2023

EXMAR

◀ "The Baths at Ostend" MSK Ghent
Photographer: Dominique Provost

▲ Nicolas Saverys

Together for the future

EXMAR has had a fantastic year. All departments are working flat out, the order book is well filled and – with a new captain at the helm – the future looks bright. A discussion with Nicolas Saverys and his son, brand-new CEO Carl-Antoine, about family, working together and having the courage to steer your own course.

Carl-Antoine took over the role of CEO from Francis Mottrie on 1 January 2024, a strategic and personal milestone.

Nicolas Saverys: As executive chairman and as a father, I am certainly proud that we are able to pass the baton on to Carl-Antoine. Francis Mottrie has put EXMAR into an excellent position as CEO since 2020. He restructured the internal organization and ensured the company was ready to seize future opportunities with his consistent direction and leadership. We are very thankful to him for that. For that matter, Francis remains on board as COO with a seat on the executive committee.

As well as Francis Mottrie, the new CFO Hadrien Bown, Executive Director Infrastructure Jonathan Raes and Executive Director Shipping Jens Ismar also have a seat on the executive committee. That team must inspire confidence.

Carl-Antoine Saverys: Absolutely. I am surrounded by a strong team, and not only in the executive committee. EXMAR has fantastic people with the right energy and vision across all departments. Sometimes they have the courage to differ, but I applaud that. The more we challenge each other, the better the result will be. I am also someone who listens, considers opinions and will take well-founded decisions together with the executive committee.

When and why did you decide to join the family firm? Was it important for you to follow in your father's footsteps?

Carl-Antoine: I came aboard in 2017, in a turbulent period for EXMAR, and I still stand a hundred percent by my decision. The past seven years have been a crash course, the equivalent of 20 years' experience. I have experienced so many situations at Infrastructure and Shipping and been in the ideal position to follow the exciting dynamics between shrewd, commercially driven people like my father, and a new generation. That delivered exciting insights.

Nicolas: As I have said, I am happy that Carl-Antoine took on the challenge. In our business it is important to have a leader from the family to react fast and make decisions quickly. Opportunities are not slow in coming.

2023 was a top year for EXMAR. All departments worked flat out.

Nicolas: It has indeed been an excellent year. After the sale of TANGO FLNG to Eni in 2022 it was all hands to the pump in 2023 to ensure it was in full working order. We also converted the LNG tanker EXCALIBUR to FSU for the same Marine XII block gas development project in Congo. It was an intense high-tech project that all our departments around the world – from Antwerp and Paris to Houston – worked on closely together. That was truly unique, a first in our 40-year history, and an achievement for the people at Infrastructure to be proud of. They succeeded in getting everyone on the same page and keeping them there! A very fine experience.

▲ Carl-Antoine Saverys

Carl-Antoine: So for me, the word of 2023 is: collaboration. And it is not only in Congo that we are reaping the rewards of that. More than ever, we are showing our

The word of 2023 is: collaboration

best side together in our other projects too. For the development of ammonia engines, for instance, we utilized all our expertise at every level: crew, captains, technical and commercial teams… everyone was involved. Thinking and acting in unison. That is something we want to do even more in the future.

Speaking of ammonia, EXMAR has opted for ammonia as fuel in the transition to zero-emission shipping. Why? Because it is a highly toxic substance and cleaning the tanks is a real challenge.

Carl-Antoine: Ammonia is a logical choice for EXMAR. We have four decades' experience in gas transportation and are now the world's largest ammonia transporter. We know the product and its value chain better than anyone. Our people on board know how to handle it and our tankers have been sufficiently technically advanced to transport it safely for years. We have even developed our own technology for cleaning. So in the transition to zero-emission shipping (the IMO has targeted 2050, Ed.) ammonia was a no-brainer for EXMAR. But is this the only way to go? We continue to follow all paths and constantly question ourselves.

The first two vessels with ammonia dual-fuel engine are now under construction.

Nicolas: They should be ready by 2026. That is right. There are high expectations and we are investing a lot of energy into this, but do not forget that we have done a huge amount to reduce carbon emissions in recent years. We pioneered LPG and LNG, which emit a lot less than HFO, as early as 20 years ago. There was a logic in that back then, as we knew the product well and we were transporting it.

The operation of EEMSHAVEN LNG for Gasunie in Groningen also fits in with EXMAR's green agenda.

Nicolas: EEMSHAVEN LNG is a good example of a virtually carbon-neutral operation. The power comes from onshore; we recover residual heat from the local petrochemical industry, which means we do not need to burn fossil fuels on the barge where LNG is gasified. It proves that we are not only highly commercially driven, but also technically driven. You see that in Congo too for that matter, where our engineers have designed a completely unique system to keep the 144 meter TANGO FLNG and the 277 meter EXCALIBUR FSU in balance on what is almost the full sea.

Carl-Antoine: Both of them are kept as close to each other and as far apart as possible in both directions. A technical feat that EXMAR has a patent on. It shows our innovative power.

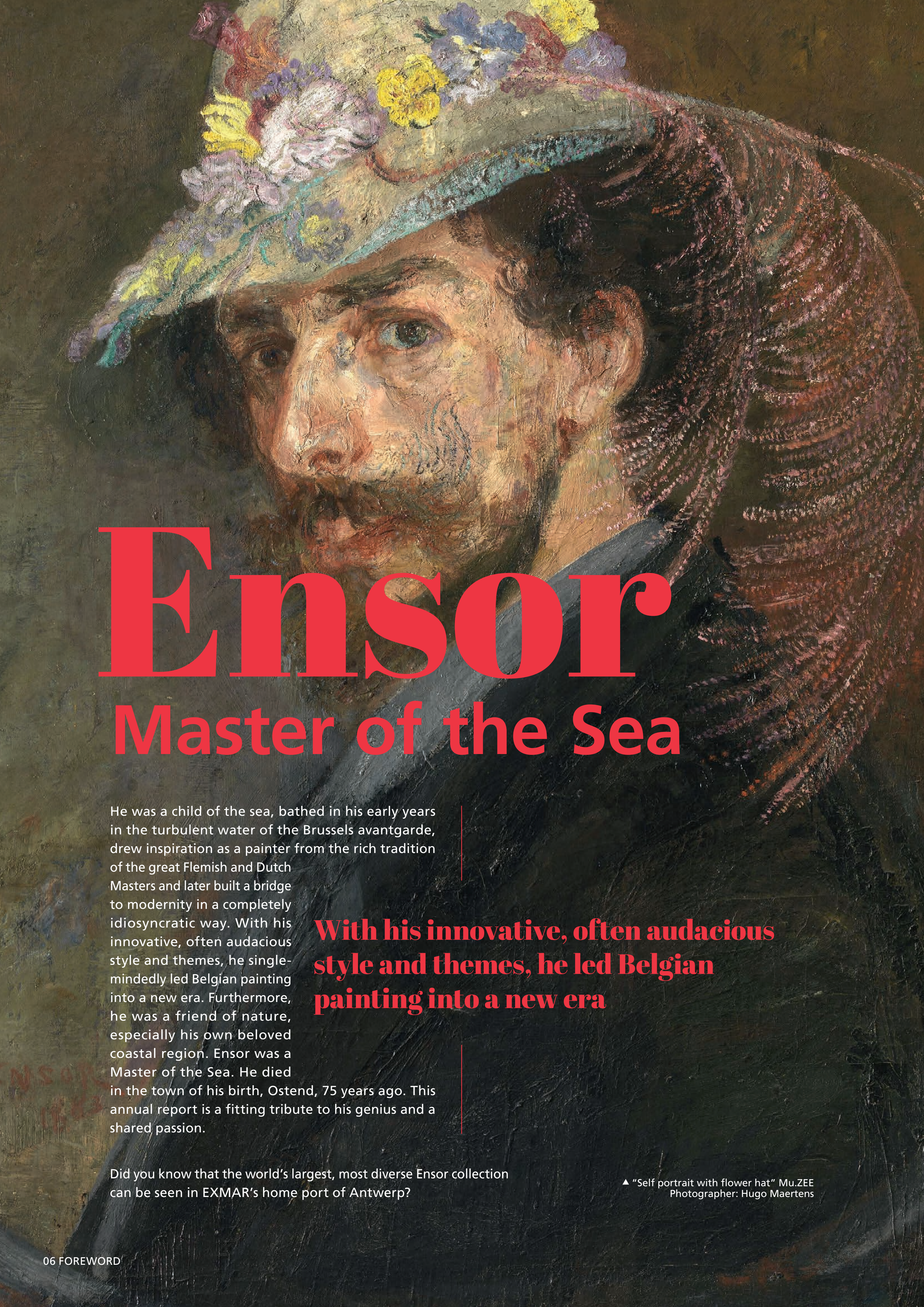
What are the prospects for 2024? Last year was all about EXMAR departments working together. Is 'ammonia' the keyword this year?

Carl-Antoine: It is too soon. The first dual fuel ammonia vessels will only be delivered in 2026 and it will take time for blue and green ammonia to come online. We understand the dynamics of such projects at EXMAR. It takes time before the market is ready for it and you can extract value as a company. No, for me the most important challenge for 2024 is identifying and seizing the right opportunities in a world of much uncertainty. The cost of a vessel has increased greatly due to the expensive raw material prices. There is some uncertainty around environmental regulations, so we are not going to make hasty decisions; we will choose our moments. Happily, unlike some of our competitors we have the advantage that EXMAR is in the right business – gas. We know that market and have in the past proven on multiple occasions that we have the flexibility to bend new situations to our advantage. And we are economically and financially stable. Along with our clear perspective on the future, that must give us the confidence to continue in the direction we have taken and assume our role in the continued optimization of the energy value chain.

The most important challenge for 2024 is identifying and seizing the right opportunities in a world of much uncertainty

The last word is for the founding father. What is your take on 2024?

Nicolas: For myself it is the year of my official retirement… the year in which I can be more of a 'chairman' and progressively less of an 'executive'. But like the best helmsmen ashore, I shall continue to follow everything closely. However, I am sure that, thanks to Francis Mottrie's hard work and the drive of the new team, EXMAR will continue to steer its own – some might say 'idiosyncratic' – course. So I am very hopeful that we will continue to grow into a leading, innovative player in gas transportation and transformation. Business is good, and we will do our utmost to keep it that way.



