

Acquisition of CarVal Vessels

December 11, 2017

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GoodBulk Overview

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Creating the Best-in-Class Dry Bulk Vehicle

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Transaction Overview

Transaction Summary

GoodBulk and CarVal: Combining resources to create a best-in-class dry bulk platform

- En-Bloc Transaction:
 - Acquisition of 7 modern Capesize vessels with an average age of 6 years (the "En-Bloc Fleet") for \$221.8 million
 - Transaction expected to be financed by
 - Issuance of up to 10.528 million shares to CarVal at \$15.23 per share
 - \$70.2 million of borrowing under existing and new debt facilities

Option Fleet Transaction:

- Option to acquire up to an additional 6 Capesize vessels with an average age of 10 years (the "Option Fleet") for \$134.3 million
 - Option may be exercised in whole or in part and expires December 20, 2017
 - Net debt leverage not to exceed 30% of Gross Asset Value

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En-Bloc Transaction

Status	Name	Dwt	Built	Yard	Age	Туре
In Service	Belle Taine	181,725	2010	Imabari, JPN	7	Capesize
In Service	Maka Franz	179,362	2009	Hyundai, SKR	8	Capesize
In Service	RS Iron Range	179,842	2011	Hanjin, SKR	6	Capesize
In Service	Minnetonka	180,000	2012	Hanjin, SKR	5	Capesize
In Service	Minnehaha	179,023	2012	Hanjin, SKR	5	Capesize
In Service	Silver Surfer	180,000	2013	Sundong, SKR	4	Capesize
In Service	Itasca	178,896	2012	Sundong, SKR	5	Capesize
En-Bloc Total / Average		1,258,848			6	

En-Bloc Fleet Overview

Sources and Uses of Capital

Sources	USDm	Uses	USDm
Credit facilities	70.2	Vessel acquisitions	221.8
Issuance of shares to CarVal	160.3	Cash and WC	7.0
		Transaction expenses	1.8
Total sources	230.6	Total uses	230.6

Comments

- The En-Bloc Fleet includes 7 Capesize vessels built at Korean and Japanese shipyards, with an average age of 6 years
 - The ships will be delivered to GoodBulk between Q4 2017 and Q1 2018
- CarVal will receive \$61.4 million in cash and 10.528 million GoodBulk shares at \$15.23
- En-Bloc Transaction not contingent on any additional equity financing, and commitments have been received to cover credit financing

Option Fleet Transaction

Tranche	Name	Dwt	Built	Yard	Age	Туре
1	Voyageurs	177,022	2005	Namura, JPN	12	Capesize
2	Atlantic Bridge	177,176	2005	Namura, JPN	12	Capesize
3	Pretty	175,975	2011	Jinhai, CHN	6	Capesize
4	Angel	175,935	2011	Jinhai, CHN	6	Capesize
5	Proud	178,055	2009	SWS, CHN	8	Capesize
6	Scope	174,008	2006	SWS, CHN	11	Capesize
Option Total / Average		1,058,171			10	

Option Fleet Overview

Comments

- The Option Fleet includes 6 Capesize vessels built at Chinese and Japanese shipyards, with an average age of 10 years
 - Targeting delivery of the ships to GoodBulk between Q4 2017 and Q1 2018 if options are exercised
- Options to be exercised in the sequential order of their Tranche starting at Tranche 1 and ending at Tranche 6
 - Each vessel represents one option
 - Company has the right to exercise any or all of the options

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Overview of NAV per Share Evolution

	GoodBulk Pre-Transaction	En-Bloc Fleet	GoodBulk + En-Bloc
Gross Asset Value	245.3	221.8	467.0
Gross Debt	65.0	70.2	135.2
Net Debt	42.9	69.2	112.1
Net Debt to Gross Asset Value	17%		24%
Net Asset Value	202.4	152.5	354.9
Shares Outstanding (in millions)	13.6	10.1	23.8
Net Asset Value per Share	14.86	15.05	14.94
% Improvement vs. Pre-Transaction			+1%

In USDm, unless otherwise stated

Comments

 Gross Asset Value based upon the average of calculations by Clarksons and Arrow on September 6, 2017

