

Company number. 10200577

Neptune Shipping Ltd

Report and Financial Statements

For the year ended 31 December 2022



Corporate information

Director

Dan David Ungar

Company Secretary

Robin Woods

Registered office

6 Bloomsbury Square
London
United Kingdom
WC1A 2LP

Bankers

Skandinaviska Enskilda Banken AB
Nordea Bank Norge ASA

Auditors

BDO LLP
55 Baker Street
London
W1U 7EU
United Kingdom

Strategic Report

The director presents the Strategic Report for the year ended 31 December 2022.

Principal activity

The principal activity of the Company from when it commenced trading has been the ownership and operation of an 84,000 Dwt dry bulk carrier.

Review of the business

Results for the year under review

The performance of the business during the year was in line with expectations. The Company has a net asset position, finishing the year with net assets of US\$6.6m (2021: US\$4.6m). The profit for the year is US\$2m (2021: US\$3m).

The Company's results are reflected in detail in the financial statements and the Company's key performance indicators across the year are shown in the table below:

	2022 US\$	2021 US\$	% Change
Revenue	6,406,887	6,963,420	(8.0)
Operating expenses	3,391,355	3,471,859	(2.3)
Net cash inflow from operating activities	4,233,109	4,583,294	(7.6)

Revenue decreased by US\$0.5m compared to the previous year on account of a weaker charter market for the year.

Operating expenses decreased slightly by US\$0.1m during the year with an decrease in net cash inflow from operating activities of US\$0.4m.

Future developments

The director is confident that the nature of the Time Charter the vessel has in place will help the Company continue to deliver a quality service to the charterer whilst still focusing on cost management.

Principal risks and uncertainties

The principal risks and uncertainties faced by the Company are broadly grouped as currency, interest rate, credit and liquidity risks as detailed below:

Currency risk

The Company can be exposed to foreign exchange risk. However, the majority of the Company's revenue and expenses are in the same currency, i.e. the US dollar.

Interest rate risk

The Company loan is subject to variable interest rates, which may be affected by markets movements, increasing the cost of servicing the debt if rates go up.

Strategic Report (continued)

Principal risks and uncertainties (continued)

Credit risk

No material exposure is considered to exist in respect of trade and other receivables, as is typical in the shipping industry hire for the Company's vessel is contractually required to be paid by the charterers in advance. The charter contract contains rights under which the Company may cancel trading arrangements should non-payment occur. The Company also has a lien over cargo should a charterer default under an agreement.

The credit risk on cash and cash equivalents is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

RPI risk

The Company's operating expenses consisting of predominantly crew cost (salaries, victualing and transport) and vessel supplies are exposed to inflationary pressure. To mitigate this the Company agreed fixed budgets with crew managers and suppliers.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulties in meeting its loan and other obligations. The Company aims to mitigate its liquidity risk by managing cash generation from its operation. The Company closely monitors its cash balances and loan obligations and maintains a rolling cash flow forecast to ensure that there are sufficient funds available to meet all financial obligations. The Company loan covenants are also monitored closely on a current and forecast basis.

This report was approved by the board on 21 September 2023 and signed on its behalf.



Dan David Ungar
Director

Neptune Shipping Ltd

Director's Report

The director presents his report for the year ended 31 December 2022.

Director of the company

The director who served during the year and up to the date of signing the financial statements is Dan David Ungar.

Dividends

The director does not propose the payment of a dividend.

Post balance sheet events

In March 2023 the Company entered into an interest rate swap transaction.

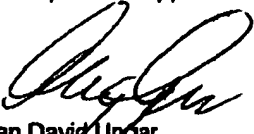
Going concern

The Company has net current liabilities at the year-end amounting to US\$0.2m (2021: US\$0.6m), in addition the Company is subject to minimum security cover ratio requirements based on the market values of its vessels at a consolidated Group level, which were met as at 31 December 2022. The ultimate parent has undertaken to provide financial support to enable the Company to meet its obligations as they fall due, for a period of at least twelve months from the date of signing of these financial statements.