Ensor

Master of the Sea

He was a child of the sea, bathed in his early years in the turbulent water of the Brussels avantgarde, drew inspiration as a painter from the rich tradition of the great Flemish and Dutch Masters and later built a bridge to modernity in a completely idiosyncratic way. With his innovative, often audacious style and themes, he single-mindedly led Belgian painting into a new era. Furthermore, he was a friend of nature, especially his own beloved coastal region. Ensor was a Master of the Sea. He died in the town of his birth, Ostend, 75 years ago. This annual report is a fitting tribute to his genius and a shared passion.

With his innovative, often audacious style and themes, he led Belgian painting into a new era

Did you know that the world's largest, most diverse Ensor collection can be seen in EXMAR's home port of Antwerp?

▲ "Self portrait with flower hat" Mu.ZEE
Photographer: Hugo Maertens

Content

1. Panorama

◂ "Fish on a Platter" KMSKA
Photographer: Hugo Maertens

1.1

Financial overview

Consolidated key figures

	International Financial Reporting Standards (IFRS) (1)		Management reporting based on proportionate consolidation (2)	
Consolidated results (in millions of USD)	**December 31, 2023**	**December 31, 2022**	**December 31, 2023**	**December 31, 2022**
Revenue	487.3	155.6	578.3	243.3
EBITDA	80.4	341.6	154.5	401.7
Adjusted EBITDA	80.4	26.0	154.5	82.5
Depreciations and amortisations	-31.3	-28.9	-59.7	-48.6
Operating result (EBIT)	49.1	312.8	94.9	353.1
Net finance result	-5.1	-23.4	-18.6	-31.9
Share of result of equity accounted investees (net of income tax)	32.1	32.0	0.2	0.3
Result before income tax	76.2	321.4	76.4	321.4
Income tax expense	-4.1	-1.1	-4.4	-1.1
Result for the period	72.0	320.3	72.0	320.3
Of which Group share	72.0	320.3	72.0	320.3
Information per share (in USD per share)				
Weighted average number of shares of the period	57,415,904	57,226,737	57,415,904	57,226,737
EBITDA	1.40	5.97	2.69	7.02
Adjusted EBITDA	1.40	0.45	2.69	1.44
Operating result (EBIT)	0.86	5.47	1.65	6.17
Result for the period	1.25	5.60	1.25	5.60
Information per share (in EUR per share)				
Exchange rate	1.082	1.056	1.082	1.056
EBITDA	1.29	5.66	2.49	6.65
Adjusted EBITDA	1.29	0.43	2.49	1.37
Operating result (EBIT)	0.79	5.18	1.53	5.85
Result for the period	1.15	5.30	1.16	5.30

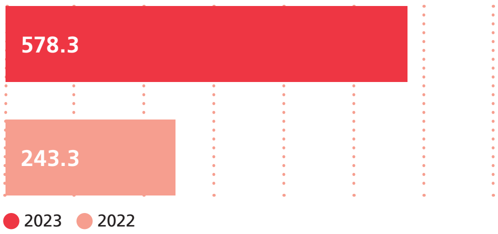
(1) The figures in these columns have been prepared in accordance with IFRS as adopted by the EU (i.e. joint ventures accounted for at equity method).
(2) The figures in these columns reflect management presentation and include the joint ventures based on the proportionate consolidation method instead of the equity method.

A reconciliation between the amounts applying the proportionate method and the equity method is included in Note 3 Reconciliation segment reporting of the Financial Report per December 31, 2022.

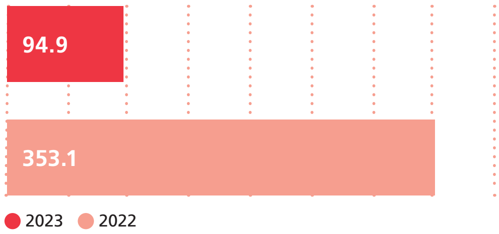
Key ratios

(applying the proportionate method, in million USD unless otherwise specified)

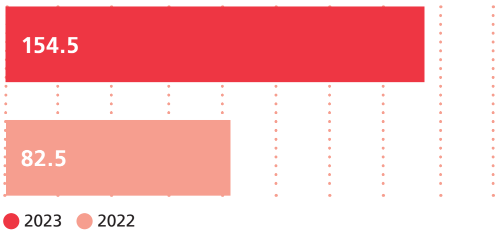
REVENUE



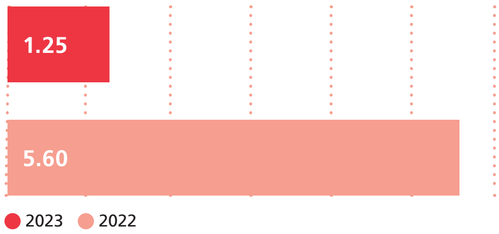
EBIT



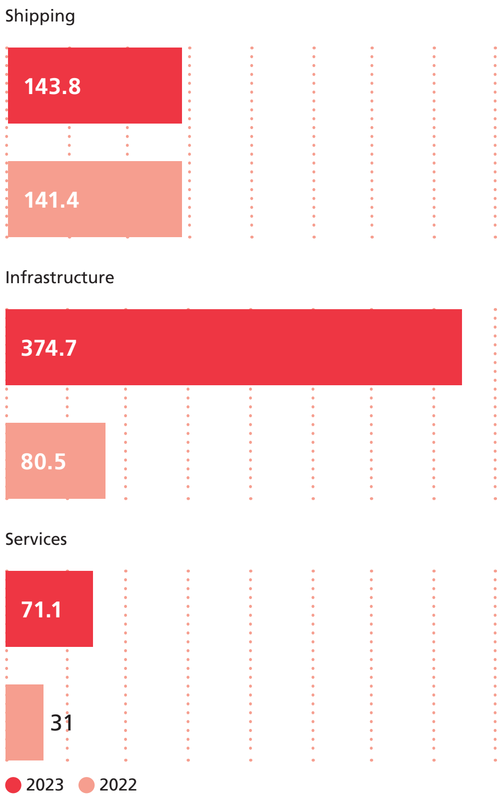
ADJUSTED EBITDA



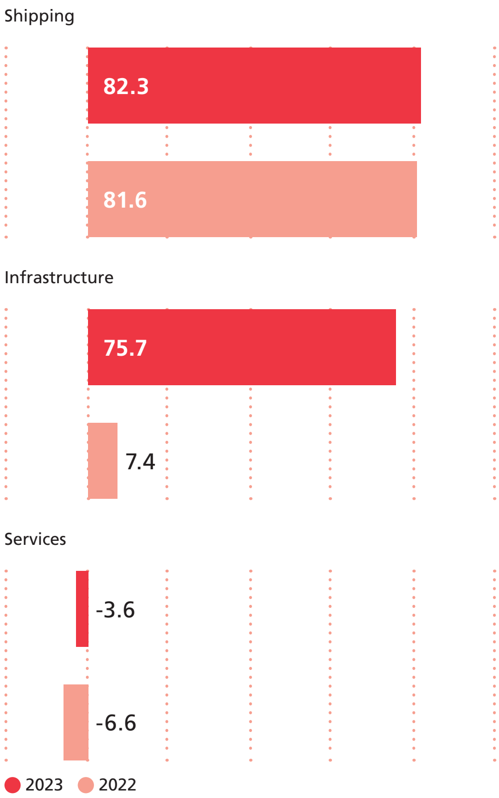
BASIC EARNINGS PER SHARE (IN USD/SHARE)



REVENUE PER SEGMENT



ADJUSTED EBITDA PER SEGMENT



Following elements were excluded from EBITDA to arrive at Adjusted EBITDA:

- 2023-No adjustments.
- 2022-Profit from sale of all shares in Export LNG Ltd, Infrastructure (USD 315.7 million), and net gain following the acquisition of shares of Bexco NV , Supporting Services (USD 3.5 million).

1.2 EXMAR at a glance

Personnel

1,923

of which 1,514 seagoing
of wich 409 onshore
of which 137 in HQ

44 nationalities
(seefarers and onshore)

Share information

The EXMAR share is listed on Euronext Brussels and is a part of the BEL Small Index (EXM). Reference shareholder is Saverex NV.

Participation as per 31 December 2023

15.46%

Freefloat

81.25%

Saverex

3.29%

EXMAR

TOTAL:

59,500,000

shares

▲ "Wizards in a Squall" MSK Ghent
Photographer: Dominique Provost

1.3 Our business

EXMAR is a provider of floating solutions for the operation, transportation, and transformation of gas. EXMAR's mission is to serve customers with innovations in the field of offshore extraction, transformation, production, storage, and transportation by sea of liquefied natural gases, ammonia, petrochemical gases, liquid hydrocarbons, and other gas molecules. The group has established offices and representatives in Belgium, France, Italy, the UK, the Netherlands, the US, China, India, Singapore, Hong Kong, Angola, the Republic of the Congo, and Nigeria.

EXMAR value chain & cargo

To analyze EXMAR's activities and the market drivers at work, it is important to understand how energy is generated and developed throughout the value chain and its use in consumption markets. Unlike dry cargo or crude markets, the products transported are not raw but semi or fully processed. For this reason, many different market forces influence the business, each with its own inherent complexity.

LPG – Liquefied Petroleum Gas

As shown in the LPG value chain below, LPG is produced during oil refining or extracted from natural gas liquid processing activities. LPG, mainly propane and butane, is a subsequent by-product. LPG can be used for various purposes, including feedstock in refineries and the petrochemical industry, fuel for vehicles, heating, agricultural needs such as crop drying, or to a lesser extent to feed power plants. With the continued global growth in natural gas production, increasing quantities of LPG are expected to be produced and shipped worldwide.

NH_3 – Ammonia

Ammonia (NH_3) is usually obtained by adding nitrogen through a steam reforming process with natural gas as the principal feedstock. It is mainly used as a basic component in the production of mineral fertilizers (urea, nitrates and NPK), civil explosives, or caprolactam (for industrial ends, such as synthetic textiles and airbags in cars). To support global decarbonization, the focus on ammonia production and storage is increasing globally, given its potential to decarbonize industries, serve as a carrier of hydrogen, and be used as a zero-emission bunker fuel for vessels. For almost 40 years, EXMAR has been a major transporter of ammonia on its fully refrigerated midsize gas ships with prismatic tanks.

