



GoodBulk

GoodBulk Ltd.

**Consolidated Financial Statements
for the years ended December 31, 2023 and 2024**

GoodBulk Ltd.

Clarendon House, 2 Church Street
Hamilton
Bermuda

BOARD OF DIRECTORS

John Michael Radziwill – *Director, Chairman and Chief Executive Officer*

Angus Robert Marsham Paul – *Director*

Timothy Scott Huxley – *Director*

Carlos Peña Pellegrini – *Director*

The consolidated financial statements were authorized for issuance by the Board of Directors on March 26, 2025.

GoodBulk Ltd.
Consolidated financial statements
For the years ended December 31, 2023 and 2024

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Goodbulk Ltd.

Opinion

We have audited the consolidated financial statements of Goodbulk Ltd. and its subsidiaries (the "Group"), which comprise the statement of consolidated financial position as at December 31, 2024, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2024, and its consolidated financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

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 independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants, 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.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, 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 management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's consolidated financial reporting process.

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 the 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 skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated 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;
- 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 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 consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation;

- obtain sufficient appropriate audit evidence regarding the consolidated financial information of the consolidated entities or business activities 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 those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

DELOITTE & TOUCHE S.p.A.


Carlo Lagana
Partner

Genoa, Italy
March 27, 2025

GoodBulk Ltd.
Consolidated statement of financial position
As of December 31, 2023 and 2024
(All amounts expressed in thousands of U.S. Dollars unless otherwise stated)

	Notes	Dec. 31, 2023	Dec. 31, 2024
ASSETS			
Current assets			
Cash and cash equivalents	4	2,830	612
Trade receivables		259	-
Prepayments and other current assets	5	5,862	3,164
Total current assets		8,951	3,776
Non current assets			
		-	-
Total assets		8,951	3,776
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Trade payables	6	1,297	786
Payables to related parties	18	23	3
Accruals and deferred income	7	430	157
Total current liabilities		1,750	946
Non current liabilities			
		-	-
Total liabilities		1,750	946
Shareholders' equity			
Share capital	8	271	271
Share premium		269	269
Contributed surplus		6,619	2,640
Retained earnings / (losses)		42	(350)
Total shareholders' equity		7,201	2,830
Total liabilities and shareholders' equity		8,951	3,776

The accompanying notes form an integral part of this statement.

GoodBulk Ltd.
Consolidated statement of profit or loss
For the years ended December 31, 2023 and 2024
(All amounts expressed in thousands of U.S. Dollars unless otherwise stated, except per share)

	Notes	2023	2024
Revenues	9	61,441	-
Voyage expenses	10	(41,261)	-
Vessels operating expenses	11	(16,257)	-
Other operating expenses, net	12	(1,019)	-
Depreciation and impairment	13	(6,536)	-
Gain on sale of vessels	13	27,529	-
General and administrative expenses	14	(23,367)	(457)
Profit / (loss) from operations		530	(457)
Net financial income	15	3,024	65
Profit / (loss) for the year		3,554	(392)
Earnings / (losses) per share (in U.S. Dollars) – basic and diluted		0.13	(0.1)

The accompanying notes form an integral part of this statement.

GoodBulk Ltd.**Consolidated statement of comprehensive income or loss****For the years ended December 31, 2023 and 2024****(All amounts expressed in thousands of U.S. Dollars unless otherwise stated)**

	Notes	2023	2024
Profit / (loss) for the year		3,554	(392)
Other comprehensive loss:			
Items that may be reclassified subsequently to profit or loss:			
Effective portion of changes in fair value of cash flow hedges, net of amounts recycled to profit or loss		(3,218)	-
Other comprehensive loss for the year		(3,218)	-
Total comprehensive income / (loss) for the year		336	(392)

The accompanying notes form an integral part of this statement.

GoodBulk Ltd.
Consolidated statement of changes in shareholders' equity
For the years ended December 31, 2023 and 2024
(All amounts expressed in thousands of U.S. Dollars unless otherwise stated)

	Share capital		Share premium	Contributed surplus	Reserves	Treasury shares	Retained earnings / (losses)	Total
	# of shares	Par value						
Balance as of December 31, 2022	29,621,074	29,621	207	49,747	3,218	(4,359)	161,689	240,123
Issuance of shares for Directors remuneration	12,752	13	62	-	-	-	-	75
Share capital reduction (Note 8)		(26,792)	-	6,592	-	-	20,200	-
Capital repayment (Note 8)		-	-	(42,555)	-	-	-	(42,555)
Dividend distribution (Note 8)		-	-	-	-	-	(181,105)	(181,105)
Acquisition of treasury shares (Note 8)		-	-	-	-	(7,119)	-	(7,119)
Cancellation of treasury shares (Note 8)	(2,570,812)	(2,571)	-	(7,165)	-	9,736	-	-
Share-based compensation (Note 18)		-	-	-	-	1,742	(4,296)	(2,554)
<i>Profit for the year</i>		-	-	-	-	-	3,554	3,554
<i>Other comprehensive loss for the year</i>		-	-	-	(3,218)	-	-	(3,218)
Total comprehensive income for the year		-	-	-	(3,218)	-	3,554	336
Balance as of December 31, 2023	27,063,014	271	269	6,619	-	-	42	7,201
Issuance of shares for Directors remuneration	5,814	-	-	-	-	-	-	-
Capital repayment (Note 8)		-	-	(3,979)	-	-	-	(3,979)
<i>Loss for the year</i>		-	-	-	-	-	(392)	(392)
<i>Other comprehensive income for the year</i>		-	-	-	-	-	-	-
Total comprehensive loss for the year		-	-	-	-	-	(392)	(392)
Balance as of December 31, 2024	27,068,828	271	269	2,640	-	-	(350)	2,830

The accompanying notes form an integral part of this statement.

