BRUTON LIMITED

ANNUAL REPORT

2024

Contents

BRUTON LIMITED

BOARD OF DIRECTORS' REPORT

Bruton Limited (the "**Company**" or "**Bruton**" and together with its subsidiaries, the "**Group**") is a limited liability company incorporated in Bermuda on July 12, 2023. The Company's shares are traded on Oslo Euronext Growth under the ticker "BRUT".

The Group is an owner of two very large crude oil tankers (VLCCs) under construction at New Times Shipyard in China ("**New Times**"), currently scheduled for delivery in August 2026 and December 2026, respectively (the "**Vessels**"). The Group's corporate strategy is to maximize shareholder returns from the two Vessels, while simultaneously maintaining an opportunistic business development approach within the maritime and cyclical industries. This strategy involves continuously monitoring market trends and identifying assets and emerging sectors that present unproportional risk-reward.

KEY EVENTS IN 2024

- The Company reported net loss of US$0.1 million.
- Issued remaining 1,748,730 common shares with a subscription price of US$2.00 per share in January 2024 in relation to the completed second equity offering.
- Following the second equity offering, the Group paid the second instalments for the Vessels under the building contracts with New Times totalling US$15.2 million, in January 2024.
- The Group established a new holding company, Andes Tankers I Ltd., and transferred the shares in the subsidiaries holding the building contracts from Bruton to Andes Tankers I Ltd.
- The Company was listed on Oslo Euronext Growth in November 2024.
- On October 21, 2024, Mr. Erling Lind resigned as a Director of the Company and was replaced with Patrick Schorn who was appointed Director of the Company from October 21, 2024.
- Gunnar Winther Eliassen was appointed as Contracted CEO under a secondment agreement with Magni Partners (Bermuda) Ltd.
- Entered into various support agreements securing a lean and cost-efficient structure until delivery of the Company's vessels.

1. CORPORATE DEVELOPMENTS AND FINANCING

In December 2023, the Company completed a second private placement to secure financing for the second instalment for the Vessels under the building contracts with New Times. The Company raised US$15.5 million in gross proceeds through the issuance of 7,750,000 shares at a subscription price of US$2.00 per share, of which gross proceeds of US$3.5 million was received in January 2024 pertaining to 1,748,730 shares.

Following the completed second private placement, the Group proceeded with scheduled payments of the second instalment for the Vessels in January 2024, totalling US$15.2 million. Hence, the Group has now paid the first two instalments for the Vessels, totaling US$26.8 million representing 10% of the total contract price.

In October 2024, the Group's organisational structure was adjusted by establishing a new holding company, Andes Tankers I Ltd, for the purpose of facilitating any further investments by Bruton. The shares in the subsidiaries holding the building contracts were then transferred from Bruton to Andes Tankers I Ltd.

The Company targets to have a lean structure with limited cost incurred until delivery of the Vessels or further investments require otherwise. The Company has therefore entered into various cost-efficient support-agreements. These agreements include corporate and commercial support from Magni Partners (Bermuda) Ltd., accounting and treasury services from Himalaya Shipping Management (UK) Limited, certain limited technical services relating to the newbuilding program from 2020 Bulkers Management AS and corporate secretarial services from Golar Management (Bermuda) Ltd. Pursuant to the arrangements with Magni, Mr. Eliassen has been seconded to the Company as its Contracted CEO from October 2024. Building supervision, plan approval and technical negotiations for the Vessels have been subcontracted to SeaQuest Marine S.A.

The Company has not yet commenced active operations or engaged in significant investments other than the building contracts and is not expected to do so until closer to the delivery of the Vessels or in connection with other strategic investments by the Group.

2. GOING CONCERN AND OUTLOOK

In accordance with section 2-2 (8) 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 on a going concern basis.

The Company is adequately financed to meet its near-term obligations and has working capital to meet its current operational needs. The Company, however, does not currently have sufficient financing to pay the future shipyard instalments for the Vessels. The third instalments on the two vessels are currently expected to be due in August 2025 and January 2026, each amounting to $13.4 million. In addition, the fourth instalment on one vessel is due in March 2026 and amounts to $13.4 million. Consequently, the Company does not currently have sufficient working capital to fund its committed capital program for the next 12 months which raises substantial doubt about the Company's ability to continue as a going concern. To obtain the necessary financing to pay the above-mentioned instalments and the remaining purchase amount, the Company plans to raise further equity, seek third party debt financing, sell assets or a combination thereof.

The Company can, with the resources available to it in its board of directors, the Contracted CEO, and pursuant to the corporate support agreement with Magni, refer to an established track record, extensive experience, and a demonstrated ability to successfully navigate cyclical markets while protecting and enhancing shareholder value. The Company believes it has the ability to raise further capital for its newbuilding program.

There is, however, no guarantee that the Company will be successful in obtaining the required financing. If the Company is not able to finance the payment of future installments, the Company would primarily seek to defer the payment schedule with New Times Shipyard. Failing to do so, the Company could explore divestment of one or both of the newbuilding contracts, and the Company may not take delivery and become the owner of the vessels. Further, New Times Shipyard may be entitled to claim damages from the Company, including claiming that it would not need to repay the amounts paid to it by the Company and thus, the Company may lose part or, all of, the proceeds from the private placements. In addition, the Company may, on certain terms and conditions, be liable for an amount higher than the proceeds from the private placements and thus may be required to fund such further amount or enter into insolvency proceedings.