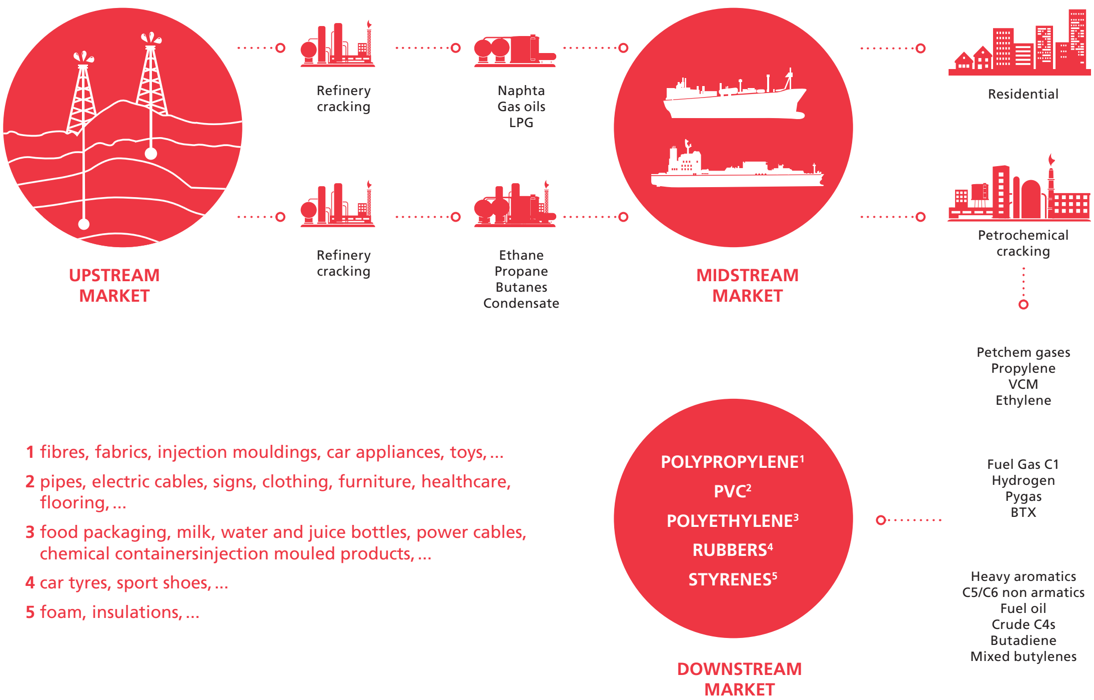
EXMAR has ordered six newbuild LPG/ammonia carriers of 46,000 cbm for delivery from 2025. Two are fitted with a dual-fuel ammonia engine. These ships will enable zero CO_2 emission transportation.

Petrochemical gases

Also depicted in the LPG value chain infographic, petrochemical gases are produced at the end of the petrochemical flow and derived from the steam-cracking process of oil and gas. These gases mainly consist of ethylene and propylene, which are used to make various polymers and plastics. VCM (Vinyl Chloride Monomer) and Crude C4s are mainly used to produce PVC and rubber products, respectively.

LPG VALUE CHAIN

Source: EXMAR



1 fibres, fabrics, injection mouldings, car appliances, toys, ...
2 pipes, electric cables, signs, clothing, furniture, healthcare, flooring, ...
3 food packaging, milk, water and juice bottles, power cables, chemical containersinjection mouled products, ...
4 car tyres, sport shoes, ...
5 foam, insulations, ...

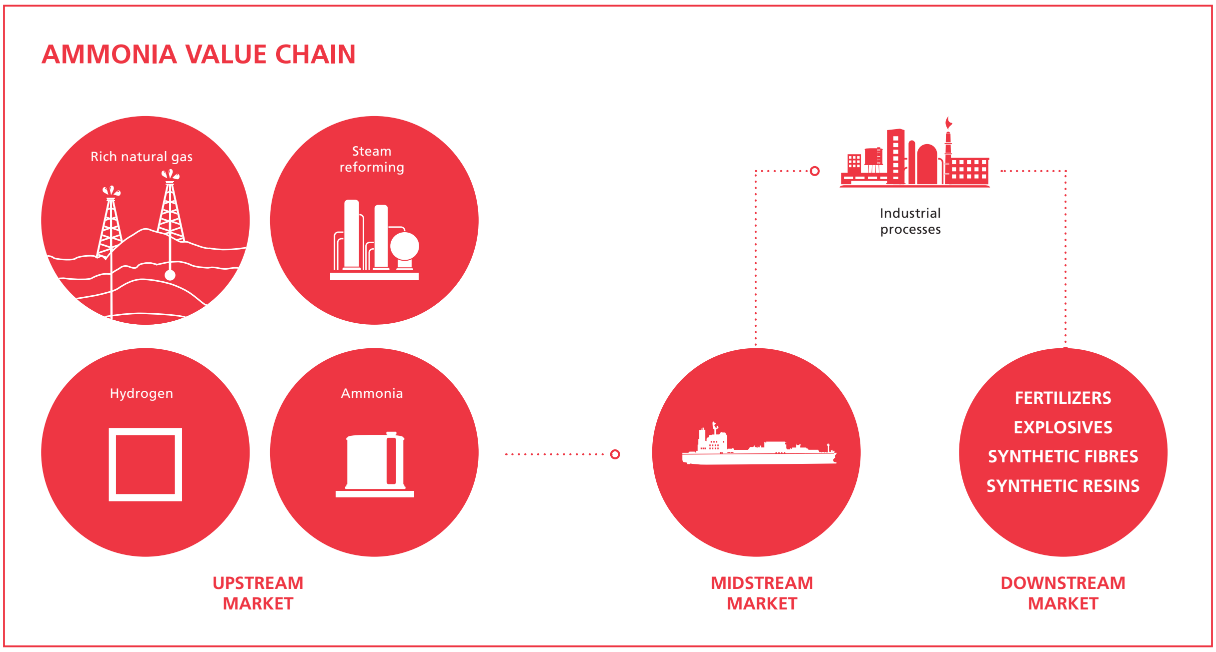
“

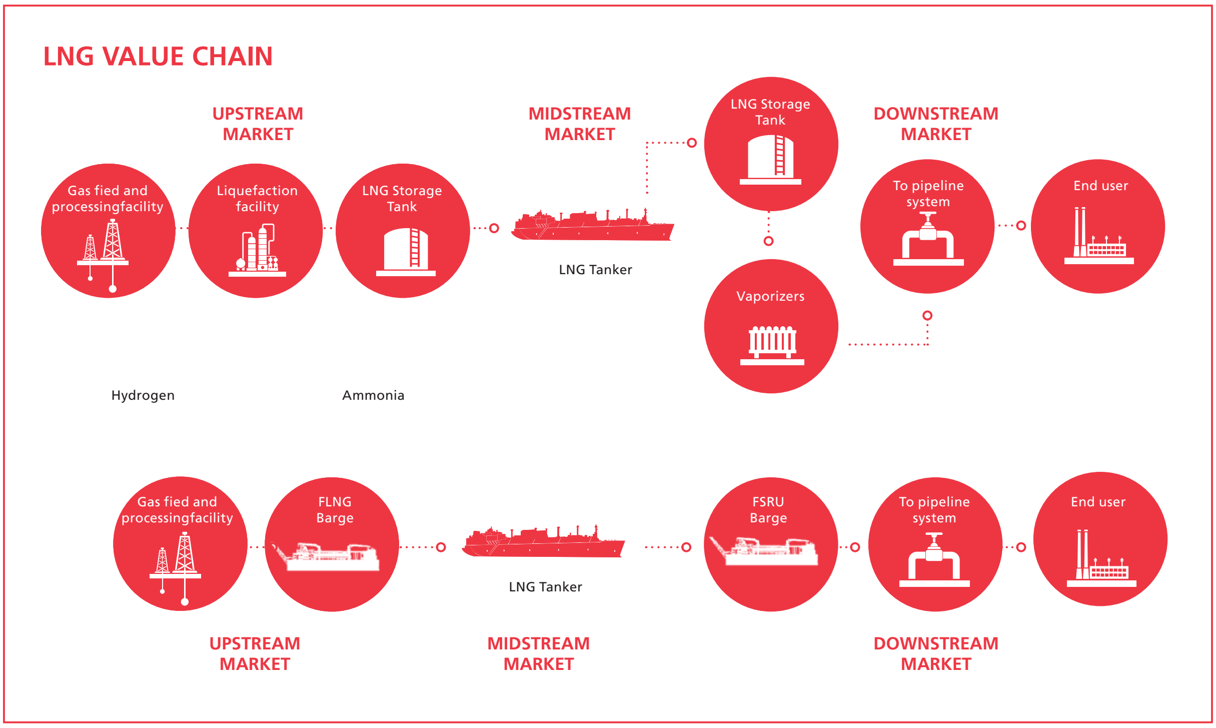
Half of the EXMAR MGC fleet

is dedicated to ammonia transportation

LNG – Liquefied Natural Gas

LNG can be defined as natural gas that has been cooled down to liquid form, reducing it to one six-hundredth of its original volume at minus 164 degrees Celsius. Natural gas is used to produce electricity and serves as an industrial feedstock for fertilizers and a wide range of plastics. It is also deployed for heating in commercial or residential settings. LNG carriers have been designed with special insulation, forming their own LNG shipping segment.





EXMAR Shipping

EXMAR is a leading shipowner and operator in the transportation of liquefied petroleum gas (LPG), ammonia (NH_3), petrochemical gases, and liquefied natural gas (LNG). These industrial niche shipping markets predominantly feature established players with a long-term operational focus. The unique characteristics of the products transported require highly sophisticated vessels as well as specialized operational skills both on board the vessel and ashore. EXMAR has used the expertise and knowhow it acquired as a shipbuilder to become a globally renowned owner and operator in this segment, with a focus on pioneering energy supply chain solutions and maritime technical innovation. This has been made possible by our in-house shipmanagement and technical department. Today, EXMAR controls a fleet of 34 floating solutions for gas, which are either fully owned, owned in joint venture, or time chartered. They include ships, natural gas liquefaction, regasification, and accommodation barges. The ships include the following types of gas carrier:

Fully refrigerated gas carriers (MGC, VLGC)

Most of the EXMAR fleet consists of fully refrigerated vessels with prismatic cargo tanks designed to carry products at low temperatures (mostly fully refrigerated LPG and ammonia) and near-ambient pressure. This is made possible by installed refrigeration plants, which ensure these vessels' efficiency for long-haul trading. The capacity of fully refrigerated gas carriers is usually more than 20,000 m³ to benefit from economies of scale.