Auditors

In accordance with section 485 of the Companies Act 2006, a resolution to reappoint BDO LLP as auditor of the Company is to be proposed at the forthcoming Annual General Meeting.

This report was approved by the board on 21 September 2023 and signed on its behalf.



Dan David Ungar
Director

Statement of director's responsibilities in respect of the financial statements

The director is responsible for preparing the Strategic Report, Director's Report, and the financial statements in accordance with applicable law and regulations.

Company law requires the Director to prepare financial statements for each financial year. Under that law the Director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing those financial statements, the director is required to:

- ▶ Select suitable accounting policies and then apply them consistently;
- ▶ Make suitable judgements and estimate that reasonable and prudent;
- ▶ State whether applicable UK Accounting Standard have been followed, subject to any material departures disclosed and explained in the financial statements; and
- ▶ Prepare the financial statements on the going concern basis and it is inappropriate to presume that the Company will continue in business.

The director is responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable him to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NEPTUNE SHIPPING LTD

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Neptune Shipping Ltd ("the Company") for the year ended 31 December 2022 which comprise the Income Statement, Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Director with respect to going concern are described in the relevant sections of this report.

Other information

The Director is responsible for the other information. The other information comprises the information included in the Directors report and financial statements, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NEPTUNE SHIPPING LTD
(continued)

Other information (continued)

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Other Companies Act 2006 reporting

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or the Directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of Directors

As explained more fully in the Statement of Director's Responsibilities, the Director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Director determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Director is responsible for assessing the Company'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 the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NEPTUNE SHIPPING LTD
(continued)

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Extent to which the audit was capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Based on our understanding of the Company and industry, we considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2006, income tax, payroll tax and sales tax. The Company is also subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: health and safety, anti-bribery, maritime law, employment law and certain aspects of relevant applicable legislation in the countries where the Company operates.

We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to revenue, management bias in accounting estimates and the adoption of inappropriate accounting policies.

Audit procedures performed by the engagement team included:

- inspecting correspondence with regulators, tax authorities and lawyers;
- discussions with management including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- inspecting legal and professional fees for indications of non-compliance with laws and regulations;
- evaluating management's controls designed to prevent and detect irregularities;
- identifying and testing journals, in particular journal entries posted with unusual account combinations, postings by unusual users or with unusual descriptions, posting of unusual administrative expenses; and
- challenging assumptions and judgements made by management in their critical accounting estimates.

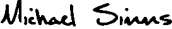
Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NEPTUNE SHIPPING LTD
(continued)

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:

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Michael Simms (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
London, UK

Date: 22 September 2023

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Income Statement

for the year ended 31 December 2022

		31 December 2022 US\$	31 December 2021 US\$
	Notes		
Turnover	3	6,406,887	6,963,420
Cost of sales		<u>(3,389,328)</u>	<u>(3,456,391)</u>
Gross profit		3,017,559	3,507,029
Administrative expenses		(2,027)	(15,468)
Other operating income		<u>34,090</u>	<u>72,947</u>
Operating profit	4, 16	3,049,622	3,564,508
Interest received	6	2,088	-
Interest payable and similar charges	6	<u>(1,004,039)</u>	<u>(560,949)</u>
Profit on ordinary activities before taxation		2,047,671	3,003,559
Tax on profit on ordinary activities	7	<u>-</u>	<u>-</u>
Profit on ordinary activities after taxation for the financial year		<u>2,047,671</u>	<u>3,003,559</u>

All amounts relate to continuing activities.

Statement of Comprehensive Income

for the year ended 31 December 2022

There is no other comprehensive income for both years presented.

Statement of Changes in Equity

for the year ended 31 December 2022

	<i>Called-up share capital US\$</i>	<i>Retained earnings US\$</i>	<i>Total shareholders' equity US\$</i>
At 1 January 2021	1	1,554,727	1,554,728
Profit for the year	-	3,003,559	3,003,559
At 31 December 2021	1	4,558,286	4,558,287
Profit for the year	-	2,047,671	2,047,671
At 31 December 2022	1	6,605,957	6,605,958

Called-up share capital

Called-up share capital represents the issued and fully paid up equity share capital of the Company.

