

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 20-F

(Mark One)

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934
- OR**
- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2022
- OR**
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
- OR**
- SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Date of event requiring this shell company report _____

For the transition period from ____ to ____.

Commission file number

000-29106

Golden Ocean Group Limited

(Exact name of Registrant as specified in its charter)

(Translation of Registrant's name into English)

Bermuda

(Jurisdiction of incorporation or organization)

Par-la-Ville Place, 14 Par-la-Ville Road, Hamilton, Bermuda, HM 08

(Address of principal executive offices)

*James Ayers, Telephone: (1) 441 2956935, Facsimile: (1) 441 295 3494,
Par-la-Ville Place, 14 Par-la-Ville Road, Hamilton, HM 08, Bermuda*

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act

| <i>Title of each class</i> | <i>Trading Symbol</i> | <i>Name of each exchange on which registered</i> |
|--|-----------------------|--|
| <i>Common Shares, Par Value \$0.05 Per Share</i> | <i>GOGL</i> | <i>NASDAQ Global Select Market</i> |

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None
(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

200,485,621 Common Shares, Par Value \$0.05 Per Share

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes

No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes

No

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes

No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes

No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of "large accelerated filer", "accelerated filer", and "emerging growth company" in Rule 12b-2 of the Exchange Act.:

Large accelerated filer

Accelerated filer

Non-accelerated filer

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards[†] provided pursuant to Section 13(a) of the Exchange Act.

[†] The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards as issued by the International
Accounting Standards Board

Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow:

Item 17

Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes

No

INDEX TO REPORT ON FORM 20-F

PAGE

PART I

| | | |
|----------|--|-----------|
| Item 1. | Identity of Directors, Senior Management and Advisers | <u>1</u> |
| Item 2. | Offer Statistics and Expected Timetable | <u>1</u> |
| Item 3. | Key Information | <u>1</u> |
| Item 4. | Information on the Company | <u>22</u> |
| Item 4A. | Unresolved Staff Comments | <u>39</u> |
| Item 5. | Operating and Financial Review and Prospects | <u>40</u> |
| Item 6. | Directors, Senior Management and Employees | <u>62</u> |
| Item 7. | Major Shareholders and Related Party Transactions | <u>65</u> |
| Item 8. | Financial Information | <u>66</u> |
| Item 9. | The Offer and Listing | <u>66</u> |
| Item 10. | Additional Information | <u>66</u> |
| Item 11. | Quantitative and Qualitative Disclosures about Market Risk | <u>80</u> |
| Item 12. | Description of Securities other than Equity Securities | <u>82</u> |

PART II

| | | |
|-----------|--|-----------|
| Item 13. | Defaults, Dividend Arrearages and Delinquencies | <u>83</u> |
| Item 14. | Material Modifications to the Rights of Security Holders and Use of Proceeds | <u>83</u> |
| Item 15. | Controls and Procedures | <u>83</u> |
| Item 16. | [Reserved] | <u>84</u> |
| Item 16A. | Audit committee financial expert | <u>84</u> |
| Item 16B. | Code of Ethics | <u>84</u> |
| Item 16C. | Principal Accountant Fees and Services | <u>84</u> |
| Item 16D. | Exemptions from the Listing Standards for Audit Committees | <u>84</u> |
| Item 16E. | Purchase of Equity Securities by the Issuer and Affiliated Purchasers | <u>85</u> |
| Item 16F. | Change in Registrant's Certifying Accountant | <u>85</u> |
| Item 16G. | Corporate Governance | <u>85</u> |
| Item 16H. | Mine Safety Disclosures | <u>86</u> |
| Item 16I. | Disclosure Regarding Foreign Jurisdictions that Prevent Inspections | <u>86</u> |

PART III

| | | |
|----------|----------------------|-----------|
| Item 17. | Financial Statements | <u>87</u> |
| Item 18. | Financial Statements | <u>87</u> |
| Item 19. | Exhibits | <u>88</u> |

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Matters discussed in this annual report and the documents incorporated by reference may constitute forward-looking statements. The Private Securities Litigation Reform Act of 1995 (the "PSLRA"), provides safe harbor protections for forward-looking statements in order to encourage companies to provide prospective information about their business. Forward-looking statements include, but are not limited to, statements concerning plans, objectives, goals, strategies, future events or performance, underlying assumptions and other statements, which are other than statements of historical facts.

We are taking advantage of the safe harbor provisions of the PSLRA and are including this cautionary statement in connection with this safe harbor legislation. This annual report and any other written or oral statements made by us or on our behalf may include forward-looking statements, which reflect our current views with respect to future events and financial performance. This annual report includes assumptions, expectations, projections, intentions and beliefs about future events. These statements are intended as "forward-looking statements." We caution that assumptions, expectations, projections, intentions and beliefs about future events may and often do vary from actual results and the differences can be material. When used in this document, the words "believe," "expect," "anticipate," "estimate," "intend," "plan," "targets," "projects," "likely," "will," "would," "could," "seeks," "potential," "continue," "contemplate," "possible," "might," "forecasts," "may," "should" and similar expressions or phrases may identify forward-looking statements.

The forward-looking statements in this annual report are based upon various assumptions, including without limitation, management's examination of historical operating trends, data contained in our records and data available from third parties. Although we believe that these assumptions were reasonable when made, because these assumptions are inherently subject to significant uncertainties and contingencies which are difficult or impossible to predict and are beyond our control, we cannot assure you that we will achieve or accomplish these expectations, beliefs or projections. As a result, you are cautioned not to rely on any forward-looking statements.

In addition to these important factors and matters discussed elsewhere herein, and in the documents incorporated by reference herein, important factors that, in our view, could cause actual results to differ materially from those discussed in the forward-looking statements include among other things:

- general market trends in the dry bulk industry, which is cyclical and volatile, including fluctuations in charter hire rates and vessel values;
- a decrease in the market value of our vessels;
- changes in supply and demand in the dry bulk shipping industry, including the market for our vessels and the number of newbuildings under construction;
- delays or defaults in the construction of our newbuildings could increase our expenses and diminish our net income and cash flows;
- an oversupply of dry bulk vessels, which may depress charter rates and profitability;
- our future operating or financial results;
- our continued borrowing availability under our debt agreements and compliance with the covenants contained therein;
- our ability to procure or have access to financing, our liquidity and the adequacy of cash flows for our operations;
- the failure of our contract counterparties to meet their obligations, including changes in credit risk with respect to our counterparties on contracts;
- the loss of a large customer or significant business relationship;
- the strength of world economies;
- the volatility of prevailing spot market and charter-hire charter rates, which may negatively affect our earnings;
- our ability to successfully employ our dry bulk vessels and replace our operating leases on favorable terms, or at all;
- changes in our operating expenses and voyage costs, including bunker prices, fuel prices (including increased costs for low sulfur fuel), drydocking, crewing and insurance costs;
- the adequacy of our insurance to cover our losses, including in the case of a vessel collision;
- vessel breakdowns and instances of offhire;
- our ability to fund future capital expenditures and investments in the construction, acquisition and refurbishment of our vessels (including the amount and nature thereof and the timing of completion of vessels under construction, the delivery and commencement of operation dates, expected downtime and lost revenue);
- risks associated with any future vessel construction or the purchase of second-hand vessels;
- effects of new products and new technology in our industry, including the potential for technological innovation to reduce the value of our vessels and charter income derived therefrom;
- the impact of an interruption or failure of our information technology and communications systems, including the impact of cyber-attacks, upon our ability to operate;

- potential liability from safety, environmental, governmental and other requirements and potential significant additional expenditures (by us and our customers) related to complying with such regulations;
- changes in governmental rules and regulations or actions taken by regulatory authorities and the impact of government inquiries and investigations;
- the arrest of our vessels by maritime claimants;
- government requisition of our vessels during a period of war or emergency;
- our compliance with complex laws, regulations, including environmental laws and regulations and the U.S. Foreign Corrupt Practices Act of 1977;
- potential difference in interests between or among certain members of our board of directors ("Board"), executive officers, senior management and shareholders;
- our ability to attract, retain and motivate key employees;
- work stoppages or other labor disruptions by our employees or the employees of other companies in related industries;
- potential exposure or loss from investment in derivative instruments;
- stability of Europe and the Euro or the inability of countries to refinance their debts;
- the central bank policies intended to combat overall inflation and rising interest rates and foreign exchange rates;
- fluctuations in currencies;
- acts of piracy on ocean-going vessels, public health threats, terrorist attacks and international hostilities and political instability;
- potential physical disruption of shipping routes due to accidents, climate-related (acute and chronic), political instability, terrorist attacks, piracy, international sanctions or international hostilities, including the ongoing developments in the Ukraine region;
- general domestic and international political and geopolitical conditions or events, including any further changes in U.S. trade policy that could trigger retaliatory actions by affected countries;
- the impact of adverse weather and natural disasters;
- the impact of increasing scrutiny and changing expectations from investors, lenders and other market participants with respect to our Environmental, Social and Governance ("ESG") policies;
- changes in seaborne and other transportation;
- the length and severity of epidemics and pandemics, including the ongoing global outbreak of COVID-19 ("COVID-19") and governmental responses thereto and the impact on the demand for seaborne transportation in the dry bulk sector;
- impacts of supply chain disruptions that began during the COVID-19 pandemic and the resulting inflationary environment;
- fluctuations in the contributions of our joint ventures to our profits and losses;
- the potential for shareholders to not be able to bring a suit against us or enforce a judgement obtained against us in the United States;
- our treatment as a "passive foreign investment company" by U.S. tax authorities;
- being required to pay taxes on U.S. source income;
- our operations being subject to economic substance requirements;
- the volatility of the stock price for our common shares, from which investors could incur substantial losses, and the future sale of our common shares, which could cause the market price of our common shares to decline; and
- other factors discussed in "Item 3. Key Information D. Risk Factors." in this annual report.

We caution readers of this report not to place undue reliance on these forward-looking statements, which speak only as of their dates. Except to the extent required by applicable law or regulation, we undertake no obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date of this annual report or to reflect the occurrence of unanticipated events. These forward-looking statements are not guarantees of our future performance, and actual results and future developments may vary materially from those projected in the forward-looking statements.

PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION

On October 7, 2014, Knightsbridge Shipping Limited, ("Knightsbridge"), and Golden Ocean Group Limited, ("Former Golden Ocean"), entered into an agreement and plan of merger ("the Merger Agreement"), pursuant to which the two companies agreed to merge ("the Merger"), with Knightsbridge serving as the surviving legal entity. The Merger was completed on March 31, 2015, and the name of Knightsbridge was changed to Golden Ocean Group Limited. The Merger has been accounted for as a business combination using the acquisition method of accounting, with us selected as the accounting acquirer. See "Item 4. Information on the Company - A. History and Development of the Company" for more information.

Throughout this report, unless the context otherwise requires, "Golden Ocean," the "Company," "we," "us" and "our" refer to Golden Ocean Group Limited and its subsidiaries.

The term deadweight ton ("dwt"), is used in describing the capacity or size of vessels. Dwt, expressed in metric tons, each of which is equivalent to 1,000 kilograms, refers to the maximum weight of cargo and supplies that a vessel can carry.

We own and operate dry bulk vessels of the following sizes:

- Newcastlemax, which are vessels with carrying capacities of between 200,000 dwt and 210,000 dwt;*
- Capesize, which are vessels with carrying capacities of between 105,000 dwt and 200,000 dwt;*
- Panamax (including Kamsarmax), which are vessels with carrying capacities of between 65,000 and 105,000 dwt; and*
- Ultramax, which are vessels with carrying capacities of between 55,000 and 65,000 dwt.*

Unless otherwise indicated, all references to "USD", "US\$" and "\$" in this report are to, and amounts are presented in U.S. dollars.

A. [RESERVED]

B. CAPITALIZATION AND INDEBTEDNESS

Not applicable.

C. REASONS FOR THE OFFER AND USE OF PROCEEDS

Not applicable.

D. RISK FACTORS

Our assets are primarily engaged in international dry bulk shipping. The risk factors summarized in the Cautionary Statement Regarding Forward Looking Statements and Summary of Risk Factors and detailed below, summarize certain risks that may materially affect our business, financial condition or results of operations. Unless otherwise indicated in this annual report on Form 20-F, all information concerning our business and our assets is as of March 16, 2023.

Risk Factors Summary

The principal risks that could adversely affect, or have adversely affected, our Company's business, operation results and financial conditions are categorized and detailed below.

- **Risk Related to Our Industry**

Our assets operate worldwide within the dry bulk shipping sector which is volatile and unpredictable. Several risk factors including but not limited to our global and local market presence will impact our widespread operations. We are exposed to regulatory, statutory, operational, technical, counterpart, environmental, and political risks, developments and regulations that may impact and or disrupt our business. Details of specific risks relating to our industry are described below.

- **Risks Related to our Business**

Our Company is subject to a significant number of external and internal risks. We are a company with operations in many different jurisdictions, markets and industries and with numerous employees, shareholders, customers and other stakeholders having varying interests, and this broad exposure subjects us to significant risks. We also engage in activities, operations and actions that could result in harm to our Company, and adversely affect our financial performance, position and our business. Details of specific risks relating to our Company are described below.

- **Risk Related to an Investment in Our Securities**

Our common shares are subject to a significant number of external and internal risks. The market price of our common shares has historically been unpredictable and volatile. As a holding company, we depend on the ability of our subsidiaries to distribute funds to satisfy our financial and other obligations. As we are a foreign corporation, our shareholders may not have the same rights as a shareholder in a U.S. corporation may have. In addition, our shareholders may not be able to bring suit against us or enforce a judgement obtained in the U.S. against us since our offices and the majority of our assets are located outside of the U.S. Furthermore, sales of our common shares or conversions of our convertible notes could cause the market price of our common shares to decline. Details of specific risks relating to our common shares are described below.

Some risks are static while other risks may change and will vary depending on global and corporate developments that may occur now or in the future. The risk factors below identify risks relating to our industry, Company and common shares. These risks may not cover all risk factors applicable to the Company.

Risks Related to Our Industry

Charter hire rates for dry bulk vessels are volatile, have fluctuated significantly the past years and may decrease below our break-even rates in the future, which may adversely affect our earnings, revenues and profitability and our ability to comply with our loan covenants.

Substantially all of our revenues are derived from a single market, the dry bulk segment, and therefore our financial results are subject to the cyclicity of the dry bulk shipping industry and any attendant volatility in charter hire rates and profitability. The degree of charter hire rate volatility among different types of dry bulk vessels has varied widely, and time charter and spot market rates for dry bulk vessels have in the recent past declined below operating costs of vessels.

Dry bulk market conditions remained volatile in 2022, reflecting the impact of a broad economic slowdown, easing of port congestion, and the war in Ukraine. With the exception of a temporary sharp increase in rates in the immediate aftermath of Russia's invasion of Ukraine, rates generally trended downwards during the course of the year. In January 2023, we saw spot rates fall to extremely low levels, following normal seasonal patterns as well as Chinese New Year, which has reduced industrial activity in the region. Market conditions are expected to gradually improve over the course of 2023 as China's re-opening takes hold, however we cannot guarantee a trend towards recovery.

Charter rate fluctuations result from changes in the supply and demand for vessel capacity for the major commodities carried on water internationally. Because the factors affecting the supply and demand for vessels are outside of our control and are unpredictable, the nature, timing, direction and degree of changes in charter rates are also unpredictable. Since we charter our vessels principally in the spot market, we are exposed to the cyclicity and volatility of the spot market. Please refer to risk factor *"We are dependent on spot charters and any decrease in spot charter rates in the future may adversely affect our earnings and ability to pay our dividends."*

Furthermore, a significant decrease in charter rates would cause asset values to decline which may require us to record an impairment charge in our consolidated financial statements, which in turn could adversely affect our financial results. In 2022 or 2021, we have not had any impairment losses on our leased assets. In 2020, we recorded an impairment loss of \$94.2 million

on our leased vessels equal to the difference between the asset's carrying value and fair value, which was recorded as a result of an impairment review performed on an asset by asset basis. Further, because the market value of our vessels may fluctuate significantly, we may also incur losses when we sell vessels, which may adversely affect our earnings. If we sell vessels at a time when vessel prices have fallen and before we have recorded an impairment adjustment to our financial statements, the sale may be at less than the vessel's carrying amount in our financial statements, resulting in a loss and a reduction in earnings. For instance, during the years ended December 31, 2021 and 2020, we recorded impairment losses of \$4.2 million and \$0.7 million, respectively, related to sales of vessels. No impairment loss was recorded during the year ended December 31, 2022.

Factors that influence demand for vessel capacity include:

- supply of and demand for energy resources, commodities, and semi-finished and finished consumer and industrial products;
- changes in the exploration or production of energy resources, commodities, and semi-finished and finished consumer and industrial products;
- the location of regional and global exploration, production and manufacturing facilities;
- the location of consuming regions for energy resources, commodities, and semi-finished and finished consumer and industrial products;
- the globalization of production and manufacturing;
- global and regional economic and political conditions, armed conflicts, including the ongoing conflict between Russia and Ukraine and fluctuations in industrial and agricultural production;
- disruptions and developments in international trade;
- changes in seaborne and other transportation patterns, including the distance cargo is transported by sea;
- international sanctions, embargoes, import and export restrictions, nationalizations, piracy and terrorist attacks;
- legal and regulatory changes including regulations adopted by supranational authorities and/or industry bodies, such as safety and environmental regulations and requirements;
- weather and natural disasters;
- currency exchange rates, most importantly versus USD; and
- economic slowdowns caused by public health events such as the COVID-19 outbreak

Demand for our dry bulk oceangoing vessels is dependent upon economic growth in the world's economies, seasonal and regional changes in demand and changes to the capacity of the global dry bulk fleet and the sources and supply of dry bulk cargo transported by sea. Continued adverse economic, political or social conditions or other developments could further negatively impact charter rates and therefore have a material adverse effect on our business results, results of operations and ability to pay dividends.

Factors that influence the supply of vessel capacity include:

- the number of newbuilding orders and deliveries, including delays in vessel deliveries;
- the number of shipyards and ability of shipyards to deliver vessels;
- port or canal congestion;
- potential disruption, including supply chain disruptions, of shipping routes due to accidents or political events;
- scrapping of older vessels;
- speed of vessel operation;
- vessel casualties;
- technological advances in vessel design and capacity;
- the degree of scrapping or recycling of older vessels, depending, among other things, on scrapping or recycling rates and international scrapping or recycling regulations;
- the price of steel and vessel equipment;
- product imbalances (affecting the level of trading activity) and developments in international trade;
- number of vessels that are out of service, namely those that are laid-up, drydocked, awaiting repairs or otherwise not available for hire;
- availability of financing for new vessels and shipping activity;
- changes in national or international regulations that may effectively cause reductions in the carrying capacity of vessels or early obsolescence of tonnage; and
- changes in environmental and other regulations that may limit the useful lives of vessels.

In addition to the prevailing and anticipated freight rates, factors that affect the rate of newbuilding, scrapping and laying-up include newbuilding prices, secondhand vessel values in relation to scrap prices, costs of bunkers and other operating costs,

costs associated with classification society surveys, normal maintenance costs, insurance coverage costs, the efficiency and age profile of the existing dry bulk fleet in the market, and government and industry regulation of maritime transportation practices, particularly environmental protection laws and regulations. These factors influencing the supply of and demand for shipping capacity are outside of our control, and we may not be able to correctly assess the nature, timing and degree of changes in industry conditions.

Further, the market may fluctuate widely based on a variety of factors including changes in overall market movements, political and economic events, wars, including the ongoing conflict between Russia and Ukraine, acts of terrorism, natural disasters (including disease, epidemics and pandemics) and changes in interest rates or inflation rates.

Global economic conditions may negatively impact the dry bulk shipping industry and we face risks attendant in economic and regulatory conditions around the world.

Major market disruptions and adverse changes in market conditions and regulatory climate in China, the United States, the European Union and worldwide may adversely affect our business or impair our ability to borrow amounts under credit facilities or any future financial arrangements.

Chinese dry bulk imports have accounted for the majority of global dry bulk transportation growth annually over the last decade. Accordingly, our financial condition and results of operations, as well as our future prospects, would likely be hindered by an economic downturn in any of these countries or geographic regions. While global economic activity levels, led by China, are expected to improve following China relaxing its COVID-19 related restrictions, the outlook for China and the rest of the world remains uncertain and dependent on the pace of post-COVID normalization of Chinese demand. Global vaccination rates and effectiveness, together with the development of COVID-19 variants, could impact sustainability of this recovery, in addition to dry-bulk-specific seasonality described in further detail below. In addition, the International Monetary Fund has warned that continuing trade tensions, including significant tariff increases, between the United States and China could derail recovery from the impacts of COVID-19. It is unknown whether and to what extent tariffs (or other laws or regulations) will be adopted, or the effect that any such actions would have on us or our industry. If any new tariffs, legislation and/or regulations are implemented, or if existing trade agreements are renegotiated or, in particular, if the U.S. government takes retaliatory trade actions due to the recent U.S.-China trade tension, such changes could have an adverse effect on our business, financial condition, and results of operations.

Broader economic slowdown, high energy prices and accelerating inflation, together with the concurrent volatility in charter rates and vessel values, may have a material adverse effect on our results of operations, financial condition and cash flows and could cause the price of our common shares to decline. An extended period of deterioration in the outlook for the world economy could reduce the overall demand for our services and could also adversely affect our ability to obtain financing on acceptable terms or at all.

Continuing concerns over COVID-19, inflation, rising interest rates, energy costs, geopolitical issues, including acts of war and the availability and cost of credit have contributed to increased volatility and diminished expectations for the economy and the markets going forward. These factors, combined with volatile oil prices, declining business and consumer confidence, have precipitated fears of a possible economic recession. Domestic and international equity markets continue to experience heightened volatility and turmoil. The weakness in the global economy has caused, and may continue to cause, a decrease in worldwide demand for certain goods and, thus, shipping.

An over-supply of dry bulk vessel capacity may lead to reductions in charter hire rates, vessel values and profitability.

In the past, the supply of dry bulk vessels has outpaced vessel demand growth over the past few years, thereby causing downward pressure on charter rates. In such cases, if the supply of dry bulk vessels is not fully absorbed by the market, charter rates and value of the vessels may have a material adverse effect on our results of operations, our ability to pay dividends and our compliance with current or future covenants in any of our agreements.

Risks involved with operating ocean-going vessels could result in the loss of life or harm to our seafarers, environmental accidents or otherwise affect our business and reputation, which could have a material adverse effect on our results of operations and financial condition.

The operation of an ocean-going vessel carries inherent risks. These risks include the possibility of:

- loss of life or harm to seafarers;
- a marine accident or disaster;

- terrorism;
- piracy or robbery;
- environmental accidents and pollution;
- cargo and property losses and damage; and
- business interruptions caused by mechanical failure, human error, war, political action in various countries, labor strikes, or adverse weather conditions.

Any of these circumstances or events could increase our costs or lower our revenues. The involvement of our vessels in an environmental disaster may harm our reputation as a safe and reliable dry bulk operator.

Our operations outside the United States expose us to global risks, such as political instability, terrorist or other attacks, war, international hostilities and global public health concerns, which may affect the seaborne transportation industry and adversely affect our business.

We are an international shipping company and primarily conduct most of our operations outside the United States, and our business, results of operations, cash flows, financial condition and ability to pay dividends, if any, in the future may be adversely affected by changing economic, political and government conditions in the countries and regions where our vessels are employed or registered. Moreover, we operate in a sector of the economy that is likely to be adversely impacted by the effects of political conflicts.

Currently, the world economy faces a number of challenges, including trade tensions between the United States and China, stabilizing growth in China, continuing threat of terrorist attacks around the world, continuing instability and conflicts and other ongoing occurrences in the Middle East, Ukraine, and in other geographic areas and countries, as well as the public health concerns stemming from the ongoing COVID-19 outbreak.

In the past, political instability has also resulted in attacks on vessels, mining of waterways and other efforts to disrupt international shipping, particularly in the Arabian Gulf region and most recently in the Black Sea in connection with the recent conflicts between Russia and Ukraine. Acts of terrorism and piracy have also affected vessels trading in regions such as the South China Sea and the Gulf of Aden off the coast of Somalia. Any of these occurrences could have a material adverse impact on our future performance, results of operation, cash flows and financial position.

Beginning in February of 2022, President Biden and several European leaders announced various economic sanctions against Russia in connection with the aforementioned conflicts in the Ukraine region, which may adversely impact our business.

The United States Department of the Treasury's Office of Foreign Assets Control ("OFAC") administers and enforces multiple authorities under which sanctions have been imposed on Russia, including: the Russian Harmful Foreign Activities sanctions program, established by the Russia-related national emergency declared in Executive Order (E.O.) 14024 and subsequently expanded and addressed through certain additional authorities, and the Ukraine-Russia-related sanctions program, established with the Ukraine-related national emergency declared in E.O. 13660 and subsequently expanded and addressed through certain additional authorities. The United States has also issued several Executive Orders that prohibit certain transactions related to Russia, including the importation of certain energy products of Russian Federation origin, and investments in the Russian energy sector by U.S. persons, among other prohibitions and export controls. The ongoing conflict could result in the imposition of further economic sanctions or new categories of export restrictions against persons in or connected to Russia. While in general much uncertainty remains regarding the global impact of the conflict in Ukraine, it is possible that such tensions could adversely affect the Company's business, financial condition, results of operation and cash flows.

Our business could also be adversely impacted by trade tariffs, trade embargoes or other economic sanctions that limit trading activities by the United States or other countries against countries in the Middle East, Asia or elsewhere as a result of terrorist attacks, hostilities or diplomatic or political pressures.

In addition, public health threats, such as COVID-19, influenza and other highly communicable diseases or viruses, outbreaks of which have from time to time occurred in various parts of the world in which we operate, including China, Japan and South Korea, which may even become pandemics, such as the COVID-19 virus, could lead to a significant decrease of demand for the transportation of dry bulk cargoes. Such events may also adversely impact our operations, including timely rotation of our crews, the timing of completion of any outstanding or future newbuilding projects or repair works in drydock as well as the operations of our customers. Delayed rotation of crew may adversely affect the mental and physical health of our crew and the safe operation of our vessels as a consequence.

Our financial results and operations have been and may continue to be adversely affected by the ongoing outbreak of COVID-19, and related governmental responses thereto.

The COVID-19 pandemic and variants that have emerged have led a number of countries, ports and organizations to take measures against its spread, including travel bans, quarantines, and other emergency public health measures, including lockdown measures, which resulted in a significant reduction in global economic activity and extreme volatility in the global financial markets. These measures have and may continue to cause severe trade disruptions due to, among other things, the unavailability of personnel, supply chain disruption, interruptions of production, delays in planned strategic projects and closure of businesses and facilities. In 2022, a resurgence of COVID-19 cases led to China's government to impose quarantine regulations in certain provinces of China under China's zero-COVID policy. However, by the end of 2022, many of these measures, including China's zero-COVID policy, many of these measures were relaxed. Nonetheless, we cannot predict whether and to what degree emergency public health and other measures will be reinstated in the event of any resurgence in the COVID-19 virus or any variants thereof. If the COVID-19 pandemic continues on a prolonged basis or becomes more severe, the adverse impact on the global economy and the rate environment for dry bulk and other cargo vessels may deteriorate further and our operations and cash flows may be negatively impacted. Relatively weak global economic conditions during periods of volatility have and may continue to have a number of adverse consequences for dry bulk and other shipping sectors, as we experienced in 2020 and we may experience in the future including, among other things:

- low charter rates, particularly for vessels employed on short-term time charters or in the spot market;
- decreases in the market value of dry bulk vessels and limited second-hand market for the sale of vessels;
- limited financing for vessels;
- loan covenant defaults; and
- declaration of bankruptcy by certain vessel operators, vessel owners, shipyards and charterers.

Travel restrictions imposed on a global level also caused disruptions in scheduled crew changes on our vessels and delays in carrying out of certain ship repairs and maintenance during 2022, which could also continue to affect our operations. Our business and the shipping industry as a whole may continue to be impacted by a reduced workforce and delays of crew changes as a result of quarantines applicable in several countries and ports, as well as delays in the construction of newbuild vessels, scheduled drydockings, intermediate or special surveys of vessels and scheduled and unscheduled ship repairs and upgrades. In addition, any case of COVID-19 amongst crew, could result in a quarantine period for that vessel and, in turn, loss of charter hire and additional costs.

In 2022, we experienced and may continue to experience disruptions to our normal vessel operations caused by increased deviation time associated with positioning our vessels to countries in which we can undertake a crew rotation in compliance with measures to mitigate the spread of COVID-19. Delays in crew rotations have led to issues with crew fatigue and may continue to do so, which may result in delays or other operational issues. We have had and expect to continue to have increased expenses due to incremental fuel consumption and days in which our vessels are unable to earn revenue in order to deviate to certain ports on which we would ordinarily not call during a typical voyage. We may also incur additional expenses associated with testing, personal protective equipment, quarantines, and travel expenses such as airfare costs in order to perform crew rotations in the current environment. In 2022, delays in crew rotations have also caused us to incur additional costs related to crew bonuses paid to retain the existing crew members on board and may continue to do so.

Recently, Chinese authorities have removed a ban on crew changes in Chinese ports which may allow crewing operations to return to more normal conditions. However, we cannot predict whether and when, if ever, the removal of such measures will result in a timely return to more normal conditions. Additionally, we cannot predict whether and to what degree such measures will be reinstated in the event of any resurgence in the COVID-19 virus or any variants thereof. Following the relaxation of many of China's quarantine and travel restrictions in December 2022, significant COVID-19 surges were reported. Such surges and potential continuing surges may affect our ability to return to more normal crewing conditions.

This and future epidemics may affect personnel operating payment systems through which we receive revenues from the chartering of our vessels or pay for our expenses, resulting in delays in payments. We continue to focus on our employees well-being, whilst making sure that our operations continue uninterrupted and at the same time, adapting to the new ways of operating. As such employees are encouraged and in certain cases required to operate remotely which significantly increases the risk of cyber security attacks.

Prolongment of the COVID-19 pandemic could also impact credit markets and financial institutions and result in increased interest rate spreads and other costs of, and difficulty in obtaining, bank financing and our ability to finance the purchase price of vessel acquisitions, which could limit our ability to grow our business in line with our strategy.

Failure to control spread of the COVID-19 virus, including due to the emergence of new variants, could significantly impact economic activity and demand for our drybulk products, which could further negatively affect our business, financial condition, results of operations and cashflows.

Changes in the economic and political environment in China and policies adopted by the government to regulate its economy may have a material adverse effect on our business, financial condition and results of operations.

The Chinese economy differs from the economies of western countries in such respects as structure, government involvement, level of development, growth rate, capital reinvestment, allocation of resources, bank regulation, currency and monetary policy, rate of inflation and balance of payments position. Since 1978, there has been an increasing level of freedom and autonomy in areas such as allocation of resources, production, pricing and management and a gradual shift in emphasis to a "market economy" and enterprise reform. The Chinese government adopts annual and five-year State Plans in connection with the development of the economy. Although state-owned enterprises still account for a substantial portion of the Chinese industrial output, in general, the Chinese government is reducing the level of direct control that it exercises over the economy through State Plans and other measures. Many of the reforms are unprecedented or experimental and may be subject to revision, change or abolition based upon the outcome of such experiments. The Chinese government may not continue to pursue a policy of economic reform, and the level of imports to and exports from China could be adversely affected by the failure to continue market reforms or changes to existing pro-export economic policies. For example, China imposes a tax for non-resident international transportation enterprises engaged in the provision of services of passengers or cargo, among other items, in and out of China using their own, chartered or leased vessels. The regulation may subject international transportation companies to Chinese enterprise income tax on profits generated from international transportation services passing through Chinese ports. This tax or similar regulations, such as the recently promoted environmental taxes on coal, by China may result in an increase in the cost of raw materials imported to China and the risks associated with importing raw materials to China, as well as a decrease in any raw materials shipped from our charterers to China. This could have an adverse impact on our charterers' business, operating results and financial condition and could thereby affect their ability to make timely charter hire payments to us and to renew and increase the number of their time charters with us. The level of imports to and exports from China may also be adversely affected by changes in political, economic and social conditions (including a slowing of economic growth) or other relevant policies of the Chinese government, such as changes in laws, regulations or export and import restrictions, internal political instability, changes in currency policies, changes in trade policies and territorial or trade disputes. In recent years, China and the United States have implemented certain increasingly protective trade measures with continuing trade tensions, including significant tariff increases, between these countries. Although the United States and China successfully reached an interim trade deal in January 2020 that de-escalated the trade tensions with both sides rolling back tariffs, the extent to which the trade deal will be successfully implemented is unpredictable. A decrease in the level of imports to and exports from China could adversely affect our business, operating results and financial condition.

In addition, in September 2020, President Xi Jinping committed his country to achieving carbon neutrality by 2060 at the UN General Assembly. Carbon emissions are currently a prominent part of China's economic and industrial structure as it relies heavily on nonrenewable energy sources, generally lacks energy efficiency, and has a rapidly growing energy demand. Depending on how China attempts to achieve carbon neutrality by 2060, including through the reduction in the use of coal, an overall increase in the use of nonrenewable energy as part of the energy consumption mix and through other means and any reduction in the demand for coal and related products could have a material adverse effect on our business, cash flows and results of operations.

We conduct a substantial amount of business in China, which means the uncertainties in China's legal system could have a material adverse effect on our business, financial condition and results of operations.

Chinese administrative and court authorities have significant discretion in interpreting and implementing statutory and contractual terms. Accordingly, it may be more difficult to evaluate the outcome of administrative and court proceedings than in more developed legal systems and to ensure the level of legal protection we enjoy elsewhere. For example, we enter into charters with Chinese customers, which charters may be subject to new regulations in China. We may, therefore, be required to incur new or additional compliance or other administrative costs, and pay new taxes or other fees to the Chinese government. Although the charters we enter into with Chinese counterparties are not governed by Chinese law, we may have difficulties enforcing a judgment rendered by an arbitration tribunal or by an English or U.S. court (or other non-Chinese court) in China.

Changes in laws and regulations, including with regards to tax matters, and their implementation by local authorities could affect our vessels that are either chartered to Chinese customers or that call to Chinese ports and our vessels that undergo drydocking, or to which we install scrubbers, at Chinese shipyards, and the financial institutions with whom we have entered into financing agreements, could have a material adverse effect on our business, results of operations and financial condition.

If our vessels call at ports located in countries or territories that are the subject of sanctions or embargoes imposed by the U.S. government, the European Union, the United Nations or other governmental authorities, it could lead to monetary fines or penalties and adversely affect our reputation and the market for our shares of common stock and its trading price.

None of our vessels called on ports located in countries or territories that are the subject of country-wide or territory-wide sanctions or embargoes imposed by the U.S. government or other applicable governmental authorities (“Sanctioned Jurisdictions”) in 2022 in violation of applicable sanctions or embargo laws. Although we intend to maintain compliance with all applicable sanctions and embargo laws, and we endeavor to take precautions reasonably designed to mitigate such risks, it is possible that in the future our vessels may call on ports located in Sanctioned Jurisdictions on charterers’ instructions and/or without our consent. If such activities result in a violation of sanctions or embargo laws, we could be subject to monetary fines, penalties, or other sanctions, and our reputation and the market for our common shares could be adversely affected.

The laws and regulations of these different jurisdictions vary in their application and do not all apply to the same covered persons or proscribe the same activities. In addition, the sanctions and embargo laws and regulations of each jurisdiction may be amended to increase or reduce the restrictions they impose over time, and the lists of persons and entities designated under these laws and regulations are amended frequently. Moreover, most sanctions regimes provide that entities owned or controlled by the persons or entities designated in such lists are also subject to sanctions. The U.S. and EU have both enacted new sanctions programs in recent years. Additional countries or territories, as well as additional persons or entities within or affiliated with those countries or territories, have, and in the future will, become the target of sanctions. These require us to be diligent in ensuring our compliance with sanctions laws. Further, the U.S. has increased its focus on sanctions enforcement with respect to the shipping sector. Current or future counterparties of ours may be affiliated with persons or entities that are or may be in the future become the subject of sanctions imposed by the United States, EU and and/or other international bodies. If we determine that such sanctions require us to terminate existing or future contracts to which we, or our subsidiaries, are party or if we are found to be in violation of such applicable sanctions, our results of operations may be adversely affected, or we may suffer reputational harm.

As a result of Russia’s actions in Ukraine, the U.S., EU and United Kingdom, together with numerous other countries, have imposed significant sanctions on persons and entities associated with Russia and Belarus, as well as comprehensive sanctions on certain areas within the Donbas region of Ukraine, and such sanctions apply to entities owned or controlled by such designated persons or entities. These sanctions adversely affect our ability to operate in the region and also restrict parties whose cargo we may carry.

Although we believe that we have been in compliance with all applicable sanctions and embargo laws and regulations in 2022, and intend to maintain such compliance, there can be no assurance that we will be in compliance in the future, particularly as the scope of certain laws may be unclear and may be subject to changing interpretations. Any such violation could result in fines, penalties or other sanctions that could severely impact our ability to access U.S. capital markets and conduct our business, and could result in some investors deciding, or being required, to divest their interest, or not to invest, in us. In addition, certain institutional investors may have investment policies or restrictions that prevent them from holding securities of companies that have contracts with countries or territories identified by the U.S. government as state sponsors of terrorism. The determination by these investors not to invest in, or to divest from, our common shares may adversely affect the price at which our common shares trade. Moreover, our charterers may violate applicable sanctions and embargo laws and regulations as a result of actions that do not involve us or our vessels, and those violations could in turn negatively affect our reputation. Investor perception of the value of our common shares may be adversely affected by the consequences of war, the effects of terrorism, civil unrest and governmental actions in countries or territories that we operate in.

Compliance with safety and other vessel requirements imposed by classification societies may require additional investments and could reduce our net cash flows and net income.

A classification society authorized by the country of registry of a commercial vessel must certify such vessel as being "in class" and safe and seaworthy in accordance with the applicable rules and regulations of the country of registry of the vessel and the Safety of Life at Sea Convention. Most insurance underwriters make it a condition for insurance coverage and lending that a vessel be certified “in class” by a classification society which is a member of the International Association of Classification Societies, the IACS. The IACS has adopted harmonized Common Structural Rules, or “the Rules,” which apply to oil tankers and bulk carriers contracted for construction on or after July 1, 2015. The Rules attempt to create a level of consistency between IACS Societies. All of our vessels are certified as being “in class” by all the applicable Classification Societies (e.g., American Bureau of Shipping, Lloyd's Register of Shipping).

Additionally a vessel must undergo annual surveys, intermediate surveys, drydockings and special surveys. Alternatively, a vessel's machinery may be placed on a continuous survey cycle, under which the machinery would be surveyed periodically

over a five-year period. We expect our vessels to be on special survey cycles for hull inspection and continuous survey cycles for machinery inspection.

Every vessel is also required to be drydocked every 30 to 36 months for inspection of the underwater parts of the vessel. If any vessel does not maintain its class and/or fails any annual survey, intermediate survey, drydocking or special survey, the vessel will be unable to carry cargo between ports and will be unemployable and uninsurable which could cause us to be in violation of certain covenants in our loan agreements. Any such inability to carry cargo or be employed, or any such violation of covenants, could have a material adverse impact on our financial condition and results of operations.

Compliance with the above requirements may require significant additional investments by us, and we may incur significant additional costs in meeting any new inspection requirements or rules. If any vessel does not maintain its class or fails any annual, intermediate or special survey or drydocking, the vessel will be unable to trade between ports and will be unemployable and uninsurable, which could cause us to be in violation of certain covenants in our loan agreements. Any such inability to carry cargo or be employed, or any such violation of covenants, could have a material adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends.

Further, government regulation of vessels, particularly in the areas of safety and environmental requirements, can be expected to become stricter in the future and require us to incur significant capital expenditures on our vessels to keep them in compliance.

Climate change and related legislation or regulations may adversely impact our business, including potential financial, operational and physical impacts.

Growing concern about the sources and impacts of global climate change has led to the proposal or enactment of a number of domestic and foreign legislative and administrative measures, as well as international agreements and frameworks, to monitor, regulate and limit carbon dioxide and other greenhouse gases (“GHG”) emissions. Although the Paris Agreement, which was adopted under the UN Framework Convention on Climate Change in 2015, does not specifically require controls on GHG emissions from ships, it is possible that countries seek to impose such controls as they implement the Paris Agreement or any new treaty that may be adopted in the future. In the European Union, emissions are regulated under the E.U. Emissions Trading System (the “EU ETS”), an EU-wide trading scheme for industrial GHG emissions. While the shipping industry has not been subject to the EU ETS in the past, on July 14, 2021, the European Commission formally proposed adding shipping to the list of industries regulated. Under the proposal, the emissions from all voyages between E.U. ports and 50% of those from voyages between the E.U. and elsewhere would be covered by the EU ETS. Shipping companies would need to buy allowances that correspond to the emissions covered by the system. In addition, in June 2021, the IMO adopted amendments to MARPOL Annex VI that entered into force on November 1, 2022 and require ships to reduce GHG emissions using technological and operational approaches to improve energy efficiency and that provide important building blocks for future GHG reduction measures.

These requirements and any passage of additional climate control legislation or other regulatory initiatives by the IMO, the European Union, the United States or other countries where we operate, or any treaty adopted at the international level, that restrict emissions of GHGs could require us to make significant financial expenditures, including the installation of pollution controls and the purchase of emissions credits, as well as have other impacts on our business or operations, that we cannot predict with certainty at this time. While we have installed scrubbers on 34 vessels in our fleet pursuant to IMO sulfur cap regulations, we may be required in the future to expend more capital to modify, upgrade or replace vessels as a result of new climate GHG related rules and regulations. While IMO has set specific targets for 2030 and 2050 within the scope of its GHG strategy, currently only short-term measures have been adopted thus far, which we do not believe at this time will require material capital expenditures. Should additional medium-term measures be adopted and come into force, including market based measures to put a price on carbon, we may need to incur additional capital expenditures to comply with the relevant GHG emission regulations. Even in the absence of climate control legislation and regulations, our business and operations may be materially affected to the extent that climate change results in sea level changes or more intense weather events.

Increasing scrutiny and changing expectations from investors, lenders and other market participants with respect to our ESG policies may impose additional costs on us or expose us to additional risks.

Companies across all industries are facing increasing scrutiny relating to their ESG policies. Investor advocacy groups, certain institutional investors, investment funds, lenders and other market participants are increasingly focused on ESG practices and in recent years have placed increasing importance on the implications and social cost of their investments. The increased focus and activism related to ESG and similar matters may hinder access to capital, as investors and lenders may decide to reallocate capital or to not commit capital as a result of their assessment of a company’s ESG practices. Additionally, we may face increasing pressures from investors, lenders and other market participants, who are increasingly focused on climate change, to prioritize sustainable energy practices, reduce our carbon footprint and promote sustainability. Certain investors and lenders may exclude transportation companies, such as us, from their investing portfolios altogether due to environmental, social and governance factors. Companies which do not adapt to or comply with investor, lender or other industry shareholder

expectations and standards, which are evolving, or which are perceived to have not responded appropriately to the growing concern for ESG issues, regardless of whether there is a legal requirement to do so, may suffer from reputational damage, costs related to litigation, and the business, financial condition, and/or stock price of such a company could be materially and adversely affected.

In February 2021, the Acting Chair of the U.S. Securities and Exchange Commission (the "SEC") issued a statement directing the Division of Corporation Finance to enhance its focus on climate-related disclosure in public company filings and in March 2021 the SEC announced the creation of a Climate and ESG Task Force in the Division of Enforcement (the "Task Force"). The Task Force's goal is to develop initiatives to proactively identify ESG-related misconduct consistent with increased investor reliance on climate and ESG-related disclosure and investment. To implement the Task Force's purpose, the SEC has taken several enforcement actions, with the first enforcement action taking place in May 2022, and proposed new rules. On March 21, 2022, the SEC proposed that all public companies are to include extensive climate-related information in their SEC filings. On May 25, 2022, SEC proposed a second set of rules aiming to curb the practice of "greenwashing" (i.e., making unfounded claims about one's ESG efforts) and would add proposed amendments to rules and reporting forms that apply to registered investment companies and advisers, advisers exempt from registration, and business development companies. As of the date of this annual report, these proposed rules have not yet taken effect.

Under local, national and foreign laws, as well as international treaties and conventions, we could incur material liabilities, including clean-up obligations and natural resource damages liability, in the event that there is a release of hazardous materials from our vessels or otherwise in connection with our operations. Environmental laws often impose strict liability for remediation of spills and releases of oil and hazardous substances, which could subject us to liability, without regard to whether we were negligent or at fault.

Many environmental requirements are designed to reduce the risk of pollution and our compliance with these requirements could be costly. For example, Annex VI of the International Convention for the Prevention of Marine Pollution from Ships ("MARPOL"), which instituted a global 0.5% (lowered from 3.5% as of January 1, 2020) sulfur cap on marine fuel consumed by a vessel, unless the vessel is equipped with a scrubber. As of March 16, 2023, 34 of our vessels have been equipped with scrubbers to comply with this change in regulation ("Scrubber Program") and as of January 1, 2020, we have transitioned to burning IMO compliant fuels in our non-scrubber equipped vessels as necessary.

In addition, regulations relating to ballast water discharge may adversely affect our revenues and profitability. The International Maritime Organization (the "IMO") has imposed updated guidelines for ballast water management systems specifying the maximum amount of viable organisms allowed to be discharged from a vessel's ballast water. Depending on the date of the International Oil Pollution Prevention (the "IOPP") renewal survey, existing vessels constructed before September 8, 2017, must comply with the updated D-2 standard on or after September 8, 2019. For most vessels, compliance with the D-2 standard will involve installing on-board systems to treat ballast water and eliminate unwanted organisms. Ships constructed on or after September 8, 2017 are to comply with the D-2 standards upon delivery. We currently have two vessels in our fleet constructed prior to September 8, 2017 that do not have ballast water management systems installed and will need such systems installed on the first upcoming IOPP renewal in order to be D-2 compliant. Costs in order to become D-2 compliant for these vessels is estimated to be approximately \$1.0 million in total.

Furthermore, United States regulations are currently changing. Although the 2013 Vessel General Permit ("VGP") program and U.S. National Invasive Species Act ("NISA") are currently in effect to regulate ballast discharge, exchange and installation, the Vessel Incidental Discharge Act ("VIDA"), which was signed into law on December 4, 2018, requires that the U.S. Environmental Protection Agency ("EPA") develop national standards of performance for approximately 30 discharges, similar to those found in the VGP within two years. On October 26, 2020, the EPA published a Notice of Proposed Rulemaking for Vessel Incidental Discharge National Standards of Performance under VIDA. Within two years after the EPA publishes its final Vessel Incidental Discharge National Standards of Performance, the U.S. Coast Guard must develop corresponding implementation, compliance and enforcement regulations regarding ballast water. The new regulations could require the installation of new equipment, which may cause us to incur substantial costs.

Please see "Item 4. Information on the Company—B. Business Overview—Environmental and Other Regulations in the Shipping Industry" for a discussion of the environmental and other regulations applicable to us.

If we fail to comply with international safety regulations, we may be subject to increased liability, which may adversely affect our insurance coverage and may result in a denial of access to, or detention in, certain ports.

The operation of our vessels is affected by the requirements set forth in the IMO's International Safety Management Code (the "ISM Code"). The ISM Code requires shipowners, ship managers and bareboat charterers to develop and maintain an extensive "Safety Management System" that includes the adoption of a safety and environmental protection policy setting forth

instructions and procedures for safe operation and describing procedures for dealing with emergencies. If we fail to comply with the ISM Code, we may be subject to increased liability, or may invalidate existing insurance or decrease available insurance coverage for our affected vessels, and such failure may result in a denial of access to, or detention in, certain ports. The U.S. Coast Guard and European Union authorities enforce compliance with the ISM and International Ship and Port Facility Security Code (the "ISPS Code"), and prohibit non-compliant vessels from trading in U.S. and European Union ports. This could have a material adverse effect on our future performance, results of operations, cash flows and financial position. Given that the IMO continues to review and introduce new regulations, it is impossible to predict what additional regulations, if any, may be passed by the IMO and what effect, if any, such regulations might have on our operations.

Because such conventions, laws, and regulations are often revised, we cannot predict the ultimate cost of complying with such conventions, laws and regulations or the impact thereof on the resale prices or useful lives of our vessels. Additional conventions, laws and regulations may be adopted which could limit our ability to do business or increase the cost of our doing business and which may materially adversely affect our operations. We are required by various governmental and quasi-governmental agencies to obtain certain permits, licenses, certificates, and financial assurances with respect to our operations.

Please see "Item 4. Information on the Company - B. Business Overview - Environmental and Other Regulations in the Shipping Industry" for a discussion of the environmental and other regulations applicable to us.

Developments in safety and environmental requirements relating to the recycling of vessels may result in escalated and unexpected costs.

The 2009 Hong Kong International Convention for the Safe and Environmentally Sound Recycling of Ships (the "Hong Kong Convention"), aims to ensure ships, being recycled once they reach the end of their operational lives, do not pose any unnecessary risks to the environment, human health and safety. The Hong Kong Convention has yet to be ratified by the required number of countries to enter into force. Upon the Hong Kong Convention's entry into force, each ship sent for recycling will have to carry an inventory of its hazardous materials. The hazardous materials, whose use or installation are prohibited in certain circumstances, are listed in an appendix to the Hong Kong Convention. Ships will be required to have surveys to verify their inventory of hazardous materials initially, throughout their lives and prior to the ship being recycled. The Hong Kong Convention, which is currently open for accession by IMO member states, will enter into force 24 months after the date on which 15 IMO member states, representing at least 40% of world merchant shipping by gross tonnage, have ratified or approved accession. As of the date of this annual report, 20 countries have ratified or approved accession of the Hong Kong Convention but the requirement of 40% of world merchant shipping by gross tonnage has not yet been satisfied.

On November 20, 2013, the European Parliament and the Council of the EU adopted the Ship Recycling Regulation, which retains the requirements of the Hong Kong Convention and requires that certain commercial seagoing vessels flying the flag of an EU member state may be recycled only in facilities included on the European list of permitted ship recycling facilities.

Apart from that, any vessel, including ours, is required to set up and maintain an Inventory of Hazardous Materials from December 31, 2018 for EU flagged new ships and from December 31, 2020 for EU flagged existing ships and Non-EU flagged ships calling at a port or anchorage of an EU member state. Such a system includes Information on the hazardous materials with a quantity above the threshold values specified in relevant EU Resolution and are identified in ship's structure and equipment. This inventory should be properly maintained and updated, especially after repairs, conversions or unscheduled maintenance on board the ship.

These regulatory requirements may lead to cost escalation by shipyards, repair yards and recycling yards. This may then result in a decrease in the residual recycling value of a vessel, which could potentially not cover the cost to comply with the latest requirements, which may have an adverse effect on our future performance, results of operations, cash flows and financial position.

Maritime claimants could arrest or attach one or more of our vessels, which could interrupt our customers' or our cash flows.

Crew members, suppliers of goods and services to a vessel, shippers of cargo and other parties may be entitled to a maritime lien against a vessel for unsatisfied debts, claims or damages. In many jurisdictions, a maritime lien holder may enforce its lien by "arresting" or "attaching" a vessel through judicial or foreclosure proceedings. The arrest or attachment of one or more of our vessels could interrupt the cash flow of the charterer and/or our cash flow and require us to pay a significant amount of money to have the arrest lifted, which would have an adverse effect on our financial condition and results of operations. In addition, in jurisdictions where the "sister ship" theory of liability applies, such as South Africa, a claimant may arrest the vessel that is subject to the claimant's maritime lien and any "associated" vessel, which is any vessel owned or controlled by the same owner. In countries with "sister ship" liability laws, claims may be asserted against us or any of our vessels for liabilities

of other vessels that we own. Under some of our present charters, if the vessel is arrested or detained as a result of a claim against us, we may be in default of our charter and the charterer may terminate the charter, which will negatively impact our revenues and cash flows.

Governments could requisition our vessels during a period of war or emergency resulting in a loss of earnings.

A government of a vessel's registry could requisition for title or seize one or more of our vessels. Requisition for title occurs when a government takes control of a vessel and becomes the owner. Such government could also requisition one or more of our vessels for hire. Requisition for hire occurs when a government takes control of a vessel and effectively becomes the charterer at dictated charter rates. Generally, requisitions occur during a period of war or emergency. Government requisition of one or more of our vessels could have a material adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends.

Risks Related to Our Business

The market values of our vessels may decline, which could limit the amount of funds that we can borrow, cause us to breach certain financial covenants in our credit facilities, or result in an impairment charge, and cause us to incur a loss if we sell vessels following a decline in their market value.

The fair market values of dry bulk vessels, including our vessels, have generally experienced high volatility and may decline in the future. The fair market value of vessels may increase and decrease depending on but not limited to the following factors:

- general economic and market conditions affecting the shipping industry;
- the balance between the supply of and demand for ships of a certain type;
- competition from other shipping companies;
- the availability and cost of ships of the required size and design;
- the availability of other modes of transportations;
- the cost of newbuildings;
- shipyard capacity;
- changes in environmental, governmental or other regulations that may limit the useful life of vessels, require costly upgrades or limit their efficiency;
- distressed asset sales, including newbuilding contract sales below acquisition costs due to lack of financing;
- the types, sizes and ages of vessels, including as compared to other vessels in the market;
- the prevailing level of charter rates;
- the need to upgrade secondhand and previously owned vessels as a result of environmental, safety, regulatory or charterer requirements; and
- technological advances in vessel design or equipment or otherwise.

During the period a vessel is subject to a charter, we might not be permitted to sell it to take advantage of increases in vessel values without the charterer's consent. If we sell a vessel at a time when ship prices have fallen, the sale may be at less than the vessel's carrying amount in our financial statements, with the result that we could incur a loss and a reduction in earnings. There were no impairment losses recorded in 2022. During the year ended December 31, 2021 and 2020, we recorded impairment losses of \$4.2 million and \$0.7 million, respectively, related to the sales of vessels. The carrying values of our owned and leased vessels are reviewed quarterly or whenever events or changes in circumstances indicate that the carrying amount of the vessel may no longer be recoverable. We assess recoverability of the carrying value by estimating the future net cash flows expected to result from the vessel, including eventual disposal for owned vessels. If the future net undiscounted cash flows and the estimated fair market value of the vessel are less than the carrying value, an impairment loss is recorded equal to the difference between the vessel's carrying value and fair value. There were no impairment losses recorded in 2022 or 2021 for leased vessels. In 2020, we recorded an impairment loss of \$94.2 million on our leased vessels equal to the difference between the asset's carrying value and fair value, which was recorded as a result of an impairment review performed on an asset by asset basis. Any impairment charges incurred as a result of declines in charter rates and other market deterioration could negatively affect our business, financial condition or operating results or the trading price of our common shares.

Conversely, if vessel values are elevated at a time when we wish to acquire additional vessels, the cost of acquisition may increase and this could adversely affect our business, results of operations, cash flow and financial condition.

We are dependent on spot charterers and any decrease in spot charter rates in the future may adversely affect our earnings and ability to pay dividends.

As of December 31, 2022, 79 of the 84 vessels, which are owned, leased or chartered-in by us, were employed in the spot market or on short-term or variable time rate charters, and we are therefore exposed to fluctuations in spot market charter rates. We may also employ any additional vessels that we acquire to take delivery of in the spot market.

Although the number of vessels in our fleet that participate in the spot market will vary from time to time, we anticipate that a significant portion of our fleet will participate in this market. As a result, our financial performance will be significantly affected by conditions in the dry bulk spot market and only our vessels that operate under fixed-rate time charters may, during the period such vessels operate under such time charters, provide a fixed source of revenue to us.

Historically, the dry bulk markets have been volatile as a result of the many conditions and factors that can affect the price, supply of and demand for dry bulk capacity. Weak global economic trends may further reduce demand for transportation of dry bulk cargoes over longer distances, which may materially affect our revenues, profitability and cash flows. The spot market may fluctuate significantly based upon supply of and demand for vessels and cargoes. The successful operation of our vessels in the competitive spot market depends upon, among other things, obtaining profitable spot charters and minimizing, to the extent possible, time spent waiting for charters and time spent traveling unladen to pick up cargo. The spot market is volatile and there have been periods when spot rates have declined below the operating cost of vessels. If future spot market rates decline, then we may be unable to operate our vessels trading in the spot market profitably, or meet our obligations, including payments on indebtedness, or to pay dividends in the future. Furthermore, as charter rates for spot charters are fixed for a single voyage, which may last up to several weeks during periods in which spot charter rates are rising, we will generally experience delays in realizing the benefits from such increases.

Our ability to renew the charters on our vessels on the expiration or termination of our current charters, or on vessels that we may acquire in the future, or the charter rates payable under any replacement charters and vessel values will depend upon, among other things, economic conditions in the sectors in which our vessels operate at that time, changes in the supply and demand for vessel capacity and changes in the supply and demand for the seaborne transportation of energy resources.

Our credit facilities impose operating and financial restrictions, which could significantly limit our ability to execute our business strategy and increase the risk of default under our debt obligations.

As of December 31, 2022, we had \$1,131.5 million of outstanding indebtedness under our credit facilities and debt securities, of which \$92.9 million was classified as current portion of long-term debt. We cannot assure you that we will be able to generate cash flow in amounts that is sufficient to satisfy these obligations. If we are not able to satisfy these obligations, we may have to undertake alternative financing plans or sell our assets. In addition, debt service payments under our credit facilities may limit funds otherwise available for working capital, capital expenditures, payment of cash distributions and other purposes. If we are unable to meet our debt obligations, or if we otherwise default under our credit facilities, our lenders could declare the debt, together with accrued interest and fees, to be immediately due and payable and foreclose on our fleet, which could result in the acceleration of other indebtedness that we may have at such time and the commencement of similar foreclosure proceedings by other lenders.

Our credit facilities impose operating and financial restrictions on us that limit our ability, or the ability of our subsidiaries party thereto, as applicable, to:

- pay dividends and make capital expenditures if there is an event of default under our credit facilities;
- incur additional indebtedness, including the issuance of guarantees, or refinance or prepay any indebtedness, unless certain conditions exist;
- create liens on our assets, unless otherwise permitted under our credit facilities;
- change the flag, class or management of our vessels or terminate or materially amend the management agreement relating to each vessel;
- merge or consolidate with, or transfer all or substantially all our assets to, another person; or
- enter into a new line of business.

In addition, our loan agreements, which are secured by liens on our vessels, contain various financial covenants. Among those covenants are requirements that relate to our financial position, operating performance and liquidity. For example, there are financial covenants that require us to maintain (i) an equity ratio fixing a minimum value of adjusted equity that is based, in part, upon the market value of the vessels securing the loans, (ii) minimum levels of free cash, (iii) positive working capital, and

(iv) a minimum value, or loan-to-value, covenant, which could require us to post collateral or prepay a portion of the outstanding borrowings should the value of the vessels securing borrowings decrease below a required level.

Our ability to comply with the covenants and restrictions contained in our current or future credit facilities may be affected by events beyond our control, including prevailing economic, financial and industry conditions, interest rate developments, changes in the funding costs of our banks and changes in vessel earnings and asset valuations. If market or other economic conditions deteriorate, our ability to comply with these covenants may be impaired. For example, the market value of dry bulk vessels is likewise sensitive to, among other things, changes in the dry bulk market, with vessel values deteriorating in times when dry bulk rates are falling or anticipated to fall and improving when charter rates are rising or anticipated to rise. Such conditions may result in us not being in compliance with our loan covenants. In such a situation, unless our lenders are willing to provide further waivers of covenant compliance or modifications to our covenants, or would be willing to refinance our indebtedness, we may have to sell vessels in our fleet and/or seek to raise additional capital in the equity markets in order to comply with our loan covenants. Furthermore, if the value of our vessels deteriorates significantly, we may have to record an impairment adjustment in our financial statements, which would adversely affect our financial results and further hinder our ability to raise capital. The fair market values of our vessels may decline, which could limit the amount of funds that we can borrow, cause us to breach certain financial covenants in our credit facilities, or result in an impairment charge, and cause us to incur a loss if we sell vessels following a decline in their market value.

If we are not in compliance with our covenants and are not able to obtain covenant waivers or modifications, our lenders could require us to post additional collateral, enhance our equity and liquidity, increase our interest payments, pay down our indebtedness to a level where we are in compliance with our loan covenants, sell vessels in our fleet, or they could accelerate our indebtedness, any of which would impair our ability to continue to conduct our business. If our indebtedness is accelerated, we might not be able to refinance our debt or obtain additional financing and could lose our vessels if our lenders foreclose on their liens. In addition, if we find it necessary to sell our vessels at a time when vessel prices are low, we will recognize losses and a reduction in our earnings, which could affect our ability to raise additional capital necessary for us to comply with our loan agreements.

Furthermore, certain of our credit facilities contain a cross-default provision that may be triggered by a default under one of our other credit facilities. A cross-default provision means that a default on one loan would result in a default on certain of our other loans. Because of the presence of cross-default provisions in certain of our credit facilities, the refusal of any one lender under our credit facilities to grant or extend a waiver could result in certain of our indebtedness being accelerated, even if our other lenders under our credit facilities have waived covenant defaults under the respective credit facilities. If our secured indebtedness is accelerated in full or in part, it would be very difficult for us to refinance our debt or obtain additional financing and we could lose our vessels securing our credit facilities if our lenders foreclose their liens, which would adversely affect our ability to conduct our business.

Also, any contemplated vessel acquisitions will have to be at levels that do not impair the required ratios set out above. The global economic downturn that occurred within the past several years had an adverse effect on vessel values, which may occur again if an economic slowdown arises in the future. If the estimated asset values of the vessels in our fleet decrease, such decreases may limit the amounts we can draw down under our future credit facilities to purchase additional vessels and our ability to expand our fleet. In addition, we may be obligated to prepay part of our outstanding debt in order to remain in compliance with the relevant covenants in our current or future credit facilities. If funds under our current or future credit facilities become unavailable as a result of a breach of our covenants or otherwise, we may not be able to perform our business strategy, which could have a material adverse effect on our business, results of operations and financial condition and our ability to pay dividends.

Technological innovation and quality and efficiency requirements from our customers could reduce our charter hire income and the value of our vessels.

Our customers have a high and increasing focus on quality and compliance standards with their suppliers across the entire supply chain, including the shipping and transportation segment. Our continued compliance with these standards and quality requirements is vital for our operations. The charter hire rates and the value and operational life of a vessel are determined by a number of factors including the vessel's efficiency, operational flexibility and physical life. Efficiency includes speed, fuel economy and the ability to load and discharge cargo quickly. Flexibility includes the ability to enter harbors, utilize related docking facilities and pass through canals and straits. The length of a vessel's physical life is related to its original design and construction, its maintenance and the impact of the stress of operations. We face competition from companies with more modern vessels having more fuel efficient designs than our vessels, or eco vessels, and if new dry bulk vessels are built that are more efficient or more flexible or have longer physical lives than the current eco vessels, competition from the current eco vessels and any more technologically advanced vessels could adversely affect the amount of charter hire payments we receive for our vessels and the resale value of our vessels could significantly decrease. Similarly, technologically advanced vessels are

needed to comply with environmental laws the investment in which along with the foregoing could have a material adverse effect on our results of operations, charter hire payments and resale value of vessels. This could have an adverse effect on our results of operations, cash flows, financial condition and ability to pay dividends.

We may be unable to successfully compete with other vessel operators for charters, which could adversely affect our results of operations and financial position.

The operation of dry bulk vessels and transportation of dry bulk cargoes is extremely competitive. Competition for the transportation of dry bulk cargoes by sea is intense and depends on price, location, size, age, condition and the acceptability of the vessel and its operators to the charterers. Through our operating subsidiaries, we compete with other vessel owners, and, to a lesser extent, owners of other size vessels. The dry bulk market is highly fragmented. Due in part to the highly fragmented market, competitors with greater resources could enter the dry bulk shipping industry and operate larger fleets through consolidations or acquisitions and may be able to offer lower charter rates and higher quality vessels than we are able to offer. As a result, we cannot assure you that we will be successful in finding continued timely employment of our existing vessels, which could adversely affect our results of operations and financial position.

We are subject to certain risks with respect to our counterparties on contracts, and failure of such counterparties to meet their obligations could cause us to suffer losses or otherwise adversely affect our business.

We have entered, and may enter in the future, into various contracts that are material to the operation of our business, including charter parties with our customers, loan agreements with our lenders, and vessel management, pooling arrangements, newbuilding contracts and other agreements with other entities, which subject us to counterparty risks. The ability and willingness of each of the counterparties to perform its obligations under a contract with us or contracts entered into on our behalf will depend on a number of factors that are beyond our control and may include, among other things, general economic conditions, the condition of the shipping sector, the overall financial condition of the counterparty, charter rates received for our vessels and the supply and demand for commodities. Should a counterparty fail to honor its obligations under any such contract or attempt to negotiate our agreements, we could sustain significant losses which could have a material adverse effect on our business, financial condition, results of operations, cash flows, ability to pay dividends to holders of our common shares in the amounts anticipated or at all and compliance with covenants in our secured loan agreements. Charterers are sensitive to the commodity markets and may be impacted by market forces affecting commodities and/or uncertain industry conditions. In addition, in depressed market conditions, charterers may have incentive to renegotiate their charters or default on their obligations under charters. Should a charterer in the future fail to honor its obligations under agreements with us, it may be difficult to secure substitute employment for such vessel, and any new charter arrangements we secure on the spot market or on charters may be at lower rates, depending on the then existing charter rate levels, compared to the rates currently being charged for our vessels. In addition, if the charterer of a vessel in our fleet that is used as collateral under one or more of our loan agreements defaults on its charter obligations to us, such default may constitute an event of default under our loan agreements, which may allow the bank to exercise remedies under our loan agreements. Although we assess the creditworthiness of our counterparties, a prolonged period of difficult industry conditions could lead to changes in a counterparty's financial condition and increase our exposure to credit risk and bad debts. In addition, we may offer extended payment terms to our customers in order to secure contracts, which may lead to more frequent collection issues and adversely affect our financial results and liquidity.

Volatility of LIBOR and potential changes of the use of LIBOR as a benchmark could affect our profitability, earnings and cash flow.

As certain of our current financing agreements have, and our future financing arrangements may have, floating interest rates, typically based on LIBOR, movements in interest rates could negatively affect our financial performance. The publication of U.S. Dollar LIBOR for the one-week and two-month U.S. Dollar LIBOR tenors ceased on December 31, 2021, and the ICE Benchmark Administration (“IBA”), the administrator of LIBOR, with the support of the United States Federal Reserve and the United Kingdom’s Financial Conduct Authority, announced the publication of all other U.S. Dollar LIBOR tenors will cease on June 30, 2023. The United States Federal Reserve concurrently issued a statement advising banks to cease issuing U.S. Dollar LIBOR instruments after 2021. As such, any new loan agreements we enter into will not use LIBOR as an interest rate, and we will need to transition our existing loan agreements from U.S. Dollar LIBOR to an alternative reference rate prior to June 2023.