GoodBulk Ltd.
Consolidated statement of cash flows
For the years ended December 31, 2023 and 2024
(All amounts expressed in thousands of U.S. Dollars unless otherwise stated)

	2023	2024
CASH FLOWS FROM OPERATING ACTIVITIES:		
Profit / (loss) for the year	3,554	(392)
Adjustments to reconcile net profit to net cash generated by operating activities:		
Depreciation and impairment	6,536	-
Gain on sale of vessels	(27,529)	-
Directors' remuneration settled by issuance of Company's shares	75	-
Equity-settled share-based payment transactions	(3,638)	-
Net financial income	(3,024)	(65)
Changes in operating assets and liabilities:		
Decrease in trade receivables	20,891	259
Decrease in prepayments and other current assets	3,749	2,698
Decrease in inventories	2,039	-
Decrease in trade payables	(4,473)	(511)
Decrease in payables to related parties	(77)	(20)
Increase / (decrease) in accruals and deferred income	27	(273)
Cash (used in) / provided by operations	(1,870)	1,696
Interest paid	(2,214)	-
Net cash (used in) / provided by operating activities	(4,084)	1,696
CASH FLOWS FROM INVESTING ACTIVITIES:		
Payments for vessels	(3,629)	-
Net proceeds from vessels' sale	316,871	-
Financial income received	1,149	65
Net cash provided by investing activities	314,391	65
CASH FLOWS FROM FINANCING ACTIVITIES:		
Purchase of treasury shares	(7,119)	-
Capital repayment	(42,555)	(3,979)
Dividends' payment	(181,105)	-
Bank loan repayments	(96,527)	-
Compensation for IRS cancellation and loans early repayment	4,135	-
Net cash used in financing activities	(323,171)	(3,979)
Net change in cash and cash equivalents	(12,864)	(2,218)
Cash and cash equivalents, beginning of the year	15,694	2,830
Cash and cash equivalents, end of the year	2,830	612

The accompanying notes form an integral part of this statement.

GoodBulk Ltd.

Notes to consolidated financial statements

For the years ended December 31, 2023 and 2024

(All amounts expressed in thousands of U.S. Dollars unless otherwise stated, except per share)

1. General Information

GoodBulk Ltd. (“GoodBulk” or the “Company”) was incorporated in Bermuda on October 20, 2016 for the purpose of owning and operating dry bulk vessels. The Company’s registered address is Clarendon House, 2 Church Street, Hamilton, Bermuda. GoodBulk and its subsidiaries (together, the “Group”) are engaged in the ownership and operation of dry bulk carriers, providing worldwide seaborne transportation solutions. No one party exercises control over the Company. Refer to Note 2 for a summary of the Company’s management and operations.

The Company’s common shares started trading on the Norwegian Over-The-Counter List (the “N-OTC”) on March 29, 2017, under the symbol “BULK”. As of December 31, 2024, there were 27,068,828 common shares and 1 Class A share issued and outstanding.

2. Organization and Operations

The accompanying financial statements include the accounts of the Company and its subsidiaries. The Company’s subsidiaries (all wholly owned and incorporated in Liberia), which were in operation in 2022 and 2023 are listed below (including data related to the owned ships):

Wholly owned subsidiaries (all incorporated in Liberia)	Vessel name	Type	Built	Size dwt
Aquamarine Carrier Co. Ltd. (*)	Aquamarine (20)	Capesize	2009	182,060
Singapore Shipping Co. Ltd. (*)	Aquadonna (9)	Capesize	2005	177,173
Nautical Dream Shipping Co. Ltd. (*)	Nautical Dream (6)	Capesize	2013	180,730
Aquavictory Shipping Co. Ltd. (*)	Aquavictory (18)	Capesize	2010	182,060
Aquahope Shipping Co. Ltd. (*)	Aquahope (10)	Capesize	2007	177,173
Aquakatana Shipping Co. Ltd. (*)	Aquakatana (4)	Capesize	2005	185,897
Iron Range Shipping Co. Ltd. (*)	Aquarange (22)	Capesize	2011	179,842
Itasca Shipping Co. Ltd. (*)	Aquamarie (13)	Capesize	2012	178,896
Pretty Carrier Co. Ltd.	Aquaenna (19)	Capesize	2011	175,975
Atlantic Bridge Shipping Co. Ltd. (*)	Aquabridge (7)	Capesize	2005	177,106
Proud Shipping Co. Ltd. (*)	Aquaproud (21)	Capesize	2009	178,055
Minnetonka Shipping Co. Ltd. (*)	Aquatonka (16)	Capesize	2012	179,004
Voyageurs Shipping Co. Ltd. (*)	Aquavoyageurs (8)	Capesize	2005	177,022
Minnehaha Shipping Co. Ltd. (*)	Aquahaha (17)	Capesize	2012	179,023
Belle Taine Shipping Co. Ltd. (*)	Aquataine (11)	Capesize	2010	181,725
Scope Carrier Co. Ltd. (*)	Aquascope (3)	Capesize	2006	174,008
Silver Surfer Shipping Co. Ltd. (*)	Aquasurfer (5)	Capesize	2013	178,854
Maka Franz Shipping Co. Ltd. (*)	Aquamaka (1)	Capesize	2009	179,362
Aquakatie Shipping Co. Ltd.	Aquakatie (23)	Capesize	2007	174,100
Windsor Carrier Co. Ltd. (*)	Aquasalwador (12)	Capesize	2012	180,012
Navigator Carrier Co. Ltd. (*)	Aquanavigator (14)	Capesize	2011	179,905
Explorer Carrier Co. Ltd. (*)	Aquaexplorer (15)	Capesize	2012	178,928
Aquaknight Shipping Co. Ltd. (*)	Aquaknight (2)	Panamax	2007	75,395
				4,012,305

(1) Vessel sold on April 19, 2022.

(4) Vessel sold on August 12, 2022.

(7) Vessel sold on October 14, 2022.

(10) Vessel sold on January 1, 2023.

(13) Vessel sold on March 16, 2023.

(16) Vessel sold on April 11, 2023.

(19) Vessel sold on August 3, 2023.

