



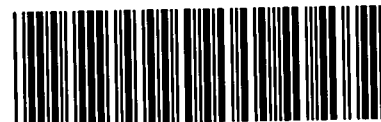
CARISBROOKE SHIPPING

CARISBROOKE SHIPPING 637 LIMITED

Company registered in England and Wales Number 05566391

**REPORT AND FINANCIAL STATEMENTS FOR THE
YEAR ENDED 31 DECEMBER 2022**

TUESDAY



A09 *AC8HS9TT* #49
COMPANIES HOUSE

Registered Office : Bridge House, 38 Medina Road, Cowes, Isle of Wight PO31 7DA

CARISBROOKE SHIPPING 637 LIMITED

DIRECTORS

R W Wester

H Tveitan-De Jong

REGISTERED OFFICE

Bridge House

38 Medina Road

Cowes

Isle of Wight

PO31 7DA

BANKERS

Rabobank Nederland

Weena 770

3014 DA Rotterdam

Nederland

SOLICITORS

Eversheds Sutherland

Central Square South

Orchard Street

Newcastle upon Tyne

NE1 3XX

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REPORT OF THE DIRECTORS

For the year ended 31 December 2022

The directors submit their report and the financial statements of Carisbrooke Shipping 637 Limited for the year ended 31 December 2022. This directors report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption provided by section 415A of the Companies Act 2006.

Principal activity

The company has operated two vessels during the year, and intends to continue to do so in the future.

Results and dividends

The unaudited financial statements for the year ended 31 December 2022 are set out on pages 2 to 5. The profit for the year after taxation was €2,415,000 (2021: €1,301,000). There are no exceptional items included in the result for the year (2021: None). The directors recommended payments of dividends totalling €3,250,000 during the year. No further dividends have been declared at the year end (2021: €nil).

Going Concern

The company made a profit after taxation of €2,415,000 (2021: profit €1,301,000) and an operating profit of €2,585,000 (2021: profit €1,527,000). At the Statement of Financial Position date the company had net current assets of €48,000 (2021: assets of €747,000). Management has assessed the going concern assumption as appropriate.

Current liabilities include amounts owed to external finance providers of €680,000 (2021: €1,013,000). The total liability due to external finance providers is €3,640,000 (2021: €4,653,000) and due to mature in November 2025. The repayments of the loan fall quarterly in February, May, August and November, until November 2025. The final balloon payment in November 2025 is for the amount of € 1,769,998. The outstanding balance is secured over the assets of the company.

The amount owed to group undertakings, included in current liabilities amounts to €0 (2021: €304,000).

After making reasonable enquires, the Directors have a solid expectation that the group has adequate resources to continue in operational existence for the foreseeable future. For these reasons, they continue to adopt the going concern basis of accounting in preparing these financial statements.

Directors

The directors in office during the year were R W Wester and H J Tveitan-De Jong.

Small companies exemption

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

This report was approved by the board on 29/06/2023, and signed on its behalf

R W Wester
Director

Date 29th June 2023

Registered Office
Bridge House, 38 Medina Road
Cowes
Isle of Wight
PO31 7DA

Company Registration Number
05566391 in England and Wales

INCOME STATEMENT

For the year ended 31 December 2022

| | Note | 2022 €'000 | 2021 €'000 |
|---|-------------|-----------------------|-----------------------|
| Turnover | | 5,914 | 4,510 |
| Cost of sales | | (2,326) | (1,871) |
| Gross profit | | 3,588 | 2,639 |
| Administrative expenses | | (132) | (241) |
| Depreciation | | (871) | (871) |
| Other operational income | | - | - |
| Operating profit | | 2,585 | 1,527 |
| (Loss) / gain on financial liabilities at fair value through the income statement | | (2) | (2) |
| Net interest expense | 4 | (174) | (217) |
| Profit on ordinary activities before taxation | | 2,409 | 1,308 |
| Taxation on profit on ordinary activities | 6 | 6 | (7) |
| Retained profit for the financial year | | 2,415 | 1,301 |

All transactions arose from continuing operations.

The accompanying accounting policies and notes form an integral part of these financial statements, on pages 6 - 14.