In order to manage our exposure to interest rate fluctuations under LIBOR, SOFR or any other alternative rate, we have and may from time to time use interest rate derivatives to effectively fix some of our floating rate debt obligations. No assurance can however be given that the use of these derivative instruments, if any, may effectively protect us from adverse interest rate

movements. The use of interest rate derivatives may affect our results through mark to market valuation of these derivatives. Also, adverse movements in interest rate derivatives may require us to post cash as collateral, which may impact our free cash position. Interest rate derivatives may also be impacted by the transition from LIBOR to SOFR or other alternative rates.

Our financing agreements contain a provision requiring or permitting us to enter into negotiations with our lenders to agree to an alternative interest rate or an alternative basis for determining the interest rate in anticipation of the cessation of LIBOR. These clauses present significant uncertainties as to how alternative reference rates or alternative bases for determination of rates would be agreed upon, as well as the potential for disputes or litigation with our lenders regarding the appropriateness or comparability to LIBOR of any substitute indices, such as SOFR, and any credit adjustment spread between the two benchmarks. In the absence of an agreement between us and our lenders, most of our financing agreements provide that LIBOR would be replaced with some variation of the lenders' cost-of-funds rate. The discontinuation of LIBOR presents a number of risks to our business, including volatility in applicable interest rates among our financing agreements, potential increased borrowing costs for future financing agreements or unavailability of or difficulty in attaining financing, which could in turn have an adverse effect on our profitability, earnings and cash flow.

Certain of our directors, executive officers and major shareholders may have interests that are different from the interests of our other shareholders.

Certain of our directors, executive officers and major shareholders may have interests that are different from, or are in addition to, the interests of our other shareholders. In particular, Hemen Holding Limited ("Hemen") and certain related companies whose shares are indirectly held by trusts settled by Mr. Fredriksen, our director, for the benefit of his family beneficially own approximately 39.2% of our issued and outstanding common shares as of March 16, 2023.

Hemen is also a principal shareholder of a number of other large publicly traded and private companies involved in various sectors of the shipping and oil services industries (the "Hemen Related Companies"). In addition, certain of our directors, including Mr. Lorentzon, Mr. Fredriksen and Mr. O'Shaughnessy, also serve on the boards of one or more of the Hemen Related Companies, including but not limited to, Frontline plc (NYSE:FRO) ("Frontline"), SFL Corporation Ltd. (NYSE:SFL) ("SFL"), Archer Limited (OSE:ARCHER) ("Archer"), Avance Gas Holding Ltd. (OSE:AGAS) ("Avance"), ST Energy Transition 1 Ltd. (NASDAQ: STET) ("ST ENERGY") and Flex LNG Ltd. (OSE:FLNG) ("FLEX"). There may be real or apparent conflicts of interest with respect to matters affecting Hemen and other Hemen Related Companies whose interests in some circumstances may be adverse to our interests.

To the extent that we do business with or compete with other Hemen Related Companies for business opportunities, prospects or financial resources, or participate in ventures in which other Hemen Related Companies may participate, these directors and officers may face actual or apparent conflicts of interest in connection with decisions that could have different implications for us. These decisions may relate to corporate opportunities, corporate strategies, potential acquisitions of businesses, newbuilding acquisitions, inter-company agreements, the issuance or disposition of securities, the election of new or additional directors and other matters. Such potential conflicts may delay or limit the opportunities available to us, and it is possible that conflicts may be resolved in a manner adverse to us or result in agreements that are less favorable to us than terms that would be obtained in arm's-length negotiations with unaffiliated third-parties.

For so long as Hemen owns a significant percentage of our outstanding ordinary shares, it may be able to exercise significant influence over us and will be able to strongly influence the outcome of shareholder votes on other matters, including the adoption or amendment of provisions in our articles of incorporation or bye-laws and approval of possible mergers, amalgamations, control transactions and other significant corporate transactions. This concentration of ownership may have the effect of delaying, deferring or preventing a change in control, merger, amalgamations, consolidation, takeover or other business combination. This concentration of ownership could also discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of us, which could in turn have an adverse effect on the market price of our ordinary shares. Hemen, may not necessarily act in accordance with the best interests of other shareholders. The interests of Hemen may not coincide with the interests of other holders of our ordinary shares. To the extent that conflicts of interests may arise, Hemen may vote in a manner adverse to us or to you or other holders of our securities.

The increased costs associated with operating and maintaining secondhand vessels could adversely affect our earnings.

In general, the costs to operate and maintain a vessel in good operating condition increase with the age of the vessel. As of the date of this annual report, the average age of our dry bulk vessel fleet is approximately 6.8 years. In February 2023, we entered into an agreement for the acquisition of six scrubber fitted Newcastlemax vessels. After this acquisition, the average age of our dry bulk fleet is estimated to be approximately 6.6 years. As our fleet ages, we will incur increased costs. Older vessels are typically less fuel efficient than more recently constructed vessels due to improvements in engine and hull technology. Governmental regulations, safety and other equipment standards related to the age of vessels may require expenditures for alterations or the addition of new equipment to some of our vessels and may restrict the type of activities in which these vessels

may engage. We cannot assure you that, as our vessels age, market conditions will justify those expenditures or enable us to operate our vessels profitably during the remainder of their useful lives. As a result, regulations and standards could have a material adverse effect on our business, financial condition, results of operations, cash flows and ability to pay dividends.

Delays or defaults by the shipyards in the construction of our newbuildings could increase our expenses and diminish our net income and cash flows.

As of December 31, 2022, we had contracts for ten newbuilding vessels. Vessel construction projects are generally subject to risks of delay that are inherent in any large construction project, which may be caused by numerous factors, including shortages of equipment, materials or skilled labor, unscheduled delays in the delivery of ordered materials and equipment or shipyard construction, failure of equipment to meet quality and/or performance standards, financial or operating difficulties experienced by equipment vendors or the shipyard, unanticipated actual or purported change orders, inability to obtain required permits or approvals, design or engineering changes and work stoppages and other labor disputes, adverse weather conditions or any other events of force majeure. Significant delays could adversely affect our financial position, results of operations and cash flows. Additionally, failure to complete a project on time may result in the delay of revenue from that vessel, and we will continue to incur costs and expenses related to delayed vessels, such as supervision expense and interest expense for the issued and outstanding debt.

Changes in the price of fuel, or bunkers, may adversely affect our profits.

Since we primarily employ our vessels in the spot market, we expect that fuel, or bunkers, will typically be the largest expense in our shipping operations for our vessels. The cost of fuel, including the fuel efficiency or capability to use lower priced fuel, can also be an important factor considered by charterers in negotiating charter rates. While we believe that we can transfer increased cost to the customer and will experience a competitive advantage as a result of increased bunker prices due to the greater fuel efficiency of our vessels compared to the average global fleet, changes in the price of fuel may adversely affect our profitability. The price and supply of fuel is unpredictable and fluctuates based on events outside our control, including geopolitical developments, supply and demand for oil and gas, actions by the Organization of Petroleum Exporting Countries (the "OPEC"), and other oil and gas producers, war and unrest in oil producing countries and regions, regional production patterns and environmental concerns. Any future increase in the cost of fuel may reduce the profitability and competitiveness of our business versus other forms of transportation, such as truck or rail.

In addition, if the recent sharp increase in crude oil prices and widening of the spread between the prices of high sulfur fuel and low sulfur fuel resulting from conflict between Russia and Ukraine continues, this might lead to a decrease in the economic viability of older vessels that lack fuel efficiency and a reduction of useful lives of these vessels.

Operational risks and damage to our vessels could adversely impact our performance.

Our vessels and their cargoes are at risk of being damaged or lost because of events such as marine disasters, bad weather and other acts of God, business interruptions caused by mechanical failures, grounding, fire, explosions and collisions, human error, war, terrorism, piracy, labor strikes, boycotts and other circumstances or events. These hazards may result in death or injury to persons, loss of revenues or property, the payment of ransoms, environmental damage, higher insurance rates, damage to our customer relationships and market disruptions, delay or rerouting. Epidemics and other public health incidents may also lead to crew member illness, which can disrupt the operations of our vessels, or to public health measures, which may prevent our vessels from calling on ports or discharging cargo in the affected areas or in other locations after having visited the affected areas. Please also see "Our financial results and operations have been and may continue to be adversely affected by the ongoing outbreak of COVID-19, and related governmental responses thereto."

If our vessels suffer damage, they may need to be repaired at a drydocking facility. The costs of drydock repairs are unpredictable and may be substantial. We may have to pay drydocking costs that our insurance does not cover at all or in full. The loss of revenues while these vessels are being repaired and repositioned, as well as the actual cost of these repairs, may adversely affect our business and financial condition. In addition, space at drydocking facilities is sometimes limited and not all drydocking facilities are conveniently located. We may be unable to find space at a suitable drydocking facility or our vessels may be forced to travel to a drydocking facility that is not conveniently located relative to our vessels' positions. The loss of earnings while these vessels are forced to wait for space or to travel to more distant drydocking facilities may adversely affect our business and financial condition.

The operation of dry bulk vessels has certain unique operational risks. With a dry bulk vessel, the cargo itself and its interaction with the ship can be a risk factor. By their nature, dry bulk cargoes are often heavy, dense and easily shifted, and react badly to water exposure. In addition, dry bulk vessels are often subjected to battering treatment during unloading operations with grabs, jackhammers (to pry encrusted cargoes out of the hold), and small bulldozers. This treatment may cause damage to the dry bulk

vessel. Dry bulk vessels damaged due to treatment during unloading procedures may be more susceptible to a breach at sea. Hull breaches in dry bulk vessels may lead to the flooding of their holds. If flooding occurs in the forward holds, the bulk cargo may become so waterlogged that the vessel's bulkheads may buckle under the resulting pressure leading to the loss of the dry bulk vessel. These risks may also impact the risk of loss of life or harm to our crew.

If we are unable to adequately maintain or safeguard our vessels, we may be unable to prevent these events. Any of these circumstances or events could negatively impact our business, financial condition or results of operations. In addition, the loss of any of our vessels could harm our crew and our reputation as a safe and reliable vessel owner and operator.

We rely on our and our ship managers' information systems to conduct our business, and failure to protect these systems against security breaches could adversely affect our business and results of operations, including on our vessels. Additionally, if these systems fail or become unavailable for any significant period of time, our business could be harmed.

The safety and security of our vessels and efficient operation of our business, including processing, transmitting and storing electronic and financial information, depend on computer hardware and software systems, which are increasingly vulnerable to security breaches and other disruptions. Any significant interruption or failure of our information systems or any significant breach of security could adversely affect our business and results of operations.

Our vessels rely on information systems for a significant part of their operations, including navigation, provision of services, propulsion, machinery management, power control, communications and cargo management. We have in place safety and security measures on our vessels and onshore operations to secure our vessels against cyber-security attacks and any disruption to their information systems. However, these measures and technology may not adequately prevent security breaches despite our continuous efforts to upgrade and address the latest known threats, which are constantly evolving and have become increasingly sophisticated. If these threats are not recognized or detected until they have been launched, we may be unable to anticipate these threats and may not become aware in a timely manner of such a security breach, which could exacerbate any damage we experience. A disruption to the information system of any of our vessels could lead to, among other things, incorrect routing, collision, grounding and propulsion failure.

Beyond our vessels, we rely on industry accepted security measures and technology to securely maintain confidential and proprietary information maintained on our information systems. However, these measures and technology may not adequately prevent security breaches. The technology and other controls and processes designed to secure our confidential and proprietary information, detect and remedy any unauthorized access to that information were designed to obtain reasonable, but not absolute, assurance that such information is secure and that any unauthorized access is identified and addressed appropriately. Such controls may in the future fail to prevent or detect unauthorized access to our confidential and proprietary information. In addition, the foregoing events could result in violations of applicable privacy and other laws. If confidential information is inappropriately accessed and used by a third party or an employee for illegal purposes, we may be responsible to the affected individuals for any losses they may have incurred as a result of misappropriation. In such an instance, we may also be subject to regulatory action, investigation or liable to a governmental authority for fines or penalties associated with a lapse in the integrity and security of our information systems.

We may be required to expend significant capital and other resources to protect against and remedy any potential or existing security breaches and their consequences. A cyber-attack could also lead to litigation, fines, other remedial action, heightened regulatory scrutiny and diminished customer confidence. In addition, our remediation efforts may not be successful and we may not have adequate insurance to cover these losses.

The unavailability of the information systems or the failure of these systems to perform as anticipated for any reason could disrupt our business and could have a material adverse effect on our business, results of operations, cash flows and financial condition.

Moreover, cyber-attacks against the Ukrainian government and other countries in the region have been reported in connection with the ongoing conflicts between Russia and Ukraine. To the extent such attacks have collateral effects on global critical infrastructure or financial institutions, such developments could adversely affect our business, operating results and financial condition. At this time, it is difficult to assess the likelihood of such threat and any potential impact.

Further, in March 2022, the SEC proposed amendments to its rules on cybersecurity risk management, strategy, governance, and incident disclosure. The proposed amendments, if adopted, would require us to report material cybersecurity incidents

involving our information systems and periodic reporting regarding our policies and procedures to identify and manage cybersecurity risks, amongst other disclosures.

Increased inspection procedures, tighter import and export controls and new security regulations could increase costs and cause disruption of our business.

International shipping is subject to security and customs inspection and related procedures in countries of origin, destination and trans-shipment points. Under the U.S. Maritime Transportation Security Act of 2002 ("MTSA"), the U.S. Coast Guard issued regulations requiring the implementation of certain security requirements aboard vessels operating in waters subject to the jurisdiction of the United States and at certain ports and facilities. These security procedures can result in delays in the loading, offloading or trans-shipment and the levying of customs duties, fines or other penalties against exporters or importers and, in some cases, carriers. Future changes to the existing security procedures may be implemented that could affect the dry bulk sector. These changes have the potential to impose additional financial and legal obligations on carriers and, in certain cases, to render the shipment of certain types of goods uneconomical or impractical. These additional costs could reduce the volume of goods shipped, resulting in a decreased demand for vessels and have a negative effect on our business, revenues and customer relations.

Failure to comply with the U.S. Foreign Corrupt Practices Act could result in fines, criminal penalties and an adverse effect on our business.

We may operate in a number of countries throughout the world, including countries known to have a reputation for corruption. We are committed to doing business in accordance with applicable anti-corruption laws and have adopted a code of business conduct and ethics which is consistent and in full compliance with the U.S. Foreign Corrupt Practices Act of 1977 (the "FCPA"), and other anti-bribery legislation. We are subject, however, to the risk that we, our affiliated entities or our or their respective officers, directors, employees and agents may take actions determined to be in violation of such anti-corruption laws, including FCPA. Any such violation could result in substantial fines, sanctions, civil and/or criminal penalties, curtailment of operations in certain jurisdictions, and might adversely affect our business, results of operations or financial condition. In addition, actual or alleged violations could damage our reputation and ability to do business. Furthermore, detecting, investigating, and resolving actual or alleged violations is expensive and can consume significant time and attention of our senior management. Though we have implemented monitoring procedures and required policies, guidelines, contractual terms and audits, these measures may not prevent or detect failures by our agents or intermediaries regarding compliance.

We may be subject to litigation that, if not resolved in our favor and not sufficiently insured against, could have a material adverse effect on us.

We may be, from time to time, involved in various litigation matters. These matters may include, among other things, contract disputes, shareholder litigation, personal injury claims, environmental claims or proceedings, asbestos and other toxic tort claims, employment matters, governmental claims for taxes or duties, and other litigation that arises in the ordinary course of our business. Although we intend to defend these matters vigorously, we cannot predict with certainty the outcome or effect of any claim or other litigation matter, and the ultimate outcome of any litigation or the potential costs to resolve them may have a material adverse effect on us. Insurance may not be applicable or sufficient in all cases and/or insurers may not remain solvent which may have a material adverse effect on our financial condition.

We may not have adequate insurance to compensate us if our vessels are damaged or lost.

In the event of a casualty to a vessel or other catastrophic event, we rely on our insurance to pay the insured value of the vessel or the damages incurred. We procure insurance for our fleet against those risks that we believe companies in the shipping industry commonly insure. These include hull and machinery insurance, protection and indemnity insurance, including environmental damage and pollution insurance coverage, freight, demurrage and defense insurance and war risk insurance. We can give no assurance that we will be adequately insured against all risks and we cannot guarantee that any particular claim will be paid, even if we have previously recorded a receivable or revenue in respect of such claim. Our insurance policies may contain deductibles for which we will be responsible and limitations and exclusions, which may increase our costs or lower our revenues.

We cannot assure you that we will be able to obtain adequate insurance coverage for our vessels in the future or renew our existing policies on the same or commercially reasonable terms, or at all. For example, more stringent environmental regulations have in the past led to increased costs for, and in the future may result in the lack of availability of, protection and indemnity insurance against risks of environmental damage or pollution. Any uninsured or underinsured loss could harm our business, results of operations, cash flows, financial condition and ability to pay dividends. In addition, our insurance may be

voidable by the insurers as a result of certain of our actions, such as our vessels failing to maintain certification with applicable maritime self-regulatory organizations. Further, we cannot assure you that our insurance policies will cover all losses that we incur, or that disputes over insurance claims will not arise with our insurance carriers. Any claims covered by insurance would be subject to deductibles, and since it is possible that a large number of claims may be brought, the aggregate amount of these deductibles could be material. In addition, our insurance policies may be subject to limitations and exclusions, which may increase our costs or lower our revenues, thereby possibly having a material adverse effect on our business, results of operations, cash flows and financial condition and ability to pay dividends.

We may be subject to calls because we obtain some of our insurance through protection and indemnity associations.

We may be subject to increased premium payments, or calls, if the value of our claim records, the claim records of our fleet managers, and/or the claim records of other members of the protection and indemnity associations through which we receive insurance coverage for tort liability (including pollution-related liability) significantly exceed projected claims. In addition, our protection and indemnity associations may not have enough resources to cover claims made against them. Our payment of these calls could result in significant expense to us, which could have a material adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends.

United States tax authorities could treat us as a "passive foreign investment company", which could have adverse United States federal income tax consequences to United States shareholders.

A foreign corporation will be treated as a "passive foreign investment company" ("PFIC"), for United States federal income tax purposes if either (1) at least 75% of its gross income for any taxable year consists of certain types of "passive income" or (2) at least 50% of the average value of the corporation's assets produce or are held for the production of those types of "passive income". For purposes of these tests, "passive income" includes dividends, interest, and gains from the sale or exchange of investment property and rents and royalties other than rents and royalties which are received from unrelated parties in connection with the active conduct of a trade or business. For purposes of these tests, income derived from the performance of services does not constitute "passive income". United States shareholders of a PFIC are subject to a disadvantageous United States federal income tax regime with respect to the distributions they receive from the PFIC and the gain, if any, they derive from the sale or other disposition of their shares in the PFIC.

Based on our current and proposed method of operation, we do not believe that we are or that we have been or will be a PFIC with respect to any taxable year. In this regard, we intend to treat the gross income we derive or are deemed to derive from our time chartering and voyage chartering activities as services income, rather than rental income. Accordingly, we believe that our income from these activities does not constitute "passive income", and the assets that we own and operate in connection with the production of that income do not constitute assets that produce, or are held for the production of, "passive income".

Although there is no direct legal authority under the PFIC rules addressing our method of operation there is substantial legal authority supporting our position consisting of case law and the United States Internal Revenue Service (the "IRS"), pronouncements concerning the characterization of income derived from time charters and voyage charters as services income for other tax purposes. However, it should be noted that there is also authority that characterizes time charter income as rental income rather than services income for other tax purposes. Accordingly, no assurance can be given that the IRS or a court of law will accept our position, and there is a risk that the IRS or a court of law could determine that we are a PFIC. Moreover, no assurance can be given that we would not constitute a PFIC for any future taxable year if there were to be changes in the nature and extent of our operations.

If the IRS were to find that we are or have been a PFIC for any taxable year, our United States shareholders will face adverse United States federal income tax consequences. Under the PFIC rules, unless those shareholders make an election available under United States Internal Revenue Code of 1986, as amended (the "Code") (which election could itself have adverse consequences for such shareholders, as discussed below under "Taxation-United States Federal Income Tax Considerations"), such shareholders would be liable to pay United States federal income tax at the then prevailing income tax rates on ordinary income plus interest upon excess distributions and upon any gain from the disposition of our common shares, as if the excess distribution or gain had been recognized ratably over the shareholder's holding period of our common shares.

We may not qualify for an exemption under Section 883 of the Code, and may therefore have to pay tax on United States source income, which would reduce our earnings.

Under the Code, 50% of the gross shipping income of a vessel owning or chartering corporation, such as ourselves and our subsidiaries, that is attributable to transportation that begins or ends, but that does not both begin and end, in the United States,

may be subject to a 4% United States federal income tax without allowance for deduction, unless that corporation qualifies for exemption from tax under Section 883 of the Code and the applicable Treasury Regulations promulgated thereunder.

We believe that we and each of our subsidiaries qualified for this statutory tax exemption for our taxable year ending on December 31, 2022 and we will take this position for United States federal income tax return reporting purposes. However, there are factual circumstances beyond our control that could cause us to lose the benefit of this tax exemption for future taxable years and thereby become subject to United States federal income tax on our United States source shipping income. For example, we would no longer qualify for exemption under Section 883 of the Code for a particular taxable year if certain non-qualified shareholders with a 5% or greater interest in our common shares owned, in the aggregate, 50% or more of our outstanding common shares for more than half the days during the taxable year. It is possible that we could be subject to this rule for our taxable year ending on or after December 31, 2023. Due to the factual nature of the issues involved, there can be no assurances on our tax-exempt status or that of any of our subsidiaries.

If we or our subsidiaries are not entitled to exemption under Section 883 of the Code for any taxable year, we, or our subsidiaries, could be subject during those years to an effective 2% United States federal income tax on gross shipping income derived during such a year that is attributable to the transport of cargoes to or from the United States. The imposition of this tax would have a negative effect on our business. However, the amount of our shipping income that would be subject to this tax has historically not been material.

Because our offices and most of our assets are outside the United States, you may not be able to bring suit against us, or enforce a judgment obtained against us in the United States.

Our executive offices, administrative activities and the majority of our assets are located outside the United States. In addition, most of our directors and officers are not United States residents. As a result, it may be more difficult for investors to effect service of process within the United States upon us, or to enforce both in the United States and outside the United States judgments against us in any action, including actions predicated upon the civil liability provisions of the United States federal securities laws.

As an exempted company incorporated under Bermuda law, our operations may be subject to economic substance requirements.

The Economic Substance Act 2018 and the Economic Substance Regulations 2018 of Bermuda (the "Economic Substance Act" and the "Economic Substance Regulations" respectively) became operative on December 31, 2018. The Economic Substance Act applies to every registered entity in Bermuda that engages in a relevant activity and requires that every such entity shall maintain a substantial economic presence in Bermuda. Relevant activities for the purposes of the Economic Substance Act are banking business, insurance business, fund management business, financing and leasing business, headquarters business, shipping business, distribution and service center business, intellectual property holding business and conducting business as a holding entity.

The Bermuda Economic Substance Act provides that a registered entity that carries on a relevant activity complies with economic substance requirements if (a) it is directed and managed in Bermuda, (b) its core income-generating activities (as may be prescribed) are undertaken in Bermuda with respect to the relevant activity, (c) it maintains adequate physical presence in Bermuda, (d) it has adequate full time employees in Bermuda with suitable qualifications and (e) it incurs adequate operating expenditure in Bermuda in relation to the relevant activity.

A registered entity that carries on a relevant activity is obliged under the Bermuda Economic Substance Act to file a declaration in the prescribed form (the "Declaration") with the Registrar of Companies (the "Registrar") on an annual basis.

If we fail to comply with our obligations under the Bermuda Economic Substance Act or any similar law applicable to us in any other jurisdictions, we could be subject to financial penalties and spontaneous disclosure of information to foreign tax officials in related jurisdictions and may be struck from the register of companies in Bermuda or such other jurisdiction. Any of these actions could have a material adverse effect on our business, financial condition and results of operations.

Risks Related to an Investment in Our Securities

Our share price may be highly volatile and future sales of our common shares could cause the market price of our common shares to decline.

Our common shares commenced trading on the NASDAQ Global Select Market (the "NASDAQ") in February 1997 and currently trade under the symbol "GOGL". Beginning on April 7, 2015, our shares have traded on the Oslo Stock Exchange (the "OSE"), under the ticker code "GOGL". We cannot assure you that an active and liquid public market for our common shares will continue. The market price of our common shares has historically fluctuated over a wide range and may continue to fluctuate significantly in response to many factors, such as actual or anticipated fluctuations in our operating results, changes in financial estimates by securities analysts, economic and regulatory trends, general market conditions, rumors and other factors, many of which are beyond our control. If the volatility in the broad stock market worsens, it could have an adverse effect on the market price of our common shares and impact a potential sale price if holders of our common shares decide to sell their shares.

The dry bulk shipping industry has been highly unpredictable and volatile, and this is often reflected in the market for common shares of companies in this industry. Further, we believe volatility in the market for our common shares could result from market and trading dynamics unrelated to our operating business or prospects and outside of our control. Investors may purchase our common shares to hedge existing exposure in our common shares or to speculate on the price of our common shares. Speculation on the price of our common shares may lead to volatile price movements in our shares that are not directly correlated to the performance or prospects of our company and could cause purchasers of our common shares to incur substantial losses.

In addition, some companies that have experienced volatility in the market price of their common shares have been subject to securities class-action litigation. If instituted against us, such litigation could result in substantial costs and diversion of management's attention and resources, which could materially and adversely affect our business, financial condition, operating results and growth prospects. There can be no guarantee that the price of our common shares will remain at or rise above its post-distribution level or that future sales of our common shares will not be at prices lower than those initially distributed or sold to investors.

We are thus unable to predict when such instances of trading volatility will occur or how long such dynamics may last. Therefore, we cannot assure you that you will be able to sell any of our common shares you may have purchased at a price greater than or equal to its original purchase price, or that you will be able to sell our common shares at all.

Future issuance of shares or other securities may dilute the holdings of shareholders and could materially affect the price of our common shares.

In the future we may offer additional shares or other securities to finance new projects, in connection with unanticipated liabilities or expenses or for any other purposes. Any such additional offering could reduce the proportionate ownership and voting interests of holders of our common shares, as well as our earnings per share and our net asset value per share, which could have a material adverse effect on the market price of our common shares. These issuances and sales could also impair our ability to raise additional capital through the sale of our equity securities in the future.

We cannot assure you that our Board will declare dividend payments in the future.

The declaration and payment of dividends, if any, will always be subject to our board of director's discretion. The timing and amount of any dividends declared will depend on, among other things, our earnings, financial condition and cash requirements and availability, our ability to obtain debt and equity financing on acceptable terms as contemplated by our growth strategy. In addition, other external factors, such as our lenders imposing restrictions on our ability to pay dividends under the terms of future loan facilities we may enter into, may limit our ability to pay dividends.

Our growth strategy contemplates that we will finance the acquisition of additional vessels through a combination of debt and equity financing on terms acceptable to us. If financing is not available to us on acceptable terms, our Board may determine to finance or refinance acquisitions with cash from operations, which could also reduce or even eliminate the amount of cash available for the payment of dividends.

ITEM 4. INFORMATION ON THE COMPANY

A. HISTORY AND DEVELOPMENT OF THE COMPANY

History

On September 18, 1996, we were incorporated in Bermuda under the name Knightsbridge Tankers Limited as an exempted company pursuant to the Bermuda Companies Act of 1981. Following the completion of the Merger with the Former Golden

Ocean, a dry bulk shipping company based in Bermuda and listed on the Oslo Stock Exchange ("OSE"), we changed our name to Golden Ocean Group Limited.

Our common shares currently trade on the NASDAQ and the OSE under the ticker code "GOGL".

We are engaged primarily in the ownership and operation of dry bulk vessels. We operate through subsidiaries located in Bermuda, Liberia, the Marshall Islands, Norway, Singapore and UK. We are also involved in the charter, purchase and sale of vessels.

Historical business purpose and the Merger

We were originally established for the purpose of owning and operating five very large crude oil carriers ("VLCCs"). However, we expanded our business to the dry bulk segment from 2009 and onwards by acquiring secondhand vessels and by entering into newbuilding contracts. Between 2007 and 2013, we sold our five VLCCs and subsequently discontinued our crude oil tanker operations. In 2014, we made significant expansion in the dry bulk segment by acquiring 29 special purpose companies, from Frontline 2012 Ltd ("Frontline 2012"), each owning a dry bulk newbuilding, all of which were delivered to us between 2014 and 2018.

On October 7, 2014, we and the Former Golden Ocean entered into the Merger Agreement. The Merger was approved by our shareholders and the shareholders of the Former Golden Ocean at separate special general meetings held on March 26, 2015. In addition, our shareholders approved the adoption of the Amended and Restated Bye-laws. As of March 31, 2015, and following completion of the Merger, we owned 47 vessels and had 25 vessels under construction.

Our Acquisitions, Disposals and Newbuildings

We entered into the following acquisitions and disposals in 2020, 2021, 2022 and 2023 (to date):

In December 2020, we entered into an agreement to sell *Golden Shea*, a Panamax vessel, to an unrelated third party for \$9.6 million. The vessel was delivered to its new owner in March 2021.

In January 2021, we entered into an agreement to sell *Golden Saguenay*, a Panamax vessel, to an unrelated third party for \$8.4 million. The vessel was delivered to its new owners and final payment received in April 2021.

In February 2021, we entered into an agreement to acquire 15 modern dry bulk vessels and three newbuildings for a total consideration of \$752.0 million from affiliates of Hemen, our largest shareholder (the "Vessel Acquisitions"). We took delivery of all vessels and newbuildings in the first six months of 2021.

In the second half of 2021, we entered into agreements to construct a total of seven Kamsarmax vessels. The vessels have various delivery dates, with the earliest expected to be delivered in the second quarter of 2023 and the latest expected to be delivered by the first quarter of 2024. Remaining capital commitments as of the date of this report are \$154.5 million net of commissions. Capital commitments will be financed through the sales proceeds from older vessels, with operating cash flows and debt financing to be established closer to the delivery of the newbuildings.

In November 2021, we sold two older Panamax vessels, *Golden Opportunity* and *Golden Endurer*, to unrelated third parties for \$37.2 million.

In February 2022, we entered into an agreement to sell en-bloc three older Panamax vessels, *Golden Empress*, *Golden Enterprise* and *Golden Endeavour* to an unrelated third party for \$52.0 million. The vessels were delivered to their new owner in April and May 2022 and the total net cash flows from the transaction after repayment of debt was approximately \$33.1 million. We recorded a gain of \$9.5 million from the sale in the second quarter of 2022.

In June 2022, we entered into agreements to construct a total of three additional Kamsarmax vessels. The vessels are expected to be delivered to us during 2024. Remaining capital commitments as of the date of this annual report are \$87.3 million net of commissions. Capital commitments will be financed through the sales proceeds from older vessels, with operating cash flows and debt financing to be established closer to the delivery of the newbuildings.

In June 2022, we entered into an agreement to sell en-bloc two Ultramax vessels, *Golden Cecilie* and *Golden Cathrine* to an unrelated third party for \$63.0 million. The vessels were delivered to their new owner in the third quarter of 2022 and the total net cash flows from the transaction after repayment of debt was approximately \$42.8 million. We recorded a gain of \$21.9 million from the sale in 2022.

In November 2022, we entered into an agreement to sell two Panamax vessels, *Golden Ice* and *Golden Strength*, to an unrelated third party for an aggregate sales price of \$30.3 million. *Golden Ice* was delivered to its new owner in December 2022, at which time we recorded a gain of approximately \$2.8 million and received cash proceeds net of debt of \$9.9 million. *Golden Strength* was delivered to its new owner in January 2023, and we expect to record a gain of approximately \$2.7 million and receive cash net of commissions of \$16.5 million.

In February 2023, we signed agreements for the acquisition of six scrubber fitted Newcastlemax vessels from an unrelated third party for a total consideration of \$291.0 million. The transaction is expected to be closed by June 2023. The vessels have an average age of around 2.5 years and will be chartered back to the seller for a period of approximately 36 months at an average fixed net TCE rate of approximately \$21,000 per day. In March 2023, we entered into a \$233.0 million two-year credit facility to part finance the transaction. The facility has an interest of SOFR plus a margin of 1.90% per annum. The remaining part of acquisition price will be financed with cash on hand.

B. BUSINESS OVERVIEW

We are an international shipping company that owns and operates a fleet of dry bulk vessels, comprising of Newcastlemax, Capesize, Panamax and Ultramax vessels. Our vessels transport a broad range of major and minor bulk commodities, including ores, coal, grains and fertilizers, along worldwide shipping routes. Our vessels operate in the spot and time charter markets.

As of March 16, 2023, we owned 74 dry bulk vessels and had construction contracts for ten newbuildings. Each vessel is owned and operated by one of our subsidiaries and is flagged either in the Marshall Islands, Hong Kong or Panama. In addition, we had nine vessels chartered-in (of which seven and one are chartered in on finance leases and operating leases, respectively, from SFL and one chartered in on an operating lease from an unrelated third party). Five of our vessels are chartered-out on fixed rate time charters, 37 of our vessels are chartered out on index linked rate time charters and the remaining 41 vessels operate in the spot market.

We own various vessel owning and operating subsidiaries. Our operations take place substantially outside of the United States. Our subsidiaries, therefore, own and operate vessels that may be affected by changes in foreign governments and other economic and political conditions. Our vessels operate worldwide and as a result, our management does not, and did not, evaluate performance by geographical region because this information is not meaningful.

The dry bulk shipping industry is highly cyclical, experiencing volatility in profitability, vessel values and freight rates. Freight rates are strongly influenced by the supply of dry bulk vessels and the demand for dry bulk seaborne transportation.

Our Business Strategy

Our business strategy centers around the largest sizes of dry bulk carriers (Capesize and Panamax). Another element of our strategy is to maintain a low average fleet age, ensuring low operational costs and a low carbon footprint.

Shipowners essentially have two options: (i) fix the vessels on long-period charters at fixed-paying rates, or, (ii) be exposed to the daily spot market rates.

We decide our fixed-paying versus spot market ratio depending on market expectations, charter rates, newbuilding costs, vessels' resale and scrap values, and vessel operating expenses.

We adjust our market exposure through time charters, voyage charters, bareboat charters, sale and leasebacks, sales and purchases of vessels, and acquisitions. Our intention is to create shareholder value through sustainable growth and prudent employment of our fleet.

Our business strategy includes three main pillars (Simplification, Risk Management, and Decarbonization) on which we are focusing our efforts: (1) Simplification relates to the increased focus on our core business and our capabilities as a shipowner in large-size dry bulk shipping, (2) Risk Management relates to our decision making on fixed-paying income versus spot exposure, as well as on enhancing transparency and accountability through clearly defined risk parameters and (3) Decarbonization and digitalization refers to our focus on positioning the Company for a low-carbon future by exploring new technologies and optimization tools.

Our Environmental, Social, and Governance Efforts

Environment

Environmental risk management is an integrated part of our daily operations and management processes. We review all identified risks to the environment, which allows us to establish appropriate management tools and safeguards in place. Our Management System is ISO-compliant and in accordance with the ISM Code. Our Ship Energy Efficiency Management Plans (“SEEMP”) allows for a granular risk assessment for each individual vessel's performance as well as providing a thorough system for reporting.

Together with companies such as Avance Gas, Flex LNG, Frontline and SFL, Golden Ocean established the ESG forum. The goal is to design industry-leading approaches to ESG risk management and reporting parameters to ensure best-in-class performance.

Social

Our policy promotes safety at sea, health and prevention of injury, illness, and loss of life. Our managers employ and train qualified seafarers in accordance with the requirements of the flag state and established by the Standards of Training, Certification & Watchkeeping Convention (“STCW”).

In addition to securing our workers’ health and safety, we seek to ensure that our employees, on-shore and off-shore, are working under conditions that meet the requirements set out in the International Labour Conventions and the Maritime Labour Convention. As part of safeguarding seafarers' labor rights, these conventions include the right to collective bargaining agreements and that no employee is discriminated based on nationality, race or any other basis. The PSC and the OCIMF Ship Inspection Report Programme (SIRE) have been implemented, ensuring that we comply with applicable labor rights.

Governance

We have a risk-based approach to compliance and have established policies and procedures which clearly set out how we manage ESG issues. Implementing these policies and procedures mitigates our risks and any negative ESG impacts. All policies and procedures were updated in 2022.

Our Board is responsible for the governance of ESG-related issues and approves the company’s ESG Policies as well as additional topics included in the ESG report. Our Board takes an active role in and considers what constitutes strategic ESG matters. Our Board annually reviews our ESG report and is responsible for ensuring that appropriate and effective ESG-related risk management and internal control systems are in place.

The executive management team, led by the principal executive officer, recognizes the importance of climate risk and opportunities and their impact on the future of the shipping industry. The executive management team leads the strategy process and risk management and discusses risks and opportunities with the technical department and, more generally, in the ESG Forum (outlined above). The Team reports all material climate-related risks and opportunities to the Board – i.e., divestments and investments impacting the carbon emission profile of Golden Ocean.

Our Decarbonization Strategy

Decarbonization has been a part of Golden Ocean’s strategy since 2020. Our goal is to own and operate a modern, fuel-efficient fleet with a low carbon footprint. Golden Ocean acknowledges the initial GHG strategy of the IMO, aiming to lower CO2 emissions per transport work by at least 40% by 2030, compared to 2008 levels.

However, we believe the IMO strategy is not ambitious enough and have, therefore, introduced our own emission-reduction targets surpassing the goals of the IMO. We target a reduction of AER by 15% by 2026 and 30% by 2030, compared to 2019. We will also aim for net-zero emissions by 2050.

Decarbonization of our fleet also means that Golden Ocean’s fleet has become more competitive, as customers’ demand for low-emission shipping is increasing. Having a fleet that generates low emissions demonstrates Golden Ocean’s compliance with current regulations, such as like the IMO’s carbon intensity indicator (“CII”), and complying with future regulations, such as the carbon tax in the EU, becomes easier.

ESG Report

Our comprehensive and stand-alone annual ESG report, in respect of the year ended December 31, 2021 was published in July 2022 (the "2021 ESG Report") and can be found on the Company's website. The information in the ESG report and on the Company’s website is not incorporated by reference into this document.

We have considered and assessed if detailed information in our 2021 ESG report or similar information for year 2022 should be included in this report for the year ended December 31, 2022. Decarbonization is of strategic importance to us and we believe that, going forward, ESG can have a material effect on our financial position and results of operations. While climate change

and environmental regulations have not had a material impact on our business, financial position or results of operations in 2021 or 2022, our investors and shareholders are provided with a sufficient material level of details regarding climate risks and environmental expenditures in this annual report, specifically described above in "Item 3. D. Risk Factors." While we expect that the ESG report for 2022 will further enhance this information, we do not believe it will contain additional material information.

In 2022, we continued to strengthen our management and understanding of climate risk by conducting high-level review using the framework provided by the Task Force on Climate-Related Financial Disclosures ("TCFD"). More specifically, we assessed governance, strategy, risk management and climate-related issues relevant to Golden Ocean and the shipping sector by following the TCFD framework. This has improved our ability to identify risks and opportunities associated with climate change and help tackle these challenges going forward.

In 2022, we have continued to implement measures to achieve targets mentioned above. As of the date of this annual report, these measures have not resulted in a material increase of our ESG related expenditures. The longer-term prospective creates a vast array of implications for our business and dry bulk industry in general and involve more uncertainty. As of the date of this annual report, we have one of the most modern and fuel-efficient fleets in the industry, and we continue to modernize our fleet by selling older tonnage. In the long-term, we are looking for zero emission propulsion technology with the ultimate aim of net zero emissions.

During the year ended December 31, 2022, we have not incurred any material capital expenditures with regards to our environmental initiatives. In total we have incurred and recorded operating costs of \$5.7 million, relating to decarbonization and digitalization initiatives and \$6.0 million, relating to the installation of ballast water treatment systems ("BWTS"). Currently, there are three vessels in our fleet with BWTS installations pending and a total remaining cost of approximately \$1.5 million for all ships to meet Management of Ships' Ballast Water and Sediments (the "BWM Convention") requirements (described below).

While decarbonization is of strategic importance to us, it is not material to our business when comparing our total revenues and result of operations to the total cost of our environmental initiatives.

Russian-Ukrainian War

The ongoing conflict between Russia and Ukraine has disrupted supply chains and caused instability in the global economy, and the United States and the European Union, among other countries, announced sanctions against the Russian government and its supporters.

The United States Department of the Treasury's Office of Foreign Assets Control ("OFAC") administers and enforces multiple authorities under which sanctions have been imposed on Russia, including: the Russian Harmful Foreign Activities sanctions program, established by the Russia-related national emergency declared in Executive Order (E.O.) 14024 and subsequently expanded and addressed through certain additional authorities, and the Ukraine-/Russia-related sanctions program, established with the Ukraine-related national emergency declared in E.O. 13660 and subsequently expanded and addressed through certain additional authorities. The United States has also issued several Executive Orders that prohibit certain transactions related to Russia, including the importation of certain energy products of Russian Federation origin, and investments in the Russian energy sector by U.S. persons, among other prohibitions and export controls. The ongoing conflict could result in the imposition of further economic sanctions or new categories of export restrictions against persons in or connected to Russia. While in general much uncertainty remains regarding the global impact of the conflict in Ukraine, it is possible that such tensions could adversely affect the Company's business, financial condition, results of operation and cash flows.

Russia and Ukraine combined accounted for approximately 10% of global steel trade and supply approximately 30% of Europe's steel imports. Following the onset of the conflict, steel buyers had to find alternative supplies to substitute for steel and semi-finished products sourced from Russia and Ukraine, which stimulated seaborne trade routes. The impact of decreased demand for certain commodities was offset by increased demand for others, elevated port congestion and new trade routes that emerged after Russia's incursion into Ukraine.

Notably, high fuel prices have also impacted the dry bulk market in 2022, which was reflected in sailing speeds trending down during the periods with high fuel prices. We believe that the increased fuel prices may well be absorbed by increased freight rates going forward for a modern fleet.

The direct impact of the conflict on our business has been limited to time charter cancellations and suspensions under time charter agreements made prior to the onset of the conflict. In March 2022, we cancelled a time charter agreement with respect to *Golden Pearl* in consequence of our counterparty's failure to pay charter hire following the imposition of sanctions by the

European Union on charterers' beneficial owner. In addition, in April 2022, we suspended time charter agreements with respect to two vessels (*Admiral Schmidt* and *Vitus Bering*), and in May 2022 redelivered those vessels to their disponent owners, where we understand that those vessels were financed by disponent owners as part of a sale-leaseback arrangement with a Russian-state owned entity.

Management Structure

Overall responsibility for the oversight of the management of our company and its subsidiaries rests with our Board. We operate management services through Golden Ocean Group Management (Bermuda) Ltd, our subsidiary incorporated in Bermuda, which in turn subcontracts services to Golden Ocean Management AS and Golden Ocean Shipping Co. Pte. Ltd., our subsidiaries incorporated in Norway and Singapore, respectively. Our principal executive officer, principal financial officer and principal commercial officer are employed by Golden Ocean Management AS. The Board defines the scope and terms of the services to be provided, including day-to-day operations by the aforementioned subsidiaries, and requires that it be consulted on all matters of material importance and/or of an unusual nature and, for such matters, provides specific authorization to personnel to act on our behalf.

Technical Supervision Services

We receive technical supervision services from Frontline Management (Bermuda) Limited ("Frontline Management"). Pursuant to the terms of the agreement, Frontline Management receives a management fee per vessel per year. This fee is subject to annual review. Frontline Management performs also newbuilding supervision on our behalf and charges us for costs incurred in relation to the supervision. Technical operations and crewing of all owned vessels are outsourced to several leading ship management companies.

Seasonality

The dry bulk trade has a history of tracking seasonal demand fluctuations. As China is the most significant market for dry bulk shipping, the public holidays in relation to the Chinese New Year during the first quarter usually results in a decrease in market activity during this period. Also, in the last few years, adverse weather conditions in the Southern Hemisphere, which often occur during the first quarter, have had a negative impact on iron ore and coal exports from Australia and iron ore exports from Brazil.

Grain has traditionally had the greatest impact on the seasonality in the dry bulk market, particularly during the peak demand seasons, which occurs during the second quarter in the Southern Hemisphere and at the end of the third quarter and throughout the fourth quarter in the Northern Hemisphere. The growth of iron ore and coal transportation over the last decade, however, has diminished the relative importance of grain to the dry bulk transportation industry. Since iron ore, like most other commodities, has moved from fixed price agreements between shippers and receivers to spot pricing, short-term price fluctuations have had an impact on iron ore trading by reducing normal seasonal patterns. Other factors, however, such as weather and port congestion still impact market volatility.

Customers

For the year ended December 31, 2022, no customer accounted for 10% or more for our consolidated revenues. For the year ended December 31, 2021, one customer accounted for 10% or more of our consolidated revenues in the amounts of \$117.7 million. For the year ended December 31, 2020, no customer accounted for 10% or more of our consolidated revenues.

Competition

The market for international seaborne dry bulk transportation services is highly fragmented and competitive. Seaborne dry bulk transportation services are generally provided by independent ship-owner fleets. In addition, many owners and operators in the dry bulk sector pool their vessels together on an ongoing basis, and such pools are available to customers to the same extent as independently owned and operated fleets. Competition for charters in the dry bulk market is intense and is based upon price, location, size, age, condition and acceptability of the vessel and its manager. Competition is also affected by the availability of other size vessels to compete in the trades in which we engage. Charters are to a large extent brokered through international independent brokerage houses that specialize in finding the optimal ship for any particular cargo based on the aforementioned criteria. Brokers may be appointed by the cargo shipper or the ship owner.

Environmental and Other Regulations in the Shipping Industry

Government regulation and laws significantly affect the ownership and operation of our fleet. We are subject to international

conventions and treaties, national, state and local laws and regulations in force in the countries in which our vessels may operate or are registered relating to safety and health and environmental protection including the storage, handling, emission, transportation and discharge of hazardous and non-hazardous materials, and the remediation of contamination and liability for damage to natural resources. Compliance with such laws, regulations and other requirements entails significant expense, including vessel modifications and implementation of certain operating procedures.

A variety of government and private entities subject our vessels to both scheduled and unscheduled inspections. These entities include the local port authorities (applicable national authorities such as the USCG, harbor master or equivalent), classification societies, flag state administrations (countries of registry) and charterers, particularly terminal operators. Certain of these entities require us to obtain permits, licenses, certificates and other authorizations for the operation of our vessels. Failure to maintain necessary permits or approvals could require us to incur substantial costs or result in the temporary suspension of the operation of one or more of our vessels.

Increasing environmental concerns have created a demand for vessels that conform to stricter environmental standards. We are required to maintain operating standards for all of our vessels that emphasize operational safety, quality maintenance, continuous training of our officers and crews and compliance with United States and international regulations. We believe that the operation of our vessels is in substantial compliance with applicable environmental laws and regulations and that our vessels have all material permits, licenses, certificates or other authorizations necessary for the conduct of our operations. However, because such laws and regulations frequently change and may impose increasingly stricter requirements, we cannot predict the ultimate cost of complying with these requirements, or the impact of these requirements on the resale value or useful lives of our vessels. In addition, a future serious marine incident that causes significant adverse environmental impact could result in additional legislation or regulation that could negatively affect our profitability.

International Maritime Organization

The IMO, the United Nations agency for maritime safety and the prevention of pollution by vessels (the "IMO"), has adopted the International Convention for the Prevention of Pollution from Ships, 1973, as modified by the Protocol of 1978 relating thereto, collectively referred to as MARPOL 73/78 and herein as "MARPOL," the International Convention for the Safety of Life at Sea of 1974 ("SOLAS Convention"), and the International Convention on Load Lines of 1966 (the "LL Convention"). MARPOL establishes environmental standards relating to oil leakage or spilling, garbage management, sewage, air emissions, handling and disposal of noxious liquids and the handling of harmful substances in packaged forms. MARPOL is applicable to dry bulk, tanker and LNG carriers, among other vessels, and is broken into six Annexes, each of which regulates a different source of pollution. Annex I relates to oil leakage or spilling; Annexes II and III relate to harmful substances carried in bulk in liquid or in packaged form, respectively; Annexes IV and V relate to sewage and garbage management, respectively; and Annex VI, lastly, relates to air emissions. Annex VI was separately adopted by the IMO in September of 1997; new emission standards, titled IMO-2020, took effect on January 1, 2020.

In 2013, the IMO's Marine Environmental Protection Committee (the "MEPC") adopted a resolution amending MARPOL Annex I Condition Assessment Scheme ("CAS"). These amendments became effective on October 1, 2014, and require compliance with the 2011 International Code on the Enhanced Programme of Inspections during Surveys of Bulk Carriers and Oil Tankers ("ESP Code"), which provides for enhanced inspection programs. We may need to make certain financial expenditures to comply with these amendments.

Air Emissions

In September of 1997, the IMO adopted Annex VI to MARPOL to address air pollution from vessels. Effective May 2005, Annex VI sets limits on sulfur oxide and nitrogen oxide emissions from all commercial vessel exhausts and prohibits "deliberate emissions" of ozone depleting substances (such as halons and chlorofluorocarbons), emissions of volatile compounds from cargo tanks, and the shipboard incineration of specific substances. Annex VI also includes a global cap on the sulfur content of fuel oil and allows for special areas to be established with more stringent controls on sulfur emissions, as explained below. Emissions of "volatile organic compounds" from certain vessels, and the shipboard incineration (from incinerators installed after January 1, 2000) of certain substances (such as polychlorinated biphenyls ("PCBs")) are also prohibited. We believe that all our vessels are currently compliant in all material respects with these regulations.

The Marine Environment Protection Committee ("MEPC"), adopted amendments to Annex VI regarding emissions of sulfur oxide, nitrogen oxide, particulate matter and ozone depleting substances, which entered into force on July 1, 2010. The amended Annex VI seeks to further reduce air pollution by, among other things, implementing a progressive reduction of the amount of sulfur contained in any fuel oil used on board ships. On October 27, 2016, at its 70th session, the MEPC agreed to implement a global 0.5% m/m sulfur oxide emissions limit (reduced from 3.50%) starting from January 1, 2020. This limitation can be met by using low-sulfur compliant fuel oil, alternative fuels, or certain exhaust gas cleaning systems. Ships are now

required to obtain bunker delivery notes and International Air Pollution Prevention (“IAPP”) Certificates from their flag states that specify sulfur content. Additionally, at MEPC 73, amendments to Annex VI to prohibit the carriage of bunkers above 0.5% sulfur on ships were adopted and took effect on March 1, 2020, with the exception of vessels fitted with exhaust gas cleaning equipment (“scrubbers”), which can carry fuel of higher sulfur content. These regulations subject ocean-going vessels to stringent emissions controls, and may cause us to incur substantial costs.

Sulfur content standards are even stricter within certain “Emission Control Areas” (“ECAs”). As of January 1, 2015, ships operating within an ECA were not permitted to use fuel with sulfur content in excess of 0.1% m/m. Amended Annex VI establishes procedures for designating new ECAs. Currently, the IMO has designated four ECAs, including specified portions of the Baltic Sea area, North Sea area, North American area and United States Caribbean area. Ocean-going vessels in these areas will be subject to stringent emission controls and may cause us to incur additional costs. Other areas in China are subject to local regulations that impose stricter emission controls. In December 2021, the member states of the Convention for the Protection of the Mediterranean Sea Against Pollution (“Barcelona Convention”) agreed to support the designation of a new ECA in the Mediterranean. On December 15, 2022, MEPC 79 adopted the designation of a new ECA in the Mediterranean, with an effective date of May 1, 2025. If other ECAs are approved by the IMO, or other new or more stringent requirements relating to emissions from marine diesel engines or port operations by vessels are adopted by the U.S. Environmental Protection Agency (“EPA”) or the states where we operate, compliance with these regulations could entail significant capital expenditures or otherwise increase the costs of our operations.

Amended Annex VI also establishes new tiers of stringent nitrogen oxide emissions standards for marine diesel engines, depending on their date of installation. At the MEPC meeting held from March to April 2014, amendments to Annex VI were adopted which address the date on which Tier III Nitrogen Oxide (“NOx”) standards in ECAs will go into effect. Under the amendments, Tier III NOx standards apply to ships that operate in the North American and U.S. Caribbean Sea ECAs designed for the control of NOx produced by vessels with a marine diesel engine installed and constructed on or after January 1, 2016. Tier III requirements could apply to areas that will be designated for Tier III NOx in the future. At MEPC 70 and MEPC 71, the MEPC approved the North Sea and Baltic Sea as ECAs for nitrogen oxide for ships built on or after January 1, 2021. The EPA promulgated equivalent (and in some senses stricter) emissions standards in 2010. As a result of these designations or similar future designations, we may be required to incur additional operating or other costs.

As determined at the MEPC 70, the new Regulation 22A of MARPOL Annex VI became effective as of March 1, 2018 and requires ships above 5,000 gross tonnage to collect and report annual data on fuel oil consumption to an IMO database, with the first year of data collection having commenced on January 1, 2019. The IMO intends to use such data as the first step in its roadmap (through 2023) for developing its strategy to reduce greenhouse gas emissions from ships, as discussed further below.

As of January 1, 2013, MARPOL made mandatory certain measures relating to energy efficiency for ships. All ships are now required to develop and implement Ship Energy Efficiency Management Plans (“SEEMP”), and new ships must be designed in compliance with minimum energy efficiency levels per capacity mile as defined by the Energy Efficiency Design Index (“EEDI”). Under these measures, by 2025, all new ships built will be 30% more energy efficient than those built in 2014.

Additionally, MEPC 75 introduced draft amendments to Annex VI which impose new regulations to reduce greenhouse gas emissions from ships. These amendments introduce requirements to assess and measure the energy efficiency of all ships and set the required attainment values, with the goal of reducing the carbon intensity of international shipping. The requirements include (1) a technical requirement to reduce carbon intensity based on a new Energy Efficiency Existing Ship Index (“EEXI”), and (2) operational carbon intensity reduction requirements, based on a new operational carbon intensity indicator (“CII”). The attained EEXI is required to be calculated for ships of 400 gross tonnage and above, in accordance with different values set for ship types and categories. With respect to the CII, the draft amendments would require ships of 5,000 gross tonnage to document and verify their actual annual operational CII achieved against a determined required annual operational CII. Additionally, MEPC 75 proposed draft amendments requiring that, on or before January 1, 2023, all ships above 400 gross tonnage must have an approved SEEMP on board. For ships above 5,000 gross tonnage, the SEEMP would need to include certain mandatory content. MEPC 75 also approved draft amendments to MARPOL Annex I to prohibit the use and carriage for use as fuel of heavy fuel oil (“HFO”) by ships in Arctic waters on and after July 1, 2024. The draft amendments introduced at MEPC 75 were adopted at the MEPC 76 session in June 2021 and entered into force on November 1, 2022, with the requirements for EEXI and CII certification coming into effect from January 1, 2023. We have incurred increased costs to comply with these revised standards, and we will incur additional costs in 2023, however we do not expect these costs to be material. Additional or new conventions, laws and regulations may be adopted that could require the installation of expensive emission control systems and could adversely affect our business, results of operations, cash flows and financial condition. MEPC 77 adopted a non-binding resolution which urges Member States and ship operators to voluntarily use distillate or other cleaner alternative fuels or methods of propulsion that are safe for ships and could contribute to the reduction of Black Carbon emissions from ships when operating in or near the Arctic. MEPC 79 adopted amendments to MARPOL Annex VI, Appendix IX to include the attained and required CII values, the CII rating and attained EEXI for existing ships in the required

information to be submitted to the IMO Ship Fuel Oil Consumption Database. The amendments will enter into force on May 1, 2024.

We may incur costs to comply with these revised standards, however we do not expect these costs to be material. Additional or new conventions, laws and regulations may be adopted that could require the installation of expensive emission control systems and could adversely affect our business, results of operations, cash flows and financial condition.

Safety Management System Requirements

The SOLAS Convention was amended to address the safe manning of vessels and emergency training drills. The Convention of Limitation of Liability for Maritime Claims (the “LLMC”) sets limitations of liability for a loss of life or personal injury claim or a property claim against ship owners. We believe that our vessels are in substantial compliance with SOLAS and LLMC standards.

Under Chapter IX of the SOLAS Convention, or the International Safety Management Code for the Safe Operation of Ships and for Pollution Prevention (the “ISM Code”), our operations are also subject to environmental standards and requirements. The ISM Code requires the party with operational control of a vessel to develop an extensive safety management system that includes, among other things, the adoption of a safety and environmental protection policy setting forth instructions and procedures for operating its vessels safely and describing procedures for responding to emergencies. We rely upon the safety management system that our managers have developed for compliance with the ISM Code. The failure of a vessel owner or bareboat charterer to comply with the ISM Code may subject such party to increased liability, may decrease available insurance coverage for the affected vessels and may result in a denial of access to, or detention in, certain ports. The ISM Code requires that vessel operators obtain a safety management certificate for each vessel they operate. This certificate evidences compliance by a vessel’s management with the ISM Code requirements for a safety management system. No vessel can obtain a safety management certificate unless its manager has been awarded a document of compliance, issued by each flag state, under the ISM Code. Our managers have obtained applicable documents of compliance for their offices and safety management certificates for all of our vessels for which the certificates are required by the IMO. The document of compliance and safety management certificate are renewed as required.

Regulation II-1/3-10 of the SOLAS Convention governs ship construction and stipulates that ships over 150 meters in length must have adequate strength, integrity and stability to minimize risk of loss or pollution. Goal-based standards amendments in SOLAS regulation II-1/3-10 entered into force in 2012, with July 1, 2016 set for application to new oil tankers and bulk carriers. The SOLAS Convention regulation II-1/3-10 on goal-based ship construction standards for bulk carriers and oil tankers, which entered into force on January 1, 2012, requires that all oil tankers and bulk carriers of 150 meters in length and above, for which the building contract is placed on or after July 1, 2016, satisfy applicable structural requirements conforming to the functional requirements of the International Goal-based Ship Construction Standards for Bulk Carriers and Oil Tankers (GBS Standards).

Amendments to the SOLAS Convention Chapter VII apply to vessels transporting dangerous goods and require those vessels be in compliance with the International Maritime Dangerous Goods Code (“IMDG Code”). Effective January 1, 2018, the IMDG Code includes (1) updates to the provisions for radioactive material, reflecting the latest provisions from the International Atomic Energy Agency, (2) new marking, packing and classification requirements for dangerous goods, and (3) new mandatory training requirements. Amendments which took effect on January 1, 2020 also reflect the latest material from the UN Recommendations on the Transport of Dangerous Goods, including (1) new provisions regarding IMO type 9 tank, (2) new abbreviations for segregation groups, and (3) special provisions for carriage of lithium batteries and of vehicles powered by flammable liquid or gas. Additional amendments, which came into force on June 1, 2022, include (1) addition of a definition of dosage rate, (2) additions to the list of high consequence dangerous goods, (3) new provisions for medical/clinical waste, (4) addition of various ISO standards for gas cylinders, (5) a new handling code, and (6) changes to stowage and segregation provisions.

The IMO has also adopted the International Convention on STCW. As of February 2017, all seafarers are required to meet the STCW standards and be in possession of a valid STCW certificate. Flag states that have ratified SOLAS and STCW generally employ the classification societies, which have incorporated SOLAS and STCW requirements into their class rules, to undertake surveys to confirm compliance.

The IMO’s Maritime Safety Committee and MEPC, respectively, each adopted relevant parts of the International Code for Ships Operating in Polar Water (the “Polar Code”). The Polar Code, which entered into force on January 1, 2017, covers design, construction, equipment, operational, training, search and rescue as well as environmental protection matters relevant to ships operating in the waters surrounding the two poles. It also includes mandatory measures regarding safety and pollution prevention as well as recommendatory provisions. The Polar Code applies to new ships constructed after January 1, 2017, and

after January 1, 2018, ships constructed before January 1, 2017 are required to meet the relevant requirements by the earlier of their first intermediate or renewal survey.

Furthermore, recent action by the IMO's Maritime Safety Committee and United States agencies indicates that cybersecurity regulations for the maritime industry are likely to be further developed in the near future in an attempt to combat cybersecurity threats. In February 2021, the U.S. Coast Guard published guidance on addressing cyber risks in a vessel's safety management system. This might cause companies to create additional procedures for monitoring cybersecurity, which could require additional expenses and/or capital expenditures. The impact of such regulations is difficult to predict at this time.

In June 2022, SOLAS also set out new amendments that will take effect January 1, 2024, which include new requirements for: (1) the design for safe mooring operations, (2) the Global Maritime Distress and Safety System ("GMDSS"), (3) watertight integrity, (4) watertight doors on cargo ships, (5) fault-isolation of fire detection systems, and (6) life-saving appliances. These new requirements may impact the cost of our operations.

Pollution Control and Liability Requirements

The IMO has negotiated international conventions that impose liability for pollution in international waters and the territorial waters of the signatories to such conventions. For example, the IMO adopted an International Convention for the Control and BWM Convention in 2004. The BWM Convention entered into force on September 8, 2017. The BWM Convention requires ships to manage their ballast water to remove, render harmless, or avoid the uptake or discharge of new or invasive aquatic organisms and pathogens within ballast water and sediments. The BWM Convention's implementing regulations call for a phased introduction of mandatory ballast water exchange requirements, to be replaced in time with mandatory concentration limits, and require all ships to carry a ballast water record book and an international ballast water management certificate.

On December 4, 2013, the IMO Assembly passed a resolution revising the application dates of the BWM Convention so that the dates are triggered by the entry into force date and not the dates originally in the BWM Convention. This, in effect, makes all vessels delivered before the entry into force date "existing vessels" and allows for the installation of ballast water management systems on such vessels at the first International Oil Pollution Prevention ("IOPP") renewal survey following entry into force of the convention. The MEPC adopted updated guidelines for approval of ballast water management systems (G8) at MEPC 70. At MEPC 71, the schedule regarding the BWM Convention's implementation dates was also discussed and amendments were introduced to extend the date existing vessels are subject to certain ballast water standards. Those changes were adopted at MEPC 72. Ships over 400 gross tons generally must comply with a "D-1 standard," requiring the exchange of ballast water only in open seas and away from coastal waters. The "D-2 standard" specifies the maximum amount of viable organisms allowed to be discharged, and compliance dates vary depending on the IOPP renewal dates. Depending on the date of the IOPP renewal survey, existing vessels must comply with the D-2 standard on or after September 8, 2019. For most ships, compliance with the D-2 standard will involve installing on-board systems to treat ballast water and eliminate unwanted organisms. Ballast water management systems, which include systems that make use of chemical, biocides, organisms or biological mechanisms, or which alter the chemical or physical characteristics of the ballast water, must be approved in accordance with IMO Guidelines (Regulation D-3). As of October 13, 2019, MEPC 72's amendments to the BWM Convention took effect, making the Code for Approval of Ballast Water Management Systems, which governs assessment of ballast water management systems, mandatory rather than permissive, and formalized an implementation schedule for the D-2 standard. Under these amendments, all ships must meet the D-2 standard by September 8, 2024. Remaining costs of compliance with these regulations is estimated to be approximately \$1.0 million in total for the remaining two vessels that do not currently have ballast water management systems installed. Additionally, in November 2020, MEPC 75 adopted amendments to the BWM Convention which would require a commissioning test of the ballast water management system for the initial survey or when performing an additional survey for retrofits. This analysis will not apply to ships that already have an installed BWM system certified under the BWM Convention. These amendments have entered into force on June 1, 2022. In December 2022, MEPC 79 agreed that it should be permitted to use ballast tanks for temporary storage of treated sewage and grey water. MEPC 79 also established that ships are expected to return to D-2 compliance after experiencing challenging uptake water and bypassing a BWM system should only be used as a last resort. Guidance will be developed at MEPC 80 (in July 2023) to set out appropriate actions and uniform procedures to ensure compliance with the BWM Convention.

Once mid-ocean exchange or ballast water treatment requirements become mandatory under the BWM Convention, the cost of compliance could increase for ocean carriers and may have a material effect on our operations. However, many countries already regulate the discharge of ballast water carried by vessels from country to country to prevent the introduction of invasive and harmful species via such discharges. The U.S., for example, requires vessels entering its waters from another country to conduct mid-ocean ballast exchange, or undertake some alternate measure, and to comply with certain reporting requirements.

The IMO also adopted the International Convention on Civil Liability for Bunker Oil Pollution Damage (the "Bunker Convention") to impose strict liability on ship owners (including the registered owner, bareboat charterer, manager or operator) for pollution damage in jurisdictional waters of ratifying states caused by discharges of bunker fuel. The Bunker Convention

requires registered owners of ships over 1,000 gross tons to maintain insurance for pollution damage in an amount equal to the limits of liability under the applicable national or international limitation regime (but not exceeding the amount calculated in accordance with the LLMC). With respect to non-ratifying states, liability for spills or releases of oil carried as fuel in ship's bunkers typically is determined by the national or other domestic laws in the jurisdiction where the events or damages occur.

Ships are required to maintain a certificate attesting that they maintain adequate insurance to cover an incident. In jurisdictions, such as the United States where the International Convention on Civil Liability for Oil Pollution Damage of 1969, as from time to time amended and replaced by the 1992 protocol, or the Bunker Convention has not been adopted, various legislative schemes or common law govern, and liability is imposed either on the basis of fault or on a strict-liability basis.

Anti-Fouling Requirements

In 2001, the IMO adopted the International Convention on the Control of Harmful Anti-fouling Systems on Ships (the "Anti-fouling Convention"). The Anti-fouling Convention, which entered into force on September 17, 2008, prohibits the use of organotin compound coatings to prevent the attachment of mollusks and other sea life to the hulls of vessels. Vessels of over 400 gross tons engaged in international voyages will also be required to undergo an initial survey before the vessel is put into service or before an International Anti-fouling System Certificate is issued for the first time; and subsequent surveys when the Anti-fouling systems are altered or replaced.

We have obtained Anti-fouling System Certificates for all our vessels that are subject to the Anti-fouling Convention.

Compliance Enforcement

Noncompliance with the ISM Code or other IMO regulations may subject the ship owner or bareboat charterer to increased liability, may lead to decreases in available insurance coverage for affected vessels and may result in the denial of access to, or detention in, some ports. The USCG and European Union authorities have indicated that vessels not in compliance with the ISM Code by applicable deadlines will be prohibited from trading in U.S. and European Union ports, respectively. As of the date of this report, each of our vessels is ISM Code certified. However, there can be no assurance that such certificates will be maintained in the future. The IMO continues to review and introduce new regulations. It is impossible to predict what additional regulations, if any, may be passed by the IMO and what effect, if any, such regulations might have on our operations.