GoodBulk

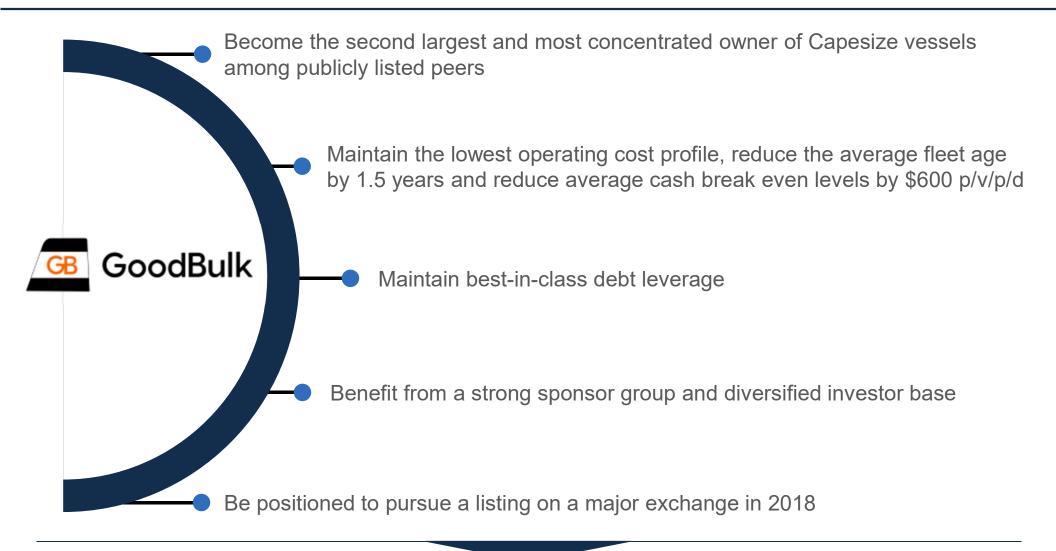
Full Pro Forma Fleet

Count	Fleet	Name	Dwt	Built	Yard	Age	Туре
1	GoodBulk	Aquamarine	182,060	2009	Odense, DEN	8	Capesize
2	GoodBulk	Aquadonna	177,173	2005	Namura, JPN	12	Capesize
3	GoodBulk	Nautical Dream	180,700	2013	JMU , JPN	4	Capesize
4	GoodBulk	Aquabeauty	171,014	2003	Sasebo, JPN	14	Capesize
5	GoodBulk	Aquacharm	171,009	2003	Sasebo, JPN	14	Capesize
6	GoodBulk	Aquajoy	171,009	2003	Sasebo, JPN	14	Capesize
7	GoodBulk	Aquavictory	182,000	2010	Odense, DEN	7	Capesize
8	GoodBulk	Aquakatana	185,897	2005	Kawasaki, JPN	12	Capesize
9	GoodBulk	Aquahope	177,173	2007	Namura, JPN	10	Capesize
10	GoodBulk	Aquaknight	75,395	2007	Universal, JPN	10	Panamax
11	GoodBulk	Aquapride	61,465	2012	,		Supramax
12	GoodBulk	Aquakula	55,309	2007	Oshima, JPN	10	Supramax
	GoodBulk Total / Average		1,790,204			10	
13	En-Bloc Fleet	Belle Taine	181,725	2010	Imabari, JPN	7	Capesize
14	En-Bloc Fleet	Maka Franz	179,362	2009	Hyundai, SKR	8	Capesize
15	En-Bloc Fleet	RS Iron Range	179,842	2011	Hanjin, SKR (ph)	6	Capesize
16	En-Bloc Fleet	Minnetonka	180,000	2012	Hanjin, SKR (ph)	5	Capesize
17	En-Bloc Fleet	Minnehaha	179,023	2012	Hanjin, SKR (ph)	5	Capesize
18	En-Bloc Fleet	Silver Surfer	180,000	2013	Sundong, SKR	4	Capesize
19	En-Bloc Fleet	ltasca	178,896	2012	Sundong, SKR	5	Capesize
	En-Bloc Total / Average		1,258,848			6	
20	Option	Voyageurs	177,022	2005	Namura, JPN	12	Capesize
21	Option	Atlantic Bridge	177,176	2005	Namura, JPN	12	Capesize
22	Option	Pretty	175,975	2011	Jinhai, CHN	6	Capesize
23	Option	Angel	175,935	2011	Jinhai, CHN	6	Capesize
24	Option	Proud	178,055	2009	SWS, CHN	8	Capesize
25	Option	Scope	174,008	2006	SWS, CHN	11	Capesize
	Option Total / Average		1,058,171			10	
	PF GoodBulk Total / Average		4,107,223			9	