3. HEALTH, SAFETY AND ENVIRONMENT

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

Bruton has outsourced the building supervision of the Vessels and the management of the Company to third party contractors. Safety is at the core of our activities and we have a commitment to safeguard persons from harm or injury and prevent damage to property. Bruton's contracted management and supervisory partner are expected to identify risks and implement safe work practices.

The Company, by ordering two VLCC vessels with dual fuel propulsion (conventional and LNG), demonstrates that the Company prioritizes reducing emissions and minimizing the environmental impact of its future operations. The Vessels are designed with advanced safety systems to ensure the well-being of the crew and the protection of the marine environment. Additionally, dual fuel technology is expected to enhance operational flexibility, enabling the Group to adapt to evolving environmental regulations while maintaining high standards of safety and efficiency.

4. HUMAN RESOURCES AND DIVERSITY

The Company prohibits all discrimination on the basis of gender, race, colour, 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 future recruitment, hiring, compensation, access to training, employee benefits and services, promotion, termination and retirement, irrespective of age, gender, race, colour, 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.

Other than the contracted CEO, the Group currently has no employees. The Board of Directors consists of three members of which one is female and two are male.

5. MANAGEMENT DISCUSSION AND ANALYSIS

Consolidated Statements of Operations
General and administrative expenses for the year ended December 31, 2024 was US$0.4 million, compared to US$20,000 for the year ended December 31, 2023. The increase is primarily due to costs relating to the Euronext Growth listing such as legal, advisory and listing fees, and secondment fees for the contracted CEO from October 1, 2024. The Company targets to have a lean structure with limited cost incurred until delivery of the vessels.

Consolidated Balance Sheets
The Company had total assets of US$40.0 million as of December 31, 2024 compared to US$27.5 million as of December 31, 2023. The increase is primarily due to an increase in newbuildings for payment of the 2nd instalment under the building contracts with New Times.

Total shareholders' equity was US$30.8 million as of December 31, 2024 compared to US$27.4 million as of December 31, 2023. The increase is primarily due to the remaining net proceeds from the second private placement received in January 2024.

Consolidated Statements of Cash Flows
Net cash flows from operating activities was US$nil in the years ended December 31, 2024 and 2023.

Net cash used in investing activities was US$15.4 million in the year ended December 31, 2024, primarily consisting of payments for the second instalment of US$15.3 million on the newbuildings. Net cash used in investing activities was US$11.6 million in the year ended December 31, 2023, primarily consisting of payments for the first instalment of US$11.6 million on the newbuildings.

Net cash provided by financing activities was US$3.5 million in the year ended December 31, 2024, primarily consisting of the remaining net proceeds from the second private placement. Net cash provided by financing activities was US$27.4 million in the year ended December 31, 2023, primarily consisting of the net proceeds from the first and second private placements.

6. CORPORATE GOVERNANCE REPORT

The Company has prepared a Corporate Governance Report which is included as a separate section of this Annual Report. The Company has based its corporate governance principles on the Norwegian Code of Practice for Corporate Governance published on October 14, 2021, (the "**Code**"). There are, however, some areas where the Company's governance principles deviate 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.

7. RISK FACTORS

The Company faces various risks, including market, operational, and financial challenges. One key risk is the difficulty in identifying and acquiring businesses that align with the Group's strategic goals at favourable prices, especially due to the cyclical nature of the industries it operates in.

Below is a discussion of other key risks which are not meant to be exhaustive:

Volatility in pricing and economic downturns may impact profitability and investment outcomes. The Group mitigates these risks by leveraging market insights and timing.

Risks also exist in the construction and delivery of the Vessels, where delays or non-performance by New Times could affect financials. To mitigate these risks, the Group has secured refund guarantees ensuring compensation for undelivered Vessels. Still, a risk of failure to secure payment under these guarantees remains. Financing risks are another key risk factor. In order to meet its future financing needs, the Group is dependent on raising additional equity, seeking third-party debt financing, selling assets, or a combination thereof. While the Group has a track record of raising capital, there is no absolute guarantee that the Company will be successful in future funding. Market volatility, particularly in the shipping industry, could impact asset values and demand. Fluctuations in oil prices, global economic conditions, and changes in trade patterns can impact asset valuations and demand for shipping services and in turn the Group's assets.

The Group is also exposed to counterparty risks relating to contracts it has entered into and may enter into in the future. Default or non-performance by any counterparty could result in significant losses which in turn could have a material adverse effect on the Group's financial condition.

Environmental laws impose strict liability for oil spills and hazardous substance releases, potentially holding the Company accountable for damages regardless of fault. Non-compliance could result in fines, operational restrictions, or damage to the Group's reputation. While the Group complies with current laws, future compliance costs remain uncertain.

The Group currently has no tax liability outside Bermuda. However, it may become tax resident in Norway if its management activities are primarily conducted there. Changes in tax regulations in other jurisdictions may also affect the Group's costs and returns.

The Group has yet to secure insurance agreements (including director and officer liability insurance) that meet industry standards and cannot guarantee that adequate coverage will be obtained on favourable terms. Insufficient insurance or challenges in securing appropriate coverage could expose the Group to significant liabilities.