Retained earnings

Retained earnings represent the cumulative total comprehensive income attributable to the Company.

Statement of Financial Position

at 31 December 2022

	Notes	31 December 2022 US\$	31 December 2021 US\$
Assets			
Non-current assets			
Tangible fixed assets	8	29,608,870	30,046,937
Current assets			
Stocks	9	113,242	69,799
Debtors	10	3,739,154	4,483,520
Cash at bank and in hand	11	252,540	407,205
Total current assets		<u>4,104,936</u>	<u>4,960,524</u>
Creditors: amounts falling due within one year	12	<u>(4,343,813)</u>	<u>(4,318,207)</u>
Net current (liabilities)/assets		<u>(238,877)</u>	<u>642,317</u>
Total assets less current liabilities		<u>29,369,993</u>	<u>30,689,254</u>
Creditors: amounts falling due after more than one year	13, 14	<u>(22,764,035)</u>	<u>(26,130,967)</u>
Net assets		<u>6,605,958</u>	<u>4,558,287</u>
Capital and reserves			
Called up share capital	15	1	1
Retained earnings		6,605,957	4,558,286
Total equity attributable to the owners of the Company		<u>6,605,958</u>	<u>4,558,287</u>

These financial statements were approved by the board on 21 September 2023 and signed on its behalf by:


Dan David Unger
Director

Statement of Cash Flows

for the year ended 31 December 2022

	Notes	31 December 2022 US\$	31 December 2021 US\$ Restated
Net cash inflows from operating activities	16	4,233,108	4,583,294
Investing activities			
Purchase of tangible fixed assets	8	(732,539)	-
Interest received	6	2,088	-
Net cash outflows from investing activities		<u>(730,451)</u>	<u>-</u>
Financing activities			
Bank loans drawn down		-	18,000,000
Bank loan repayments	14, 19	(1,500,000)	(17,625,000)
Interest paid		(929,174)	(557,586)
Related party loans repaid	19	(1,895,700)	-
Increase/(decrease) in Parent Company loan		667,552	(4,880,521)
Net cash outflows from financing activities		<u>(3,657,322)</u>	<u>(5,063,107)</u>
Decrease in cash and cash equivalents		(154,665)	(479,813)
Cash and cash equivalents 1 January		<u>407,205</u>	<u>887,018</u>
Cash and cash equivalents 31 December	11	<u>252,540</u>	<u>407,205</u>

Notes to the financial statements

for the year ended 31 December 2022

1. Principal accounting Policies

Statement of compliance

Neptune Shipping Ltd is a limited company incorporated in England. The registered office is 6 Bloomsbury Square, London, WC1A 2LP.

The financial statements have been prepared in compliance with FRS 102 as it applies to the financial statements of the Company for the year ended 31 December 2022.

Basis of preparation

The financial statements for Neptune Shipping Ltd were authorised for issue by the Board of Directors on 21 September 2023. The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom Accounting Standards. The accounts are prepared in United States Dollars (US\$). The financial statements are presented on a rounded basis to the nearest US Dollar, unless otherwise indicated.

Going concern

The financial statements have been prepared on a going concern basis. The director has, at the time of issuing the financial statements, an expectation that the Company will generate sufficient working capital and have adequate resources to continue in operational existence for the foreseeable future.

During the year the loan with Skandinaviska Enskilda Banken AB moved from being USD LIBOR to USD SOFR.

During the year ended 31 December 2022, the Company generated profit after tax of US\$2m (2021: US\$3m); at the balance sheet date the Company has net current liabilities of US\$0.2m (2021: net current assets US\$0.6m) with net assets of US\$6.6m (2021: US\$4.6m).

The director has received the ultimate parent undertaking's commitment to provide adequate financial support to the company, if required, for a period of at least twelve months from the approval date of the balance sheet to enable it to meet its liabilities as and when they fall due.