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GoodBulk Will...

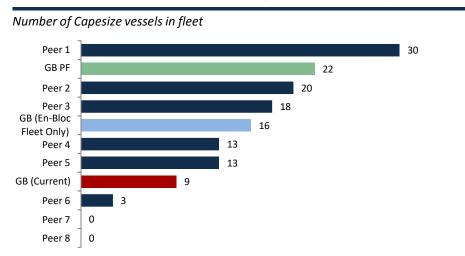


Creating the Best-in-Class Dry Bulk Vehicle

Note: Assuming acquisition of 13 vessels

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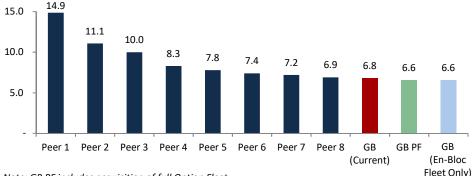
Uniquely Positioned Owner of Dry Bulk Vessels



GoodBulk to Become One of the Largest Owners of Capesize Vessels

GoodBulk to Present the Lowest Cash Flow Break Even Levels⁽¹⁾

2017E Cash Flow Break Even Levels in \$'000 / day. GoodBulk based on 2018E (based on first full year following acquisition)



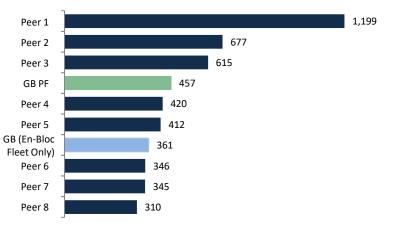
Note: GB PF includes acquisition of full Option Fleet

Capesize vessel counts based on 3Q17 Wall Street Research Estimates as of October 18, 2017

(1) Break Even includes DVOE, Charter-in expense, Management Fees, G&A Expenses, Interest Expense, and Principal Repayments. Public comparable based on 2017E per Wall Street Research. GoodBulk and PF GoodBulk based on first full year following acquisition of CarVal's fleet (i.e., 2018E)

Pro Forma Company with Significantly Enhanced Scale

Market Capitalization / Equity Value (USDm) as of October 30th, 2017



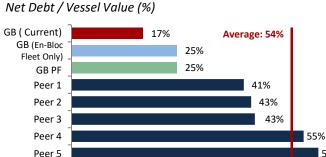
GoodBulk to Maintain Best-in-Class Debt Leverage

58%

59%

65%

66%



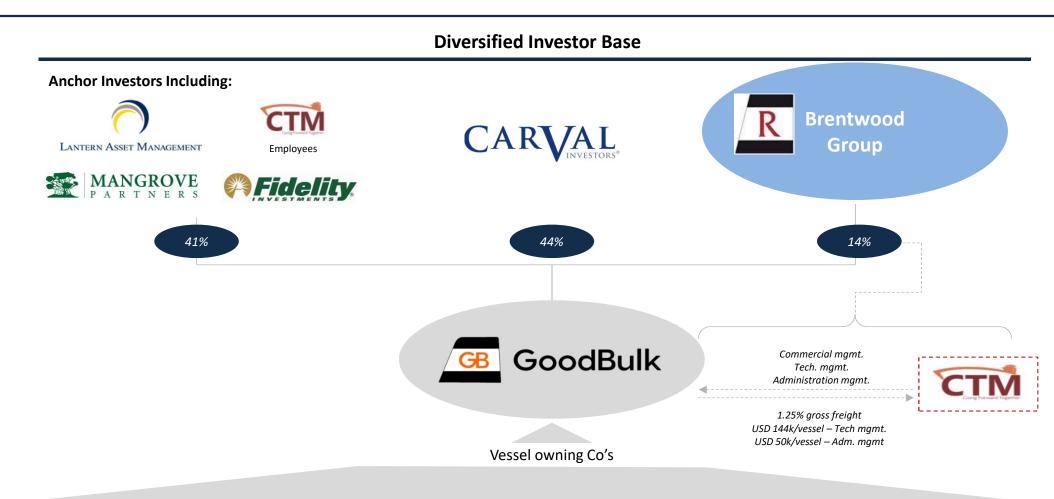
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Peer 6