Economic and geopolitical factors, such as sanctions, tariffs, trade policy changes, local unease or conflicts, international disputes and war scenarios may affect the Group's operations.

With increasing global political tension, for example, in the Middle East and the areas around the Red Sea and the Suez canal, and the Russian invasion of Ukraine, resulting in complex sanctions regime and trading restrictions, multiple factors may affect the global oil market and transportation of crude oil as well as global trading routes and the safety, efficiency and pricing thereof.

Finally, the Group recognizes the uncertainties related to its future cost base, particularly when preparing for the commercial operation of its newbuild vessels. Fluctuations in operational costs could impact financial outcomes. The Group is committed to establishing operational frameworks to manage these costs efficiently.

8. FORWARD-LOOKING STATEMENT

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 "target", "plan", "believe", "continue", "expect", "may", "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 Bruton 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 herein speak only as of the date hereof and are subject to change without notice.

9. ABOUT BRUTON LIMITED

The Company's primary business is not limited to the ownership and operation of the Vessels, but is designed to capture value across multiple sectors and situations offering unproportional risk reward. Maritime sectors will continue to be of interest, but the Company will remain open to opportunities in other industries where market fluctuations or other factors present favorable entry points. The Group's approach to M&A is opportunistic and strategic, targeting both individual assets, equity stakes in companies and specific private projects where the deployment of its financial and operational expertise can help unlock value.

March 31, 2025

/s/ Bjorn Isaksen	/s/ Patrick Schorn	/s/ Mi Hong Yoon
Bjorn Isaksen	Patrick Schorn	Mi Hong Yoon
Director	*Director*	*Director*

RESPONSIBILITY STATEMENT

We confirm that, to the best of our knowledge, the consolidated financial statements for 2024, which have been prepared in accordance with US GAAP give a true and fair view of the Company's consolidated assets, liabilities, financial position and results of operations. To the best of our knowledge the 2024 report includes a fair review of the information required under the Norwegian Securities Trading Act section 5-6 fourth paragraph.

March 31, 2025

/s/ Bjorn Isaksen	/s/ Patrick Schorn	/s/ Mi Hong Yoon
Bjorn Isaksen	Patrick Schorn	Mi Hong Yoon
Director	*Director*	*Director*

BRUTON LIMITED

CORPORATE GOVERNANCE REPORT

Bruton Limited ("**Bruton**" or the "**Company**") is a company organized and existing under the laws of the Islands of Bermuda. The corporate governance principles applicable to it are set out in the Bermuda Companies Act 1981, its bye-laws (the **"Bye-Laws"**) and its memorandum of association.

The Company has, through its Norwegian registrar, Equro Issuer Services AS ("**Equro**"), issued Sponsored Norwegian Depository Receipts ("**SNDRs**") in Euronext Securities Oslo (the "**VPS**"), each of which represents the beneficial ownership right to one ordinary share in the Company and the shareholder rights connected thereto. When this document speaks of "shareholders" and "shares", it refers to holders of the SNDRs in the VPS and the SNDRs mirroring the underlying shareholder rights exercised by the SNDR holders through Equro.

As a consequence of the listing of the Company's shares on the Euronext markets in Norway, 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. Bruton's Corporate Governance Policy

The overall corporate governance policy of Bruton 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 Bruton's business activities.

The most important recommendation of relevance to the Company's corporate governance is the Norwegian Code of Practise for Corporate Governance of 14 October 2021 (the "**Code**").

The Board recognizes that the Code represents an important standard for corporate governance for companies whose shares are listed on the Euronext markets. 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.

The Board has codified certain corporate governance principles in a "Code of Conduct," applicable to all employees in the Company and its subsidiaries (the "**Bruton Group**").

The Code of Conduct can be obtained upon request to the Company.

The Board has formulated the Company's overall mission and the core values on which all of the activities of the Bruton Group shall be based. These can be found in the Company's Information Document relating to its listing of SNDRs on Euronext Growth Oslo (the "**Information Document**").

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

Bruton's memorandum of association describes the Company's objects 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's primary business is not limited to the ownership and operation of its two VLCCs under construction, but is designed to capture value across multiple sectors and situations offering unproportional risk reward. Maritime sectors will continue to be of interest, but the Company will remain open to opportunities in other industries where market fluctuations or other factors present favourable entry points. The Company's approach to M&A is opportunistic and strategic, targeting both individual assets, equity stakes in companies and specific private projects where the deployment of its financial and operational expertise can help unlock value. The Board will consider financial, social and environmental considerations in its business plan. The Board has put in place guidelines for ethical conduct and social responsibility.

The Board evaluates its objectives, risks and strategies annually.

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 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 dividends 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 and ratifications of this 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

Bruton 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.

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.

The Board will only transact in the Company's shares at their market value (as reflected in the share price quoted on such Euronext market as the Company is admitted to/listed on) from time to time.

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 Bruton Group intends to conclude.

Following these guidelines, any Directors and/or member 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 Bruton Group.

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 7 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 relevant Euronext market's Code of Practice for Investor Relations.

The Board shall ensure that as many shareholders as possible are able to participate 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 7 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; and
- ensure that the shareholders may vote for each and all of the candidates for the Board.