STATEMENT OF OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2022

| | 2021 €'000 | 2021 €'000 |
|--|---------------|---------------|
| Profit for the financial year | 2,415 | 1,301 |
| Revaluation surplus | - | - |
| Total other comprehensive income for the financial year | 2,415 | 1,301 |

The accompanying accounting policies and notes form an integral part of these financial statements, on pages 6 - 14.

STATEMENT OF FINANCIAL POSITION

as at 31 December 2022

| | Note | 2022 €'000 | 2021 €'000 |
|---|------|----------------|----------------|
| Fixed assets | | | |
| Tangible assets | 7 | 9,281 | 10,096 |
| Current assets | | | |
| Stock | 8 | 109 | 109 |
| Debtors - due within one year | 9 | 646 | 1,303 |
| Cash at bank and in hand | | 376 | 899 |
| | | <u>1,131</u> | <u>2,311</u> |
| Current liabilities | | | |
| Creditors : amounts due within one year | 10 | (1,083) | (1,564) |
| Net current assets / (liabilities) | | <u>48</u> | <u>747</u> |
| Total assets less current liabilities | | <u>9,329</u> | <u>10,843</u> |
| Creditors : amounts due after more than one year | 10 | <u>(2,960)</u> | <u>(3,640)</u> |
| Net assets | | <u>6,369</u> | <u>7,203</u> |
| Capital and reserves | | | |
| Called up share capital | 12 | 2,073 | 2,073 |
| Revaluation reserve | | 3,540 | 3,540 |
| Profit and loss account | | 756 | 1,591 |
| | | <u>6,369</u> | <u>7,203</u> |

For the financial year ended 31 December 2022 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

The director acknowledges their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476.

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved by the board, and authorised for issue on 29/06/2023, and signed on its behalf by

R W Wester
Director

The accompanying accounting policies and notes form an integral part of these financial statements, on pages 6 - 14.

STATEMENT OF CHANGES IN EQUITY

as at 31 December 2022

| | Revaluation Reserve €'000 | Share Capital €'000 | Retained Earnings €'000 | Total €'000 |
|---|---------------------------------|---------------------------|-------------------------------|----------------|
| Balance as at 1 January 2021 | 405 | 2,073 | (46) | 2,432 |
| Profit for the year | - | - | 1,301 | 1,301 |
| Other comprehensive income | - | - | - | - |
| Other movements | 3,135 | - | 336 | 3,471 |
| Balance as at 31 December 2021 | 3,540 | 2,073 | 1,591 | 7,204 |
| Profit for the year | - | - | 2,415 | 2,415 |
| Other comprehensive income for the year | - | - | - | - |
| Dividends | - | - | (3,250) | (3,250) |
| Other movements | - | - | - | - |
| Balance as at 31 December 2022 | 3,540 | 2,073 | 756 | 6,369 |

The accompanying accounting policies and notes form an integral part of these financial statements, on pages 6 - 14.

ACCOUNTING POLICIES

For the year ended 31 December 2022

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Company Information

Carisbrooke Shipping 637 Limited is a private company limited by shares incorporated in England and Wales. The registered office is Bridge House, 38 Medina Road, Cowes, Isle of Wight, PO31 7DA.

Statement of Compliance

These financial statements for Carisbrooke Shipping 637 Limited for the year ended 31 December 2022 have been prepared in accordance with the applicable United Kingdom accounting standards, including Financial Reporting Standard 102 - 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102'), and the Companies Act 2006, as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

Basis of preparation

These consolidated and separate financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the recognition of certain financial assets and liabilities measured at fair value.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 2.

Going concern

The company made a profit after taxation of €2,415,000 (2021: profit €1,301,000) and an operating profit of €2,585,000 (2021: profit €1,527,000). At the Statement of Financial Position date the company had net current assets of €48,000 (2021: assets of €747,000). Management has assessed the going concern assumption as appropriate.

Current liabilities include amounts owed to external finance providers of €680,000 (2021: €1,013,000). The total liability due to external finance providers is €3,640,000 (2021: €4,653,000) and due to mature in November 2025. The repayments of the loan fall quarterly in February, May, August and November, until November 2025. The final balloon payment in November 2025 is for the amount of € 1,769,998. The outstanding balance is secured over the assets of the company.