Peer 7

Peer 8

Strong Sponsor Group and Diversified Investor Base



Existing Fleet (9 Capesize, 1 Panamax, 2 Supramax)					En-Bloc Fleet (7 Capesize)			Option Fleet (6 Capesize)				
Aquamarine	Aquadonna	Nautical Dream	Aquabeauty	Aquacharm	Aquajoy	Belle Taine	Maka Franz	RS Iron Range	Minnetonka	Scope	Proud	Angel
Aquavictory	Aquakatana	Aquahope	Aquaknight	Aquapride	Aquakula	Minnehaha	Silver Surfer	Itasca		Pretty	Atlantic Bridge	Voyageurs

Note: Ownership percentage figures assumes full acquisition of the En-Bloc Fleet

Management and Board with Deep Experience

Experienced Management Team

- GoodBulk management team and Board of Directors have an extensive track record managing both shipping companies and capital markets transactions, including initial public offerings, secondary offerings, debt offerings and restructurings
- Economic Alignment 100% of management's economic participation is in the form of at risk equity purchased in the first two offerings
- John Michael Radziwill has over 20 years of experience including CEO of leading dry bulk third party management company and board member of Euronav at the time of its IPO.
- Andrew Garcia has 17 years of capital markets experience, both as an investor in the shipping and dry bulk space as well as creating and bringing companies public in the US, including Two Harbors Investment Corps

Selected Companies the Management Team and Board Have Taken Public



Initial public offering at NYSE of USD 102m in December 2010

Stephen Kasnet is on the Board of Directors

Andrew Garcia acted ad Head of Business Development and co-creator of Two Harbors



Initial public offering at NYSE of USD 195m in June 2017

Stephen Kasnet is on the Board of Directors



Initial public offering at NYSE of USD 245m in December 2012

Stephen Kasnet is on the Board of Directors

Experienced Board of Directors

- Angus Paul has been appointed by the board as an independent director. Mr. Paul is the former Head of Freight at Glencore's coal division, and managed the global coal chartering and freight trading business
- Stephen Kasnet has significant capital markets experience having previously served on the board of [three] public companies at the time of their IPOs
- Richard Bradburn has been appointed to the board as an independent director. Richard has significant experience in both accounting as a Partner of PwC and in transportation
- Greg Belonogoff, a Principal of CarVal Investors, has significant experience investing in transportation businesses as Principal of CarVal's London office
- Milos Brajovic, a co-founder of Lantern Capital Partners has over 20 years of investment management, and investment banking experience

GoodBulk Management and Board of Directors



JOHN MICHAEL RADZIWILL

Chairman & CEO GoodBulk Chairman & CEO CTM

Mr. Radziwill has served as the Chief Executive Officer of CTM since 2010. John Michael also serves as an advisor of SCP Clover Maritime, a company that manages assets and investments for the Radziwill family. John Michael joined CTM SAM Monaco in 2006, first as Capesize freight trader then moving to head the Sale and Purchase division. He served as a Director of Euronav NV from May 8, 2013 until May 20, 2016. He graduated from Brown University in 2002 with a BA in Economics.