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. 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 executive management and material business contacts. No Director is employed by the Bruton Group.

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 their 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.

The Company and the Board aims to have a qualified Board (and other corporate committees established from time to time), with a reasonable representation with regard to age, gender and background. Currently, the Board consists of one female and two male Directors, with different geographical and occupational background. The Company does not have a nomination committee, and has not yet established firm guidelines for the nomination of and requirements for potential Directors. The

Board shall continuously consider whether such guidelines are required.

A short description of the current Directors is available in the Information Document.

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 Bruton Group's senior managers with particular emphasis on establishing clear internal allocation of responsibilities and duties.

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.

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

The Bermuda Companies Act does not require the Company to establish such committees. The Board is of the opinion that there are no reasons to establish an audit committee or a remuneration committee at present but will continuously consider whether this should be established as the Company's business develops.

The Board will 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.

10. Risk management and internal control

The Board is focused on ensuring that the Bruton 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 Bruton operations.

Bruton is committed to protecting the health and safety of all of the Bruton employees and contractors in all their activities for Bruton and is committed to ensure generally accepted QHSE principles are integrated in everything Bruton does.

The Board supervises the Company's internal control systems.

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 under the Company's share option scheme.

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

Bruton 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 the Executive Management

As the executive management of the Group is currently externally contracted resources, the Board has not put in place guidelines on the salary and other remuneration for executive personnel.

The Board is of the opinion that the remuneration structure of the contractors providing the executive management functions is aligned with the shareholders' interests, is clear and easily understandable, and contributes to the company's commercial strategy, long-term interests and financial viability.

The Board will continuously consider the remuneration structure for the current and future contracted human resources and for any employed management functions from time to time.

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. The Company has not established guidelines for the company's reporting of financial and other information or for the company's contact with shareholders, but will comply with mandatory requirements to it in such respects.

Such information may also be found on the website of Oslo Børs (www.euronext.com/nb/markets/oslo).

Information to Bruton 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, given the status of the group's development, not prepared specific guidelines applicable in the event a general offer is made for its shares but will continuously consider the adequacy of and requirement for such guidelines.

Nevertheless, in the event an offer is made for the Company's shares, the Board will seek to ensure that the Company's business activities are not disrupted unnecessarily. 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.

The Board will not pass any resolutions with the intention of obstructing the completion of any take-over offer unless this is approved by the General Meeting following the announcement of such offer.

If a take-over 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 take-over offer is made in order to provide guidance to its shareholders as to whether to accept such offer or not.

15. Auditor

The Board will, each year, agree a plan for the audit of the Bruton accounts with its auditor. The Board will furthermore interact regularly with the auditor within the scope of this plan.

BRUTON LIMITED

Consolidated Financial Statements

As of and for the year ended December 31, 2024 and the period from
July 12, 2023 to December 31, 2023

Bruton Limited

Consolidated Statements of Operations

(In $ thousands except per share data)

	Notes	Year ended December 31, 2024	Period from July 12, 2023 to December 31, 2023
Operating expenses			
General and administrative expenses		(359)	(20)
Total operating expenses		**(359)**	**(20)**
Operating loss		**(359)**	**(20)**
Financial income (expenses), net			
Interest income		211	56
Other financial income, net		—	—
Total financial income, net		**211**	**56**
Net income (loss) before income tax		**(148)**	**36**
Income tax (expense) / credit	4	—	—
Net income (loss) attributable to shareholders of Bruton Limited		**(148)**	**36**
Total comprehensive income (loss) attributable to shareholders of Bruton Limited		**(148)**	**36**
Basic and diluted earnings (loss) per share	**6**	**(0.01)**	**0.01**

The accompanying notes are an integral part of these Consolidated Financial Statements.

Bruton Limited

Consolidated Balance Sheets

(In $ thousands except share and per share data)

	Notes	December 31, 2024	December 31, 2023
ASSETS			
Current assets			
Cash and cash equivalents	8	4,012	15,915
Prepayments and other current assets			—
Total current assets		**4,012**	**15,915**
Non-current assets			
Newbuildings	7	26,981	11,570
Total non-current assets		**26,981**	**11,570**
Total assets		**30,993**	**27,485**
LIABILITIES AND SHAREHOLDER'S EQUITY			
Current liabilities			
Trade payables		163	47
Accrued expenses		52	3
Total current liabilities		**215**	**50**
Total liabilities		**215**	**50**
Commitment and contingencies	9		
Shareholders' Equity			
Common shares of par value $0.1 per share: authorized 400,000,000 (2023: 400,000,000) shares, issued and outstanding 15,600,000 (2023: 13,851,270) shares	11	1,560	1,385
Additional paid-in capital		29,330	26,014
Retained earnings/(Accumulated deficit)		(112)	36
Total shareholders' equity		**30,778**	**27,435**
Total liabilities and shareholders' equity		**30,993**	**27,485**

The accompanying notes are an integral part of these Consolidated Financial Statements.