United States Regulations

The U.S. Oil Pollution Act of 1990 and the Comprehensive Environmental Response, Compensation and Liability Act

The U.S. Oil Pollution Act of 1990 ("OPA") established an extensive regulatory and liability regime for the protection and cleanup of the environment from oil spills. OPA affects all "owners and operators" whose vessels trade or operate within the U.S., its territories and possessions or whose vessels operate in U.S. waters, which includes the U.S.'s territorial sea and its 200 nautical mile exclusive economic zone around the U.S. The U.S. has also enacted the Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA"), which applies to the discharge of hazardous substances other than oil, except in limited circumstances, whether on land or at sea. OPA and CERCLA both define "owner and operator" in the case of a vessel as any person owning, operating or chartering by demise, the vessel. Both OPA and CERCLA impact our operations.

Under OPA, vessel owners and operators are "responsible parties" and are jointly, severally and strictly liable (unless the spill results solely from the act or omission of a third party, an act of God or an act of war) for all containment and clean-up costs and other damages arising from discharges or threatened discharges of oil from their vessels, including bunkers (fuel). OPA defines these other damages broadly to include:

- i. injury to, destruction or loss of, or loss of use of, natural resources and related assessment costs;
- ii. injury to, or economic losses resulting from, the destruction of real and personal property;
- iii. loss of subsistence use of natural resources that are injured, destroyed or lost;
- iv. net loss of taxes, royalties, rents, fees or net profit revenues resulting from injury, destruction or loss of real or personal property, or natural resources;
- v. lost profits or impairment of earning capacity due to injury, destruction or loss of real or personal property or natural resources; and
- vi. net cost of increased or additional public services necessitated by removal activities following a discharge of oil, such as protection from fire, safety or health hazards, and loss of subsistence use of natural resources.

OPA contains statutory caps on liability and damages; such caps do not apply to direct cleanup costs. Effective November 12, 2019, the USCG adjusted the limits of OPA liability for non-tank vessels, edible oil tank vessels, and any oil spill response vessels, to the greater of \$1,200 per gross ton or \$997,100 (subject to periodic adjustment for inflation). On December 23, 2022, the USCG issued a final rule to adjust the limitation of liability under the OPA. Effective March 23, 2023, the new adjusted limits of OPA liability for non-tank vessels, edible oil tank vessels, and any oil spill response vessels, to the greater of \$1,300 per gross ton or \$1,076,000 (subject to periodic adjustment for inflation).

These limits of liability do not apply if an incident was proximately caused by the violation of an applicable U.S. federal safety, construction or operating regulation by a responsible party (or its agent, employee or a person acting pursuant to a contractual relationship), or a responsible party's gross negligence or willful misconduct. The limitation on liability similarly does not apply if the responsible party fails or refuses to (i) report the incident as required by law where the responsible party knows or has reason to know of the incident; (ii) reasonably cooperate and assist as requested in connection with oil removal activities; or (iii) without sufficient cause, comply with an order issued under the Federal Water Pollution Act (Section 311 (c), (e)) or the Intervention on the High Seas Act.

CERCLA contains a similar liability regime whereby owners and operators of vessels are liable for cleanup, removal and remedial costs, as well as damages for injury to, or destruction or loss of, natural resources, including the reasonable costs associated with assessing the same, and health assessments or health effects studies. There is no liability if the discharge of a hazardous substance results solely from the act or omission of a third party, an act of God or an act of war. Liability under CERCLA is limited to the greater of \$300 per gross ton or \$5.0 million for vessels carrying a hazardous substance as cargo and the greater of \$300 per gross ton or \$500,000 for any other vessel. These limits do not apply (rendering the responsible person liable for the total cost of response and damages) if the release or threat of release of a hazardous substance resulted from willful misconduct or negligence, or the primary cause of the release was a violation of applicable safety, construction or operating standards or regulations. The limitation on liability also does not apply if the responsible person fails or refused to provide all reasonable cooperation and assistance as requested in connection with response activities where the vessel is subject to OPA.

OPA and CERCLA each preserve the right to recover damages under existing law, including maritime tort law. OPA and CERCLA both require owners and operators of vessels to establish and maintain with the USCG evidence of financial responsibility sufficient to meet the maximum amount of liability to which the particular responsible person may be subject. Vessel owners and operators may satisfy their financial responsibility obligations by providing a proof of insurance, a surety bond, qualification as a self-insurer or a guarantee. We comply and plan to comply going forward with the USCG's financial responsibility regulations by providing applicable certificates of financial responsibility.

The 2010 *Deepwater Horizon* oil spill in the Gulf of Mexico resulted in additional regulatory initiatives or statutes, including higher liability caps under OPA, new regulations regarding offshore oil and gas drilling, and a pilot inspection program for offshore facilities. However, several of these initiatives and regulations have been or may be revised. For example, the U.S. Bureau of Safety and Environmental Enforcement's ("BSEE") revised Production Safety Systems Rule ("PSSR"), effective December 27, 2018, modified and relaxed certain environmental and safety protections under the 2016 PSSR. Additionally, the BSEE amended the Well Control Rule, effective July 15, 2019, which rolled back certain reforms regarding the safety of drilling operations, and former U.S. President Trump had proposed leasing new sections of U.S. waters to oil and gas companies for offshore drilling. In January 2021, U.S. President Biden signed an executive order temporarily blocking new leases for oil and gas drilling in federal waters. However, attorney generals from 13 states filed suit in March 2021 to lift the executive order, and in June 2021, a federal judge in Louisiana granted a preliminary injunction against the Biden administration, stating that the power to pause offshore oil and gas leases "lies solely with Congress." In August 2022, a federal judge in Louisiana sided with Texas Attorney General Ken Paxton, along with the other 12 plaintiff states, by issuing a permanent injunction against the Biden Administration's moratorium on oil and gas leasing on federal public lands and offshore waters. With these rapid changes, compliance with any new requirements of OPA and future legislation or regulations applicable to the operation of our vessels could impact the cost of our operations and adversely affect our business.

OPA specifically permits individual states to impose their own liability regimes with regard to oil pollution incidents occurring within their boundaries, provided they accept, at a minimum, the levels of liability established under OPA and some states have enacted legislation providing for unlimited liability for oil spills. Many U.S. states that border a navigable waterway have enacted environmental pollution laws that impose strict liability on a person for removal costs and damages resulting from a discharge of oil or a release of a hazardous substance. These laws may be more stringent than U.S. federal law. Moreover, some states have enacted legislation providing for unlimited liability for discharge of pollutants within their waters, although in some cases, states which have enacted this type of legislation have not yet issued implementing regulations defining vessel owners' responsibilities under these laws. The Company intends to comply with all applicable state regulations in the ports where the Company's vessels call.

We currently maintain pollution liability coverage insurance in the amount of \$1.0 billion per incident for each of our vessels. If the damages from a catastrophic spill were to exceed our insurance coverage, it could have an adverse effect on our business and results of operation.

Other United States Environmental Initiatives

The U.S. Clean Air Act of 1970 (including its amendments of 1977 and 1990) (“CAA”) requires the EPA to promulgate standards applicable to emissions of volatile organic compounds and other air contaminants. The CAA requires states to adopt State Implementation Plans (“SIPs”), some of which regulate emissions resulting from vessel loading and unloading operations which may affect our vessels.

The U.S. Clean Water Act (“CWA”) prohibits the discharge of oil, hazardous substances and ballast water in U.S. navigable waters unless authorized by a duly-issued permit or exemption, and imposes strict liability in the form of penalties for any unauthorized discharges. The CWA also imposes substantial liability for the costs of removal, remediation and damages and complements the remedies available under OPA and CERCLA. In 2015, the EPA expanded the definition of “waters of the United States” (“WOTUS”), thereby expanding federal authority under the CWA. Following litigation on the revised WOTUS rule, in December 2018, the EPA and Department of the Army proposed a revised, limited definition of WOTUS. In 2019 and 2020, the agencies repealed the prior WOTUS Rule and promulgated the Navigable Waters Protection Rule (“NWPR”) which significantly reduced the scope and oversight of EPA and the Department of the Army in traditionally non-navigable waterways. On August 30, 2021, a federal district court in Arizona vacated the NWPR and directed the agencies to replace the rule. On December 7, 2021, the EPA and the Department of the Army proposed a rule that would reinstate the pre-2015 definition. On December 30, 2022, the EPA and the Department of Army announced the final WOTUS rule that largely reinstated the pre-2015 definition. The EPA and the USCG have also enacted rules relating to ballast water discharge, compliance with which requires the installation of equipment on our vessels to treat ballast water before it is discharged or the implementation of other port facility disposal arrangements or procedures at potentially substantial costs, and/or otherwise restrict our vessels from entering U.S. Waters.

The EPA will regulate these ballast water discharges and other discharges incidental to the normal operation of certain vessels within United States waters pursuant to the Vessel Incidental Discharge Act (“VIDA”), which was signed into law on December 4, 2018 and replaces the 2013 Vessel General Permit (“VGP”) program (which authorizes discharges incidental to operations of commercial vessels and contains numeric ballast water discharge limits for most vessels to reduce the risk of invasive species in U.S. waters, stringent requirements for exhaust gas scrubbers, and requirements for the use of environmentally acceptable lubricants) and current Coast Guard ballast water management regulations adopted under the U.S. National Invasive Species Act (“NISA”), such as mid-ocean ballast exchange programs and installation of approved USCG technology for all vessels equipped with ballast water tanks bound for U.S. ports or entering U.S. waters. VIDA establishes a new framework for the regulation of vessel incidental discharges under Clean Water Act (“CWA”), requires the EPA to develop performance standards for those discharges within two years of enactment, and requires the U.S. Coast Guard to develop implementation, compliance, and enforcement regulations within two years of EPA’s promulgation of standards. Under VIDA, all provisions of the 2013 VGP and USCG regulations regarding ballast water treatment remain in force and effect until the EPA and U.S. Coast Guard regulations are finalized. Non-military, non-recreational vessels greater than 79 feet in length must continue to comply with the requirements of the VGP, including submission of a Notice of Intent (“NOI”) or retention of a PARI form and submission of annual reports. We have submitted NOIs for our vessels where required. Compliance with the EPA, U.S. Coast Guard and state regulations could require the installation of ballast water treatment equipment on our vessels or the implementation of other port facility disposal procedures at potentially substantial cost or may otherwise restrict our vessels from entering U.S. waters.

European Union Regulations

In October 2009, the European Union amended a directive to impose criminal sanctions for illicit ship-source discharges of polluting substances, including minor discharges, if committed with intent, recklessly or with serious negligence and the discharges individually or in the aggregate result in deterioration of the quality of water. Aiding and abetting the discharge of a polluting substance may also lead to criminal penalties. The directive applies to all types of vessels, irrespective of their flag, but certain exceptions apply to warships or where human safety or that of the ship is in danger. Criminal liability for pollution may result in substantial penalties or fines and increased civil liability claims. Regulation (EU) 2015/757 of the European Parliament and of the Council of 29 April 2015 (amending EU Directive 2009/16/EC) governs the monitoring, reporting and verification of carbon dioxide emissions from maritime transport, and, subject to some exclusions, requires companies with ships over 5,000 gross tonnage to monitor and report carbon dioxide emissions annually, which may cause us to incur additional expenses.

The European Union has adopted several regulations and directives requiring, among other things, more frequent inspections of high-risk ships, as determined by type, age, and flag as well as the number of times the ship has been detained. The European Union also adopted and extended a ban on substandard ships and enacted a minimum ban period and a definitive ban for repeated offenses. The regulation also provided the European Union with greater authority and control over classification societies, by imposing more requirements on classification societies and providing for fines or penalty payments for organizations that failed to comply. Furthermore, the EU has implemented regulations requiring vessels to use reduced sulfur content fuel for their main and auxiliary engines. The EU Directive 2005/33/EC (amending Directive 1999/32/EC) introduced requirements parallel to those in Annex VI relating to the sulfur content of marine fuels. In addition, the EU imposed a 0.1% maximum sulfur requirement for fuel used by ships at berth in the Baltic, the North Sea and the English Channel (the so called “SOx-Emission Control Area”). As of January 2020, EU member states must also ensure that ships in all EU waters, except the SOx-Emission Control Area, use fuels with a 0.5% maximum sulfur content.

On September 15, 2020, the European Parliament voted to include greenhouse gas emissions from the maritime sector in the European Union’s carbon market, EU ETS. On July 14, 2021, the European Parliament formally proposed its plan, which would involve gradually including the maritime sector from 2023 and phasing the sector in over a three-year period. This will require shipowners to buy permits to cover these emissions. The Environment Council adopted a general approach on the proposal in June 2022. On December 18, 2022, the Environmental Council and European Parliament agreed to include maritime shipping emissions within the scope of the EU ETS on a gradual introduction of obligations for shipping companies to surrender allowances: 40% for verified emissions from 2024, 70% for 2025 and 100% for 2026. Most large vessels will be included in the scope of the EU ETS from the start. Big offshore vessels of 5,000 gross tonnage and above will be included in the 'MRV' on the monitoring, reporting and verification of CO2 emissions from maritime transport regulation from 2025 and in the EU ETS from 2027.

International Labour Organization

The International Labour Organization (the “ILO”) is a specialized agency of the UN that has adopted the Maritime Labor Convention 2006 (“MLC 2006”). A Maritime Labor Certificate and a Declaration of Maritime Labor Compliance is required to ensure compliance with the MLC 2006 for all ships that are 500 gross tonnage or over and are either engaged in international voyages or flying the flag of a Member and operating from a port, or between ports, in another country. We believe that all our vessels are in substantial compliance with and are certified to meet MLC 2006.

Greenhouse Gas Regulation

Currently, the emissions of greenhouse gases from international shipping are not subject to the Kyoto Protocol to the United Nations Framework Convention on Climate Change, which entered into force in 2005 and pursuant to which adopting countries have been required to implement national programs to reduce greenhouse gas emissions with targets extended through 2020. International negotiations are continuing with respect to a successor to the Kyoto Protocol, and restrictions on shipping emissions may be included in any new treaty. In December 2009, more than 27 nations, including the U.S. and China, signed the Copenhagen Accord, which includes a non-binding commitment to reduce greenhouse gas emissions. The 2015 United Nations Climate Change Conference in Paris resulted in the Paris Agreement, which entered into force on November 4, 2016 and does not directly limit greenhouse gas emissions from ships. The U.S. initially entered into the agreement, but on June 1, 2017, the former U.S. President Trump announced that the United States intends to withdraw from the Paris Agreement, and the withdrawal became effective on November 4, 2020. On January 20, 2021, U.S. President Biden signed an executive order to rejoin the Paris Agreement, which the U.S. officially rejoined on February 19, 2021.

At MEPC 70 and MEPC 71, a draft outline of the structure of the initial strategy for developing a comprehensive IMO strategy on reduction of greenhouse gas emissions from ships was approved. In accordance with this roadmap, in April 2018, nations at the MEPC 72 adopted an initial strategy to reduce greenhouse gas emissions from ships. The initial strategy identifies “levels of ambition” to reducing greenhouse gas emissions, including (1) decreasing the carbon intensity from ships through implementation of further phases of the EEDI for new ships; (2) reducing carbon dioxide emissions per transport work, as an average across international shipping, by at least 40% by 2030, pursuing efforts towards 70% by 2050, compared to 2008 emission levels; and (3) reducing the total annual greenhouse emissions by at least 50% by 2050 compared to 2008 while pursuing efforts towards phasing them out entirely. The initial strategy notes that technological innovation, alternative fuels and/or energy sources for international shipping will be integral to achieve the overall ambition. These regulations could cause us to incur additional substantial expenses. At MEPC 77, the Member States agreed to initiate the revision of the Initial IMO Strategy on Reduction of GHG emissions from ships, recognizing the need to strengthen the ambition during the revision process. A final draft Revised IMO GHG Strategy would be considered by MEPC 80 (scheduled to meet in spring 2023), with a view to adoption.

The EU made a unilateral commitment to reduce overall greenhouse gas emissions from its member states from 20% of 1990 levels by 2020. The EU also committed to reduce its emissions by 20% under the Kyoto Protocol's second period from 2013 to 2020. Starting in January 2018, large ships over 5,000 gross tonnage calling at EU ports are required to collect and publish data on carbon dioxide emissions and other information. As previously discussed, regulations relating to the inclusion of greenhouse gas emissions from the maritime sector in the European Union's carbon market are also forthcoming.

Any passage of climate control legislation or other regulatory initiatives by the IMO, the EU, the U.S. or other countries where we operate, or any treaty adopted at the international level to succeed the Kyoto Protocol or Paris Agreement, that restricts emissions of greenhouse gases could require us to make significant financial expenditures which we cannot predict with certainty at this time. Even in the absence of climate control legislation, our business may be indirectly affected to the extent that climate change may result in sea level changes or certain weather events.

Vessel Security Regulations

Since the terrorist attacks of September 11, 2001 in the United States, there have been a variety of initiatives intended to enhance vessel security such as the MTSA. To implement certain portions of the MTSA, the USCG issued regulations requiring the implementation of certain security requirements aboard vessels operating in waters subject to the jurisdiction of the United States and at certain ports and facilities, some of which are regulated by the EPA.

Similarly, Chapter XI-2 of the SOLAS Convention imposes detailed security obligations on vessels and port authorities and mandates compliance with the ISPS Code. The ISPS Code is designed to enhance the security of ports and ships against terrorism. To trade internationally, a vessel must attain an International Ship Security Certificate ("ISSC") from a recognized security organization approved by the vessel's flag state. Ships operating without a valid certificate may be detained, expelled from, or refused entry at port until they obtain an ISSC. The various requirements, some of which are found in the SOLAS Convention, include, for example, on-board installation of automatic identification systems to provide a means for the automatic transmission of safety-related information from among similarly equipped ships and shore stations, including information on a ship's identity, position, course, speed and navigational status; on-board installation of ship security alert systems, which do not sound on the vessel but only alert the authorities on shore; the development of vessel security plans; ship identification number to be permanently marked on a vessel's hull; a continuous synopsis record kept onboard showing a vessel's history including the name of the ship, the state whose flag the ship is entitled to fly, the date on which the ship was registered with that state, the ship's identification number, the port at which the ship is registered and the name of the registered owner(s) and their registered address; and compliance with flag state security certification requirements.

The USCG regulations, intended to align with international maritime security standards, exempt non-U.S. vessels from MTSA vessel security measures, provided such vessels have on board a valid ISSC that attests to the vessel's compliance with the SOLAS Convention security requirements and the ISPS Code. Future security measures could have a significant financial impact on us. We intend to comply with the various security measures addressed by MTSA, the SOLAS Convention and the ISPS Code.

The cost of vessel security measures has also been affected by the escalation in the frequency of acts of piracy against ships, notably off the coast of Somalia, including the Gulf of Aden and Arabian Sea area. Substantial loss of revenue and other costs may be incurred as a result of detention of a vessel or additional security measures, and the risk of uninsured losses could significantly affect our business. Costs are incurred in taking additional security measures in accordance with Best Management Practices to Deter Piracy, notably those contained in the BMP4 industry standard.

Inspection by Classification Societies

The hull and machinery of every commercial vessel must be classed by a classification society authorized by its country of registry. The classification society certifies that a vessel is safe and seaworthy in accordance with the applicable rules and regulations of the country of registry of the vessel and SOLAS. Most insurance underwriters make it a condition for insurance coverage and lending that a vessel be certified "in class" by a classification society which is a member of the International Association of Classification Societies, the IACS. The IACS has adopted harmonized Common Structural Rules (the "Rules"), which apply to oil tankers and bulk carriers contracted for construction on or after July 1, 2015. The Rules attempt to create a level of consistency between IACS Societies. All of our vessels are certified as being "in class" by all the applicable Classification Societies (e.g., American Bureau of Shipping, Lloyd's Register of Shipping).

A vessel must undergo annual surveys, intermediate surveys, drydockings and special surveys. In lieu of a special survey, a vessel's machinery may be on a continuous survey cycle, under which the machinery would be surveyed periodically over a five-year period. Every vessel is also required to be drydocked every 30 to 36 months for inspection of the underwater parts of the vessel. If any vessel does not maintain its class and/or fails any annual survey, intermediate survey, drydocking or special

survey, the vessel will be unable to carry cargo between ports and will be unemployable and uninsurable which could cause us to be in violation of certain covenants in our loan agreements. Any such inability to carry cargo or be employed, or any such violation of covenants, could have a material adverse impact on our financial condition and results of operations.

Risk of Loss and Liability Insurance

General

The operation of any cargo vessel includes risks such as mechanical failure, physical damage, collision, property loss, cargo loss or damage and business interruption due to political circumstances in foreign countries, piracy incidents, hostilities and labor strikes. In addition, there is always an inherent possibility of marine disaster, including oil spills and other environmental mishaps, and the liabilities arising from owning and operating vessels in international trade. OPA, which imposes virtually unlimited liability upon shipowners, operators and bareboat charterers of any vessel trading in the exclusive economic zone of the United States for certain oil pollution accidents in the United States, has made liability insurance more expensive for shipowners and operators trading in the United States market. We carry insurance coverage as customary in the shipping industry. However, not all risks can be insured, specific claims may be rejected, and we might not be always able to obtain adequate insurance coverage at reasonable rates.

Marine Insurance

We procure hull and machinery insurance, protection and indemnity insurance, which includes environmental damage and pollution insurance and war risk insurance and freight, demurrage and defense insurance for our fleet.

Protection and Indemnity Insurance

Protection and indemnity insurance is provided by mutual protection and indemnity associations ("P&I Associations"), and covers our third-party liabilities in connection with our shipping activities. This includes third-party liability and other related expenses of injury or death of crew, passengers and other third parties, loss or damage to cargo, claims arising from collisions with other vessels, damage to other third-party property, pollution arising from oil or other substances, and salvage, towing and other related costs, including wreck removal. Protection and indemnity insurance is a form of mutual indemnity insurance, extended by protection and indemnity mutual associations (such associations, "clubs").

Our current protection and indemnity insurance coverage for pollution is \$1.0 billion per vessel per incident. The 13 P&I Associations that comprise the International Group insure approximately 90% of the world's commercial tonnage and have entered into a pooling agreement to reinsure each association's liabilities. The International Group's website states that the Pool provides a mechanism for sharing all claims in excess of \$10.0 million up to, currently, approximately \$8.2 billion. As a member of a P&I Association, which is a member of the International Group, we are subject to calls payable to the associations based on our claim records as well as the claim records of all other members of the individual associations and members of the shipping pool of P&I Associations comprising the International Group.

C. ORGANIZATIONAL STRUCTURE

See Exhibit 8.1 for a list of our significant subsidiaries.

D. PROPERTY, PLANT AND EQUIPMENT

The following table summarizes key information about our fleet as of March 16, 2023:

| Vessel | Built | DWT | Flag | Type of Employment |
|-----------------------------|--------------|------------|-------------|---------------------------|
| Newcastlemax - Owned | | | | |
| Golden Gayle | 2011 | 206,565 | MI | Spot market |
| Golden Scape | 2016 | 211,112 | HK | Index linked time charter |
| Golden Swift | 2016 | 211,112 | HK | Spot market |
| Golden Coral | 2019 | 208,132 | MI | Index linked time charter |
| Golden Champion | 2019 | 208,391 | MI | Spot market |
| Golden Comfort | 2020 | 208,000 | MI | Spot market |
| Golden Courage | 2020 | 208,395 | MI | Spot market |
| Golden Confidence | 2020 | 207,988 | MI | Spot market |

| | | | | |
|-------------------|------|-------------------------|----|---------------------------|
| Golden Competence | 2020 | 208,000 | MI | Spot market |
| Golden Skies | 2020 | 210,897 | MI | Index linked time charter |
| Golden Spirit | 2020 | 210,866 | MI | Index linked time charter |
| Golden Saint | 2020 | 211,138 | MI | Index linked time charter |
| Golden Spray | 2021 | 208,000 | MI | Index linked time charter |
| | | <u>2,718,596</u> | | |

Capesize - Owned

| | | | | |
|-------------------|------|-------------------------|----|---------------------------|
| Golden Feng | 2009 | 169,232 | MI | Spot market |
| Golden Shui | 2009 | 169,333 | MI | Spot market |
| Golden Myrtalia | 2011 | 177,979 | MI | Index linked time charter |
| Golden Anastasia | 2014 | 179,189 | MI | Spot market |
| Golden Houston | 2014 | 181,214 | MI | Spot market |
| Golden Kaki | 2014 | 181,214 | MI | Index linked time charter |
| KSL Salvador | 2014 | 180,958 | HK | Index linked time charter |
| KSL San Francisco | 2014 | 181,066 | HK | Index linked time charter |
| KSL Santiago | 2014 | 181,020 | HK | Index linked time charter |
| KSL Santos | 2014 | 181,055 | HK | Index linked time charter |
| KSL Sapporo | 2014 | 180,960 | HK | Index linked time charter |
| KSL Seattle | 2014 | 181,015 | HK | Index linked time charter |
| KSL Singapore | 2014 | 181,062 | HK | Index linked time charter |
| KSL Sydney | 2014 | 181,000 | HK | Index linked time charter |
| Golden Amreen | 2015 | 179,337 | MI | Spot market |
| Golden Aso | 2015 | 182,472 | HK | Spot market |
| Golden Finsbury | 2015 | 182,418 | HK | Spot market |
| Golden Kathrine | 2015 | 182,486 | HK | Index linked time charter |
| KSL Sakura | 2015 | 181,062 | HK | Index linked time charter |
| KSL Seoul | 2015 | 181,010 | HK | Index linked time charter |
| KSL Seville | 2015 | 181,062 | HK | Index linked time charter |
| KSL Stockholm | 2015 | 181,055 | HK | Index linked time charter |
| Golden Barnet | 2016 | 180,355 | HK | Spot market |
| Golden Behike | 2016 | 180,491 | MI | Index linked time charter |
| Golden Bexley | 2016 | 180,209 | HK | Index linked time charter |
| Golden Fulham | 2016 | 182,610 | HK | Index linked time charter |
| Golden Monterrey | 2016 | 180,491 | MI | Index linked time charter |
| Golden Nimbus | 2017 | 180,504 | MI | Spot market |
| Golden Savannah | 2017 | 181,044 | HK | Index linked time charter |
| Golden Surabaya | 2017 | 181,046 | HK | Index linked time charter |
| Golden Arcus | 2018 | 180,478 | MI | Index linked time charter |
| Golden Calvus | 2018 | 180,521 | MI | Spot market |
| Golden Cirrus | 2018 | 180,487 | MI | Index linked time charter |
| Golden Cumulus | 2018 | 180,499 | MI | Spot market |
| Golden Incus | 2018 | 180,511 | MI | Index linked time charter |
| | | <u>6,306,445</u> | | |

Capesize - Operating Lease - Related Party, SFL

| | | | | |
|-----------|------|-----------------------|----|---------------------------|
| KSL China | 2013 | 179,109 | MI | Index linked time charter |
| | | <u>179,109</u> | | |

Capesize - Finance Lease - Related Party, SFL

| | | | | |
|-----------------|------|---------|----|-------------|
| Battersea | 2009 | 169,500 | MI | Spot market |
| Belgravia | 2009 | 169,500 | MI | Spot market |
| Golden Magnum | 2009 | 179,788 | HK | Spot market |
| Golden Beijing | 2010 | 176,000 | HK | Spot market |
| Golden Future | 2010 | 176,000 | HK | Spot market |
| Golden Zhejiang | 2010 | 175,834 | HK | Spot market |
| Golden Zhoushan | 2011 | 175,834 | HK | Spot market |

1,222,456**Panamax - Owned**

| | | | | |
|------------------|------|--------|----|---------------------------|
| Golden Arion | 2011 | 82,188 | MI | Spot market |
| Golden Ioanari | 2011 | 81,526 | MI | Spot market |
| Golden Jake | 2011 | 82,188 | MI | Spot market |
| Golden Suek | 2011 | 74,849 | HK | Index linked time charter |
| Golden Daisy | 2012 | 81,507 | MI | Time charter |
| Golden Ginger | 2012 | 81,487 | MI | Spot market |
| Golden Keen | 2012 | 81,586 | MI | Spot market |
| Golden Rose | 2012 | 81,585 | MI | Time charter |
| Golden Bull | 2012 | 75,000 | HK | Index linked time charter |
| Golden Brilliant | 2013 | 74,500 | HK | Spot market |
| Golden Diamond | 2013 | 74,062 | HK | Index linked time charter |
| Golden Pearl | 2013 | 74,186 | HK | Spot market |
| Golden Sue | 2013 | 84,943 | MI | Time charter |
| Golden Deb | 2014 | 84,943 | MI | Time charter |
| Golden Ruby | 2014 | 74,052 | HK | Index linked time charter |
| Golden Kennedy | 2015 | 83,789 | MI | Time charter |
| Golden Amber | 2017 | 74,500 | MI | Index linked time charter |
| Golden Opal | 2017 | 74,231 | MI | Index linked time charter |
| Golden Fortune | 2020 | 81,600 | MI | Spot market |
| Golden Fellow | 2020 | 81,135 | MI | Spot market |
| Golden Frost | 2020 | 80,559 | MI | Spot market |
| Golden Forward | 2021 | 81,130 | MI | Spot market |
| Golden Friend | 2021 | 81,206 | MI | Spot market |
| Golden Freeze | 2021 | 81,000 | MI | Spot market |
| Golden Fast | 2021 | 81,000 | MI | Spot market |
| Golden Furious | 2021 | 81,000 | MI | Spot market |

2,069,752**Supramax - Operating Lease - Third party**

| | | | | |
|-------------|------|--------|-----|-------------|
| Golden Hawk | 2015 | 58,000 | PAN | Spot market |
|-------------|------|--------|-----|-------------|

Key to Flags:

MI – Marshall Islands, HK – Hong Kong, PAN - Panama.

Other than our interests in the vessels described above, we do not own or lease any other material physical properties, except for related party leases of our office space in Singapore and in Oslo.

ITEM 4A. UNRESOLVED STAFF COMMENTS

None.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

A. OPERATING RESULTS

Summary of key information

The following table should also be read in conjunction with the consolidated financial statements and notes thereto included herein. Our accounts are maintained in U.S. dollars.

| | Fiscal year ended December 31, | | |
|---|--------------------------------|------------------|------------------|
| | 2022 | 2021 | 2020 |
| <i>(in thousands of \$, except shares, per share data and ratios)</i> | | | |
| Statement of Operations Data: | | | |
| Total operating revenues | 1,113,456 | 1,203,181 | 607,943 |
| Total operating expenses | 712,141 | 697,353 | 672,570 |
| Net operating (loss) income | 435,087 | 513,608 | (61,662) |
| Net income (loss) | 461,847 | 527,218 | (137,669) |
| Earnings (loss) per share: basic (\$) | \$2.30 | \$2.74 | (\$0.96) |
| Earnings (loss) per share: diluted (\$) | \$2.29 | \$2.73 | (\$0.96) |
| Dividends per share (\$) | \$2.35 | \$1.60 | \$0.05 |
| Balance Sheet Data (at end of year): | | | |
| Cash and cash equivalents | 134,784 | 197,032 | 153,093 |
| Short-term restricted cash | 3,289 | 12,985 | 22,009 |
| Vessels and equipment, net | 2,665,785 | 2,880,321 | 2,267,686 |
| Finance leases, right of use assets, net | 83,589 | 98,535 | 113,480 |
| Operating leases, right of use assets, net | 15,646 | 19,965 | 22,739 |
| Total assets | 3,257,291 | 3,454,177 | 2,721,067 |
| Current portion of long-term debt | 92,865 | 105,864 | 87,831 |
| Current portion of obligations under finance lease | 18,387 | 21,755 | 23,475 |
| Current portion of obligations under operating lease | 5,546 | 13,860 | 16,783 |
| Long-term debt | 1,027,991 | 1,156,481 | 957,652 |
| Obligations under finance lease | 87,588 | 105,975 | 127,730 |
| Obligations under operating lease | 13,051 | 14,907 | 25,254 |
| Share capital | 10,061 | 10,061 | 7,215 |
| Total equity | 1,917,033 | 1,928,741 | 1,368,756 |
| Common shares outstanding | 200,485,621 | 200,435,621 | 143,327,697 |
| Other Financial Data: | | | |
| Equity to assets ratio (percentage) ⁽¹⁾ | 58.9 % | 55.8 % | 50.3 % |
| Debt to equity ratio ⁽²⁾ | 0.6 | 0.7 | 0.9 |
| Price earnings ratio ⁽³⁾ | 3.8 | 3.4 | (4.8) |
| Time charter equivalent income ⁽⁴⁾ | 833,230 | 948,757 | 426,372 |
| Time charter equivalent rate ⁽⁵⁾ | 24,262 | 27,582 | 13,466 |

(1) Equity to assets ratio is calculated as total equity divided by total assets.

(2) Debt to equity ratio is calculated as total interest bearing current and long-term liabilities divided by total equity.

(3) Price earnings ratio is calculated using the year end share price divided by basic (loss) earnings per share.

(4) A reconciliation of time charter equivalent income ("TCE income"), to total operating revenues as reflected in the consolidated statements of operation is as follows:

| <i>(in thousands of \$)</i> | 2022 | 2021 | 2020 |
|--|-----------|-----------|---------|
| Total operating revenues | 1,113,456 | 1,203,181 | 607,943 |
| Add: Amortization of favorable charter party contracts | — | 1,859 | 12,148 |
| Add: Other operating income / (expenses) | (413) | (2,008) | 2,965 |
| Less: Other revenues | 1,263 | 1,410 | 2,140 |
| Net time and voyage charter revenues | 1,111,780 | 1,201,622 | 620,916 |
| Less: Voyage expenses & commission | 278,550 | 252,865 | 194,544 |
| Time charter equivalent income | 833,230 | 948,757 | 426,372 |

Consistent with general practice in the shipping industry, we use TCE income as a measure to compare revenue generated from a voyage charter to revenue generated from a time charter. We define TCE income as operating revenues less voyage expenses and commission plus amortization of time charter party out contracts. Under time charter agreements, voyage costs, such as bunker fuel, canal and port charges and commissions, are borne and paid by the charterer whereas under voyage charter agreements, voyage costs are borne and paid by the owner. TCE income is a common shipping industry performance measure used primarily to compare period-to-period changes in a shipping company's performance despite changes in the mix of charter types (i.e., spot charters and time charters) under which the vessels may be employed between the periods. TCE income, a non-U.S. GAAP measure, provides additional meaningful information in conjunction with operating revenues, the most directly comparable U.S. GAAP measure, because it assists management in making decisions regarding the deployment and use of our vessels and in evaluating their financial performance, regardless of whether a vessel has been employed on a time charter or a voyage charter.

(5) TCE rate, represents the weighted average daily TCE income of our entire operating fleet.

| <i>(in thousands of \$, except for TCE Rate and days)</i> | 2022 | 2021 | 2020 |
|---|---------|---------|---------|
| Time charter equivalent income | 833,230 | 948,757 | 426,372 |
| Fleet available days | 35,217 | 35,114 | 32,867 |
| Fleet offhire days | (874) | (716) | (1,204) |
| Fleet onhire days | 34,343 | 34,398 | 31,663 |
| Time charter equivalent rate | 24,262 | 27,582 | 13,466 |

TCE rate is a measure of the average daily income performance, following alignment of the revenue streams resulting from operation of the vessels under voyage or spot charters and time charters, as detailed in footnote 5 above. Our method of calculating TCE rate is determined by dividing TCE income by onhire days during a reporting period. Onhire days are calculated on a vessel by vessel basis and represent the net of available days and offhire days for each vessel (owned or chartered in) in our possession during a reporting period. Available days for a vessel during a reporting period is the number of days the vessel (owned or chartered in) is in our possession during the period. By definition, available days for an owned vessel equal the calendar days during a reporting period, unless the vessel is delivered by the yard during the relevant period whereas; available days for a chartered-in vessel equal the tenure in days of the underlying time charter agreement, pro-rated to the relevant reporting period if such tenure overlaps more than one reporting periods. Offhire days for a vessel during a reporting period is the number of days the vessel is in our possession during the period but is not operational as a result of unscheduled repairs, scheduled drydocking or special or intermediate surveys and lay-ups, if any.

Overview of fleet

The following discussion should be read in conjunction with "Item 4. Information on the Company" and the audited Consolidated Financial Statements and Notes thereto included herein.

As of December 31, 2022, we owned 75 dry bulk vessels and had construction contracts for ten newbuildings. In addition, we had nine vessels chartered-in (of which seven and one are chartered in on finance leases and operating leases, respectively, from SFL and one is chartered in on an operating lease from an unrelated third party). Our owned vessels are owned and operated by one of our subsidiaries and are flagged either in the Marshall Islands, Hong Kong or Panama. As of December 31, 2022, five of

our vessels were chartered-out on fixed rate time charters, 37 of our vessels were chartered out on index linked rate time charters, 42 vessels operated in the spot market.

Fleet Changes

Refer to "Item 4. Information on the Company - A. History and Development of the Company" for a discussion on acquisitions and disposals of vessels during the years ended December 31, 2022, 2021, and 2020. A summary of the changes in the vessels that we own and chartered in under long-term operating and finance leases for the years ended December 31, 2022, 2021 and 2020 is summarized below.

| | 2022 | 2021 | 2020 |
|---|------------------|------------------|------------------|
| Newcastlemax | | | |
| At start of period | 13 | 3 | 3 |
| Acquisitions and newbuilding deliveries | — | 10 ^d | — |
| At end of period | 13 | 13 | 3 |
| Capesize | | | |
| At start of period | 43 | 43 | 43 |
| Acquisitions and newbuilding deliveries | — | — | — |
| Disposals | — | — | — |
| At end of period | 43 | 43 | 43 |
| Panamax | | | |
| At start of period | 33 | 29 | 30 |
| Acquisitions and newbuilding deliveries | — | 8 ^e | — |
| Disposals | (4) ^a | (4) ^f | (1) ^g |
| Redelivery | (2) ^b | — | — |
| At end of period | 27 | 33 | 29 |
| Ultramax | | | |
| At start of period | 3 | 3 | 3 |
| Acquisitions and newbuilding deliveries | — | — | — |
| Disposals | (2) ^c | — | — |
| At end of period | 1 | 3 | 3 |
| Total | | | |
| At start of period | 92 | 78 | 79 |
| Acquisitions and newbuilding deliveries | — | 18 | — |
| Disposals | (6) | (4) | (1) |
| Redelivery | (2) | — | — |
| | 84 | 92 | 78 |

- a. (i) Disposal of three vessels (*Golden Empress*, *Golden Endeavour* and *Golden Enterprise*) to an unrelated third party and (ii) disposal of one vessel (*Golden Ice*) to an unrelated third party.
- b. Redelivery of two vessels (*Admiral Schmidt* and *Vitus Bering*) to their owner in May 2022 and as such are not included in our fleet.
- c. Disposal of two vessels (*Golden Cathrine* and *Golden Cecilie*) to an unrelated third party.
- d. (i) Delivery of one newbuilding (*Golden Spray*) and (ii) delivery of nine vessels (*Golden Coral*, *Golden Champion*, *Golden Comfort*, *Golden Courage*, *Golden Competence*, *Golden Confidence*, *Golden Skies*, *Golden Spirit* and *Golden Saint*) acquired from affiliates of Hemen.
- e. (i) Delivery of two newbuildings (*Golden Fast* and *Golden Furious*) and (ii) delivery of six vessels (*Golden Fortune*, *Golden Forward*, *Golden Friend*, *Golden Fellow*, *Golden Frost* and *Golden Freeze*) acquired from affiliates of Hemen.
- f. Disposal of four vessels (*Golden Shea*, *Golden Saguenay*, *Golden Opportunity* and *Golden Endurer*) to unrelated third parties.
- g. Redelivery of one vessel (*Golden Eclipse*) following the expiration of the lease in April 2020.

Summary of Fleet Employment

As discussed below, as of December 31, 2022, our vessels operated under time charters or voyage charters.

A time charter agreement is a contract entered into by an owner and a charterer whereby the charterer is entitled to the use of a vessel for a specific period of time for a specified daily fixed or index-linked rate of hire. Under a time charter agreement, voyage costs, such as bunker fuel and port charges, are borne and paid by the charterer. In the time charter market, rates vary depending on the length of the charter period and vessel specific factors such as age, speed and fuel consumption. An index-linked rate usually refers to freight rate indices issued by the Baltic Exchange, such as the Baltic Capesize Index and the Baltic Panamax Index. These rates are based on actual charter hire rates under charter entered into by market participants, as well as daily assessments provided to the Baltic Exchange by a panel of major shipbrokers.

A voyage or spot charter agreement is a contract entered into by an owner and a charterer whereby a charterer is entitled to the use of a vessel to transport commodities between specified geographical locations at a specified freight rate per ton. Under voyage charter agreements, voyage costs are borne and paid by the owner. In the voyage charter market, rates are also influenced by cargo size, commodity, port dues and canal transit fees, as well as delivery and redelivery regions. In general, a larger cargo size is quoted at a lower rate per ton than a smaller cargo size. Routes with costly ports or canals generally command higher rates than routes with low port dues and no canals to transit. Voyages with a load port within a region that includes ports where vessels usually discharge cargo or a discharge port within a region with ports where vessels load cargo are generally quoted at lower rates, because such voyages generally increase vessel utilization by reducing the unloaded portion (or ballast leg) that is included in the calculation of the return charter to a loading area.

| | As of December 31, | | | | | |
|----------------------------|--------------------|---------------------|-------------------|---------------------|-------------------|---------------------|
| | 2022 | | 2021 | | 2020 | |
| | Number of vessels | Percentage of fleet | Number of vessels | Percentage of fleet | Number of vessels | Percentage of fleet |
| Newcastlemax | | | | | | |
| Spot | 8 | 61.5 % | 8 | 61.5 % | 2 | 66.7 % |
| Spot with RSA | — | — | — | — | — | — |
| Time charter | — | — | — | — | 1 | 33.3 % |
| Index linked time charter | 5 | 38.5 % | 5 | 38.5 % | — | — |
| | 13 | 100.0 % | 13 | 100.0 % | 3 | 100.0 % |
| Capesize | | | | | | |
| Spot | 17 | 39.5 % | 22 | 51.2 % | 1 | 2.3 % |
| Spot with RSA | — | — | — | — | 23 | 53.5 % |
| Time charter | — | — | — | — | 1 | 2.3 % |
| Index linked time charter | 26 | 60.5 % | 21 | 48.8 % | 18 | 41.9 % |
| | 43 | 100.0 % | 43 | 100.0 % | 43 | 100.0 % |
| Panamax | | | | | | |
| Spot | 16 | 59.3 % | 24 | 72.7 % | 23 | 79.3 % |
| Spot with RSA | — | — | — | — | — | — |
| Time charter | 5 | 18.5 % | 5 | 15.2 % | 6 | 20.7 % |
| Index linked time charter | 6 | 22.2 % | 4 | 12.1 % | — | — |
| | 27 | 100.0 % | 33 | 100.0 % | 29 | 100.0 % |
| Ultramax | | | | | | |
| Spot | 1 | 100.0 % | — | — | — | — |
| Spot with RSA | — | — | — | — | 3 | 100.0 % |
| Time charter | — | — | 3 | 100.0 % | — | — |
| Index linked time charter | — | — | — | — | — | — |
| | 1 | 100.0 % | 3 | 100.0 % | 3 | 100.0 % |
| Total | | | | | | |
| Spot | 42 | 50.0 % | 54 | 58.7 % | 26 | 33.3 % |
| Spot with RSA ¹ | — | — | — | — | 26 | 33.3 % |
| Time charter | 5 | 6.0 % | 8 | 8.7 % | 8 | 10.3 % |
| Index linked time charter | 37 | 44.0 % | 30 | 32.6 % | 18 | 23.1 % |
| | 84 | 100.0 % | 92 | 100.0 % | 78 | 100.0 % |

(1) During 2021, 34 of our Capesize and Newcastlemax vessels that traded in the Capesize Chartering Ltd. ("CCL") pool contributed with an average of 256 days per vessel. In August 2021, we announced termination of our relationship with CCL pool, and by December 31, 2021, the last vessels had been redelivered to us. In addition, three of our Ultramax vessels traded in the CTM pool during 2021.

Below is an overview as of December 31, 2022 of our vessels on time charter contracts that had a minimum initial contract duration of more than 11 months:

| Vessel Type | Vessel Name | Dwt | Expiry (min period) |
|-------------|----------------|--------|---------------------|
| Panamax | Golden Daisy | 81,507 | June 2023 |
| Panamax | Golden Rose | 81,585 | September 2023 |
| Panamax | Golden Sue | 84,943 | March 2023 |
| Panamax | Golden Deb | 84,943 | June 2023 |
| Panamax | Golden Kennedy | 83,789 | March 2023 |

Refer to "Item 4. Information on the Company - D. Property Plant and Equipment" for a summary of key information of our fleet as of the date of this annual report. In addition, from time to time we may also enter into Forward Freight Agreements ("FFAs"), to hedge our exposure to the charter market for a specified route and period of time. Refer to Note 28, "Financial Assets and Liabilities", to our Consolidated Financial Statements included herein for additional information on our financial instruments.

Our Fleet – Comparison of Possible Excess of Carrying Value Over Estimated Charter-Free Market Value of Certain Vessels

In "Critical Accounting Policies – Impairment of long-lived assets, newbuildings and right of use assets", we discuss our policy for impairing the carrying values of our vessels and newbuildings. During the past few years, the market values of vessels have experienced particular volatility, with valuations reaching peak in the first half of 2022 following subsequent declines in the second half of 2022 for many vessel classes. As such, the charter-free market value, or basic market value, of certain of our vessels may be below those vessels' carrying value, even though we would not impair those vessels' carrying value under the accounting impairment policy, as the future undiscounted cash flows expected to be earned by such vessels over their operating lives would exceed such vessels' carrying amounts.

Our estimates of basic market value assume that our vessels are all in good and seaworthy condition without need for repair and if inspected would be certified in class without notations of any kind. Our estimates are based on the values achieved for the sale/purchase of similar vessels and appraised valuations and are inherently uncertain. In addition, vessel values are highly volatile; as such, our estimates may not be indicative of the current or future basic market value of the vessels or prices that we could achieve if we were to sell them.

The table set forth below indicates the carrying value of each of our owned vessels as of December 31, 2022 and 2021:

| Vessel Type | Vessel Name | Built | Dwt | 2022 (\$ millions) | 2021 (\$ millions) |
|--------------|-------------------|-------|---------|-----------------------|-----------------------|
| Newcastlemax | Golden Scape | 2016 | 211,112 | 54.6 * | 57.0 * |
| Newcastlemax | Golden Swift | 2016 | 211,112 | 54.0 * | 56.3 * |
| Newcastlemax | Golden Gayle | 2011 | 206,565 | 26.8 | 26.7 |
| Newcastlemax | Golden Skies | 2020 | 210,897 | 49.7 | 51.4 |
| Newcastlemax | Golden Competence | 2019 | 208,000 | 49.8 | 51.5 |
| Newcastlemax | Golden Confidence | 2019 | 207,998 | 49.7 | 51.6 |
| Newcastlemax | Golden Champion | 2019 | 208,391 | 47.0 | 48.7 |
| Newcastlemax | Golden Coral | 2019 | 208,132 | 47.1 | 48.8 |
| Newcastlemax | Golden Saint | 2020 | 211,138 | 49.8 | 51.5 |
| Newcastlemax | Golden Spirit | 2020 | 210,866 | 50.7 | 52.4 |
| Newcastlemax | Golden Comfort | 2020 | 208,000 | 49.7 | 51.5 |
| Newcastlemax | Golden Courage | 2020 | 208,395 | 49.5 | 51.3 |
| Newcastlemax | Golden Spray | 2021 | 208,000 | 51.5 | 53.2 |
| Capesize | Golden Feng | 2009 | 169,232 | 28.0 * | 29.7 |
| Capesize | Golden Shui | 2009 | 169,333 | 28.1 * | 29.7 |
| Capesize | KSL Salvador | 2014 | 180,958 | 50.0 * | 52.4 * |
| Capesize | KSL San Francisco | 2014 | 181,066 | 47.6 * | 49.9 * |
| Capesize | KSL Santiago | 2014 | 181,020 | 50.0 * | 52.4 * |
| Capesize | KSL Santos | 2014 | 181,055 | 50.4 * | 52.8 * |
| Capesize | KSL Sapporo | 2014 | 180,960 | 52.1 * | 54.7 * |
| Capesize | KSL Seattle | 2014 | 181,015 | 51.8 * | 54.4 * |
| Capesize | KSL Singapore | 2014 | 181,062 | 48.9 * | 51.3 * |
| Capesize | KSL Sydney | 2014 | 181,000 | 52.3 * | 54.9 * |
| Capesize | KSL Sakura | 2015 | 181,062 | 48.1 * | 50.4 * |
| Capesize | KSL Seoul | 2015 | 181,010 | 51.2 * | 53.6 * |

| | | | | | |
|----------|----------------------|------|---------|--------|--------|
| Capesize | KSL Stockholm | 2015 | 181,055 | 48.7 * | 51.0 * |
| Capesize | KSL Seville | 2015 | 181,062 | 50.7 * | 53.1 * |
| Capesize | Golden Kathrine | 2015 | 182,486 | 51.9 * | 54.4 * |
| Capesize | Golden Aso | 2015 | 182,472 | 52.9 * | 55.3 * |
| Capesize | Golden Finsbury | 2015 | 182,418 | 43.0 * | 44.9 |
| Capesize | Golden Barnet | 2016 | 180,355 | 42.9 * | 44.7 |
| Capesize | Golden Bexley | 2016 | 180,209 | 42.8 * | 44.6 |
| Capesize | Golden Fulham | 2016 | 182,610 | 41.2 * | 43.0 |
| Capesize | Golden Amreen | 2015 | 179,337 | 33.4 | 34.8 |
| Capesize | Golden Anastasia | 2014 | 179,189 | 32.0 | 33.3 |
| Capesize | Golden Behike | 2016 | 180,491 | 33.7 | 35.1 |
| Capesize | Golden Houston | 2014 | 181,214 | 31.0 | 32.3 |
| Capesize | Golden Kaki | 2014 | 181,214 | 32.2 | 33.6 |
| Capesize | Golden Monterrey | 2016 | 180,491 | 36.0 | 37.5 |
| Capesize | Golden Myrtalia | 2011 | 177,979 | 22.3 | 21.9 |
| Capesize | Golden Nimbus | 2017 | 180,504 | 42.0 * | 43.7 |
| Capesize | Golden Savannah | 2017 | 181,044 | 51.3 * | 53.5 * |
| Capesize | Golden Surabaya | 2017 | 181,046 | 51.1 * | 53.3 * |
| Capesize | Golden Cumulus | 2018 | 180,499 | 42.6 * | 44.3 |
| Capesize | Golden Cirrus | 2018 | 180,487 | 42.6 * | 44.3 |
| Capesize | Golden Incus | 2018 | 180,511 | 42.5 * | 44.2 |
| Capesize | Golden Calvus | 2018 | 180,521 | 42.5 * | 44.1 |
| Capesize | Golden Arcus | 2018 | 180,478 | 42.6 * | 44.2 |
| Panamax | Golden Ice **** | 2008 | 75,500 | — | 11.9 |
| Panamax | Golden Strength **** | 2009 | 75,500 | — | 13.1 |
| Panamax | Golden Suek | 2011 | 74,849 | 14.2 | 14.3 |
| Panamax | Golden Bull | 2012 | 75,000 | 15.2 | 15.2 |
| Panamax | Golden Brilliant | 2013 | 74,500 | 15.9 | 16.6 |
| Panamax | Golden Diamond | 2013 | 74,062 | 16.1 | 16.8 |
| Panamax | Golden Pearl | 2013 | 74,186 | 16.0 | 16.7 |
| Panamax | Golden Ruby | 2014 | 74,052 | 17.6 | 18.4 |
| Panamax | Golden Sue | 2013 | 84,943 | 19.7 | 20.6 |
| Panamax | Golden Deb | 2013 | 84,943 | 20.3 | 21.3 |
| Panamax | Golden Kennedy | 2015 | 83,789 | 20.3 | 21.2 |
| Panamax | Golden Opal | 2017 | 74,231 | 18.7 | 19.4 |
| Panamax | Golden Amber | 2017 | 74,500 | 18.5 | 19.2 |
| Panamax | Golden Empress ** | 2010 | 79,463 | — | 13.8 |
| Panamax | Golden Endeavour ** | 2010 | 79,454 | — | 13.8 |
| Panamax | Golden Enterprise ** | 2011 | 79,463 | — | 14.5 |
| Panamax | Golden Daisy | 2012 | 81,507 | 16.3 | 16.5 |
| Panamax | Golden Ginger | 2012 | 81,487 | 16.2 | 16.5 |
| Panamax | Golden Rose | 2012 | 81,585 | 16.3 | 16.5 |
| Panamax | Golden Jake | 2011 | 82,188 | 15.1 | 15.9 |
| Panamax | Golden Arion | 2011 | 82,188 | 15.1 | 15.9 |
| Panamax | Golden Ioanari | 2011 | 81,526 | 14.5 | 14.8 |
| Panamax | Golden Keen | 2012 | 81,586 | 16.1 | 16.4 |
| Panamax | Golden Fortune | 2020 | 81,600 | 26.2 | 27.2 |

| | | | | | |
|----------|---------------------|------|--------|---------|---------|
| Panamax | Golden Fellow | 2020 | 81,135 | 26.3 | 27.2 |
| Panamax | Golden Frost | 2020 | 80,559 | 27.0 | 27.8 |
| Panamax | Golden Forward | 2021 | 81,130 | 27.2 | 28.1 |
| Panamax | Golden Friend | 2021 | 81,206 | 27.2 | 28.2 |
| Panamax | Golden Freeze | 2021 | 81,000 | 29.1 | 30.1 |
| Panamax | Golden Fast | 2021 | 81,000 | 29.7 | 30.7 |
| Panamax | Golden Furious | 2021 | 81,000 | 29.9 | 30.9 |
| Ultramax | Golden Cecilie *** | 2015 | 60,263 | — | 20.4 |
| Ultramax | Golden Cathrine *** | 2015 | 60,000 | — | 20.4 |
| | | | | 2,665.0 | 2,879.5 |

*Indicates vessels for which we believe, as of December 31, 2022 and/or 2021, the basic charter-free market value is lower than the vessel's carrying value. We believe that the aggregate carrying value of these vessels exceed their December 31, 2022 and 2021 aggregate basic charter-free market value by approximately \$328.1 million and \$192.2 million, respectively. We believe that the estimated future undiscounted cash flows expected to be earned by each of these vessels over its remaining estimated useful life, exceed each of these vessel's carrying value as of December 31, 2022 and 2021, respectively, and accordingly, we have not recorded an impairment charge. The aggregate carrying value of our total fleet is above the aggregate basic charter-free market value by approximately \$124.0 million as of December 31, 2022. The aggregate carrying value of our total fleet is below the aggregate basic charter-free market value by approximately \$265.7 million as of December 31, 2021.

**In February 2022, we entered into an agreement to sell en-bloc three older Panamax vessels, *Golden Empress*, *Golden Enterprise* and *Golden Endeavour* to an unrelated third party. In April and May 2022, the vessels were delivered to their new owner. We recorded a gain of \$9.5 million from the sale in the second quarter of 2022.

***In June 2022, we entered into an agreement to sell en-bloc two Ultramax vessels, *Golden Cecilie* and *Golden Cathrine*, to an unrelated third party. In September 2022, the vessels were delivered to their new owner. We recorded a gain of \$21.9 million from the sale in the third quarter of 2022.

****In November 2022, we entered into an agreement to sell two Panamax vessels, *Golden Ice* and *Golden Strength*, to an unrelated third party. In December 2022 and January 2023, the vessels were delivered to their new owner, respectively. We recorded a gain of \$2.8 million from the sale of *Golden Ice* in the fourth quarter of 2022, and expect to record a gain of \$2.7 million in the first quarter of 2023 from the sale of *Golden Strength*, which has been classified as a vessel held for sale as of December 31, 2022.

We refer you to the risk factor entitled "The market values of our vessels may decline, which could limit the amount of funds that we can borrow, cause us to breach certain financial covenants in our credit facilities, or result in an impairment charge, and cause us to incur a loss if we sell vessels following a decline in their market value".

Factors Affecting Our Results

The principal factors which affect our results of operations and financial position include:

- the earnings from our vessels;
- gains (losses) from the sale of assets;
- other operating income (expenses), net
- ship operating expenses;
- impairment losses on vessels and newbuildings;
- impairment losses on right of use assets;

- administrative expenses;
- depreciation;
- interest expense;
- share of results of associated companies; and
- changes in fair value of our financial instruments.

We derive our earnings from time charters, voyage charters and revenue sharing arrangements. As of December 31, 2022, 42 of our 84 vessels, which are owned or leased in by us, were employed in the voyage charter market or on short-term time charters of less than eleven months. The dry bulk industry has historically been highly cyclical, experiencing volatility in profitability, vessel values and freight rates.

Gains and losses on the sale of vessels are recognized when the vessel has been delivered and all risks have been transferred and are determined by comparing the net proceeds received with the carrying value of the vessel.

Revenues generated through revenue sharing agreements, or RSAs, are presented gross when we are considered the principal under the charter parties with the net income allocated under the RSA presented as other operating income, net.

Ship operating costs are the direct costs associated with running a vessel and include crew costs, vessel supplies, repairs and maintenance, drydockings, lubricating oils, insurance and management fees.

An impairment loss on a vessel, newbuilding or right of use asset is recognized when the carrying value exceeds the estimated future net undiscounted cash flows expected to be earned over the remaining estimated useful life of the vessel or right of use asset, or exceeds the estimated net sales proceeds when a vessel is classified as held for sale.

Administrative expenses are comprised of general corporate overhead expenses, including personnel costs, property costs, audit fees, legal and professional fees, stock option expenses and other general administrative expenses. Personnel costs include, among other things, salaries, pension costs, fringe benefits, travel costs and health insurance.

Depreciation, or the periodic costs charged to our income for the reduction in usefulness and long-term value of our vessels, is also related to the number of vessels we own or lease. We depreciate the cost of vessels we own, less their estimated residual value, over their estimated useful life on a straight-line basis. We depreciate the cost of vessels held under finance lease over the term of the lease. No charge is made for depreciation of vessels under construction until they are delivered.

Interest expense relates to vessel specific debt facilities and finance leases. Interest expense depends on our overall borrowing levels and may significantly increase when we acquire vessels or on the delivery of newbuildings. Interest expense may also change with prevailing interest rates, although the effect of these changes may be reduced by interest rate swaps or other derivative instruments.

Our marketable equity securities are investments in equity securities with readily determinable fair values. These investments are measured at fair value and any resulting unrealized gains and losses are recorded in the consolidated statement of operations.

None of our derivatives qualify for hedge accounting and changes in fair values are recognized in the Consolidated Statement of Operations.

Share of results from associated companies is accounted for under equity method of accounting.

Inflation

Inflation has only had a moderate effect on our expenses despite the current economic conditions. Significant global inflationary pressures (such as triggered by war between Russia and the Ukraine) increase operating, voyage, general and administrative, financing costs. Historically shipping companies are accustomed to navigating in shipping downturns, coping with inflationary pressures and monitoring costs to preserve the liquidity, as they typically encourage suppliers and service providers to lower rates and prices.

Except from bunker fuel prices, other inflationary effects were so far immaterial in the period ended December 31, 2022. In particular, we have observed inflation affecting ship operating expenses, such as spares freight, services and flight tickets for crew; however, these effects were not material in comparison to our total ship operating expenses (travel expenses and freight of spares were estimated to be \$4.2 and \$1.4 million more expensive due to inflation in 2022).

The extent of inflation impact on our future financial and operational results, which could be material, will depend on the duration and severity of the Russo-Ukrainian War and the overall macroeconomic situation. For 2023 we expect an increase in crew expenses of approximately 6%, due to Russian seafarers no longer being present in the global pool, which decreases overall number of seafarers in the world. Therefore, there will be an increased demand for qualified crew, and this has and will continue to put inflationary pressure on crew costs. In addition, it is anticipated that insurance costs, which have risen over the last three years, will increase by 5% to 10% in 2023. Further, to stay compliant with environmental requirements, we expect to incur additional drydock costs per vessel of up to 20% in 2023 (for cargo hold maintenance and hull/cargo sand blasting and painting)

Year ended December 31, 2022 compared with year ended December 31, 2021

Operating revenues

We currently operate most of our vessels in the spot market, exposing us to fluctuations in spot market charter rates. As a result, our shipping revenues and financial performance are significantly affected by conditions in the dry bulk spot market, and any decrease in spot charter rates may adversely affect our earnings. In addition, the mix of charters between spot or voyage charters and time charters also affects our revenues and voyage expenses. In 2022, market conditions softened compared to those in 2021, which is illustrated by a decrease in the Baltic Dry Index, or BDI, from an average of 2,943 points in 2021 to an average of 1,936 in 2022. This is also evidenced through a decrease in our achieved TCE rate for the full fleet from \$27,582 per day in 2021 to \$24,262 per day in 2022. Our achieved TCE rates are a combination of many factors, including, but not limited to, timing of entering into contracts, earnings on our scrubber fitted vessels due to the level of price spread between high sulfur and low sulfur fuel, as well as the mix of charters between spot or voyage charters and time charters. In addition, vessels and newbuildings acquired from affiliates of Hemen, our largest shareholder, in 2021 were delivered between April and June 2021, therefore only having a partial effect in 2021, as opposed to a full effect in 2022.

| <i>(in thousands of \$)</i> | 2022 | 2021 | Change |
|---------------------------------|------------------|-----------|----------|
| Time charter revenues | 593,795 | 603,959 | (10,164) |
| Voyage charter revenues | 518,398 | 597,812 | (79,414) |
| Other revenues | 1,263 | 1,410 | (147) |
| Total operating revenues | 1,113,456 | 1,203,181 | (89,725) |

Time charter revenues decreased by \$10.2 million in 2022 compared with 2021, primarily due to:

- a decrease of \$43.4 million reflecting lower rates under index-linked and short-term time charters for vessels that were in our fleet through the duration of both these periods;
- a decrease of \$36.0 million due to sale of ten vessels which were delivered to new owners during 2021 and 2022, whereas for 2021, the vessels were in our fleet for part of or the entire duration of the period; and
- a decrease of \$35.4 million reflecting lower market rates for the vessels acquired from affiliates of Hemen in 2021,

The decrease in time charter revenues described above was partially offset by:

- an increase of \$65.1 million attributable to an increase in the number of time charter days for own vessels attributable to contract type mix between time charter and voyage charter for vessels that were in our fleet through the duration of both of these periods;
- an increase of \$21.6 million generated from the vessels acquired from affiliates of Hemen in 2021 attributable to an increase in the number of time charter days;
- an increase of \$14.1 million reflecting increase in bunker prices for bunkers on board delivered to charterers during the period; and
- an increase of \$3.8 million attributable to chartered-in vessels that traded on time charters during the period.

Voyage charter revenues decreased by \$79.4 million in 2022 compared with 2021, primarily due to:

- a decrease of \$142.0 million attributable to a reduction of voyage days due to contract type mix between time charter and voyage charter for vessels that were in our fleet through the duration of both of these periods;
- a decrease of \$21.2 million relating to reduced voyage activity of chartered-in vessels partially due to the acquisition of 18 vessels from affiliates of Hemen;
- a decrease of \$14.8 million reflecting lower market rates for the vessels acquired from affiliates of Hemen in 2021; and

- a decrease of \$4.4 million due to sale of four vessels which were delivered to new owners during 2021 and 2022, whereas for 2021, the vessels were in our fleet for part of or the entire duration of the period.

The decrease in voyage charter revenues described above was partially offset by:

- an increase of \$70.5 million generated from the vessels acquired from affiliates of Hemen in 2021 attributable to an increase in the number of voyage days; and
- an increase of \$32.5 million reflecting the increase in the dry bulk market for Panamax vessels as well as higher earnings for scrubber fitted vessels, which resulted in higher rates for vessels that were in our fleet through the duration of both these periods.

Other revenues decreased by \$0.1 million in 2022 compared with 2021 primarily attributable to a decrease in commercial management services.

As a result of the factors mentioned above, the average TCE rate decreased from \$27,582 for the year ended December 31, 2021 to \$24,262 for the year ended December 31, 2022.

Gain on sale of assets

| <i>(in thousands of \$)</i> | 2022 | 2021 | Change |
|-----------------------------|---------------|-------|--------|
| Gain on sale of assets | 34,185 | 9,788 | 24,397 |

Gain on sale of assets increased by \$24.4 million in 2022 compared with 2021. In 2022, we sold a total of six vessels, *Golden Empress*, *Golden Enterprise*, *Golden Endeavour*, *Golden Cecilie*, *Golden Cathrine* and *Golden Ice*, and recorded a gain of \$34.2 million. In 2021, we sold a total of two vessels, *Golden Endurer* and *Golden Opportunity*, and recorded a gain of \$9.8 million.

Other operating income (expenses), net

| <i>(in thousands of \$)</i> | 2022 | 2021 | Change |
|--|--------------|---------|--------|
| Other operating income (expenses), net | (413) | (2,008) | 1,595 |

The amount booked under "Other operating income (expenses), net" was in 2021 the settlement amount with CCL related to the difference between the calculated pool result for our own vessels and the actual result from the charter party with the third party customer. The decrease in "Other operating income (expenses), net" from 2021 is primarily related to the termination of our relationship with CCL. All vessels were delivered to us in 2021. In 2022, we have recorded an adjustment for the financial year 2021 based on updated CCL results for 2021.

Voyage expenses and commission

| <i>(in thousands of \$)</i> | 2022 | 2021 | Change |
|--------------------------------|----------------|---------|--------|
| Voyage expenses and commission | 278,550 | 252,865 | 25,685 |

Voyage expenses and commission increased by \$25.7 million in 2022 compared with 2021 primarily due to:

- an increase of \$77.9 million attributable to increase in fuel prices and commissions;
- an increase of \$35.1 million generated by an increase in number of voyage days for the vessels acquired from affiliates of Hemen in 2021; and
- an increase of \$10.0 million relating to vessels chartered in, primarily due to increase in fuel prices; partially offset by
- a decrease of \$93.4 million relating to decrease in number of voyage days due to a change in contract type mix between time charter and voyage charter for vessels which were in our fleet during both periods; and
- a decrease of \$3.9 million relating to vessels sold in 2021 and 2022.

Ship operating expenses

| <i>(in thousands of \$)</i> | 2022 | 2021 | Change |
|-----------------------------|----------------|---------|--------|
| Ship operating expenses | 225,971 | 208,894 | 17,077 |

Ship operating expenses increased by \$17.1 million in 2022 compared with 2021 primarily due to:

- an increase of \$16.8 million related to running ship operating expenses, primarily as a result of the vessels acquired from affiliates of Hemen in 2021;
- an increase of \$4.2 million in crew costs due to increase in travel expenses;
- an increase of \$8.1 million due to increase of freight of spares, insurance deductibles and other technical costs
- an increase of \$5.7 million related to various vessels upgrades, mostly due to our decarbonization efforts, and
- an increase of \$1.1 million related to various owner related expenses.