ANDREW GARCIA

President and Director GoodBulk

Mr. Garcia has been an advisor to Brentwood Shipping and Trading, GoodBulk's co-founder and CTM's parent company, since February 2016. Before advising Brentwood, Andrew was an equity portfolio manager at Pine River Capital Management where the focus was on making direct growth investments in both public and private companies in North America and Europe.





Overview of GoodBulk and C Transport Maritime

C Transport Maritime (CTM) - Overview

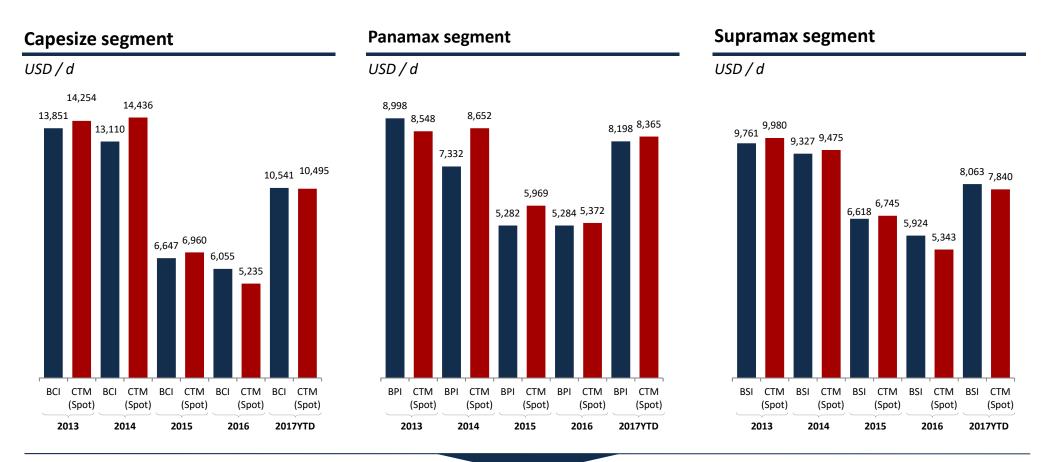
- Headquartered in Monaco and founded in 2004
- The Company directly operates 100 vessels, ranging from Supramax to Newcastlemax bulk carriers, and 147 vessels when including Capesize Chartering Ltd
- Provides commercial, operational and technical management under a single roof
- Manages pools in the Supramax through Newcastlemax markets
 - Capesize Chartering LTD: co-manages the largest independent Capesize pool with 58 vessels
 - CTM RSA Supramax: largest independent Supramax pool with 67 vessels
- Capacity to handle additional vessels as GoodBulk continues to grow its fleet
 - CTM performs vessel management in line with industry benchmarked compensation
- Lloyds List 2017 Dry Bulk Operator of the Year award recipient
- Three consecutive years without safety or environmental incidents



Commercial and operations	Technical					
 Spot voyages and period charters, contracts of affreightment, FFA, bunker management and more Establishment and management of Supramax RSA (67+ vessels) pool Pool Manager for Capesize Chartering Ltd (58+ vessels) Vast commercial network spanning shippers, end-users, principals, operators and shipbrokers 	 Technical management for dry cargo vessels Inspections for sale and purchase transactions Newbuilding supervision Recognized by United States Coast Guard with its highest award QUALSHIP 21 (award for high quality vessels with exceptional safety standards) 					
Sale and purchase	Risk management and research					
 Covers newbuilding contracting, vessel acquisitions, disposals, sale and leaseback transactions etc. 	 In-house risk management responsible for counterparty assessment 					
• Strong relationships in the Japanese market (shipyards,	Research department covering the dry bulk market					

- Strong relationships in the Japanese market (shipyards, trading houses and local shipowners)
- Market research and comprehensive client-reporting

Best in Class Fleet Management



CTM has consistently outperformed the Baltic Supramax, Panamax and Capesize indices

Note: All figures are adjusted to a 100 point 'index' type vessel; Supramax RSA estimates full year 2017 results will be around +2% to the index