Bruton Limited

Consolidated Statements of Cash Flows

(In $ thousands)

	Notes	Year ended December 31, 2024	Period from July 12, 2023 to December 31, 2023
Cash Flows from Operating Activities			
Net income (loss)		(148)	36
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Changes in assets and liabilities:			
Trade payables and accrued expenses		165	9
Net cash provided by operating activities		**17**	**45**
Cash Flows from Investing Activities			
Additions to newbuildings		(15,411)	(11,570)
Net cash used in investing activities		**(15,411)**	**(11,570)**
Cash Flows from Financing Activities			
Proceeds from issuance of common shares, net of paid issuance costs	11	3,491	27,440
Net cash provided by financing activities		**3,491**	**27,440**
Net (decrease)/increase in cash and cash equivalents		**(11,903)**	**15,915**
Cash and cash equivalents at the beginning of the period		15,915	—
Cash and cash equivalents at the end of the period		**4,012**	**15,915**

The accompanying notes are an integral part of these Consolidated Financial Statements.

Bruton Limited
Consolidated Statements of Changes in Equity
(In $ thousands except share data)

	Number of outstanding shares	Common shares	Additional paid in capital	Retained earnings	Total equity
Incorporation July 12, 2023	**100,000**	**10**	**—**	**—**	**10**
Issuance of common shares in October 2023	7,750,000	775	14,725	—	15,500
Issuance of common shares in December 2023	6,001,270	600	11,403	—	12,003
Equity issuance costs		—	(114)		(114)
Total comprehensive income		—	—	36	36
Balance as of December 31, 2023	**13,851,270**	**1,385**	**26,014**	**36**	**27,435**

	Number of outstanding shares	Common shares	Additional paid in capital	Retained earnings/ Accumulated Deficit	Total equity
Balance as of December 31, 2023	**13,851,270**	**1,385**	**26,014**	**36**	**27,435**
Issuance of common shares in January 2024	1,748,730	175	3,322	—	3,497
Equity issuance costs		—	(6)	—	(6)
Total comprehensive loss		—	—	(148)	(148)
Balance as of December 31, 2024	**15,600,000**	**1,560**	**29,330**	**(112)**	**30,778**

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

Note 1 - General Information

Bruton Limited (formerly known as Andes Tankers Ltd.) (together with its subsidiaries, the "Company" or the "Group") is a limited liability company incorporated in Bermuda on July 12, 2023. The Company's shares started trading on the Euronext Growth under the ticker "BRUT" from November 28, 2024. The Company was founded for the purpose of owning high-quality crude oil tankers in the range of 299,500 dead weight tonnes ("dwt") and has agreements with New Times Shipyard in China to acquire two crude oil tankers, which will be equipped with the latest generation dual fuel LNG technology. The two vessels are currently targeted for delivery in August 2026 and December 2026. The Group has two wholly owned ship owning subsidiaries incorporated in Liberia. In addition, the Company intends to actively seek further opportunities focused on the energy and transportation industries.

As used herein, and unless otherwise required by the context, the terms "Company", "we", "Group", "our" and words of similar import refer to Bruton Limited and its consolidated companies. The use herein of such terms as "group", "organization", "we", "us", "our" and "its" or references to specific entities, is not intended to be a precise description of corporate relationships.

Note 2 - Basis of Preparation and Accounting Policies

Basis of preparation

The consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). Amounts are presented in United States Dollar ("US dollar or $") rounded to the nearest thousands, unless otherwise stated. Subsequent events have been reviewed from period end to the issuance of the consolidated financial statements on March 31, 2025.

The accounting policies set out below have been applied consistently to all periods in these consolidated financial statements.

The principal accounting policies are set out below.

Principle of Consolidation

The consolidated financial statements include the assets and liabilities of us and our wholly owned subsidiaries. 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.

Going concern

The financial statements have been prepared on a going concern basis.

As of December 31, 2024, the Company has not commenced operations, has cash and cash equivalents of $4.0 million and outstanding commitments under the newbuilding contracts of $240.9 million. The Company is dependent on debt financing and equity financing to finance the newbuilding contracts for the vessels and working capital requirements which indicate that a material uncertainty exists that raises substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

The Company's primary source of liquidity has so far been the net proceeds from the private issuance of equity, which have been partly used to finance the first and second installments for the vessels and for general corporate purposes. The Company has working capital to meet its current operational needs. The Company does not currently have sufficient financing to pay for the future shipyard installments for the vessels. The third instalments on the two vessels are expected to become due in August 2025 and January 2026, respectively, each amounting to $13.4 million. In addition, the fourth instalment on one vessel is due in March 2026 and amounts to $13.4 million.

Consequently, the Company is of the opinion that it currently does not have sufficient working capital to fund its committed capital program for the next 12 months.

To obtain the necessary financing to pay the remaining purchase amount, the Company plans to raise further equity, seek third party debt financing or a combination thereof.

The Company can, with the resources available to it in its board of directors, the Contracted CEO, and pursuant to the corporate support agreement with Magni (see note 9), refer to an established track record, extensive experience, and a demonstrated ability to successfully navigate cyclical markets while protecting and enhancing shareholder value. The Company believes it has the ability to raise further capital for its newbuilding program.

There is, however, no guarantee that the Company will be successful in obtaining the required financing. If the Company is not able to finance the payment of future installments, the Company would primarily seek to defer the payment schedule with New Times Shipyard. Failing to do so, the Company could explore divestment of one or both of the newbuilding contracts, and the Company may not take delivery and become the owner of the vessels. Further, New Times Shipyard may be entitled to claim damages from the Company, including claiming that it would not need to repay the amounts paid to it by the Company and thus, the Company may lose part or, all of, the proceeds from the private placements. In addition, the Company may, on certain terms and conditions, be liable for an amount higher than the proceeds from the private placements and thus may be required to fund such further amount or enter into insolvency proceedings.