Midsize gas carriers: EXMAR currently owns 13 vessels in joint venture and time charters another four vessels, all with a capacity between 35,000 and 39,000 m³. EXMAR has placed an order for six newbuild MGCs with a capacity of 46,000 m³ for delivery from 2025. The first four will have Dual Fuel LPG propulsion, while the other two will be fitted with an ammonia engine for near-zero CO_2 emission transportation. EXMAR is committed to another four times 40,000 m³ Dual Fuel LPG newbuild vessels, which will be time chartered and delivered from Q3 2026.

Very large gas carriers: EXMAR currently owns two state-of-the-art LPG-fueled vessels with a capacity of 88,000 m³ and operates one vessel on time charter with a capacity of 83,000 m³.

Fully pressurized gas carriers

EXMAR owns 10 pressurized vessels with capacities in the range of 3,500-5,000 m³. The usual cargoes are LPG or less complex petrochemical gases carried at near-ambient temperatures in cylindrical steel pressure tanks designed to withstand pressures of up to 20 bar.

Transported volumes

EXMAR transports gas products to its customers across the globe in a safe and reliable way. Transported volume in 2023 was 5,804,000 MT, around 60% of which was LPG, 30% ammonia and the rest petrochemical gases. Half of the EXMAR MGC fleet is dedicated to ammonia transportation. EXMAR has established itself as a reliable market player involved in change-of-grade activities as well as seaborne ship-to-ship transfers. The trading flexibility that these activities offer to EXMAR's customers is often found in the midsize gas segment, which accounts for most of EXMAR's fleet. In addition to vessel size limitations, port or operational restrictions often require owners to transfer cargoes to and from smaller vessels at sea. Safe ship-to-ship transfers require experienced crews, diligent coordination, and the use of appropriate equipment.

EXMAR Infrastructure

EXMAR Infrastructure aims at developing innovative and fast track oil and gas infrastructure solutions to support the energy industry in providing communities with clean and affordable energy.

EXMAR Infrastructure - Assets, Contracts & Activities

Floating LNG solutions:

- FSRU EEMSHAVEN LNG (barge based): regasification capacity 600 mm scf per day
- Technical and operational implementation partnership contract with ENI for the Marine XII Congo 0.6 MTPA LNG project, including FSU EXCALIBUR

2 Floating accommodation barges

- NUNCE: 350 persons on board
- WARIBOKO: 300 persons on board

Engineering:

- EXMAR Offshore Company (EOC, Houston), holding the OPTI® semisubmersible rig hull design (patented)
- DV Offshore (DVO, Paris)

EXMAR Infrastructure provides innovative floating infrastructure solutions for nearshore and offshore production, processing, storage or other ancillary services in the Oil & Gas industry.

◄ "The White Cloud" KMSKA
Photographer: Hugo Maertens

EXMAR Infrastructure uses 3 owned barge-based floating infrastructure units for this purpose, a floating LNG terminal FSRU EEMSHAVEN LNG and 2 accommodation barges NUNCE and WARIBOKO, and is currently the technical and operational implementation partner for the engineering, procurement and the construction of ENI's Marine XII LNG project in Congo. EXMAR Offshore Company, Houston and DV Offshore, Paris complete and compliment the Infrastructure activities with strong marine and production engineering capabilities. In addition we refer to the 11.5% shareholding in Vantage Drilling International as part of our business.

The FSRU EEMSHAVEN LNG regasifies imported LNG and injects the natural gas into the onshore pipeline infrastructure for domestic consumption, power production or other industrial applications.

The unit offers a fast track, flexible and cost-efficient floating alternative to land-based terminals traditionally used for LNG import. The FSRU EEMSHAVEN LNG allows customers to enter the market at a relatively competitive cost. She can be mobilized quickly and without major investment on site next to the pipeline infrastructure as such contributing to security of supply where ever there is a need.

The partnership contract with Eni for the Marine XII Project in Congo with the use of TANGO FLNG, being one of the first operational units in the world and formerly owned by EXMAR, and LNGC EXCALIBUR as main facilities, and our role in other new developments in the FLNG space confirm the knowhow of EXMAR as one of the pioneers in floating liquefaction.

WARIBOKO and NUNCE are both accommodation and work barges which can accommodate up to respectively 300 to 350 people on board, offering cabins of various sizes, catering and leisure activities. Accommodation barges provide essential onsite support for oil and gas exploration and production companies. They provide the necessary flexible living quarters infrastructure to operators and contractors in the immediate neighbourhood of offshore oil and gas activities.

EXMAR Offshore Company is a recognized oil & gas engineering company established in 1997 with more than 140 experts ranging from professional engineers to naval architects. EOC has developed a proprietary hull design OPTI® for floating oil and gas production platforms in deep water areas such as the Gulf of Mexico. With four OPTI® production facilities delivered based on the OPTI® design, EOC has become a recognized and reputable supplier of cost effective and purpose-built project solutions in this area.

DV Offshore is a niche marine expert contractor which belongs to the EXMAR group since 1999 and provides contracted engineering, audits and technical assistance to oil & gas companies with respect to floating terminals, offshore mooring installations and subsea piping.

Implementing floating oil & gas infrastructure requires dedicated and extensive project development effort and time. Each project has specific infrastructure needs for processing the product, mooring, storage as well as regulatory approvals. The in-house availability of expertise in oil & gas handling and storage, engineering of mooring and other marine infrastructure, combined with operations and maintenance capabilities are the unique added value EXMAR provides.

Taking care of all development aspects, from feasibility studies, engineering, procurement, construction and moving into, ownership, leasing, installation, testing and all-in-one operations and maintenance services, EXMAR offers the customer the assurance and comfort of a fast track, cost effective and low risk solution for his business case.

EXMAR Supporting Services

In addition to its core business activities, EXMAR has business interests in a variety of companies in the fields of shipmanagement, specialized travel and components to the marine and offshore industry.

EXMAR Shipmanagement specializes in expertise-based niche segments such as managing floating storage, regasification and liquefaction marine infrastructure, Very Large Gas Carriers, Midsize Gas Carriers, Pressurized gas carriers and offshore accommodation barges.

Bexco is a leading European manufacturer of precision-engineered synthetic mooring, towing and lifting ropes for offshore, renewables, marine and industrial applications.

Travel Plus, located in Antwerp, is specialized in business and leisure travel.

EXMAR Yachting is a full-service luxury yachting specialist based in Belgium offering comprehensive yacht management, chartering, crewing and brokerage services.

UPDATED FLEET LIST

Status on 31/12/2023

MGC - MIDSIZE GAS CARRIERS

	Type		Capacity 100% (m³)	Build Year	Flag	Status
LIBRAMONT	fr	Midsize LPG	38,940	2006	MARSHALL ISLAND	time chartered
SOMBEKE	fr	Midsize LPG	38,902	2006	MARSHALL ISLAND	time chartered
KAPRIJKE	fr	Midsize LPG	38,837	2015	BELGIUM	joint venture
KNOKKE	fr	Midsize LPG	38,853	2016	BELGIUM	joint venture
KONTICH	fr	Midsize LPG	38,867	2016	BELGIUM	joint venture
KORTRIJK	fr	Midsize LPG	38,880	2016	BELGIUM	joint venture
KRUIBEKE	fr	Midsize LPG	38,871	2017	BELGIUM	joint venture
KALLO	fr	Midsize LPG	38,850	2017	BELGIUM	joint venture
KAPELLEN	fr	Midsize LPG	38,860	2018	BELGIUM	joint venture
KOKSIJDE	fr	Midsize LPG	38,849	2018	BELGIUM	joint venture
WAASMUNSTER	fr	Midsize LPG	38,498	2014	BELGIUM	joint venture
WARINSART	fr	Midsize LPG	38,465	2014	BELGIUM	joint venture
WAREGEM	fr	Midsize LPG	38,442	2014	BELGIUM	joint venture
WARISOULX	fr	Midsize LPG	38,480	2015	BELGIUM	joint venture
WEPION	fr	Midsize LPG	38,577	2018	BELGIUM	joint venture
ANTWERPEN	fr	Midsize LPG	35,223	2005	HONG KONG	time chartered
SYLVIE	fr	Midsize LPG	35,217	2007	HONG KONG	time chartered

VLGC - VERY LARGE GAS CARRIERS

	Type		Capacity 100% (m³)	Build Year	Flag	Status
BW TOKYO	fr	VLGC	83,270	2009	SINGAPORE	time chartered
FLANDERS PIONEER	fr	VLGC	87,812	2021	BELGIUM	owned
FLANDERS INNOVATION	fr	VLGC	87,809	2021	BELGIUM	owned

PRESSURIZED VESSELS

	Type		Capacity 100% (m³)	Build Year	Flag	Status
SABRINA	pr	Pressurized	5,018	2009	HONG KONG	owned
HELANE	pr	Pressurized	5,018	2009	HONG KONG	owned
FATIME	pr	Pressurized	5,018	2010	HONG KONG	owned
DEBBIE	pr	Pressurized	3,540	2009	HONG KONG	owned
ANNE	pr	Pressurized	3,540	2010	HONG KONG	owned
MAGDALENA	pr	Pressurized	3,540	2008	HONG KONG	owned
JOAN	pr	Pressurized	3,540	2009	BELGIUM	owned
MARIANNE	pr	Pressurized	3,540	2009	BELGIUM	owned
ELISABETH	pr	Pressurized	3,540	2009	BELGIUM	owned
ANGELA	pr	Pressurized	3,540	2010	BELGIUM	owned

LNG - LIQUIFIED NATURAL GAS TANKER

	Type		Capacity 100% (m³)	Build Year	Flag	Status
EXCALIBUR	LNG	LNG	138,034	2002	BELGIUM	owned

FLOATING LIQUEFACTION AND REGASIFICATION BARGES

	Type		Capacity 100% (m³)	Build Year	Flag	Status
EEMSHAVEN LNG	FSRU	FSRU	26,320	2017	BELGIUM	owned

OFFSHORE ACCOMMODATION BARGES

	Type		Capacity	Build Year	Flag	Status
NUNCE	Acc	Accommodation	350pax	2009	LIBERIA	joint venture
WARIBOKO	Acc	Accommodation	300pax	2010	LIBERIA	joint venture

2. Activity report

◂ "Seashells" Von der Heydt-Museum, Wuppertal
Photographer: Caroline Bultynck

▲ "Ostend Harbour" KMSKA
Photographer: Hugo Maertens

2.1 SHIPPING

EXMAR Shipping is a leading ship owner in the transportation of liquefied petroleum gas (LPG), ammonia (NH_3) and petrochemical gases. As a prominent midsize LPG and ammonia owner-operator, EXMAR develops long-term business partnerships with first-class customers.