(22) Vessel sold on August 21, 2023.

(2) Vessel sold on May 16, 2022.

(5) Vessel sold on September 15, 2022.

(8) Vessel sold on October 18, 2022.

(11) Vessel sold on February 2, 2023.

(14) Vessel sold on June 5, 2023.

(17) Vessel sold on May 9, 2023.

(20) Vessel sold on August 11, 2023.

(23) Vessel sold on September 5, 2023.

(3) Vessel sold on May 16, 2022.

(6) Vessel sold on September 28, 2022.

(9) Vessel sold on November 7, 2022.

(12) Vessel sold on March 1, 2023.

(15) Vessel sold on June 7, 2023.

(18) Vessel sold on July 10, 2023.

(21) Vessel sold on August 14, 2023.

(*) Company liquidated

GoodBulk Ltd.**Notes to consolidated financial statements****For the years ended December 31, 2023 and 2024****(All amounts expressed in thousands of U.S. Dollars unless otherwise stated, except per share)**

As used herein, the term “deadweight ton” or “dwt” refers to a unit of a vessel’s capacity for cargo, fuel oil, stores and crew, measured in metric tons of 1,000 kilograms. A vessel’s dwt or total deadweight is the total weight necessary to submerge the vessel to its maximum permitted draft.

The Group's fleet was managed by related companies, C Transport Holding Ltd. (“CTH”) and its subsidiary, C Transport Maritime S.A.M. (together, “CTH Group” or the “Manager” or “CTM”), which are owned by Brentwood Shipping and Trading Inc. (“Brentwood”), a shareholder of the Company.

The Group employed its Capesize vessels in the spot market inside the pool managed by CTH under the Capesize Revenue Sharing Agreement (the “Capesize RSA”). The vessels under the Capesize RSA were in turn employed under the CCL Capesize Chartering Ltd. RSA (“CCL RSA”), launched in January 2016 by CTM and other participants who were Bocimar International NV and Star Bulk Carriers Corp. In 2023, the CCL RSA commercially managed more than 80 Capesize vessels.

3. Significant Accounting Policies***Statement of Compliance***

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (the “IASB”).

Basis of Preparation

The consolidated financial statements have been prepared on a historical cost basis, except for the revaluation of derivative financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The consolidated financial statements are expressed in U.S. Dollars (“\$”), which is the functional currency of all of the subsidiaries in the Group because their vessels operate in international shipping markets in which revenues and expenses are primarily settled in \$, and the Group’s most significant assets and liabilities are paid for and settled in \$.

The principal accounting policies are set out below.

Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Company and the subsidiaries controlled by the Company. Control is achieved where the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns with respect to the investee.

Income and expenses of subsidiaries, acquired or disposed of during the year, are included in the consolidated financial statements from the effective date of the acquisition and up to the effective date of the disposal, as appropriate.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

GoodBulk Ltd.

Notes to consolidated financial statements

For the years ended December 31, 2023 and 2024

(All amounts expressed in thousands of U.S. Dollars unless otherwise stated, except per share)

Revenue and Expense Recognition

The Group generates its revenues from employing its vessels under time charters or through voyage charter agreements.

Time charter revenue is recognized as earned on a straight-line basis over the term of the relevant time charter starting from the vessel's delivery to the charterer, except for any off-hire period. Unearned revenue includes cash received prior to the balance sheet date, relating to services to be rendered after the balance sheet date. Accrued revenue (or deferred income) represents income recognized in advance (or deferred) as a result of straight-line revenue recognition in respect of charter agreements that provide for varying charter rates. Time charter revenue amounts received in advance are classified as liabilities until the criteria for recognizing the revenue as earned are met.

Under a time charter agreement, vessel operating expenses such as management fees, crew wages, provisions and stores, technical maintenance and insurance expenses and broker's commissions are paid by the vessel owner, whereas voyage expenses such as bunkers, port expenses, agents' fees, and extra war risk insurance are paid by the charterer.

Time charter revenue is only recognized when an agreement exists, the price is fixed, service is provided and the collection of the related revenue is reasonably assured. Revenue is shown net of address commissions, if applicable, payable directly to charterers under the relevant charter agreements. Address commissions represent a common market practice discount (sales incentive) on services rendered by the Group and no identifiable benefit is received in exchange for the consideration provided to the charterer. Commissions on time charter revenues are recognized on a pro rata basis over the duration of the period. The address commission is also included by the Baltic Exchange in their daily market index.

Under a voyage charter agreement, a contract is entered into for the use of a vessel under which the Group is paid freight on the basis of moving cargo from a loading port to a discharge port. The Group determined that its voyage charters consist of a single performance obligation which is met evenly as the voyage progresses and hence, the voyage revenues are recognized on a pro rata basis over the duration of the voyage from load port to discharge port. Estimated losses on voyages are provided for in full at the time such losses become evident. Under a voyage charter agreement, vessel operating expenses and voyage expenses are paid by the vessel owner. The Group accounts for voyage charter revenue when all the following criteria are met (i) the amount of revenue can be measured reliably, (ii) it is probable that the economic benefits associated with the transaction would flow to the entity, (iii) the transactions stage of completion at the balance sheet date can be measured reliably, and (iv) the costs incurred and the costs to complete the transaction can be measured reliably.

Revenues in the Capesize RSA are recognized on a gross basis representing time charter and voyage revenues earned by the Group's vessels participating in the RSAs, as the Group enters into contracts directly with charterers and is responsible to perform all of its obligations under each charter to which it is a party. The RSA aggregate the revenues and expenses of all of its participants and distribute the net earnings based upon each participating vessel's weighting and its number of pool operating days in the period. Each member vessel receives a provisional hire paid monthly in arrears, with a final distribution following the presentation of the final annual results of the RSA.

Furthermore, in relation to the vessels participating in the RSA, the net allocation from the RSA which represents the RSA's share of the net revenues earned from the other participants' vessels less the other participants' share of the net revenues earned by the Group's vessels included in the RSAs, is classified in the statement of profit or loss as other income or expenses, depending on whether it is a positive or negative adjustment for the Company.