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 its subsidiaries use the U.S dollar as their functional currency as the majority of their expenses and financing are denominated in U.S. dollars. Accordingly, the Company's reporting currency is also U.S. dollars. Transactions in foreign currencies are translated into U.S dollars at the rates of exchange in effect at the date of transaction. Gains and losses on foreign currency transactions are included in "Other financial expenses" in the Consolidated Statements of Operations.

Newbuildings

The carrying value of the tankers under construction ("Newbuildings") represents the accumulated costs to the balance sheet date which we have had to pay by way of purchase installments and other capital expenditures plus capitalized interest. Capitalization ceases and depreciation commences once the asset is completed and available for its intended use. There is no capitalized interest in any of the periods presented as the Company has not incurred any interest.

Impairment of newbuildings

The carrying values of the Company's newbuildings may not represent their fair market value at any point in time since the market prices of second-hand tankers and the cost of newbuildings tend to fluctuate with changes in charter rates. Historically, both charter rates and tankers values tend to be cyclical. The carrying amounts of newbuildings under construction are reviewed for potential impairment whenever events or changes in circumstances indicate that the carrying amount of a particular tanker or newbuilding may not be fully recoverable. Such indicators may include depressed spot rates and depressed second-hand tanker values. The Company assesses recoverability of the carrying value of each asset or newbuilding on an individual basis by estimating the future undiscounted cash flows expected to result from the asset, including any remaining construction costs for newbuildings and disposal. If the future net undiscounted cash flows are less than the carrying value of the asset, or the current carrying value plus future newbuilding commitments, an impairment loss is recorded equal to the difference between the asset's or newbuildings carrying value and fair value. The Company believes that the estimated future undiscounted cash flows expected to be earned by each of its tankers over their remaining estimated useful life will exceed the tankers' carrying value as of December 31, 2024, plus estimated costs to complete the tankers and accordingly, has not recorded an impairment charge.

Cash and cash equivalents

All demand and time deposits are highly liquid, low risk investments with original maturities of three months or less at the date of purchase that are considered equivalent to cash.

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.

Note 3 - Recently Issued Accounting Standards

Adoption of new accounting standards

In November 2023, the FASB issued ASU 2023-07 (Topic 280 Segment Reporting): Improvements to Reportable Segment Disclosures requiring disclosure of incremental segment information for all public entities. including but not limited to: significant segment expenses that are regularly provided to the chief operating decision maker (CODM), the title and position of the CODM and how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance and making decisions about how to allocate resources.

ASU 2023-07 became effective for fiscal year ended December 31, 2024. Adoption of ASU 2023-07 has no impact on our consolidated financial statements for the year ended December 31, 2024 as our vessels are currently under construction and have not commenced operations.

Accounting pronouncements that have been issued but not yet adopted

The following table provides a brief description of other recent accounting standards that have been issued but not yet adopted as of December 31, 2024:

Standard	Description	Date of adoption	Expected Effect on our Consolidated Financial Statements or Other Significant Matters
ASU 2023-6 *Disclosure Improvements - Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative*	The amendments represent changes to clarify or improve disclosure and presentation requirements of a variety of Topics. Amendments allow users to more easily compare entities subject to the SEC's existing disclosures with those entities that were not previously subject to the SEC's requirements. Also, the amendments align the requirements in the Codification with the SEC's regulations.	The date on which SEC removes related disclosure or two years later	Under evaluation
ASU 2023-9 *Income Taxes (Topic 740) - Improvements to Income Tax Disclosures*	The amendments improve the transparency of income tax disclosures by requiring annual disclosure of (1) specific categories in the rate reconciliation; and (2) additional information for reconciling items if the effect of those reconciling items is equal to or greater than 5% .of the resulting amount by multiplying pretax income (or loss) by the applicable statutory income tax rate. An entity is also required to provide the nature, effect and underlying causes of the reconciling items, and the judgment used in categorizing them, if not otherwise evident. The amendments also improve the comparability and effectiveness of disclosures by (1) adding disclosures of pretax income (or loss) and income tax expense (or benefit) to be consistent with U.S. Securities and Exchange Commission (SEC) Regulation S-X 210.4-08(h), Rules of General Application—General Notes to Financial Statements: Income Tax Expense, and (2) removing disclosures that are no longer considered relevant or cost beneficial.	January 1, 2025	Under evaluation
ASU 2024-02 *Codification Improvements - Amendments to Remove References to the Concepts Statements*	The amendments remove references to various Concepts Statements that were either (i) extraneous and not required to understand or apply the guidance, or (ii) used in prior statements to provide guidance in certain topics.	January 1, 2025	Under evaluation
ASU 2024-03 *Income Statement - Reporting comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses*	The amendments require disclosure of the amounts of below 5 categories included in each relevant expense caption: (a) purchase of inventory; (b) employee compensation; (c) depreciation; (d) intangible asset amortization; and (e) depreciation, depletion, and amortization recognized as part of oil and gas producing activities. A relevant expense caption is an expense caption presented on the face of the income statement within continuing operations. The amendment also requires disclosure of the qualitative description of the amounts remaining in the relevant expense captions that are not separately disaggregated quantitatively. In addition, disclosure of the entity's definition of selling expenses and its total amount are required.	January 1, 2027	Under evaluation

The FASB have issued further updates not included above as we do not believe that these are applicable to the Company.