C Transport Maritime Has Excellent Relationships with Banks

- CTM has a history of actively managing financing relationships with the banks listed below on behalf of its clients. These relationships include, but are not limited to, arranging ship mortgages, pre-delivery financing, arranging working capital lines and letters of credit. In addition, CTM is one of a handful of Western shipping companies with access to finance from Japanese banks
- Main financial relationships:
 - ABN AMRO
 - BNP Paribas
 - Century Tokyo Leasing
 - Citibank
 - Credit Suisse
 - Danish Ship Finance
 - DNB
 - HSBC
 - Nordea
 - UBS
- Relationship with clearing houses (LCH & Nasdaq) to manage freight derivative trades on behalf of clients

Key CTM Management



JOHN MICHAEL RADZIWILL

Chairman & CEO GoodBulk Chairman & CEO CTM

Purchase

John Michael Radziwill has served as the Chief Executive Officer of CTM since 2010. John Michael also serves as an advisor of SCP Clover Maritime, a company that manages assets and investments for the Radziwill family. John Michael joined CTM SAM Monaco in 2006, first as Capesize freight trader then moving to head the Sale and Purchase division. He served as a Director of Euronav NV since May 8, 2013 until May 20, 2016. He graduated from Brown University in 2002 with a BA in Economics.



Paolo de Benedictis has over 15 years of experience in the shipping industry and has been with CTM since inception. Since 2015 he is the Commercial Director for Sale and Purchase overseeing vessel acquisitions and disposals as well as newbuilding activity on behalf of the company's clients. Paolo holds a degree in Political Sciences and Business Studies from the University of Genoa. He is a member of the Baltic Exchange.



LUIGI PULCINI CEO

Luigi Pulcini has almost 20 years of experience in the shipping industry and has been with CTM since inception. Luigi holds the role of Chief Financial Officer of CTM and has done so since joining the company. He is also CFO for CTM's parent company. Along with fulfilling his commitments to CTM, Luigi acts as an advisor to SCP Clover Maritime. Luigi holds a degree in economics from the University of Genoa and is a member of the Italian Association of Chartered Accountants and "Revisori dei Conti".



CARLOS PENA

Director Handysize -Post Panamax

Carlos Pena has over 15 years of experience in shipping accross various areas and has been with CTM since it was acquired by DryLog in 2004. At CTM he has the role of Commercial Director for Handymax up to Post-Panamax bulk carriers and oversees the chartering operations for the Panamax and Supramax Revenue Sharing Agreements. Carlos holds a degree in Civil Engineering from the Pontificia Universidad Católica de Chile.



ALESSANDRO CANZIAN

Director Capesize -VLOC's

Alessandro Canzian, has over 30 years of experience in the shipping industry and has been with CTM since our inception. Alessandro is the Commercial Director for Capesizes up to VLOCs and oversees all of CTM's Capesize physical trading activities and Contracts of Affreightment. Today he is also the co-manager in the Capesize Chartering Ltd. Alessandro has served in the Italian Navy. has held deck officer positions on multiple vessels and holds a Captain's license.



CLAUDE ZILIOLI Director **Operations & Fleet**

Claude Zilioli has over 40 years of experience in the shipping industry and has been with CTM since its inception. Claude holds the position of Fleet and Operations Director within CTM overseeing the Operations and Technical Departments as well as running CTM's dedicated bunker unit. Upon the creation of CTM in Monaco in 2004 Claude was a key element in the establishment and building up of the Operations team that today ensures the smooth running of the fleet day in, day out.



ANTONIS LYGAKIS

Technical Director

Antonis Lygakis has over 30 years experience in the shipping industry and has been with CTM since 2010 when the Technical Department was formed. As Technical Director. Antonis was instrumental in the creation of this Department. Today he also provides his technical expertise to various international organizations and flag administrations. Antonis holds a degree in Naval Architecture and Marine Engineering from NTUA and is a member of the Technical Chamber of Greece.



JOHN SYKES

Commercial Director Tankers

John Sykes has over 35 years experience in the shipping industry and joined CTM in 2014 to establish the Commercial Tanker Department. John is the Commercial Director for Tankers within the company and he draws on a wealth of experience from previous roles in London. the US and in Canada. Prior to ioining CTM. John was instrumental in the creation of Unisea Maritime Limited in 2000.

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December 2017