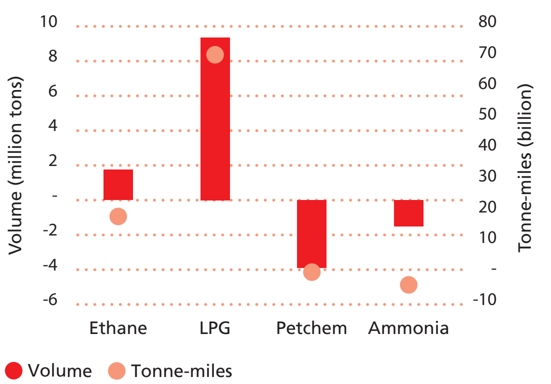
	December 31, 2023	December 31, 2022
PROPORTIONATE CONSOLIDATION - SHIPPING (IN MILLIONS OF USD)		
Revenue	**143.8**	141.4
EBITDA	**82.3**	81.6
Adjusted EBITDA	**82.3**	81.6
Operating result (EBIT)	**34.3**	42.7
Consolidated result after tax	**3.3**	16.8
Vessels and barges (owned and leased)	**520.7**	518.7
Financial debts	**383.3**	423.6

Market overview

2023 was yet another eventful year for the shipping industry. Initially, the impact of the Russia-Ukraine conflict on global LPG supplies remained relatively limited. The ammonia trade, on the other hand, was significantly affected, with the need for additional ton-miles to replace three million MT of Russian ammonia supplies. However, as the year progressed, trading patterns began to shift, driven by a generally weaker economic outlook and lower European gas prices. The reduction in ammonia imports from far afield eased the situation. On the other hand, seaborne LPG trade continued to experience rapid growth, driven by increased exports from the USA and the Middle East, with China absorbing most of the additional volumes.

CHANGE IN SEABORNE TRADE 2023 VS 2022

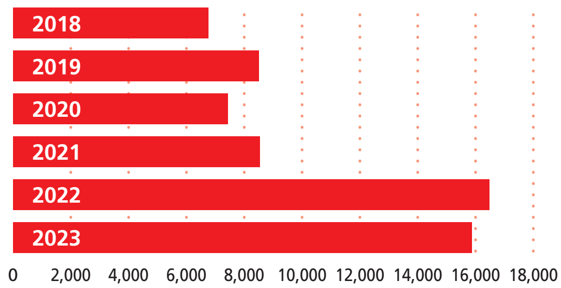
Source: Grieg 5 Jan 2024



Ammonia is mainly used in the production of fertilizers, synthetic fiber, explosives, and various chemical processes. However, going forward it is expected to play a major role as a hydrogen carrier and as a contributor to decarbonization efforts. Ongoing developments are expanding its applications, with both green and blue production projects in progress to generate low-carbon ammonia. This environmentally friendly ammonia is poised to serve as a shipping fuel and complementary feedstock for coal-fired power stations, reducing overall emissions.

EUROPEAN AMMONIA IMPORTS (Mn Tonne-Miles)

Source: BRS 4 Jan 2024



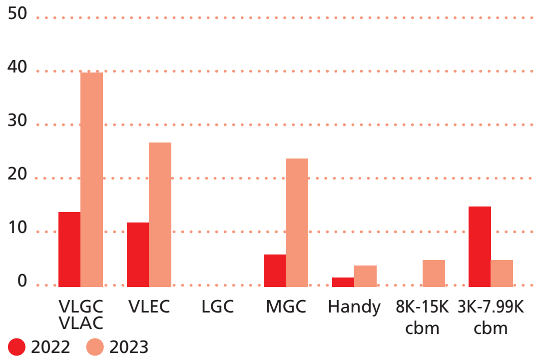
The expected incremental amount of ammonia required to meet global decarbonization targets is dependent on substantial investments in both blue and green ammonia. While green ammonia is produced using renewable energy, blue ammonia requires carbon capture, storage, or re-use (CCUS). Numerous green and blue projects are lined up, but the final investment decision (FID) for construction has only been made in a handful of cases. Global certification systems, which are still under development, are essential to define green and blue ammonia and certify the level of decarbonization.

With the prospect of new and large-scale ammonia applications, the shipping industry has seen an increase in newbuild contracts in both midsize and very large gas carrier segments. Thirty-two very large ammonia carriers (VLAC) have been ordered, but ammonia ports around the world must significantly increase storage capacity and berth space to accommodate these vessels, so the new VLACs are initially expected to carry LPG.

MGCs, on the other hand, have always been designed to carry ammonia and are expected to remain the workhorses of this segment. The order book-to-fleet ratio is currently around 24%, driven by the prospects of increased ammonia transportation and new ship owners entering this space.

NEWBUILD CONTRACTS

Source: Grieg 5 Jan 2024

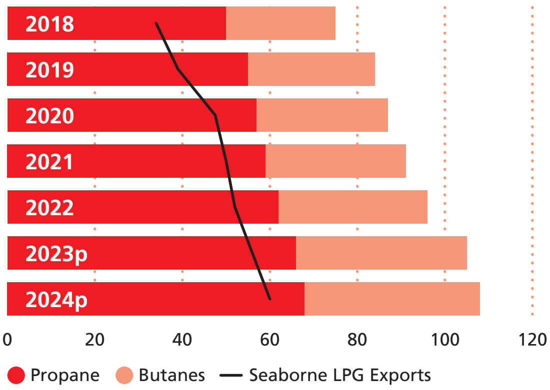


As a world first, EXMAR has ordered two newbuild midsize ammonia carriers, each with a capacity of 46,000 cbm, that can use ammonia as fuel. Using ammonia to fuel the main engine cuts carbon emissions by close to 90%.

On the LPG side, in 2023, seaborne LPG volumes totaled 130.2 million metric tons, compared to 124.6 million MT in 2022. The US remained the largest LPG exporter, with approximately 57 million MT exported by sea last year. This increased output was driven by strong production levels combined with a decline in domestic demand and profitable arbitrage opportunities in Europe and China in particular. While the US domestic LPG market is expected to see demand improve again in 2024, any domestic production surplus would have to be exported. The projection for US exports of LPG for 2024 is yet another increase to 59 million tons, according to market indicators, albeit with a lower growth rate than in 2023.

US LPG PRODUCTION AND SEABORN EXPORTS

Source: Poten LPGWM Jan 2024



China remained the largest importer at 32 million MT of LPG, up 23% on the previous year despite weak downstream demand. New Propane Dehydrogenation (PDH) plants in China contributed to this growth. However, due to the overall lower demand, some units operated at lower utilization, while others extended turnarounds or resold their cargoes. China is expected to see another year of significant LPG imports in 2024, as a small number of additional PDH plants have come on stream, provided the utilization rates of the existing plants can be ramped up to normal levels.

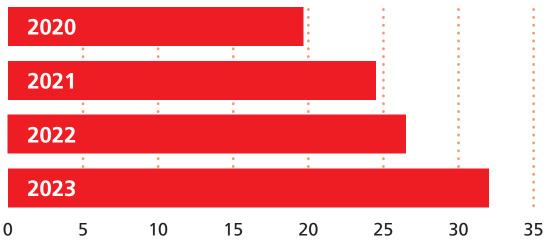
India remains the second-largest LPG importer in the world, at 17.9 million tons in 2023, and is expected to continue growing over the next few years.

"Two sailing boats" KMSKA ▲
Photographer: Dominique Provost

Middle East LPG exports slightly increased to 40.6 million tons in 2023, despite OPEC cuts. Iran was a large contributor, at an estimated 9 million tons, which were reportedly mostly discharged in China.

CHINA LPG IMPORTS

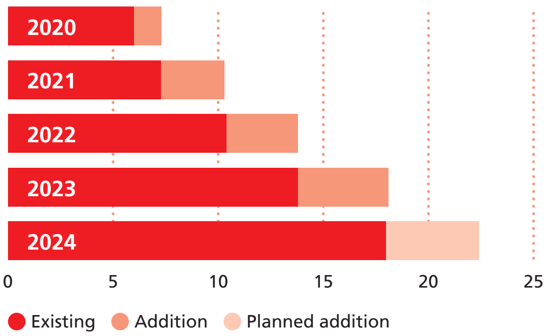
Source: Poten LPGWM Dec 2023



CHINESE PDH CAPACITY

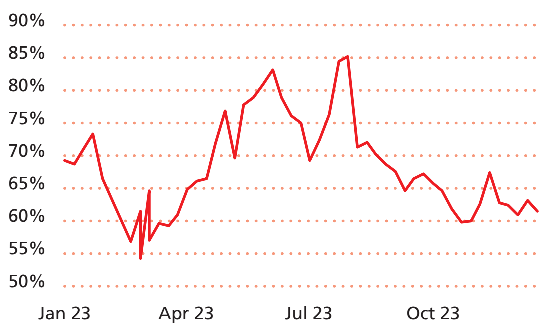
Source: Poten LPGWM Jan 2024

Installed propylene production capacity (MMt/y)



AVERAGE PDH OPERATING RATE IN CHINA

Source: Poten LPGWM Jan 2024



Regulatory developments

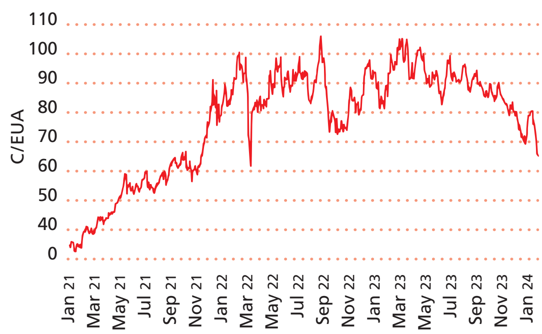
The Energy Efficiency Existing Ship Index (EEXI) and the Carbon Intensity Indicator (CII) were implemented in early 2023. Under EEXI, which is related to technical design, older vessels must reduce their maximum speed to remain within emission thresholds.

CII measures a ship's CO_2 emissions in relation to its trading pattern. The longer the sea time, the better the CII score, as CO_2 emissions are compared with the distance sailed. Any waiting time due to congestion, product or terminal availability, say, is penalized, as are floating storage operations. Official figures are yet to show the positive effect of these measures on vessel emissions, as they are more influenced by a vessel's trading pattern than its technical performance. Consequently, the CII regulation has sparked much debate in the shipping industry, leading to calls for regulators to amend the CII calculation methodology.