Covid-19 continues to affect crew travel and port stays; with the Company mitigating the risk with forward planning and working on crew welfare. Similar to prior years and based on the assessment performed by the Directors, it is not expected to have a significant impact on the financial statements for the foreseeable future. Furthermore, the Directors do not anticipate a significant impact on the financial statements arising from the Russian invasion of Ukraine.

Turnover

Revenues are recorded when services are rendered when the Company has signed charter agreements or other evidence of an arrangement, the price is fixed and collection is reasonably assured.

Deferred revenues relates to amounts received prior to being earned. These amounts are recognised as revenues over the related charter period to which they relate and are included within deferred income.

The Company employs its vessel on time charter, for which it receives a fixed hire rate per day. The hire income is recognised on an accruals basis in line with the provision of the vessel to the charterer. Due allowance is made for off hire when the vessel is unavailable for to the charter and no income is being earned under the contractual arrangements.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses. Such cost includes costs directly attributable to making the asset capable of operating as intended.

Depreciation is provided to write off the cost of each vessel, after allowing for an estimated residual (scrap) value, over its estimated useful life of 25 years from the date the asset becomes available for use, which is normally the year in which it is constructed.

Notes to the financial statements

for the year ended 31 December 2022

1. Principal accounting policies (*continued*)

Tangible fixed assets and depreciation (continued)

The carrying values of tangible fixed assets are reviewed for impairments when events or changes in circumstances indicate the carrying value may not be recoverable.

Estimating residual values

The residual value of the asset at the reporting date is calculated as if the asset were already of the age and in the condition that it will be in when the Company expects to dispose of it. Residual value does not include expected future inflation. The estimated residual value is based on the two dominant scrap markets (for bulkers) in Bangladesh and India.

Dry docking

The vessel is subject to a major service (dry dock) typically every 60 months dependent on its specification and age. These costs are treated as periodic overhaul costs and are required to be incurred if the vessel is to trade and receive regulatory approval. Dry docking costs are capitalised as a short life asset and written off to the income statement on a straight line basis over the estimated period to the next scheduled dry dock. The vessel was dry docked during the year.

Stocks

Stocks are stated at the lower of cost and net realisable value on a first in first out basis. Stocks represent spares, stores and victuals and are included at purchase cost and represent consumable items with no sales value.

Provisions for liabilities

A provision is recognised when the Company has a legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material the provisions are discounted using an appropriate risk adjusted discount rate.

Foreign currencies

Transactions in foreign currencies are converted into U.S. Dollars at the rates ruling on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are converted into U.S. Dollars at the rate of exchange ruling at the balance sheet date. All exchange differences are dealt with in the income statement.

Cash and cash equivalents

Cash and short term deposits in the statement of financial position normally comprise cash at banks and at hand and short term deposits with an original maturity of three months or less, if the term is longer to qualify as cash and cash equivalents the deposit must be subject to insignificant penalties on early termination.

Cash is split cash at bank/hand and restricted cash, as required by loan covenants.

For the purpose of the company cash flow statement cash and cash equivalents consist of cash and cash equivalents, as defined above, net of outstanding bank overdrafts.

Short-term debtors and creditors

Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the income statement in other operating expenses.

Interest-bearing loans

All interest-bearing loans and borrowings which are basic financial instruments are initially recognised at the present value of cash payable to the lender (including interest). After initial recognition they are measured at amortised cost using the effective interest rate method. The effective interest rate amortisation is included in finance expenses in the income statement.

Notes to the financial statements

for the year ended 31 December 2022

1. Principal accounting policies (*continued*)

Debt issuance costs

The cost incurred in raising debt finance is capitalised and offset against the loan balance and written off over the life of the debt on a systematic basis so as to produce a systematic charge approximating to interest.

Financial Instruments

The Company uses interest rate swaps to adjust interest rate exposures. Derivative financial instruments are initially measured at fair value on which a derivative contract is entered into and are subsequently measured at fair value through profit and loss. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative. The fair value of interest rate swap is determined by calculating the present value of the estimated future cash flows based on observable yield curves. The Company does not undertake any hedge accounting.