The amount owed to group undertakings, included in current liabilities amounts to €0 (2021: €304,000).

After making reasonable enquires, the Directors have a solid expectation that the group has adequate resources to continue in operational existence for the foreseeable future. For these reasons, they continue to adopt the going concern basis of accounting in preparing these financial statements.

ACCOUNTING POLICIES

For the year ended 31 December 2022

Reporting currency

The financial statements are presented in Euros, the currency of the primary economic environment in which the company operates and in which the majority of the company's transactions are denominated. The Euro to Pound Sterling exchange rate at 31 December 2022 was 0.8843 (2021: 0.8372).

Foreign currency transactions and translated into the functional currency using the spot exchange rates at the date of the transactions. At each period end, foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction, and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Revenue recognition

Turnover is the revenue arising from the sales of services of gross freight. It is stated at the fair value of the consideration receivable by the Company in the ordinary course of business with outside customers, net of value added tax, rebates and discounts. Revenue from services provided by the Company is recognised when the Company has performed its obligations and in exchange obtained the right to consideration. Gross freight and related expenditure for trading and time charter motor vessel operations are accounted for on a daily basis as earned or incurred. Revenue is accrued or deferred according to the point of invoice.

Interest income is recognised in the income statement using the effective interest method.

Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity respectively.

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates that have been enacted or substantively enacted by the period end.

Deferred tax arises from timing differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

Tangible fixed assets

Tangible fixed assets are capitalised at cost and are stated at cost net of accumulated depreciation and of any provision of impairment.

Depreciation

Depreciation is calculated to write down the cost less estimated residual value of tangible fixed assets by equal instalments over their expected economic useful lives.

The annual rates generally applicable are:

| | |
|--------------------------------|--|
| Motor Vessels | - Straight line across the expected useful economic life of the vessel from date of purchase |
| Dry Docking of Motor Vessels | - Straight line across 5 years from capitalisation of costs |
| Ballast Water Treatment System | - Straight line across the expected useful economic life of the vessel from date of purchase |

Each vessel is assumed to have a 25 year economic life from delivery and the cost of the vessel is amortised over the remainder of that year from purchase. Each year, the directors review the remaining economic life of all vessels to ensure depreciation is provided on the most appropriate basis.

ACCOUNTING POLICIES

For the year ended 31 December 2022

Impairment of assets

At each balance sheet date, non-financial assets not carried at fair value are assessed to determine whether there is an indication that the asset may be impaired. If there is such an indication, the recoverable amount of the asset is compared to the carrying amount of the asset.

The recoverable amount of the asset is the higher of fair value less costs to sell and value in use. Value in use is determined as the present value of the future cash flows before interest and tax obtainable as a result of the asset's continued use. These cash flows are discounted using a pre-tax discount rate that represents the current market risk-free rate and the risks inherent in the asset.

If the recoverable amount of the asset is estimated to be lower than the carrying amount, the carrying amount is reduced to its recoverable amount. An impairment loss is recognised in the profit and loss account.

If an impairment loss is subsequently reversed, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the revised carrying amount does not exceed the carrying amount that would have been determined (net of depreciation) had no impairment been recognised in prior periods. A reversal of an impairment loss is recognised in the profit and loss account.

Cash and cash equivalents

Cash and cash equivalents include cash in hand and deposits held at call with banks.

Financial instruments

The company has chosen to adopt the Sections 11 and 12 of FRS 102 in respect of financial instruments.

Financial instruments are recognised when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic Financial assets

Basic financial assets, which include trade and other receivables, and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including trade and other payables, and loans from fellow group and associated companies, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Share Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

ACCOUNTING POLICIES

For the year ended 31 December 2022

Statement of cash flows

The directors have taken advantage of the exemption in FRS 102 from including a Statement of Cash Flows on the grounds that the company is a wholly owned and its parent publishes a consolidated statement of cash flows.

2 JUDGEMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

- Accruals: The Statement of Financial Position is influenced by the timing of vessel income and expenditure. Vessel income and expenditure is reviewed regularly and adjusted to ensure that cut-off in the current period has been reflected in the position outstanding with owners.