GoodBulk Ltd.**Notes to consolidated financial statements****For the years ended December 31, 2023 and 2024****(All amounts expressed in thousands of U.S. Dollars unless otherwise stated, except per share)**

Each participant's share of the net RSAs revenues is based on a key figure expressing the relative theoretical earning capacity of its vessels and the number of days such vessels participated in the RSAs.

Vessel operating expenses comprise all expenses relating to the operation of the vessel, including crewing, insurance, repairs and maintenance, stores, lubricants, spares and consumables and miscellaneous expenses. Vessel operating expenses are recognized as incurred; payments in advance of services or use are recorded as prepaid expenses.

Voyage expenses consist of bunkers consumption, agency fees and port expenses directly attributable to the voyage charter or for repositioning and are expensed as incurred.

Financial Income and Costs

Interest income is recognized on an accrual basis. Dividend income is recognized when the right to receive payment is established.

Interest expense, other borrowing costs and realized loss on interest rate swaps are recognized on an accrual basis.

Foreign Currencies

Transactions in currencies other than the Group's functional currency ("foreign currencies") are recognized at the rates of exchange prevailing at the dates of the applicable transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the date. Exchange differences are recognized in the statements of profit or loss in the period in which they arise.

Deferred Financing Costs

Commitment, arrangement, structuring, legal and agency fees incurred for obtaining new loans or refinancing existing facilities are recorded as deferred loan issuance costs and classified contra to debt, while the fees incurred for the undrawn facilities are classified as assets in the statement of financial position and are reclassified contra to debt on the drawdown dates.

Deferred financing costs are amortized to financial costs over the term of the relevant loan, using the effective interest method. When the relevant loan is terminated or extinguished, the unamortized loan fees are written off in the consolidated statement of profit or loss.

Inventories

Inventories represent stocks of lubricants on board vessels and are stated at the lower of cost or market, calculated on a FIFO (First In First Out) basis, or net realizable value.

Vessels

Vessels are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The initial cost of a vessel comprises its purchase price and any directly attributable costs for bringing the vessel to its working condition. The cost of the vessel is allocated into two components, a "vessel component" and a "drydocking component".

Depreciation for the vessel component is calculated on a straight-line basis, after taking into account the estimated residual value, over the estimated useful life of the vessel, which is estimated to be 20 years from the date of initial delivery. The vessel's residual value is based on

GoodBulk Ltd.**Notes to consolidated financial statements****For the years ended December 31, 2023 and 2024****(All amounts expressed in thousands of U.S. Dollars unless otherwise stated, except per share)**

the estimated scrap value which is equal to the product of its lightweight tonnage and estimated scrap price, which represents the Company's estimate of the current selling price assuming the vessel is already of age and condition expected at the end of its useful life. The drydocking component is amortized over the estimated period to the next scheduled drydocking which typically occurs every five years. If a drydocking is performed prior to the scheduled date, the remaining unamortized balance is written-off. Subsequent drydock costs incurred are capitalized as a separate component of the vessel cost when incurred.

Ordinary maintenance and repairs that do not extend the useful life of the vessels are charged to operations as incurred. Major renovation costs and modifications are capitalized and depreciated over the remaining useful life.

The useful life of the vessels and depreciation method are reviewed annually to ensure that the method and period of depreciation are consistent with the expected pattern of economic benefits. When vessels are sold or retired, their cost, accumulated depreciation and accumulated impairment loss, if any, are eliminated from the accounts and any gain or loss resulting from their disposals is included in the statement of profit or loss.

Impairment of Vessels

The Company reviews its vessels for impairment whenever events or changes in circumstances indicate that the carrying amount of the vessel may not be recoverable. If any such indication exists, the recoverable amount of the vessel is estimated in order to determine the extent of the impairment loss, if any. If the recoverable amount of the vessel is estimated to be less than its carrying amount, the carrying amount of the vessel is reduced to its recoverable amount by recording an impairment loss which is recognized immediately in profit or loss.

Recoverable amount is the higher of fair value less costs to sell and value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Recoverable amounts are estimated for individual assets or, if it is not possible, for the cash-generating unit. Each vessel is considered to be a single cash-generating unit. The net selling prices of the vessels are estimated based on valuations from independent ship brokers.

When an impairment loss subsequently reverses, the carrying amount of the vessel is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the vessel in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Vessels classified as held for sale

Vessels are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the vessel is available for immediate sale in its present condition. For a sale to be highly probable, management should be committed to a plan to sell the vessel, an active program to locate a buyer and complete the plan should be initiated, the vessel should be actively marketed at a price which is reasonable in relation to its current fair value, the sale should be expected to be completed within one year from the date of classification.

Vessels classified as held for sale are measured at the lower of their previous carrying amount and their fair value less costs to sell. Any excess of the carrying amount over the fair value less costs to sell is recognized as an impairment loss. Depreciation of such assets is discontinued as

GoodBulk Ltd.**Notes to consolidated financial statements****For the years ended December 31, 2023 and 2024****(All amounts expressed in thousands of U.S. Dollars unless otherwise stated, except per share)**

from their classification as held for sale.

Provisions

Provisions are recognized when (1) the Group has a present obligation (legal or constructive) as a result of a past event, (2) it is probable that the Group will be required to settle the obligation, and (3) a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Financial Instruments

Financial assets and liabilities are recognized when the Group becomes a party to the contractual provisions of the applicable instrument. All financial instruments are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities recorded at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

- ***Cash and cash equivalents***

Cash and cash equivalents represent cash on hand and deposits with banks which are repayable on demand and short-term, highly liquid investments which are readily convertible into known amounts of cash with original maturities of three months or less that are subject to an insignificant risk of change in value.

- ***Trade receivables***

Trade receivables are carried at the amount expected to be received from the third party to settle the obligation. Trade receivables are stated net of the provision for determining the Expected Credited Losses (“ECLs”) using the “12-month ECLs” measurement base.