This was partially offset by:

- a decrease of \$12.0 million related to vessels sold in 2021 and 2022;
- a decrease in COVID-19 related expenses by \$4.8 million; and
- a decrease of \$2.0 million attributable to the non-lease component, or service element, from charter hire expenses to ship operating expenses for vessels chartered in on time charters during the period.

As a result, daily operating costs per vessel (excluding drydocking costs) increased by \$482 per day, from \$5,662 per day during the year ended December 31, 2021 to \$6,144 per day during the year ended December 31, 2022. Of the increase of \$482 per day, approximately \$200 per day relates to various vessel upgrades due to our decarbonization efforts.

Charter hire expenses

| <i>(in thousands of \$)</i> | 2022 | 2021 | Change |
|-----------------------------|---------------|--------|----------|
| Charter hire expenses | 57,406 | 89,559 | (32,153) |

Charter hire expenses decreased by \$32.2 million in 2022 compared with 2021 primarily due to:

- a decrease of \$14.6 million related to vessels acquired from affiliates of Hemen in 2021 that were chartered in before the acquisition;
- a decrease of \$8.8 million related to a decrease in trading activity for short-term charter-in activity from third parties;
- a decrease of \$6.8 million attributable to profit share amount for SFL vessels; and
- a decrease of \$2.0 million attributable to decrease in variable component for operating leases, including index-linked remuneration for the Ultramax vessel *Golden Hawk*.

Administrative expenses

| <i>(in thousands of \$)</i> | 2022 | 2021 | Change |
|-----------------------------|---------------|--------|--------|
| Administrative expenses | 20,375 | 18,149 | 2,226 |

Administrative expenses increased by \$2.2 million in 2022 as compared to 2021 due to an increase of \$1.3 million in personnel related expenses, \$0.8 million in office and IT expenses and a net increase of \$0.1 million in other administrative expenses.

Impairment loss on vessels

| <i>(in thousands of \$)</i> | 2022 | 2021 | Change |
|-----------------------------|-------------|-------|---------|
| Impairment loss on vessels | — | 4,187 | (4,187) |

In January 2021, we entered into an agreement to sell *Golden Saguenay*, a Panamax vessel, to an unrelated third party for a total gross amount of \$8.4 million, and we recognized a \$4.2 million impairment loss in connection with the sale in 2021. No impairments were recorded in 2022.

Depreciation

| <i>(in thousands of \$)</i> | 2022 | 2021 | Change |
|-----------------------------|----------------|---------|--------|
| Depreciation | 129,839 | 123,699 | 6,140 |

Depreciation expenses increased by \$6.1 million in 2022 as compared to 2021, primarily due to:

- an increase of \$9.5 million attributable to vessels acquired from affiliates of Hemen in 2021, and
- an increase of \$0.2 million attributable to vessels that were in our fleet during both periods.

The increase was partially offset by:

- a decrease of \$3.6 million attributable to sale of vessels in 2021 and 2022.

Interest income

| <i>(in thousands of \$)</i> | 2022 | 2021 | Change |
|-----------------------------|--------------|------|--------|
| Interest income | 2,345 | 484 | 1,861 |

Interest income increased by \$1.9 million in 2022 compared with 2021 primarily due to higher interest rates earned on our deposits.

Interest expense

| <i>(in thousands of \$)</i> | 2022 | 2021 | Change |
|--------------------------------------|----------------|--------|---------|
| Interest on floating rate debt | 45,792 | 26,649 | 19,143 |
| Finance lease interest expense | 6,989 | 6,690 | 299 |
| Commitment fees | 2,273 | 498 | 1,775 |
| Interest capitalized on newbuildings | (2,424) | — | (2,424) |
| Amortization of deferred charges | 3,618 | 2,677 | 941 |
| Related party interest expense | — | 3,395 | (3,395) |
| Interest expense | 56,248 | 39,909 | 16,339 |

Interest expense increased by \$16.3 million in 2022 compared with 2021, primarily due to:

- an increase of \$19.1 million attributable to higher interest on our floating debt primarily due to an increase in LIBOR rates, with the average 3-month LIBOR rates increasing from 0.16% in 2021 to 2.40% in 2022;
- an increase of \$1.8 million in commitment fees during 2022;
- an increase of \$0.9 million of amortization of deferred charges; and
- an increase of \$0.3 million in finance lease interest expenses.

These factors were partially offset by:

- a decrease of \$3.4 million attributable to decrease of interest on related party debt after refinancing with third parties of the \$413.6 million loan agreement with Sterna Finance Ltd. ("Sterna Finance"), an affiliate of Hemen; and
- an increase of \$2.4 million in interest capitalized on newbuildings as ten newbuildings are due for delivery by 2024.

Equity results of associated companies

| <i>(in thousands of \$)</i> | 2022 | 2021 | Change |
|--|---------------|--------|--------|
| Equity results of associated companies | 40,793 | 24,482 | 16,311 |

Equity results of associated companies increased by \$16.3 million in 2022 compared to 2021. This was primarily due to recognizing a total equity in earnings of \$19.3 million from our investment in TFG Marine Pte Ltd ("TFG Marine") and United Freight Carriers LLC ("UFC") in 2022 compared to a gain of \$0.6 million in 2021. An increase in gain for TFG and UFC was due to a combination of factors, among others, an increase in trading activity. In addition, our share in earnings from our investment in SwissMarine Pte. Ltd. ("SwissMarine") amounted to \$21.5 million in 2022 compared to an equity in earnings of \$24.4 million in 2021.

Gain (loss) on derivatives

| <i>(in thousands of \$)</i> | 2022 | 2021 | Change |
|-----------------------------|---------------|--------|--------|
| Gain (loss) on derivatives | 39,968 | 30,465 | 9,503 |

The gain on derivatives increased by \$9.5 million in 2022 compared with 2021 primarily due to a positive development in the fair value of our USD denominated interest rate swaps of \$28.7 million, which correlates with the increase in the USD forward rates. In addition, we had a positive development for bunker derivatives and foreign currency swaps of \$0.2 million and \$0.1 million, respectively.

This was partially offset by a reduction in gain from forward freight derivatives of \$19.5 million. The loss from forward freight derivatives was \$0.6 million in 2022 compared with a gain of \$18.9 million in 2021. The decrease in forward freight derivatives gain was primarily attributable to a negative development in FFA market, where we settled a total position of 225 days in 2022 compared to settlement of a total position of 700 days in 2021.

Gain (loss) on marketable equity securities

| <i>(in thousands of \$)</i> | 2022 | 2021 | Change |
|---|-------------|---------|--------|
| Gain (loss) on marketable equity securities | 503 | (2,000) | 2,503 |

The gain on marketable equity securities in 2022 relates to our investment in Eneti Inc., a company engaged in marine based renewable energy. Eneti Inc. was, until February 2021, named Scorpio Bulkers Inc., engaged in dry bulk shipping. Eneti Inc. is listed on the New York Stock Exchange, measured at fair value, with changes in the fair value recognized in the Consolidated Statements of Operations.

Other financial items

| <i>(in thousands of \$)</i> | 2022 | 2021 | Change |
|-----------------------------|--------------|------|--------|
| Other financial items | (222) | 477 | (699) |

Other financial items decreased by \$0.7 million in 2022 compared with 2021 primarily due to a decrease of \$0.7 million and \$0.1 million in other financial charges and foreign exchange loss, respectively, offset by an increase of \$0.1 million in bank charges.

For the discussion of our operating results in 2021 compared with 2020, we refer to "Item 5. Operating and Financial Review and Prospects" included in our annual report on Form 20-F for the year ended December 31, 2021, which was filed with the U.S. Securities and Exchange Commission on March 24, 2022.

Recently Issued Accounting Standards

Refer to Note 3, "Recently Issued Accounting Standards", of "Item 18. Financial Statements".

B. LIQUIDITY AND CAPITAL RESOURCES

We operate in a capital-intensive industry and have historically financed our purchase of vessels through a combination of equity capital and borrowings from commercial banks, as well as issuance of convertible bonds. Our ability to generate adequate cash flows on a short and medium term basis depends substantially on the trading performance of our vessels in the market. Periodic adjustments to the supply of and demand for dry bulk vessels cause the industry to be cyclical in nature.

We expect continued volatility in market rates for our vessels in the foreseeable future with a consequent effect on our short and medium term liquidity.

Our funding and treasury activities are conducted within corporate policies to increase investment returns while maintaining appropriate liquidity for our requirements. Cash and cash equivalents are held primarily in U.S. dollars with some balances held in Norwegian Kroner, Euro and Singapore dollars.

Our short-term liquidity requirements relate to payment of operating costs (including drydocking), installation of ballast water treatment systems on certain of our vessels, installation of scrubbers, activities relating to decarbonization, payment of installments for newbuildings, funding working capital requirements, repayment of bank loans, lease payments for our chartered in fleet and maintaining cash reserves against fluctuations in operating cash flows and payment of cash distributions. Sources of short-term liquidity include cash balances, restricted cash balances, short-term investments and receipts from customers, \$50 million unused revolving credit tranche under \$304 million facility and \$50 million unused revolving credit tranche under \$175 million facility. Restricted cash consists of cash, which may only be used for certain purposes under the Company's contractual arrangements and primarily comprises collateral deposits for derivative trading. Please refer to Note 11, "Cash, Cash Equivalents and Restricted cash", for a description of our covenant requirements.

As of December 31, 2022 and 2021, we had cash and cash equivalents of \$134.8 and \$197.0 million, respectively. In addition, as of December 31, 2022 and 2021, we had total restricted cash balances of \$3.3 million and \$13.0 million, respectively, primarily comprising of collateral deposits for derivative trading. As of December 31, 2022, cash and cash equivalents included

cash balances of \$61.3 million (December 31, 2021: \$69.5 million), which are required to be maintained by the financial covenants in our loan facilities.

As of December 31, 2022, the Company had ten Kamsarmax vessels under construction and outstanding remaining contractual commitments of \$255.6 million due by the fourth quarter of 2024. The remaining commitments will be partially financed with the proceeds from sales of older vessels, including the sale of *Golden Strength*, cash on hand, operating cash flows and debt financing to be established closer to the delivery of the newbuildings.

Other significant transactions subsequent to December 31, 2022, impacting our cash flows include the following:

- In January 2023, *Golden Strength* was delivered to its owner and we have received cash net of commissions of \$16.5 million
- In January 2023, the Company signed a loan agreement for a \$250.0 million credit facility with a group of leading shipping banks to refinance a \$93.75 million credit facility, \$131.79 million credit facility and \$155.3 million credit facility with total outstanding debt balance of \$230.4 million as of December 31, 2022. The new financing has an interest rate of SOFR plus 185 basis points. The refinancing was completed in February 2023.
- In February 2023, TFG Marine fully repaid the outstanding loan of \$0.9 million, in addition to dividends of \$4.9 million related to 2022.
- In February 2023, we signed agreements for the acquisition of six scrubber fitted Newcastlemax vessels from an unrelated third party for a total consideration of \$291.0 million. The transaction is expected to be closed by June 2023. The vessels have an average age of around 2.5 years and will be chartered back to the seller for a period of approximately 36 months at an average fixed net TCE rate of approximately \$21,000 per day. In March 2023, we entered into a \$233.0 million two-year credit facility to part finance the transaction. The facility has an interest of SOFR plus a margin of 1.90% per annum. The remaining part of acquisition price will be financed with cash on hand.
- On February 16, 2023, the Company announced a cash dividend of \$0.20 per share in respect of the fourth quarter of 2022, which was paid on or about March 9, 2023, to shareholders on record as of February 28, 2023. Shareholders holding the Company's shares through Euronext VPS received this cash dividend on or about March 13, 2023.

We believe that our working capital, cash on hand and borrowings under our current facilities will be sufficient to fund our requirements for, at least, the 12 months from the date of this annual report.

Medium to Long-term Liquidity and Cash Requirements

Our medium and long-term liquidity requirements include funding drydockings, scrubbers, payment of installments for newbuildings, BWTS, investments relating to environmental requirements and the debt and equity portion of potential investments in new or replacement vessels and repayment of bank and related party loans. Potential additional sources of funding for our medium and long-term liquidity requirements include new loans, refinancing of existing arrangements, equity issues, public and private debt offerings, sales of vessels or other assets and sale and leaseback arrangements.

Summary of contractual obligations

As of December 31, 2022, we had the following contractual obligations:

| (in thousands of \$) | Payment due by period | | | | |
|---|-----------------------|--------------------|----------------|----------------|-------------------|
| | Total | Less than one year | 1-3 years | 3-5 years | More than 5 years |
| Floating rate debt | 1,131,506 | 92,865 | 551,544 | 304,480 | 182,617 |
| Operating lease obligations ¹ | 18,597 | 5,546 | 6,133 | 5,014 | 1,904 |
| Finance lease obligations ² | 105,975 | 18,387 | 38,430 | 37,143 | 12,015 |
| Ballast water treatment system commitments ³ | 1,000 | 1,000 | — | — | — |
| Scrubber commitments | 1,200 | 1,200 | — | — | — |
| Newbuilding commitments ⁴ | 255,603 | 158,959 | 96,644 | — | — |
| Interest on floating rate debt ⁵ | 219,267 | 76,970 | 95,433 | 39,378 | 7,486 |
| Interest on operating lease obligations ¹ | 3,019 | 954 | 1,405 | 604 | 56 |
| Interest on finance lease obligations ² | 19,167 | 6,097 | 8,674 | 4,091 | 305 |
| Total contractual cash obligations | 1,755,334 | 361,978 | 798,263 | 390,710 | 204,383 |

1. As of December 31, 2022, we had two vessels under operating leases, one of which was with SFL and one with an unrelated third party. The operating lease obligation for the SFL vessels excludes the purchase option exercisable at the end of the ten-year minimum term to buy back the vessel together with the seven finance leased vessels en-bloc for an aggregate \$112.0 million and excludes the additional three years of hire that are at SFL's option. It is also net of the \$7,000 per day that SFL pays to us for operating costs. The table above does not reflect the contingent profit sharing arrangement with SFL. See also Note 10, "Operating Leases", and Note 27, "Related Party Transactions", to our audited Consolidated Financial Statements included herein.
2. As of December 31, 2022, we held seven vessels under finance leases from SFL. The table above does not reflect the contingent profit sharing arrangement with SFL and purchase option. See also Note 27, "Related Party Transactions", to our audited Consolidated Financial Statements included herein.
3. As of December 31, 2022, we had firm commitments to install ballast water treatment systems with an estimated financial commitment, excluding installation costs, of \$1.0 million.
4. Newbuilding commitments represent remaining capital commitments relating to ten Kamsarmax vessels for which we entered into seven contracts in 2021 and three contracts in 2022.
5. Interest on floating rate debt was calculated using the three-month USD LIBOR plus the agreed LIBOR margin (or adjusted LIBOR margin for SOFR facilities) applicable for each of our credit facilities and the respective outstanding principal as of December 31, 2022.

Cash Flows

The following table summarizes our cash flows from operating, investing and financing activities for the periods indicated.

| <i>(in thousands of \$)</i> | 2022 | 2021 | 2020 |
|--|------------------|-----------|-----------|
| Net cash provided by operating activities | 503,387 | 560,398 | 140,640 |
| Net cash provided by (used in) investing activities | 72,816 | (390,024) | (19,151) |
| Net cash used in financing activities | (648,147) | (135,459) | (109,631) |
| Net change in cash, cash equivalents and restricted cash | (71,944) | 34,915 | 11,858 |
| Cash, cash equivalents and restricted cash at beginning of period | 210,017 | 175,102 | 163,244 |
| Cash, cash equivalents and restricted cash at end of period | 138,073 | 210,017 | 175,102 |

Net cash provided by operating activities

We have significant exposure to the spot market as on average only seven of our 83 owned and leased vessels traded on long-term fixed rate time charter contracts during 2022. As of the date of this report, we have five vessels currently on a fixed rate time charters with longer duration of more than 11 months. From time to time we may also enter into FFAs, to hedge our exposure to the charter market for a specified route and period of time. See "Item 5. Operating and Financial Review and Prospects" for further information of our FFA positions as of December 31, 2022. As a substantial part of our fleet trade on either voyage charters or index linked time charter contracts, we are significantly exposed to the spot market. Therefore, our reliance on the spot market contributes to fluctuations in cash flows from operating activities as a result of its exposure to highly cyclical dry bulk charter rates. TCE represents operating revenues less other income and voyage expenses. TCE is therefore impacted by both movements in operating revenues, as determined by market freight rates, and voyage expenses, which are primarily comprised of bunker expenses, port charges and canal tolls. Any increase or decrease in the average TCE rates earned by our vessels will have a positive or negative comparative impact, respectively, on the amount of cash provided by operating activities, and as a result any increase or decrease in the average rates earned by our vessels in periods subsequent to December 31, 2022, compared with the actual rates achieved during 2022, will as a consequence have a positive or negative comparative impact on the amount of cash provided by operating activities.

Net cash provided by operating activities in the year ended December 31, 2022 was \$503.4 million compared with \$560.4 million and \$140.6 million in the year ended December 31, 2021 and December 31, 2020, respectively. Net cash provided by operating activities was primarily impacted by: (i) overall market conditions as reflected by TCE income of our fleet, (ii) the size and composition of our fleet that we own, lease and charter-in, (iii) changes in operating assets and liabilities including impact of whether our vessels are operated under time charters or voyage charters as revenues from time charters are generally received monthly or bi-weekly in advance while revenues from voyage charters are received on negotiated terms for each voyage, normally 90/95% after completed loading and the remaining after completed discharge, (iv) changes in net cash interest expense as a result of outstanding debt and changes in LIBOR/SOFR, (v) the number of vessels drydocking in a period and (vi) change in other operating items.

The decrease in net cash provided by operating activities of \$57.0 million in the year ended December 31, 2022 compared with the year ended December 31, 2021 was primarily driven by (i) impact by overall market conditions as reflected by decreased TCE income of \$123.2 million attributable to vessels that were in our fleet through the duration of both periods, (ii) \$19.6 million positive result related to our fleet composition, primarily due to Vessel Acquisitions from Hemen, sale of vessels and change in short-term trading activity, (iii) net positive effect of \$78.3 million from change in operating assets and liabilities, (iv) negative effect of \$12.5 million as a result of increased net interest costs, (v) negative effect of \$0.1 million related to more vessels being drydocked in 2022 and (vi) a negative change of \$19.2 million in other operating items.

Based on the current level of operating expenses, debt repayments, interest expenses and general and administrative costs, the average cash break-even rates on a TCE basis are (i) approximately \$14,000 per day for our Capesize vessels and (ii) approximately \$10,500 per day for our Panamax vessels. As of March 16, 2023, average market spot rates year to date were as follows: Non-scrubber fitted Capesize vessels approximately \$7,800 per day and non-scrubber fitted Panamax vessels approximately \$9,200 per day.

Net cash provided by investing activities

Net cash provided by investing activities was \$72.8 million in 2022 and comprised primarily:

- proceeds of approximately \$51.5 million from the sale of the three Panamax vessels of *Golden Empress*, *Golden Enterprise* and *Golden Endeavour*;
- proceeds of approximately \$61.7 million from the sale of *Golden Cecile* and *Golden Cathrine*;
- proceeds of approximately \$14.3 million from the sale of *Golden Ice*;
- \$5.4 million repayment of a shareholder loan by SwissMarine; and
- \$0.9 million proceeds received for sale of associate company SeaTeam Management Pte. Ltd. in 2020.

This was partially offset by the following:

- payments of approximately \$5.0 million related to installation of ballast water treatment systems on certain of our vessels, and
- installment payments of \$56.0 million for ten Kamsarmax newbuilding contracts.

Net cash used in financing activities

Net cash used in financing activities in 2022 was \$648.1 million were comprised of:

- distributions of \$471.7 million in cash dividends to our shareholders;
- repayment of remaining debt in relation to refinancing of the \$420.0 million credit facility in the total amount of \$265.6 million;
- ordinary repayment of long-term debt of \$99.2 million;
- repayment of debt in connection with sale of *Golden Empress*, *Golden Enterprise* and *Golden Endeavour*, *Golden Cecilie*, *Golden Cathrine*, *Golden Ice* and *Golden Strength* of \$52.4 million;
- repayments of \$29.1 million in finance lease obligation;
- \$3.3 million in share repurchases; and
- \$2.8 million debt fees paid in connection with refinancing of \$420.0 million facility.

This was partially offset by:

- the new \$275.0 million credit facility being fully drawn down; and
- \$0.8 million in proceeds from exercised share options.

Cash Flows for the Years ended December 31, 2021 and 2020

See "Item 5. Operating and Financial Review and Prospects – Liquidity and Capital Resources – Cash Flows – Cash Flows for the Years Ended December 31, 2021 " in our annual report on Form 20-F for the year ended December 31, 2021 for a discussion of our cash flows for 2021. For a discussion of our cash flows for 2020 please see "Item 5. Operating and Financial Review and Prospects – Liquidity and Capital Resources – Cash Flows – Cash Flows for the Years Ended December 31, 2020 " in our annual report on Form 20-F for the year ended December 31, 2020.

Borrowing Activities

\$275.0 million term loan facility

In May 2022, we signed a loan agreement for a \$275.0 million term loan and revolving facility to refinance our obligations under the \$420.0 million loan facility described below. The \$420 million loan facility was secured by 14 Capesize vessels and was scheduled to mature in June 2023. The new \$275.0 million facility bears an interest of SOFR plus 190 basis points. All tranches under the \$225.0 million term loan facility and revolving credit tranche of \$50.0 million mature in May 2027, with a balloon payment of \$170.0 million. Repayments are made on a quarterly basis from third quarter of 2022 onward. During 2022, \$11.1 million was repaid and there was no available undrawn amount.

\$175.0 million term loan facility

In August 2021, we entered into the \$175.0 million loan facility refinancing six Newcastlemax vessels acquired from Hemen, previously financed under the \$413.6 million loan agreement with Sterna Finance Ltd., a related party (the "Sterna Facility"). The \$175 million loan facility has a five-year tenor and 19-year age adjusted repayment profile. The facility bears interest of LIBOR plus a margin of 190 basis points. It also includes a \$50 million non-amortizing revolving credit tranche. All tranches under the term loan facility mature in August 2026, with a balloon payment of \$77.1 million. Repayments of term loan are made on a quarterly basis from fourth quarter of 2021 onward. During 2022, \$10.1 million (2021: \$2.5 million) was repaid in regular repayments. In 2021, we repaid the full \$50 million revolving credit tranche, consequently leaving an available undrawn amount of \$50 million.

\$260.0 million lease financing

In August 2021, we signed a sale-and-leaseback agreement for an amount of \$260.0 million, refinancing the remaining nine vessels and three newbuildings financed by the Sterna Facility. The lease financing has a seven-year tenor, carries an interest rate of LIBOR plus a margin of 200 basis points, has a straight line amortization profile of 21 years and has purchase options throughout the term, with a purchase obligation at maturity. Repayments are made on a quarterly basis from fourth quarter of 2021 onward. During 2022, \$12.4 million (\$3.1 million in 2021) was repaid and there was no available undrawn amount.

\$304.0 million term loan facility

In November 2020, we entered into the \$304.0 million term loan and revolving credit facility to refinance our obligations under \$425.0 million credit facility that was scheduled to mature in March 2021. This loan facility has been entered into with six reputable shipping banks, five of which were part of the group of banks that financed the \$425.0 million credit facility and is secured by 14 Capesize vessels. The term loan facility of \$254.0 million has a tenor of five years and a 20-year age adjusted repayment profile, carrying an interest cost of LIBOR plus a margin of 235 basis points. All tranches under the term loan facility mature in November 2025, with a balloon payment of \$165.2 million. Repayments of term loan are made on a quarterly basis from first quarter of 2021 onward. The facility includes a non-amortizing revolving credit tranche of \$50.0 million with maturity date in November 2025. During 2022, \$18.7 million (2021: \$18.7 million) was repaid in regular repayments. In 2021, we repaid the full \$50.0 million revolving credit tranche, consequently leaving an available undrawn amount of \$50.0 million.

\$93.75 million loan facility

This facility has a five-year tenor and a 19-year age adjusted amortization profile. The facility bears interest of LIBOR plus a margin of 215 basis points. Repayments are made on a quarterly basis from third quarter of 2019 onward. All tranches under the facility mature in second quarter of 2024, with a balloon payment of in total \$62.5 million. During 2022, \$6.6 million (2021: \$6.6 million) was repaid and there was no available undrawn amount. The facility was refinanced in 2023 with the new \$250.0 million credit facility (please refer to description of the new facility in the beginning of section "Item 5. B. Liquidity and Capital Resources").

\$131.79 million loan facility

This facility has a five-year tenor and a 19-year age adjusted amortization profile. The facility bears interest of LIBOR plus a margin of 210 basis points. Repayments are made on a quarterly basis from third quarter of 2019 onward. All tranches under the facility mature in second quarter of 2024, with a balloon payment of in total \$76.6 million. During 2022, \$9.8 million (2021: \$15.4 million) was repaid and there was no available undrawn amount. The facility was refinanced in 2023 with the new \$250.0 million credit facility (please refer to description of the new facility in the beginning of section "Item 5. B. Liquidity and Capital Resources").

\$155.3 million loan facility

In November 2019, we refinanced our \$284.0 million loan facility that financed 15 vessels and was scheduled to mature in December 2019. A \$155.3 million term loan facility was entered into with six reputable shipping banks, five of which were part of the group of banks that financed the \$284.0 million facility. In connection with this refinancing, we prepaid the outstanding debt under the \$284.0 million facility of \$155.4 million. This facility bears interest of LIBOR plus a margin of 210 basis points. Repayments are made on a quarterly basis from first quarter of 2020 onward. All tranches under the facility mature in fourth quarter of 2024, with a balloon payment of in total \$56.5 million. During 2022, \$50.7 million (2021: \$20.8 million) was repaid, which included repayment of debt in connection to the sale of *Golden Endeavour*, *Golden Empress*, *Golden Enterprise*, *Golden*

Cecilie and *Golden Cathrine*, amounting to \$41.1 million. There was no available undrawn amount. The facility was refinanced in 2023 with the new \$250.0 million credit facility (please refer to description of the new facility in the beginning of section "Item 5. B. Liquidity and Capital Resources").

\$120.0 million term loan facility

In May 2018, we entered into a \$120.0 million term loan facility to refinance 10 vessels and repay \$58.3 million due under the \$34.0 million term loan facility and the \$82.5 million term loan facilities with maturity in 2018 and prepay the full outstanding amounts under our related party seller credit loans of \$65.5 million. This facility bears interest of LIBOR plus a margin of 225 basis points. Repayments are made on a quarterly basis from third quarter of 2018 onward. All tranches under the facility mature in April 2025, with a balloon payment of in total \$52.4 million. During 2022, \$17.5 million (2021: \$18.6 million) was repaid, which included repayment of debt in connection to the sale of *Golden Ice* and *Golden Strength*, amounting to \$11.4 million. There was no available undrawn amount.

\$420.0 million term loan facility

In June 2014, we entered into a term loan facility of up to \$420.0 million, dependent on the market values of the vessels at the time of draw down, consisting of 14 tranches of up to \$30.0 million to finance, in part, 14 newbuilding vessels. Each tranche is repayable by quarterly installments based on a 20-years profile from the delivery date of each vessel and all amounts outstanding shall be repaid on June 30, 2020. The facility has an interest rate of LIBOR plus a margin of 250 basis points. In January 2016, following an accelerated repayment to comply with the minimum value covenant as of December 31, 2015, the quarterly repayment schedule was amended to \$5.2 million, in total, for all 14 tranches.

In February 2019, we extended our \$420 million term loan facility for 14 vessels by three years from June 2020 to June 2023 at LIBOR plus a margin of 250 basis points and upsized the facility to partially finance the installation of scrubbers on up to 11 vessels. Each scrubber installation was financed with up to \$3 million in a separate tranche to be repaid over three years, commencing January 1, 2020.

In May 2022, we fully repaid the outstanding amounts under the \$420.0 million term loan facility and drew down on the new \$275.0 million term loan and revolving credit facility described above. During 2022, a total of \$280.4 million was repaid (2021: \$29.6 million).

\$425.0 million senior secured post-delivery term loan facility

In February 2015, we entered into a senior secured post-delivery term loan facility of up to \$425.0 million, depending on the market values of the vessels at the time of draw down, to partially finance 14 newbuilding vessels. The loan bore interest at LIBOR plus a margin of 220 basis points.

In November 2020, we fully repaid the outstanding amounts under the \$425.0 million credit facility and drew down on the new \$304.0 million term loan and revolving credit facility. In total, during 2020, \$322.5 million was repaid.

See Note 21, "Debt", to the audited Consolidated Financial Statements included herein for additional details of loan facilities.

Covenants

Our loan agreements contain loan-to-value clauses, which could require us to post additional collateral or prepay a portion of the outstanding borrowings should the value of the vessels securing borrowings under each of such agreements decrease below required levels. In addition, our loan agreements contain certain financial covenants, including the requirement to maintain a certain level of free cash, positive working capital as defined in the loan agreements and a value adjusted equity covenant. Under most of our debt facilities the aggregate value of the collateral vessels shall not fall below 135% of the loan outstanding, depending on the facility (for \$175 million and \$275 million loan facilities, the value should not fall below 130%. For \$260 million lease financing, the value should not fall below 115%). We need to maintain free cash of the higher of \$20 million or 5% of total interest bearing debt, maintain positive working capital and maintain a value adjusted equity of at least 25% of value adjusted total assets.

With regards to free cash, we have covenanted to retain at least \$61.3 million of cash and cash equivalents as of December 31, 2022 (December 31, 2021: \$69.5 million) and in accordance with our accounting policy this is classified under cash and cash equivalents. In addition, none of our vessel owning subsidiaries may sell, transfer or otherwise dispose of their interests in the vessels they own without the prior written consent of the applicable lenders unless, in the case of a vessel sale, the outstanding borrowings under the credit facility applicable to that vessel are repaid in full. Failure to comply with any of the covenants in the loan agreements could result in a default, which would permit the lender to accelerate the maturity of the debt and to

foreclose upon any collateral securing the debt. Under those circumstances, we might not have sufficient funds or other resources to satisfy our obligations.

As of December 31, 2022, we were in compliance with all of the financial and other covenants contained in our loan agreements.

Equity Issuances

In February 2021, we completed a private placement, which raised gross proceeds of NOK 2,873 million, or approximately \$338 million through the placing of 54,207,547 new shares at a subscription price of NOK 53.00 per offer share. Net proceeds from the private placement after deduction of legal and other placement related costs amounted to \$335.3 million. Hemen subscribed for 27,103,773 new shares, equivalent to approximately \$169 million.

In May 2021, we completed a subsequent offering following the private placement and issued 2,710,377 new shares at NOK 53.00 per share, raising gross proceeds of NOK 143.6 million (or approximately \$16.9 million). Net proceeds from the subsequent offering after deduction of legal and other placement related costs amounted to \$16.9 million. All shares were acquired by third parties.

In the year ended December 31, 2021, we issued 190,000 shares in connection with our 2016 share option plan (the "2016 Plan"). We settled the applicable options using the equal amount of treasury shares and recorded a loss of \$0.4 million in the equity statement.

In May 2022, our management exercised 450,000 share options. We settled the exercise of options by distributing the same amount of treasury shares.

See Note 25, "Share Capital, Treasury Shares and Dividends", to the audited Consolidated Financial Statements included herein for additional details of share issuances in exchange for vessel acquisitions.

C. RESEARCH AND DEVELOPMENT, PATENTS AND LICENSES, ETC.

We do not undertake any significant expenditure on research and development and have no significant interests in patents or licenses.

D. TREND INFORMATION

Dry bulk market conditions remained volatile in 2022, based on data reported from the Baltic Exchange, reflecting the impact of a broad economic slowdown, easing of port congestion, and the war in Ukraine. With the exception of a temporary sharp increase in rates in the immediate aftermath of Russia's invasion of Ukraine, rates generally trended downwards during the course of the year.

According to the Baltic Exchange, average earnings, on a TCE basis, for a Capesize vessel were \$16,177 per day for 2022 compared with \$33,333 per day for 2021. For a Panamax vessel, average earnings for 2022 were \$20,736 per day compared with \$26,898 per day in 2021, and for a Supramax vessel, average earnings were \$22,152 per day in 2022 compared with \$26,768 per day in 2021. According to industry sources, global fleet utilization (calculated as total demand in tonne miles transported divided by total available fleet capacity) was on average 88.5% in 2022, a decrease from 91.0% in 2021. Global fleet utilization in the first half of the 2022 was 89.2%, compared to 87.8% in the second half of the year, due a combination of decreased port congestion and slowing demand for dry bulk commodities.

Average earnings were volatile over the course of 2022 as market conditions were impacted by various factors. Starting in the first quarter of the year, sentiment was dampened as the Omicron variant of COVID-19 spread globally, the war in Ukraine commenced and a rapid rise in inflation in most countries took hold. Market weakness was compounded by the continuation of China's "Zero-COVID" policy, which was ultimately lifted towards the end of 2022. The war in Ukraine contributed to market volatility and also helped to provide some support to the market as new trade routes for certain commodities, most notably coal and agribulks, emerged as the war unfolded.

In 2022, central banks commenced a series of aggressive increases in interest rates in order to tame inflation, which was previously expected to be "transitory." LIBOR, a benchmark for many adjustable rate mortgages, business loans, and financial instruments traded on global financial markets, increased consistently throughout the course of the year. Twelve-month LIBOR rates rose from 0.75% in January to 5.5% at the end of the year, reaching the highest level since 2006. Additionally, the war in

Ukraine drove energy prices higher as European energy supply was threatened. Combined, these factors negatively impacted demand and industrial activity in particular.

Global steel production decreased by 4.4% in 2022, following a 4.0% increase in production in 2021. The decrease was driven by several factors, including the war in Ukraine, a slowdown in the global construction industry and a decrease in Chinese production. Steel production in China decreased by 2.0% in 2022, following sharp declines in the second half of the year as the Chinese government intervened to decelerate a property development market that had become overheated by speculation. Steel production in China was also curtailed as they continued to ration energy in response to a global energy crisis and closed a number of factories in certain industrial hubs in an effort to decrease pollution ahead of the 2022 Winter Olympics, which were held in February. Indian steel production, by contrast, rose by 5.5% of the government is committed to an ambitious plan to double steel production by 2030. Elsewhere, steel production was negatively impacted by weaker demand and higher energy input costs.

Seaborne iron ore volumes decreased by 2.8% in 2022 compared with 2021. Chinese iron ore imports decreased by 1.3% in 2022 compared to 2021. Notably, iron ore exports from Brazil to China decreased by 2.9% during the same period while exports from Australia to China increased by 6.0%. This had a disproportionate impact on tonne-mile demand. As iron ore is primarily transported on Capesize vessels, the impact of shorter trade routes negatively impacted freight rates in this segment in 2022.

Transported volumes of coal globally decreased by 1.2% in 2022 compared with 2021. This decrease was primarily driven by year-over-year decreases in imports of 12.6% and 9.6% by China and Taiwan, respectively. Limited availability of alternate sources or energy production drove increases in thermal coal demand in Europe, where imports increased by 9.7% in 2022 compared to the prior year. Coking coal imports decreased by 2.4% in 2022 compared to 2021, reflecting a slowdown in industrial activity globally. Thermal coal volumes decreased slightly by 1.0%, but a greater portion of volumes were imported into Europe to replace Russian and Ukrainian volumes, resulting in new, longer trading routes. Transportation of agribulks, which was resilient throughout the COVID-19 pandemic, decreased by 2.6% year-over-year in 2022. The war in Ukraine caused grain prices to increase significantly since the end of 2021. Combined, Ukraine and Russia accounted for an estimated 16% of total grain exports in 2022. With sanctions impacting Russian exports and seaborne exports from the Ukraine severely restricted, it is likely there were dislocations in the agribulk trade in 2022. Additionally, inflationary pressure impacted market demand.

According to industry sources, 4.5 million dwt in total was scrapped during 2022, which represents 0.6% of the fleet at the start of the year and marked a slight decrease from the level of scrapping in 2021. Scrapping activity was muted throughout the course of the year as fleet utilization remained high by historical standards and owners maintained their positive outlooks due to the prospect of the re-opening of the Chinese economy and the anticipated decline in the growth of the global fleet over the next two years. Freight rates were also sufficiently strong to maintain the profitability of older, less efficient vessels.

Fuel prices increased significantly following the start of the conflict in the Ukraine. The price spread between high sulfur fuel and low sulfur fuel recently reached record levels in the second quarter of 2022 and remained elevated throughout the course of the year. As a result, achieved earnings among vessels with different levels of fuel efficiency varied significantly. Looking forward, the IMO has adopted rules that go into effect in 2023 aimed at accelerating greenhouse gas emissions to reach 2050 targets, which will put further pressure on the competitiveness of older vessels. The impact of higher prices for all grades of fuel, along with decreased demand, has also resulted in slower vessel sailing speeds, which have partially offset the impact on easing of port congestion and related logistical constraints on effective fleet supply.

The global fleet of dry bulk vessels amounted to 972.5 million dwt at the end of 2022 compared with 945.9 million dwt at the end of 2021. Total deliveries of newbuildings amounted to 31.2 million dwt in 2022, which is equivalent to 3.3% of the fleet as of the start of the year. As of the end of 2022, the total orderbook was approximately 7.1% of the capacity on the water. Vessels scheduled for delivery in 2023 are estimated to constitute 3.3% of the sailing fleet on a gross basis, assuming no vessels are scrapped. Fleet growth is expected to decline to 2.6% in 2024 on a gross basis, assuming no vessels are scrapped. The combined impact of high fuel prices and incremental emissions-related regulations may lead to incremental scrapping in the coming years. These factors may also cause vessels owners to reduce the sailing speeds of their vessels, thereby decreasing effective fleet supply growth.

Asset prices for Capesize and Panamax vessels declined in 2022, following sharp increases in asset values in 2021. Values of older inefficient vessels may decline if fuel prices remain high throughout 2023, particularly as a result of the new emission rules imposed by the IMO coming into effect in 2023. Owners may likewise continue to place a premium on modern vessels. The second-hand market was extremely active, with a record number of Capesize and Panamax vessels sold. Newbuilding prices remained at elevated levels in 2022 after increasing by over 30% in 2021 as steel prices continued to be elevated and

shipyard capacity is constrained due to significant vessel ordering in other segments, including LNG carriers, container vessels and car carriers over the last two years. Dry bulk newbuilding ordering decreased by 50% in 2022, based on total deadweight tonnage of vessels, compared to 2021 and by 60.5% compared to the 10-year average.

E. CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires that management make estimates and assumptions affecting the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Management believes that the accounting policies relating to impairment of assets, revenue and expense recognition, vessels and depreciation are the most critical in fully understanding and evaluating our reported financial results as they require a higher degree of judgment in their application resulting from the need to make estimates about the effect of matters that are inherently uncertain. See Note 2, "Summary of Significant Accounting Policies", to the audited Consolidated Financial Statements included herein for detailed description of significant accounting policies.

Impairment

The carrying values of our vessels, newbuildings and right of use assets, if any, may not represent their fair market value at any point in time since the market prices of second-hand vessels tend to fluctuate with changes in charter rates. Historically, both charter rates and vessel values tend to be cyclical. The carrying amounts of vessels, newbuildings and right of use assets that are held and used by us are reviewed for potential impairment whenever events or changes in circumstances indicate that the carrying amount of a particular vessel or and right of use assets may not be fully recoverable. Indicators of impairment are identified based on a combination of factors which include amongst other, development of secondhand vessel values based on external appraisals of our ships, development of forward freight rates, spot rates and operating cash flow. As of December 31, 2022, we have not identified any impairment indicators relating to our owned vessels, newbuildings and right of use assets. We consider outlook for forward freight rates, external appraisals of our ships and operating cash flows to be positive on both expectations of steady global demand for dry bulk commodities, and equally importantly, powerful supply-side dynamics that have not been present for many years.

If impairment indicators exist, we assess recoverability of the carrying value of each owned asset and newbuilding on an individual basis by estimating the future undiscounted cash flows expected to result from the asset and eventual disposal. Fair value for our owned vessels is estimated based on values achieved for the sale/purchase of similar vessels, including any remaining construction costs for newbuildings, and external appraisals. In addition, vessels held for sale are reported at the lower of carrying amount and fair value less estimated costs to sell. Recoverability of right of use assets is assessed on an asset by asset basis by estimating the future undiscounted cash flows from the right of use assets earned over the remaining lease term of our operating and finance leases. For all, owned assets, newbuildings and right of use assets, if the future net undiscounted cash flows are less than the carrying value of the asset, or the current carrying value plus future newbuilding commitments, an impairment loss is recorded equal to the difference between the asset's carrying value and estimated fair value derived from cash flow based valuations.

In developing estimates of future cash flows for owned vessels and newbuildings, we must make assumptions about future performance, with significant assumptions being related to charter rates, additional earnings due to scrubber installations, ship operating expenses, utilization, drydocking requirements, residual value and the estimated remaining useful lives of the vessels. In developing estimates of future cash flows for right of use assets, we must make significant assumptions related to future charter rates, additional earnings due to scrubber installations, ship operating expenses, utilization and drydocking requirements. For owned vessels, newbuildings and leased assets, these assumptions are based on historical trends as well as future expectations. Specifically, in estimating future charter rates, management takes into consideration rates currently in effect for existing time charters and estimated daily time charter equivalent rates for each vessel class for the unfixed days over the estimated remaining lives of each of the vessels. The estimated daily time charter equivalent rates used for unfixed days are based on a combination of (i) forward freight market rates and (ii) estimate of implied charter rates based on the broker values received from third party brokers. The implied rate is a calculated rate for each vessel based on the charter rate the vessel would need to achieve, given our estimated future operating costs and discount factors that once discounted would equate to the average broker values. Benefits from scrubber installations are calculated based on expected bunker fuel cost savings and estimated consumption per year. We then use the resultant undiscounted cash flows in our model. Recognizing that the transportation of dry bulk cargoes is cyclical and subject to significant volatility based on factors beyond our control, management believes the use of estimates based on the combination of internally forecasted rates and calculated average rates as of the reporting date to be reasonable.

Estimated outflows for operating expenses and drydocking requirements are based on historical and budgeted costs and are adjusted for assumed inflation. Utilization is based on historical levels achieved and estimates of a residual value are consistent with the pattern of scrap rates used in management's evaluation of salvage value. Finally, additional investments to comply with environmental requirements are based on budgeted costs and even though currently not expected to be material, they could be material in the future.

The more significant factors that could impact management's assumptions regarding cash flows include (i) loss or reduction in business from significant customers, (ii) unanticipated changes in demand for transportation of dry bulk cargoes, (iii) greater than anticipated levels of newbuilding orders or lower than anticipated levels of vessel recycling, and (iv) changes in rules and regulations applicable to the dry bulk industry, including legislation adopted by international organizations such as the IMO and the European Union or by individual countries. Although management believes that the assumptions used to evaluate potential impairment are reasonable and appropriate at the time they were made, such assumptions are highly subjective and likely to change, possibly materially, in the future. There can be no assurance as to how long charter rates and vessel values will remain at their current levels or whether they will deteriorate or improve by a significant degree. If charter rates were to remain at depressed levels future assessments of vessel impairment would be adversely affected.

No impairment on the sale of vessels was recognized during the period ended December 31, 2022. During the period ended December 31, 2021, we recognized impairment on the sale of *Golden Saguenay* of \$4.2 million.

Vessels and depreciation

Upcoming environmental regulations might affect useful life of our vessels. Although management believes that useful lives of 25 years represent the best estimate as of today, there can be no assurance that useful lives will not decrease in the future due to innovation based on system fuel/efficiency and new environmental regulations.

Revenue and expense recognition

Estimates and judgments are required in ascertaining the most likely outcome of a particular voyage charter and allocation of voyage results between periods based on load to discharge methods. Actual outcomes may differ from estimates, however management believes that estimation uncertainty is low since estimates are made on a contract by contract basis.

The voyage charters generally have variable consideration in the form of demurrage or despatch, which is recognized as we satisfy the performance obligations under the contract. We estimate demurrage or despatch at contract inception using either the expected value or most likely amount approaches. Such estimate is reviewed and updated over the term of the voyage charter contract, as such management believes estimation uncertainty for demurrage revenue is low.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. DIRECTORS AND SENIOR MANAGEMENT

Set forth below are the names and positions of our directors and executive officers.

| Name | Age | Position |
|---------------------------|------------|--|
| Ola Lorentzon | 73 | Director, Chairman |
| John Fredriksen | 78 | Director |
| James O'Shaughnessy | 59 | Director and Audit Committee Chairman |
| Bjørn Tore Larsen | 55 | Director and Audit Committee member |
| Ben Mills | 53 | Director |
| Ulrik Uhrenfeldt Andersen | 44 | Chief Executive Officer of Golden Ocean Management AS |
| Peder Simonsen | 48 | Chief Financial Officer of Golden Ocean Management AS |
| Lars-Christian Svensen | 37 | Chief Commercial Officer of Golden Ocean Management AS |

Certain biographical information about each of our directors and executive officers is set forth below.

Ola Lorentzon is currently Chairman of the Board and has served as a director on the Board since September 18, 1996, Chairman since May 26, 2000 and Chief Executive Officer from May 2010 to March 2015. He is also Chairman of the Board and director of Frontline plc, a director of Flex LNG Ltd and a director of Erik Thun AB. Mr. Lorentzon was the Managing Director of Frontline Management AS, a subsidiary of Frontline, from April 2000 until September 2003.

John Fredriksen was a director of the Former Golden Ocean and was appointed a director on the Board following the completion of the Merger. Mr. Fredriksen is also a Director of a related party Frontline plc., a Cyprus company listed on NYSE and the OSE whose principal shareholder is Hemen.

Bjørn Tore Larsen was appointed a director of the Board in March 2021. Bjørn Tore Larsen is currently the CEO and founder of Norse Atlantic ASA, a startup airline listed on the Euronext Growth Oslo Stock Exchange. He is also a director of the OSM Maritime Group, a world-leading ship management company which he founded in 1989. Mr. Larsen is also the Chairman of ADS Maritime Holdings Plc a shipping investment company established in 2018 and listed on the Euronext Growth Oslo Stock Exchange.

James O'Shaughnessy was appointed a director of the Board in September 2018. Mr. O'Shaughnessy served as an Executive Vice President, Chief Accounting Officer and Corporate Controller of Axis Capital Holdings Limited up to March 26, 2019. Prior to that Mr. O'Shaughnessy has amongst others served as Chief Financial Officer of Flagstone Reinsurance Holdings and as Chief Accounting Officer and Senior Vice President of Scottish Re Group Ltd., and Chief Financial Officer of XL Re Ltd. at XL Group plc. Mr. O'Shaughnessy received a Bachelor of Commerce degree from University College, Cork, Ireland and is both a Fellow of the Institute of Chartered Accountants of Ireland, an Associate Member of the Chartered Insurance Institute of the UK and a Chartered Director. Mr. O'Shaughnessy also serves as a director of Frontline plc, SFL Corporation Ltd., Archer Limited, Avance Gas Holding Ltd, ST Energy Transition I Ltd., CG Insurance Group and Catalina General.

Ben Mills was appointed a director of the Board in August 2021. Mr. Mills has extensive experience from the dry bulk market through tenures in Trafigura and the Baltic Exchange, particularly focusing on the Capesize segment. Mr. Mills is currently Head of Dry Cargo in Seatankers Management Ltd, an affiliate of Hemen, the Company's largest shareholder.

Ulrik Uhrenfeldt Andersen has served as Chief Executive Officer of Golden Ocean Management since April 2020. Prior to joining Golden Ocean, Mr. Andersen held various positions in the shipping industry of which the most recent include CEO of Avance Gas, Head of Shipping in Petredec and Managing Director for Neu Gas Shipping. He holds an M. Sc. from Copenhagen Business School and a B. Sc. in Shipping from the Institute of Chartered Shipbrokers.

Peder Simonsen has served as Chief Financial Officer of Golden Ocean Management AS since September 2020. Mr. Simonsen was, prior to joining Golden Ocean, the Chief Financial Officer and Interim Chief Executive Officer of Avance Gas AS. Before that he was First Vice President at Nordea Bank Norge ASA, where he worked with numerous large shipping and offshore companies. Mr. Simonsen holds a B.A. (Hons) in Business Administration from the University of Stirling and a Master of Business degree (Norwegian: Siviløkonom).

Lars-Christian Svensen has served as Chief Commercial Officer of Golden Ocean Management AS since December 2020. Prior to joining Golden Ocean, Mr. Svensen held various roles within Western Bulk including the Senior Vice President role in Norway and President for the company's USA trading activities in Seattle. Prior to that he was working for Petredec as a downstream analyst and Cmarine shipbrokers as a tanker broker in Singapore. He holds a shipping degree from Merkantil Institutt of Norway.

B. COMPENSATION

During the year ended December 31, 2022, we paid aggregate cash compensation of approximately \$3.7 million and an aggregate amount of approximately \$65 thousand for pension and retirement benefits to our directors and executive officers. In addition, we recognized stock compensation expense of approximately \$0.6 million in respect to options granted to our executive officers throughout 2022. Current average exercise price is \$6.27 per option at the date of this annual report.

See Note 26, "Share Options", to our audited Consolidated Financial Statements included herein for information pertaining to the 2016 Plan, which permitted share options to be granted to directors, officers and employees of the Company and was applicable for the options granted in 2020.

C. BOARD PRACTICES

In accordance with our Second Amended and Restated Bye-laws, the number of directors shall be such number not less than two as our shareholders by Ordinary Resolution may from time to time determine. We currently have five directors.

As provided in the Second Amended and Restated Bye-Laws, each director shall hold office until the next annual general meeting following his or her election or until his or her successor is elected. Our officers are elected by the Board and shall hold office for such period and on such terms as the Board may determine.

We have established an audit committee comprising of Mr. O'Shaughnessy and Mr. Larsen. The audit committee is responsible for assisting the Board with its oversight responsibilities regarding the integrity of our financial statements, our compliance with legal and regulatory requirements, our independent registered public accounting firm's qualifications and independence, and the performance of our internal audit functions. Mr. O'Shaughnessy is the Audit Committee Financial Expert.

There are no service contracts between us and any of our directors providing for benefits upon termination of their employment.

Board practices and exemptions from the NASDAQ corporate governance rules

As a foreign private issuer, we are exempt from certain requirements of the NASDAQ that are applicable to U.S. domestic companies because we follow our home country (Bermuda) practice, which is permitted under the NASDAQ corporate governance rules. For a listing and further discussion of how our corporate governance practices differ from those required of U.S. companies listed on the NASDAQ, please see "Item 16G. Corporate Governance" of this annual report.

D. EMPLOYEES

As of December 31, 2022, we employed 38 people in our offices in Oslo and Singapore. We contract with independent ship managers to technically manage and operate our vessels.

E. SHARE OWNERSHIP

As of March 16, 2023, the beneficial interests of our Directors and officers in our common shares were as follows:

| Director or Officer | Common Shares of \$0.05 each | Percentage of Common Shares Outstanding |
|--------------------------------|------------------------------|---|
| Ola Lorentzon | 16,877 | (1) |
| John Fredriksen ⁽²⁾ | — | — |
| Bjørn Tore Larsen | — | — |
| Ben Mills | — | — |
| James O'Shaughnessy | — | — |
| Ulrik Uhrenfeldt Andersen | — | — |
| Peder Simonsen | 500 | (1) |
| Lars-Christian Svensen | — | — |

1. Less than 1%.
2. See "Item 7. Major Shareholders and Related Party Transactions—A. Major Shareholders".

Share Option Scheme

2016 Share Option Plan

Details of options to acquire our common shares by our directors and officers under the 2016 Plan as of March 16, 2023, were as follows:

| Director or Officer | Number of outstanding options | | Exercise price | Expiration Date |
|---------------------------|-------------------------------|--------|----------------|-----------------|
| | Total | Vested | | |
| Ulrik Uhrenfeldt Andersen | 250,000 | — | \$6.95 | April 2025 |
| Peder Simonsen | 200,000 | 75,000 | \$5.75 | September 2025 |
| Lars-Christian Svensen | 200,000 | 75,000 | \$5.93 | November 2025 |

BOARD DIVERSITY

On August 6, 2021, the SEC approved Nasdaq Listing Rule 5605(f) regarding board diversity. Under the rule, NASDAQ-listed companies, that are also Foreign Issuers, are required to include, or explain why it has not included (as the case may be), at least one “Diverse” director prior to December 31, 2023 and at least two “Diverse” directors by December 31, 2025. Under Nasdaq Listing Rule 5605(f)(2)(D), boards of directors composed of five or fewer members must have one director who is “Diverse.” Companies, such as Golden Ocean, that have five members on its board of directors before becoming subject to this rule will not be required to have at least two members of its board of directors who are “Diverse” if it adds one “Diverse” director increasing the board to six members.

The composition of our Board does not currently include an individual who is “Diverse” under the Nasdaq Listing Rule 5605(f), as presented in the below Board Diversity Matrix.

The Company does not meet the diversity objectives of 5605(f)(2)(D) because it is committed to ensuring that the Board’s composition appropriately reflects the current and anticipated needs of the Board and the Company.

The table below provides certain information regarding the diversity of our Board as of the date of this annual report. Each term used in the above description and table below has the meaning given to it in the Nasdaq listing rule and related instructions.

Board Diversity Matrix

| | |
|--|---------|
| Country of Principal Executive Offices: | Bermuda |
| Foreign Private Issuer | Yes |
| Disclosure Prohibited under Home Country Law | No |
| Total Number of Directors | 5 |

| | Female | Male | Non-Binary | Did Not Disclose Gender |
|--|--------|------|------------|-------------------------|
| Part I: Gender Identity | | | | |
| Directors | 0 | 5 | 0 | 0 |
| Part II: Demographic Background | | | | |
| Underrepresented Individual in Home Country Jurisdiction | — | | | |
| LGBTQ+ | — | | | |
| Did Not Disclose Demographic Background | 5 | | | |

F. DISCLOSURE OF A REGISTRANT'S ACTION TO RECOVER ERRONEOUSLY AWARDED COMPENSATION

Not applicable.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. MAJOR SHAREHOLDERS

The following table presents certain information as of March 16, 2023 regarding the ownership of our common shares with respect to each shareholder whom we know to beneficially own more than 5% of our outstanding common shares.

| Owner | Number of shares owned | Percentage owned |
|--|------------------------|------------------|
| Hemen Holding Limited ^(1,2) | 78,622,902 | 39.2 % |

(1) C.K. Limited is the trustee of two trusts (the “Trusts”) settled by Mr. John Fredriksen. The Trusts indirectly hold all of the shares of Hemen and the sole shareholder of Hemen, Greenwich Holdings Limited. Accordingly, C.K. Limited, as trustee, may be deemed to beneficially own the 78,622,902 common shares of the Company that are owned by Hemen and beneficially owned by Greenwich Holdings Limited. The beneficiaries of the Trusts are members of Mr. Fredriksen’s family. Mr. Fredriksen is neither a beneficiary nor a trustee of either Trust. Therefore, Mr. Fredriksen has no economic interest in such 78,622,902 common shares and Mr. Fredriksen disclaims any control over such 78,622,902 common shares, save for any indirect influence he may have with C.K. Limited, as the trustee of the Trusts, in his capacity as the settlor of the Trusts.

(2) Percentage amount based on 200,423,536 which is 201,190,621 issued common shares, adjusted for 767,085 treasury shares as of March 16, 2023.

Our major shareholders have the same voting rights as our other shareholders. No corporation or foreign government owns more than 50% of our outstanding common shares. We are not aware of any arrangements, the operation of which may at a subsequent date result in a change in control of the Company.

B. RELATED PARTY TRANSACTIONS

See Note 27, "Related Party Transactions", to our audited Consolidated Financial Statements included herein.

C. INTERESTS OF EXPERTS AND COUNSEL

Not applicable.

ITEM 8. FINANCIAL INFORMATION

A. CONSOLIDATED STATEMENTS AND OTHER FINANCIAL INFORMATION

See Item 18.

Legal Proceedings

We are a party, as plaintiff or defendant, to several lawsuits in various jurisdictions for demurrage, damages, offhire and other claims and commercial disputes arising from the operation of our vessels, in the ordinary course of business or in connection with our acquisition activities. We believe that the resolution of such claims will not have a material adverse effect on our operations or financial condition.

To the best of our knowledge, there are no other legal or arbitration proceedings existing or pending which have had or may have significant effects on our financial position or profitability and no such proceedings are pending or known to be contemplated.

Dividend Distribution Policy

The amount and timing of any dividend distributions in the future will depend, among other things, on our compliance with covenants in our credit facilities, earnings, financial condition, cash position, Bermuda law affecting the dividend distributions, restrictions in our financing agreements and other factors. In addition, the declaration and payment of dividend distributions is subject at all times to the discretion of our Board.

B. SIGNIFICANT CHANGES

None.

ITEM 9. THE OFFER AND LISTING

As of the date of this Annual Report, the Company had 200,423,536 common shares outstanding, which includes an adjustment of 767,085 treasury shares. Our common shares have been quoted on the NASDAQ, since our initial public offering in February 1997 and traded under the ticker symbol "VLCCF". Following the completion of the Merger with the former Golden Ocean on March 31, 2015, our common shares began trading under the new ticker symbol "GOGL" on NASDAQ since April 1, 2015.

In April 2015, we obtained a secondary listing on the OSE. Trading in our common shares on the OSE commenced on April 1, 2015.

ITEM 10. ADDITIONAL INFORMATION

A. SHARE CAPITAL

Not applicable.

B. MEMORANDUM AND ARTICLES OF ASSOCIATION

Our Amended and Restated Bye-Laws were adopted at the Special General Meeting held on March 26, 2015.

At our 2022 annual general meeting, the shareholders voted to amend our Bye-Laws (the “Second Amended and Restated Bye-Laws”) to align the bye-laws of the Company with the bye-laws of other Hemen related companies. Our Second Amended and Restated Bye-Laws, as adopted by shareholders on September 30, 2022, are filed as Exhibit 1.5 to this annual report on Form 20-F.

To see the full text of our Memorandum of Association and Amended and Restated Bye-Laws, please see Exhibits 1.1 and 1.4 attached to this annual report and our annual report on Form 20-F for the year ended December 31, 2014 filed with the Commission on April 29, 2015, and is hereby incorporated by reference into this annual report.

Purpose

The purposes and powers of the Company are set forth in Items 6 and 7(a) through (h) of our amended Memorandum of Association and by reference to the Second Schedule of the Companies Act. These purposes include exploring, drilling, moving, transporting and refining petroleum and hydro-carbon products, including oil and oil products; acquiring, owning, chartering, selling, managing and operating ships and aircraft; the entering into of any guarantee, contract, indemnity or surety ship to assure, support, secure, with or without the consideration or benefit, the performance of any obligations of any person or persons; and the borrowing and raising of money in any currency or currencies to secure or discharge any debt or obligation in any manner.

There are no limitations on the right of non-Bermudians or non-residents of Bermuda to hold or vote our common shares.

Voting Rights

The holders of our common shares will be entitled to one vote per share on each matter requiring the approval of the holders of the common shares. At any annual or special general meeting of shareholders where there is a quorum, a simple majority vote will generally decide any matter, unless a different vote is required by express provision of the Second Amended and Restated Bye-Laws or Bermuda law.

The Companies Act and our Bye-Laws do not confer any conversion or sinking fund rights attached to our common shares.

Preemptive Rights

Bermuda law does not provide a shareholder with a preemptive right to subscribe for additional issues of a company’s shares unless, and to the extent that, the right is expressly granted to the shareholder under the bye-laws of a company or under any contract between the shareholder and the company.

Holders of our common shares do not have any preemptive rights pursuant to the Second Amended and Restated Bye-Laws.

Repurchase of Shares

Subject to the Companies Act, the Memorandum of Association and the Second Amended and Restated Bye-Laws, our Board may from time to time repurchase any common shares for cancellation or to be held as treasury shares.

Holders of our common shares, however, do not have any right to require the Company to purchase their shares pursuant to the Second Amended and Restated Bye-Laws.

Redemption of Preference Shares

The Company may with the approval of the shareholders issue preference shares which are redeemable at the option of the Company or the holder, subject to the Companies Act, the Memorandum of Association and the Second Amended and Restated Bye-Laws.

Call on Shares

Pursuant to the Second Amended and Restated Bye-Laws, the Board may from time to time make calls upon our shareholders in respect of any moneys unpaid on their shares.

Reduction of Share Capital

Subject to the Companies Act, the Memorandum of Association and the Second Amended and Restated Bye-Laws, the shareholders may by resolution authorize the reduction of the Company's issued share capital or any capital redemption reserve fund or any share premium account in any manner.

Dividend and Other Distributions

Under the Companies Act, a company may, subject to its bye-laws and by resolution of the directors, declare and pay a dividend, or make a distribution out of contributed surplus, provided there are reasonable grounds for believing that after any such payment (a) the company will be solvent and (b) the realizable value of its assets will be greater than its liabilities.

The Second Amended and Restated Bye-Laws provide that the Board from time to time may declare cash dividends or distributions out of contributed surplus to be paid to the shareholders according to their rights and interests including such interim dividends as appear to be justified by the position of the Company.

Board of Directors

The Second Amended and Restated Bye-Laws provide that the Board shall consist of not less than two members and shall at all times comprise a majority of directors who are not residents in the United Kingdom. Our shareholders may change the number of directors by the vote of shareholders representing a simple majority of the total number of votes which may be cast at any annual or special general meeting, or by written resolution. Each director is elected at an annual general meeting of shareholders for a term commencing upon election and each director shall serve until re-elected or their successors are appointed on the date of the next scheduled annual general meeting of shareholders. The Second Amended and Restated Bye-Laws do not permit cumulative voting for directors.

Subject to the Companies Act, the Second Amended and Restated Bye-Laws permit our directors to engage in any transaction or arrangement with us or in which we may otherwise be interested. Additionally, as long as our director declares the nature of his or her interest at the first opportunity at a meeting of the Board, he or she shall not by reason of his office be accountable to us for any benefit which he or she derives from any transaction to which the Second Amended and Restated Bye-Laws permit him or her to be interested.

Our directors are not required to retire because of their age and are not required to be holders of our common shares.

Removal of Directors and Vacancies on the Board

Under the Companies Act, any director may be removed, with or without cause, by a vote of the majority of shareholders if the bye-laws so provide. A company may remove a director by specifically convening a special general meeting of the shareholders. The notice of any such special general meeting must be served on the director concerned no less than fourteen (14) days before the special general meeting. The affected director is entitled to be heard at that special general meeting.

The Second Amended and Restated Bye-Laws provide that directors may be removed, with or without cause, by a vote of the shareholders representing a majority of the votes present and entitled to vote at a special general meeting called for that purpose. The notice of any such special general meeting must be served on the director concerned no less than 14 days before the special general meeting and he or she shall be entitled to be heard at that special general meeting.

Any director vacancy created by the removal of a director from our Board at a special general meeting may be filled by the election of another director in his place by a majority vote of the shareholders entitled to vote at the special general meeting called for the purpose of removal of that director, or in the absence of such election, by the Board. The Board may fill casual vacancies so long as quorum of directors remains in office. Each director elected to the Board to fill a vacancy shall serve until the next annual general meeting of shareholders and until a successor is duly elected and qualified or until such director's resignation or removal.

Quorum and Action by the Board of Directors

The Second Amended and Restated Bye-Laws provide that at any meeting of the Board (which must be held outside of the United Kingdom or Norway), the presence of the majority of the Board, unless otherwise fixed, constitutes a quorum for the transaction of business and that when a quorum is present, the acts of a majority of the directors present at any meeting shall be the acts of the Board, except as may be otherwise specified by Bermuda law or the Second Amended and Restated Bye-Laws.

A quorum shall not be present unless a majority of directors present are neither resident in Norway nor physically located or resident in the United Kingdom.

A resolution in writing signed by all directors for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as a resolution passed at a meeting of the Board.

A meeting of the Board or committee appointed by the Board shall be deemed to take place at the place where the largest group of participating directors or committee members has assembled or, if no such group exists, at the place where the chairman of the meeting participates. In no event shall the place where the largest group of participating directors or committee members has assembled or, if no such group exists, the place where the chairman of the meeting participates, be located in the United Kingdom. The Board or relevant committee shall use its best endeavors to ensure that any such meeting is not deemed to have been held in Norway, and the fact that one or more directors may be present at such teleconference by virtue of his being physically in Norway shall not deem such meeting to have taken place in Norway.

Duties of Directors and Officers; Limitation of Liability

Under Bermuda law, directors and officers shall discharge their duties in good faith and with that degree of diligence, care and skill which reasonably prudent people would exercise under similar circumstances in like positions. In discharging their duties, directors and officers may rely upon financial statements of the company represented to them to be correct by the president or the officer having charge of its books or accounts or by independent accountants.

The Companies Act provides that a company's bye-laws may include a provision for the elimination or limitation of liability of a director to the company or its shareholders for any loss arising or liability attaching to him by virtue of any rule of law in respect to any negligence, default, breach of any duty or breach of trust of which the director may be guilty of; provided that such provision shall not eliminate or limit the liability of a director for any fraud or dishonesty he may be guilty of.

The Second Amended and Restated Bye-Laws limit the liability of our directors and officers to the fullest extent permitted by the Companies Act.

Director Indemnification

Bermuda law permits the bye-laws of a Bermuda company to contain a provision indemnifying the company's directors and officers for any loss arising or liability attaching to him or her by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which the officer or person may be guilty, save with respect to fraud or dishonesty. Bermuda law also grants companies the power generally to indemnify directors and officers of a company, except in instances of fraud and dishonesty, if any such person was or is a party or threatened to be made a party to a threatened, pending or completed action, suit or proceeding by reason of the fact that he or she is or was a director and officer of such company or was serving in a similar capacity for another entity at such company's request.

The Second Amended and Restated Bye-Laws provide that each director, alternate director, officer, person or member of a board committee, if any, resident representative, and his or her heirs, executors or administrators, collectively, Indemnitees, will be indemnified and held harmless out of our assets to the fullest extent permitted by Bermuda law against all liabilities, loss, damage or expense (including but not limited to liabilities under contract, tort and statute or any applicable foreign law or regulation and all reasonable legal and other costs and expenses properly payable) incurred or suffered by him or her as such director, alternate director, officer, person or committee member or resident representative. The restrictions on liability, indemnities and waivers provided for in the Amended and Restated Bye-Laws do not extend to any matter that would render the same void under the Companies Act. In addition, each Indemnitee shall be indemnified out of our assets against all liabilities incurred in defending any proceedings, whether civil or criminal, in which judgment is given in such Indemnitee's favor, or in which he or she is acquitted.

Under the Second Amended and Restated Bye-Laws, shareholders have further agreed to waive any claim or right of action they may have at any time against any Indemnitee on account of any action taken by such Indemnitee or the failure of such Indemnitee to take any action in the performance of his or her duties with or for the Company with the exception of any claims or rights of action arising out of fraud or dishonesty

Shareholder Meetings

Under the Companies Act, an annual general meeting of the shareholders shall be held for the election of directors on any date or time as designated by or in the manner provided for in the bye-laws and held at such place within or outside Bermuda as may be designated in the bye-laws. Any other proper business may be transacted at the annual general meeting.