Vessel expenditure accruals are largely based on proforma invoices received prior to the period end.

Overhead accruals are based on expected costs not yet received before the year-end but that we have reasonable expectation that they relate to the current period, as well as reviewing post-period end invoices and accruing costs relating to the current period.

- Useful economic life of tangible assets: the annual depreciation charge for tangible assets is sensitive to change in the estimated useful economic lives of the assets. The useful economic lives are re-assessed annually, and amended when necessary to reflect current estimates based on the economic utilisation and the physical condition of the assets.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

3 TURNOVER AND PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The directors consider that the company is involved in one activity being the operation of trading motor vessels. Turnover is considered from England and Wales which is based on where the company is registered and not based on where the vessel is actually trading.

| | 2022 | 2021 |
|---|--------------|--------------|
| | €'000 | €'000 |
| Profit on ordinary activities before taxation is stated after charging: | | |
| Depreciation charge for the year - owned assets | 870 | 871 |
| Auditor's remuneration - audit of the company's financial statements | 3 | 6 |

4 NET INTEREST EXPENSE

| | 2022 | 2021 |
|---------------|--------------|--------------|
| | €'000 | €'000 |
| On bank loans | 174 | 217 |

5 DIRECTORS AND EMPLOYEES

The company had no employees during either year and the directors received no remuneration from the company either year.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

6 TAX ON PROFIT ON ORDINARY ACTIVITIES

| | 2022 €'000 | 2021 €'000 |
|---|---------------|---------------|
| The tax charge is based on the profit for the year and comprises: | | |
| Current year provision | 2 | 7 |
| Prior year adjustment | (8) | |
| | <u>(6)</u> | <u>7</u> |
| Tax on profit on ordinary activities | <u>(6)</u> | <u>7</u> |

The tax assessed for 2022 is lower than (2021: lower than) the company rate of corporation tax in the UK of 19.00% (2021: 19.00%)

The differences are explained as follows:

| | 2022 €'000 | 2021 €'000 |
|--|---------------|---------------|
| Profit on ordinary activities before tax | 2,409 | 1,308 |
| Profit on ordinary activities multiplied by rate of corporation tax in the United Kingdom of 19.00% (2021: 19.00%) | 458 | 249 |
| Earnings on vessels assessable under tonnage tax | (458) | (249) |
| Tax on tonnage tax profits / corporation tax | 2 | 7 |
| Prior year adjustments | (8) | |
| Difference in tax rates / (marginal relief) / forex rates | - | - |
| | <u>(6)</u> | <u>7</u> |
| Tax charge | <u>(6)</u> | <u>7</u> |

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

7 TANGIBLE FIXED ASSETS

| | Motor Vessels €'000 |
|--------------------------|---------------------------|
| Cost or valuation | |
| At January 1, 2022 | 20,157 |
| Additions | 55 |
| Disposals | - |
| | <hr/> |
| At 31 December 2022 | 20,212 |
| | <hr/> |
| Depreciation | |
| At January 1, 2022 | 10,061 |
| Charge for year | 870 |
| | <hr/> |
| At 31 December 2022 | 10,931 |
| | <hr/> |
| Net book value | |
| | <hr/> |
| At January 1, 2022 | 10,096 |
| | <hr/> |
| At 31 December 2022 | 9,281 |
| | <hr/> |

If the motor vessels were measured entirely using the cost model, the carrying amounts would be approximately €6,022,000 (2021: €6,557,000), the historical cost would be €16,282,000 (2021: €16,282,000) and accumulated depreciation would be €10,260,000 (2021: €9,725,000).

Vessels with a net book value of € 6,426,000 are pledged as a security for the loan (2021: € 6,962,000).

8 STOCK

| | 2022 €'000 | 2021 €'000 |
|--------------------|---------------|---------------|
| Vessel Consumables | 109 | 109 |
| | <hr/> | <hr/> |
| | 109 | 109 |
| | <hr/> | <hr/> |

Stock comprises of fuel on board of the vessels when delivered on time charter to commercial managers.