Related parties

For the purposes of these financial statements, parties are considered to be related to the Company if the Company has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Company and the party are subject to common control or common significant influence.

Related parties may be individuals (being members of key management personnel, significant shareholders and/or their close family members) or other entities and include entities which are under the significant influence of related parties of the Company where those parties are individuals.

Prior year restatement

The Company statement of cash flows has been restated to correctly classify interest paid related cashflows as a financing activity in accordance with the requirements of FRS 102 7.15. In the prior year these cashflows were incorrectly classified as an investing activity. The impact of the restatement on the prior year is that financing cash outflows were understated by US\$557,586 and investing cash inflows were overstated by US\$557,586. There was no impact on the net decrease in cash and cash equivalents.

2. Judgement and key source of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements:

Time charters

Management have considered whether the time charter arrangement contains or is expected to be treated as a lease, and in doing so whether such a lease is a finance or an operating lease. They have concluded that the arrangement does not meet the definition of a finance lease.

Residual values and estimated remaining lives

The carrying value of vessels is depreciated over their expected useful life of 25 years from date of build to an estimated residual value. Changes in the remaining life of the vessels and the residual value, based on year end scrap rates, would result in an adjustment to the current and future rate of depreciation through profit and loss.

Notes to the financial statements

for the year ended 31 December 2022

2. Judgement and key source of estimation uncertainty (*continued*)

Impairment of non-financial assets

Where there are indicators of impairment of individual assets, the Company performs impairment tests based on fair value less costs to sell or a value in use calculation. The fair value less costs to sell calculation is based on available data from binding sales transactions in an arm's length transaction on similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model.

The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the cash generating unit being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash flows and the growth rate used.

The Company assesses at each reporting date whether an asset may be impaired. If any such indication exists, the Company estimates recoverable amount of the asset. If it is not possible to estimate the recoverable amount of the individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to sell and its value in use. If the recoverable amount is less than its carrying amount, the carrying amount of the asset is impaired and it is reduced to its recoverable amount through an impairment charge in profit and loss unless the asset is carried at a revalued amount where the impairment loss of a revalued asset is a revaluation decrease.

An impairment loss recognised for all assets is reversed in a subsequent year if and only if the reasons for the impairment loss have ceased to apply.

3. Turnover

Turnover represents the amounts derived from the provision of services, being the time chartering of the vessel, which falls within the Company's ordinary and continuing activities.

4. Operating profit

Operating profit is stated after charging:

	31 December 2022 US\$	31 December 2021 US\$
Depreciation of owned tangible fixed assets	1,170,606	1,119,555
Auditors' remuneration – audit services	5,000	5,000

5. Staff costs

The director received no remuneration in respect of his services as a director of the Company during the year (2021: US\$ Nil).

There were no employees during the year (2021: none) all crew are employed by an independent third party and recharged to the Company.

During the year the Company was charged US\$nil (2021 US\$nil) in respect of management services provided by a related party, Unity Team Limited, a company incorporated in the United Kingdom of which Dan David Ungar is also a Director.

Notes to the financial statements

for the year ended 31 December 2022

6. Interest payable and similar charges

	31 December 2022 US\$	31 December 2022 US\$
Interest receivable	2,088	-
Interest payable on bank loans	1,004,039	560,949

Included in the above interest payable amounts is US\$392,856 (2021: US\$227,660) in respect of the loan from Ray Car Carriers Limited referred to in note 8 and 14.

7. Tax on profit on ordinary activities

The Company's vessel is held in a United Kingdom ('UK') company which is entered in the UK tonnage tax regime, under which its vessel owning and operating activities are taxed based on the net tonnage of the vessel operated and not on profits. Any income and profits outside the tonnage tax regime are taxed under the normal UK corporation tax rules however no such income or profits arose in the year. Therefore, no reconciliation of an expected tax charge based on the profit for the year has been presented.