Under the Companies Act, any meeting that is not the annual general meeting is called a special general meeting, and may be called by the Board or by such persons as authorized by the company's memorandum of association or bye-laws. Under the Companies Act, holders of one-tenth of a company's issued common shares may also call special general meetings. At such special general meeting, only business that is related to the purpose set forth in the required notice may be transacted. Additionally, under Bermuda law, a company may, by resolution at a special general meeting, elect to dispense with the holding of an annual general meeting for (a) the year in which it is made and any subsequent year or years; (b) for a specified number of years; or (c) indefinitely.

Under the Companies Act, notice of any general meeting must be given not less than five (5) days before the meeting and shall state the place, date and hour of the meeting and, in the case of a special general meeting, shall also state the purpose of such meeting and the that it is being called at the direction of whoever is calling the meeting. Under Bermuda law, accidental failure to give notice will not invalidate proceedings at a general meeting.

Annual General Meetings. The Second Amended and Restated Bye-Laws provide that the Board may fix the date, time and place of the annual general meeting within or without Bermuda (but never in the United Kingdom or Norway) for the election of directors and to transact any other business properly brought before the meeting.

Special General Meetings. The Second Amended and Restated Bye-Laws provide that special general meetings may be called by the Board and when required by the Companies Act (i.e. by holders of one-tenth of a company's issued common shares through a written request to the Board).

Notice Requirements. The Second Amended and Restated Bye-Laws provide that we must give not less than five (5) days' notice before any annual or special general meeting.

Quorum of Shareholders

Under the Companies Act, where the bye-laws so provide, a general meeting of the shareholders of a company may be held with only one individual present if the requirement for a quorum is satisfied and, where a company has only one shareholder or only one holder of any class of shares, the shareholder present in person or by proxy constitutes a general meeting.

Under the Second Amended and Restated Bye-Laws, quorum at annual or special general meetings shall be constituted by two or more shareholders either present in person or by proxy throughout the meeting. If we only have one shareholder, then one shareholder present in person or proxy shall constitute the necessary quorum.

Shareholder Action without a Meeting

Under the Companies Act, unless the company's bye-laws provide otherwise, any action required to or that may be taken at an annual or general meeting can be taken without a meeting if a written consent to such action is signed by the necessary majority of the shareholders entitled to vote with respect thereto.

The Second Amended and Restated Bye-Laws provide that, except in the case of the removal of auditors and directors, anything which may be done by resolution may, without an annual or special general meeting be done by resolution in writing, signed by a simple majority of all the shareholders or their proxies (or such greater majority required by the Companies Act).

Shareholder's Rights to Examine Books and Records

Under the Companies Act, any shareholder, during the usual hours of business, may inspect, for a purpose reasonably related to his or her interest as a shareholder, and make copies of extracts from the share register, and minutes of all general meetings.

Amendments to Memorandum of Association

Under Bermuda law, a company may, by resolution passed at an annual or special general meeting of shareholders, alter the provisions of the memorandum of association. An application for alteration can only be made by (i) holders of not less in the aggregate than 20% in par value of a company's issued share capital, (ii) by holders of not less in the aggregate that 20% of the

company's debentures entitled to object to alterations to the memorandum, or (iii) in the case a company that is limited by guarantee, by not less than 20% of the shareholders.

Variation in Shareholder Rights

Under Bermuda law, if at any time a company has more than one class of shares, the rights attaching to any class, unless otherwise provided for by the terms of issue of the relevant class, the rights attached to any class of share may be varied with (i) the consent in writing of the holders of 75% in nominal value of the issued shares of that class, or (ii) the sanction of a resolution passed at a separate general meeting of holders of the shares of the class at which a quorum consisting of at least two persons holding or representing of one-third of the issued shares of the relevant class is present.

The Second Amended and Restated Bye-Laws may be amended from time to time in the manner provided for in the Companies Act.

Vote on Amalgamations, Mergers, Consolidations and Sales of Assets

Under the Companies Act, any plan of merger or amalgamation must be authorized by the resolution of a company's shareholders and must be approved by a majority vote of three-fourths of those shareholders voting at such a general meeting of the company. Also, it is required that a quorum of two or more persons holding or representing more than one-third (1/3) of the issued and outstanding common shares of the company on the Record Date are in attendance in person or by proxy at such special general meeting.

In our Second Amended and Restated Bye-Laws, any plan of merger or amalgamation must be authorized by the resolution of a company's shareholders approved by a simple majority of votes cast at a general meeting of the company at which a quorum of two or more shareholders are in attendance in person or by proxy throughout such meeting.

Appraisal and Dissenters Rights

Under Bermuda law, in the event of an amalgamation or a merger of a Bermuda company with another company or corporation, a shareholder of the Bermuda company who did not vote in favor of the amalgamation or merger and is not satisfied that fair value has been offered for such shareholder's shares may, within one month of notice of the special general meeting, apply to the Supreme Court of Bermuda to appraise the fair value of those shares.

Derivative Actions

Class actions and derivative actions are generally not available to shareholders under Bermuda law. Bermuda courts, however, would ordinarily be expected to permit a shareholder to commence an action in the name of a company to remedy a wrong to the company where the act complained of is alleged to be beyond the corporate power of the company, or illegal, or would result in the violation of the company's memorandum of association or bye-laws. Furthermore, consideration would be given by a Bermuda court to acts that are alleged to constitute a fraud against the minority shareholders or, for instance, where an act requires the approval of a greater percentage of the company's shareholders than that which actually approved it. However, generally a derivative action will not be permitted where there is an alternative action available that would provide an adequate remedy. Any property or damages recovered by derivative action go to the company, not to the plaintiff shareholders. When the affairs of a company are being conducted in a manner which is oppressive or prejudicial to the interests of some part of the shareholders, one or more shareholders may apply to the Supreme Court of Bermuda, which may make such order as it sees fit, including an order regulating the conduct of the company's affairs in the future or ordering the purchase of the shares of any shareholders by other shareholders or by the company or that the company be wound up.

A statutory right of action is conferred on subscribers to shares of a Bermuda company against persons (including directors and officers) responsible for the issue of a prospectus in respect of damage suffered by reason of an untrue statement contained in the prospectus, but this confers no right of action against the Bermuda company itself. In addition, subject to any limitations that may be contained in the company's bye-laws, a shareholder may bring a derivative action on behalf of the company to enforce a right of the company (as opposed to a right of its shareholders) against its officers (including directors) for breach of their statutory and fiduciary duty to act honestly and in good faith with a view to the best interests of the company.

The Second Amended and Restated Bye-Laws contain provisions whereby each shareholder (i) agrees that the liability of our officers shall be limited, (ii) agrees to waive any claim or right of action such shareholder might have, whether individually or in the right of the Company, against any director, alternate director, officer, person or member of a committee, resident representative or any of their respective heirs, executors or administrators for any action taken by any such person, or the failure

of any such person to take any action, in the performance of his or her duties, or supposed duties, to the Company or otherwise, and (iii) agrees to allow us to indemnify and hold harmless our officers and directors in respect of any liability attaching to such officer and director incurred by him or her as an officer or director of the Company. The restrictions on liability, indemnity and waiver do not extend to any liability of an officer or director for fraud or dishonesty.

Liquidation

Under Bermuda Law, in the event of our liquidation, dissolution or winding up, the holders of common shares are entitled to share in our assets, if any, remaining after the payment of all of our debts and liabilities, subject to any liquidation preference on any outstanding preference shares.

C. MATERIAL CONTRACTS

Attached as exhibits to this annual report are the contracts we consider to be both material and not in the ordinary course of business. Descriptions of these contracts are included within "Item 5. Operating and Financial Review and Prospects - B. Liquidity and Capital Resources - Subsequent and Other Events" and "Item 5. Operating and Financial Review and Prospects - B. Liquidity and Capital Resources - Equity Issuances." Other than these contracts, we have no material contracts other than those entered in the ordinary course of business.

D. EXCHANGE CONTROLS

The Bermuda Monetary Authority (the "BMA"), must give permission for all issuances and transfers of securities of a Bermuda exempted company like ours, unless the proposed transaction is exempted by the BMA's written general permissions. We have received general permission from the BMA to issue any unissued common shares and for the free transferability of our common shares as long as our common shares are listed on an "appointed stock exchange". Our common shares are listed on the NASDAQ, which is an "appointed stock exchange". Our common shares may therefore be freely transferred among persons who are residents and non-residents of Bermuda.

Although we are incorporated in Bermuda, we are classified as a non-resident of Bermuda for exchange control purposes by the BMA. Other than transferring Bermuda Dollars out of Bermuda, there are no restrictions on our ability to transfer funds into and out of Bermuda or to pay dividends to U.S. residents who are holders of common shares or other non-residents of Bermuda who are holders of our common shares in currency other than Bermuda Dollars.

In accordance with Bermuda law, share certificates may be issued only in the names of corporations, individuals or legal persons. In the case of an applicant acting in a special capacity (for example, as an executor or trustee), certificates may, at the request of the applicant, record the capacity in which the applicant is acting. Notwithstanding the recording of any such special capacity, we are not bound to investigate or incur any responsibility in respect of the proper administration of any such estate or trust.

We will take no notice of any trust applicable to any of our shares or other securities whether or not we had notice of such trust.

As an "exempted company", we are exempt from Bermuda laws which restrict the percentage of share capital that may be held by non-Bermudians, but as an exempted company, we may not participate in certain business transactions including: (i) the acquisition or holding of land in Bermuda (except that required for its business and held by way of lease or tenancy for terms of not more than 21 years) without the express authorization of the Bermuda legislature; (ii) the taking of mortgages on land in Bermuda to secure an amount in excess of \$50,000 without the consent of the Minister of Finance of Bermuda; (iii) the acquisition of any bonds or debentures secured on any land in Bermuda except bonds or debentures issued by the Government of Bermuda or by a public authority in Bermuda; or (iv) the carrying on of business of any kind in Bermuda, except in so far as may be necessary for the carrying on of its business outside Bermuda or under a license granted by the Minister of Finance of Bermuda.

The Bermuda government actively encourages foreign investment in "exempted" entities like us that are based in Bermuda but do not operate in competition with local business. In addition to having no restrictions on the degree of foreign ownership, we are subject neither to taxes on our income or dividends nor to any exchange controls in Bermuda. In addition, there is no capital gains tax in Bermuda, and profits can be accumulated by us, as required, without limitation. There is no income tax treaty between the United States and Bermuda pertaining to the taxation of income other than applicable to insurance enterprises.

E. TAXATION

The following discussion summarizes the material United States federal income tax, Bermuda tax and Liberian tax consequences to United States Holders, as defined below, of the purchase, ownership and disposition of common shares. This summary does not purport to deal with all aspects of United States federal income taxation and Bermuda taxation that may be relevant to an investor's decision to purchase our common shares, nor any tax consequences arising under the laws of any state, locality or other foreign jurisdiction.

United States Federal Income Tax Considerations

The following are the material United States federal income tax consequences to us of our activities and to United States Holders of our common shares. The following discussion of United States federal income tax matters is based on the Code, judicial decisions, administrative pronouncements, and existing and proposed regulations issued by the U.S. Department of the Treasury, all of which are subject to change, possibly with retroactive effect. Except as otherwise noted, this discussion is based on the assumption that we will not maintain an office or other fixed place of business within the United States.

Taxation of Our Shipping Income: In General

We anticipate that we will derive substantially all of our gross income from the use and operation of vessels in international commerce and that this income will principally consist of freights from the transportation of cargoes, charter hire from time or voyage charters and the performance of services directly related thereto, which is referred to herein as "shipping income".

Shipping income that is attributable to transportation that begins or ends, but that does not both begin and end, in the United States will be considered to be 50% derived from sources within the United States. Shipping income attributable to transportation that both begins and ends in the United States will be considered to be 100% derived from sources within the United States. We are not permitted by law to engage in transportation that gives rise to 100% United States source income.

Shipping income attributable to transportation exclusively between non-United States ports will be considered to be 100% derived from sources outside the United States. Shipping income derived from sources outside the United States will not be subject to United States federal income tax.

Based upon our current and anticipated shipping operations, our vessels will operate in various parts of the world, including to or from United States ports. Unless exempt from United States federal income taxation under Section 883 of the Code ("Section 883"), we will be subject to United States federal income taxation, in the manner discussed below, to the extent our shipping income is considered derived from sources within the United States.

Application of Section 883

Under the relevant provisions of Section 883, we will be exempt from United States federal income taxation on its United States source shipping income if:

- a. We are organized in a "qualified foreign country", which is one that grants an equivalent exemption from taxation to corporations organized in the United States in respect of the shipping income for which exemption is being claimed under Section 883, and which is referred to herein as the "country of organization requirement"; and
- b. We can satisfy any one of the following two ownership requirements for more than half the days during the taxable year:
 - i. Our stock is "primarily and regularly" traded on an established securities market located in the United States or a qualified foreign country (such as NASDAQ, on which our common shares trade), which is referred to herein as the "Publicly-Traded Test"; or
 - ii. more than 50% of our stock, in terms of value, is beneficially owned by one or more "qualified shareholders" which, as defined, includes individuals who are residents of a qualified foreign country or foreign corporations that satisfy the country of organization requirement and the Publicly-Traded Test.

The United States Treasury Department has recognized Bermuda, our country of incorporation, as a qualified foreign country. In addition, the United States Treasury Department has recognized each of Liberia and the Marshall Islands, the countries of incorporation of our vessel-owning subsidiaries, as a qualified foreign country. Accordingly, we and our vessel owning subsidiaries satisfy the country of organization requirement.

Therefore, our eligibility for exemption under Section 883 is wholly dependent upon being able to satisfy one of the stock ownership requirements.

For our 2022 taxable year, we believe that we satisfied the Publicly-Traded Test since our common shares were “primarily and regularly” traded on the NASDAQ, which is an “established securities market” in the United States within the meaning of the Treasury Regulation under Section 883 of the Code. We intend to take this position on our 2022 United States income tax returns. However, we can provide no assurance that we will continue to be able to satisfy these requirements for any future taxable years.

Under the Treasury Regulations, stock of a corporation will be considered to be "primarily traded" on an established securities market in a country (such as NASDAQ) if the number of shares of such class of stock that are traded during any taxable year on all established securities markets in that country exceeds the number of shares of such class that are traded during that taxable year on established securities markets in any other single country. Currently, our common shares are primarily traded on the NASDAQ Global Select Market for purposes of the “primarily traded” test.

Under the Treasury Regulations, stock of a corporation will be considered to be “regularly traded” on an established securities market if one or more classes of stock of the corporation representing more than 50% of the total combined voting power of all classes of stock entitled to vote and of the total value of the stock of the corporation are listed on such market during the taxable year. Since our common shares, which constitute more than 50% of the total combined voting power and total value of our stock, are listed on the NASDAQ, we will satisfy the listing requirement.

It is further required that, with respect to each class of stock relied upon to meet the listing threshold, (i) such class of stock is traded on the market, other than in de minimis quantities, on at least 60 days during the taxable year or 1/6 of the days in a short taxable year; and (ii) the aggregate number of shares of such class of stock traded on such market is at least 10% of the average number of shares of such class of stock outstanding during such year or as appropriately adjusted in the case of a short taxable year. We believe we will satisfy the foregoing trading frequency and trading volume tests. Even if this were not the case, the Treasury Regulations provide that the foregoing trading frequency and trading volume tests will be deemed satisfied if, as we expect to be the case with our common shares, such class of stock is traded on an established securities market in the United States, such as the NASDAQ, and such stock is regularly quoted by dealers making a market in such stock.

Notwithstanding the foregoing, the Treasury Regulations provide, in pertinent part, that a class of our stock will not be considered to be “regularly traded” on an established securities market for any taxable year in which 50% or more of the vote and value of the outstanding shares of such class of stock are owned, actually or constructively, under specified stock attribution rules, on more than half the days during the taxable year by persons who each own 5% or more of the vote and value of the outstanding shares of such class of stock, which we refer to as the 5 Percent Override Rule.

For purposes of determining the persons that own 5% or more of our common shares (“5% Shareholders”), the Treasury Regulations permit us to rely on those persons that are identified on Schedule 13G and Schedule 13D filings with the SEC, as having a 5% or more beneficial interest in our common shares. The Treasury Regulations further provide that an investment company identified on an SEC Schedule 13G or Schedule 13D filing that is registered under the Investment Company Act of 1940, as amended, will not be treated as a 5% Shareholder for such purposes. We currently do not believe that 5% Shareholders controlled more than 50% of the voting power or value of our common shares for more than half of the days in the 2022 taxable year, and therefore, we should not run afoul of the 5 Percent Override Rule. for our most recently taxable year. There can be no assurance that we will continue to satisfy the requirements of the Publicly-Traded Test, including not triggering the 5 Percent Override Rule, in future taxable years.

Taxation in Absence of Section 883 Exemption

To the extent the benefits of Section 883 are unavailable with respect to any item of United States source income, our United States source shipping income, would be subject to a 4% tax imposed by Section 887 of the Code on a gross basis, without the benefit of deductions, which is referred to herein as the "4% gross basis tax regime". Since under the sourcing rules described above, no more than 50% of our shipping income would be treated as being derived from United States sources, the maximum effective rate of United States federal income tax on our shipping income would never exceed 2% under the 4% gross basis tax regime. Historically, the amount of this tax would not have been material.

Gain on Sale of Vessels

Regardless of whether we qualify for exemption under Section 883, we will not be subject to United States federal income taxation with respect to gain realized on a sale of a vessel, provided the sale is considered to occur outside of the United States

under United States federal income tax principles. In general, a sale of a vessel will be considered to occur outside of the United States for this purpose if title to the vessel, and risk of loss with respect to the vessel, pass to the buyer outside of the United States. It is expected that any sale of a vessel by us will be considered to occur outside of the United States.

Taxation of United States Holders

The following is a discussion of the material United States federal income tax considerations relevant to an investment decision by a United States Holder, as defined below, with respect to the common shares. This summary is not intended to be applicable to all categories of investors, such as dealers in securities, traders in securities that elect the mark-to-market method of accounting, banks, thrifts or other financial institutions, insurance companies, regulated investment companies, tax-exempt organizations, United States expatriates, persons that hold common shares as part of a straddle, conversion transaction or hedge, persons who own, directly or constructively, 10% or more of our outstanding stock, persons deemed to sell common shares under the constructive sale provisions of the Code, United States Holders whose "functional currency" is other than the United States dollar, persons required to recognize income for U.S. federal income tax purposes no later than when such income is reported on an "applicable financial statement", persons subject to the "base erosion and anti-avoidance" tax, or holders subject to the alternative minimum tax, each of which may be subject to special rules. In addition, this discussion is limited to persons who hold common shares that are listed on the NASDAQ as "capital assets" (generally, property held for investment) within the meaning of Code Section 1221. This summary does not contain a detailed description of all the United States federal income tax consequences to United States Holders in light of their particular circumstances and does not address the Medicare tax on net investment income, or the effects of any state, local or non-United States tax laws. You are encouraged to consult your own tax advisor concerning the overall tax consequences arising in your own particular situation under United States federal, state, local or foreign law of the ownership of common shares.

As used herein, the term "United States Holder" means a beneficial owner of common shares that is a (i) United States individual citizen or resident, (ii) United States corporation or other United States entity taxable as a corporation, (iii) estate, the income of which is subject to United States federal income taxation regardless of its source, or (iv) trust if a court within the United States is able to exercise primary jurisdiction over the administration of the trust and one or more United States persons have the authority to control all substantial decisions of the trust or (b) the trust has in effect a valid election to be treated as a United States person for U.S. federal income tax purposes.

If a partnership holds common shares, the tax treatment of a partner will generally depend upon the status of the partner and upon the activities of the partnership. If you are a partner in a partnership holding common shares, you are encouraged to consult your own tax advisor regarding the United States federal income tax consequences of owning an interest in a partnership that holds common shares.

Distributions

Subject to the discussion of passive foreign investment companies below, any distributions made by us with respect to common shares to a United States Holder will generally constitute dividends, which may be taxable as ordinary income or "qualified dividend income" as described in more detail below, to the extent of our current or accumulated earnings and profits, as determined under United States federal income tax principles. Distributions in excess of our earnings and profits will be treated first as a non-taxable return of capital to the extent of the United States Holder's tax basis in its common shares on a dollar-for-dollar basis and thereafter as capital gain. Because we are not a United States corporation, United States Holders that are corporations will not generally be entitled to claim a dividends-received deduction with respect to any distributions they receive from us.

Dividends paid on common shares to a United States Holder which is an individual, trust or estate (a "United States Non-Corporate Holder") will generally be treated as "qualified dividend income" that is taxable to such shareholder at preferential United States federal income tax rates provided that (1) common shares are readily tradable on an established securities market in the United States (such as the NASDAQ on which the common shares are listed); (2) we are not a passive foreign investment company for the taxable year during which the dividend is paid or the immediately preceding taxable year (which we do not believe we are, have been since the beginning of our 2004 taxable year, or will be); (3) the United States Non-Corporate Holder has owned common shares for more than 60 days in the 121-day period beginning 60 days before the date on which the common shares become ex-dividend; and (4) certain other requirements are met. Any dividends paid by us which are not eligible for these preferential rates will be taxed as ordinary income to a United States Holder.

If we pay an "extraordinary dividend" on our common shares (generally, a dividend in an amount which is equal to or in excess of 10% of a shareholder's adjusted tax basis (or fair market value in certain circumstances) in the common shares) that is treated

as "qualified dividend income," then any loss derived by a United States Individual Holder from the sale or exchange of such common shares will be treated as long-term capital loss to the extent of such dividend.

Sale, Exchange or other Disposition of Our Common Shares

Assuming we do not constitute a passive foreign investment company for any taxable year, a United States Holder generally will recognize taxable gain or loss upon a sale, exchange or other disposition of our common shares in an amount equal to the difference between the amount realized by the United States Holder from such sale, exchange or other disposition and the United States Holder's tax basis in the common shares. Such gain or loss will be capital gain or loss and will be treated as long-term capital gain or loss if the United States Holder's holding period in the common shares is greater than one year at the time of the sale, exchange or other disposition. Long-term capital gains of a United States Non-Corporate Holder are taxable at preferential United States federal income tax rates. A United States Holder's ability to deduct capital losses is subject to certain limitations.

Special rules may apply to a United States Holder who purchased shares before 2004 and did not make a timely QEF election or a mark-to-market election (as discussed below). Such United States Holders are encouraged to consult their tax advisors regarding the United States federal income tax consequences to them of the disposal of our common shares.

Passive Foreign Investment Company Status and Significant Tax Consequences

Special United States federal income tax rules apply to a United States Holder that holds stock in a foreign corporation classified as a PFIC, for United States federal income tax purposes. In general, we will be treated as a PFIC with respect to a United States Holder if, for any taxable year in which such holder held our common shares, either;

- at least 75% of our gross income for such taxable year consists of passive income (e.g., dividends, interest, capital gains and rents derived other than in the active conduct of a rental business); or
- at least 50% of the average value of the assets held by us during such taxable year produce, or are held for the production of, passive income.

For purposes of determining whether we are a PFIC, we will be treated as earning and owning its proportionate share of the income and assets, respectively, of any of its subsidiary corporations in which it owns at least 25% of the value of the subsidiary's stock. Income earned, or deemed earned, by us in connection with the performance of services would not constitute passive income. By contrast, rental income would generally constitute "passive income" unless we are treated under specific rules as deriving its rental income in the active conduct of a trade or business.

We were a PFIC for United States federal income tax purposes through our 2003 taxable year. United States Holders who held our common shares prior to the 2004 taxable year are encouraged to consult their tax advisors regarding the proper tax treatment of any dispositions of common shares and any distributions by us.

Based on our past and current operations and future projections, we do not believe that we were, are or will be a PFIC with respect to any taxable year, other than the taxable years ending prior to its 2004 taxable year. Our belief is based principally on the position that, for purposes of determining whether we are a PFIC, the gross income we derive or are deemed to derive from the time chartering and voyage chartering activities should constitute services income, rather than rental income. Correspondingly, we believe that such income does not constitute passive income, and the assets that we or our wholly-owned subsidiaries own and operate in connection with the production of such income, in particular, the vessels, do not constitute assets that produce, or are held for the production of, passive income for purposes of determining whether we are a PFIC.

Although there is no direct legal authority under the PFIC rules, we believe that there is substantial legal authority supporting our position consisting of case law and the IRS pronouncements concerning the characterization of income derived from time charters and voyage charters as services income for other tax purposes. However, there is also authority which characterizes time charter income as rental income rather than services income for other tax purposes. Accordingly, in the absence of any legal authority specifically relating to the Code provisions governing PFICs, the IRS or a court could disagree with our position. In addition, although we intend to conduct our affairs in such a manner as to avoid being classified as a PFIC with respect to any taxable year, there can be no assurance that the nature of our operations will not change in the future.

As discussed more fully below, if we were to be treated as a PFIC for any taxable year, a United States Holder would be subject to different taxation rules depending on whether the United States Holder makes an election to treat us as a "Qualified Electing

Fund", which is referred to herein as a "QEF election". As an alternative to making a QEF election, a United States Holder should be able to elect to mark-to-market our common shares, which is referred to herein as a "Mark-to-Market election."

Taxation of United States Holders Making a Timely QEF Election

If a United States Holder makes a timely QEF election, which United States Holder is referred to herein as an "Electing United States Holder", the Electing United States Holder must report each year for United States federal income tax purposes its pro rata share of our ordinary earnings and our net capital gain, if any, for our taxable year that ends with or within the taxable year of the Electing United States Holder, regardless of whether or not distributions were received from us by the Electing United States Holder. The Electing United States Holder's adjusted tax basis in the common shares will be increased to reflect taxed but undistributed earnings and profits. Distributions of earnings and profits that had been previously taxed will result in a corresponding reduction in the adjusted tax basis in the common shares and will not be taxed again once distributed. An Electing United States Holder would generally recognize capital gain or loss on the sale, exchange or other disposition of the common shares. A United States Holder will be eligible to make a QEF election with respect to its common shares only if we provide the United States Holder with annual tax information relating to us. There can be no assurance that we will provide such tax information on an annual basis.

Taxation of United States Holders Making a "Mark-to-Market" Election

Alternatively, if we were to be treated as a PFIC for any taxable year and, as anticipated, the common shares are treated as "marketable stock", a United States Holder would be allowed to make a Mark-to-Market election with respect to our common shares. If that election is made, the United States Holder generally would include as ordinary income in each taxable year that we are a PFIC the excess, if any, of the fair market value of the common shares at the end of the taxable year over such holder's adjusted tax basis in the common shares. The United States Holder would also be permitted an ordinary loss for each such tax year in respect of the excess, if any, of the United States Holder's adjusted tax basis in the common shares over its fair market value at the end of the taxable year, but only to the extent of the net amount previously included in income as a result of the Mark-to-Market election. A United States Holder's tax basis in its common shares would be adjusted to reflect any such income or loss amount. In any taxable year that we are a PFIC, gain realized on the sale, exchange or other disposition of the common shares would be treated as ordinary income, and any loss realized on the sale, exchange or other disposition of the common shares would be treated as ordinary loss to the extent that such loss does not exceed the net mark-to-market gains previously included by the United States Holder.

Taxation of United States Holders Not Making a Timely QEF or Mark-to-Market Election

Finally, if we were to be treated as a PFIC for any taxable year, a United States Holder who does not make either a QEF election or a Mark-to-Market election for that year, who is referred to herein as a "Non-Electing United States Holder", would be subject to special rules with respect to (1) any excess distribution (i.e., the portion of any distributions received by the Non-Electing United States Holder on the common shares in a taxable year in excess of 125% of the average annual distributions received by the Non-Electing United States Holder in the three preceding taxable years, or, if shorter, the Non-Electing United States Holder's holding period for the common shares), and (2) any gain realized on the sale, exchange or other disposition of the common shares. Under these special rules:

- the excess distribution or gain would be allocated ratably over the Non-Electing United States Holders' aggregate holding period for the common shares;
- the amount allocated to the current taxable year and any taxable years before we became a PFIC would be taxed as ordinary income; and
- the amount allocated to each of the other taxable years would be subject to tax at the highest rate of tax in effect for the applicable class of taxpayer for that year, and an interest charge for the deemed tax deferral benefit would be imposed with respect to the resulting tax attributable to each such other taxable year.

These penalties would not apply to a pension or profit sharing trust or other tax-exempt organization that did not borrow funds or otherwise utilize leverage in connection with its acquisition of the common shares. If a Non-Electing United States Holder who is an individual dies while owning the common shares, the successor of such deceased Non-Electing United States Holder generally would not receive a step-up in tax basis with respect to such stock.

PFIC Annual Filing Requirements

If we were to be treated as a PFIC, a United States Holder will generally be required to file an information return on an IRS Form 8621 with respect to its ownership of our common stock.

United States Federal Income Taxation of "Non-U.S. Holders"

A beneficial owner of our common shares that is not a United States Holder (and not an entity treated as a partnership) is referred to herein as a "Non-U.S. Holder". If you are a partner in a partnership (or an entity or arrangement treated as a partnership for United States federal income tax purposes) holding common shares, you should consult your own tax advisor regarding the tax consequences to you of the partnership's ownership of common shares.

Distributions

Distributions we pay to a Non-U.S. Holder will not be subject to United States federal income tax or withholding tax if the Non-U.S. Holder is not engaged in a United States trade or business. If the Non-U.S. Holder is engaged in a United States trade or business, our distributions will generally be subject to United States federal income tax, on a net income basis at the regular graduated rates, to the extent they constitute income effectively connected with the Non-U.S. Holder's United States trade or business. However, distributions paid to a Non-U.S. Holder that is engaged in a trade or business may be exempt from taxation under an income tax treaty if the income arising from the distribution is not attributable to a United States permanent establishment maintained by the Non-U.S. Holder. A Non-U.S. Holder that is a corporation also may be subject to a branch profits tax at a rate of 30% (or such lower rate specified by an applicable income tax treaty) on such effectively connected dividends, as adjusted for certain items.

Sale, Exchange or Other Disposition of Common Shares

Non-U.S. Holders will generally not be subject to U.S. federal income tax or withholding tax on any gain realized upon the sale, exchange or other disposition of our common shares unless: (i) the gain is "effectively connected" with the Non-U.S. Holder's conduct of a trade or business in the United States or, if the Non-U.S. Holder is entitled to the benefits of an applicable U.S. income tax treaty with respect to that gain, that gain is attributable to a permanent establishment maintained by the Non-U.S. Holder in the United States or (ii) the Non-U.S. Holder is an individual who is present in the United States for 183 days or more during the taxable year of disposition and other conditions are met.

If the Non-U.S. Holder is engaged in a U.S. trade or business for U.S. federal income tax purposes, the income from the common shares, including dividends on the underlying common shares and the gain from the sale, exchange or other disposition of the common shares that is "effectively connected" with the conduct of that U.S. trade or business, will generally be subject to U.S. federal income tax in the same manner as discussed in the previous section relating to the U.S. federal income taxation of United States Holders. In addition, in the case of a corporate Non-U.S. Holder, such Non-U.S. Holder's earnings and profits that are attributable to the "effectively connected" income, subject to certain adjustments, may be subject to an additional U.S. federal branch profits tax at a rate of 30% or at a lower rate as may be specified by an applicable U.S. income tax treaty.

Backup Withholding and Information Reporting

In general, dividend payments, or other taxable distributions, made within the United States to a holder of common shares will be subject to information reporting requirements. Such payments will also be subject to "backup withholding" if paid to a non-corporate United States Holder who:

- fails to provide an accurate taxpayer identification number;
- is notified by the IRS that he has failed to report all interest or dividends required to be shown on his United States federal income tax returns; or
- in certain circumstances, fails to comply with applicable certification requirements.

If a holder sells his common shares to or through a United States office of a broker, the payment of the proceeds is subject to both United States information reporting and backup withholding unless the holder establishes an exemption. If a holder sells his common shares through a non-United States office of a non-United States broker and the sales proceeds are paid to the holder outside the United States, then information reporting and backup withholding generally will not apply to that payment. However, United States information reporting requirements, but not backup withholding, will apply to a payment of sales proceeds, including a payment made to a holder outside the United States, if the holder sells his common shares through a non-United States office of a broker that is a United States person or has some other contacts with the United States, unless the broker has documentary evidence in its records that the holder is not a United States person and certain other conditions are met, or the holder otherwise establishes an exemption.

Non-U.S. Holders may be required to establish their exemption from information reporting and backup withholding by certifying their status on an applicable IRS Form W-8.

Backup withholding is not an additional tax. Rather, a taxpayer generally may obtain a refund of any amounts withheld under backup withholding rules that exceed the taxpayer's income tax liability by filing a refund claim with the IRS.

Other U.S. Information Reporting Obligations

Individuals who are United States Holders (and to the extent specified in applicable Treasury Regulations, certain United States entities) who hold "specified foreign financial assets" (as defined in Section 6038D of the Code) are required to file IRS Form 8938 with information relating to the asset for each taxable year in which the aggregate value of all such assets exceeds \$75,000 at any time during the taxable year or \$50,000 on the last day of the taxable year (or such higher dollar amount as prescribed by applicable Treasury Regulations). Specified foreign financial assets would include, among other assets, the common shares, unless the common shares are held through an account maintained with a United States financial institution. Substantial penalties apply to any failure to timely file IRS Form 8938, unless the failure is shown to be due to reasonable cause and not due to willful neglect. Additionally, in the event an individual United States Holder (and to the extent specified in applicable Treasury Regulations a United States entity) that is required to file IRS Form 8938 does not file such form, the statute of limitations on the assessment and collection of United States federal income taxes of such holder for the related tax year may not close until three years after the date that the required information is filed. United States Holders (including United States entities) are encouraged consult their own tax advisors regarding their reporting obligations under this legislation.

Bermuda Taxation

As of the date of this annual report, we are not subject to taxation under the laws of Bermuda and distributions to us by our subsidiaries also are not subject to any Bermuda tax. As of the date of this document, there is no Bermuda income, corporation or profits tax, withholding tax, capital gains tax, capital transfer tax, estate duty or inheritance tax payable by non-residents of Bermuda in respect of capital gains realized on a disposition of the Company's common shares or in respect of distributions by us with respect to the Company's common shares. This does not, however, apply to the taxation of persons ordinarily resident in Bermuda. Bermuda holders should consult their own tax advisors regarding possible Bermuda taxes with respect to dispositions of, and distributions on, the Company's common shares.

The Minister of Finance in Bermuda has granted the Company a tax exempt status until March 31, 2035, under which no income taxes or other taxes (other than duty on goods imported into Bermuda and payroll tax in respect of any Bermuda-resident employees) are payable by us in Bermuda. If the Minister of Finance in Bermuda does not grant a new exemption or extend the current tax exemption, and if the Bermudian Parliament passes legislation imposing taxes on exempted companies, we may become subject to taxation in Bermuda after March 31, 2035.

Currently, there are no withholding taxes payable in Bermuda on dividends distributed by us to our shareholders.

Liberian Taxation

Under the Consolidated Tax Amendments Act of 2010, our Liberian subsidiaries should be considered non-resident Liberian corporations which are wholly exempted from Liberian taxation effective as of 1977.

F. DIVIDENDS AND PAYING AGENTS

Not applicable.

G. STATEMENT BY EXPERTS

Not applicable.

H. DOCUMENTS ON DISPLAY

We are subject to the informational requirements of the Exchange Act. In accordance with these requirements, we file reports and other information with the Commission. These materials, including this annual report and the accompanying exhibits, are available at <http://www.sec.gov>. In addition, documents referred to in this annual report may be inspected at our principal executive offices at Par-la-Ville Place, 14 Par-la-Ville Road, Hamilton, Bermuda HM 08. Our filings are also available on our website at <https://www.goldenocean.bm/>. The information on our website, however, is not, and should not be deemed to be a

part of this annual report. You may also obtain copies of the incorporated documents, without charge, upon written request to ir@goldenocean.no.

I. SUBSIDIARY INFORMATION

Not applicable.

J. ANNUAL REPORT TO SECURITY HOLDERS

Not applicable.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We interpret market risk as the risk arising from fluctuations in interest rates, foreign currency exchange rates, commodity prices and other factors affecting the rate, index or price of an underlying financial instrument.

Interest Rate Risk

We are exposed to interest rate fluctuations primarily due to our floating interest rate bearing long-term debt. The international dry bulk industry is a capital-intensive industry, which requires significant amounts of financing, typically provided in the form of secured long-term debt. Our current bank financing agreements bear floating interest rates, typically three-month USD LIBOR. Significant adverse fluctuations in floating interest rates could adversely affect our operating and financial performance and our ability to service our debt.

From time to time, we may take positions in interest rate derivative contracts to manage the risk associated with fluctuations in interest payments resulting from fluctuations of the underlying floating interest rates of our long-term debt. Adverse fluctuations in floating interest rates could adversely affect our free cash position as we may be required to secure cash as collateral, under our interest rate derivative contracts.

We are exposed to credit risk in the event of non-performance by the counterparties of our interest rate derivative contracts. In order to mitigate the credit risk, we enter into derivative transactions with counterparties, usually well-established banks, which have reliable credit ratings. The possibility of a counterparty contractual non-performance event to materialize is considered remote and hence, the credit risk is considered minimal.

Our variable rate borrowings as of December 31, 2022 amounted to \$1,120.9 million compared to \$1,262.3 million as of December 31, 2021 and bear interest at LIBOR/SOFR plus a margin.

Interest Rate Swap Agreements

Our swaps are intended to reduce the risk associated with fluctuations in interest rates payments whereby and as of December 31, 2022, the floating rate on a total notional principal amount of \$500 million (December 31, 2021: \$500 million) was swapped to fixed rate.

As at December 31, 2022, a notional principal amount of \$400 million, with LIBOR as reference rate, had a weighted average fixed interest rate of 1.80%. In addition, as at December 31, 2022, a notional principal amount of \$100 million, with SOFR as reference rate, had a weighted average fixed interest rate of 1.97%. As at December 31, 2021, a notional amount of \$500 million, with LIBOR as reference rate, had a weighted average fixed interest rate of 1.81%.

As at December 31, 2022 and 2021, the carrying value of the derivatives which represents their fair value is as follows:

| <i>(in thousands of \$)</i> | 2022 | 2021 |
|---|--------|--------|
| Interest rate swaps - asset positions | 32,858 | 2,608 |
| Interest rate swaps - liability positions | — | 10,364 |

During 2022, we recorded a net gain on interest rate swaps of \$40.1 million in the consolidated statement of operations, which resulted from unrealized gain of \$40.6 million (change in fair value), partially offset by realized loss (interest expense) of \$0.5 million. During 2021, we recorded a net gain on interest rate swaps of \$11.5 million in the consolidated statements of operations, which resulted from unrealized gain of \$19.8 million (change in the fair value), partially offset by realized loss (interest expense) of \$8.3 million.

As at December 31, 2022, our estimated interest expense until the maturity of our floating-rate long-term debt based on the applicable three-month USD LIBOR plus the relevant margin of applicable to each of our floating-rate credit facilities is tabled below. The table below also sets forth the sensitivity of our estimated interest expense to a 100 basis point increase in the applicable three-month USD LIBOR.

(in thousands of \$)

| | Estimated interest expense | Estimated interest expense - increase of 100 basis points in floating rate | Sensitivity |
|------------|----------------------------|--|---------------|
| 2023 | 76,970 | 88,087 | 11,117 |
| 2024 | 55,967 | 65,492 | 9,525 |
| 2025 | 39,466 | 46,698 | 7,232 |
| 2026 | 24,350 | 28,928 | 4,578 |
| 2027 | 15,028 | 17,826 | 2,798 |
| Thereafter | 7,486 | 8,853 | 1,367 |
| | 219,267 | 255,884 | 36,617 |

Foreign Currency Risk

The majority of our transactions, assets and liabilities are denominated in United States dollars, our functional currency. However, we incur expenditure in currencies other than the functional currency, mainly in Norwegian kroner and Singapore dollars. There is a risk that currency fluctuations in transactions incurred in currencies other than the functional currency will have a negative effect of the value of our cash flows. We may enter into foreign currency swaps to mitigate such risk exposures. The counterparties to such contracts are major banking and financial institutions. Credit risk exists to the extent that the counterparties are unable to perform under the contracts but this risk is considered remote as the counterparties are, in our opinion, well established banks.

Foreign currency Swap Agreements

As of December 31, 2022, we had contracts to swap USD to NOK for a notional amount of \$0.2 million. As of December 31, 2021, we had contracts to swap USD to NOK for a notional amount of \$2.4 million. As of December 31, 2022, the fair value of our swaps was a liability of \$10 thousand (2021: receivable of \$0.1 million). In 2022, we recorded total net loss on our foreign currency swaps of \$0.1 million (2021: loss of \$0.2 million).

Inflation

Inflation has only had a moderate effect on our expenses given current economic conditions. Significant global inflationary pressures (such as the war between Russia and the Ukraine) increase operating, voyage, general and administrative, and financing costs. Historically, shipping companies are accustomed to navigating in shipping downturns, coping with inflationary pressures and monitoring costs to preserve the liquidity, as they typically encourage suppliers and service providers to lower rates and prices.

Please refer to “Commodity Price Risk” section below for a description of effects on our voyage expenses through increase in fuel prices.

Except from commodity prices, other inflationary effects were so far immaterial in the period ended December 31, 2022. In particular, we have observed inflation affecting ship operating expenses, such as spares freight, services and flight tickets for crew; however, these effects were not material in comparison to our total ship operating expenses (travel expenses and freight of spares were estimated to be \$4.2 and \$1.4 million more expensive due to inflation in 2022).

The impact that inflation will have on our future financial and operational results, which could be material, will depend on the duration and severity of the Russo-Ukrainian War and the overall macroeconomic situation. For 2023 we expect an increase in crew expenses of up to 6%, due to Russian seafarers no longer being present in the global pool, which decreases the overall number of seafarers in the world. There will, therefore, be an increased demand for qualified crew, and this has and will continue to put inflationary pressure on crew costs. In addition, it is anticipated that insurance costs, which have risen over the last three years, will increase by 5% to 10% in 2023. Further, to stay compliant with environmental requirements, we expect to incur additional drydock costs per vessel of up to 20% in 2023 (for cargo hold maintenance and hull/cargo sand blasting and painting).

Commodity Price Risk

Fuel costs represent the largest component of our voyage expenses. An increase in the price of fuel may adversely affect our profitability if these increases cannot be passed onto customers. The price and supply of fuel is unpredictable and fluctuates as a

result of events outside our control, including geo-political developments, supply and demand for oil and gas, actions by members of OPEC and other oil and gas producers, war and unrest in oil producing countries and regions, regional production patterns and environmental concerns and regulations.

In 2022, we have seen a significant increase in fuel prices. Please refer to “Results of Operations” for more details on how this increase affected our operations. It should be noted that the negative effect of increase in fuel prices was partially absorbed by the improved achieved contracts rates in the year ended December 31, 2022.

Bunker Swap Agreements

From time to time we may enter into contracts of affreightment and time charter contracts with fixed bunker prices on redelivery. We are exposed to fluctuations in bunker prices, when the contracts of affreightment and time charter contracts are based on an assumed bunker price for the trade. There is no guarantee that a bunker swap agreement removes all the risk from the bunker exposure, due to possible differences in location and timing of the bunkering between the physical and financial position. The counterparties to such contracts are major banking and financial institutions, and fuel suppliers. Credit risk exists to the extent that the counterparties are unable to perform under the contracts but this risk is considered remote as the counterparties are, in our opinion, usually well-established banks or other well-known institutions in the market.

As of December 31, 2022, we had outstanding bunker swap agreements for about \$26.8 thousand metric tonnes (December 31, 2021: no outstanding bunker swap agreements). As of December 31, 2022, the fair value of our bunker swaps was a receivable of \$0.3 million and a payable of \$1.3 million. In 2022, we recorded a total net gain on our bunker swaps of \$0.5 million. In 2021, we recorded total net gain on our bunker swaps of \$0.2 million.

Spot Market Rate Risk

The cyclical nature of the dry bulk shipping industry causes significant increases or decreases in the revenue that we earn from our vessels, particularly those vessels that operate in the spot market.

Forward Freight Agreements

We take positions from time to time in the freight forward market, either as a hedge to a physical contract or as a speculative position. All such contracts include a margin maintenance requirement based on marking the contract to market and are fully settled in cash through what we consider reputable clearing houses on a daily basis, as such there are no balances relating to FFAs on the Consolidated Balance Sheets. Generally, freight derivatives may be used to hedge a vessel owner’s exposure to the charter market for a specified route and period of time. By taking positions in FFA or other derivative instruments, we could suffer losses in the settling or termination of these agreements. This could adversely affect our results of operation and cash flow.

In 2022, we recorded a net loss on our portfolio of FFA of \$0.6 million (2021: net gain of \$19.0 million).

Please see Note 28, "Financial Assets and Liabilities", to our Consolidated Financial Statements included herein for additional information on our financial instruments.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Not applicable.

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

None.

ITEM 15. CONTROLS AND PROCEDURES

a) Disclosure Controls and Procedures

Management assessed the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rule 13a-15(e) of the Securities Exchange Act of 1934, as of the end of the period covered by this annual report as of December 31, 2022. Based upon that evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures are effective as of the evaluation date.

b) Management's annual report on internal control over financial reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) promulgated under the Securities Exchange Act of 1934.

Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Securities Exchange Act of 1934 as a process designed by, or under the supervision of, our principal executive and principal financial officers and effected by our Board, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of the Company's management and directors; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management conducted the evaluation of the effectiveness of the Company's internal controls over financial reporting using the control criteria framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in its report entitled Internal Control-Integrated Framework (2013).

Our management with the participation of our principal executive officer and principal financial officer assessed the effectiveness of the design and operation of our internal controls over financial reporting pursuant to Rule 13a-15 of the Securities Exchange Act of 1934, as of December 31, 2022. Based upon that evaluation, our management with the participation of our principal executive officer and principal financial officer concluded that our internal controls over financial reporting are effective as of December 31, 2022.

The effectiveness of our internal control over financial reporting as of December 31, 2022 has been audited by PricewaterhouseCoopers AS, an independent registered public accounting firm, as stated in their report which appears herein.

c) Attestation report of the registered public accounting firm

The independent registered public accounting firm that audited the consolidated financial statements, PricewaterhouseCoopers AS, has issued an attestation report on the effectiveness of the Company's internal control over financial reporting as of December 31, 2022, appearing under Item 18, and such report is incorporated herein by reference.

d) Changes in internal control over financial reporting

There were no changes in our internal controls over financial reporting that occurred during the period covered by this annual report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 16. [Reserved]

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

The Board has determined that Mr. O'Shaughnessy, who is an independent director, is our audit committee's financial expert.

ITEM 16B. CODE OF ETHICS

We have adopted a code of ethics that applies to all entities controlled by us and all of our employees, directors, officers and agents. We have posted a copy of our code of ethics, as well as waivers to our code of ethics, if any, on our website at www.goldenocean.bm. We will provide any person, free of charge, a copy of our code of ethics upon written request to our registered office.

ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Our principal accountant for 2022 and 2021 was PricewaterhouseCoopers AS (PCAOB ID 01318). The following table sets forth for the two most recent fiscal years the fees paid or accrued for audit and services provided by PricewaterhouseCoopers AS.

| <i>(in thousands of \$)</i> | 2022 | 2021 |
|-----------------------------|-------------|------|
| Audit Fees (a) | 856 | 764 |
| Audit-Related Fees (b) | 68 | 36 |
| Tax Fees (c) | — | — |
| All Other Fees (d) | — | — |
| Total | 924 | 800 |

(a) Audit Fees

Audit fees represent professional services rendered for the audit of our annual financial statements and services provided by the principal accountant in connection with statutory and regulatory filings or engagements.

(b) Audit-Related Fees

Audit-related fees consisted of assurance and related services rendered by the principal accountant related to the performance of the audit or review of our financial statements which have not been reported under Audit Fees above.

(c) Tax Fees

Tax fees represent fees for professional services rendered by the principal accountant for tax compliance, tax advice and tax planning.

(d) All Other Fees

All other fees include services other than audit fees, audit-related fees and tax fees set forth above.

Our Board has adopted pre-approval policies and procedures in compliance with paragraph (c)(7)(i) of Rule 2-01 of Regulation S-X that require the Board to approve the appointment of our independent auditor before such auditor is engaged and approve each of the audit and non-audit related services to be provided to us by such auditor under such engagement. All services provided by the principal auditor in 2022 and 2021 were approved by our Board pursuant to the pre-approval policy.

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

Not applicable.

ITEM 16E. PURCHASE OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

On October 4, 2022, we introduced a share buy-back program (the “2022 share buy-back program”) of up to \$100.0 million to purchase up to an aggregate of 10,000,000 of our common shares for a period up to 12 months. In 2022, we acquired a total of 400,000 shares under the 2022 share buy-back program. The shares were acquired on the OSE and on the NASDAQ at an aggregate purchase price of \$3.3 million. As of the date of this annual report, we have bought back an aggregate of 462,085 shares pursuant to the 2022 share buy-back program and hold 767,085 treasury shares.

The below table presents a summary of the common shares repurchased by the Company under the 2022 share buy-back program as of the date of this annual report.

| Period | Issuer Purchases of Equity Securities | | | | (c) Total Number of Common Shares Purchased as Part of Publicly Announced Plans or Program | (d) Maximum Number (or Approximate Dollar Value) of Common Shares that May Yet Be Purchased Under the Plans or Programs (1) |
|--------------------------------------|---|---------|---|-----------------|--|---|
| | (a) Total Number of Common Shares Purchased | | (b) Average Price Paid per Common Share | | | |
| | OSE | NASDAQ | OSE (in NOK) | NASDAQ (in USD) | | |
| October 1, 2022 – October 31, 2022 | — | — | — | — | — | — |
| November 1, 2022 – November 30, 2022 | — | — | — | — | — | — |
| December 1, 2022 – December 31, 2022 | 150,000 | 250,000 | 80.39 | 8.20 | 400,000 | 9,600,000 |
| January 1, 2023 – January 31, 2023 | 62,085 | — | 80.69 | — | 62,085 | 9,537,915 |
| February 1, 2023 – February 28, 2023 | — | — | — | — | — | — |
| March 1, 2023 – March 16, 2023 | — | — | — | — | — | — |
| Total | 462,085 | | 8.48 | 8.20 | 462,085 | 9,537,915 |

(1) On October 4, 2022, the Company announced the 2022 share buy-back program of up to \$100.0 million to purchase up to an aggregate of 10,000,000 of our common shares for a period up to 12 months. The specific timing and amounts of the repurchases will be in the sole discretion of the Company and may vary based on market conditions and other factors. We are not obligated under the terms of the program to repurchase any of our common shares.

See Note 25, "Share Capital, Treasury Shares and Dividends", to our audited Consolidated Financial Statements included herein for more information.

ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

Not applicable.

ITEM 16G. CORPORATE GOVERNANCE

Pursuant to the NASDAQ listing standards available to foreign private issuers, we are not required to comply with all of the corporate governance practices followed by U.S. companies under the NASDAQ listing standards. The significant differences between our corporate governance practices and the NASDAQ standards applicable to listed U.S. companies are set forth below.

Independence of Directors. NASDAQ requires that a U.S. listed company maintain a majority of independent directors. We are exempt from certain NASDAQ requirements regarding independence of directors. Consistent with Bermuda law, our board of

directors is not required to be composed of a majority of independent directors. Our Board is currently comprised of five directors, three of whom are independent, including Ola Lorentzon, James O'Shaughnessy and Bjorn Tore Larsen.

Executive Sessions. NASDAQ requires that independent directors meet regularly in executive sessions at which only independent directors are present. We intend to hold executive sessions at which only independent directors are present at least twice a year.

Nomination of Directors. NASDAQ requires that independent directors select or recommend nominees for directors. As permitted under Bermuda law and our Second Amended and Restated Bye-Laws, we do not currently require that independent directors select or recommend nominees for directors. Our Board, consisting of both independent and non-independent directors, is responsible for identifying and recommending potential candidates to become board members and recommending directors for appointment to board committees.

Audit Committee. NASDAQ requires, among other things, that a listed U.S. company have an audit committee consisting solely of independent directors who also satisfy the requirements of SEC Rule 10A-3 and who can read and understand fundamental financial statements. NASDAQ also requires that the audit committee have at least three members. As permitted under Bermuda law and our Second Amended and Restated Bye-Laws, our audit committee consists of two members who currently meet the independence requirements of SEC Rule 10A-3.

Compensation Committee. NASDAQ requires that a listed U.S. company have a compensation committee composed solely of independent directors and having at least two members. NASDAQ requires that the compensation committee must determine, or recommend to the full board for determination, the compensation of the chief executive officer and all other executive officers. As permitted under Bermuda law and our Second Amended and Restated Bye-Laws, we do not currently have a compensation committee and compensation of executive officers is not required to be determined by a committee composed of independent members.

Related Party Transactions. NASDAQ requires that a listed U.S. company conduct appropriate review and oversight of all related party transactions for potential conflict of interest situations on an ongoing basis by the company's audit committee or another independent body of the Board. As permitted under Bermuda law and our Second Amended and Restated Bye-Laws, our directors are not prohibited from being a party to, or otherwise interested in, any transaction or arrangement with us or in which we are otherwise interested, provided that the director makes proper disclosure of same as required by our Second Amended and Restated Bye-Laws and Bermuda law.

Proxy Materials. NASDAQ requires that a listed U.S. company solicit proxies and provide proxy statements for all shareholder meetings. Such company must also provide copies of its proxy solicitation to NASDAQ. As permitted under Bermuda law and our Second Amended and Restated Bye-Laws, we do not currently solicit proxies or provide proxy materials to NASDAQ. Our Second Amended and Restated Bye-Laws also require that we notify our shareholders of meetings no less than five (5) days before the meeting.

Share Issuance. In lieu of obtaining shareholder approval prior to the issuance of securities or the adoption of equity compensation plans or material amendments to such equity compensation plans, consistent with Bermuda law and our Second Amended and Restated Bye-Laws, our Board approves share issuances and the adoption of and material amendments to equity compensation plans.

Quorum. NASDAQ rules provide that the minimum quorum requirement for a meeting of shareholders is 33 1/3% of the outstanding common shares. The Company follows applicable Bermuda laws with respect to quorum requirements. The Company's quorum requirement is set forth in its Second Amended and Restated Bye-Laws, which provide that a quorum for the transaction of business at any meeting of shareholders is two or more shareholders either present in person or by proxy throughout the meeting. If we only have one shareholder, then one shareholder present in person or proxy shall constitute the necessary quorum.

ITEM 16H. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 16I. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

ITEM 17. FINANCIAL STATEMENTS

Not applicable.

ITEM 18. FINANCIAL STATEMENTS

The following financial statements listed below and set forth on pages F-1 through F-44 are filed as part of this annual report:

Consolidated Financial Statements of Golden Ocean Group Limited

| | |
|---|------|
| Index to Consolidated Financial Statements of Golden Ocean Group Limited | F-1 |
| Report of Independent Registered Public Accounting Firm | F-2 |
| Consolidated Statements of Operations for the years ended December 31, 2022, 2021 and 2020 | F-4 |
| Consolidated Balance Sheets as of December 31, 2022 and 2021 | F-5 |
| Consolidated Statements of Cash Flows for the years ended December 31, 2022, 2021 and 2020 | F-7 |
| Consolidated Statements of Changes in Equity for the years ended December 31, 2022, 2021 and 2020 | F-9 |
| Notes to Consolidated Financial Statements | F-10 |

ITEM 19. EXHIBITS

| Number | Description of Exhibit |
|----------------------|---|
| 1.1 | Memorandum of Association (1) |
| 1.2 | Certificate of Name Change (2) |
| 1.3 | Certificate of Change of Share Capital (2) |
| 1.4 | Amended and Restated Bye-Laws (2) |
| 1.5 | Second Amended and Restated Bye-Laws |
| 2.1 | Form of Common Share Certificate (3) |
| 2.2 | Description of Securities (5) |
| 4.1 | 2016 Share Option Scheme (4) |
| 8.1 | Significant Subsidiaries |
| 12.1 | Certification of the Principal Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended |
| 12.2 | Certification of the Principal Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended |
| 13.1 | Principal Executive Officer Certifications pursuant to 18 U.S.C. Section 1350 as adopted, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 13.2 | Principal Financial Officer Certifications pursuant to 18 U.S.C. Section 1350 as adopted, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 15.1 | Consent of Independent Registered Public Accounting Firm |

- (1) *Incorporated by reference from our Registration Statement on Form F-3 (File No. 333-164007) filed with the Commission on December 24, 2009.*
- (2) *Incorporated by reference from our Annual Report on Form 20-F filed with the Commission on April 29, 2015.*
- (3) *Incorporated by reference from Amendment No. 1 to our Registration Statement on Form 8-A filed with the Commission on August 1, 2016.*
- (4) *Incorporated by reference from our Annual Report on Form 20-F filed with the Commission on April 5, 2017.*
- (5) *Incorporated by reference from our Annual Report on Form 20-F filed with the Commission on March 12, 2020.*

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and has duly caused and authorized the undersigned to sign this annual report on its behalf.

GOLDEN OCEAN GROUP LIMITED

/s/ Peder Simonsen
Peder Simonsen
Principal Financial Officer

Dated: March 16, 2023

Consolidated Financial Statements of Golden Ocean Group Limited

| | |
|---|------|
| Report of Independent Registered Public Accounting Firm (PCAOB ID 01318) | F-2 |
| Consolidated Statements of Operations for the years ended December 31, 2022, 2021 and 2020 | F-4 |
| Consolidated Balance Sheets as of December 31, 2022 and 2021 | F-5 |
| Consolidated Statements of Cash Flows for the years ended December 31, 2022, 2021 and 2020 | F-7 |
| Consolidated Statements of Changes in Equity for the years ended December 31, 2022, 2021 and 2020 | F-9 |
| Notes to Consolidated Financial Statements | F-10 |

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Golden Ocean Group Limited

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Golden Ocean Group Limited and its subsidiaries (the “Company”) as of December 31, 2022 and 2021, and the related consolidated statements of operations, consolidated statements of cash flows and consolidated statements of changes in equity for each of the three years in the period ended December 31, 2022, including the related notes (collectively referred to as the “consolidated financial statements”). We also have audited the Company's internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Annual Report on Internal Control over Financial Reporting appearing under Item 15(b). Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Assessment of impairment indicators for owned vessels, newbuildings and right of use assets

As described in Notes 2, 10, 16, 17 and 18 to the consolidated financial statements, the Company's Vessels and equipment, net, Newbuildings, Finance leases, right of use assets, net, and Operating leases, right of use assets, net were USD 2,665,785 thousand, USD 91,898 thousand, USD 83,589 thousand and USD 15,646 thousand, respectively, as of December 31, 2022. Management reviews the carrying values of the vessels, newbuildings and right of use assets for potential impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may no longer be recoverable. Indicators of impairment are identified based on a combination of factors which includes significant management's judgments and assumptions such as development of second hand vessel values based on external appraisals of the ships, development of forward freight rates, spot rates and operating cash flows.

The principal considerations for our determination that performing procedures relating to the assessment of impairment indicators for owned vessels, newbuildings and right of use assets is a critical audit matter are that there was significant judgment by management when assessing the impairment indicators, which in turn led to a high degree of auditor judgment, effort and subjectivity in performing procedures and evaluating audit evidence obtained relating to management's significant assumptions, such as development of second hand vessel values based on external appraisals of the ships, development of forward freight rates, spot rates and operating cash flows.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to management's impairment indicator assessment for owned vessels, newbuildings and right of use assets including controls over development of second hand vessel values based on external appraisals of the ships, development of forward freight rates, spot rates and operating cash flows. These procedures also included, among others, testing management's process for assessing impairment indicators; testing the completeness, accuracy, and relevance of underlying data and evaluating the significant assumptions used by management. Evaluating management's assumptions related to development of second hand vessel values based on appraisals of the ships, development of forward freight rates, spot rates and operating cash flows involved (i) testing the assumptions used in the assessment to external data, (ii) evaluating management's assessment of the indicators and (iii) testing whether the assumptions were consistent with evidence obtained in other areas of the audit and third party industry information.

/s/ PricewaterhouseCoopers AS

Oslo, Norway

March 16, 2023

We have served as the Company's auditor since 2010.

Golden Ocean Group Limited
Consolidated Statements of Operations for the years ended December 31, 2022, 2021 and 2020
(in thousands of \$, except per share data)

| | 2022 | 2021 | 2020 |
|--|------------------|------------------|------------------|
| Operating revenues | | | |
| Time charter revenues (including related party amounts of \$2,033, \$13,281 and \$19,528 for the years ended December 31, 2022, 2021 and 2020 respectively) | 593,795 | 603,959 | 235,673 |
| Voyage charter revenues | 518,398 | 597,812 | 370,130 |
| Other revenues | 1,263 | 1,410 | 2,140 |
| Total operating revenues | 1,113,456 | 1,203,181 | 607,943 |
| Gain on sale of assets | 34,185 | 9,788 | — |
| Other operating income (expenses), net - related party | (413) | (2,008) | 2,965 |
| Operating expenses | | | |
| Voyage expenses and commissions | 278,550 | 252,865 | 194,544 |
| Ship operating expenses (including related party amounts of \$4,916, \$9,313 and \$11,574 for the years ended December 31, 2022, 2021 and 2020 respectively) | 225,971 | 208,894 | 191,235 |
| Charter hire expenses (including related party amounts of \$37,328, \$60,885 and \$63,468 for the years ended December 31, 2022, 2021 and 2020 respectively) | 57,406 | 89,559 | 66,812 |
| Administrative expenses | 20,375 | 18,149 | 13,722 |
| Impairment loss on vessels | — | 4,187 | 721 |
| Impairment loss on right of use assets | — | — | 94,233 |
| Depreciation | 129,839 | 123,699 | 111,303 |
| Total operating expenses | 712,141 | 697,353 | 672,570 |
| Net operating income (loss) | 435,087 | 513,608 | (61,662) |
| Other income (expenses) | | | |
| Interest income | 2,345 | 484 | 1,193 |
| Interest expense (including related party amounts of nil, \$3,395 and nil for the years ended December 31, 2022, 2021 and 2020 respectively) | (56,248) | (39,909) | (47,477) |
| Share of results of associated companies | 40,793 | 24,482 | (3,710) |
| Gain from disposal of associated companies | — | — | 2,570 |
| Gain (loss) on derivatives | 39,968 | 30,465 | (17,450) |
| Gain (loss) on marketable equity securities | 503 | (2,000) | (10,177) |
| Other financial items | (222) | 477 | (825) |
| Net other income (expenses) | 27,139 | 13,999 | (75,876) |
| Net income (loss) before income taxes | 462,226 | 527,607 | (137,538) |
| Income tax expense | 379 | 389 | 131 |
| Net income (loss) | 461,847 | 527,218 | (137,669) |
| Per share information: | | | |
| Earnings (loss) per share: basic | \$ 2.30 | \$ 2.74 | \$ (0.96) |
| Earnings (loss) per share: diluted | \$ 2.29 | \$ 2.73 | \$ (0.96) |

The accompanying notes are an integral part of these consolidated financial statements.

Golden Ocean Group Limited
Consolidated Balance Sheets as of December 31, 2022 and 2021
(in thousands of \$)

| | 2022 | 2021 |
|--|------------------|------------------|
| ASSETS | | |
| Current assets | | |
| Cash and cash equivalents | 134,784 | 197,032 |
| Restricted cash | 3,289 | 12,985 |
| Marketable securities | 2,187 | 1,684 |
| Trade accounts receivable, net | 14,950 | 28,838 |
| Other current assets | 54,430 | 35,158 |
| Related party receivables | 2,334 | 8,615 |
| Derivative instruments receivables | 12,262 | 2,679 |
| Inventories | 45,434 | 43,383 |
| Prepaid expenses | 12,503 | 8,440 |
| Voyages in progress | 16,974 | 30,576 |
| Total current assets | 299,147 | 369,390 |
| Vessels and equipment, net | 2,665,785 | 2,880,321 |
| Vessels held for sale | 12,542 | — |
| Newbuildings | 91,898 | 35,678 |
| Finance leases, right of use assets, net | 83,589 | 98,535 |
| Operating leases, right of use assets, net | 15,646 | 19,965 |
| Investments in associated companies | 65,400 | 41,343 |
| Related party receivables | 837 | 6,187 |
| Derivative instruments receivable | 20,861 | — |
| Other long-term assets | 1,586 | 2,758 |
| Total assets | 3,257,291 | 3,454,177 |
| LIABILITIES AND EQUITY | | |
| Current liabilities | | |
| Current portion of long-term debt | 92,865 | 105,864 |
| Current portion of finance lease obligations - related party | 18,387 | 21,755 |
| Current portion of operating lease obligations (including related party balances of \$2,010 and \$2,537 as of December 31, 2022 and 2021 respectively) | 5,546 | 13,860 |
| Derivative instruments payables | 1,313 | 10,364 |
| Related party payables | 9,492 | 13,934 |
| Trade accounts payables | 7,143 | 6,462 |
| Accrued expenses | 43,388 | 38,569 |
| Other current liabilities | 33,494 | 37,265 |
| Total current liabilities | 211,628 | 248,073 |
| Long-term liabilities | | |
| Long-term debt | 1,027,991 | 1,156,481 |
| Non-current portion of finance lease obligations - related party | 87,588 | 105,975 |
| Non-current portion of operating lease obligations (including related party balances of \$11,345 and \$13,355 as of December 31, 2022 and 2021 respectively) | 13,051 | 14,907 |
| Total liabilities | 1,340,258 | 1,525,436 |
| Commitments and contingencies* | | |
| Equity | | |

Share capital (Shares issued: 2022: 201,190,621. 2021: 201,190,621. Outstanding shares: 2022: 200,485,621. 2021: 200,435,621 shares. All shares are issued and outstanding at par value \$0.05)

| | | |
|-------------------------------------|------------------|-----------|
| | 10,061 | 10,061 |
| Treasury shares | (5,014) | (4,309) |
| Additional paid in capital | 851 | 285 |
| Contributed capital surplus | 1,582,257 | 1,762,649 |
| Accumulated earnings | 328,878 | 160,055 |
| Total equity | 1,917,033 | 1,928,741 |
| Total liabilities and equity | 3,257,291 | 3,454,177 |

*For details please refer to Note 29, "Commitments and contingencies"

The accompanying notes are an integral part of these consolidated financial statements.