- ***Prepayment and other assets***

Prepayment represents an expense that has been paid for in advance but not yet occurred. A prepaid expense is recorded as an asset on the financial position that results from a business making advance payments for goods or services to be received in the future.

Other assets represent receivables from insurance in connection with repairs of damages suffered by the vessels and loss of hire.

An entity may expect reimbursement of some or all the expenditure required to settle a provision.

An entity should recognize a reimbursement when, and only when, it is virtually certain that reimbursement will be received if the entity settles the obligation. The

GoodBulk Ltd.

Notes to consolidated financial statements

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reimbursement shall be treated as a separate asset. The amount recognized for the reimbursement shall not exceed the amount of the provision.

- ***Bank borrowings***

Interest-bearing bank loans and overdrafts are stated at amortized cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement of the borrowings is recognized over the term of the borrowings.

- ***Derivative financial instruments***

Derivative financial instruments are initially recognized on trade date at fair value and are subsequently re-measured to their fair value at each reporting date. The resulting changes in fair value are recognized in the consolidated statement of profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in the consolidated statement of profit or loss depends on the nature of the hedge relationship.

Derivatives are presented as assets when their valuation is favorable to the Group and as liabilities when unfavorable to the Group.

The Group's criteria for classifying a derivative instrument in a hedging relationship include:

- (1) the hedging relationship consists only of eligible hedging instruments and eligible hedged items;
- (2) at inception of the hedging relationship there is formal designation and documentation of the hedging relationship and the entity's risk management objective and strategy for undertaking the hedge; and
- (3) the hedging relationship meets all of the hedge effectiveness requirements.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in other comprehensive income. The gain or loss relating to the ineffective portion is recognized immediately in the consolidated statement of profit or loss.

Amounts previously recognized in other comprehensive income and accumulated in equity are reclassified to the consolidated statement of profit or loss in the periods when the hedged item affects profit or loss, in the same line item as the recognized hedged item. Hedge accounting is discontinued when the Group terminates the hedging relationship, when the hedging instrument expires or is sold, terminated or exercised, or when it no longer qualifies for hedge accounting.

Any gain or loss accumulated in shareholders' equity at that time remains in shareholders' equity and is recognized in the consolidated statement of profit or loss when the hedged item affects the consolidated statement of profit or loss. When a forecast transaction designated as the hedged item in a cash flow hedge is no longer expected to occur, the gain or loss accumulated in equity is recycled immediately to the consolidated statement of profit or loss.

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Share-based payment arrangements

Equity-settled share-based payments to key management personnel are measured at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting periods, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity.

Cash-settled share-based payments result in the recognition of a liability, which is an obligation to make a payment in cash. The initial measurement of the liability is based on the fair value at the grant date of the underlying equity instruments. The grant-date fair value of the liability is recognized over the vesting period. At each reporting date, and ultimately at the settlement date, the fair value of the recognized liability is remeasured with any changes in fair value recognized in profit or loss.

Treasury Shares

When share capital recognized as equity is repurchased, the amount of the consideration paid, including directly attributable costs, net of any tax effects, is recognized as a deduction from equity. Repurchased shares are classified as treasury shares and presented within equity. When treasury shares are sold or reissued subsequently, the amount received is recognized as an increase in equity, and the resulting surplus or deficit on the transaction is presented as share premium.

Segment Information

The information provided to the Group's chief operating decision maker (the "CODM"), being the Chief Executive Officer, to review the Group's operating results and allocate resources is on a consolidated basis for a single reportable segment. Furthermore, when the Group charters a vessel to a charterer (or employs the vessel under the RSAs), the charterer (or the RSA's management) is free to trade the vessel worldwide and, as a result, the disclosure of geographic information is impracticable.

Critical Accounting Judgments and Key Sources of Estimation Uncertainty

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. The Group's management evaluates whether estimates should be made on ongoing basis, utilizing historical experience, consultation with experts and other methods the Company considers reasonable in the circumstances. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability in the future.

In the process of applying the accounting policies above described, Management has identified the following critical accounting judgments:

Vessel lives and residual value: vessels are stated at cost, less accumulated depreciation. The estimates and assumptions that have the most significant effect on the vessel carrying amount relate to the estimated useful life of the vessel and its residual value. An increase in the estimated

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useful life of a vessel or in its residual value would have the effect of decreasing the annual depreciation charge and an increase in the estimated useful life of a vessel would also extend the annual depreciation charge into later periods. A decrease in the useful life of a vessel or its residual value would have the effect of increasing the annual depreciation charge. If regulations place significant limitations over the ability of a vessel to trade on a worldwide basis, the vessel's useful life will be adjusted to end at the date such regulations become effective. The estimated residual value of a vessel may not represent the fair market value at any one time partly because market prices of scrap rates tend to fluctuate.

Vessel cost: the Company recognizes drydocking costs as a separate component of the vessel's carrying amount and amortizes the drydocking cost on a straight-line basis over the estimated period until the next drydocking. If the vessel is disposed of before the next drydocking, the remaining balance of the drydock cost is written-off and forms part of the gain or loss recognized upon disposal of vessels in the period of disposal. The general rule is to amortize a vessel's estimated drydocking expenses for the first special survey over five years, in case of new vessels, and until the next drydocking for secondhand vessels unless the Company intends to drydock the vessels earlier as circumstances arise. The drydock component is estimated at the time of delivery of the vessel based on the Manager's historical experience with similar types of vessels.

Costs that will be capitalized as part of the future drydockings will include a variety of costs incurred directly attributable to the drydock and costs incurred to meet classification and regulatory requirements, as well as expenses related to the dock preparation and port expenses at the drydock shipyard, drydocking shipyard expenses, expenses related to hull, external surfaces and decks, and expenses related to machinery and engines of the vessel, as well as expenses related to the testing and correction of findings related to safety equipment on board. Drydocking costs do not include vessel operating expenses such as replacement parts, crew expenses, provisions, lubricants consumption, insurance, management fees or management costs during the drydocking period. Expenses related to regular maintenance and repairs of vessels are expensed as incurred, even if such maintenance and repair occurs during the same time period as drydocking.