The tax charge may be summarised as follows:

	31 December 2022 US\$	31 December 2021 US\$
Amounts due under UK Tonnage Tax	-	-
Total tax charge	-	-

The tonnage tax charge for the year ended 31 December 2022 was included in administrative expenses on the Income Statement.

Notes to the financial statements

for the year ended 31 December 2022

8. Tangible fixed assets

	Vessels US\$	Dry dock costs US\$	Total US\$
Cost:			
At 1 January 2022	35,460,999	-	35,460,999
Additions during the year	-	732,539	732,539
At 31 December 2022	<u>35,460,999</u>	<u>732,539</u>	<u>36,193,538</u>
Depreciation:			
At 1 January 2022	5,414,062	-	5,414,062
Charge for the year	1,119,555	51,051	1,170,606
At 31 December 2022	<u>6,533,617</u>	<u>51,051</u>	<u>6,584,668</u>
Net book value:			
At 31 December 2022	<u>28,927,382</u>	<u>681,488</u>	<u>29,608,870</u>
At 1 January 2022	<u>30,046,937</u>	<u>-</u>	<u>30,046,937</u>

The vessel is subject to legal mortgages and charges as set out in note 14.

The vessel was acquired under a deed of assignment of shipbuilding contract from Ray Car Carriers Limited (RCC), a related party incorporated in the Isle of Man. Acquisition financing was provided in a prior year by RCC amounting to US\$12,638,000. The total outstanding to RCC at 31 December 2022 is US\$10,742,300 (2021: US\$12,638,000).

9. Stocks

	31 December 2022 US\$	31 December 2021 US\$
Spares, stores and victuals	<u>113,242</u>	<u>69,799</u>

The purchase price and replacement cost of stocks are not significantly different. Stocks recognised as an expense in the year were US\$72,407 (2021: US\$42,379).

10. Debtors

	31 December 2022 US\$	31 December 2021 US\$
Trade debtors	58,415	2,500
Parent company loan	3,650,994	4,318,545
Prepayments and accrued income	29,745	162,475
	<u>3,739,154</u>	<u>4,483,520</u>

The amounts due from the parent company are unsecured and interest free.

Notes to the financial statements

for the year ended 31 December 2022

11. Cash at bank and in hand

Cash at bank and in hand included the following amounts:

	31 December 2022 US\$	31 December 2021 US\$
Cash at bank and in hand	252,540	157,205
Restricted cash	-	250,000
	<u>252,540</u>	<u>407,205</u>

Restricted cash relates to the Company's bank loans included in note 14 and is included within cash and cash equivalents.

12. Creditors: amounts falling due within one year

	31 December 2022 US\$	31 December 2021 US\$
Other creditors	27,414	7,267
Tax creditor	8,384	9,310
Current instalments on bank loans (note 14)	1,471,232	1,471,232
Current instalments on related party loans (note 14)	2,527,600	2,527,600
Accruals and deferred income	309,183	302,798
	<u>4,343,813</u>	<u>4,318,207</u>

13. Creditors: amounts falling due after more than one year

	31 December 2022 US\$	31 December 2021 US\$
Bank loans repayable by instalments (note 14)	14,549,335	16,020,567
Related party loans repayable by instalments (note 14)	8,214,700	10,110,400
	<u>22,764,035</u>	<u>26,130,967</u>

Notes to the financial statements

for the year ended 31 December 2022

14. Loans

Bank loans and related party loans are as follows:

	31 December 2022 US\$	31 December 2021 US\$
Within one year	3,998,832	3,998,832
Between one and two years	3,998,832	3,998,832
Between two and five years	18,765,203	22,132,135
	<u>26,762,867</u>	<u>30,129,799</u>
Less amounts due within one year (note 12)	(3,998,832)	(3,998,832)
Total non-current loans	<u>22,764,035</u>	<u>26,130,967</u>