Golden Ocean Group Limited
Consolidated Statements of Cash Flows for the years ended December 31, 2022, 2021 and 2020
(in thousands of \$)

| | 2022 | 2021 | 2020 |
|---|----------------|------------------|------------------|
| Net income (loss) | 461,847 | 527,218 | (137,669) |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities: | | | |
| Depreciation | 129,839 | 123,699 | 111,303 |
| Amortization of deferred charges | 3,618 | 2,677 | 2,778 |
| Gain from sale of vessels | (34,185) | (9,788) | — |
| Impairment loss on vessels | — | 4,187 | 721 |
| Impairment loss on right of use assets | — | — | 94,233 |
| Share option expenses | 566 | 620 | 264 |
| Share of results of associated companies | (40,793) | (24,482) | 3,710 |
| Dividends received from associated companies | 16,273 | — | 450 |
| Gain from disposal of associated companies | — | — | (2,570) |
| Amortization of charter party-out contracts | — | 1,859 | 12,148 |
| Mark to market (gain) loss on derivatives | (39,496) | (19,435) | 20,542 |
| Mark to market (gain) loss on marketable securities | (503) | 2,000 | 10,177 |
| Non-cash lease expense | (5,851) | (10,496) | (6,459) |
| Other | (518) | (235) | (178) |
| <i>Changes in operating assets and liabilities, net:</i> | | | |
| Trade accounts receivable | 13,889 | (6,134) | 22,896 |
| Related party payables and receivables balances | 902 | (570) | 6,041 |
| Other receivables | (19,043) | (6,407) | 3,991 |
| Inventories | (2,051) | (18,219) | 3,070 |
| Voyages in progress | 13,603 | (17,141) | 8,472 |
| Prepaid expenses | (4,063) | 2,001 | (4,105) |
| Trade accounts payables | 681 | (11,939) | 6,000 |
| Accrued expenses | 11,981 | 12,256 | (1,126) |
| Other current liabilities | (3,309) | 8,727 | (14,049) |
| Net cash provided by operating activities | 503,387 | 560,398 | 140,640 |
| Investing activities | | | |
| Dividends received from marketable equity securities | 8 | 26 | 76 |
| Proceeds from sale of shares in associated companies | 937 | 937 | 1,694 |
| Loan advance to related parties | — | — | (1,000) |
| Repayment of loans receivable from related parties | 5,350 | — | 5,350 |
| Additions to newbuildings (including related party amounts of \$455, \$116,445 and nil for the years ended December 31, 2022, 2021 and 2020 respectively) | (56,028) | (152,460) | — |
| Purchase of vessels and equipment (including related party amounts of nil, \$286,894 and nil for the years ended December 31, 2022, 2021 and 2020 respectively) | (5,003) | (292,539) | (25,271) |
| Proceeds from sale of vessels | 127,552 | 54,012 | — |
| Net cash provided by (used in) investing activities | 72,816 | (390,024) | (19,151) |
| Financing activities | | | |

| | | | |
|--|------------------|------------------|------------------|
| Proceeds from long-term debt (including related party amounts of nil, \$62,975 and nil for the years ended December 31, 2022, 2021 and 2020 respectively) | 275,000 | 497,975 | 322,014 |
| Repayment of long-term debt (including related party amounts of nil, \$413,600 and nil for the years ended December 31, 2022, 2021 and 2020 respectively) | (417,217) | (628,900) | (390,138) |
| Repayment of finance leases (including related party amounts of \$29,059, \$32,237 and \$47,181 for the years ended December 31, 2022, 2021 and 2020 respectively) | (29,059) | (32,237) | (48,972) |
| Debt fees paid | (2,750) | (4,466) | (3,040) |
| Net proceeds from share issuance | — | 352,225 | — |
| Share repurchases | (3,273) | — | — |
| Proceeds from exercise of share options | 828 | 636 | 169 |
| Lease incentives received | — | — | 17,500 |
| Distributions to shareholders | (471,676) | (320,692) | (7,164) |
| Net cash used in financing activities | (648,147) | (135,459) | (109,631) |
| Net change in cash, cash equivalents and restricted cash | (71,944) | 34,915 | 11,858 |
| Cash, cash equivalents and restricted cash at beginning of year | 210,017 | 175,102 | 163,244 |
| Cash, cash equivalents and restricted cash at end of year | 138,073 | 210,017 | 175,102 |
| Supplemental disclosure of cash flow information: | | | |
| Interest expenses paid | 45,190 | 30,850 | 36,351 |
| Income taxes paid | 240 | 153 | 77 |

Details of non-cash investing and financing activities in the year ended December 31, 2022, 2021 and 2020 are given in Note 16, "Vessel and Equipment, Net", and Note 17, "Newbuildings".

The accompanying notes are an integral part of these consolidated financial statements.

Golden Ocean Group Limited
Consolidated Statements of Changes in Equity for the years ended December 31, 2022, 2021 and 2020
(in thousands of \$, except number of shares)

| | 2022 | 2021 | 2020 |
|--|-------------------------|-------------------------|-------------------------|
| Number of shares outstanding | | | |
| Balance at beginning of year | 200,435,621 | 143,327,697 | 143,277,697 |
| Shares issued | — | 56,917,924 | — |
| Repurchases of shares | (400,000) | — | — |
| Distribution of treasury shares | 450,000 | 190,000 | 50,000 |
| Balance at end of year | <u>200,485,621</u> | <u>200,435,621</u> | <u>143,327,697</u> |
| Share capital | | | |
| Balance at beginning of year | 10,061 | 7,215 | 7,215 |
| Shares issued | — | 2,846 | — |
| Balance at end of year | <u>10,061</u> | <u>10,061</u> | <u>7,215</u> |
| Treasury shares | | | |
| Balance at beginning of year | (4,309) | (5,386) | (5,669) |
| Repurchases of shares | (3,273) | — | — |
| Distribution of treasury shares | 2,568 | 1,077 | 283 |
| Balance at end of year | <u>(5,014)</u> | <u>(4,309)</u> | <u>(5,386)</u> |
| Additional paid in capital | | | |
| Balance at beginning of year | 285 | 979 | 715 |
| Shares issued | — | 349,379 | — |
| Stock option expense | 566 | 620 | 264 |
| Other | — | (22) | — |
| Reclassified to contributed surplus | — | (350,671) | — |
| Balance at end of year | <u>851</u> | <u>285</u> | <u>979</u> |
| Contributed capital surplus | | | |
| Balance at beginning of year | 1,762,649 | 1,732,670 | 1,739,834 |
| Distributions to shareholders | (180,392) | (320,692) | (7,164) |
| Reclassified from additional paid in capital | — | 350,671 | — |
| Balance at end of year | <u>1,582,257</u> | <u>1,762,649</u> | <u>1,732,670</u> |
| Accumulated earnings (deficit) | | | |
| Balance at beginning of year | 160,055 | (366,722) | (228,704) |
| Distributions to shareholders | (291,284) | — | — |
| Loss on distributed treasury shares | (1,740) | (441) | (115) |
| Adjustment on adoption of ASC 326 and other | — | — | (234) |
| Net (loss) income | 461,847 | 527,218 | (137,669) |
| Balance at end of year | <u>328,878</u> | <u>160,055</u> | <u>(366,722)</u> |
| Total equity | <u><u>1,917,033</u></u> | <u><u>1,928,741</u></u> | <u><u>1,368,756</u></u> |

The accompanying notes are an integral part of these consolidated financial statements.

1. ORGANIZATION AND BUSINESS

Historical Structure and Business of the Company

We were incorporated as Knightsbridge Tankers Limited in Bermuda as an exempted company under the Bermuda Companies Act of 1981 on September 18, 1996. We were originally established for the purpose of owning and operating five VLCCs.

On October 7, 2014, we entered into the Merger Agreement, with the Former Golden Ocean, a dry bulk shipping company based in Bermuda and listed on the Oslo Stock Exchange ("OSE"), pursuant to which the two companies agreed to merge, with us as the surviving company. Following the completion of the Merger on March 31, 2015, we changed our name to Golden Ocean Group Limited.

Our common shares commenced trading on the NASDAQ Global Select Market ("NASDAQ") in February 1997 and currently trade under the symbol "GOGL". We obtained a secondary listing on the OSE in April 2015.

In 2021, we acquired 15 modern dry bulk vessels and three newbuildings for a total consideration of \$752 million from affiliates of Hemen (the "Vessel Acquisitions"). The Vessel Acquisition was financed by \$338 million in new equity capital and a \$414 million debt facility provided by affiliates of Hemen.

We own and operate dry bulk carriers of primarily four sizes: Newcastlemax vessels, which are between 200,000 and 210,000 dwt, Capesize vessels, which are between 105,000 and 200,000 dwt, Panamax vessels (including Kamsarmax), which are vessels between 65,000 and 105,000 dwt, and Ultramax vessels, which are between 55,000 and 65,000 dwt. We operate through subsidiaries located in Bermuda, Liberia, the Marshall Islands, Norway, Singapore and UK. We are also involved in the charter, purchase and sale of vessels.

As of December 31, 2022, we owned 75 dry bulk vessels and had construction contracts for ten newbuildings. In addition, we had nine vessels chartered-in (of which seven and one are chartered in on finance leases and operating leases, respectively, from SFL Corporation Ltd. ("SFL") and one is chartered in on an operating lease from an unrelated third party). Our owned vessels are owned and operated by one of our subsidiaries and are flagged either in the Marshall Islands, Hong Kong or Panama.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America. The consolidated financial statements include the assets and liabilities of us and our wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated upon consolidation.

Use of estimates

The preparation of financial statements in conformity with U.S. Generally Accepted Accounting Principles requires us to make estimates and assumptions that affect the amounts reported in our financial statements and accompanying notes. Such estimates and assumptions impact, among others, the following: judgements involved in identifying performance obligations in revenue contracts, estimating the amount of variable consideration to include in the transaction price, and allocating the transaction price to each performance obligation, impairment of assets, the amount of uncollectible accounts and accounts receivable, the amount to be paid for certain liabilities, including contingent liabilities, the amount of costs to be capitalized in connection with the construction of newbuildings and the determination of useful life of our vessels. Actual results could differ from those estimates.

Fair values

We have determined the estimated fair value amounts presented in these consolidated financial statements using available market information and appropriate methodologies. However, considerable judgment is required in interpreting market data to develop the estimates of fair value. The estimates presented in these consolidated financial statements are not necessarily indicative of the amounts that we could realize in a current market exchange. Estimating the fair value of assets and liabilities requires the use of estimates and significant judgments, among others, the following: the market assumptions used when valuing acquired time charter contracts, the expected revenues earned by vessels and the operating costs (including drydocking costs) of those vessels and the discount rate used in cash flow based valuations. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

Reporting and functional currency

Our functional currency is the United States dollar as all revenues are received in United States dollars and a majority of our expenditures are made in United States dollars. We and our subsidiaries report in United States dollars.

Foreign currency

Transactions in foreign currencies during the year are translated into United States dollars at the rates of exchange in effect at the date of the transaction. Foreign currency monetary assets and liabilities are translated using rates of exchange at the balance sheet date. Foreign currency non-monetary assets and liabilities are translated using historical rates of exchange. Foreign currency transaction gains or losses are included in the consolidated statements of operations.

Revenue and expense recognition

Revenue Recognition

Our shipping revenues are primarily generated from time charters and voyage charters. In a time charter, the vessel is hired by the charterer for a specified period of time in exchange for consideration which is based on a daily hire rate. Generally, the charterer has the discretion over the ports visited, shipping routes and vessel speed. The contract/charter party generally provides typical warranties regarding the speed and performance of the vessel. The charter party generally has some owner protective restrictions such as that the vessel is sent only to safe ports by the charterer and carries only lawful or non-hazardous cargo. In a time charter contract, where we charter the ship out to a charterer, we are responsible for all the costs incurred for running the vessel such as crew costs, vessel insurance, repairs and maintenance and lubes. The charterer bears the voyage related costs such as bunker expenses, port charges, canal tolls during the hire period. The performance obligations in a time charter contract are satisfied over the term of the contract beginning when the vessel is delivered to the charterer until it is redelivered back to us. The charterer generally pays the charter hire in advance of the upcoming contract period. The time charter contracts are considered operating leases because (i) the vessel is an identifiable asset (ii) we do not have substantive substitution rights and (iii) the charterer has the right to control the use of the vessel during the term of the contract and derives the economic benefits from such use. Time charter contracts are generally accounted for under ASC 842 leases and revenues are recorded over the term of the charter. When a time charter contract is linked to an index, we recognize revenue for the applicable period based on the actual index for that period.

Variable lease payments included into our time-charter agreements, such as positioning bonuses or profit sharing for fuel savings from scrubbers, that do not depend on an index or rate are excluded from the calculation of lease payments and recognized in the period in which the variability is resolved.

In a voyage charter contract, the charterer hires the vessel to transport a specific agreed-upon cargo for a single voyage. The consideration for such a contract is determined on the basis of a freight rate per metric ton of cargo carried or occasionally on a lump sum basis. The charterer is responsible for any short loading of cargo or "dead" freight. The voyage charter party generally has standard payment terms of 90 or 95% freight paid within three to five days after completion of loading. The voyage charter party generally has a "demurrage" or "despatch" clause. As per this clause, the charterer reimburses us for any potential delays exceeding the allowed laytime as per the charter party clause at the ports visited, which is recorded as demurrage revenue. Conversely, the charterer may be given credit if the loading/discharging activities happen within a shorter period than the allowed laytime, which is despatch and results in a reduction in revenue. Estimates and judgments are required in ascertaining the most likely outcome of a particular voyage and actual outcomes may differ from estimates. In a voyage charter contract, the performance obligations begin to be satisfied once the vessel begins loading the cargo.

Certain of our voyage charter contracts contain a lease. Voyage charters contain a lease component if the contract (i) specifies a specific vessel asset; and (ii) has terms that allow the charterer to exercise substantive decision-making rights, which have an economic value to the charterer and therefore allow the charterer to direct how and for what purpose the vessel is used. Voyage charter revenues and expenses are recognized ratably over the estimated length of each voyage, which the Company has assessed commence on loading of the cargo. ASC 842 Leases provides a practical expedient for lessors in which the lessor may elect, by class of underlying asset, to not separate non-lease components from the associated lease component and, instead, to account for these components as a single component if both of the following are met: (1) the timing and pattern of transfer of the non-lease component(s) and associated lease component are the same and (2) the lease component, if accounted for separately, would be classified as an operating lease.

When a lessor, we have elected this expedient for our time charter contracts and voyage charter contracts that qualify as leases and thus not separate the non-lease component, or service element, from the lease. Furthermore, ASC 842 Leases requires the Company to account for the combined component in accordance with ASC 606 revenues from contracts with customers if the non-lease components are the predominant components. Under this guidance the Company has assessed that the lease components were the predominant component for all of its time charter contracts. Furthermore, for certain of its voyage charter contracts the lease components were the predominant components.

Voyage and other contracts not qualifying as leases are accounted for under the provisions of ASC 606. We have determined that our voyage charter contracts consist of a single performance obligation of transporting the cargo within a specified period. Therefore, the performance obligation is met evenly as the voyage progresses, and the revenue is recognized on a straight line basis over the voyage days from the commencement of loading to completion of discharge.

The voyage charters generally have variable consideration in the form of demurrage or despatch, which is recognized as we satisfy the performance obligations under the contract. We estimate demurrage or despatch at contract inception using either the expected value or most likely amount approaches. Such estimate is reviewed and updated over the term of the voyage charter contract.

In a voyage contract, we bear all voyage related costs such as fuel costs, port charges and canal tolls. To recognize costs incurred to fulfill a contract as an asset, the following criteria shall be met: (i) the costs relate directly to the contract, (ii) the costs generate or enhance resources of the entity that will be used in satisfying performance obligations in the future and (iii) the costs are expected to be recovered. The costs incurred during the period prior to commencement of loading the cargo, primarily bunkers, are deferred as they represent setup costs and recorded as a current asset and are subsequently amortized on a straight-line basis as we satisfy the performance obligations under the contract. Costs incurred to obtain a contract, such as commissions, are also deferred and expensed over the same period. Costs related to the voyage which are incurred during the period between loading and discharging the cargo, are expensed as incurred.

Several of our Capesize vessels operated under a pool arrangement for Capesize vessels with Capesize Chartering Ltd. ("CCL") in 2021 and 2020. All vessels were redelivered to us in 2021. Revenues and expenses for our owned vessels generated through this pool arrangement were presented gross. We considered ourselves the principal under the charter parties with the customers for the vessels that operated under this pool arrangement, primarily because we considered ourselves to have control over the service to be transferred for the customer under the charter parties. CCL, as pool manager, calculated the total pool revenues, pool expenses and pool results based on each participant's reported results. Based on the aggregated pool results as defined under the pool agreement and a pre-determined pool key, reflecting a vessel's earning capacity, CCL calculated and allocated a pool result for each vessel. The difference between the calculated pool result for our owned vessels and the actual result from the charter party with the third party customer was a settlement amount with CCL in 2021 and 2020. This settlement amount allocated under the pool arrangement, is presented as other operating income (expenses), net, in our consolidated statements of operations.

Our Ultramax vessels operated under a revenue sharing agreement ("RSA"), for Supramax vessels managed by C Transport Maritime S.A.M. ("CTM"), formerly known as C Transport Holding Ltd, in 2021 and 2020. All vessels were redelivered to us in 2021. Under this RSA, up to 2021 CTM performed both commercial and operational functions related to the contracts with the third party customers. CTM as manager, recorded all revenues and voyage expenses for all vessels under the arrangement which include vessels owned by third parties. The revenues and voyage expenses were pooled together, allocated and the net result were distributed to each participant under the arrangement in accordance with an agreed-upon formula. Under this RSA, CTM also operated and therefore controlled the use of our owned vessels included under the arrangement. As a result, the RSA for our vessels with CTM was considered to meet the definition of a lease. We accounted for the transactions with CTM as variable rate operating leases and recognized revenues for the applicable periods based on the net amount to be distributed by CTM.

Other revenues primarily comprise revenues earned from the commercial management of related party vessels. Other revenues are recognized on an accruals basis as the services are provided and performance obligations are met.

Gains and losses on the sale of vessels

Gains and losses on the sale of vessels are recognized when the vessel has been delivered and all risks have been transferred and are determined by comparing the net proceeds received with the carrying value of the vessel.

Charter hire expense

Charter hire expense is charged to the consolidated statement of operations on a straight-line basis over the lease term.

Contingent rental expense (income)

Any contingent elements of rental expense (income), such as profit share or interest rate adjustments included in our leases, are recognized when the contingent conditions have materialized.

Drydocking

Normal vessel repair and maintenance costs are expensed when incurred. We recognize the cost of a drydocking at the time the drydocking takes place, applying the "expense as incurred" method.

Impairment of vessels, newbuildings and right of use assets

The carrying values of our vessels, newbuildings and right of use assets are reviewed for potential impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may no longer be recoverable. Indicators of impairment are identified based on a combination of factors which include amongst other, development of secondhand vessel values based on external appraisals of our ships, development of forward freight rates, spot rates and operating cash flow. If impairment indicators exist, we assess the recoverability of the carrying value of each asset on an individual basis. We assess recoverability of the carrying value of owned vessels and newbuildings on an individual basis by estimating the future undiscounted cash flows expected to result from the asset, including any remaining construction costs for newbuildings, and eventual disposal. Fair value for our owned vessels and newbuildings is estimated based on values achieved for the sale/purchase of similar vessels and external appraisals. In addition, owned vessels held for sale are reported at the lower of carrying amount and fair value less estimated costs to sell. Recoverability of right of use assets is assessed on an asset by asset basis by estimating the future undiscounted cash flows from the right of use assets earned over the remaining lease term of our operating and finance leases. For owned vessels, newbuildings and right of use assets, if the future net undiscounted cash flows are less than the carrying value of the asset, or the current carrying value plus future newbuilding commitments, an impairment loss is recorded equal to the difference between the asset's carrying value and estimated fair value derived from cash flow based valuations.

Interest expense

Interest costs are expensed as incurred except for interest costs that are capitalized. For any newbuildings that are constructed, we capitalize interest expenses during construction of newbuildings based on accumulated expenditures for the applicable project at our current rate of borrowing. The capitalization of interest expenses ceases when the newbuilding is considered substantially completed. The amount of interest expense capitalized in an accounting period shall be determined by applying an interest rate (the "capitalization rate") to the average amount of accumulated expenditures for the asset during the period. The capitalization rates used in an accounting period are based on the rates applicable to borrowings outstanding during the period. We do not capitalize amounts beyond the actual interest expense incurred in the period.

Earnings per share

Basic earnings per share is computed based on the income available to common stockholders and the weighted average number of shares outstanding. Treasury shares are weighted for the portion of the period they are outstanding. Diluted earnings per share includes the effect of the assumed conversion of potentially dilutive instruments.

Cash and cash equivalents

All demand and time deposits and highly liquid, low risk investments with original maturities of three months or less at the date of purchase are considered equivalent to cash. Cash includes cash on hand and in the Company's bank accounts. The Company is required to maintain a minimum cash balance in accordance with its debt facility agreements with various banks. Such amounts are included in Cash and cash equivalents.

Restricted cash

Restricted cash consists of cash, which may only be used for certain purposes under our contractual arrangements and primarily comprises collateral deposits for derivative trading.

Marketable securities

Our marketable securities are investments in equity securities with readily determinable fair values. These investments are measured at fair value and any resulting unrealized gains and losses are recorded in the consolidated statement of operations.

Derivatives

Our derivative instruments include interest-rate swaps, foreign currency swaps, forward freight agreements and bunker derivatives. These derivatives are considered to be economic hedges. However, none of these derivative instruments have been designated as hedges for accounting purposes. These transactions involve the conversion of floating rates into fixed rates over the life of the transactions without changes in the fair values are recognized as assets or liabilities. Changes in the fair value of these derivatives are recorded in Gain (loss) on derivatives in our consolidated statement of operations. Cash outflows and inflows resulting from economic derivative contracts are presented as cash flows from operations in the consolidated statement of cash flows.

Financial instruments

In determining the fair value of our financial instruments, we use a variety of methods and assumptions that are based on market conditions and risks, including determining the impact of nonperformance risks, existing at each balance sheet date. For the majority of financial instruments, including most derivatives and long-term debt, standard market conventions and techniques such as options pricing models are used to determine fair value. All methods of assessing fair value result in a general approximation of value, and such value may never actually be realized.

Receivables

Trade receivables, other receivables and long-term receivables are presented net of allowances for doubtful balances and credit losses.

The company creates the allowance for expected credit losses to reflect the risk of estimated loss during the lifetime of receivables. The Company makes significant judgements and assumptions to estimate its expected losses. The allowance for credit losses can be determined using various methods, such as loss-rate methods, probability-of-default method or methods that utilize an aging schedule. At each reporting date, the allowance for credit losses is recorded as a reduction of receivables. Net income is adjusted to reflect the change in estimate from prior period. On January 1, 2020, we adopted ASU No 2016-13, Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments, using a modified retrospective approach. The Company recorded a net decrease to retained earnings of \$0.22 million as of January 1, 2020 for the cumulative effect of adopting the standard.

If trade accounts receivable become uncollectible, they are charged as an operating expense. Allowance for doubtful balances is deducted from the allowance for credit losses and recorded separately as a reduction of accounts receivable. Allowance for doubtful balances are recorded in the period in which the financial assets are deemed uncollectible.

Interest income on interest bearing receivables is recognized on an accrual basis using prevailing contractual interest rates.

Inventories

Inventories, which are comprised principally of fuel and lubricating oils, are stated at the lower of cost and net realizable value. Cost is determined on a first-in, first-out basis.

Vessels, newbuildings and depreciation

Vessels are stated at cost less accumulated depreciation. Newbuildings represent the accumulated costs to the balance sheet date which we have paid by way of purchase installments and other capital expenditures together with capitalized interest and associated finance costs. Depreciation is calculated based on cost less estimated residual value, using the straight-line method, over the useful life of each vessel. For newbuildings no charge for depreciation is made until the vessel is available for use. The useful life of each vessel is deemed to be 25 years. The residual value is calculated by multiplying the lightweight tonnage of the vessel by the market price of scrap per tonne. The market price of scrap per tonne is calculated as the 10-year historical average up to the date we take ownership of the vessel, across the two main recycling markets (Indian sub-continent and Bangladesh). Residual values are reviewed annually.

Finance leases

We charter in certain vessels and equipment under leasing agreements. Leases of vessels and equipment where we have substantially all the risks and rewards of ownership are classified as finance leases and we recognize on the balance sheet the right to use those assets and a corresponding liability. As most of our leases do not provide an implicit rate, we use our incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. We make significant judgments and assumptions to estimate our incremental borrowing rate that a lessee would have to pay to borrow on a 100% collateralized basis over a term similar to the lease term and in an amount equal to the lease payments in a similar economic environment. We perform the following steps in estimating our incremental borrowing rate: (i) gather observable debt yields of our recently issued debt facilities; and (ii) make adjustments to the yields of the actual debt facilities to reflect changes in collateral level, terms, the risk-free interest rate, and credit ratings. Each lease payment is allocated between liability and finance charges to achieve a constant rate on the finance balance outstanding. The interest element of the finance cost is expensed to the Consolidated Statement of Operations over the lease period.

Variable lease payments that depend on an index or a rate are included in the calculation of lease payments and are measured using the prevailing index or rate at the measurement date. Future changes in an index or a rate are recognized as part of lease-related cost in each year.

Depreciation of vessels and equipment under finance lease is included within "Depreciation" in the Consolidated Statement of Operations. Vessels and equipment under finance lease are depreciated on a straight-line basis over the vessels' remaining economic useful life or on a straight-line basis over the expected term of the lease if shorter.

Upon termination of a finance lease, any remaining assets and obligations related to the vessel are written off to the Statement of Operations. The net position, including any termination payments, are presented in Other operating gains (losses).

Operating leases

Our operating leases relate to vessels, offices and equipment under leasing agreements that do not meet the criteria to be classified as finance leases. We recognize on the balance sheet the right to use those assets and a corresponding liability in respect of all material lease contracts with a duration, or lease term, of 12-months or above. Similar to our finance leases, the discount rate used for calculating the cost of the operating leases is the incremental cost of borrowing. The amortization of right of use assets relating to operating leased vessels is presented under charter hire expenses in the statement of operations. Impairment loss related to operating leases is presented in the income statement as a separate line within operating expense under Impairment loss on right of use assets.

For our time charter-in contracts, a non-lease component, or service element has been determined which is reported under ship operating expenses. We make significant judgements and assumptions to separate the lease component from the non-lease component of our time chartered-in vessels. For purposes of determining the standalone selling price of the vessel lease and technical management service components of our time charters, we have concluded that the residual approach would be the most appropriate method to use given that vessel lease rates are highly variable depending on shipping market conditions, the duration of such charters, and the age of the vessel. We believe that the standalone transaction price attributable to the technical management service component is more readily determinable than the price of the lease component and, accordingly, the price of the service component is estimated and the residual transaction price is attributed to the vessel lease component.

The amortization of right of use assets relating to office leases is reported under administrative expenses in the statement of operations.

Upon termination of an operating lease, any remaining assets and obligations related to the vessel are written off to the Statement of Operations.

Value of long-term charter contracts

We account for the fair value of acquired long-term charter contracts, as either a separate asset or liability. The fair value is calculated as the net present value of the difference in cash flows arising over the period of the contract when the expected cash flows from the contract are compared to expected cash flows from comparable contracts at the acquisition date. An asset is recorded for contracts, which are favorable to us and a liability has been recorded for contracts, which are unfavorable to us.

The amortization of time charter out contracts is recorded and presented under time charter revenues and the amortization of time charter-in contracts is amortized and presented under charter hire expenses in the consolidated statement of operations.

Equity method investments

Investments in companies over which we have the ability to exercise significant influence but do not control are accounted for using the equity method. We record our investments in equity-method investees in the consolidated balance sheets as "Investment in associated companies" and our share of the investees' earnings or losses in the consolidated statements of operations as "Share of results of associated companies". The excess, if any, of purchase price over book value of our investments in equity method investees is included in the accompanying consolidated balance sheets in "Investment in associated companies".

The carrying values of equity method investments are reviewed for potential impairment whenever events or changes in circumstances indicate that the carrying amount of the investment may no longer be recoverable. Such indicators may include depressed spot rates and depressed second-hand vessel values. We assess recoverability of the carrying value of each individual equity method investments by estimating the fair value of the net assets of the company. An impairment loss is recorded equal to the difference between the investments carrying value and fair value. Fair value of investment is estimated based on values achieved for the sale/purchase of similar vessels and appraised valuations of the investments underlying assets.

Sales of shares of an investee is accounted for as gains or losses under non-operating items equal to the difference at the time of sale between selling price and carrying amount of the shares sold.

Deferred charges

Loan costs, including debt arrangement fees, are capitalized and amortized on a straight-line basis over the term of the relevant loan. The straight line basis of amortization approximates the effective interest method. If a loan is repaid early, any unamortized portion of the related deferred charges is charged against income in the period in which the loan is repaid. Amortization of deferred charges is included in interest expense. Debt issuance costs are presented in the balance sheet as a direct deduction from the carrying amount of the related debt.

Distributions to shareholders

Distributions to shareholders are applied first to retained earnings. When retained earnings are not sufficient, distributions are applied to the contributed capital surplus account.

Stock-based compensation

Stock based compensation represents the cost of vested and non-vested shares and share options granted to employees and to directors, for their services, and is included in “General and administrative expenses” in the consolidated statements of operations. The fair value of share options grants is determined with reference to option pricing models, and depends on the terms of the granted options. The fair value is recognized as compensation expense over the requisite service period for all awards that vest based on the ‘straight-line method’ which treats such awards as a single award and results in recognition of the cost ratably over the entire vesting period.

Treasury shares

When the Company repurchases its share capital, the amount of the consideration paid is recognized as a deduction from equity and classified as treasury shares, pending future use. Treasury shares are recognized and measured at historic costs. In the event of a future resale, any price above the repurchase price would be allocated to additional paid in capital. The weighted average treasury shares reduce the number of shares outstanding used in calculating earnings per share.

Comprehensive income

The statement of comprehensive income presents the change in equity (net assets) during a period from transactions and other events and circumstances from non-owner sources. It includes all changes in equity during a period except those resulting from investments by shareholders and distributions to shareholders. Reclassification adjustments are presented out of other comprehensive income on the face of the statement in which the components of other comprehensive income are presented or in the notes to the financial statements. The Company follows the provisions of ASC 220 “Comprehensive Income”, and presents items of net income (loss), items of other comprehensive income (“OCI”) and total comprehensive income in two separate and consecutive statements.

3. RECENTLY ISSUED ACCOUNTING STANDARDS

Accounting Standards Updates, recently adopted

In March 2020, the FASB issued ASU 2020-04 (ASC 848 Reference Rate Reform), which provides optional expedients and exceptions for applying U.S. GAAP guidance to contracts, hedging relationships, and other transactions affected by reference rate reform if certain criteria are met. The amendments in this update are elective and apply to all entities, subject to meeting certain criteria, that have contracts, hedging relationships, and other transactions that reference LIBOR or another reference rate expected to be discontinued because of reference rate reform.

Relief provided by ASU 2020-04, as amended by ASU 2022-06, Reference Rate Reform (ASC 848) – Deferral of the Sunset Date of Topic 848 – issued in December 2022, is optional and expires December 31, 2024. The Company has determined that reference rate reforms will primarily impact its floating rate debt facilities and the interest rate derivatives to which it is a party.

We expect to take advantage of the expedients and exceptions for applying U.S.GAAP provided by the updates when reference rates currently in use are discontinued and replaced with alternative reference rates. All new contracts we enter into are based on alternative reference rate, SOFR. For existing contracts, we are currently having discussions with our lending banks and the counterparties to our interest rate derivative contracts in advance of the June 30, 2023, to ensure that our contracts are renegotiated in time for LIBOR discontinuation date. It is our view, that we will transition to the alternative reference rate, SOFR, in accordance with the set LIBOR discontinuation date of June 30, 2023.

4. INCOME TAXES

Bermuda

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

United States

We do not accrue U.S. income taxes as we are not engaged in a U.S. trade or business and are exempted from a gross basis tax under Section 883 of the U.S. Internal Revenue Code. A reconciliation between the income tax expense resulting from applying the U.S. Federal statutory income tax rate and the reported income tax expense has not been presented herein as it would not provide additional useful information to users of the financial statements as our net income is subject to neither Bermuda nor U.S. tax.

Singapore

We are eligible and participate under the Maritime Sector Incentive-Approved International Shipping Enterprise (MSI- AIS) award in Singapore. All qualified shipping income derived from the shipping activity in our Singapore subsidiary is exempt from taxation for the duration of our MSI-AIS approval. The MSI-AIS approval was in June 2015 for a period of ten years.

Other Jurisdictions

Our subsidiaries in Norway and United Kingdom are subject to income tax. The tax paid by subsidiaries of the Company that are subject to income tax is not material to our consolidated financial statements and related disclosures.

We do not have any unrecognized tax benefits, material accrued interest or penalties relating to income taxes.

5. SEGMENT INFORMATION

Our chief operating decision maker (the "CODM"), measures performance based on our overall return to shareholders based on consolidated net income. The CODM does not review a measure of operating result at a lower level than the consolidated group and we only have one reportable segment.

Our vessels operate worldwide and therefore management does not evaluate performance by geographical region as this information is not meaningful.

For the year ended December 31, 2022, no customer accounted for 10% or more for our consolidated revenues. For the year ended December 31, 2021, one customer accounted for 10% or more of our consolidated revenues in the amount of \$117.7 million. For the year ended December 31, 2020, no customer accounted for 10% or more of our consolidated revenues.

6. EARNINGS PER SHARE

The components of the numerator and the denominator in the calculation of basic and diluted earnings per share are as follows:

| <i>(in thousands of \$)</i> | 2022 | 2021 | 2020 |
|-----------------------------|---------|---------|-----------|
| Net income (loss) | 461,847 | 527,218 | (137,669) |

| <i>(in thousands)</i> | 2022 | 2021 | 2020 |
|---|---------|---------|---------|
| Weighted average number of shares outstanding - basic | 200,685 | 192,355 | 143,282 |
| Dilutive impact of stock options | 503 | 615 | — |
| Weighted average number of shares outstanding - diluted | 201,188 | 192,970 | 143,282 |

In May 2022, 450,000 share options held by the management were exercised and as of December 31, 2022 there are 650,000 outstanding options which are dilutive under the treasury stock method by 503,047 shares.

In 2022, the Company acquired an aggregate of 400,000 of our own shares, in open market transactions under our 2022 share buy-back program, of which 150,000 shares were acquired on the OSE and 250,000 shares were acquired on NASDAQ. The Company did not acquire any of its own shares in 2021 and 2020. All of the Company's own shares and distributions have been weighted for the portion of the period they were outstanding. As a result, the treasury shares reduced the weighted average number of shares outstanding in 2022, 2021 and 2020 by 506,096, 786,425 and 990,765 shares, respectively.

7. OPERATING REVENUES

The following table shows the revenues earned from time charters, voyage charters and other revenues for the year ended December 31, 2022, 2021 and 2020:

| <i>(in thousands of \$)</i> | 2022 | 2021 | 2020 |
|---------------------------------|------------------|------------------|----------------|
| Time charter revenues | 593,795 | 603,959 | 235,673 |
| Voyage charter revenues | 518,398 | 597,812 | 370,130 |
| Other revenues | 1,263 | 1,410 | 2,140 |
| Total operating revenues | 1,113,456 | 1,203,181 | 607,943 |

In 2022, 2021 and 2020, we recognized a total of \$29.3 million, \$49.1 million and \$16.6 million, respectively, in demurrage which is included under voyage charter revenues. Most of our voyage contracts are considered service contracts which fall under the provisions of ASC 606 because we, as the shipowner, retain control over the operations of the vessel such as directing the routes taken or the vessel speed. However, some of our voyage charter contracts could be considered to contain a lease. A voyage charter contains a lease component if the contract (i) specifies a specific vessel asset; and (ii) has terms that allow the charterer to exercise substantive decision-making rights, which have an economic value to the charterer and therefore allow the charterer to direct how and for what purpose the vessel is used. When a lessor, we have elected the practical expedient for our time charter contracts and voyage charter contracts that qualify as leases to not separate the non-lease component, or service element, from the lease. Furthermore, ASC 842 requires us to account for the combined component in accordance with ASC 606 revenues from contracts with customers if the non-lease components are the predominant components. Under this guidance we have assessed that the lease components were the predominant component for all of our time charter contracts. Furthermore, for certain of our voyage charter contracts the lease components were the predominant components.

For the year ended December 31, 2022 the split between lease and non-lease component was as follows:

| <i>(in thousands of \$)</i> | Lease | Non-lease | Total |
|---------------------------------|----------------|------------------|------------------|
| Time charter revenues | 579,673 | 14,122 | 593,795 |
| Voyage charter revenues | 49,746 | 468,652 | 518,398 |
| Other revenues | — | 1,263 | 1,263 |
| Total operating revenues | 629,419 | 484,037 | 1,113,456 |

Variable lease income included into our time-charter agreements amounted to \$18.9 million, \$21.0 million and \$3.0 million for the years ended December 31, 2022, 2021 and 2020, respectively.

For the year ended December 31, 2021 the split between lease and non-lease component was as follows:

| <i>(in thousands of \$)</i> | Lease | Non-lease | Total |
|---------------------------------|----------------|------------------|------------------|
| Time charter revenues | 603,959 | — | 603,959 |
| Voyage charter revenues | 192,895 | 404,917 | 597,812 |
| Other revenues | — | 1,410 | 1,410 |
| Total operating revenues | 796,854 | 406,327 | 1,203,181 |

For the year ended December 31, 2020 the split between lease and non-lease component was as follows:

| <i>(in thousands of \$)</i> | Lease | Non-lease | Total |
|---------------------------------|----------------|------------------|----------------|
| Time charter revenues | 235,673 | — | 235,673 |
| Voyage charter revenues | 26,111 | 344,019 | 370,130 |
| Other revenues | — | 2,140 | 2,140 |
| Total operating revenues | 261,784 | 346,159 | 607,943 |

Certain voyage expenses are capitalized between the previous discharge port, or contract date if later, and the next load port and amortized between load port and discharge port. \$29.5 million of contract assets were capitalized in the year ended December 31, 2022 under "Other current assets", of which \$24.7 million was amortized up to December 31, 2022, leaving a remaining balance of \$4.9 million. In 2022, \$3.2 million of contract assets were amortized in relation to voyages in progress at the end of December 31, 2021.

\$20.2 million of contract assets were capitalized in the year ended December 31, 2021 under "Other current assets", of which \$17.0 million was amortized up to December 31, 2021, leaving a remaining balance of \$3.2 million. \$3.2 million of contract assets were amortized in 2021 in relation to voyages in progress at the end of December 31, 2020. In 2020, we amortized an aggregate of \$13.3 million of capitalized voyage expenses, or contract assets classified as other current assets.

No impairment losses related to capitalized fulfillment costs were recognized in any of the periods.

As of December 31 2022, we reported trade accounts receivable and the following contract assets in relation to our contracts with customers, including contracts containing lease components where the non-lease component was the predominant component and the revenues were therefore accounted for under ASC 606:

| <i>(in thousands of \$)</i> | 2022 | 2021 |
|--|---------------|--------|
| Voyages in progress (contract assets) | 14,690 | 14,476 |
| Trade accounts receivable | 4,468 | 15,916 |
| Other current assets (capitalized fulfillment costs) | 4,894 | 3,249 |
| Total | 24,052 | 33,641 |

As of December 31, 2022, we recorded \$16.2 million (2021: \$20.0 million) in total deferred charter revenue for consideration received or unearned revenue related to ongoing voyages at period end. In 2022, we recognized \$20.0 million in revenue, which was deferred as at December 31, 2021, as the performance obligations were met. Credit loss allowance as of December 31, 2022 relating to the contract assets above amounted to \$0.1 million. No impairment losses were recognized as of December 31, 2022.

In 2021, we exited the CCL pool and, as such, no revenue was recognized relating to our vessels under the CCL RSA for the year ended December 31, 2022. Total revenues for 2021 and 2020 relating to our owned vessels that were under the CCL RSA or arrangements where we are considered the principal were \$378.7 million and \$264.1 million, respectively. In addition to these amounts, we retained or paid a net pro/contra amount based on a net settlement of our relative share of the pool results. The net pro/contra amounts relating to the pool arrangements where we were considered the principal were net negative \$0.4 million and \$2.0 million respectively, for 2022 and 2021 and positive \$3.0 million in 2020. These amounts are presented under the line item “other operating income (expenses), net”.

Total lease revenues for 2022, 2021 and 2020 relating to our owned Supramax vessels that were under the CTM RSA and which have been accounted for as operating leases were nil, \$17.3 million and \$8.6 million, respectively.

8. GAIN ON SALE OF ASSETS

In November 2022, the Company entered into an agreement to sell a Panamax vessel, *Golden Ice*, to an unrelated third party for \$14.6 million. Upon delivery of the vessel in December 2022, we recorded a gain of \$2.8 million from the sale.

In June 2022, we entered into an agreement to sell two Ultramax vessels, *Golden Cecilie* and *Golden Cathrine*, to an unrelated third party for \$63.0 million en-bloc. Upon delivery of the vessels, we recorded a gain of \$21.9 million from the sale in the third quarter of 2022.

In February 2022, we entered into an agreement to sell three older Panamax vessels, *Golden Empress*, *Golden Enterprise* and *Golden Endeavour*, to an unrelated third party for \$52.0 million en-bloc. Upon delivery of the vessels, we recorded a gain of \$9.5 million from the sale in the second quarter of 2022.

In October 2021, we announced the sale of two older Panamax vessels, *Golden Opportunity* and *Golden Endurer*, to unrelated third parties for an aggregate sale price of \$37.2 million. We recorded a gain from sale of \$4.9 million and \$4.9 million related to *Golden Opportunity* and *Golden Endurer*, respectively. Both vessels were delivered to their new owners in November 2021.

9. IMPAIRMENT OF VESSELS

No impairment on vessels has been recorded in 2022. In January 2021, we entered into an agreement to sell *Golden Saguenay*, a Panamax vessel, to an unrelated third party for a total gross amount of \$8.4 million. We recognized an impairment loss of \$4.2 million from the sale in 2021. The vessel was delivered to its new owner in April 2021.

10. OPERATING LEASES

As of December 31, 2022, we leased in one vessel (2021: one vessel) from SFL and one vessel (2021: three vessels) from an unrelated third party, all of which are classified as operating leases. Additionally, as of December 31, 2022 and 2021, respectively, we had two operating leases for our offices in Oslo and Singapore. All of these leases had an initial duration above 12 months.

In total we have leased in eight vessels from SFL, of which one of these vessels was classified as operating lease and remaining seven were classified as finance lease as of December 31, 2022. With reference to Note 27, "Related Party Transactions", these contracts were a result of a sale and leaseback transaction with SFL for eight Capesize vessels agreed in 2015. These vessels were sold en-bloc for an aggregate price of \$272.0 million. The vessels were delivered to SFL in the third quarter of 2015 and were time chartered-in by one of our subsidiaries for a period of ten years. The daily time charter rate for SFL operating lease is \$17,600, of which \$7,000 is for operating expenses (including drydocking costs) up until the third quarter of 2022 when the daily time charter rate was reduced to \$14,900 until the expiration of the contracts. In addition, 33% of our aggregate profit from revenues above the daily time charter rate for all eight vessels are calculated and paid on a quarterly basis to SFL. The daily hire payments will be adjusted if the actual three-month LIBOR should deviate from a base LIBOR of 0.4% per annum. For each 0.1% point increase/decrease in the interest rate level, the daily charter hire will increase or decrease by \$50 per day in the first seven years and \$25 per day in the remaining three years. This resulted in an average daily rate of \$16,624 for SFL operating lease in 2022 and there was \$3.0 million in total profit share for all eight SFL vessels in 2022 recorded as charter hire expense (\$9.8 million and \$37.9 thousand in 2021 and 2020, respectively). Contingent or variable lease expense for the eight SFL leases was recorded in 2022 as interest expense of \$0.6 million. In 2021 and 2020 we recorded the variable lease expense of \$2.0 million and \$0.7 million, respectively. We have a purchase option of \$112 million en-bloc after 10 years since inception of the leases in 2015. If such option is not exercised, SFL has the option to extend the charters by three years at a daily time charter rate of \$14,900 per day. The lease term for these vessels has been determined to be 13 years.

For the Ultramax vessel, *Golden Hawk*, which is chartered in from an unrelated third party, the daily rate is \$13,200 until the expiration of the fixed term of the contract in the first quarter of 2022. Based on an agreement, if the 6-T/C Baltic Exchange Supramax Index exceeds the daily rate of \$13,200, any such excess will be paid to the lessor but limited to the agreed compensation of \$1.75 million. In 2021, the 6-T/C Baltic Exchange Supramax Index exceeded the daily rate of \$13,200 and as of December 31, 2021, index linked compensation of \$1.75 million was paid in full. In 2021, we extended *Golden Hawk* lease for approximately one year by using the first extension option in the contract. The daily rate during the first extension period was \$13,700. Further, in 2022, we extended *Golden Hawk* lease for approximately one year by using the second extension option in the contract. The daily rate during the second extension period is \$14,200.

Admiral Schmidt and *Vitus Bering* are 2019-built 104,550 dwt ice-class vessels, chartered in 2019 on time charter for a firm period of three years, with four annual options exercisable by us to extend the lease. The contracts have been determined to be operating leases with a lease term of three years, respectively. The gross hire is determined based on a weighted average of the Baltic Panamax Index (BPI 4TC) and the Baltic Capesize Index (BCI 5TC) with a floor of \$9,000 per day. In February 2022, we exercised the option to extend *Admiral Schmidt* and *Vitus Bering* contracts for one year each. In May 2022, we suspended time charter agreements with respect to *Admiral Schmidt* and *Vitus Bering* and redelivered the vessels to their owners, after understanding that those vessels were financed by owners as part of a sale-leaseback arrangement with a Russian-state owned entity. Exercise of extension options and suspension of the charter contract resulted in reassessment of the lease liability which was recorded as additions to right of use assets and right of use liabilities in the amount of \$9.5 million during the first six months of 2022. As suspension agreement expired in November 2022 and vessels were not redelivered back to us, we are relieved from any duties, obligations, liabilities or commitments under the current contracts. Right of use assets, right of use liabilities and other contract related assets were written off and credited to charter hire expense in the total net positive amount of \$2.0 million.

Based on the charterparty contracts for *Admiral Schmidt* and *Vitus Bering*, for certain trades, a profit-sharing scheme between charterers and the owners comes into force. Up until May 2022, when vessels were redelivered, we did not incur any expenses due to profit sharing schemes (2021: \$0.2 million) for these vessels.

For operating leases mentioned above and vessels chartered in on short-term time charters, we have allocated the consideration due between the lease and non-lease components based upon the estimated stand-alone price of the services provided by the owner of the vessels. We have presented a total of \$17.3 million, \$19.3 million and \$19.2 million of the non-lease component, or service element, under ship operating expenses for 2022, 2021 and 2020, respectively.

Furthermore, we are committed to making rental payments under operating leases for office premises. A lease expense of \$0.6 million, \$0.5 million and \$0.5 million is recorded in Administrative expenses in the Consolidated Statement of Operations for 2022, 2021 and 2020, respectively.

Our right of use assets for long-term operating leases were as follows:

| | SFL Leases | Golden Hawk Lease | Admiral Schmidt and Vitus Bering Leases | Office Leases | Total |
|--|---------------|-------------------|---|---------------|-----------------|
| <i>(in thousands of \$)</i> | | | | | |
| Balance as of December 31, 2020 | 14,001 | 1,154 | 5,361 | 2,223 | 22,739 |
| Additions and modification | — | 3,240 | — | 229 | 3,469 |
| Amortization | (1,820) | (1,013) | (3,053) | (357) | (6,243) |
| Balance as of December 31, 2021 | 12,181 | 3,381 | 2,308 | 2,095 | 19,965 |
| Additions | — | 3,081 | 9,484 | — | 12,565 |
| Amortization | (1,820) | (2,698) | (1,456) | (574) | (6,548) |
| Modification | — | — | (10,336) | — | (10,336) |
| Balance as of December 31, 2022 | 10,361 | 3,764 | — | 1,521 | 15,646 |

The amortization of right of use assets relating to leased vessels is presented under charter hire expenses in the statement of operations. The amortization of right of use assets relating to office leases is presented under administrative expenses in the statement of operations.

In 2022 and 2021, we recorded no impairment of right of use assets for operating leases. In 2020, we recorded a total of \$24.2 million in impairment of right of use assets for operating leases. The loss recorded is equal to the difference between the carrying value of right of use assets and estimated fair value of the leased assets following an impairment review that was triggered by impairment indicators identified in the first quarter of 2020.

Our lease obligations for long-term operating leases were as follows:

| | SFL Leases | Golden Hawk Lease | Admiral Schmidt and Vitus Bering Leases | Office Leases | Total |
|--|---------------|-------------------|---|---------------|-----------------|
| <i>(in thousands of \$)</i> | | | | | |
| Balance as of December 31, 2020 | 18,559 | 4,747 | 16,470 | 2,261 | 42,037 |
| Additions | — | — | — | — | — |
| Repayments | (2,667) | (4,357) | (9,294) | (201) | (16,519) |
| Modification | — | 3,240 | — | — | 3,240 |
| Foreign exchange translation | — | — | — | 9 | 9 |
| Balance as of December 31, 2021 | 15,892 | 3,630 | 7,176 | 2,069 | 28,767 |
| Additions | — | 3,081 | 9,484 | — | 12,565 |
| Repayments | (2,537) | (2,874) | (2,214) | (606) | (8,231) |
| Modification | — | — | (14,446) | — | (14,446) |
| Foreign exchange translation | — | — | — | (58) | (58) |
| Balance as of December 31, 2022 | 13,355 | 3,837 | — | 1,405 | 18,597 |
| Current portion | 2,010 | 3,050 | — | 486 | 5,546 |
| Non-current portion | 11,345 | 787 | — | 919 | 13,051 |

Charter hire and office rent expense

The future minimum operating lease expense payments (including lease and non-lease components) under our non-cancelable fixed rate operating leases as of December 31, 2022 are as follows:

(in thousands of \$)

| | |
|--|---------|
| 2023 | 6,500 |
| 2024 | 4,169 |
| 2025 | 3,369 |
| 2026 | 2,809 |
| 2027 and thereafter | 4,769 |
| Total minimum lease payments | 21,616 |
| Less: Imputed interest | (3,019) |
| Present value of operating lease liabilities | 18,597 |

The future minimum operating lease expense payments are based on the contractual cash outflows under non-cancelable contracts. The charter hire expense recognition is based upon the straight-line basis.

As of December 31, 2022, the future rental payments include \$1.7 million (2021: \$2.2 million, 2020: \$2.6 million) in relation to office rent costs and \$19.9 million (2021: \$30.4 million, 2020: \$45.3 million) in relation to charter hire costs for leased in vessels.

Total expense for operating leases reflected as charter hire expense was \$57.2 million in 2022 (2021: \$81.7 million, 2020: \$29.0 million), which included \$50.1 million for short-term leases (2021: \$62.4 million, 2020: \$23.5 million). Total cash paid in respect of operating leases was \$66.7 million in 2022 (2021: \$88.4 million, 2020: \$35.7 million). The weighted average discount rate in relation to our operating leases was 5.02%, 5.36% and 5.20% for 2022, 2021 and 2020, respectively. The weighted average lease term was 4.7, 4.5 and 4.4 years in 2022, 2021 and 2020, respectively.

Rental income

As of December 31, 2022, we leased out five vessels on fixed time charter rates (2021: eight vessels) and 30 vessels (2021: 26 vessels) on index-linked time charter rates to third parties with initial periods ranging between one year and ten years. All of these leases are classified as operating leases.

The future operating lease receipts under our operating leases as of December 31, 2022 are as follows:

(in thousands of \$)

| | |
|---------------------|--------|
| 2023 | 21,514 |
| 2024 | — |
| 2025 | — |
| 2026 | — |
| 2027 and thereafter | — |
| | 21,514 |

An index-linked rate in time charter operating leases usually refers to freight rate indices issued by the Baltic Exchange, such as the Baltic Capesize Index and the Baltic Panamax Index, and as such essentially these contracts are operating in the spot market. Index-linked time charter rate operating leases in the table above are included at the minimum rate level of zero.

As of December 31, 2022, the cost and accumulated depreciation of the 35 vessels which were leased out to third parties, were \$1,826.7 million and \$404.1 million, respectively.

As of December 31, 2021, the cost and accumulated depreciation of the 34 vessels which were leased out to third parties, were \$1,637.3 million and \$308.1 million, respectively.

11. CASH, CASH EQUIVALENTS AND RESTRICTED CASH

As of December 31, 2022, 2021 and 2020, the following table provides a reconciliation of cash, cash equivalents, and restricted cash reported within the statement of financial position that sum to the total of the same such amounts shown in the statement of cash flows.

| <i>(in thousands of \$)</i> | 2022 | 2021 | 2020 |
|--|----------------|---------|---------|
| Cash and cash equivalents | 134,784 | 197,032 | 153,093 |
| Short-term restricted cash | 3,289 | 12,985 | 22,009 |
| Total cash, cash equivalents and restricted cash shown in the statement of cash flows | 138,073 | 210,017 | 175,102 |

According to our accounting policy, amounts included in cash and cash equivalents include cash balances that are required to be maintained by the financial covenants in our loan facilities. Under our debt facilities, we need to maintain free cash of the higher of \$20 million or 5% of total interest bearing debt. We have covenanted to retain at least \$61.3 million of cash and cash equivalents as of December 31, 2022 (as of December 31, 2021: \$69.5 million and as of December 31, 2020: \$59.8 million).

Restricted cash consists of cash, which may only be used for certain purposes under our contractual arrangements and primarily comprises collateral deposits for derivative trading.

12. MARKETABLE EQUITY SECURITIES

Our marketable securities consist of equity securities in Eneti Inc, a company engaged in marine based renewable energy. Eneti Inc was until February 2021 named Scorpio Bulkers Inc., engaged in dry bulk shipping. Eneti Inc is listed on the New York Stock Exchange.

| <i>(in thousands of \$)</i> | 2022 | 2021 |
|---|--------------|---------|
| Balance at start of year | 1,684 | 3,684 |
| Unrealized gain (loss), net | 503 | (2,000) |
| Total marketable equity securities | 2,187 | 1,684 |

In 2022, we have received approximately \$8.7 thousand in dividends from our investment in Eneti Inc.

13. TRADE ACCOUNTS RECEIVABLE, NET

Trade accounts receivables are stated net of a provision for doubtful accounts and credit loss allowance.

| <i>(in thousands of \$)</i> | 2022 | 2021 | 2020 |
|---|---------------|--------|--------|
| Trade accounts receivable | 15,397 | 29,135 | 22,904 |
| Provision for doubtful accounts | (403) | (253) | (165) |
| Allowance for expected credit losses | (44) | (44) | (35) |
| Total trade accounts receivable, net | 14,950 | 28,838 | 22,704 |

Allowance for credit losses for trade accounts receivable amounted to \$44 thousand as of December 31, 2022 and \$44 thousand as of December 31, 2021.

Movements in the provision for doubtful accounts in the three years ended December 31, 2022 are summarized as follows:

| <i>(in thousands of \$)</i> | |
|--|------------|
| Balance as of December 31, 2019 | 594 |
| Additions charged to income | 165 |
| Deductions credited to trade receivables | (594) |
| Balance as of December 31, 2020 | 165 |
| Additions charged to income | 253 |
| Deductions credited to trade receivables | (165) |
| Balance as of December 31, 2021 | 253 |
| Additions charged to income | 403 |
| Deductions credited to trade receivables | (253) |
| Balance as of December 31, 2022 | 403 |

14. OTHER CURRENT ASSETS

| <i>(in thousands of \$)</i> | 2022 | 2021 |
|--|---------------|--------|
| Capitalized fulfillment costs | 4,894 | 3,541 |
| Agent receivables | 2,207 | 1,227 |
| Advances | 2,023 | 1,644 |
| Claims receivables | 5,967 | 4,342 |
| Bunker receivables on time charter-out contracts | 28,555 | 16,312 |
| Other receivables | 10,784 | 8,092 |
| Total other current assets | 54,430 | 35,158 |

Other receivables are presented net of allowances for credit losses and doubtful accounts amounting to \$46.3 thousands and nil as of December 31, 2022, respectively. As of December 31, 2021, allowances for credit losses and doubtful accounts amounted to \$46.3 thousands and nil, respectively.

15. VALUE OF CHARTER PARTY CONTRACTS

The value of favorable charter-out contracts is summarized as follows:

| <i>(in thousands of \$)</i> | 2022 | 2021 | 2020 |
|-----------------------------|-------------|---------|----------|
| Opening balance | — | 4,073 | 16,221 |
| Amortization charge | — | (4,073) | (12,148) |
| Total | — | — | 4,073 |
| Less: current portion | — | — | (4,073) |
| Non-current portion | — | — | — |

Value of the favorable charter party contracts relates primarily to contracts acquired as part of the Merger. Time charter revenues in 2022, 2021 and 2020 have been reduced by nil, \$4.1 million and \$12.1 million, respectively, as a result of the amortization of these favorable charter-out contracts. As of December 31, 2022, the remaining value of these favorable charter-out contracts is nil.

With reference to Note 16, "Vessels and Equipment, Net", in connection with the acquisition of vessels from Hemen, we acquired certain unfavorable time charter-out contracts, which were valued to net \$2.2 million and recorded as a liability on acquisition. As of December 31, 2022, the remaining value of these charter-out contracts is nil.

16. VESSELS AND EQUIPMENT, NET

| <i>(in thousands of \$)</i> | Cost | Accumulated Depreciation | Net Book Value |
|--|------------------|-----------------------------|------------------|
| Balance as of December 31, 2020 | 2,726,105 | (458,419) | 2,267,686 |
| Additions Vessel Acquisitions | 640,991 | — | 640,991 |
| Additions BWTS | 2,911 | — | 2,911 |
| Disposals | (18,746) | 4,103 | (14,643) |
| Transfer from newbuildings | 116,446 | — | 116,446 |
| Transfer to held for sale | (27,635) | 7,506 | (20,129) |
| Impairment loss | (4,187) | — | (4,187) |
| Depreciation | — | (108,754) | (108,754) |
| Balance as of December 31, 2021 | 3,435,885 | (555,564) | 2,880,321 |
| Additions BWTS | 6,044 | — | 6,044 |
| Disposals and transfer to Vessels Held for Sale* | (123,524) | 30,358 | (93,166) |
| Transfer to Vessels Held for Sale** | (17,627) | 5,085 | (12,542) |
| Depreciation | — | (114,872) | (114,872) |
| Balance as of December 31, 2022 | 3,300,778 | (634,993) | 2,665,785 |

*this line includes vessels sold and delivered to new owners during 2022

**this line includes transfer to Vessels held for sale which are reflected on the balance sheet as of December 31, 2022

As of December 31, 2022, we owned 13 Newcastlemaxes, 35 Capesizes and 27 Panamaxs (as of December 31, 2021: 13 Newcastlemaxes, 35 Capesizes, 31 Panamaxs and two Ultramaxs).

In November 2022, we entered into an agreement to sell two Panamax vessels, *Golden Ice* and *Golden Strength*, to an unrelated third party for an aggregate sales price of \$30.3 million. *Golden Ice* was delivered to its new owner in December 2022, at which time we recorded a gain of \$2.8 million. *Golden Strength* was delivered to its new owner in January 2023, and classified as held for sale as of December 31, 2022. We expect to record a gain of approximately \$2.7 million in the first quarter of 2023.

In June 2022, we entered into an agreement to sell en-bloc two Ultramax vessels, *Golden Cecilie* and *Golden Cathrine* to an unrelated third party for \$63.0 million. The vessels were delivered to their new owner in the third quarter of 2022, upon which we recorded a gain of \$21.9 million from the sale.

In February 2022, we entered into an agreement to sell en-bloc three older Panamax vessels, *Golden Empress*, *Golden Enterprise* and *Golden Endeavour* to an unrelated third party for \$52 million. The vessels were delivered to their new owner in the second quarter of 2022 upon which we recorded a gain of \$9.5 million from the sale.

In February 2021, we entered into an agreement to acquire 15 modern dry bulk vessels and three newbuildings for a total consideration of \$752 million from affiliates of Hemen, our largest shareholder, whereas \$637.5 million related to vessels and \$114.5 million related to newbuildings. The Vessel Acquisitions have been accounted for as an asset acquisition rather than a business combination as substantially all the fair value of the gross assets acquired on closing of the Vessel Acquisitions is concentrated in the value of the vessels, being a group of similar identifiable assets. We took delivery of all vessels and newbuildings in the first six months of 2021. In aggregate we capitalized \$757.4 million under vessel and equipment related to the 15 vessels and three newbuildings, which includes \$752 million consideration, \$2.2 million relating to unfavorable contracts (reference to Note 15, "Value of Charter Party Contracts"), \$2.1 million for newbuildings predelivery and technical supervision costs (reference to Note 17, "Newbuildings") and various other costs of \$1.1 million.

In 2021, we sold a total of three vessels, *Golden Endurer*, *Golden Opportunity* and *Golden Saguenay*. For *Golden Endurer* and *Golden Opportunity*, we recorded a total gain of \$9.8 million, while for *Golden Saguenay* we recorded an impairment loss of \$4.2 million.

In 2020, we sold one vessel, *Golden Shea*, and recorded an impairment loss of \$0.7 million.

In 2022, we capitalized a total of \$6.0 million in relation to the installation of ballast water treatment systems ("BWTS"). In 2021, we capitalized a total of \$2.9 million in relation to the installation of BWTS. In 2020, we capitalized in total \$1.2 million

in relation to the installation of ballast water treatment system and \$30.4 million in relation to the completed installation of scrubbers.

Total depreciation expense for own vessels was \$114.9 million, \$108.8 million and \$94.4 million in 2022, 2021 and 2020, respectively. For depreciation expense for finance leases, please refer to Note 18, "Finance Leases."

17. NEWBUILDINGS

The carrying value of our newbuildings at December 31, 2022 of \$91.9 million.

In June 2022, we entered into agreements to construct a total of three Kamsarmax vessels. The vessels are expected to be delivered to us during 2024.

In the second half of 2021, we entered into an agreement for the construction of seven high-specification latest generation 85,000 dwt ECO-type Kamsarmax vessels. The contract price is payable in several installments between the fourth quarter of 2021 and the first quarter of 2024. Four out of these seven newbuildings are expected to be delivered in the first half of 2023, two are expected to be delivered to us by the end of 2023 and the last one expected to be delivered in 2024.

In 2022, we paid installments, net of commissions, in total of \$53.4 million. In 2021, we paid installments, net of commissions, of \$35.6 million. In 2022 we capitalized interest expense of \$2.4 million for our ten Kamsarmax newbuildings.

Remaining Kamsarmax newbuildings commitments of \$255.6 million will be partially financed with the proceeds from the sales of older vessels, including the sale of *Golden Strength* (refer to Note 30, "Subsequent Events"), cash on hand, operating cash flows and debt financing to be established closer to the delivery of the newbuildings.

As part of the Vessel Acquisitions in 2021 we acquired three newbuildings through acquisition of shares of three special purpose companies ("SPCs") with shipbuilding contracts (*Golden Spray*, *Golden Fast* and *Golden Furious*). Total consideration transferred for the shares in the SPCs amounted to \$44.2 million, representing the purchase price, less remaining capital expenditure commitments, and in addition included \$0.6 million working capital payment which was recorded as 'Other assets'. Further, final payments to the shipyards for all three of these newbuildings amounted to \$68.4 million, which was paid in 2021 net of \$2.5 million penalty received from shipyards for late delivery of newbuildings (liquidated damages). In order to make a final settlement with the shipyards, we made a cash draw down on \$413.6 million Sterna facility of \$63.0 million. Out of total \$2.5 million in liquidated damages received from the shipyards by us, \$2.2 million were reimbursed to Hemen (for the period when newbuildings belonged to Hemen). In addition, we paid \$2.1 million predelivery and technical supervision costs. Total newbuilding balance of \$116.4 million was transferred to Vessel and Equipment upon delivery of newbuildings. *Golden Spray*, *Golden Fast* and *Golden Furious* were delivered in 2021 and there is no remaining newbuildings balance for *Golden Spray*, *Golden Fast* and *Golden Furious* as of December 31, 2022 or December 31, 2021.

18. FINANCE LEASES

As of December 31, 2022, we held seven vessels under finance lease (December 31, 2021: seven vessels). With reference to Note 10, "Operating Leases", we have leased in eight vessels from SFL, a related party, one of these vessels was classified as operating lease and remaining seven were classified as finance lease as of December 31, 2022. The daily time charter rate for vessels classified as finance lease was \$19,135, of which \$7,000 is for operating expenses (including drydocking costs) up until the third quarter of 2022 when the daily time charter rate was reduced to \$16,435 up until June 30, 2025. Subsequently, the daily time charter rate will be reduced to \$14,900 until the expiration of the contracts. For the finance leases, the profit share mechanism is calculated based on a base rate of \$14,900 adjusted for LIBOR based variable lease consideration. For further description of the calculation of the profit share element and payment structure, refer to Note 10, "Operating Leases". The average daily rate was calculated to be \$18,159 for finance leases in 2022 and there was \$3.0 million in profit share for all eight SFL vessels in 2022 (\$9.8 million and \$37.9 thousand in 2021 and 2020, respectively). Contingent or variable lease expense for the eight SFL leases was recorded in 2022 as interest expense of \$0.6 million. In 2021 and 2020 we recorded the variable lease expense of \$2.0 million and \$0.7 million, respectively. For a description of purchase options, refer to Note 10, "Operating Leases". The lease term for these vessels has been determined to be 13 years.

Our right of use asset for our finance leases were as follows:

(in thousands of \$)

| | |
|--|---------------|
| Balance as of January 1, 2021 | 113,480 |
| Additions | — |
| Depreciation | (14,945) |
| Impairment | — |
| Balance as of December 31, 2021 | 98,535 |
| Additions | — |
| Depreciation | (14,946) |
| Impairment | — |
| Balance as of December 31, 2022 | 83,589 |

In 2020, we recorded a total of \$70.0 million in impairment of right of use assets for vessels under finance leases. The loss recorded is equal to the difference between the carrying value of right of use assets and estimated fair value of the leased assets following an impairment review that was triggered by the negative market developments in the start of 2020.

Our lease obligations for our finance leases were as follows:

(in thousands of \$)

| | |
|---|----------------|
| Balance as of January 1, 2021 | 151,205 |
| Additions | — |
| Repayments | (32,237) |
| Interest expense on obligations under finance lease | 8,762 |
| Balance as of January 1, 2022 | 127,730 |
| Additions | — |
| Repayments | (29,059) |
| Interest expense on obligations under finance lease | 7,304 |
| Balance as of December 31, 2022 | 105,975 |
| Current portion | 18,387 |
| Non-current portion | 87,588 |

The weighted average discount rate in relation to our SFL finance leases was 6.3% and the weighted average lease term was 5.6 years as of December 31, 2022. The weighted average discount rate was 6.3% and the weighted average lease term was 6.6 years as of December 31, 2021.