9 DEBTORS

| | 2022 €'000 | 2021 €'000 |
|--------------------------------------|---------------|---------------|
| Amounts due within one year: | | |
| Amounts owed from group undertakings | 449 | 825 |
| Trade debtors | 33 | 287 |
| Prepayments | 83 | 83 |
| VAT | - | - |
| Other debtors | 81 | 108 |
| | <hr/> | <hr/> |
| | 646 | 1,303 |
| | <hr/> | <hr/> |

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

10 CREDITORS

| | 2022 | 2021 |
|---|--------------|--------------|
| | €'000 | €'000 |
| Amounts falling due within one year: | | |
| Instalments due on bank loans | 680 | 1,013 |
| Amounts owed to group undertakings | - | 304 |
| Trade creditors | 26 | 48 |
| Accruals | 70 | 81 |
| Corporation Tax | 2 | 9 |
| Other creditors | 305 | 109 |
| | 1,083 | 1,564 |

The first repayment of the bank loan for 2022 was due per 24 of February for the amount of €336,667. All following instalments are on a quarterly basis, with the next one instalment for the same amount. Thereafter, instalments were for the amount of € 170,000. Instalments due within one year amount to € 680,000, and instalments due after one year amount to € 2,960,000. Final balloon payment is due on 24 November 2025 for the amount of €1,769,998.

| | 2022 | 2021 |
|--|--------------|--------------|
| | €'000 | €'000 |
| Amounts falling due after more than one year: | | |
| Bank loans | 2,960 | 3,640 |

| | 2022 | 2021 |
|--|--------------|--------------|
| | €'000 | €'000 |
| Bank loans including current instalments are repayable as follows: | | |
| Within one year | | |
| Bank loans and overdrafts | 680 | 1,013 |
| After one and within two years | | |
| Bank loans | 2,960 | 680 |
| After two and within five years | | |
| Bank loans | - | 2,960 |
| | 3,640 | 4,653 |

The bank loan is secured by a fixed charge over the motor vessels of the company.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

11 CALLED UP SHARE CAPITAL

| | 2022 | 2021 |
|------------------------------------|--------------|--------------|
| Allotted, called up and fully paid | €'000 | €'000 |
| 1,800,001 ordinary shares of £1 | 2,073 | 2,073 |
| | <u>2,073</u> | <u>2,073</u> |

In December 2017 the shares in Carisbrooke Shipping 637 Limited were transferred from Carisbrooke Shipping Holdings Limited to EOS Carisbrooke AS, a joint venture company owned by Carisbrooke Shipping Holdings Limited and EOS Bulk Invest AS.

During June 2021, Shipfund B.V. have purchased the shares from EOS Carisbrooke AS. With the dissolution of EOS Carisbrooke AS completed in 2022, Shipfund B.V. is the sole owner of Carisbrooke Shipping 637 Limited.

12 RESERVES

The called up share capital represents the nominal value of share that have been issued.

The revaluation reserve includes revaluation amounts incurred at the time of a fixed asset class being revalued to its market value.

The profit and loss account includes all current and prior period retained profit and losses.

12 CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

There were no contingent liabilities or capital commitments at 31 December 2022 or 31 December 2021.

13 RELATED PARTY TRANSACTIONS

Throughout the period Carisbrooke Shipping Ltd collected purchases for and on behalf of Carisbrooke Shipping 637 Limited. This amounts to €1,387,244 (2021: €1,414,903).

As at 31 December 2022, the balance Carisbrooke Shipping 637 Limited was owed from Carisbrooke Shipping Ltd was €103,578 (2021: owed to €304,499).

Throughout the period CS Shipfund B.V. collected purchases for and on behalf of Carisbrooke Shipping 637 Limited. This amounts to €1,363,715 (2021: none).

As at 31 December 2022, no balance was due to or from Soetermeer Fekkes' Cargadoorskantoor B.V. (2021: none)

14 ULTIMATE HOLDING COMPANY

The directors believe that there is no single controlling individual. The companies accounts are consolidated as a joint venture in the accounts of Carisbrooke Shipping Holdings Limited, whose accounts may be inspected at Bridge House, 38 Medina Road, Cowes, Isle of Wight, PO31 7DA.

15 POST BALANCE SHEET EVENTS

After the year end, the loan outstanding was fully repaid, and the guarantee over the vessels was discharged.