The launch of the European Union's Emission Trading System (ETS) was postponed until January 2024. This regulation aims to reduce the carbon footprint of vessels over time and incentivize ship owners to invest in low- or zero-emission shipping solutions. The ETS will apply to all shipments traveling to and from Europe, as well as those within Europe. Each ton of fuel consumed has an equivalent CO_2 emission that must be offset by EU Allowances (EUA). The ETS, based on a cap-and-trade system, will see a limited yearly distribution of EUAs going forward, to encourage ship owners to increasingly invest in new ships with lower or zero emissions.

EUAs DEC 24 PRICE DEVELOPMENT CHART

Source: Vertis 22 Jan 2024



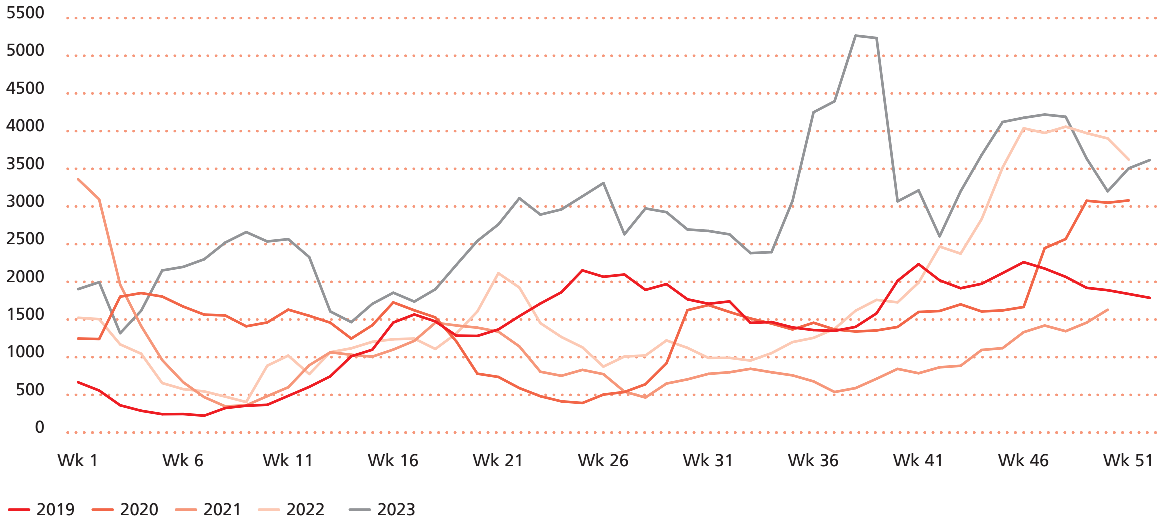
In this respect, EXMAR will be the first ship owner with tonnage that can be propelled by ammonia and emit virtually zero CO_2. Ammonia has the lowest carbon footprint of all fuel options available today.

Very large gas carriers (VLGC)

2023 was a record year for VLGC freight, due to abundant US LPG exports and disruptions to the Panama Canal's transit capacity. Europe and China absorbed the increase in US LPG exports, as arbitrage remained wide open due to a lack of upturn in US domestic demand. The water level in Gatun Lake, which supplies fresh water to the Panama Canal, reached historically low levels. In response, the Panama Canal Authority halved the available slots for the locks. The reduced number of slots available for VLGCs drove strong competition with LNG and container ships, which are always prioritized. This ultimately led to many ships temporarily choosing the Cape of Good Hope or the Suez Canal route. All these factors supported higher VLGC freight rates.

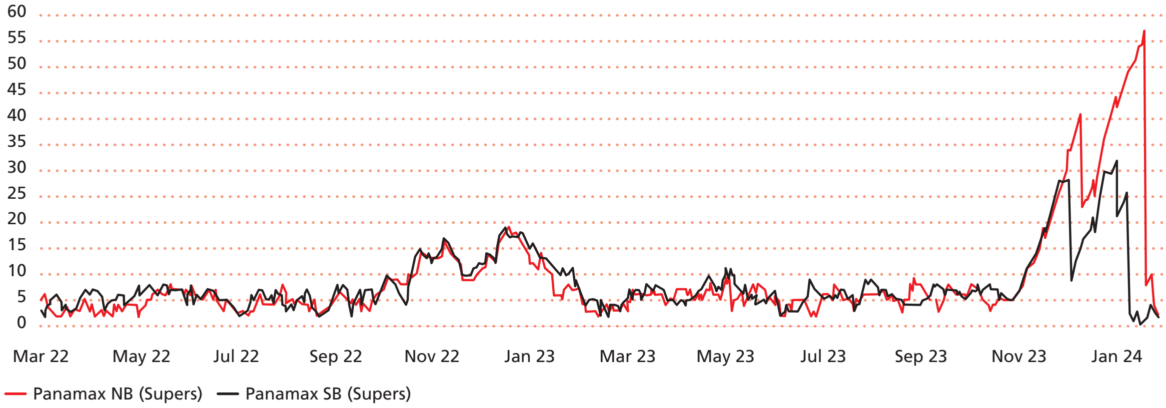
MONTHLY VLGC TCE RATES

Source: Clarkson Weekly Gas Report 19 Jan 2024



PANAMAX WAITING TIME (DAYS)

Source: BRS, VLGC daily update



Forty-two VLGC newbuilds were brought into service in 2023. Another 119 or so newbuild VLGCs are expected by 2027 (including 41 ethane-capable vessels), 32 of which are very large ammonia carriers (VLAC). Most of these very large ships will be delivered in 2026 and 2027. Although 2023 was an exceptional year for VLGCs, and the large order book-to-fleet ratio is about 20%, it is realistic to expect some pressure on freight. However, Panama Canal constraints, further increased US output, and macroeconomic elements may yet buoy freight markets.

"Bathing Hut on the Beach" KMSKA ▶
Photographer: Rik Klein Gotink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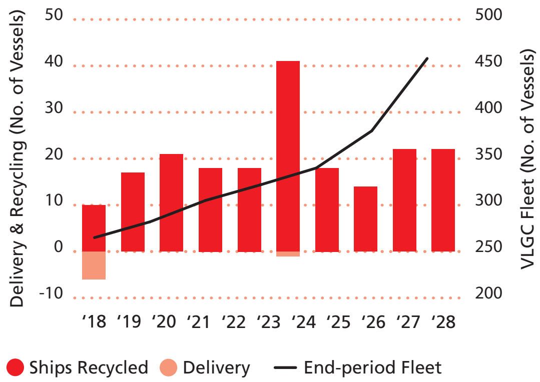
NEWBUILD CONTRACTS

Source: Poten LPGWM Jan 2024

VLGC Fleet end 2039= 380
Orderbook-to-Fleet Ratio: 20%

*Based on the latest orderbook shedule without accounting for future orders or recycling



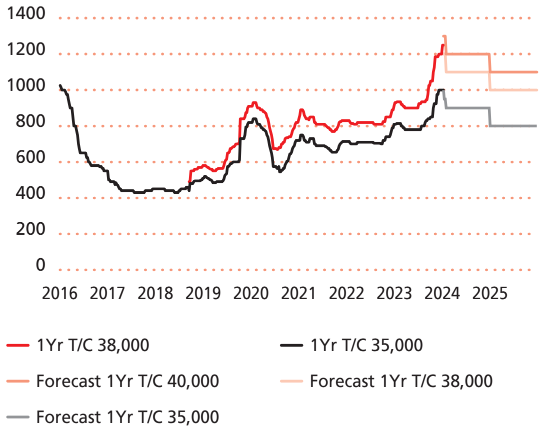
EXMAR owns two 88,000 m³ LPG-fueled VLGC ships, FLANDERS INNOVATION and FLANDERS PIONEER, which are used under long-term time-charter agreements with Equinor ASA (Norway). These vessels were the world's first VLGCs ordered with dual-fuel main engines capable of running on LPG, complemented with shaft generators, which substantially reduce CO_2 emissions. The EXMAR-controlled BW TOKYO VLGC performed well in the BW VLGC pool during 2023 and benefited from the high revenues achieved in this segment.

Midsize gas carriers (MGC)

The joint venture between EXMAR and Seapeak for the midsize fleet continues to serve a range of first-class charterers based on mid-term contracts in both the LPG and ammonia markets. Just like the VLGC market, the MGC freight market experienced a strong upturn in 2023, with both spot and term contracts for modern tonnage exceeding USD 1 million per month. At the beginning of 2024, 92% of EXMAR's midsize fleet is covered by contracts, compared to 35% in 2025.

1 YR T/C - WEEKLY AVERAGE (IN '000 PCM)

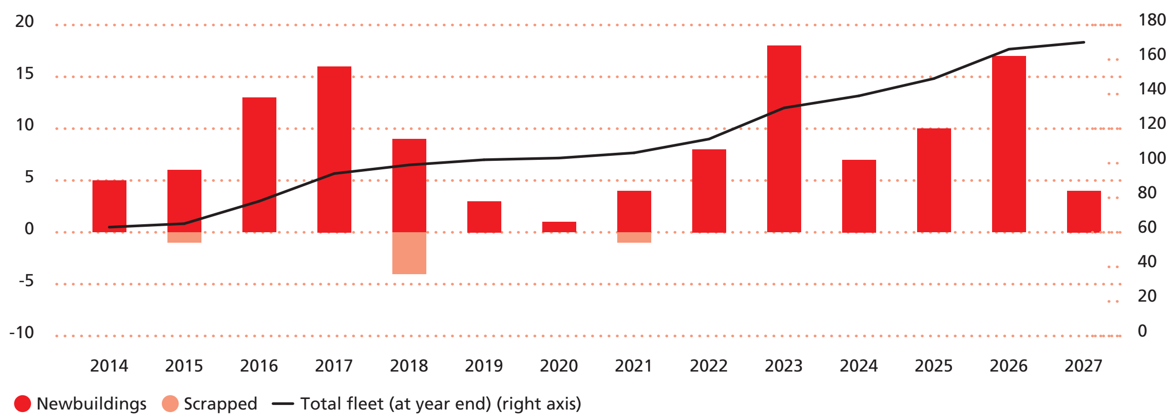
Source: Gibson



The current MGC market (35-40k cbm) globally transports about two-thirds LPG and about one-third ammonia. While the MGCs used for LPG saw an increase in activity and freight, the ammonia trade suffered from a drop in demand, which caused several vessels to be relet for LPG liftings. Half of EXMAR's midsize fleet was dedicated to ammonia in 2023 and this is expected to continue in 2024. The MGC order book-to-fleet ratio to 2027 is 24%. In absolute figures, some 38 newbuild MGCs are expected to enter service, mainly in the capacity range 40,000-45,000 m³. The majority of the MGC newbuilds have dual fuel LPG propulsion, and all can carry both LPG and ammonia.