Note 4 - Income Taxes

Bermuda
The Company is incorporated in Bermuda. Under current Bermuda law, the Company is not required to pay taxes in Bermuda on either income or capital gains. The Company has received written assurance from the Minister of Finance in Bermuda that, in the event of any such taxes being imposed, the Company will be exempted from taxation until March 31, 2035.

On December 27, 2023, Bermuda enacted the Corporate Income Tax Act (the "CIT Act"). Entities subject to tax under the CIT Act are the Bermuda constituent entities of multi-national groups. A multi-national group is defined under the CIT Act as a group with entities in more than one jurisdiction with consolidated revenues of at least EUR750 million for two out of the last four fiscal years. If Bermuda constituent entities of a multi-national group are subject to tax under the CIT Act, for taxable years beginning on or after January 1, 2025, Bermuda will impose a 15% corporate income tax, as determined in accordance with and subject to the adjustments set out in the CIT Act (including in respect of foreign tax credits applicable to the Bermuda constituent entities).

While we have such tax assurance under the Exempted Undertakings Tax Protection Act 1966 (the "EUTP Act"), Bermuda specifically provided that the CIT Act applies notwithstanding any assurance given pursuant to the EUTP Act. Based on a number of operational, economic and regulatory assumptions, we do not expect to have consolidated revenue sufficient for us to fall within scope of the CIT Act in the near future. We will monitor the developments on the Bermuda internal regulations with regards to the CIT Act implementation. To the extent our consolidated revenue is sufficient for us to be within the CIT Act thresholds, we may be subject to taxation in Bermuda.

Liberia
The vessel owning companies are not subject to tax on international shipping income.

Note 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 and we only have one reportable segment. The Company currently has two newbuildings under construction at New Times Shipyard in China.

Note 6 - Earnings (Loss) Per Share

The computation of basic earnings (loss) per share ("EPS") is based on the weighted average number of shares outstanding during the period. There are no potentially dilutive instruments that will have an impact on our weighted average number of shares outstanding used in calculating diluted EPS.

(in $ thousands except share and per share data)	**Year ended December 31, 2024**	**Period from July 12, 2023 to December 31, 2023**
Basic and diluted earnings (loss) per share	(0.01)	0.01
Net income (loss)	(148)	36
Issued common shares at the end of the period	15,600,000	13,851,270
Weighted average number of shares outstanding for the period, basic and diluted	15,600,000	4,389,091

Note 7 - Newbuildings

Movements in the periods ended December 31, 2024 and 2023 are summarized below:

(in $ thousands)	**December 31, 2024**	**December 31, 2023**
Opening balance	11,570	—
Installment payments	15,352	11,570
Other capitalized costs	59	—
Closing balance	26,981	11,570

Installment payments in the year ended December 31, 2024 include $15.4 million for the second installment payments to New Times Shipyard for the two dual fueled crude oil tankers. Installment payments in the period from July 12, 2023 to December 31, 2023 include $11.6 million for the first installment payments to New Times Shipyard.

There was no indication of impairment of newbuildings as of December 31, 2024 and 2023.

Note 8 - Financial Instruments

Foreign exchange risk management

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. The company has not entered into derivative agreements to mitigate the risk of these fluctuations.

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 DNB. However, we believe this risk is remote, as DNB is an established financial institution.

There is a concentration of supplier risk with respect to our newbuilding as all newbuildings are being built by New Times Shipyard. However, we believe the risk is remote, as New Times Shipyard is an established shipyard.

Guarantees

China Merchant Bank, Nanjing Branch, has given letters of guarantee to the Liberian subsidiaries of the group for all installment payments made prior to delivery of the vessels under each of their respective newbuilding contracts.

The Company has issued guarantees to New Times Shipyard for payment of installments on all the newbuilding contracts.

Fair values

We recognize our fair value estimates using a fair value hierarchy based on the inputs used to measure fair value. The fair value hierarchy has three levels based on reliability of inputs used to determine fair values as follows:

Level 1: Quoted market prices in active markets for identical assets and 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 financial instruments as of December 31, 2024 and 2023 were as follows:

		December 31, 2024		December 31, 2023	
(in $ thousands)	**Hierarchy**	**Fair Value**	**Carrying Value**	**Fair Value**	**Carrying Value**
Assets					
Cash and cash equivalents [(1)]	Level 1	4,012	4,012	15,915	15,915

[(1)] All demand and time deposits are highly liquid, low risk investments with original maturities of three months or less at the date of purchase that are considered equivalent to cash. Thus, carrying value is a reasonable estimate of fair value.

The carrying amounts of accounts payable approximated their fair values as of December 31, 2024 and 2023 because of their near term maturity and are classified as Level 1 within the fair value hierarchy.

There have been no transfers between different levels in the fair value hierarchy during the period presented.