The outstanding obligations under finance leases as of December 31, 2022 are payable as follows:

(in thousands of \$)

| | |
|--|----------------|
| 2023 | 24,484 |
| 2024 | 24,553 |
| 2025 | 22,551 |
| 2026 | 20,617 |
| 2027 | 20,617 |
| Thereafter | 12,320 |
| Minimum lease payments | 125,142 |
| Less: imputed interest | (19,167) |
| Present value of obligations under finance leases | 105,975 |

With regard to the eight SFL Capesize vessels, we have a purchase option of \$112 million en-bloc in 2025. If such option is not exercised, SFL will have the option to extend the charters by three years at \$14,900 per day. Our lease obligation is secured by the lessor's title to the leased asset.

19. VESSELS HELD FOR SALE

In November 2022, we entered into an agreement to sell a Panamax vessel, *Golden Strength*, to an unrelated third party for \$15.6 million. The vessel was delivered to its new owner in January 2023 and was classified as held for sale as of December 31, 2022.

There were no vessels held for sale as of December 31, 2021.

20. EQUITY METHOD INVESTMENTS

As of December 31, 2022, the Company had the following participation in investments that are recorded using the equity method:

| <i>(% of ownership)</i> | 2022 | 2021 |
|---|---------|---------|
| TFG Marine Pte Ltd ("TFG Marine") | 10.00 % | 10.00 % |
| SwissMarine Pte. Ltd. ("SwissMarine")** | 16.40 % | 17.50 % |
| United Freight Carriers LLC. ("UFC") | 50.00 % | 50.00 % |
| Capesize Chartering Ltd. ("CCL")* | — | 25.00 % |

*Following the termination of the pool agreement, in February 2022 our 25% share in CCL was sold for \$17.5 thousands.

** In March 2023, our ownership in SwissMarine was diluted from 16.4% to 15.9%.

Movements in equity method investments for the years ended December 31, 2022 and 2021 are summarized as follows:

| <i>(in thousands of \$)</i> | Swiss Marine | UFC | TFG Marine | Other | Total |
|--|---------------|--------------|---------------|--------------|---------------|
| Balance as of December 31, 2020 | 15,371 | 545 | 483 | — | 16,399 |
| Share of income / (loss) | 24,351 | 1,073 | (483) | 3 | 24,944 |
| Balance as of December 31, 2021 | 39,722 | 1,618 | — | 3 | 41,343 |
| Distributions received from associated companies | (9,828) | (6,445) | — | — | (16,273) |
| Loss on disposal of equity method investments | (891) | — | — | — | (891) |
| Share of income | 22,434 | 9,039 | 10,211 | — | 41,684 |
| Other | — | — | — | (463) | (463) |
| Balance as of December 31, 2022 | 51,437 | 4,212 | 10,211 | (460) | 65,400 |

We have an equity investment of 16.4% in SwissMarine, a dry bulk freight operator. Our ownership in SwissMarine was diluted in March 2022 from 17.5% to 16.4% as a result of issuance of additional shares by SwissMarine to its employees. We have also provided a \$10.7 million subordinated shareholder loan with a five-year term to SwissMarine, which was partially repaid by SwissMarine in 2020 and remaining balance of subordinated shareholder loan of \$5.35 million was fully repaid by SwissMarine in 2022. We account for this investment under the equity method as we determined that we have a significant influence over the investee.

In January 2020, we entered into a joint venture agreement with Frontline and its subsidiary Bandama Investments Ltd and Trafigura Pte Ltd to establish TFG Marine, a leading global supplier of marine fuels. As a result, we acquired a 10% interest in TFG Marine. We also provided a shareholder loan of \$1.0 million to TFG Marine, with outstanding amount of \$0.9 million as of December 31, 2022. The loan has a five-year term and bears interest of LIBOR plus a margin of 7%. With reference to Note 30, "Subsequent Events", the loan was fully repaid in February 2023. We account for this investment under the equity method as we determined that we have a significant influence over the investee.

We also have an equity investment of 50% of the shares in UFC, a dry cargo vessel operator and logistics service provider. We account for this investment under the equity method, and the book value of the investment amounted to \$4.2 million as of December 31, 2022. Further, in 2022, we received dividends from UFC in total of \$6.4 million.

In 2022, cash dividends received from equity method investees amounted to \$16.3 million (2021: nil, 2020: \$0.5 million).

21. DEBT

(in thousands of \$)

| | 2022 | 2021 |
|--|-----------|-----------|
| \$275.0 million term loan and revolving facility | 263,943 | — |
| \$304.0 million term loan and revolving facility | 216,622 | 235,315 |
| \$93.75 million term loan | 70,739 | 77,314 |
| \$131.79 million term loan | 88,856 | 98,681 |
| \$155.3 million term loan | 70,890 | 121,573 |
| \$120.0 million term loan | 63,545 | 81,071 |
| \$420.0 million term loan | — | 280,387 |
| \$260.0 million lease financing | 244,524 | 256,905 |
| \$175.0 million term loan and revolving facility | 112,387 | 122,477 |
| Total U.S. dollar denominated floating rate debt | 1,131,506 | 1,273,723 |
| Deferred charges | (10,650) | (11,378) |
| Total debt | 1,120,856 | 1,262,345 |
| Current portion of debt | (92,865) | (105,864) |
| Long-term portion of debt | 1,027,991 | 1,156,481 |

Movements in 2022, 2021 and 2020 are summarized as follows:

(in thousands of \$)

| | Floating rate debt | Deferred charges | Total |
|---|-----------------------|---------------------|------------------|
| Balance as of December 31, 2019 | 1,122,148 | (8,278) | 1,113,870 |
| Loan repayments | (390,138) | — | (390,138) |
| Loan draw downs | 322,012 | — | 322,012 |
| Capitalization of debt issuance cost, net of amortization | — | (261) | (261) |
| Balance as of December 31, 2020 | 1,054,022 | (8,539) | 1,045,483 |
| Loan repayments | (628,900) | — | (628,900) |
| Loan draw downs | 848,601 | — | 848,601 |
| Capitalization of debt issuance cost, net of amortization | — | (2,839) | (2,839) |
| Balance as of December 31, 2021 | 1,273,723 | (11,378) | 1,262,345 |
| Loan repayments | (417,217) | — | (417,217) |
| Loan draw downs | 275,000 | — | 275,000 |
| Capitalized financing fees and expenses | — | (2,890) | (2,890) |
| Amortization of debt issuance cost | — | 3,618 | 3,618 |
| Balance as of December 31, 2022 | 1,131,506 | (10,650) | 1,120,856 |

\$275.0 million term loan facility

In May 2022, we signed a loan agreement for a \$275.0 million term loan and revolving facility to refinance our obligations under the \$420.0 million loan facility described below. The \$420 million loan facility was secured by 14 Capesize vessels was scheduled to mature in June 2023. The facility bears an interest of Secured Overnight Financing Rate ("SOFR") plus 190 basis points. All tranches under the \$225.0 million term loan facility and revolving credit tranche of \$50.0 million mature in May 2027, with a balloon payment of \$170.0 million. Repayments are made on a quarterly basis from third quarter of 2022 onward. During 2022, \$11.1 million was repaid and there was no available undrawn amount.

\$175.0 million term loan facility

In August 2021, we entered into the \$175.0 million loan facility refinancing six Newcastlemax vessels acquired from Hemen, previously financed under the \$413.6 million loan agreement with Sterna Finance Ltd., a related party (the "Sterna Facility"). The \$175 million loan facility has a five-year tenor and 19-year age adjusted repayment profile. The facility bears interest of LIBOR plus a margin of 190 basis points. It also includes a \$50 million non-amortizing revolving credit tranche. All tranches under the term loan facility mature in August 2026, with a balloon payment of \$77.1 million. Repayments of term loan are made on a quarterly basis from fourth quarter of 2021 onward. During 2022, \$10.1 million (2021: \$2.5 million) was repaid in

regular repayments. In 2021, we repaid the full \$50 million revolving credit tranche, consequently leaving an available undrawn amount of \$50 million.

\$260.0 million lease financing

In August 2021, we signed a sale-and-leaseback agreement for an amount of \$260.0 million, refinancing the remaining nine vessels and three newbuildings financed by the Sterna Facility. The lease financing has a seven-year tenor, carries an interest rate of LIBOR plus a margin of 200 basis points, has a straight line amortization profile of 21 years and has purchase options throughout the term, with a purchase obligation at maturity. Repayments are made on a quarterly basis from fourth quarter of 2021 onward. During 2022, \$12.4 million (2021: \$3.1 million) was repaid and there was no available undrawn amount.

\$304.0 million term loan facility

In November 2020, we entered into the \$304.0 million term loan and revolving credit facility to refinance our obligations under \$425.0 million credit facility that was scheduled to mature in March 2021. This loan facility has been entered into with six reputable shipping banks, five of which were part of the group of banks that financed the \$425.0 million credit facility and is secured by 14 Capesize vessels. The term loan facility of \$254.0 million has a tenor of five years and a 20-year age adjusted repayment profile, carrying an interest cost of LIBOR plus a margin of 235 basis points. All tranches under the term loan facility mature in November 2025, with a balloon payment of \$165.2 million. Repayments of term loan are made on a quarterly basis from first quarter of 2021 onward. The facility includes a non-amortizing revolving credit tranche of \$50.0 million with maturity date in November 2025. During 2022, \$18.7 million (2021: \$18.7 million) was repaid in regular repayments. In 2021, we repaid the full \$50.0 million revolving credit tranche, consequently leaving an available undrawn amount of \$50.0 million.

\$93.75 million loan facility

This facility has a five-year tenor and a 19-year age adjusted amortization profile. The facility bears interest of LIBOR plus a margin of 215 basis points. Repayments are made on a quarterly basis from third quarter of 2019 onward. All tranches under the facility mature in second quarter of 2024, with a balloon payment of in total \$62.5 million. During 2022, \$6.6 million (2021: \$6.6 million) was repaid and there was no available undrawn amount. The facility was refinanced in 2023 with the new \$250.0 million credit facility (please see Note 30, "Subsequent Events" for more information about the new facility).

\$131.79 million loan facility

This facility has a five-year tenor and a 19-year age adjusted amortization profile. The facility bears interest of LIBOR plus a margin of 210 basis points. Repayments are made on a quarterly basis from third quarter of 2019 onward. All tranches under the facility mature in second quarter of 2024, with a balloon payment of in total \$76.6 million. During 2022, \$9.8 million (2021: \$15.4 million) was repaid and there was no available undrawn amount. The facility was refinanced in 2023 with the new \$250.0 million credit facility (please see Note 30, "Subsequent Events" for more information about the new facility).

\$155.3 million loan facility

In November 2019, we refinanced our \$284.0 million loan facility that financed 15 vessels and was scheduled to mature in December 2019. A \$155.3 million term loan facility was entered into with six reputable shipping banks, five of which were part of the group of banks that financed the \$284.0 million facility. In connection with this refinancing, we prepaid the outstanding debt under the \$284.0 million facility of \$155.4 million. This facility bears interest of LIBOR plus a margin of 210 basis points. Repayments are made on a quarterly basis from first quarter of 2020 onward. All tranches under the facility mature in fourth quarter of 2024, with a balloon payment of in total \$56.5 million. During 2022, \$50.7 million (2021: \$20.8 million) was repaid, which included repayment of debt in connection to the sale of *Golden Endeavour*, *Golden Empress*, *Golden Enterprise*, *Golden Cecilie* and *Golden Cathrine*, amounting to \$41.1 million. There was no available undrawn amount. The facility was refinanced in 2023 with the new \$250.0 million credit facility (please see Note 30, "Subsequent Events" for more information about the new facility).

\$120.0 million term loan facility

In May 2018, we entered into a \$120.0 million term loan facility to refinance 10 vessels and repay \$58.3 million due under the \$34.0 million term loan facility and the \$82.5 million term loan facilities with maturity in 2018 and prepay the full outstanding amounts under our related party seller credit loans of \$65.5 million. This facility bears interest of LIBOR plus a margin of 225 basis points. Repayments are made on a quarterly basis from third quarter of 2018 onward. All tranches under the facility mature in April 2025, with a balloon payment of in total \$52.4 million. During 2022, \$17.5 million (2021: \$18.6 million) was repaid, which included repayment of debt in connection to the sale of *Golden Ice* and *Golden Strength*, amounting to \$11.4 million. There was no available undrawn amount.

\$420.0 million term loan facility

In June 2014, we entered into a term loan facility of up to \$420.0 million, dependent on the market values of the vessels at the time of draw down, consisting of 14 tranches of up to \$30.0 million to finance, in part, 14 newbuilding vessels. Each tranche is

repayable by quarterly installments based on a 20-years profile from the delivery date of each vessel and all amounts outstanding shall be repaid on June 30, 2020. The facility has an interest rate of LIBOR plus a margin of 250 basis points. In January 2016, following an accelerated repayment to comply with the minimum value covenant as of December 31, 2015, the quarterly repayment schedule was amended to \$5.2 million, in total, for all 14 tranches.

In February 2019, we extended our \$420 million term loan facility for 14 vessels by three years from June 2020 to June 2023 at LIBOR plus a margin of 250 basis points and upsized the facility to partially finance the installation of scrubbers on up to 11 vessels. Each scrubber installation was financed with up to \$3 million in a separate tranche to be repaid over three years, commencing January 1, 2020.

In May 2022, we fully repaid the outstanding amounts under the \$420.0 million term loan facility and drew down on the new \$275.0 million term loan and revolving credit facility described above. In total, during 2022, \$280.4 million was repaid (2021: \$29.6 million).

\$425.0 million senior secured post-delivery term loan facility

In February 2015, we entered into a senior secured post-delivery term loan facility of up to \$425.0 million, depending on the market values of the vessels at the time of draw down, to partially finance 14 newbuilding vessels. The loan bore interest at LIBOR plus a margin of 220 basis points.

In November 2020, we fully repaid the outstanding amounts under the \$425.0 million credit facility and drew down on the \$304.0 million term loan and revolving credit facility. In total, during 2020, \$322.5 million was repaid.

Financial covenants

Our loan agreements contain loan-to-value clauses, which could require us to post additional collateral or prepay a portion of the outstanding borrowings should the value of the vessels securing borrowings under each of such agreements decrease below required levels. In addition, the loan agreements contain certain financial covenants, including the requirement to maintain a certain level of free cash, positive working capital as defined in the loan agreement and a value adjusted equity covenant. Under most of our debt facilities the aggregate value of the collateral vessels shall not fall below 135% of the loan outstanding, depending on the facility (for \$175 million and \$275 million loan facilities, the value should not fall below 130%. For \$260 million lease financing, the value should not fall below 115%). We need to maintain free cash of at least \$20 million or 5% of total interest bearing debt, maintain positive working capital and maintain a value adjusted equity of at least 25% of value adjusted total assets.

With regards to free cash, we have covenanted to retain at least \$61.3 million of cash and cash equivalents as of December 31, 2022 (December 31, 2021: \$69.5 million) and in accordance with our accounting policy this is classified under cash and cash equivalents. In addition, none of our vessel owning subsidiaries may sell, transfer or otherwise dispose of their interests in the vessels they own without the prior written consent of the applicable lenders unless, in the case of a vessel sale, the outstanding borrowings under the credit facility applicable to that vessel are repaid in full. Failure to comply with any of the covenants in the loan agreements could result in a default, which would permit the lender to accelerate the maturity of the debt and to foreclose upon any collateral securing the debt. Under those circumstances, we might not have sufficient funds or other resources to satisfy our obligations.

As of December 31, 2022 and December 31, 2021, we were in compliance with our covenants.

Deferred charges

Debt issuance costs of \$10.7 million as of December 31, 2022 (2021: \$11.4 million) are presented as a deduction from the carrying value of our debt.

The outstanding debt as of December 31, 2022 is repayable as follows:

(in thousands of \$)

| | |
|---|------------------|
| 2023 | 92,865 |
| 2024 | 274,101 |
| 2025 | 277,443 |
| 2026 | 116,610 |
| 2027 | 187,870 |
| Thereafter | 182,617 |
| Total U.S. dollar denominated floating rate debt | 1,131,506 |
| Deferred charges | (10,650) |
| Total debt | 1,120,856 |

Assets pledged

As of December 31, 2022, 74 vessels (2021: 81 vessels) with an aggregate carrying value of \$2,665.8 million (2021: \$2,880.3 million) were pledged as security for our floating rate debt.

Weighted average interest

The weighted average interest rate related to our floating rate debt (LIBOR credit margin or LIBOR adjusted credit margin for SOFR facility) as of December 31, 2022 and 2021 was 2.01% and 2.21%, respectively.

22. ACCRUED EXPENSES

(in thousands of \$)

| | 2022 | 2021 |
|-------------------------------|---------------|---------------|
| Voyage expenses | 18,197 | 11,204 |
| Ship operating expenses | 16,106 | 17,968 |
| Administrative expenses | 3,682 | 4,570 |
| Tax expenses | 381 | 394 |
| Interest expenses | 5,022 | 4,433 |
| Total accrued expenses | 43,388 | 38,569 |

23. OTHER CURRENT LIABILITIES

(in thousands of \$)

| | 2022 | 2021 |
|--|---------------|---------------|
| Deferred charter revenue | 29,153 | 34,626 |
| Payroll and employee tax | 653 | 654 |
| Bunker obligations on time charter out contracts | 3,652 | 1,523 |
| Other current liabilities | 36 | 462 |
| Total other current liabilities | 33,494 | 37,265 |

24. DERIVATIVE INSTRUMENTS PAYABLE AND RECEIVABLE

Our derivative instruments are not designated as hedging instruments and are summarized as follows:

(in thousands of \$)

| | 2022 | 2021 |
|---------------------------------------|---------------|--------------|
| Interest rate swaps | 32,858 | 2,608 |
| Foreign currency swaps | — | 71 |
| Bunker derivatives | 265 | — |
| Forward freight agreements | — | — |
| Asset Derivatives - Fair Value | 33,123 | 2,679 |

| <i>(in thousands of \$)</i> | 2022 | 2021 |
|---|--------------|---------------|
| Interest rate swaps | — | 10,364 |
| Foreign currency swaps | 10 | — |
| Bunker derivatives | 1,303 | — |
| Forward freight agreements | — | — |
| Liability Derivatives - Fair Value | 1,313 | 10,364 |

During 2022, 2021 and 2020, the following were recognized and presented under “Gain (loss) on derivatives” in the consolidated statement of comprehensive income:

| <i>(in thousands of \$)</i> | | 2022 | 2021 | 2020 |
|-----------------------------|-----------------------------------|---------------|---------------|-----------------|
| Interest rate swaps | Interest income (expense) | (466) | (8,349) | (5,030) |
| | Unrealized fair value gain (loss) | 40,614 | 19,802 | (19,868) |
| Foreign currency swaps | Realized gain (loss) | (194) | 60 | 71 |
| | Unrealized fair value gain (loss) | 113 | (257) | 519 |
| Forward freight agreements | Realized gain (loss) | (579) | 18,969 | 10,207 |
| | Options | — | — | (1,313) |
| Bunker derivatives | Realized gain (loss) | 1,518 | 410 | (2,193) |
| | Unrealized fair value gain (loss) | (1,038) | (170) | 157 |
| | | 39,968 | 30,465 | (17,450) |

25. SHARE CAPITAL, TREASURY SHARES AND DIVIDENDS

Authorized share capital:

| <i>(in thousands of \$ except per share amount)</i> | 2022 | 2021 | 2020 |
|--|--------|--------|--------|
| 300 million common shares in 2022 and 2021 and 200 million common shares in 2020 with \$0.05 par value | 15,000 | 15,000 | 10,000 |

In March 2021, at our annual general meeting ("AGM"), the shareholders approved to increase our authorized share capital from \$10,000,000 divided into 200,000,000 common shares of \$0.05 par value to \$15,000,000 divided into 300,000,000 common shares of \$0.05 par value. In May 2021, at our AGM, our shareholders approved a reduction of the Additional Paid in Capital account. As a result, \$350.7 million in additional paid in capital was reclassified to contributed surplus in 2021.

Issued and outstanding number of shares:

| <i>(number of shares of \$0.05 each)</i> | 2022 | 2021 | 2020 |
|--|-------------|-------------|-------------|
| Issued shares: Balance at start of year | 201,190,621 | 144,272,697 | 144,272,697 |
| - Shares issued | — | 56,917,924 | — |
| - Issue of consideration shares to Hemen | — | — | — |
| - Settlement of options | — | — | — |
| Issued shares: Balance at the end of year | 201,190,621 | 201,190,621 | 144,272,697 |
| Outstanding number of shares: Balance at start of year | 200,435,621 | 143,327,697 | 143,277,697 |
| - Shares issued | — | 56,917,924 | — |
| - Repurchases of shares | (400,000) | — | — |
| - Distribution of treasury shares | 450,000 | 190,000 | 50,000 |
| Outstanding number of shares: Balance at end of year | 200,485,621 | 200,435,621 | 143,327,697 |

In 2022, we acquired an aggregate of 400,000 of our own shares, in open market transactions under our 2022 share buy-back program. The shares were acquired on the OSE and on NASDAQ at an aggregate purchase price of \$3.3 million. The Company did not acquire any of its own shares in 2021 and 2020. As of December 31, 2022 the Company held 705,000 treasury shares out of which 400,000 were repurchased under the 2022 share buy-back program and 305,000 were repurchased under the 2019 share buy-back program (December 31, 2021: 755,000 treasury shares, December 31, 2020: 945,000 treasury shares).

In 2022, 450,000 share options held by the management were exercised. We settled the options by distributing the same amount of treasury shares acquired as part of 2019 share buy-back program, and recorded a loss of \$1.7 million in the equity statement. In the year ended December 31, 2021, we issued 190,000 shares in connection with our 2016 share option plan (the "2016 Plan"). We settled the applicable options using the equal amount of treasury shares and recorded a loss of \$0.4 million in the equity statement.

In February 2021, we completed a private placement, which raised gross proceeds of NOK 2,873 million, or approximately \$338 million through the placing of 54,207,547 new shares at a subscription price of NOK 53.00 per offer share. Net proceeds from the private placement after deduction of legal and other placement related costs amounted to \$335.3 million. Hemen subscribed for 27,103,773 new shares, equivalent to approximately \$169 million.

In May 2021, we completed a subsequent offering following the private placement and issued 2,710,377 new shares at NOK 53.00 per share, raising gross proceeds of NOK 143.6 million (or approximately \$16.9 million). Net proceeds from the subsequent offering after deduction of legal and other placement related costs amounted to \$16.9 million. All shares were acquired by third parties.

In 2022, 2021 and 2020, we paid \$471.7 million, \$320.7 million and \$7.2 million in dividends to our shareholders, respectively, corresponding to a dividend per share of \$2.35, \$1.60 and \$0.05. Refer to Note 30, "Subsequent Events", for any subsequent dividend declarations.

As of December 31, 2022, 200,485,621 common shares were outstanding (December 31, 2021: 200,435,621 common shares, December 31, 2020: 143,327,697 common shares), which includes an adjustment for treasury shares in 2022, 2021 and 2020 of 705,000, 755,000 and 945,000, respectively.

26. SHARE OPTIONS

2016 Share Option Plan:

In November 2016, the Board approved the adoption of the 2016 Plan. The 2016 Plan permits share options to be granted to directors, officers and employees (the "Option holders"), of the Company and its subsidiaries. The plan has a 10-year term effective November 2016, unless otherwise determined by the Board. The share options entitle the Option holders to subscribe for common shares at a price per share equal to the exercise price as determined by the Board on the date the share options are granted. The share options have no voting or other shareholder rights.

On April 24, 2020, 550,000 share options were granted to the Chief Executive Officer of Golden Ocean Management AS in accordance with the terms of the 2016 Plan. The share options will have a five-year term and vest equally over three years with a subscription price per share as specified below. The total fair value for share option award is estimated to be \$0.8 million.

On September 14, 2020, 275,000 share options were granted to the Chief Financial Officer of Golden Ocean Management AS in accordance with the terms of the 2016 Plan. The share options will have a five-year term and vest equally over three years with a subscription price per share as specified below. The total fair value for share option award is estimated to be \$0.4 million.

On November 11, 2020, 275,000 share options were granted to the Chief Commercial Officer of Golden Ocean Management AS in accordance with the terms of the 2016 Plan. The share options will have a five-year term and vest equally over three years with a subscription price per share as specified below. The total fair value for share option award is estimated to be \$0.4 million.

| | 2020 Grant CEO | 2020 Grant CFO | 2020 Grant CCO |
|------------|---|--|---|
| Grant date | April 24, 2020 | September 14, 2020 | November 11, 2020 |
| Tranche 1 | 150,000 of the options are exercisable on April 6, 2021 at the earliest, at a subscription price of NOK 35 per share | 75,000 of the options are exercisable on September 4, 2021 at the earliest, at a Subscription Price of NOK 32 per share | 75,000 of the options are exercisable on December 1, 2021 at the earliest, at a Subscription Price of NOK 33 per share |
| Tranche 2 | 150,000 of the options are exercisable on April 6, 2022 at the earliest, at a Subscription Price of NOK 52.50 per share | 75,000 of the options are exercisable on September 4, 2022 at the earliest, at a Subscription Price of NOK 48 per share | 75,000 of the options are exercisable on December 1, 2022 at the earliest, at a Subscription Price of NOK 49.50 per share |
| Tranche 3 | 250,000 of the options are exercisable on April 6, 2023 at the earliest, at a Subscription Price of NOK 70.00 per share | 125,000 of the options are exercisable on September 4, 2023 at the earliest, at a Subscription Price of NOK 64 per share | 125,000 of the options are exercisable on December 1, 2023 at the earliest, at a Subscription Price of NOK 66 per share |

On November 10, 2016, the Board approved the issue of 700,000 share options to senior management in accordance with the terms of the 2016 Plan at an exercise price of \$4.20, adjusted for any distribution of dividends made before the relevant options are exercised. The share options have a five years term and vest over a three years period equally at a rate of 1/3 of the number of share options granted on each annual anniversary of the date of grant, subject to the option holder continuing to provide services to the Company from the grant date through the applicable vesting date. As of December 31, 2022, there were no options vested and outstanding for this grant.

Summary of assumptions for share options given in accordance with the terms of the Company's share option scheme from 2016:

| | 2016 Grant | 2020 Grant CEO | 2020 Grant CFO | 2020 Grant CCO |
|--------------------------|-------------------|-----------------------|-----------------------|-----------------------|
| Grant Date | November 10, 2016 | April 24, 2020 | September 14, 2020 | November 11, 2020 |
| Expected Term (1) | 5 years | 5 years | 5 years | 5 years |
| Expected Volatility (2) | 71% | 61% | 62% | 61% |
| Expected Dividends (3) | Nil | Nil | Nil | Nil |
| Dilution Adjustment (4) | No | No | No | No |
| Risk-free Rate (5) | 1.55 % | 0.27 % | 0.27 % | 0.4 % |
| Expected Forfeitures (6) | Nil | Nil | Nil | Nil |

The fair value of all share options listed above was calculated based on the Black-Scholes method. The significant assumptions used to estimate the fair value of the share options are set out below:

- *Expected Term (1)* Given that the exercise price is adjustable for any distribution of dividends made before the relevant options are exercised and that most of the grants is given to top management, we expect that it is reasonable for holders of the granted options to avoid early exercise of the options. As a result, we assumed that the expected term of the options is their contractual term.
- *Expected Volatility (2)* We used the historical volatility of the common shares to estimate the volatility of the prices of the shares underlying the share options.
- *Expected dividends (3)* For all share options granted the share options exercise price is adjustable for distribution of dividend before the share options are exercised. Therefore, dividend protection features are incorporated to option pricing model by using a zero-dividend yield assumption.
- *Dilution Adjustment (4)* The number of share options is considered immaterial as compared to the number of shares outstanding and no dilution adjustment was incorporated in the valuation model.
- *Risk-free Rate (5)* We used the five-year US Government bond risk-free yield-to-maturity rate of as of respective grant date as an estimate for the risk-free rate to match the expected contractual term of the share options.
- *Expected Forfeitures (6)* We expect that there will be no or very limited forfeitures of non-vested shares options during the terms. This is in line with our historical experience.

The following table summarizes the option activity for the year ended December 31, 2022 and 2021:

| | Number of options | | Weighted Average Exercise Price* | Weighted Average Grant date Fair Value |
|--|-------------------|------------------|----------------------------------|--|
| | Management | Total | | |
| Total Outstanding as of December 31, 2020 | 1,200,000 | 1,290,000 | \$5.17 | \$1.63 |
| Granted during 2021 | — | — | — | — |
| Exercised during 2021 | 100,000 | 190,000 | \$3.35 | \$2.47 |
| Forfeited during 2021 | — | — | — | — |
| Exercisable as of December 31, 2021 | 300,000 | 300,000 | \$3.80 | \$2.06 |
| Outstanding as of December 31, 2021 - Unvested | 800,000 | 800,000 | \$6.88 | \$1.65 |
| Total Outstanding as of December 31, 2021 | 1,100,000 | 1,100,000 | \$6.04 | \$1.76 |
| Granted during 2022 | — | — | — | — |
| Exercised during 2022 | 450,000 | 450,000 | \$3.97 | \$1.77 |
| Forfeited during 2022 | — | — | — | — |
| Exercisable as of December 31, 2022 | 150,000 | 150,000 | \$4.84 | \$1.39 |
| Outstanding as of December 31, 2022 - Unvested | 500,000 | 500,000 | \$6.70 | \$1.25 |
| Total Outstanding as of December 31, 2022 | 650,000 | 650,000 | \$6.27 | \$1.28 |

- *not adjusted for dividends*

As of December 31, 2022 and 2021, outstanding vested options amounted to 150,000 and 300,000, respectively.

The following table summarizes certain information about the options outstanding as of December 31, 2022 and 2021:

| Weighted Average Exercise Price of Outstanding Options | Options Outstanding and Unvested, December 31, 2022 | | | Options Outstanding and Exercisable, December 31, 2022 | | |
|--|---|---------------------------------|---|--|---------------------------------|---|
| | Number of options | Weighted Average Exercise Price | Weighted Average Remaining Contractual Life | Number of options | Weighted Average Exercise Price | Weighted Average Remaining Contractual Life |
| \$6.70 | 500,000 | \$6.70 | 2.55 | 150,000 | \$4.84 | 2.79 |

| Weighted Average Exercise Price of Outstanding Options | Options Outstanding and Unvested, December 31, 2021 | | | Options Outstanding and Exercisable, December 31, 2021 | | |
|--|---|---------------------------------|---|--|---------------------------------|---|
| | Number of options | Weighted Average Exercise Price | Weighted Average Remaining Contractual Life | Number of options | Weighted Average Exercise Price | Weighted Average Remaining Contractual Life |
| \$6.88 | 800,000 | \$6.88 | 3.55 | 300,000 | \$3.80 | 3.55 |

For the year ended December 31, 2022 and 2021 the share based compensation was \$0.6 million and \$0.6 million, respectively, and are included in "Administrative expenses" in the consolidated statement of operations. In 2022 and 2021, we settled the exercise of 450,000 and 190,000 share options, respectively, by distributing the same amount of treasury shares.

As of December 31, 2022 and 2021, the estimated cost relating to non-vested share options not yet recognized was \$0.3 million and \$0.9 million respectively.

27. RELATED PARTY TRANSACTIONS

We transact business with the following related parties, consisting of companies in which Hemen and companies associated with Hemen have a significant interest: Frontline plc and its subsidiaries (referred to as "Frontline"), SFL, Seatankers Management Co. Ltd and companies affiliated with it (referred to as "Seatankers") and Front Ocean Management AS. We may also transact business with our associated companies.

SFL

In April 2015, we agreed to a sale and leaseback transaction with SFL for eight Capesize vessels. These vessels were sold en-bloc for an aggregate price of \$272.0 million. The vessels were delivered to SFL in the third quarter of 2015 and were time chartered-in by one of our subsidiaries for a period of ten years. We have a purchase option of \$112 million en-bloc after ten years and, if such option is not exercised, SFL will have the option to extend the charters by three years at \$14,900 per day. Refer to Note 10, "Operating Leases", and Note 18, "Finance Leases", for additional information related to these contracts.

The management agreement with SFL was terminated in July 2021 and we are no longer the commercial manager for SFL vessels as of December 31, 2022. In the first six months of 2021, we were the commercial manager for eight (full 2020: 9) dry bulk and 16 (full 2020: 16) container vessels owned and operated by SFL. Pursuant to the management agreements in 2021, we received \$125 per day per vessel for managing four of the eight dry bulk vessels, \$75 per day per vessel for managing three of the eight dry bulk vessels and \$37.5 per day per vessel for managing the remaining one dry bulk vessels (2020: \$125 per day for four, \$75 per day for three and \$37.5 per day for the remaining two) and \$75 per day per vessel for managing the 16 container vessels (2020: \$75 per day per vessel for managing the 16 container vessels, 2019: \$75 per day per vessel for managing the 14 container vessels).

Seatankers

We are the commercial manager of 10 (2021: 12) dry bulk vessel owned and operated by Seatankers. Pursuant to the management agreements, we receive \$125 (2021: \$125, 2020: \$125) per day per vessel for managing the dry bulk vessels. From time to time we may also charter in dry bulk vessel owned by Seatankers on short-term time charters.

Capesize Chartering

With reference to Note 2, "Summary of Significant Accounting Policies", several of our Capesize vessels operated under a pool arrangement for Capesize vessels with CCL in 2021 and 2020. In August 2021 we announced termination of our relationship with CCL and all vessels exited the CCL pool in 2021. During 2021, 34 of our Capesize and Newcastlemax vessels that traded in the CCL pool contributed with an average of 256 days per vessel.

United Freight Carriers

With reference to Note 20, "Equity Method Investments", we also have an equity investment of 50% of the shares in UFC, a dry cargo vessel operator and logistics service provider that primarily focuses its activity around smaller bulk carriers with deadweight of up to 50,000 tonnes.

SwissMarine

With reference to Note 20, "Equity Method Investments", in 2019 we made an equity investment in SwissMarine, a dry bulk freight operator of which we have determined to have significant influence. In 2019, we provided SwissMarine with a \$10.7 million subordinated shareholder loan, non-amortizing, with a five-year term. The loan bears interests equivalent to the 12-month LIBOR plus a margin of 2%. In May 2020, the subordinated shareholder loan was partially repaid by SwissMarine. Total repayment amounted to \$5.7 million, which included principal loan amount of \$5.35 million and interest of \$0.3 million. Remaining subordinated shareholder loan of \$5.35 million was fully repaid by SwissMarine in the first quarter of 2022 and there is no outstanding balance as of December 31, 2022. Total repayment amounted to \$5.6 million, which included principal amount of \$5.35 million and interest of \$0.2 million.

In addition, we have entered into several time charter agreements with SwissMarine and total time charter revenues from SwissMarine amounted to \$2.0 million in the year ended December 31, 2022 (December 31, 2021: \$13.3 million).

TFG Marine

With reference to Note 20, "Equity Method Investments", in 2020 we made an equity investment in TFG Marine, in which we have determined to have significant influence. We provided a shareholder loan of \$1.0 million to TFG Marine. In 2020, the shareholder loan in the total amount of \$75,000 was converted to equity of TFG Marine, reducing the balance of the loan to \$0.9 million. The loan has a five-year term and bears interest of LIBOR plus a margin of 7%. We also entered into a bunker supply arrangement with TFG Marine, under which we have paid \$202.0 million to TFG Marine in relation to bunker procurement in 2022 (2021: \$174.3 million) and \$9.2 million remains due as of December 31, 2022 (December 31, 2021: \$6.6 million). Upon purchase, bunkers were recorded as assets on the Consolidated Balance Sheet and, once consumed during voyage charter, were expensed using first-in, first-out basis. Practically it is not possible to accurately split out P&L related party voyage expense, and as such we have not summarized voyage expenses charged by related party in the table below.

In 2020, we issued a \$20.0 million guarantee in respect of the performance of our subsidiaries under a bunker supply arrangement with the joint venture. In May 2022, we increased this guarantee under a bunker supply agreement with TFG Marine from \$20.0 million to \$30.0 million. As of December 31, 2022, there are no exposures under this guarantee and liability recorded relating to the exposure. In addition, should TFG Marine be required to provide a parent company guarantee to its bunker suppliers or finance providers then for any guarantee that is provided by Trafigura and becomes payable, we shall pay an amount equal to our equity proportion of that amount payable. The maximum liability under this guarantee is \$4.0 million. There are no amounts payable under this guarantee as of December 31, 2022.

Management Agreements

Technical Supervision Services

We receive technical supervision services from Frontline Management (Bermuda) Limited ("Frontline Management"). Pursuant to the terms of the agreement, Frontline Management receives an annual management fee of \$26,714 per vessel (2021: \$27,375 per vessel). This fee is subject to annual review. Frontline Management is also our newbuilding supervisor and charges us for costs incurred in relation to the supervision.

Ship Management

The Ship management of our vessels is provided by external ship managers. Seateam Management Pte. Ltd. ("Seateam"), which provides ship management services to us, was a related party up to October 2020 when we sold our 22.19% ownership interest.

Other Management Services

We aim to operate efficiently through utilizing Frontline or other companies with the same main shareholder and these costs are allocated based on a cost plus mark-up model. We receive services in relation to sales and purchase activities, bunker procurement and administrative services in relation to the corporate headquarter. We may also provide certain financial management services to companies with the same main shareholder.

Acquisition of vessels from affiliates of Hemen

In connection with the Vessel Acquisitions in February 2021, we drew down an aggregate of \$413.6 million in debt under loan agreement with Sterna Finance Ltd. The loan had an 18-month tenor, bears an interest rate of LIBOR plus a margin of 2.35% in the first year, LIBOR plus a margin of 4.7% from 13th to 18th month and shall be repaid in accordance with a 17-year linear repayment profile. \$63.0 million was drawn in cash for the three acquired newbuildings, and was used for payment of a final installments to the shipyards. \$350.6 million related to 15 acquired vessels was drawn non-cash. The loan was fully refinanced in 2021.

A summary of net amounts charged by related parties in 2022, 2021 and 2020 is as follows:

| <i>(in thousands of \$)</i> | 2022 | 2021 | 2020 |
|-----------------------------|---------------|---------------|---------------|
| Frontline | 3,902 | 4,171 | 3,216 |
| SFL | 30,914 | 42,911 | 38,459 |
| Seateam | — | — | 2,552 |
| Seatankers | 8,756 | 27,978 | 31,955 |
| CCL | 395 | 2,028 | 23 |
| Front Ocean Management AS | 1,781 | — | — |
| | 45,748 | 77,088 | 76,205 |

Net amounts charged by related parties comprise general management and commercial management fees, charter hire, settlement with CCL, interest costs and technical supervision fees.

A summary of net amounts charged to related parties in 2022, 2021 and 2020 is as follows:

| <i>(in thousands of \$)</i> | 2022 | 2021 | 2020 |
|-----------------------------|--------------|---------------|---------------|
| Frontline | — | 52 | — |
| SFL | 96 | 468 | 957 |
| Seatankers | 486 | 817 | 954 |
| Northern Drilling | — | 38 | 50 |
| SwissMarine | 2,033 | 13,281 | 19,528 |
| CCL | — | — | 2,965 |
| | 2,615 | 14,656 | 24,454 |

Net amounts charged to related parties mainly comprise commercial management and general management fees and settlement with CCL.

A summary of related parties income (expense) amounts included into Consolidated Statements of Operations is as follows:

| <i>(in thousands of \$)</i> | 2022 | 2021 | 2020 |
|--------------------------------------|-----------------|-----------------|-----------------|
| Time charter revenues | 2,033 | 13,281 | 19,528 |
| Other revenues | 582 | 1,375 | 1,961 |
| Other operating income (expenses) | (413) | (2,008) | 2,965 |
| Ship operating expenses ¹ | (4,916) | (9,313) | (11,574) |
| Charter hire expenses ² | (37,328) | (60,885) | (63,468) |
| Administrative expenses | (2,636) | (1,487) | (1,163) |
| Interest on credit facilities | — | (3,395) | — |
| | (42,678) | (62,432) | (51,751) |

(1) Excluding newbuilding supervision fee of \$0.5 million, which was capitalized as part of newbuildings

(2) Including charter hire expenses for SFL leases which is subsequently credited to Depreciation and Interest expense

A summary of balances due from related parties as of December 31, 2022 and 2021 is as follows:

| <i>(in thousands of \$)</i> | 2022 | 2021 |
|-----------------------------|-------|-------|
| Frontline | 1,506 | 2,604 |
| UFC | 497 | — |
| SwissMarine | — | 281 |
| Seatankers | 352 | 5,751 |
| Credit loss allowance | (21) | (21) |
| | 2,334 | 8,615 |

A summary of short-term balances owed to related parties as of December 31, 2022 and 2021 is as follows:

| <i>(in thousands of \$)</i> | 2022 | 2021 |
|-----------------------------|-------|--------|
| CCL | 40 | 2,378 |
| TFG Marine | 9,219 | 6,563 |
| Other | 233 | 4,993 |
| | 9,492 | 13,934 |

As of December 31, 2022 and December 31, 2021, receivables and payables with related parties mainly comprise unpaid fees for services rendered from and to related parties. In addition to the balances stated above, we have recorded operating lease liabilities and finance lease liabilities related to the eight vessels chartered from SFL. Refer to Note 10, "Operating Leases", and Note 18, "Finance Leases", for additional information.

We have periodically issued share options as disclosed in Note 26, "Share Options", of these consolidated financial statements.

28. FINANCIAL ASSETS AND LIABILITIES

Interest rate risk management

Our interest rate swaps are intended to reduce the risk associated with fluctuations in interest rates payments. As of December 31, 2022, we have interest rate swaps whereby the floating rate (3-months LIBOR) on a notional principal amount of \$500 million (December 31, 2021: \$500 million) are swapped to fixed rate. Credit risk exists to the extent that the counterparties are unable to perform under the swap contracts but this risk is considered remote as the counterparties are well established banks, which may also participate in loan facilities to which the interest rate swaps are related.

Our interest rate swap contracts as of December 31, 2022 of which none are designated as hedging instruments are summarized as follows:

| <i>(in thousands of \$)</i> | Notional Amount | Inception Date | Maturity Date | Fixed Interest Rate |
|-------------------------------|-----------------|----------------|----------------|---------------------|
| Receiving floating, pay fixed | 50,000 | August 2017 | August 2025 | 2.41 % |
| Receiving floating, pay fixed | 50,000 | August 2017 | August 2025 | 2.58 % |
| Receiving floating, pay fixed | 50,000 | August 2019 | August 2024 | 1.39 % |
| Receiving floating, pay fixed | 50,000 | September 2019 | September 2024 | 1.29 % |
| Receiving floating, pay fixed | 100,000 | October 2019 | October 2025 | 2.51 % |
| Receiving floating, pay fixed | 50,000 | March 2020 | March 2027 | 0.94 % |
| Receiving floating, pay fixed | 50,000 | March 2020 | March 2027 | 0.74 % |
| Receiving floating, pay fixed | 50,000 | April 2022* | December 2027 | 2.17 % |
| Receiving floating, pay fixed | 50,000 | July 2022* | September 2030 | 1.77 % |
| | 500,000 | | | |

*SOFRA-based forward-looking swaps: first payment date for the interest rate swaps is September 2024.

Forward freight agreements

We take positions from time to time in the freight forward market, either as a hedge to a physical contract or as a speculative position. All such contracts are fully settled in cash through what we consider reputable clearing houses on a daily basis, as such there are no balances relating to FFAs on the Consolidated Balance Sheets. Credit risk exists to the extent that our counterparties are unable to perform under the FFA contracts but this risk is considered remote as well as participants post collateral security for their positions.

As of December 31, 2022, we had long positions through FFA of net 735 days with maturity in 2023.

Bunker derivatives

We enter into cargo contracts from time to time. We are therefore exposed to fluctuations in bunker prices, as the cargo contract price is based on an assumed bunker price for the trade. To hedge the risk of fluctuating bunker prices, we sometimes enter into bunker swap agreements. There is no guarantee that the hedge removes all the risk from the bunker exposure, due to possible differences in location and timing of the bunkering between the physical and financial position. The counterparties to such contracts are major banking and financial institutions. Credit risk exists to the extent that the counterparties are unable to perform under the bunker contracts but this risk is considered remote as the counterparties are usually what we consider well established banks or other well-known institutions in the market.

As of December 31, 2022, we had outstanding bunker swap agreements for about 26.8 thousand metric tonnes. As of December 31, 2021, we had no outstanding bunker swap agreements.

Foreign currency risk

The majority of our transactions, assets and liabilities are denominated in United States dollars, our functional currency. However, we incur expenditure in currencies other than the functional currency, mainly in Norwegian Kroner and Singapore Dollars for personnel costs and administrative expenses, and Euro for some of our scrubber equipment investments. There is a risk that currency fluctuations in transactions incurred in currencies other than the functional currency will have a negative effect of the value of our cash flows. Due to the exposure of currency fluctuations we may enter into foreign currency swaps to mitigate such risk exposures. The counterparties to such contracts are what we consider major banking and financial institutions. Credit risk exists to the extent that the counterparties are unable to perform under the contracts but this risk is considered remote as the counterparties are what we consider well established banks.

As of December 31, 2022, we had contracts to swap USD to NOK for a notional amount of \$0.2 million. As of December 31, 2021, we had contracts to swap USD to NOK for a notional amount of \$2.4 million.

Fair values

The guidance for fair value measurements applies to all assets and liabilities that are being measured and reported on a fair value basis. This guidance enables the reader of the financial statements to assess the inputs used to develop those measurements by establishing a hierarchy for ranking the quality and reliability of the information used to determine fair values. The same guidance requires that assets and liabilities carried at fair value should be classified and disclosed in one of the following three categories based on the inputs used to determine its fair value:

- Level 1: Quoted market prices in active markets for identical assets or liabilities;
- Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data;
- Level 3: Unobservable inputs that are not corroborated by market data.

In addition, ASC 815, “*Derivatives and Hedging*” requires companies to recognize all derivative instruments as either assets or liabilities at fair value in the statement of financial position.

The carrying value and estimated fair value of our financial instruments as of December 31, 2022 and December 31, 2021 are as follows:

| <i>(in thousands of \$)</i> | Level | 2022 Fair Value | 2022 Carrying Value | 2021 Fair Value | 2021 Carrying Value |
|---------------------------------|--------------|--------------------------------|------------------------------------|-----------------------|---------------------------|
| Assets | | | | | |
| Cash and cash equivalents | 1 | 134,784 | 134,784 | 197,032 | 197,032 |
| Restricted cash | 1 | 3,289 | 3,289 | 12,985 | 12,985 |
| Marketable securities | 1 | 2,187 | 2,187 | 1,684 | 1,684 |
| Related party shareholder loans | 2 | 837 | 837 | 6,187 | 6,187 |
| Derivative assets | 2 | 33,123 | 33,123 | 2,679 | 2,679 |
| Liabilities | | | | | |
| Long-term debt - floating | 2 | 1,131,506 | 1,131,506 | 1,273,723 | 1,273,723 |
| Derivative liabilities | 2 | 1,313 | 1,313 | 10,364 | 10,364 |

There have been no transfers between different levels in the fair value hierarchy in 2022 and 2021.

The following methods and assumptions were used to estimate the fair value of each class of financial instrument:

- The carrying value of cash and cash equivalents, which are highly liquid, approximate fair value.
- Restricted cash and investments – the balances relate entirely to restricted cash and the carrying values in the balance sheet approximate their fair value.
- Floating rate debt - the carrying value in the balance sheet approximates the fair value since it bears a variable interest rate, which is reset on a quarterly basis.
- Shareholder loans - the carrying value in the balance sheet approximates the fair value since it bears a variable interest rate, which is reset on an annual basis.
- Marketable securities - are listed equity securities for which the fair value is based on quoted market prices.
- Derivatives - are based on the present value of the estimated future cash flows that we would receive or pay to terminate the agreements at the balance sheet date.

Assets Measured at Fair Value on a Nonrecurring Basis

During the year ended December 31, 2022, the value of *Golden Ice*, *Golden Cecilie*, *Golden Cathrine*, *Golden Empress*, *Golden Enterprise* and *Golden Endeavour*, two Ultramax vessels and four Panamax vessels sold to unrelated third parties in 2022, were measured at fair value. The fair values were based on level three inputs and the expected market values based on sales agreements.

In June 2021, we closed the Vessel Acquisitions with Hemen and recorded the cost of vessels and newbuildings acquired based on the fair value of the total consideration paid.

During the year ended December 31, 2021, fair value of unfavorable time charter contracts acquired as part of the Vessel Acquisitions, was measured at fair value. The fair value was based on level three inputs and calculated as the net present value of the difference in cash flows arising over the period of the contracts between the expected cash flows from the contracts and expected cash flows from comparable contracts at the acquisition date.

During the year ended December 31, 2021, the values of *Golden Saguenay*, *Golden Opportunity* and *Golden Endurer*, all Panamax vessels sold in 2021 to unrelated parties, were measured at fair value. The fair values were based on level three inputs and the expected market values based on sales agreements.

During the year ended December 31, 2020, our right of use assets were impaired and accordingly measured at fair value on a nonrecurring basis. The fair value was based on level three inputs. As at March 31, 2020, at the time when impairment tests were performed, operating lease right of use assets were measured at a combined fair value of \$119.3 million and finance lease right of use assets were measured at a combined fair value of \$25.0 million. The fair value of right of use assets is derived on an asset by asset basis by estimating the future undiscounted cash flows from the right of use assets earned over the remaining lease term of our operating and finance leases.

In calculating discounted cash flows, we must make significant assumptions related to future charter rates, additional earnings due to scrubber installations, ship operating expenses, utilization and drydocking requirements. All of these assumptions are significant unobservable inputs based on historical trends as well as future expectations. Specifically, in estimating future charter rates, management takes into consideration rates currently in effect for existing time charters and estimated daily time charter equivalent rates for each vessel class for the number of days over the remaining lease term. The estimated daily time charter equivalent rates used are based on a combination of (i) forward freight market rates and (ii) an estimate of implied charter rates based on the broker values received from third party brokers. The implied rate is a calculated rate for each vessel based on the charter rate the vessel would need to achieve, given our estimated future operating costs and discount factors that once discounted would equate to the average broker values. Benefits from scrubber installations are calculated based on expected bunker fuel cost savings and estimated consumption per year. We then use the resultant undiscounted cash flows in our model. Recognizing that the transportation of dry bulk cargoes is cyclical and subject to significant volatility based on factors beyond our control, management believes the use of estimates based on the combination of internally forecasted rates and calculated average rates as of the reporting date to be reasonable. Estimated outflows for operating expenses and drydocking requirements are based on historical and budgeted costs and are adjusted for assumed inflation. Finally, utilization is based on historical levels achieved.

As of March 31, 2020, at the date of impairment tests, significant unobservable inputs were as follows:

| Significant unobservable input | Range (all vessels) | Weighted average |
|---|------------------------------|-------------------------|
| Forward freight market rates adjusted for scrubber earnings | \$8,554 to \$15,419 per day | \$15,044 per day |
| Implied charter rates adjusted for scrubber earnings | \$12,715 to \$15,584 per day | \$13,857 per day |
| Ship operating expenses per day, including drydocking costs | \$5,328 to \$7,754 per day | \$6,918 per day |
| Offhire | 1 to 38 days per year | 5.61 days per year |

The weighted average was calculated by weighting the data based on fair value of vessels.

Assets Measured at Fair Value on a Recurring Basis

Marketable securities are equity securities in Eneti Inc. and for which the fair value as of the balance sheet date is the aggregate market value based on quoted market prices (level 1).

The fair value (level 2) of interest rate swap, currency swap, bunker and freight derivative agreements is the present value of the estimated future cash flows that we would receive or pay to terminate the agreements at the balance sheet date, taking into account, as applicable, fixed interest rates on interest rate swaps, current interest rates, forward rate curves, current and future bunker prices and the credit worthiness of both us and the derivative counterparty.

Concentrations of risk

There is a concentration of credit risk with respect to cash and cash equivalents to the extent that substantially all of the amounts are carried with SEB and DNB. However, we believe this risk is remote, as these financial institutions are established and reputable establishments with no prior history of default. We do not require collateral or other security to support financial instruments subject to credit risk.

29. COMMITMENTS AND CONTINGENCIES

We insure the legal liability risks for our shipping activities with Assuranceforeningen SKULD and Assuranceforeningen Gard Gjensidig, both mutual protection and indemnity associations. We are subject to calls payable to the associations based on our claims record in addition to the claims records of all other members of the associations. A contingent liability exists to the extent that the claims records of the members of the associations in the aggregate show significant deterioration, which result in additional calls on the members.

To the best of our knowledge, there are no legal or arbitration proceedings existing or pending which have had or may have significant effects on our financial position or profitability and no such proceedings are pending or known to be contemplated.

As of December 31, 2022, we have seven vessels held under finance lease and two vessels held under operating lease. Refer to Note 10, "Operating Leases", and Note 18, "Finance Leases", for additional information.

We sold eight vessels to SFL in 2015 and leased them back on charters for an initial period of ten years. We have a purchase option of \$112 million en-bloc after ten years and, if such option is not exercised, SFL will have the option to extend the charters by three years at \$14,900 per day.

As of December 31, 2022, we had ten Kamsarmax vessels under construction. Total outstanding contractual commitments of \$255.6 million are due by the fourth quarter of 2024, out of which \$159.0 million are due in 2023.

As of December 31, 2022, the Company had committed to install scrubbers on three vessels with an estimated remaining financial commitment of \$1.2 million, excluding installation costs.

As of December 31, 2022, we had firm commitments to install ballast water treatment systems with an estimated financial commitment, excluding installation costs, of \$1.0 million.

With reference to Note 20, "Equity Method Investments", we issued a \$20 million guarantee in respect of the performance of our subsidiaries under a bunker supply arrangement with TFG Marine. In May 2022, we increased this guarantee under the bunker supply arrangement with TFG Marine from \$20 million to \$30 million. As of December 31, 2022, there are no exposures under this guarantee. In addition, should TFG Marine be required to provide a parent company guarantee to its bunker suppliers or finance providers then for any guarantee that is provided by Trafigura and becomes payable, we shall pay an amount equal to its equity proportion of that amount payable. The maximum liability under this guarantee is \$4.0 million. There are no amounts payable under this guarantee as of December 31, 2022.

30. SUBSEQUENT EVENTS

In January 2023, the Panamax vessel *Golden Strength* was delivered to its new owner and we expect to record a gain of approximately \$2.7 million in the first quarter of 2023.

In January 2023, we signed a loan agreement for a \$250.0 million credit facility with a group of leading shipping banks to refinance a \$93.75 million credit facility, \$131.79 million credit facility and \$155.3 million credit facility with total outstanding debt balance of \$230.4 million as of December 31, 2022. The new financing has an interest rate of SOFR plus 185 basis points.

In February 2023, TFG Marine fully repaid the outstanding loan of \$0.9 million, in addition to dividends of \$4.9 million related to 2022.

On February 16, 2023, we announced a cash dividend of \$0.20 per share in respect of the fourth quarter of 2022, which was paid on or about March 9, 2023, to shareholders of record on February 28, 2023. Shareholders holding the Company's shares through Euronext VPS received this cash dividend later, on or about March 13, 2023.

In February 2023, we signed agreements for the acquisition of six scrubber fitted Newcastlemax vessels from an unrelated third party for a total consideration of \$291.0 million. The transaction is expected to be closed by June 2023. The vessels have an average age of around 2.5 years and will be chartered back to the seller for a period of approximately 36 months at an average fixed net TCE rate of \$21,000 per day. In March 2023, we entered into a \$233.0 million two-year credit facility to part finance the transaction. The facility has an interest of SOFR plus a margin of 190 basis points per annum. The remaining part of acquisition price will be financed with cash on hand.

AMENDED AND RESTATED

B Y E - L A W S

of

Golden Ocean Group Limited

I HEREBY CERTIFY that the within-written bye-laws are a true copy of the amended and restated bye-laws of **Golden Ocean Group Limited** as approved by the shareholders of the above company at the Annual General Meeting of the Company held on the 30th of September, 2022.

Secretary

TABLE OF CONTENTS

| | |
|--|----|
| INTERPRETATION | 4 |
| REGISTERED OFFICE | 6 |
| SHARE RIGHTS | 6 |
| MODIFICATION OF RIGHTS | 7 |
| POWER TO PURCHASE OWN SHARES | 7 |
| SHARES | 8 |
| CERTIFICATES | 8 |
| LIEN | 9 |
| CALLS ON SHARES | 9 |
| FORFEITURE OF SHARES | 10 |
| REGISTER OF SHAREHOLDERS | 11 |
| REGISTER OF DIRECTORS AND OFFICERS | 11 |
| TRANSFER OF SHARES | 11 |
| TRANSMISSION OF SHARES | 14 |
| DISCLOSURE OF MATERIAL INTERESTS | 15 |
| INCREASE OF CAPITAL | 16 |
| ALTERATION OF CAPITAL | 16 |
| REDUCTION OF CAPITAL | 17 |
| GENERAL MEETINGS AND WRITTEN RESOLUTIONS | 17 |
| NOTICE OF GENERAL MEETINGS | 18 |
| PROCEEDINGS AT GENERAL MEETINGS | 19 |
| VOTING | 20 |
| PROXIES AND CORPORATE REPRESENTATIVES | 22 |
| APPOINTMENT AND REMOVAL OF DIRECTORS | 23 |
| RESIGNATION AND DISQUALIFICATION OF DIRECTORS | 23 |
| ALTERNATE DIRECTORS | 24 |
| DIRECTORS' FEES AND ADDITIONAL REMUNERATION AND EXPENSES | 24 |
| DIRECTORS' INTERESTS | 25 |
| POWERS AND DUTIES OF THE BOARD | 25 |
| DELEGATION OF THE BOARD'S POWERS | 27 |
| PROCEEDINGS OF THE BOARD | 27 |
| OFFICERS | 29 |
| MINUTES | 29 |
| SECRETARY AND RESIDENT REPRESENTATIVE | 29 |
| THE SEAL | 29 |
| DIVIDENDS AND OTHER PAYMENTS | 30 |
| RESERVES | 31 |
| CAPITALISATION OF PROFITS | 31 |

| | |
|--|----|
| RECORD DATES | 32 |
| ACCOUNTING RECORDS | 32 |
| AUDIT | 32 |
| SERVICE OF NOTICES AND OTHER DOCUMENTS | 33 |
| WINDING UP | 33 |
| INDEMNITY | 33 |
| CONTINUATION | 35 |
| ALTERATION OF BYE-LAWS | 35 |

BYE – L A W S

of

Golden Ocean Group Limited

INTERPRETATION

1. In these Bye-laws, and any Schedule, unless the context otherwise requires:

“**Principal Act**” means The Companies Act, 1981 as amended, restated or re-enacted from time to time;

“**Alternate Director**” means such person or persons as shall be appointed from time to time pursuant to Bye-law 101;

“**Annual General Meeting**” means a meeting convened by the Company pursuant to Section 71(1) of the 1981 Act;

“**Bermuda**” means the Islands of Bermuda;

“**Board**” means the Board of Directors of the Company or the Directors present at a meeting of Directors at which there is a quorum;

“**Bye-laws**” means these Bye-laws in their present form or as they may be amended from time to time;

“**Branch Register**” means any branch register maintained outside Bermuda pursuant to the Principal Act;

“**the Companies Acts**” means every Bermuda statute from time to time in force concerning companies insofar as the same applies to the Company including, without limitation, the Principal Act;

“**Company**” means the company incorporated in Bermuda under the name of Twentyfirst Century Tanker Shipping Company Limited on the 18th day of September, 1996 and also formerly known as Knightsbridge Tankers Limited and Knightsbridge Shipping Limited;

“**Director**” means such person or persons as shall be elected or appointed to the Board from time to time pursuant to Bye-law 97, Bye-law 98, or the Companies Acts;

“**Finance Officer**” means such person or persons other than the Resident Representative appointed from time to time by the Board pursuant to Bye-law 117 and 129 to act as the Finance Officer of the Company

“**Listing Exchange**” means any stock exchange or quotation system upon which any of the shares of the Company are listed from time to time;

“**Officer**” means such person or persons as shall be appointed from time to time by the Board pursuant to Bye-law 129;

“Ordinary Resolution” means a resolution passed by a simple majority of votes cast at a general meeting of the Company;

“paid up” means paid up or credited as paid up;

“Register” means the Register of Shareholders of the Company;

“Registered Office” means the registered office for the time being of the Company;

“Registrar” means the person or persons appointed by the Board from time to time with responsibility for the maintenance of the Register of Shareholders and any Branch Register;

“Registration Office” means the place where the Board may from time to time determine to keep the Register and/or a Branch Register and where (except in cases where the Board otherwise directs) the transfer and documents of title are to be lodged for registration;

“Resident Representative” means any person appointed to act as the resident representative of the Company and includes any deputy or assistant resident representatives;

“Resolution” means a resolution of the Shareholders or, where required, of a separate class or separate classes of Shareholders, adopted either in general meeting or by written resolution, in accordance with the provisions of these Bye-laws;

“Seal” means the common seal of the Company, if any, and includes any duplicate thereof;

“Secretary” means the person appointed to perform any or all of the duties of the secretary of the Company and includes a temporary or assistant Secretary and any person appointed by the Board to perform any of the duties of the Secretary;

“Shareholder” means a shareholder or member of the Company;

“Share Option Scheme” means a scheme established pursuant to Bye-law 114 for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of: -

- (a) the Directors and Officers of the Company (whether employees or not);
- (b) the bona fide employees or former employees of the Company or any subsidiary of the Company; or
- (c) the wives, husbands, widows, widowers or children or step-children under the age of 18 of such employees or former employees;

“Special General Meeting” means a general meeting, other than the Annual General Meeting;

“Treasury Shares” means any share of the Company that was acquired and held by the Company, or as treated as having been acquired and held by the Company, which has been held continuously by the Company since it was acquired and which has not been cancelled;

“VPS” means Verdipapirsentralen ASA, a Norwegian corporation maintaining a computerized central share registry in Oslo, Norway, among others, for bodies corporate whose shares are listed for trading on the Oslo Stock Exchange, and includes any successor registry;

for the purposes of these Bye-laws a corporation shall be deemed to be present in person if its representative duly authorised pursuant to the Companies Acts is present;

words importing only the singular number include the plural number and vice versa;

words importing only the masculine gender include the feminine and neuter genders respectively;

words importing persons include companies or associations or bodies of persons, whether corporate or unincorporate wherever established;

reference to writing shall include typewriting, printing, lithography, photography and other modes of representing or reproducing words in a legible and non-transitory form;

Sub-paragraphs (i) through (vii) of Bye-law 41, Bye-law 49 and Bye-law 56 shall not have effect until such time as the Company’s shares are listed on the Oslo Stock Exchange, and these Bye-laws shall be read and construed accordingly;

2. Unless otherwise defined herein, any words or expressions defined in the Principal Act in force on the date when these Bye-laws, or any part hereof, are adopted shall bear the same meaning in these Bye-laws or such part (as the case may be).
3. Any reference in these Bye-laws to any statute or section thereof shall unless expressly stated, be deemed to be a reference to such statute or section as amended, restated or re-enacted from time to time.

REGISTERED OFFICE

4. The Registered Office shall be at such place in Bermuda as the Board shall from time to time appoint.

SHARE RIGHTS

5. Subject to any special rights conferred on the holders of any share or class of shares, any share in the Company may be issued with or have attached thereto such preferential, deferred, qualified or other special rights, privileges or conditions whether in regard to dividend, voting, return of capital or otherwise.
- 5A. The Board may exercise all the powers of the Company to:
 - (a) divide the Company’s shares into several classes and attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions;
 - (b) consolidate and divide all or any of the Company’s share capital into shares of larger amount than its existing shares;
 - (c) subdivide the Company’s shares, or any of them, into shares of smaller amount than is fixed by the memorandum, so, however, that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each

reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
or

(d) make provision for the issue and allotment of shares which do not carry any voting rights.

6. Subject to the Companies Acts, any preference shares may, with the sanction of a Resolution, be issued on terms:
 - (a) that they are to be redeemed on the happening of a specified event or on a given date; and/or,
 - (b) that they are liable to be redeemed at the option of the Company; and/or,
 - (c) if authorised by the memorandum of association and or incorporating act of the Company, that they are liable to be redeemed at the option of the holder.
7. The terms and manner of redemption shall be provided for by way of amendment of these Bye-laws.
8. At any time that the Company holds Treasury Shares, all of the rights attaching to the Treasury Shares shall be suspended and shall not be exercised by the Company. Without limiting the generality of the foregoing, if the Company holds Treasury Shares, the Company shall not have any right to attend and vote at a general meeting or sign written resolutions and any purported exercise of such a right is void.
9. Except where required by the Principal Act, Treasury Shares shall be excluded from the calculation of any percentage or fraction of the share capital, or shares, of the Company.

MODIFICATION OF RIGHTS

10. Subject to the Companies Acts, all or any of the special rights for the time being attached to any class of shares for the time being issued may from time to time (whether or not the Company is being wound up) be altered or abrogated with the consent in writing of the holders of not less than seventy five percent of the issued shares of that class or with the sanction of a resolution passed at a separate general meeting of the holders of such shares voting in person or by proxy. To any such separate general meeting, all the provisions of these Bye-laws as to general meetings of the Company shall *mutatis mutandis* apply, but so that the necessary quorum shall be two or more persons holding or representing by proxy any of the shares of the relevant class, that every holder of shares of the relevant class shall be entitled on a poll to one vote for every such share held by him and that any holder of shares of the relevant class present in person or by proxy may demand a poll; provided, however, that if the Company or a class of Shareholders shall have only one Shareholder, one Shareholder present in person or by proxy shall constitute the necessary quorum.
11. The special rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided in the rights attaching to or the terms of issue of such shares, be deemed to be altered by the creation or issue of further shares ranking *pari passu* therewith.

POWER TO PURCHASE OWN SHARES

12. The Company shall have the power to purchase its own shares for cancellation.

13. The Company shall have the power to acquire its own shares to be held as Treasury Shares.
14. The Board may exercise all of the powers of the Company to purchase or acquire its own shares, whether for cancellation or to be held as Treasury Shares in accordance with the Principal Act.