For subsequent drydockings actual costs are capitalized when incurred. Drydocking schedules are subject to changes (always meeting due date imposed by the regulation in place) for commercial and/or operational reasons. These changes could have impacts on the annual depreciation charge and the determination of the value in use computed for impairment test purposes.

Fair value of derivative financial instruments: The Group's risk management policies permit the use of derivative financial instruments to manage interest rate risk.

The fair value of the Group's interest rate swap agreements is the estimated amount that the Group would receive or pay to terminate the agreements at the reporting date, taking into account current interest rates and the current credit worthiness of both the Group and the swap counterparties. The estimated amount is the present value of estimated future cash flows, being equal to the difference between the benchmark interest rate and the fixed rate in the interest rate swap agreement, multiplied by the notional principal amount of the interest rate swap agreement at each interest reset date.

The fair value of the Group's interest rate swap agreements at the end of each period are most significantly affected by the interest rate implied by market-observable data such as the London Interbank Offered Rate ("LIBOR") yield curve. While the fair value of the Group's interest and currency swap agreements are typically more sensitive to changes in short-term rates,

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significant changes in the long-term benchmark interest and foreign exchange rates also materially impact interest and currency swap agreements.

The LIBOR yield curve is expected to vary over the life of the interest rate swap agreements. The larger the notional amount of the interest rate swap agreements outstanding and the longer the remaining duration of the interest rate swap agreements, the larger the impact of any variability in these factors will be on the fair value of the Group's interest rate swaps.

Although the Group measures the fair value of its derivative instruments utilizing the inputs and assumptions described above, if it were to terminate the agreements at the reporting date, the amount the Group would pay or receive to terminate the derivative instruments may differ from the estimate of fair value.

Measurement of share-based compensation: Share-based compensation to key management personnel is measured at the fair value of the equity instruments on the grant date. Details regarding the determination of the fair value of share-based transactions are set out in Note 18. The fair value determined at the grant date of the equity-settled share-based compensation is expensed over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in the consolidated statement of profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the retained earnings.

Measurement of other assets: Receivable from insurance shall be recognized when, and only when, it is virtually certain that reimbursement will be received if the entity settles the obligation. Evaluating if the recoverability of the receivable from insurance is virtually certain, the management considered all available information related to factual events, insurance policies clauses, third parties' evaluations and any possible uncertainties. Relating to the most relevant receivable from insurance in connection with the damages suffered by Mv Aquakatie during 2020, the management assessment is that the receivable is fully recoverable based on the adjuster's conclusion on the circumstances, on the damages and provision amount, on the responsibility allocation and on the general assumption that the vessel was in full compliance with sector's law and regulations.

Adoption of new standards and interpretations**(a) Standards and interpretations adopted in the current period**

In 2024 there were no new standards and interpretation having material effect on the Group's financial statements.

(b) Standards and amendments in issue not yet adopted

At the date of authorization of these financial statements, there are no new and revised IFRS Standards already issued but not yet effective that could have a material impact on the Group's financial statements in future periods.

4. Cash and cash equivalents

Cash and cash equivalents consist of current accounts denominated in \$.

GoodBulk Ltd.**Notes to consolidated financial statements****For the years ended December 31, 2023 and 2024****(All amounts expressed in thousands of U.S. Dollars unless otherwise stated, except per share)****5. Prepayments and other current assets**

Prepayment and other current assets comprise:

	Dec. 31, 2023	Dec. 31, 2024
Prepayments of operating and general and administrative expenses	43	21
Other assets	5,819	3,143
Total	5,862	3,164

Other assets include \$3,129 (December 31, 2023: \$5,678) related to receivables from insurance in connection with repairs of damages occurred in 2022 and 2021 under hull & machinery coverage and relevant reimbursements for loss of hire. In 2024 the Company collected \$2.6 million (2023: \$3.8 million) from insurers as advances and/or final settlements for damages reimbursements. The remaining part of the outstanding balance as of December 31, 2024 is expected to be collected at the time of the definition of the relevant claims still in progress.

6. Trade payables

The balance of trade payables represents the current amount due to suppliers in the normal course of business operations. The balance is entirely payable within 12 months, according to the normal payment terms of the Group.

7. Accruals and deferred income

Accruals and deferred income comprise:

	Dec. 31, 2023	Dec. 31, 2024
Freight taxation	186	-
Other accruals	244	157
	430	157

8. Share capital and treasury shares

As of December 31, 2024, the share capital of the Company was represented by 27,068,828 common shares (December 31, 2023: 27,063,014) and one Class A share, owned by Brentwood. The shares are registered in the Norwegian Central Securities Depository (Verdipapirsentralen, or "VPS") with ISIN BMG4095E1003, pursuant to an Account Operator and SNDR Issuer Agreement signed on November 7, 2022, with Nordic Issuer Services AS, replacing DNB Bank ASA as registrar agent.

In December 2023 the par value of each common share was reduced from \$1.00 to \$0.01 with a decrease of the share capital amounting to \$26,792 and an increase of the contributed surplus and retained earnings for \$6,592 and \$20,200, respectively.

The Board of Directors may exercise all of the powers of the Company within the limits as set out in its bye-laws.

The holders of common shares in the capital of the Company have the following rights:

- to receive notice of and to attend and to vote at all general meetings of the Company, in which case shareholders shall be entitled to one vote per share;

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For the years ended December 31, 2023 and 2024

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- to receive dividends and such other distributions (in cash or in specie) as the Board of Directors may from time to time declare, *pari passu* and on a per share basis with the holder of the Class A Share; and
- in the event of a winding-up or dissolution of the Company, whether voluntary or involuntary or for the purpose of a reorganization or otherwise or upon any distribution of capital, be entitled to receive, on a pro rata basis, the surplus assets of the Company, *pari passu* and on a per share basis with the holder of the Class A share.