Note 9 - Commitments and Contingencies

As of December 31, 2024, the Company had two tankers under construction. The outstanding commitments under the two newbuilding contracts are as follows:

(in $ thousands)

2025	13,386
2026	227,553
Total	**240,939**

As of December 31, 2023, outstanding commitments was $256.1 million, which included the second installment under the newbuilding contracts that was paid in January 2024.

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.

Note 10 - Related Party Transactions

Drew Holdings Limited (“Drew”) and Magni Partners (Bermuda) Ltd. (“Magni”) - Corporate support agreement

The founder and sole shareholder of Magni Partners (Bermuda) Ltd. is Mr. Tor Olav Trøim. Drew Holdings Limited is wholly owned by Drew Trust, a trust established in Bermuda for the benefit of Mr. Trøim and his immediate family, holds approximately 47.9% of the common shares of the Company.

Magni provided management resources to negotiate construction contracts and incorporate the Company. In September 2023, the Company entered into a corporate support agreement (the “Corporate Support Agreement”) with Magni whereby the Company may request Magni to provide continued corporate, commercial and administrative support, the scope of which shall be agreed in a separate call-off agreement. Although Magni has provided certain administrative services in the initial phase of the Company’s development, no call-off agreements have been made with Magni to date. As a result, as no cost will be payable by the Company under the Corporate Support Agreement from incorporation to December 31, 2023 and during the year ended December 31, 2024, the outstanding balance as of December 31, 2024 and 2023 was nil.

In October 2024, Magni and the Company entered into a Secondment Agreement whereby Magni provides an employee on secondment to the Company to act as a CEO at a monthly fee of $8,333. Secondment fees of $25,000 have been charged by Magni during the year ended December 31, 2024.

Note 11 - Share Capital

The authorized share capital of the Company as of December 31, 2024 and 2023 is $40,000,000 represented by 400,000,000 authorized common shares of par value $0.10 each.

The Company's issued and outstanding share capital is as follows:

(number of shares)	
Incorporation - July 2023	100,000
October 2023	7,750,000
December 2023	6,001,270
Balance as of December 31, 2023	13,851,270
January 2024	1,748,730
Balance as of December 31, 2024	**15,600,000**

Changes in the Company's issued and outstanding share capital are described below:

• Issuance of 100,000 common shares at inception at a purchase price of $0.10 per common share;

• Issuance of 7,750,000 common shares at $2.00 per share on October 4, 2023 in a private placement, for gross proceeds of $15.5 million;

• On December 21, 2023, the board of directors resolved to issue 7,750,000 common shares at $2.00 per share in a private placement, which amounts to $15.5 million. As of December 31, 2023, 6,001,270 common shares at $2.00 per share were issued. Proceeds for the remaining 1,748,730 common shares at $2.00 per share were received in January 2024.

Note 12 - Subsequent Events

There were no subsequent events requiring disclosure that occurred after the balance sheet date to the date of issuance of the consolidated financial statements on March 31, 2025.

To the General Meeting of Bruton Limited

Independent Auditor's Report

Opinion

We have audited the consolidated financial statements of Bruton Limited and its subsidiaries (the Group), which comprise the Balance Sheets as at 31 December 2024, Statements of Operations, Statements of Changes in Equity and Statements of Cash Flows for the year then ended, and notes to the consolidated financial statements, including Basis of Preparation and Accounting Policies.

In our opinion the consolidated financial statements present fairly, in all material respects, the financial position of the Group as at 31 December 2024, and its financial performance and its cash flows for the year then ended in accordance with the accounting principles generally accepted in the United States of America (U.S. GAAP).

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 as required by 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) (IESBA Code), 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.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the consolidated financial statements, which indicates that the Group is dependent on debt financing and equity financing in order to meet the remaining obligations under the current newbuilding contracts for the vessels and working capital requirements during the twelve months from the date of these financial statements. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that raises substantial doubt about the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

The Board of Directors and the Managing Director (management) are responsible for the information in the Board of Directors' report and the other information accompanying the consolidated financial statements. The other information comprises information in the annual report, but does not include the consolidated financial statements and our auditor's report thereon. Our opinion on the consolidated financial statements does not cover the information in the Board of Directors' report nor the other information accompanying the consolidated financial statements.

In connection with our audit of the consolidated financial statements, our responsibility is to read the Board of Directors' report and the other information accompanying the consolidated financial statements. The purpose is to consider if there is material inconsistency between the Board of Directors' report and the other information accompanying the consolidated financial statements and the consolidated financial statements or our knowledge obtained in the audit, or whether the Board of Directors' report and the other information accompanying the consolidated 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 or the other information accompanying the consolidated financial statements. We have nothing to report in this regard.

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Statsautoriserte revisorer, medlemmer av Den norske Revisorforening og autorisert regnskapsførerselskap

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

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

Responsibilities of Management for the Consolidated Financial Statements

Management is responsible for the preparation of consolidated financial statements that give a fair presentation in accordance with the accounting principles generally accepted in the United States of America, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated 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 liquidation of the Group becomes imminent.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated 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 consolidated financial statements, whether due to fraud or error. We 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.
- 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 raises substantial doubt about 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 consolidated 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 a 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.

Oslo, 31 March 2025
PricewaterhouseCoopers AS

Gunnar Slettebø
State Authorised Public Accountant