PANAMA CANAL - ASIAN PORTS

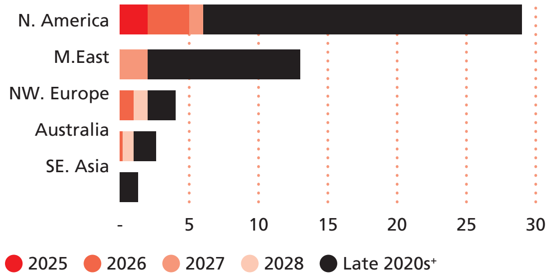
Source: Gibson, Gibson MGC Report Q4-2023 dated 26 Jan 2024



These newbuilds have been ordered to meet increasing demand for LPG in the US and the expected rise in ammonia transportation.

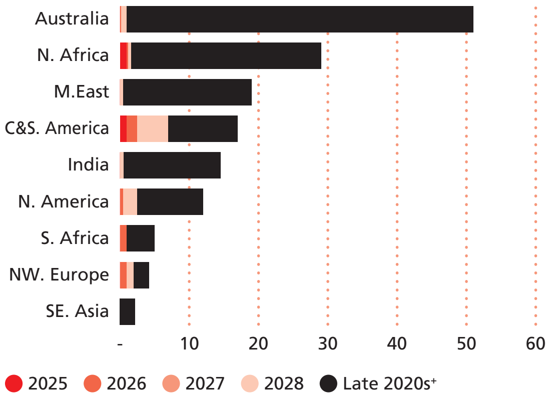
POTENTIAL BLUE AMMONIA VOLUMES (mmt)

Source: Clarkson LPG & Ammonia Shp Market, Nutrien presentation meeting 14 dec 2023
Note: *Based on currently known/reported project plans.



POTENTIAL GREEN AMMONIA VOLUMES (mmt)

Source: Clarkson LPG & Ammonia Shp Market - Nutrien presentation meeting 14 dec 2023
Note: *Based on currently known/reported project plans.



The older and single-fuel vessels with higher greenhouse gas (GHG) emission levels will be more affected by the new IMO and EU regulations, and many will be obliged to sail at slower speeds in compliance with EEXI. What effect these regulations have on the shipping markets remains to be seen, as supply and demand will continue to dominate.

The second-hand MGC market was less active than last year but still supported very high asset values, and no vessels were recycled.

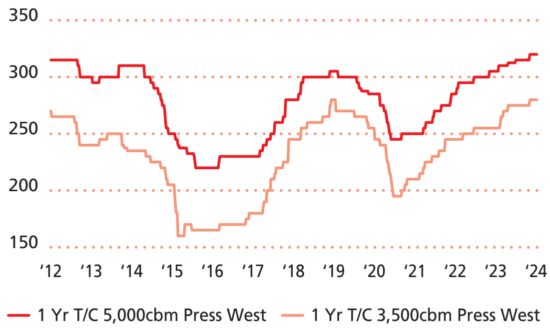
EXMAR sold the LPG/C BASTOGNE (2002) in February 2023, and both SOMBEKE and LIBRAMONT were sold with charters back in October 2023.

Pressurized

The pressurized market remained stable in Europe, backed by steady demand. Although overall petrochemicals demand was down, LPG activity made up the difference, keeping market levels firm. Time charter (TC) rates in 2023 were actually at their highest level for a decade.

1 YR T/C - WEEKLY AVERAGE ($'000/MONTH)

Source: Gibson Q4-2023 coaster report dated 18/1/2024



In the East region, demand for petrochemical products remained low, and freight came under pressure, mainly due to sluggish demand from China. As a result, some vessels were moved to the West in search of better prospects. New propane dehydrogenation (PDH) plants in China came on stream, buoying LPG imports and petrochemical exports. However, due to the overall lower demand for chemical products, which kept margins down, most existing PDH plants operated at lower production rates or underwent extended turnarounds, putting pressure on shipping rates.

Just two 3500 cbm ships were added to the pressurized order book, but fourteen 5000 cbm ships are on order. While 3500 cbm ships are still used in the petrochemicals market, most owners and charterers are moving to the 5000 cbm segment or beyond, which offers more flexibility and is more competitive. Although this segment requires further rejuvenation, owners remain uncertain about the choice of fuel and engine type for newbuilds. Although new regulations like ETS and CII will apply to this segment within a few years, the investment costs of expensive new engines are not expected to cancel out projected earnings.

EXMAR's pressurized fleet of 10 ships continues to be dedicated to well-established industrial and long-term partners, both in North-West Europe and Asia. The time charter coverage for 2024 stands at 53%.

“Ammonia,

fuel speed ahead

Ammonia

The shipping industry is facing a major challenge: the transition to sustainable fuels. In this context, as a pioneering gas shipping company, EXMAR is taking a leading role by using ammonia as fuel. And that's no accident.

Pioneering ammonia shipping company

Since the early 1980s, ammonia transportation has been a cornerstone of EXMAR's maritime operations. The journey began with the 24,000 m³ TIELRODE vessel in 1983. EXMAR has consistently innovated in the design of LPG/NH_3 tankers, enhancing cargo capacity to 33,000 m³ by 1990 and again to 38,000 m³ by 2005. This expansion was achieved while maintaining compatibility with existing port infrastructure. By 1997, EXMAR had transported 10 million tons of ammonia overseas, a figure that impressively rose to nearly 100 million tons by 2023. As a seasoned gas shipping company, EXMAR boasts extensive experience in safely handling ammonia aboard its fleet, adhering to all safety regulations.

What is it all about?

While there is a real buzz around ammonia in the shipping industry at the moment, it is important to understand what it is all about. Ammonia is an inorganic compound of nitrogen and hydrogen, which, in ambient conditions, is a colorless gas with a very strong smell. It is toxic to human life even in small concentrations, which means it needs to be handled in a professional way with the highest care. To efficiently transport ammonia, it is liquefied and stored in shore tanks or cargo tanks on board ships at a temperature of -33°C.

Ammonia is produced using the Haber-Bosch process, which was invented in 1909. The feedstock for this process is pure hydrogen and nitrogen. Originally the hydrogen feedstock was produced by electrolysis of water and the nitrogen was purified out of the air. Using the Haber-Bosch process, very simple ingredients were needed to produce ammonia: water, electricity and air. Once natural gas became abundantly available in the 1960s hydrogen production began shifting from electrolysis to steam methane reforming. Producing hydrogen by splitting methane into its base components and releasing the by-product, CO_2, into the air proved much cheaper. The adverse effect of CO_2 on the climate was not well known at the time.

From grey to blue and green

Ammonia produced by steam reforming of natural gas is currently labeled 'grey' ammonia. The production process has a certain CO_2 footprint, which now comes with a cost in certain regions of the world where CO_2 emission trading schemes are starting to be applied. To mitigate CO_2 emissions, the ammonia production plants using natural gas as feedstock are looking into capturing and storing the CO_2 generated during the production process. Ammonia manufactured in combination with CCS is labeled 'blue' ammonia. Lastly, to fully avoid the use of fossil fuels, several producers are looking into projects to shift back to the production of ammonia using electrolysis. When renewable electricity is used, the ammonia produced is labeled 'green' ammonia.

Ammonia as energy carrier

Worldwide production of ammonia in 2023 was around 180 million tons. Almost all of it is currently produced from fossil fuels. The largest share, over 70%, is used to produce fertilizers, which makes it a fundamental part of the global food supply chain. Other ammonia applications include urea for catalyzer technology, explosives for the mining industry, refrigerants, base chemicals for synthetic fabrics and base chemicals for plastics manufacturing.

It is relatively easy to produce ammonia using renewable energy, so a new ammonia application is emerging: the use of ammonia to transport energy. The push to shift away from fossil fuels and towards renewable energy creates a demand for renewable energy transportation. Whether it is solar, wind or hydropower, most of the renewable energy captured today is transformed into electricity. Unfortunately, transporting electrons over very large distances is not possible with current technology. Renewable electricity needs to be transformed into molecules so it can be moved from one continent to another.

Together with its partners in the Belgian Hydrogen Import coalition, EXMAR has investigated several potential molecules that could be used as energy carriers. Imports from various locations were considered using liquefied hydrogen, e-methane, e-methanol, e-ammonia and liquid organic hydrogen carrier (LOHC) as an energy carrier. The calculation model was updated in 2023; it continues to confirm that e-methane, e-methanol and e-ammonia are the more economical choices. However, e-methane and e-methanol have a distinct disadvantage as they also need CO_2 as a feedstock to combine with the green hydrogen, whereas e-ammonia needs only nitrogen, which can be captured cheaply from the air. Liquefied hydrogen remains uneconomical in large volumes and at large distances because of the high technology cost of transporting it at -253°C and its low volumetric energy density. EXMAR's conclusion is that 'green' ammonia is a very suitable candidate as an energy carrier for renewable energy, although the cost is still relatively high and the technology needs to improve to make it more cost efficient.

Ammonia as marine fuel

Another new application is the use of ammonia as marine fuel. Due to the absence of carbon in the ammonia molecule, ammonia combustion in a ship's engine does not produce any CO_2. The only emissions from the stack of an ammonia fueled ship are water vapor and nitrogen, with some traces of NO_x and N_2O (the last of which is lower than the allowable emission limit). Clearly, the

Ammonia

GHG footprint of ammonia production needs to be taken into account, which makes 'blue' or 'green' ammonia the most suitable candidates for significantly reducing the GHG footprint of shipping.

First ships under construction

EXMAR has taken the lead to support the industry in reducing its emissions and enable shipping to start using ammonia as fuel, ordering two midsize ammonia-powered gas carriers. On order at Hyundai Mipo Dockyard in Korea, these vessels will each have a total capacity of 46,000 m³.

At EXMAR, a dedicated team of colleagues from the technical and shipmanagement division, supported by other departments, are actively participating in the project, contributing knowledge and expertise. This collective effort proved instrumental in overcoming various challenges and safety concerns associated with developing these groundbreaking vessels.

