share options of the Company are set out below:

Name	Position	Shares	Share options
Lori Wheeler Naess	Director	-	7 500
Viggo Bang-Hansen	Director	-	7 500
Magnus Halvorsen*	Chairperson	2 032 118	20 000
Vidar Hasund	CFO	90 000	20 000
Lars-Christian Svensen	CCO	4 700	30 000
Christian Dahll	COO	26 950	5 000
Petter Lalic	CTO	800	15 000

\* 1,527,026 shares held through his controlled company MH Capital AS, and 505,092 shares held privately.

**Auditors fee:**

(In millions of US\$)	12 months to December 31, 2025	12 Months to December 31, 2024
Statutory audit fee	0.1	0.2
Other non-auditing services	-	-
<b>Total fees</b>	<b>0.1</b>	<b>0.2</b>

## NOTES

## 16. SHAREHOLDERS' EQUITY

At the 2024 Annual General Meeting held May 7, 2024, it was approved to reduce the Share Premium Account (Recognized as Additional paid-in capital in the Consolidated Statements of Changes in Shareholders' Equity) of the Company by US\$889,250 and to credit the same amount resulting from the reduction to the Company's Contributed Surplus account, with effect from May 7, 2024.

	Number of shares
<b>Outstanding as of December 31, 2023</b>	<b>22 870 906</b>
<b>Outstanding as of December 31, 2024</b>	<b>22 870 906</b>
Share issue on exercise of options November: US\$11.42 per share	10 000
<b>Outstanding as of December 31, 2025</b>	<b>22 880 906</b>

## Largest shareholders as of December 31, 2025:

Name	Holding of shares	In %
Avanza Bank AB	1 763 056	7.71
The Bank of New York Mellon SA/NV (nominee)	1 559 191	6.81
MH Capital AS	1 527 026	6.67
J.P. Morgan Securities LLC (nominee)	1 514 661	6.62
Brown Brothers Harriman & Co. (nominee)	1 487 558	6.50
Citibank, N.A. (nominee)	837 161	3.66
Skandinaviska Enskilda Banken AB (nominee)	818 695	3.58
Clearstream Banking S.A. (nominee)	693 787	3.03
Klaveness Invest AS	534 181	2.33
Verdipapirfondet DNB Smb	507 816	2.22
Magnus Halvorsen	505 092	2.21
Nordnet Bank AB (nominee)	442 979	1.94
State Street Bank and Trust Comp (nominee)	424 500	1.86
Nordnet Livsforsikring AS	413 135	1.81
DNB Bank ASA	407 492	1.78
Fredrik Halvorsen	357 490	1.56
Svenska Handelsbanken AB (nominee)	324 460	1.42
Folketrygdfondet	270 025	1.18
Danske Bank A/S (nominee)	209 813	0.92
Torstein Tvenge	200 000	0.87
<b>Total</b>	<b>14 798 118</b>	<b>64.67</b>
Other shareholders	8 082 788	35.33
<b>Total</b>	<b>22 880 906</b>	<b>100.00</b>

# NOTES

## 17. SUBSEQUENT EVENTS

### *Dividends*

In January 2026, the Company declared a dividend of US\$0.23 per share for December 2025.

In February 2026, the Company declared a dividend of US\$0.15 per share for January 2026.

In March 2026, the Company declared a dividend of US\$0.10 per share for February 2026.

### *Sale of shares*

In February 2026, the Company has agreed to sell 14% and 36% of 2020 Bulkera Management AS to Himalaya Shipping and Bruton Limited, respectively, for total proceeds of NOK 4 million.

### *Share issuance*

In connection with exercise of share options, the Company has issued 50,000 common shares on February 20, 2026. Following the share issuance, 2020 Bulkera Ltd. has an issued share capital of US\$22,930,906 divided into 22,930,906 common shares of par value US\$1.00 each.

### *Delivery of vessel*

On March 5, 2026, Bulk Santos was delivered to the new owner following the agreement in November 2025 to sell the vessel.

The Company has evaluated subsequent events through March 9, 2026, which is the date the financial statements were available to be issued.

## RECONCILIATION OF ALTERNATIVE PERFORMANCE MEASURES

(In millions of US\$)	12 months to December 31, 2025	12 months to December 31, 2024
<b>Operating profit</b>	<b>36.7</b>	<b>83.7</b>
Depreciation and amortization	7.9	9.5
<b>EBITDA</b>	<b>44.6</b>	<b>93.2</b>

(In millions of US\$, except per day data)	12 months to December 31, 2025	12 months to December 31, 2024
<b>Time charter revenues</b>	<b>63.1</b>	<b>71.7</b>
Realized gain (loss) on forward freight agreements	-	-
Address commission	2.3	2.5
<b>Operating revenues, gross</b>	<b>65.4</b>	<b>74.3</b>
Fleet operational days	2 094	2 328
<b>Average time charter equivalent rate, gross</b>	<b>31 200</b>	<b>31 900</b>

The European Securities and Markets Authority (“ESMA”) issued guidelines on Alternative Performance Measures (“APMs”) that came into force on July 3, 2016. The Company has defined and explained the purpose of the following APMs:

EBITDA, when used by the Company, means operating profit (loss) excluding depreciation and amortization. The Company has included EBITDA as a supplemental disclosure because the Company believes that the measure provides useful information regarding the Company’s ability to service debt and pay dividends and provides a helpful measure for comparing its operating performance with that of other companies.