The holder of the Class A share in the Company has the same rights as common shareholders, plus the right to appoint and maintain three Class A Directors, out of a total of five directors on the Company's Board; provided, however, if the number of Directors on the Board consists of a lesser or greater number than five, then the Class A Member shall be entitled to appoint and maintain such number of Directors that equals one more than half the number of Directors on the Board rounded up to the nearest whole number.

The changes in the Company's share capital are reported below:

Year 2023

- Issuance of 12,752 common shares for directors' remuneration.
- Cancellation of 2,570,812 common shares, held by the Company as treasury shares.

Year 2024

- Issuance of 5,814 common shares for directors' remuneration.

The capital repayments occurred in 2023 and 2024 are reported below:

- On February 28, 2023, the Board of Directors authorized a dividends distribution out of the Retained Earnings account in the aggregate amount of \$59,835, being U.S. Dollar 2.25 per common share to shareholders of record as of March 14, 2023 and payable on April 3, 2023.
- On May 8, 2023, the Board of Directors authorized a dividends distribution out of the Retained Earnings account in the aggregate amount of \$33,241, being U.S. Dollar 1.25 per common share to shareholders of record as of May 11, 2023 and payable on May 22, 2023.
- On June 9, 2023, the Board of Directors authorized a dividends distribution out of the Retained Earnings account in the aggregate amount of \$50,527, being U.S. Dollar \$1.90 per common share to shareholders of record as of June 14, 2023, and payable on June 29, 2023.
- On September 6, 2023, the Board of Directors authorized a dividend distribution out of the Retained Earnings account in the aggregate amount of \$37,502 being U.S. Dollar 1.41 per common share to shareholders of record as of September 11, 2023, and payable on September 27, 2023.
- On September 6, 2023, the Board of Directors authorized a capital repayment out of the Contributed Surplus account in the aggregate amount of \$42,555 being U.S. Dollar 1.6 per common share to shareholders of record as of September 11, 2023, and payable on September 27, 2023.
- On February 7, 2024, the Board of Directors authorized a capital repayment out of the Contributed Surplus account in the aggregate amount of \$2,977, being U.S. Dollar 0.11 per

GoodBulk Ltd.**Notes to consolidated financial statements****For the years ended December 31, 2023 and 2024****(All amounts expressed in thousands of U.S. Dollars unless otherwise stated, except per share)**

common share, to shareholders of record as of February 12, 2024 and payable on February 22, 2024.

- On September 12, 2024, the Board of Directors authorized a capital repayment out of the Contributed Surplus account in the aggregate amount of \$1,002 being U.S. Dollar 0.037 per common share to shareholders of record as of September 17, 2024, and payable on September 24, 2024.

Treasury Shares

On January 5, 2023, the Company purchased 2,570,812 of its own shares at a price of U.S. Dollar 2.75 (2.77 including commissions) each for a total amount of \$7,119. Simultaneously, the Board of Directors resolved to cancel these shares, held as treasury shares.

As of December 31, 2022, the Company owned 460,000 treasury shares. In 2023 these shares have been transferred to MIP participants (Note 18).

9. Revenues

	2023	2024
Voyage freight	55,601	-
Time charter revenues	5,840	-
Total revenues	61,441	-

The 2023 voyage freight revenues include demurrage revenues (net of despatch costs) for \$710 (2022: \$6,446).

10. Voyage expenses

An analysis of voyage expenses is as follows:

	2023	2024
Bunker	30,130	-
Port expenses	9,570	-
Brokerage commission	811	-
Freight taxation	186	-
Other costs	564	-
	41,261	-

11. Vessel operating expenses

An analysis of the vessel operating expenses is as follows:

	2023	2024
Wages and other crew expenses	7,310	-
Stores, spare parts, lube oil, maintenance and other technical expenses	4,312	-
Technical management fees (Note 18)	2,074	-
Insurance and club calls	1,696	-
Other costs	865	-
	16,257	-

GoodBulk Ltd.**Notes to consolidated financial statements****For the years ended December 31, 2023 and 2024****(All amounts expressed in thousands of U.S. Dollars unless otherwise stated, except per share)****12. Other operating expenses, net**

An analysis of other operating income is as follows:

	2023	2024
Net allocation from the Capesize RSA	(2,396)	-
Other income	1,377	-
	(1,019)	-

The net allocation from the RSA represents a positive (or negative) adjustment, due to the sharing of the voyages' results with the other members of the RSA.

13. Depreciation / Gain on sale of the vessels

The movements in vessels occurred in 2023 are reported in the following table:

Costs	
December 31, 2022	364,262
Additions	1,950
Disposals	(366,212)
December 31, 2023	-
Accumulated depreciation and impairment	
December 31, 2022	106,696
Depreciation for the period	6,536
Disposals	(113,232)
December 31, 2023	-
Net book value as of December 31, 2023	-

The additions in 2023 relate to drydock works and Ballast Water Treatment System installations.

In 2023 the Group sold fourteen vessels to unrelated parties for a total consideration of \$316,871 (net of brokerage commission amounting to \$6,366 charged by CTH Group and third-party brokers for \$3,235 and \$3,131, respectively). These sales generated a total gain of \$27,529.

14. General and administrative expenses

An analysis of general and administrative expenses is as follows:

	2023	2024
Management fees (Note 18)	15,349	-
Legal and advisory services	345	229
MIP expense (Note 18)	7,343	-
Board of Directors remuneration (Note 18)	175	54
Other expenses	155	174
	23,367	457

GoodBulk Ltd.**Notes to consolidated financial statements****For the years ended December 31, 2023 and 2024****(All amounts expressed in thousands of U.S. Dollars unless otherwise stated, except per share)****15. Net financial income**

An analysis of net financial income is as follows:

	2023	2024
Interest income	1,149	66
Interest expense	(1,511)	-
Amortization of deferred financing costs	(748)	-
Compensation for IRSs cancellation and early loans repayment	4,135	-
Net foreign exchange differences	(1)	(1)
	<u>3,024</u>	<u>65</u>

16. Income tax

Under the laws of the countries of the Group's incorporation and/or vessels' registration, the Group is not subject to tax on international shipping income. However, it is subject to registration and tonnage taxes, which are included in vessel operating expenses.