In a prior period the Company obtained a secured bank loan facility for US\$18,000,000 provided by Skandinaviska Enskilda Banken AB. The loan balance as at 31 December 2022 amounted US\$16,125,000 (2021: US\$17,625,000). The loan is repayable in 19 quarterly instalments of US\$375,000 per quarter commencing on 15 November 2022, and a final repayment payment of US\$11,250,000 comprising last instalment of US\$375,000 and a balloon instalment of US\$10,875,000 which falls due in 2026. The loan bears interest at LIBOR plus 1.85% and is secured by first preferred legal charges over the Company's vessel along with assignment of earnings and insurance policies. During the year the loan moved from being USD LIBOR to USD SOFR plus 2.07%.

The related party loans repayable by instalments represent loans from RCC. A loan totalling US\$12,638,000 was taken during 2017 for the acquisition of the MG Neptune, repayable by way of 20 quarterly instalments of USD\$631,900 starting 30 September 2020 and is also subject to an interest rate of US\$ LIBOR plus 1.6%. This loan is unsecured. In March 2020 the remaining instalments of the related party loans with Ray Car Carriers Limited was delayed for a year and the instalments recommenced from 31 March 2022, see note 14.

15. Share capital

	31 December 2022 US\$	31 December 2021 US\$
Authorised		
1 ordinary shares of £1 each	1	1
	<u>1</u>	<u>1</u>
Ordinary shares issued, called up and fully paid		
1 ordinary shares of £1 each	1	1
	<u>1</u>	<u>1</u>

Notes to the financial statements

for the year ended 31 December 2022

16. Notes to the statement of cash flows

Reconciliation of profit to net cash inflow from operating activities

	31 December 2022 US\$	31 December 2021 US\$
Operating profit	3,049,622	3,564,508
Depreciation of tangible assets	1,170,606	1,119,555
Decrease)/(increase) in debtors	98,317	(231,781)
(Decrease)/increase in creditors	(41,067)	120,763
(Increase)/decrease in stocks	(43,443)	10,347
Tax paid	(927)	(98)
Net cash inflow from operating activities	<u>4,233,108</u>	<u>4,583,294</u>

17. Commitments and contingencies

The Company has a contract which expires in 2024 where the hire to be received is based on a Baltic Index, and so the future hire income is not readily determinable albeit it is contracted.

As at the balance sheet date the Board is not aware of any claims or contingent liabilities that warrant disclosure within the financial statements, other than the security related to the Company's bank loans set out in note 14.

18. Financial instruments

	31 December 2022 US\$	31 December 2021 US\$
<i>Financial assets that are debt instruments measured at amortised cost</i>		
Other debtors	58,415	2,500
Parent company loan	3,650,994	4,318,545
Bank and cash	252,540	407,205
<i>Financial liabilities measured at amortised cost</i>		
Trade creditors and accruals	45,123	57,421
Bank loans and related party loans	26,867,300	30,129,799

Notes to the financial statements

for the year ended 31 December 2022

19. Net Debt reconciliation

	1 January 2022 US\$	Cash flows US\$	31 December 2022 US\$
Cash at bank and in hand	407,205	(154,665)	252,540
Bank loan	(17,625,000)	1,500,000	(16,125,000)
Related party loan	(12,638,000)	1,895,700	(10,742,300)
Parent company loan	4,318,546	(667,552)	3,650,994
Net debt	<u>(25,537,249)</u>	<u>2,573,483</u>	<u>(22,963,766)</u>

20. Post balance sheet events

In March 2023 the Company entered into an interest rate swap transaction.

Counterparty	Trading date	Expiry	Fixed rate	Initial Notional	Current Notional
SEB	20/04/2020	17/08/2026	3.63%	US\$15,375,000	US\$15,000,000

21. Related party transactions

All relevant related party transactions are reported in notes 5, 6, 8, 10, 13, 14, 18 and 19.

22. Immediate and ultimate holding company and controlling shareholder

The immediate and ultimate holding company is Unity Maritime Limited (Isle of Man Company). The controlling shareholder is Dan David Ungar. Financial statements of the parent company are not publicly available.