SHARES

15. Subject to the provisions of these Bye-laws, the unissued shares of the Company (whether forming part of the original capital or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may determine.
16. The Board may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by law.
17. Except as ordered by a court of competent jurisdiction or as required by law, no person shall be recognised by the Company as holding any share upon trust and the Company shall not be bound by or required in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as otherwise provided in these Bye-laws or by law) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

CERTIFICATES

18. The preparation, issue and delivery of share certificates shall be governed by the Companies Acts. In the case of a share held jointly by several persons, delivery of a certificate to one of several joint holders shall be sufficient delivery to all.
19. If a share certificate is defaced, lost or destroyed it may be replaced without fee but on such terms (if any) as to evidence and indemnity and to payment of the costs and out of pocket expenses of the Company in investigating such evidence and preparing such indemnity as the Board may think fit and, in case of defacement, on delivery of the old certificate to the Company.
20. All certificates for share or loan capital or other securities of the Company (other than letters of allotment, scrip certificates and other like documents) shall, except to the extent that the terms and conditions for the time being relating thereto otherwise provide, be issued under the Seal or bearing the signature of at least one person who is a Director or Secretary of the Company or a person expressly authorized to sign such certificates on behalf of the Company. The Board may by resolution determine, either generally or in any particular case, that any signatures on any such certificates need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon.
- 20A. Notwithstanding any provisions of these Bye-laws:
 - (a) the Board shall, subject always to the Principal Act and any other applicable laws and regulations and the facilities and requirements of any relevant system concerned, have power to implement any arrangements it may, in its absolute discretion, think fit in relation to the evidencing of title to and transfer of

uncertificated shares and to the extent such arrangements are so implemented, no provision of these Bye-laws shall apply or have effect to the extent that it is in any respect inconsistent with the holding or transfer of shares in uncertificated form; and

- (b) unless otherwise determined by the Board and as permitted by the Principal Act and any other applicable laws and regulations, no person shall be entitled to receive a certificate in respect of any share for so long as the title to that share is evidenced otherwise than by a certificate and for so long as transfers of that share may be made otherwise than by a written instrument.

LIEN

- 21. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys, whether presently payable or not, called or payable, at a date fixed by or in accordance with the terms of issue of such share in respect of such share, and the Company shall also have a first and paramount lien on every share (other than a fully paid share) standing registered in the name of a Shareholder, whether singly or jointly with any other person, for all the debts and liabilities of such Shareholder or his estate to the Company, whether the same shall have been incurred before or after notice to the Company of any interest of any person other than such Shareholder, and whether the time for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such Shareholder or his estate and any other person, whether a Shareholder or not. The Company's lien on a share shall extend to all dividends payable thereon. The Board may at any time, either generally or in any particular case, waive any lien that has arisen or declare any share to be wholly or in part exempt from the provisions of this Bye-law.
- 22. The Company may sell, in such manner as the Board may think fit, any share on which the Company has a lien but no sale shall be made unless some sum in respect of which the lien exists is presently payable nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum presently payable and giving notice of the intention to sell in default of such payment, has been served on the holder for the time being of the share.
- 23. The net proceeds of sale by the Company of any shares on which it has a lien shall be applied in or towards payment or discharge of the debt or liability in respect of which the lien exists so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the share prior to the sale) be paid to the holder of the share immediately before such sale. For giving effect to any such sale the Board may authorise some person to transfer the share sold to the purchaser thereof. The purchaser shall be registered as the holder of the share and he shall not be bound to see to the application of the purchase money, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings relating to the sale.

CALLS ON SHARES

- 24. The Board may from time to time make calls upon the Shareholders in respect of any moneys unpaid on their shares (whether on account of the par value of the shares or by way of premium) and not by the terms of issue thereof made payable at a date fixed by or in accordance with such terms of issue, and each Shareholder shall (subject to the Company serving upon him at least fourteen days notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the

amount called on his shares. A call may be revoked or postponed as the Board may determine.

25. A call may be made payable by installments and shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed.
26. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
27. If a sum called in respect of the share shall not be paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest on the sum from the day appointed for the payment thereof to the time of actual payment at such rate as the Board may determine, but the Board shall be at liberty to waive payment of such interest wholly or in part.
28. Any sum which, by the terms of issue of a share, becomes payable on allotment or at any date fixed by or in accordance with such terms of issue, whether on account of the nominal amount of the share or by way of premium, shall for all the purposes of these Bye-laws be deemed to be a call duly made, notified and payable on the date on which, by the terms of issue, the same becomes payable and, in case of non-payment, all the relevant provisions of these Bye-laws as to payment of interest, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
29. The Board may on the issue of shares differentiate between the allottees or holders as to the amount of calls to be paid and the times of payment.

FORFEITURE OF SHARES

30. If a Shareholder fails to pay any call or installment of a call on the day appointed for payment thereof, the Board may at any time thereafter during such time as any part of such call or installment remains unpaid serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
31. The notice shall name a further day (not being less than 14 days from the date of the notice) on or before which, and the place where, the payment required by the notice is to be made and shall state that, in the event of non-payment on or before the day and at the place appointed, the shares in respect of which such call is made or installment is payable will be liable to be forfeited. The Board may accept the surrender of any share liable to be forfeited hereunder and, in such case, references in these Bye-laws to forfeiture shall include surrender.
32. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls or installments and interest due in respect thereof has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
33. When any share has been forfeited, notice of the forfeiture shall be served upon the person who was before forfeiture the holder of the share; but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice as aforesaid.
34. A forfeited share shall be deemed to be the property of the Company and may be sold, re-offered or otherwise disposed of either to the person who was, before forfeiture, the

holder thereof or entitled thereto or to any other person upon such terms and in such manner as the Board shall think fit, and at any time before a sale, re-allotment or disposition the forfeiture may be cancelled on such terms as the Board may think fit.

35. A person whose shares have been forfeited shall thereupon cease to be a Shareholder in respect of the forfeited shares but shall, notwithstanding the forfeiture, remain liable to pay to the Company all moneys which at the date of forfeiture were presently payable by him to the Company in respect of the shares with interest thereon at such rate as the Board may determine from the date of forfeiture until payment, and the Company may enforce payment without being under any obligation to make any allowance for the value of the shares forfeited.
36. An affidavit in writing that the deponent is a Director or the Secretary and that a share has been duly forfeited on the date stated in the affidavit shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration (if any) given for the share on the sale, re-allotment or disposition thereof and the Board may authorise some person to transfer the share to the person to whom the same is sold, re-allotted or disposed of, and he shall thereupon be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings relating to the forfeiture, sale, re-allotment or disposal of the share.

REGISTER OF SHAREHOLDERS

37. The Secretary shall establish and maintain the Register of Shareholders in the manner prescribed by the Companies Acts. Unless the Board otherwise determines, the Register of Shareholders shall be open to inspection in the manner prescribed by the Companies Acts between 10.00 a.m. and 12.00 noon on every working day. Unless the Board otherwise determines, no Shareholder or intending Shareholder shall be entitled to have entered in the Register any indication of any trust or any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share and if any such entry exists or is permitted by the Board it shall not be deemed to abrogate any of the provisions of Bye-law 18.
38. Subject to the Companies Act, the Company may establish one or more Branch Register(s), and the Board may make and vary such regulations as it determines in respect of the keeping of any Branch Registers, including maintaining a Registration Office in connection therewith.

REGISTER OF DIRECTORS AND OFFICERS

39. The Secretary shall establish and maintain a register of the Directors and Officers of the Company as required by the Companies Acts. Every Officer that is also a Director and the Secretary must be listed officers of the Company in the Register of Directors and Officers. The register of Directors and Officers shall be open to inspection in the manner prescribed by the Companies Acts between 10.00 a.m. and 12.00 noon on every working day.

TRANSFER OF SHARES

40. Subject to the Companies Acts and to such of the restrictions contained in these Bye-Laws as may be applicable and to the provisions of any applicable United States securities laws (including, without limitation, the United States Securities Act, 1933, as

amended, and the rules promulgated thereunder), any Shareholder may transfer all or any of his shares by an instrument of transfer in the usual common form or in any other form which the Board may approve.

41. The instrument of transfer of a share shall be signed by or on behalf of the transferor and, where any share is not fully-paid, the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. Should the Company be permitted to do so under the laws of Bermuda, the Board may, either generally or in any particular case, upon request by the transferor or the transferee, accept mechanically or electronically executed transfer and may also make such regulations with respect to transfer in addition to the provisions of these Bye-Laws as it considers appropriate. The Board may, in its absolute discretion, decline to register any transfer of any share which is not a fully-paid share. In addition:
- (i) The Board shall decline to register the transfer of any share, and shall direct the Registrar to decline (and the Registrar shall decline) to register the transfer of any interest in any share held through a Branch Register, to a person where the Board is of the opinion that such transfer might breach any law or requirement of any authority or any Listing Exchange until it has received such evidence as it may require to satisfy itself that no such breach would occur.
 - (ii) The Board may decline to register the transfer of any share, and may direct the Registrar to decline (and the Registrar shall decline if so requested) to register the transfer of any interest in any share held through a Branch Register, if the registration of such transfer would be likely, in the opinion of the Board, to result in fifty percent or more of the aggregate issued share capital of the Company or shares of the Company to which are attached fifty percent or more of the votes attached to all outstanding shares of the Company being held or owned directly or indirectly, (including, without limitation, through a Branch Register) by a person or persons resident for tax purposes in Norway, provided that this provision shall not apply to the registration of shares in the name of the Registrar as nominee of persons whose interests in such shares are reflected in a Branch Register, but shall apply, mutatis mutandis, to interests in shares of the Company held by persons through a Branch Register.
 - (iii) For the purposes of this Bye-Law, each Shareholder (other than the Registrar in respect of those shares registered in its name in the Register as nominee of persons whose interests in such shares are reflected in a Branch Register) shall be deemed to be resident for tax purposes in the jurisdiction specified in the address shown in the Register for such Shareholder, and each person whose interests in shares are reflected in a Branch Register shall be deemed to be resident for tax purposes in the jurisdiction specified in the address shown in a Branch Register for such person. If such Shareholder or person is not resident for tax purpose in such jurisdiction or if there is a subsequent change in his residence for tax purposes, such Shareholder shall notify the Company immediately of his residence for tax purposes.
 - (iv) Where any Shareholder or person whose interests in shares are reflected in a Branch Register fails to notify the Company in accordance with the foregoing, the Board and the Registrar may suspend sine die such Shareholder's or person's entitlement to vote or otherwise exercise any rights attaching to the shares or interests therein and to receive payments of income or capital which become due or payable in respect of such shares or interests and the Company shall have no liability to such Shareholder or person arising out of the late payment or non-

payment of such sums and the Company may retain such sums for its own use and benefit. In addition to the foregoing the Board and the Registrar may dispose of the shares in the Company or interests herein of such Shareholder or person at the best price reasonably obtainable in all the circumstances. Where a notice informing such Shareholder or person of the proposed disposal of his shares or interests therein has been served, his shares or interest therein may not be transferred otherwise than in accordance with this Bye-Law 41 and any other purported transfer of such shares or interests therein shall not be registered in the Register and/or a Branch Register and shall be null and void.

- (v) The provision of these Bye-Laws relating to the protection of purchaser of shares sold under lien or upon forfeiture shall apply mutatis mutandis to a disposal of shares or interests therein by the Company or the Registrar in accordance with this Bye-Law.
- (vi) Without limiting the generality of the foregoing, the Board may also decline to register any transfer unless:-
 - (i) the instrument of transfer is duly stamped and lodged with the Company accompanied by the certificate for the shares to which it relates if any and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;
 - (ii) the instrument of transfer is in respect of only one class of share; and
 - (iii) where applicable, the permission of the Bermuda Monetary Authority with respect thereto has been obtained.

Subject to any directions of the Board from time to time in force the Secretary may exercise the powers and discretion of the Board under this Bye-Law and Bye-Laws 40 and 42.

- (vii) If fifty percent or more of the aggregate issued share capital of the Company or shares to which are attached fifty percent or more of the votes attached to all outstanding shares of the Company are found to be held or owned directly or indirectly (including, without limitation, through a Branch Register) by a person or persons resident for tax purposes in Norway, other than the Registrar in respect of those shares registered in its name in the Register as nominee of persons whose interests in such shares are reflected in a Branch Register, the Board shall make an announcement to such effect through the Oslo Stock Exchange, and the Board and the Registrar shall thereafter be entitled and required to dispose of such number of shares of the Company or interests therein held or owned by such persons as will result in the percentage of the aggregate issued share capital of the Company held or owned as aforesaid being less than fifty percent, and, for these purposes, the Board and the Registrar shall in such case dispose of shares or interests therein owned by persons resident for tax purposes in Norway on the basis that the shares or interests therein most recently acquired shall be the first to be disposed of (i.e. on the basis of last acquired first sold) save where there is a breach of the obligation to notify tax residency pursuant to the foregoing, in which event the shares or interests therein of the person in breach thereof shall be sold first. Shareholders shall not be entitled to raise any objection to the disposal of their shares, but the provisions of these Bye-Laws relating to the protection of purchasers of shares sold under lien or upon forfeiture shall apply mutatis

mutandis to any disposal of shares or interests therein made in accordance with this Bye-Law 41.

42. If the Board declines to register a transfer it shall, within sixty days after the date on which the instrument of transfer was lodged, send to the transferee notice of such refusal.
43. No fee shall be charged by the Company for registering any transfer, probate, letters of administration, certificate of death or marriage, power of attorney, distringas or stop notice, order of court or other instrument relating to or affecting the title to any share, or otherwise making an entry in the Register and/or a Branch Register relating to any share.
44. The Company may dispose of or transfer Treasury Shares for cash or other consideration.

TRANSMISSION OF SHARES

45. In the case of the death of a Shareholder, the survivor or survivors, where the deceased was a joint holder, and the estate representative, where he was sole holder, shall be the only person recognised by the Company as having any title to his shares; but nothing herein contained shall release the estate of a deceased holder (whether the sole or joint) from any liability in respect of any share held by him solely or jointly with other persons. For the purpose of this Bye-law, estate representative means the person to whom probate or letters of administration has or have been granted in Bermuda or, failing any such person, such other person as the Board may in its absolute discretion determine to be the person recognised by the Company for the purpose of this Bye-law.
46. Any person becoming entitled to a share in consequence of the death of a Shareholder or otherwise by operation of applicable law may, subject as hereafter provided and upon such evidence being produced as may from time to time be required by the Board as to his entitlement, either be registered himself as the holder of the share or elect to have some person nominated by him registered as the transferee thereof. If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered, he shall signify his election by signing an instrument of transfer of such share in favour of his nominee. All the limitations, restrictions and provisions of these Bye-laws relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice or instrument of transfer as aforesaid as if the death of the Shareholder or other event giving rise to the transmission had not occurred and the notice or instrument of transfer was an instrument of transfer signed by such Shareholder.
47. A person becoming entitled to a share in consequence of the death of a Shareholder or otherwise by operation of applicable law shall (upon such evidence being produced as may from time to time be required by the Board as to his entitlement) be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the share, but he shall not be entitled in respect of the share to receive notices of or to attend or vote at general meetings of the Company or, save as aforesaid, to exercise in respect of the share any of the rights or privileges of a Shareholder until he shall have become registered as the holder thereof. The Board may at any time give notice requiring such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within sixty days the Board may thereafter withhold payment of all dividends and other moneys payable in respect of the shares until the requirements of the notice have been complied with.
48. Subject to any directions of the Board from time to time in force, the Secretary may exercise the powers and discretions of the Board under Bye-laws 45, 46 and 47.

DISCLOSURE OF MATERIAL INTERESTS

49.

- (a) Any person (other than the Registrar in respect of those shares registered in its name in the Register as the nominee of persons whose interests in such shares are reflected in a Branch Register) who acquires or disposes of an interest in shares to the effect that the requirements of the Oslo Stock Exchange in effect from time to time concerning the duty to flag changes in a person's interest in shares require such changes to be notified shall notify the Registrar immediately of such acquisition or disposal and the resulting interest of that person in shares.
- (b) For the purposes of this Bye-Law, a person shall be deemed to have an interest in shares:
 - (i) owned by such person's spouse, minor child or cohabitant;
 - (ii) owned by any body corporate in which such person owns shares representing the majority of the votes attaching to all of the issued and outstanding shares of such body corporate or over which he has as owner of shares in such body corporate or by virtue of an agreement a determining influence and a substantial participation (as those terms are interpreted by the Norwegian courts from time to time) in the results of such body corporate's operations;
 - (iii) owned by any person with whom such person acts in concert (as such term is interpreted from time to time by the Oslo Stock Exchange), by virtue of any agreement or otherwise;
 - (iv) registered in the name of a nominee of such person or of any person referred to in clause (i), (ii), or (iii) in relation to such person;
 - (v) which are issuable on the exercise of any options, convertible bonds, subscription rights or any other rights to acquire shares in which such person has an interest;
 - (vi) subject to a lien or other security interest in favor of such person;
 - (vii) which are issuable on the exercise of purchase rights, preemption rights, or other rights related thereto in which such person has an interest and which are activated by the acquisition, disposal or conversion of shares;
 - (viii) subject of any other agreed restriction on a Shareholder's right to dispose of same or to exercise such Shareholder's rights as a Shareholder, in favor of such person, except agreements to separate the dividend right from the ownership right of a share;
 - (ix) in connection with the acquisition of which there was given guarantee of their purchase price by such person or such person otherwise undertook a risk with respect to the value thereof and which guarantee or risk remains outstanding.
- (c) The Registrar shall promptly report any such notification of interest to the Oslo Stock Exchange and the Company.

- (d) If a person fails to give notification of a change in his interest in shares in accordance with this Bye-Law 49 and the Board believes that such person has acquired or disposed of an interest in shares in circumstances in which he would be subject to the notification requirements of this Bye-Law 49, the Board shall require the Registrar to serve upon that person a notice:
 - (i) requiring him to comply with the notification requirements in relation to the change in his interest in shares; and
 - (ii) informing him that, pending compliance with the notification requirements, the registered holder or holders of the shares in which that person is interested shall not be entitled to vote or otherwise exercise any rights attaching to the shares to which the notice relates nor shall such registered holder or holders be entitled to receive payments of income or capital which become due or payable in respect of such shares. The registered holder's or holders' entitlement to such payments shall be suspended pending compliance with the notification requirements without any liability of the Company to such holder or holders arising for late payment or nonpayment and the Company may retain such sums for its own use and benefit during such period of suspension.
- (e) The provisions of these Bye-Laws relating to the protection of purchasers of shares sold under a lien or upon forfeiture shall apply mutatis mutandis to disposals under this Bye-Law 49.

INCREASE OF CAPITAL

- 50.** The Company may from time to time increase its capital by such sum to be divided into shares of such par value as the Company by Resolution shall prescribe.
- 51.** The Company may, by the Resolution increasing the capital, direct that the new shares or any of them shall be offered in the first instance either at par or at a premium or (subject to the provisions of the Companies Acts) at a discount to all the holders for the time being of shares of any class or classes in proportion to the number of such shares held by them respectively or make any other provision as to the issue of the new shares.
- 52.** The new shares shall be subject to all the provisions of these Bye-laws with reference to lien, the payment of calls, forfeiture, transfer, transmission and otherwise.

ALTERATION OF CAPITAL

- 53.** The Company may from time to time by Resolution:
 - (a) cancel shares which, at the date of the passing of the Resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled; and
 - (b) change the currency denomination of its share capital.
- 54.** Where any difficulty arises in regard to any division, consolidation, or sub-division under Bye-law 5A, the Board may settle the same as it thinks expedient and, in particular, may arrange for the sale of the shares representing fractions and the distribution of the net proceeds of sale in due proportion amongst the Shareholders who would have been

entitled to the fractions, and for this purpose the Board may authorise some person to transfer the shares representing fractions to the purchaser thereof, who shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.

55. Subject to the Companies Acts and to any confirmation or consent required by law or these Bye-laws, the Company may by Resolution from time to time convert any preference shares into redeemable preference shares.
56. The Company may from time to time purchase its own shares on such terms and in such manner as may be authorized by the Board of Directors, subject to the rules, if applicable, of the Listing Exchange. In the event the Company conducts a tender offer for its shares, any such offer which is made through the facilities of the Oslo Stock Exchange shall be expressed as being conditional upon no Shareholders or persons resident for tax purposes in Norway owning or controlling fifty percent or more of the issued share capital or the votes attaching to the issued and outstanding share capital of the Company following such purchase.
57. Any share so purchased shall be treated as cancelled, and the amount of the Company's issued share capital shall be diminished by the nominal value of the shares purchased, but such purchase shall not be taken as reducing the amount of the Company's authorized share capital.
58. Subject to the Companies Act, the Company shall have the option, but not the obligation, to repurchase from any Shareholder or Shareholders all fractions of shares, and all holdings of fewer than 100 shares, registered in the name of said Shareholder or Shareholders. Such repurchase shall be on such terms and conditions as the Board may determine, provided that in any event, the repurchase price shall be not less than the closing market price per share quoted on the Oslo Stock Exchange on the effective date of the repurchase. Each Shareholder shall be bound by the determination of the Company to repurchase such shares or fractions thereof. If the Company determines to repurchase any such shares or fractions, the Company shall give written notice to each Shareholder concerned accompanied by a cheque or warrant for the repurchase price and the relevant shares, fractions and certificates in respect thereof shall thereupon be cancelled.

REDUCTION OF CAPITAL

59. Subject to the Companies Acts, its memorandum and any confirmation or consent required by law or these Bye-laws, the Company may from time to time by Resolution authorise the reduction of its issued share capital or any capital redemption reserve fund or any share premium or contributed surplus account in any manner.
60. In relation to any such reduction, the Company may by Resolution determine the terms upon which such reduction is to be effected including in the case of a reduction of part only of a class of shares, those shares to be affected.

GENERAL MEETINGS AND WRITTEN RESOLUTIONS

61. The Board shall convene and the Company shall hold general meetings as Annual General Meetings in accordance with the requirements of the Companies Acts at such times and places as the Board shall appoint. The Board may, whenever it thinks fit, and shall, when required by the Companies Acts, convene general meetings other than Annual General Meetings which shall be called Special General Meetings. Any such

Annual or Special General Meeting shall be held at the Registered Office of the Company in Bermuda or such other location suitable for such purpose and in no event shall any such Annual or Special General Meeting be held in Norway or the United Kingdom.

62. Except in the case of the removal of auditors and Directors and subject to these Bye-laws, anything which may be done by resolution of the Company in general meeting or by resolution of a meeting of any class of the Shareholders of the Company may, without a meeting be done by resolution in writing, signed by a simple majority of all of the Shareholders (or such greater majority as is required by the Companies Acts or these Bye-laws) or their proxies, or in the case of a Shareholder that is a corporation (whether or not a company within the meaning of the Companies Acts) on behalf of such Shareholder, being all of the Shareholders of the Company who at the date of the resolution in writing would be entitled to attend a meeting and vote on the resolution. Such resolution in writing may be signed by, or in the case of a Shareholder that is a corporation (whether or not a company within the meaning of the Companies Acts), on behalf of, all the Shareholders of the Company, or any class thereof, in as many counterparts as may be necessary.
63. Notice of any resolution to be made under Bye-law 62 shall be given, and a copy of the resolution shall be circulated, to all members who would be entitled to attend a meeting and vote on the resolution in the same manner as that required for a notice of a meeting of members at which the resolution could have been considered, except that any requirement in this Act or in these Bye-laws as to the length of the period of notice shall not apply.
64. A resolution in writing is passed when it is signed by, or, in the case of a member that is a corporation (whether or not a company within the meaning of the Companies Acts) on behalf of, such number of the Shareholders of the Company who at the date of the notice represent a majority of votes as would be required if the resolution had been voted on at a meeting of Shareholders.
65. A resolution in writing made in accordance with Bye-law 62 is as valid as if it had been passed by the Company in general meeting or, if applicable, by a meeting of the relevant class of Shareholders of the Company, as the case may be. A resolution in writing made in accordance with Bye-law 62 shall constitute minutes for the purposes of the Companies Acts and these Bye-laws.
66. The accidental omission to give notice to, or the non-receipt of a notice by, any person entitled to receive notice of a resolution does not invalidate the passing of a resolution.

NOTICE OF GENERAL MEETINGS

67. An Annual General Meeting shall be called by not less than 5 days' notice in writing and a Special General Meeting shall be called by not less than 5 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, day and time of the meeting, and, in the case of a Special General Meeting, the general nature of the business to be considered. Notice of every general meeting shall be given in any manner permitted by these Bye-laws. Shareholders other than those required to be given notice under the provisions of these Bye-laws or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.

68. Notwithstanding that a meeting of the Company is called by shorter notice than that specified in this Bye-law, it shall be deemed to have been duly called if it is so agreed:
- (a) in the case of a meeting called as an Annual General Meeting, by all the Shareholders entitled to attend and vote thereat;
 - (b) in the case of any other meeting, by a majority in number of the Shareholders having the right to attend and vote at the meeting, being a majority together holding not less than 95 percent in nominal value of the shares giving that right;

provided that notwithstanding any provision of these Bye-Laws, no Shareholder shall be entitled to attend any general meeting unless notice in writing of the intention to attend and vote in person or by proxy signed by or on behalf of the Shareholder (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) addressed to the Secretary is deposited (by post, courier, facsimile transmission or other electronic means) at the Registered Office at least 48 hours before the time appointed for holding the general meeting or adjournment thereof.

69. The accidental omission to give notice of a meeting or (in cases where instruments of proxy are sent out with the notice) the accidental omission to send such instrument of proxy to, or the non-receipt of notice of a meeting or such instrument of proxy by, any person entitled to receive such notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

70. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the appointment, choice or election of a chairman, which shall not be treated as part of the business of the meeting. Save as otherwise provided by these Bye-laws, at any general meeting two or more Shareholders present in person or by proxy throughout the meeting shall form a quorum for the transaction of business (including for greater certainty any Ordinary Resolution for the amalgamation or merger of the Company; provided, however, that if the Company shall have only one Shareholder, one Shareholder present in person or by proxy shall constitute the necessary quorum.
71. If within five minutes (or such longer time as the chairman of the meeting may determine to wait) after the time appointed for the meeting, a quorum is not present, the meeting, if convened on the requisition of Shareholders, shall be dissolved. In any other case, it shall stand adjourned to such other day and such other time and place as the chairman of the meeting may determine and at such adjourned meeting two Shareholders present in person or by proxy (whatever the number of shares held by them) shall be a quorum provided that if the Company shall have only one Shareholder, one Shareholder present in person or by proxy shall constitute the necessary quorum. The Company shall give not less than 5 days' notice of any meeting adjourned through want of a quorum and such notice shall state that the sole Shareholder or, if more than one, two Shareholders present in person or by proxy (whatever the number of shares held by them) shall be a quorum.
72. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and participation in such a meeting shall constitute presence in person at such meeting.

73. Each Director shall be entitled to attend and speak at any general meeting of the Company.
74. The Chairman (if any) of the Board or, in his absence, the President [(if any) or in his absence the Director who has been appointed as the head of the Board] shall preside as chairman at every general meeting. If there is no such Chairman or President or such Director, or if at any meeting neither the Chairman nor the President nor such Director is present within five (5) minutes after the time appointed for holding the meeting, or if neither of them is willing to act as chairman, the Directors present shall choose one of their number to act or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, the persons present and entitled to vote on a poll shall elect one of their number to be chairman.
75. The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for three months or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
76. Save as expressly provided by these Bye-laws, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING

77. Save where a greater majority is required by the Companies Acts or these Bye-laws, any question proposed for consideration at any general meeting shall be decided on by a simple majority of votes cast.
78. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands or by a count of votes received in the form of electronic records unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by:
- (a) the chairman of the meeting; or
 - (b) at least three Shareholders present in person or represented by proxy; or
 - (c) any Shareholder or Shareholders present in person or represented by proxy and holding between them not less than one tenth of the total voting rights of all the Shareholders having the right to vote at such meeting; or
 - (d) a Shareholder or Shareholders present in person or represented by proxy holding shares conferring the right to vote at such meeting, being shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all such shares conferring such right.
79. Unless a poll is so demanded and the demand is not withdrawn, a declaration by the chairman that a resolution has, on a show of hands or on a count of votes received in the form of electronic records, been carried or carried unanimously or by a particular majority or not carried by a particular majority or lost shall be final and conclusive, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number of votes recorded for or against such resolution.

80. If a poll is duly demanded, the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
81. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken in such manner and either forthwith or at such time (being not later than three months after the date of the demand) and place as the chairman shall direct. It shall not be necessary (unless the chairman otherwise directs) for notice to be given of a poll.
82. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded and it may be withdrawn at any time before the close of the meeting or the taking of the poll, whichever is the earlier.
83. On a poll, votes may be cast either personally or by proxy.
84. A person entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.
85. In the case of an equality of votes at a general meeting, whether on a show of hands, a count of votes received in the form of electronic records or on a poll, the chairman of such meeting shall not be entitled to a second or casting vote.
86. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register in respect of the joint holding.
87. A Shareholder who is a patient for any purpose of any statute or applicable law relating to mental health or in respect of whom an order has been made by any Court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, whether on a show of hands or on a poll, by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such Court and such receiver, committee, curator bonis or other person may vote on a poll by proxy, and may otherwise act and be treated as such Shareholder for the purpose of general meetings.
88. No Shareholder shall, unless the Board otherwise determines, be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
89. If (i) any objection shall be raised to the qualification of any voter or (ii) any votes have been counted which ought not to have been counted or which might have been rejected or (iii) any votes are not counted which ought to have been counted, the objection or error shall not vitiate the decision of the meeting or adjourned meeting on any resolution unless the same is raised or pointed out at the meeting or, as the case may be, the adjourned meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairman decides that the same may have affected the decision of the meeting. The decision of the chairman on such matters shall be final and conclusive.

PROXIES AND CORPORATE REPRESENTATIVES

90. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised by him in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
91. Any Shareholder may appoint a standing proxy or (if a corporation) representative by depositing at the Registered Office a proxy or (if a corporation) an authorisation and such proxy or authorisation shall be valid for all general meetings and adjournments thereof or, resolutions in writing, as the case may be, until notice of revocation is received at the Registered Office which if permitted by the Principal Act may be in the form of an electronic record. Where a standing proxy or authorisation exists, its operation shall be deemed to have been suspended at any general meeting or adjournment thereof at which the Shareholder is present or in respect to which the Shareholder has specially appointed a proxy or representative. The Board may from time to time require such evidence as it shall deem necessary as to the due execution and continuing validity of any such standing proxy or authorisation and the operation of any such standing proxy or authorisation shall be deemed to be suspended until such time as the Board determines that it has received the requested evidence or other evidence satisfactory to it.
92. Subject to Bye-law 91, the instrument appointing a proxy together with such other evidence as to its due execution as the Board may from time to time require, shall be delivered at the Registered Office which if permitted by the Principal Act may be in the form of an electronic record (or at such place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case or the case of a written resolution, in any document sent therewith) prior to the holding of the relevant meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, before the time appointed for the taking of the poll, or, in the case of a written resolution, prior to the effective date of the written resolution and in default the instrument of proxy shall not be treated as valid.
93. Instruments of proxy shall be in any common form or in such other form as the Board may approve and the Board may, if it thinks fit, send out with the notice of any meeting or any written resolution forms of instruments of proxy for use at that meeting or in connection with that written resolution. The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a written resolution or amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall unless the contrary is stated therein be valid as well for any adjournment of the meeting as for the meeting to which it relates.
94. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Registered Office which if permitted by the Principal Act may be in the form of an electronic record (or such other place as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other documents sent therewith) one hour at least before the commencement of the meeting or adjourned meeting, or the taking of the poll, or the day before the effective date of any written resolution at which the instrument of proxy is used.

95. Subject to the Companies Acts, the Board may at its discretion waive any of the provisions of these Bye-laws related to proxies or authorisations and, in particular, may accept such verbal or other assurances as it thinks fit as to the right of any person to attend and vote on behalf of any Shareholder at general meetings or to sign written resolutions.
96. Notwithstanding any other provision of these Bye-laws, any member may appoint an irrevocable proxy by depositing at the Registered Office an irrevocable proxy and such irrevocable proxy shall be valid for all general meetings and adjournments thereof, or resolutions in writing, as the case may be, until terminated in accordance with its own terms, or until written notice of termination is received at the Registered Office signed by the proxy. The instrument creating the irrevocable proxy shall recite that it is constituted as such and shall confirm that it is granted with an interest. The operation of an irrevocable proxy shall not be suspended at any general meeting or adjournment thereof at which the member who has appointed such proxy is present and the member may not specially appoint another proxy or vote himself in respect of any shares which are the subject of the irrevocable proxy.

APPOINTMENT AND REMOVAL OF DIRECTORS

97. The number of Directors shall be such number not less than two as the Company by Resolution may from time to time determine and, subject to the Companies Acts and these Bye-laws, shall serve until re-elected or their successors are appointed at the next Annual General Meeting. The Board shall at all times comprise a majority of Directors who are not resident in the United Kingdom.
98. The Company shall at the Annual General Meeting and may by Resolution determine the minimum and the maximum number of Directors and may by Resolution determine that one or more vacancies in the Board shall be deemed casual vacancies for the purposes of these Bye-laws. Without prejudice to the power of the Company by Resolution in pursuance of any of the provisions of these Bye-laws to appoint any person to be a Director, the Board, so long as a quorum of Directors remains in office, shall have power at any time and from time to time to appoint any individual to be a Director so as to fill a casual vacancy.
99. The Company may in a Special General Meeting called for that purpose remove a Director provided notice of any such meeting shall be served upon the Director concerned not less than 14 days before the meeting and he shall be entitled to be heard at that meeting. Any vacancy created by the removal of a Director at a Special General Meeting may be filled at the Meeting by the election of another Director in his place or, in the absence of any such election, by the Board.

RESIGNATION AND DISQUALIFICATION OF DIRECTORS

100. The office of a Director shall be vacated upon the happening of any of the following events:
- (a) if he resigns his office by notice in writing delivered to the Registered Office or tendered at a meeting of the Board;
 - (b) if he becomes of unsound mind or a patient for any purpose of any statute or applicable law relating to mental health and the Board resolves that his office is vacated;

- (c) if he becomes bankrupt or compounds with his creditors;
- (d) if he is prohibited by law from being a Director;
- (e) if he ceases to be a Director by virtue of the Companies Acts or is removed from office pursuant to these Bye-laws.

ALTERNATE DIRECTORS

- 101.** The Company may by Resolution elect any person or persons to act as Directors in the alternative to any of the Directors or may authorise the Board to appoint such Alternate Directors and a Director may appoint and remove his own Alternate Director. Any appointment or removal of an Alternate Director by a Director shall be effected by depositing a notice of appointment or removal with the Secretary at the Registered Office which if permitted by the Principal Act may be in the form of an electronic record, signed by such Director, and such appointment or removal shall become effective on the date of receipt by the Secretary. Any Alternate Director may be removed by Resolution of the Company and, if appointed by the Board, may be removed by the Board. Subject as aforesaid, the office of Alternate Director shall continue until the next annual election of Directors or, if earlier, the date on which the relevant Director ceases to be a Director. An Alternate Director may also be a Director in his own right and may act as alternate to more than one Director. No resident of the United Kingdom and no person who is physically located in the United Kingdom during a meeting of the Board may be elected or appointed as an Alternate Director.
- 102.** An Alternate Director shall be entitled to receive notices of all meetings of Directors, to attend, be counted in the quorum and vote at any such meeting at which any Director to whom he is alternate is not personally present, and generally to perform all the functions of any Director to whom he is alternate in his absence.
- 103.** Every person acting as an Alternate Director shall (except as regards powers to appoint an alternate and remuneration) be subject in all respects to the provisions of these Bye-laws relating to Directors and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for any Director for whom he is alternate. An Alternate Director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent *mutatis mutandis* as if he were a Director. Every person acting as an Alternate Director shall have one vote for each Director for whom he acts as alternate (in addition to his own vote if he is also a Director). The signature of an Alternate Director to any resolution in writing of the Board or a committee of the Board shall, unless the terms of his appointment provides to the contrary, be as effective as the signature of the Director or Directors to whom he is alternate.

DIRECTORS' FEES AND ADDITIONAL REMUNERATION AND EXPENSES

- 104.** The amount, if any, of Directors' fees shall from time to time be determined by the Company by Resolution and in the absence of a determination to the contrary in general meeting, such fees shall be deemed to accrue from day to day. Each Director may be paid his reasonable travelling, hotel and incidental expenses in attending and returning from meetings of the Board or committees constituted pursuant to these Bye-laws or general meetings and shall be paid all expenses properly and reasonably incurred by him in the conduct of the Company's business or in the discharge of his duties as a Director. Any Director who, by request, goes or resides abroad for any purposes of the Company or who performs services which in the opinion of the Board go beyond the ordinary duties

of a Director may be paid such extra remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Board may determine, and such extra remuneration shall be in addition to any remuneration provided for by or pursuant to any other Bye-law.

DIRECTORS' INTERESTS

- 105.** A Director may hold any other office or place of profit with the Company (except that of auditor) in conjunction with his office of Director for such period and upon such terms as the Board may determine, and may be paid such extra remuneration therefor (whether by way of salary, commission, participation in profits or otherwise) as the Board may determine, and such extra remuneration shall be in addition to any remuneration provided for by or pursuant to any other Bye-law.
- 106.** A Director may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.
- 107.** Subject to the Companies Acts, a Director may notwithstanding his office be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested; and be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is interested. The Board may also cause the voting power conferred by the shares in any other company held or owned by the Company to be exercised in such manner in all respects as it thinks fit, including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company.
- 108.** So long as, where it is necessary, he declares the nature of his interest at the first opportunity at a meeting of the Board or by writing to the Directors as required by the Companies Acts, a Director shall not by reason of his office be accountable to the Company for any benefit which he derives from any office or employment to which these Bye-laws allow him to be appointed or from any transaction or arrangement in which these Bye-laws allow him to be interested, and no such transaction or arrangement shall be liable to be avoided on the ground of any interest or benefit.
- 109.** Subject to the Companies Acts and any further disclosure required thereby, a general notice to the Directors by a Director or officer declaring that he is a director or officer or has an interest in a person and is to be regarded as interested in any transaction or arrangement made with that person, shall be a sufficient declaration of interest in relation to any transaction or arrangement so made.

POWERS AND DUTIES OF THE BOARD

- 110.** Subject to the provisions of the Companies Acts and these Bye-laws and to any directions given by the Company by Resolution, the Board shall manage the business of the Company and may pay all expenses incurred in promoting and incorporating the Company and may exercise all the powers of the Company. No alteration of these Bye-laws and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Bye-law shall not be limited by any special power given to the Board by these Bye-laws and a meeting of the Board at which a quorum is present shall

be competent to exercise all the powers, authorities and discretions for the time being vested in or exercisable by the Board.

- 111.** The Board may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any other persons.
- 112.** All cheques, promissory notes, drafts, bills of exchange and other instruments, whether negotiable or transferable or not, and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
- 113.** The Board on behalf of the Company may provide benefits, whether by the payment of gratuities or pensions or otherwise, for any person including any Director or former Director who has held any executive office or employment with the Company or with any body corporate which is or has been a subsidiary or affiliate of the Company or a predecessor in the business of the Company or of any such subsidiary or affiliate, and to any member of his family or any person who is or was dependent on him, and may contribute to any fund and pay premiums for the purchase or provision of any such gratuity, pension or other benefit, or for the insurance of any such person.
- 114.** The Board, on behalf of the Company, may provide benefits, whether pursuant to a Share Option Scheme or by the payment of gratuities or pensions or otherwise, for any Director or Officer (whether or not an employee) and any person who has held any executive office or employment with the Company or with any body corporate which has been a subsidiary or affiliate of the Company or a predecessor in the business of the Company or of any such subsidiary or affiliate, and to any member of his family or any person who is or was dependent on him, and may contribute to any fund and pay premiums for the purchase or provision of any such gratuity, pension or other benefit, or for the insurance of any such person in connection with the provision of pensions. Subject to the provisions of the Principal Act from time to time in force relating to financial assistance and dealings with Directors, the Board may also establish and maintain a Share Option Scheme and (if such Share Option Scheme so provides) contribute to such Share Option Scheme for the purchase by the Company or transfer, allotment or issue from the Company to trustees of shares in the Company, such shares to be held for the benefit of scheme participants (including Directors and Officers) and, subject to the Principal Act, lend money to such trustees or scheme participants to enable the purchase of such shares.
- 115.** The Board may from time to time appoint one or more of its body to hold any other employment or executive office with the Company for such period and upon such terms as the Board may determine and may revoke or terminate any such appointments. Any such revocation or termination as aforesaid shall be without prejudice to any claim for damages that such Director may have against the Company or the Company may have against such Director for any breach of any contract of service between him and the Company which may be involved in such revocation or termination. Any person so appointed shall receive such remuneration (if any) (whether by way of salary, commission, participation in profits or otherwise) as the Board may determine, and either in addition to or in lieu of his remuneration as a Director.

DELEGATION OF THE BOARD'S POWERS

- 116.** The Board may by power of attorney appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Bye-laws) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney and of such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.
- 117.** The Board may entrust to and confer upon any Director or officer any of the powers exercisable by it upon such terms and conditions with such restrictions as it thinks fit, and either collaterally with, or to the exclusion of, its own powers, and may from time to time revoke or vary all or any of such powers but no person dealing in good faith and without notice of such revocation or variation shall be affected thereby.
- 118.** The Board may delegate any of its powers, authorities and discretions to any person or to committees, consisting of such person or persons (whether a member or members of its body or not) as it thinks fit, provided that, where possible, such committee shall not comprise of a person or a majority of persons who are resident in the United Kingdom. Any committee so formed shall, in the exercise of the powers, authorities and discretions so delegated, conform to any regulations which may be imposed upon it by the Board. Further, the Board may authorize any company, firm, person or body of persons to act on behalf of the Company for any specific purpose and in connection therewith to execute any deed, agreement, document or instrument on behalf of the Company.

PROCEEDINGS OF THE BOARD

- 119.** The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that Board Meetings are to be held outside Norway and the United Kingdom. Questions arising at any meeting shall be determined by a majority of votes cast. No Director (including the Chairman, if any, of the Board) shall be entitled to a second or casting vote. In the case of an equality of votes the motion shall be deemed to have been lost. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Board.
- 120.** Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is sent to him by post, cable, telex, telecopier, electronic means, or other mode of representing or reproducing words in a legible and non-transitory form at his last known address or any other address given by him to the Company for this purpose. Written notice of Board meetings shall be given with reasonable notice being not less than 24 hours whenever practicable. A Director may waive notice of any meeting either prospectively or retrospectively.
- 121.** The quorum necessary for the transaction of the business of the Board may be fixed by the Board and, unless so fixed at any other number, shall be a majority of the Board present in person or by proxy, provided that a quorum shall not be present unless a majority of the Directors present are neither resident in Norway nor physically located or resident in the United Kingdom. Any Director who ceases to be a Director at a meeting of the Board may continue to be present and to act as a Director and be counted in the quorum until the termination of the meeting if no other Director objects and if otherwise a quorum of Directors would not be present.

122. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract, transaction or arrangement with the Company and has complied with the provisions of the Companies Acts and these Bye-laws with regard to disclosure of his interest shall be entitled to vote in respect of any contract, transaction or arrangement in which he is so interested and if he shall do so his vote shall be counted, and he shall be taken into account in ascertaining whether a quorum is present.
123. So long as a quorum of Directors remains in office, the continuing Directors may act notwithstanding any vacancy in the Board but, if no such quorum remains, the continuing Directors or a sole continuing Director may act only for the purpose of calling a general meeting.
124. The Chairman (if any) of the Board or, in his absence, the President (if any) or in his absence the Director who has been appointed as the head of the Board shall preside as chairman at every meeting of the Board. If there is no such Chairman, President or Director or if at any meeting the Chairman, President or Director is not present within five (5) minutes after the time appointed for holding the meeting, or is not willing to act as chairman, the Directors present may choose one of their number to be chairman of the meeting.
125. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions contained in these Bye-laws for regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations imposed by the Board.
126. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Board or by all the members of a committee for the time being shall be as valid and effectual as a resolution passed at a meeting of the Board or, as the case may be, of such committee duly called and constituted provided that no such resolution shall be valid and effective unless the signatures of all such directors or all such committee members are affixed outside the United Kingdom. Such resolution may be contained in one document or in several documents in the like form each signed by one or more of the Directors (or their Alternate Directors) or members of the committee concerned.
127. A meeting of the Board or a committee appointed by the Board may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and participation in such a meeting shall constitute presence in person at such meeting. A meeting of the Board or committee appointed by the Board held in the foregoing manner shall be deemed to take place at the place where the largest group of participating Directors or committee members has assembled or, if no such group exists, at the place where the chairman of the meeting participates which place shall, so far as reasonably practicable, be at the Registered Office of the Company or at an office of one of the group of companies of which the Company is a part, located outside of the United Kingdom. In no event shall the place where the largest group of participating Directors or committee members has assembled or, if no such group exists, the place where the chairman of the meeting participates, be located in the United Kingdom. The Board or relevant committee shall use its best endeavours to ensure that any such meeting is not deemed to have been held in Norway, and the fact that one or more Directors may be present at such teleconference by virtue of his being physically in Norway shall not deem such meeting to have taken place in Norway.

- 128.** All acts done by the Board or by any committee or by any person acting as a Director or member of a committee or any person duly authorised by the Board or any committee, shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member of the Board or such committee or person acting as aforesaid or that they or any of them were disqualified or had vacated their office, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director, member of such committee or person so authorised.

OFFICERS

- 129.** The Board shall appoint one of their number to the office of Chairman, and may appoint any person whether or not he is a Director to hold such office as the Board may from time to time determine. Any person elected or appointed pursuant to this Bye-law shall hold office for such period and upon such terms as the Board may determine and the Board may revoke or terminate any such election or appointment. Any such revocation or termination shall be without prejudice to any claim for damages that such officer may have against the Company or the Company may have against such officer for any breach of any contract of service between him and the Company which may be involved in such revocation or termination. Save as provided in the Companies Acts or these Bye-laws, the powers and duties of the officers of the Company shall be such (if any) as are determined from time to time by the Board.

MINUTES

- 130.** The Directors shall cause minutes to be made and books kept for the purpose of recording:
- (a) all appointments of officers made by the Directors;
 - (b) the names of the Directors and other persons (if any) present at each meeting of Directors and of any committee;
 - (c) of all proceedings at meetings of the Company, of the holders of any class of shares in the Company, and of committees;
 - (d) of all proceedings of managers (if any).

SECRETARY AND RESIDENT REPRESENTATIVE

- 131.** The Secretary and Resident Representative, if necessary, shall be appointed by the Board at such remuneration (if any) and upon such terms as it may think fit and any Secretary so appointed may be removed by the Board.
- 132.** The duties of the Secretary shall be those prescribed by the Companies Acts together with such other duties as shall from time to time be prescribed by the Board.
- 133.** A provision of the Companies Acts or these Bye-laws requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the Secretary.

THE SEAL

- 134.** The Company may, but need not, have a Seal and one or more duplicate Seals for use in any place in or outside Bermuda.

135. If the Company has a Seal it shall consist of a circular metal device with the name of the Company around the outer margin thereof and the country and year of incorporation across the centre thereof.
136. The Board shall provide for the custody of every Seal, if any. A Seal shall only be used by authority of the Board or of a committee constituted by the Board. Subject to these Bye-laws, any instrument to which a Seal is affixed shall be signed by at least one Director or the Secretary, or by any person (whether or not a Director or the Secretary), who has been authorised either generally or specifically to attest to the use of a Seal.
137. The Secretary, a Director or the Resident Representative may affix a Seal attested with his signature to certify the authenticity of any copies of documents.

DIVIDENDS AND OTHER PAYMENTS

138. The Board may from time to time declare cash dividends or distributions out of contributed surplus to be paid to the Shareholders according to their rights and interests including such interim dividends as appear to the Board to be justified by the position of the Company. The Board may also pay any fixed cash dividend which is payable on any shares of the Company half yearly or on such other dates, whenever the position of the Company, in the opinion of the Board, justifies such payment.
139. Except insofar as the rights attaching to, or the terms of issue of, any share otherwise provide:
 - (a) all dividends or distributions out of contributed surplus may be declared and paid according to the amounts paid up on the shares in respect of which the dividend or distribution is paid, and an amount paid up on a share in advance of calls may be treated for the purpose of this Bye-law as paid-up on the share;
 - (b) dividends or distributions out of contributed surplus may be apportioned and paid pro rata according to the amounts paid-up on the shares during any portion or portions of the period in respect of which the dividend or distribution is paid.
140. The Board may deduct from any dividend, distribution or other moneys payable to a Shareholder by the Company on or in respect of any shares all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in respect of shares of the Company.
141. No dividend, distribution or other moneys payable by the Company on or in respect of any share shall bear interest against the Company.
142. Any dividend distribution, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the mail addressed to the holder at his address in the Register or, as the case may be, a Branch Register or, in the case of joint holders, addressed to the holder whose name stands first in the Register or, as the case may be, a Branch Register in respect of the shares at his registered address as appearing in the Register or, as the case may be, a Branch Register or addressed to such person at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first in the Register or, as the case may be, a Branch Register in respect of such shares, and shall be sent at his or their risk, and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company. Any one of

two or more joint holders may give effectual receipts for any dividends, distributions or other moneys payable or property distributable in respect of the shares held by such joint holders.

143. Any dividend or distribution out of contributed surplus unclaimed for a period of six years from the date of declaration of such dividend or distribution shall be forfeited and shall revert to the Company and the payment by the Board of any unclaimed dividend, distribution, interest or other sum payable on or in respect of the share into a separate account shall not constitute the Company a trustee in respect thereof.
144. With the sanction of a Resolution the Board may direct payment or satisfaction of any dividend or distribution out of contributed surplus wholly or in part by the distribution of specific assets, and in particular of paid-up shares or debentures of any other company, and where any difficulty arises in regard to such distribution or dividend the Board may settle it as it thinks expedient, and in particular, may authorise any person to sell and transfer any fractions or may ignore fractions altogether, and may fix the value for distribution or dividend purposes of any such specific assets and may determine that cash payments shall be made to any Shareholders upon the footing of the values so fixed in order to secure equality of distribution and may vest any such specific assets in trustees as may seem expedient to the Board.

RESERVES

145. The Board may, before recommending or declaring any dividend or distribution out of contributed surplus, set aside such sums as it thinks proper as reserves which shall, at the discretion of the Board, be applicable for any purpose of the Company and pending such application may, also at such discretion, either be employed in the business of the Company or be invested in such investments as the Board may from time to time think fit. The Board may also without placing the same to reserve carry forward any sums which it may think it prudent not to distribute.

CAPITALISATION OF PROFITS

146. The Company may, upon the recommendation of the Board, at any time and from time to time pass a Resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund which is available for distribution or to the credit of any share premium account or any capital redemption reserve fund and accordingly that such amount be set free for distribution amongst the Shareholders or any class of Shareholders who would be entitled thereto if distributed by way of dividend and in the same proportions, on the footing that the same be not paid in cash but be applied either in or towards paying up amounts for the time being unpaid on any shares in the Company held by such Shareholders respectively or in payment up in full of unissued shares, debentures or other obligations of the Company, to be allotted and distributed credited as fully paid amongst such Shareholders, or partly in one way and partly in the other, and the Board shall give effect to such Resolution, provided that for the purpose of this Bye-law, a share premium account and a capital redemption reserve fund may be applied only in paying up of unissued shares to be issued to such Shareholders credited as fully paid and provided further that any sum standing to the credit of a share premium account may only be applied in crediting as fully paid shares of the same class as that from which the relevant share premium was derived.
147. Where any difficulty arises in regard to any distribution under Bye-law 146, the Board may settle the same as it thinks expedient and, in particular, may authorise any person to sell and transfer any fractions or may resolve that the distribution should be as nearly as

may be practicable in the correct proportion but not exactly so or may ignore fractions altogether, and may determine that cash payments should be made to any Shareholders in order to adjust the rights of all parties, as may seem expedient to the Board. The Board may appoint any person to sign on behalf of the persons entitled to participate in the distribution any contract necessary or desirable for giving effect thereto and such appointment shall be effective and binding upon the Shareholders.

RECORD DATES

- 148.** Notwithstanding any other provisions of these Bye-laws, the Company may by Resolution or the Board may fix any date as the record date for any dividend, distribution, allotment or issue and for the purpose of identifying the persons entitled to receive notices of general meetings. Any such record date may be on or at any time before or after any date on which such dividend, distribution, allotment or issue is declared, paid or made or such notice is despatched.

ACCOUNTING RECORDS

- 149.** The Board shall cause to be kept accounting records sufficient to give a true and fair view of the state of the Company's affairs and to show and explain its transactions, in accordance with the Companies Acts.
- 150.** The records of account shall be kept at the Registered Office or at such other place or places as the Board thinks fit, and shall at all times be open to inspection by the Directors: PROVIDED that if the records of account are kept at some place outside Bermuda, there shall be kept at an office of the Company in Bermuda such records as will enable the Directors to ascertain with reasonable accuracy the financial position of the Company at the end of each three month period. No Shareholder (other than an officer of the Company) shall have any right to inspect any accounting record or book or document of the Company except as conferred by law or authorised by the Board or by Resolution.
- 151.** A copy of every balance sheet and statement of income and expenditure, including every document required by law to be annexed thereto, which is to be laid before the Company in general meeting, together with a copy of the auditors' report, shall be sent to each person entitled thereto in accordance with the requirements of the Companies Acts. Pursuant to Bye-law 117, the Board may delegate to the Finance Officer responsibility for the proper maintenance and safe keeping of all of the accounting records of the Company and (subject to the terms of any resolution from time to time passed by the Board relating to the extent of the duties of the Finance Officer) the Finance Officer shall have primary responsibility for (a) the preparation of proper management accounts of the Company (at such intervals as may be required) and (b) the periodic delivery of such management accounts to the Registered Office in accordance with the Companies Acts.

AUDIT

- 152.** Save and to the extent that an audit is waived in the manner permitted by the Companies Acts, auditors shall be appointed and their duties regulated in accordance with the Companies Acts, any other applicable law and such requirements not inconsistent with the Companies Acts as the Board may from time to time determine.

SERVICE OF NOTICES AND OTHER DOCUMENTS

- 153.** Any notice or other document (including a share certificate) may be served on or delivered to any Shareholder by the Company either personally or by sending it through the post (by airmail where applicable) in a pre-paid letter addressed to such Shareholder at his address as appearing in the Register or by delivering it to or leaving it at such registered address. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed as sufficient service on or delivery to all the joint holders. Any notice or other document if sent by post shall be deemed to have been served or delivered seven days after it was put in the post, and in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post.
- 154.** Any notice of a general meeting of the Company shall be deemed to be duly given to a Shareholder if it is sent to him by cable, telex, telecopier or other mode of representing or reproducing words in a legible and non-transitory form at his address as appearing in the Register or any other address given by him to the Company for this purpose. Any such notice shall be deemed to have been served twenty-four hours after its despatch.
- 155.** Any notice or other document shall be deemed to be duly given to a Shareholder if it is delivered to such Shareholder by means of an electronic record in accordance with Section 2A of the Principal Act.
- 156.** Any notice or other document delivered, sent or given to a Shareholder in any manner permitted by these Bye-laws shall, notwithstanding that such Shareholder is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Shareholder as sole or joint holder unless his name shall, at the time of the service or delivery of the notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed as sufficient service or delivery of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

WINDING UP

- 157.** If the Company shall be wound up, the liquidator may, with the sanction of a Resolution of the Company and any other sanction required by the Companies Acts, divide amongst the Shareholders in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may for such purposes set such values as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different classes of Shareholders. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trust for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no Shareholder shall be compelled to accept any shares or other assets upon which there is any liability.

INDEMNITY

- 158.** Subject to the provisions of Bye-law 166, no Director, Alternate Director, Officer, person or member of a committee authorised under Bye-law 118, Resident Representative of the Company or his heirs, executors or administrators shall be liable for the acts, receipts, neglects, or defaults of any other such person or any person involved in the formation of

the Company, or for any loss or expense incurred by the Company through the insufficiency or deficiency of title to any property acquired by the Company, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person with whom any monies, securities, or effects shall be deposited, or for any loss occasioned by any error of judgment, omission, default, or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in relation to the execution of his duties, or supposed duties, to the Company or otherwise in relation thereto.

- 159.** Subject to the provisions of Bye-law 166, every Director, Alternate Director, Officer, person or member of a committee authorised under Bye-law 118, Resident Representative of the Company and their respective heirs, executors or administrators shall be indemnified and held harmless out of the funds of the Company to the fullest extent permitted by Bermuda law against all liabilities, loss, damage or expense (including but not limited to liabilities under contract, tort and statute or any applicable foreign law or regulation and all reasonable legal and other costs and expenses properly payable) incurred or suffered by him as such Director, Alternate Director, Officer, person or committee member or Resident Representative and the indemnity contained in this Bye-law shall extend to any person acting as such Director, Alternate Director, Officer, person or committee member or Resident Representative in the reasonable belief that he has been so appointed or elected notwithstanding any defect in such appointment or election.
- 160.** Every Director, Alternate Director, Officer, person or member of a committee duly authorised under Bye-law 118, Resident Representative of the Company and their respective heirs, executors or administrators shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Director, Alternate Director, Officer, person or committee member or Resident Representative in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under the Companies Acts in which relief from liability is granted to him by the court.
- 161.** To the extent that any Director, Alternate Director, Officer, person or member of a committee duly authorised under Bye-law 118, Resident Representative of the Company or any of their respective heirs, executors or administrators is entitled to claim an indemnity pursuant to these Bye-laws in respect of amounts paid or discharged by him, the relative indemnity shall take effect as an obligation of the Company to reimburse the person making such payment or effecting such discharge.
- 162.** The Board may arrange for the Company to be insured in respect of all or any part of its liability under the provision of these Bye-laws and may also purchase and maintain insurance for the benefit of any Directors, Alternate Directors, Officers, person or member of a committee authorised under Bye-law 118, employees or Resident Representatives of the Company in respect of any liability that may be incurred by them or any of them howsoever arising in connection with their respective duties or supposed duties to the Company. This Bye-law shall not be construed as limiting the powers of the Board to effect such other insurance on behalf of the Company as it may deem appropriate.
- 163.** Notwithstanding anything contained in the Principal Act, the Company may advance moneys to an Officer or Director for the costs, charges and expenses incurred by the Officer or Director in defending any civil or criminal proceedings against them on the

condition that the Director or Officer shall repay the advance if any allegation of fraud or dishonesty is proved against them.

- 164.** Each member agrees to waive any claim or right of action he might have, whether individually or by or in the right of the Company, against any Director, Alternate Director, Officer of the Company, person or member of a committee authorised under Bye-law 118, Resident Representative of the Company or any of their respective heirs, executors or administrators on account of any action taken by any such person, or the failure of any such person to take any action in the performance of his duties, or supposed duties, to the Company or otherwise in relation thereto.
- 165.** The restrictions on liability, indemnities and waivers provided for in Bye-laws 158 to 164 inclusive shall not extend to any matter which would render the same void pursuant to the Companies Acts.
- 166.** The restrictions on liability, indemnities and waivers contained in Bye-laws 158 to 164 inclusive shall be in addition to any rights which any person concerned may otherwise be entitled by contract or as a matter of applicable Bermuda law.

CONTINUATION

- 167.** Subject to the Companies Acts, the Company may with the approval of the Board by resolution adopted by a majority of Directors then in office, approve the discontinuation of the Company in Bermuda and the continuation of the Company in a jurisdiction outside Bermuda.

ALTERATION OF BYE-LAWS

- 168.** These Bye-laws may be amended from time to time in the manner provided for in the Companies Acts, provided that any such amendment shall only become operative to the extent that it has been confirmed by Resolution.

B Y E - L A W S

O F

[INSERT NAME OF COMBINED COMPANY]

Significant Subsidiaries at March 16, 2023

| Name | Country of Incorporation | Ownership and Voting Percentage |
|---|---------------------------------|--|
| Golden Ocean Group Management (Bermuda) Ltd | Bermuda | 100% |
| Golden Ocean Management AS | Norway | 100% |
| Golden Ocean Trading Ltd | Bermuda | 100% |
| Golden Ocean Shipping Co Pte Ltd | Singapore | 100% |
| Golden Ocean Shipholding Ltd | Bermuda | 100% |
| Golden Ocean Holdings Ltd | Bermuda | 100% |
| Golden Arima Inc | Liberia | 100% |
| Golden Beppu Inc | Liberia | 100% |
| Golden Brilliant Inc | Liberia | 100% |
| Golden Crystal Inc | Liberia | 100% |
| Golden Daisy Inc | Liberia | 100% |
| Golden Diamond Inc | Liberia | 100% |
| Golden Eclipse Inc | Liberia | 100% |
| Golden Empress Inc | Liberia | 100% |
| Golden Endeavour Inc | Liberia | 100% |
| Golden Endurer Inc | Liberia | 100% |
| Golden Enterprise Inc | Liberia | 100% |
| Golden Feng Inc | Liberia | 100% |
| Golden Ginger Inc | Liberia | 100% |
| Golden Ice Inc | Liberia | 100% |
| Golden Opportunity Inc | Liberia | 100% |
| Golden Pearl Inc | Liberia | 100% |
| Golden Rose Inc | Liberia | 100% |
| Golden Ruby Inc | Liberia | 100% |
| Golden Saguenay Inc | Liberia | 100% |
| Golden Sapphire Inc | Liberia | 100% |
| Golden Shui Inc | Liberia | 100% |
| Golden Strength Inc | Liberia | 100% |
| Palila Inc | Liberia | 100% |
| Parula Inc | Liberia | 100% |
| Petrel Inc | Liberia | 100% |
| Piper Inc | Liberia | 100% |
| Front Singapore Inc | Liberia | 100% |
| Front San Francisco Inc | Liberia | 100% |
| Front Seoul Inc | Liberia | 100% |
| Front Stockholm Inc | Liberia | 100% |
| Front Santiago Inc | Liberia | 100% |
| Front Santos Inc | Liberia | 100% |
| Front Shanghai Inc | Liberia | 100% |
| Front Savannah Inc | Liberia | 100% |
| Front Sakura Inc | Liberia | 100% |
| Front Seville Inc | Liberia | 100% |
| Golden Finsbury Inc | Liberia | 100% |

| | | |
|-----------------------|---------|------|
| Golden Fulham Inc | Liberia | 100% |
| Golden Bexley Inc | Liberia | 100% |
| Golden Barnet Inc | Liberia | 100% |
| Golden Scape Inc | Liberia | 100% |
| Golden Swift Inc | Liberia | 100% |
| Front Fuji Inc | Liberia | 100% |
| Front Aso Inc | Liberia | 100% |
| Golden Cirrus Inc | Liberia | 100% |
| Golden Cumulus Inc | Liberia | 100% |
| Golden Nimbus Inc | Liberia | 100% |
| Golden Arcus Inc | Liberia | 100% |
| Golden Incus Inc | Liberia | 100% |
| Golden Calvus Inc | Liberia | 100% |
| Golden Gayle Inc | Liberia | 100% |
| Golden Myrtalia Inc | Liberia | 100% |
| Golden Sue Inc | Liberia | 100% |
| Golden Deb Inc | Liberia | 100% |
| Golden Jake Inc | Liberia | 100% |
| Golden Arion Inc | Liberia | 100% |
| Golden Ioanari Inc | Liberia | 100% |
| Golden Keen Inc | Liberia | 100% |
| Golden Shea Inc | Liberia | 100% |
| Golden Kaki Inc | Liberia | 100% |
| Golden Houston Inc | Liberia | 100% |
| Golden Anastasia Inc | Liberia | 100% |
| Golden Amreen Inc | Liberia | 100% |
| Golden Kennedy Inc | Liberia | 100% |
| Golden Amber Inc | Liberia | 100% |
| Golden Opal Inc | Liberia | 100% |
| Golden Behike Inc | Liberia | 100% |
| Golden Monterrey Inc | Liberia | 100% |
| Golden Champion Inc | Liberia | 100% |
| Golden Comfort Inc | Liberia | 100% |
| Golden Competence Inc | Liberia | 100% |
| Golden Confidence Inc | Liberia | 100% |
| Golden Coral Inc | Liberia | 100% |
| Golden Courage Inc | Liberia | 100% |
| Golden Fellow Inc | Liberia | 100% |
| Golden Fortune Inc | Liberia | 100% |
| Golden Forward Inc | Liberia | 100% |
| Golden Freeze Inc | Liberia | 100% |
| Golden Friend Inc | Liberia | 100% |
| Golden Frost Inc | Liberia | 100% |
| Golden Saint Inc | Liberia | 100% |
| Golden Skies Inc | Liberia | 100% |
| Golden Spirit Inc | Liberia | 100% |
| Golden Lion Inc | Liberia | 100% |

| | | |
|-------------------------|------------------|------|
| Hope Shipowning Inc | Liberia | 100% |
| Golden Light Inc | Liberia | 100% |
| Golden Grace Inc | Liberia | 100% |
| Golden Star Inc | Liberia | 100% |
| Golden Soul Inc | Liberia | 100% |
| Golden John Inc | Liberia | 100% |
| Golden Wave Inc | Liberia | 100% |
| Golden Tide Inc | Liberia | 100% |
| Golden Faith Inc | Liberia | 100% |
| Fast Shipowning Inc | Marshall Islands | 100% |
| Furious Shipowning Inc | Marshall Islands | 100% |
| Spray Shipowning Inc | Marshall Islands | 100% |
| Golden Aquamarine Inc | Liberia | 100% |
| Golden Earl Inc | Liberia | 100% |
| Golden Duke Inc | Liberia | 100% |
| Golden Walcott Inc | Liberia | 100% |
| Sapphire Shipowning Inc | Liberia | 100% |
| Golden Emerald Inc | Liberia | 100% |

**CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO RULE 13a-14(a) AND 15d-14(a), AS AMENDED
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Ulrik Uhrenfeldt Andersen, certify that:

1. I have reviewed this annual report on Form 20-F of Golden Ocean Group Limited;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: March 16, 2023

/s/ Ulrik Uhrenfeldt Andersen
Ulrik Uhrenfeldt Andersen
Principal Executive Officer

**CERTIFICATION OF THE PRINCIPAL FINANCIAL OFFICER
PURSUANT TO RULE 13a-14(a) AND 15d-14(a), AS AMENDED
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Peder Simonsen, certify that:

1. I have reviewed this annual report on Form 20-F of Golden Ocean Group Limited;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: March 16, 2023

/s/ Peder Simonsen
Peder Simonsen
Principal Financial Officer

**PRINCIPAL EXECUTIVE OFFICER CERTIFICATION
PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with this Annual Report of Golden Ocean Group Limited (the "Company") on Form 20-F for the year ended December 31, 2022, as filed with the Securities and Exchange Commission (the "SEC") on or about the date hereof (the "Report"), I, Ulrik Uhrenfeldt Andersen, the Principal Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement has been provided to the Company and will be retained by the Company and furnished to the SEC or its staff upon request.

Date: March 16, 2023

/s/ Ulrik Uhrenfeldt Andersen
Ulrik Uhrenfeldt Andersen
Principal Executive Officer

**PRINCIPAL FINANCIAL OFFICER CERTIFICATION
PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with this Annual Report of Golden Ocean Group Limited (the "Company") on Form 20-F for the year ended December 31, 2022, as filed with the Securities and Exchange Commission (the "SEC") on or about the date hereof (the "Report"), I, Peder Simonsen, the Principal Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement has been provided to the Company and will be retained by the Company and furnished to the SEC or its staff upon request.

Date: March 16, 2023

/s/ Peder Simonsen
Peder Simonsen
Principal Financial Officer

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form F-3 (No. 333-266220) of Golden Ocean Group Limited of our report dated March 16, 2023 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 20-F.

/s/ PricewaterhouseCoopers AS

Oslo, Norway
March 16, 2023