Furthermore, each subsidiary is subject to a 4% U.S. federal tax in respect of its U.S. source shipping income (imposed on gross income without the allowance for any deductions), because none of the subsidiaries meet the requirements for an exemption from such tax provided by Section 883 of the U.S. Internal Revenue Code of 1986. As a result, the subsidiaries must file U.S. federal tax returns and pay the relevant U.S. federal tax on their U.S. source shipping income, which is not considered an income tax. Such taxes have been recorded within Voyage expenses as Freight Taxation in the accompanying consolidated statement of profit or loss.

17. Contingencies

Various claims, suits and complaints, including those involving government regulations, arise in the ordinary course of the shipping business. In addition, losses may arise from disputes with charterers, environmental claims, agents and insurers and from claims with suppliers relating to the operations of the Group's vessels. Currently, Management is not aware of any such claims or contingent liabilities requiring disclosure in the consolidated financial statements.

18. Related party transactions***CTH Group – management service provider***

Management fees charged by the CTH Group are detailed as follows:

	2023	2024
1.25% commission on RSAs revenues	723	-
1.25% commission on vessels outside RSAs	84	-
Technical management fees (Note 11)	2,074	-
G&A management fees (Note 14)	15,349	-
1% commission on vessels' sale (Note 13)	3,235	-
	<u>21,465</u>	<u>-</u>

The CTM Group, as manager of the RSAs, charges a 1.25% commission (presented within the voyage expenses) on the voyages performed by the vessels in the RSAs. For the avoidance of

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doubt, the commission paid by the Group to the CTM Group for vessels employed in the RSAs is in lieu of and not in addition to commercial management fees under the management agreements.

The Company's vessels are commercially managed by CTH and technically managed by CTM. CTH and CTM are companies affiliated with the Group.

The 2023 G&A management fees include termination fees of \$15,015 paid to CTH Group due to the conclusion of the Commercial, Shipmanagement and Service Agreements, as a consequence of the finalization of the vessels' sale process.

Directors' remuneration

The total remuneration of the Company's directors amounts to \$54 (2023: \$175).

Management incentive plan

On July 23, 2019, the Shareholders approved the Management Incentive Plan ("MIP") for key management personnel ("participants"). Under the terms of MIP which was authorized by the Board of Directors on June 21, 2019, participants have the right to receive up to 500,000 Company's shares and all distributions, dividends or sale proceeds arising out of or related to such shares (the "Plan Asset").

The payment of the participants right in and to the Plan Asset is subject to the achievements of pre-established performance goals. If these performance goals will be not achieved on or prior to the termination date, the Plan Asset shall be forfeited and returned to the Company. On June 8, 2020, the Board of Directors decided to extend the MIP termination date from December 31, 2022 to December 31, 2023.

Under IFRS 2 the MIP qualifies as a share-based payment arrangement including non-market performance conditions with a variable vesting period and two types of settlements: (i) an equity-settlement (transfer to participants of up to 500,000 shares) and (ii) a cash-settlement in relation to the payment of dividends on the above shares.

As a consequence of the finalization of the vessels' sale process and the relevant distribution of the cash to Shareholders, the MIP performance goal has been reached at the end of September 2023; this determined the cash payment to the MIP participants of \$10,981 and the transfer to them of 460,000 treasury shares.

The total expense recognized in respect of the MIP for the year 2023, included in general and administrative expenses, amounted to \$7,343, including \$3,876 and \$3,467 related to the equity and cash settlement, respectively.

Payables to related parties

They relate to amounts due to CTH Group:

19. Commitments

As of December 31, 2024, the Group has no commitments.

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20. Financial risk management

The Group's activities could be exposed to a variety of financial risks, including market risk, liquidity risk and credit risk. The Group's overall risk strategy focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance.

Market risk***Interest rate risk***

The Group is not exposed to the interest rate risk as there are no outstanding loans.

Currency risk

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. Currency risk arises when future commercial transactions and recognized assets and liabilities are denominated in a currency that is not the Group's functional currency. Currency risk is low due to the fact that transactions in currencies other than the \$ are limited.

Liquidity risk

Liquidity risk is the risk that arises when the maturity of assets and liabilities does not match. An unmatched position potentially enhances profitability but can also increase the risk of losses. The Group minimizes liquidity risk by maintaining sufficient cash and cash equivalents.

Credit risk

Credit risk is the risk that a counterparty will fail to discharge its obligations and cause a financial loss. The Group is exposed to credit risk in the event of non-performance by any of its counterparties. To limit this risk, the Group deals exclusively with financial institutions and customers with high standing.

	Dec. 31 2023	Dec. 31 2024
Cash and cash equivalents	2,830	612
Trade and other receivables	6,078	3,164
	<u>8,908</u>	<u>3,776</u>

The carrying amount of financial assets recorded in the consolidated financial statements represents the Group's maximum exposure to credit risk. Management monitors exposure to credit risk and believes that there is no substantial credit risk arising from the Group's counterparties.

Credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

21. Earnings / (losses) per share

The computation of basic earnings per share is presented as follows:

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	2023	2024
Net profit / (loss) available to common shareholders	3,554	(392)
Weighted average number of shares, basic and diluted	27,141,161	27,067,426
Earnings / (Losses) per share in U.S. Dollars, basic and diluted	0.13	(0.01)

Diluted earnings / (losses) per share are the same as basic earnings / (losses) per share. There are no other potentially dilutive shares outstanding.

22. Subsequent events

No significant events occurred after the reporting date.

23. Approval of financial statements

The financial statements were approved by the Board of Directors and authorized for issue on March 26, 2025.