Average time charter equivalent rate, gross, when used by the Company, means time charter revenues and voyage charter revenues excluding address commission plus realized gain (loss) on forward freight agreements, less voyage charter expenses and adjusted from “load to discharge” basis to “discharge to discharge” basis and divided by operational days. The Company has included Average time charter equivalent rate, gross, as a supplemental disclosure because the Company believes that the measure provides useful information regarding the fleets’ daily income performance.

# AUDITORS' REPORT



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Medlemmer av Den norske Revisorforening

To the General Meeting in 2020 Bulkera Ltd.

## INDEPENDENT AUDITOR'S REPORT

### Report on the audit of the financial statements

#### Opinion

We have audited the financial statements of 2020 Bulkera Ltd. and its subsidiaries (the Group), which comprise Consolidated Balance Sheets as at 31 December 2025, Consolidated Statements of Operations, Consolidated Statements of Changes in Shareholders' Equity and Consolidated Statements of Cash Flows for the year then ended, and notes to the financial statements, including significant accounting policies.

In our opinion, the financial statements of the Group present fairly, in all material respects, the financial position of the Group as at 31 December 2025 and its financial performance and cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America (US GAAP).

Our opinion is consistent with our additional report to the audit committee.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the Group in accordance with the requirements of the relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* (the IESBA Code) as applicable to audits of financial statements of public interest entities, 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 opinion.

To the best of our knowledge and belief, no prohibited non-audit services referred to in the Audit Regulation (537/2014) Article 5.1 have been provided.

We have been the auditor of the Group for 1 year from the election by the general meeting of the shareholders on 6 May 2025 for the accounting year 2025.

#### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for 2025. We have determined that there are no key audit matters to communicate in our report.

#### Other information

The Board of Directors (management) is responsible for the information in the Board of Directors' report and the other information presented with the financial statements. The other information consists of the information included in the annual report other than the financial statement and our auditor's report. Our opinion on the financial statements does not cover the information in the Board of Directors' report and the other information presented with the financial statements.

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AUDITORS'  
REPORT

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In connection with our audit of the financial statements, our responsibility is to read the information in the Board of Directors' report and for the other information presented with the financial statements. The purpose is to consider if there is material inconsistency between the information in the Board of Directors' report and the other information presented with the financial statements and the financial statements or our knowledge obtained in the audit, or otherwise the information in the Board of Directors' report and for the other information presented with the financial statements otherwise appears to be materially misstated. We are required to report if there is a material misstatement in the Board of Directors' report and the other information presented with the financial statements. We have nothing to report in this regard.

Based on our knowledge obtained in the audit, it is our opinion that the Board of Directors' report

- is consistent with the financial statements and
- contains the information required by applicable statutory requirements.

Our statement on the Board of Directors' report applies correspondingly for the statement on Corporate Governance.

### Responsibilities of management for the financial statements

Management is responsible for the preparation of the financial statements that give a fair presentation in accordance with US GAAP, 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 Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group 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 will always detect a material misstatement when it exists.

Misstatements can 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 users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group'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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the board of directors 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.

We also provide the audit committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the board of directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on other legal and regulatory requirement

### Report on compliance with requirement on European Single Electronic Format (ESEF)

#### *Opinion*

As part of the audit of the financial statements of 2020 Bulklers Ltd. we have performed an assurance engagement to obtain reasonable assurance about whether the financial statements included in the annual report, with the file name 2020OL-2025-12-31-1-en.xhtml, have been prepared, in all material respects, in compliance with the requirements of the Commission Delegated Regulation (EU) 2019/815 on the European Single Electronic Format (the ESEF Regulation) and regulation pursuant to Section 5-5 of the Norwegian Securities Trading Act, which includes requirements related to the preparation of the annual report in XHTML format.

In our opinion, the financial statements, included in the annual report, have been prepared, in all material respects, in compliance with the ESEF Regulation.

Independent auditor's report - 2020 Bulklers Ltd. 2025

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*Management's responsibilities*

Management is responsible for the preparation of the annual report in compliance with the ESEF Regulation. This responsibility comprises an adequate process and such internal control as management determines is necessary.

*Auditor's responsibilities*

Our responsibility, based on audit evidence obtained, is to express an opinion on whether, in all material respects, the financial statements included in the annual report have been prepared in accordance with the ESEF Regulation. We conduct our work in accordance with the International Standard for Assurance Engagements (ISAE) 3000 – "Assurance engagements other than audits or reviews of historical financial information". The standard requires us to plan and perform procedures to obtain reasonable assurance about whether the financial statements included in the annual report have been prepared in accordance with the ESEF Regulation.

As part of our work, we perform procedures to obtain an understanding of the Group's processes for preparing the financial statements in accordance with the ESEF Regulation. We test whether the financial statements are presented in XHTML-format. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Oslo, 9 March 2026  
ERNST & YOUNG AS

*The auditor's report is signed electronically*

Are Øverby Svendsen  
State Authorised Public Accountant (Norway)

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**Are Svendsen**

**State Authorised Public Accountant (Norway)**

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