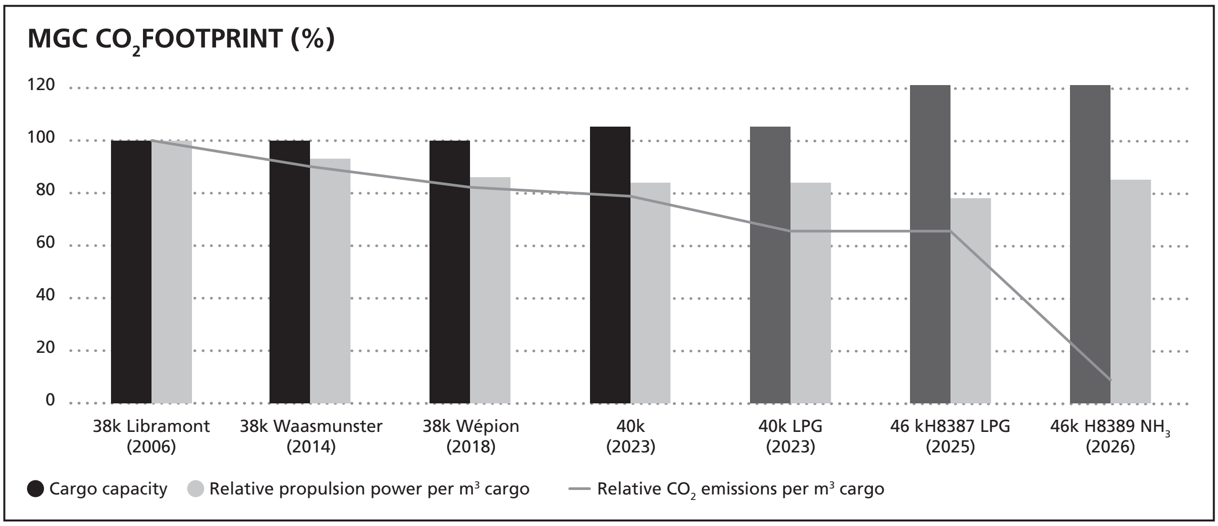
An important milestone in the project was a hazard identification (HAZID) workshop, a comprehensive safety risk analysis, with special focus on bringing a toxic product, which ammonia is, into the engine room. The safety of the seafarers is the number one priority to ensure that these ammonia-fueled ammonia carriers comply with the highest safety standards.

The ammonia-fueled main engine will be supplied by the dual fuel engine licensor WINGD, which plays a critical role in the development process. Full scale testing is ongoing, including single and multiple cylinder tests by WINGD. These tests will measure the engine's performance and reliability, ensuring it can meet the demanding requirements of real-world maritime operations. Both vessels are expected to be delivered in the first half of 2026.

Innovating the maritime industry

By increasing cargo capacity and shifting towards alternative fuels, EXMAR has successfully reduced the GHG footprint of its fleet, as shown on the graph below. Using LIBRAMONT, built in 2006, as a benchmark, hull optimization and engine efficiency increases in WEPION, which was delivered in 2018, have reduced the GHG footprint by about 20%. The GHG footprint will be reduced by about 35% when the EXMAR's LPG-fueled MGCs are delivered in 2025. Ultimately, the delivery of both ammonia-fueled MGCs in 2026 will reduce the GHG emissions of these vessels by 90%.

EXMAR's decision to order the world's first ammonia-fueled Midsize Ammonia Carriers reflects our commitment to innovation in the maritime industry. By burning blue or green ammonia fuel we will substantially contribute to decarbonization of the shipping industry. On the back of four decades of experience in transporting ammonia cargoes, our vessels are best placed to introduce it as an alternative fuel, and our seafarers are among the most experienced in handling this product. We have organized sessions to give seafarers the opportunity to comment on various design features and will continue doing this because their valuable input is key to safe operations.



▲ "The Street-Lamp" Mu.ZEE
Photographer: Cedric Verhelst

2.2 Infrastructure

EXMAR Infrastructure provides innovative floating infrastructure solutions to the energy industry, covering the entire lifecycle of the project, starting from development studies, engineering, and construction supervision, to moving into leasing/ownership, and operations & maintenance after delivery.

	December 31, 2023	December 31, 2022
PROPORTIONATE CONSOLIDATION - INFRASTRUCTURE (IN MILLIONS OF USD)		
Revenue	**374.7**	80.5
EBITDA	**75.7**	323.1
Adjusted EBITDA	**75.7**	7.4
Operating result (EBIT)	**66.6**	314.7
Consolidated result after tax	**56.1**	296.4
Vessels and barges (owned and leased)	**203.2**	211.9
Financial debts	**97.0**	12.5

Introduction

As one of the pioneers of regasification and liquefaction, EXMAR provides innovative maritime LNG infrastructure solutions to the energy industry through its Infrastructure department. To do this, EXMAR deploys various assets around the globe: LNG export and import barges (TANGO FLNG for Eni in Congo and EEMSHAVEN LNG for Gasunie in the Netherlands), floating storage units (EXCALIBUR for Eni in Congo) and accommodation and work barges (NUNCE and WARIBOKO in West Africa). It also provides highly specialized offshore engineering and consultancy through its engineering offices in Houston and Paris.

EXMAR is in an excellent position to develop new and innovative production, storage and shipping solutions for the LNG market, drawing on its extensive expertise in the design, engineering, construction, offshore services, commissioning, operational management and maintenance of floating offshore infrastructure. One such solution is CO_2 transportation and injection. In the light of the global energy transition, EXMAR is increasingly investing in lower-carbon gas solutions like LNG and ammonia (read the piece on ammonia elsewhere in this annual report).

Last year EXMAR also re-entered the gas and oil drilling market with a investment in Vantage Drilling International.

There were positive developments on the global gas market, which is where EXMAR is active, in 2023. The liquified natural gas (LNG) market grew, not least due to the coming on stream of new regasification and liquefaction projects, which contributed to greater energy security in Europe and the rest of the world. The gas market was flexible enough to adapt to changing energy needs, environmental goals and geopolitical factors.

Floating regasification

EXMAR pioneered floating LNG regasification facilities more than 15 years ago and has built, delivered and operated 10 floating regasification units (FSRUs) worldwide.

One of them, EEMSHAVEN LNG, was transported from Singapore to Eemshaven, Groningen in the Netherlands at the end of 2022. A heating system had to be added to the FSRU's regasification system to prevent the LNG vaporizer from freezing. This was done by using heat from onshore. The piping and mooring system was also modified. And with local environmental regulations imposing stricter NO_x emission restrictions than the IMO, the FSRU was hooked up to the Dutch electricity grid. This means that EEMSHAVEN LNG is now one of the world's greenest FSRU terminal. The project was finished in little more than six months, incidentally.

The terminal completed its first year of operation on 15 September 2023. It proves an important alternative to Russian gas, with a strategic capacity of eight billion cubic meters of natural gas, helping secure the gas supply in Europe. The five-year charter for operating the floating storage and regasification unit is proceeding satisfactorily.

As well as EEMSHAVEN LNG, EXMAR is currently developing other FSRU projects in various stages of decision making and advancement.

Floating liquefaction

TANGO FLNG is a floating LNG terminal that liquefies natural gas. The LNG is then offloaded into LNG carriers laying alongside for export to LNG-importing countries.

TANGO FLNG, which has been owned by Eni since 2022, was brought into operational condition in record time together with EXCALIBUR FSU at Dry Docks World Dubai for use on the Marine XII block gas extraction project in the Republic of the Congo. All EXMAR departments were involved in this extensive and complex landmark project last year. Among other things, they worked on the development of patented split mooring technology. This innovative system can keep the two offshore units in perfect balance and ensures safe LNG transfer from barge to storage tank. Both assets were installed and taken into use a few kilometers from the coast of Congo at the end of December.

EXMAR is Eni's partner for the implementation and operations of the LNG production off the coast of Congo. Read the detailed description of the project and the work done by EXMAR elsewhere in this annual report.

As well as this project, EXMAR is also working on the development of several FLNG projects, ranging from 0.5 to 5 MTPA. Most of the engineering services are performed on a paid basis.

Offshore floating storage

As part of the Eni Congo project, Eni and EXMAR also agreed a 10-year charter for a floating storage unit (FSU) based on the conversion of an LNG carrier.

In the course of 2023 EXCALIBUR FSU was upcycled along with work to ensure TANGO FLNG was operational. EXCALIBUR FSU has been moored off the coast of Congo since the end of last year. Read all about the project elsewhere in this annual report.

After this positive experience with Eni, EXMAR is open to new opportunities to create value for customers with innovative oil and gas storage and processing solutions.

Accommodation barges

The deployment of the accommodation and work barge NUNCE consolidated EXMAR's reputation as a high-quality service provider to Sonangol in Angola. The long-term contract was extended until May 2024.

The accommodation and work barge WARIBOKO was deployed for TotalEnergies in Congo in the second half of 2023. in March 2024, the accommodation and work barge WARIBOKO has been sold to Adnoc for an amount of USD 13.7 million, net of selling costs.

Drilling

EXMAR procured a holding of 11.5% in Dubai-based Vantage Drilling International in September/October 2023. Vantage provides offshore oil and natural gas drilling services. The fleet comprises two ultra-deepwater drilling vessels and two premium jack-up rigs. Vantage is listed on the US OTC market under VTDRF.

This investment is driven by promising value creation as a consequence of long-term underinvestment in the offshore drilling market. In doing so, EXMAR re-entered the drilling industry after more than two decades, expanding its role in the energy value chain.

Development and implementation of infrastructure projects

The various engineering, shipmanagement and other departments at EXMAR worked together closely in the Eni Congo project to get TANGO FLNG and EXCALIBUR FSU ready for service. Read about this elsewhere in this annual report.

EXMAR Offshore Company (EOC) in Houston, a registered oil and gas engineering company set up in 1997, also remains highly active in the provision of engineering services on behalf of third parties. It can count on more than 200 experts, from engineers to naval architects, and for the past 15 years has had a proprietary patented OPTI® hull design for floating oil and gas production barges in deepwater areas. The highly adaptable design means that production systems can be flexibly deployed in deep water fields A fourth production facility was delivered in 2023 on the basis of the highly efficient, flexibly scalable OPTI® design under an engineering services contract for the Shenandoah floating production barge in the Gulf of Mexico. EOC also recently recruited Woodside Energy, the largest independent oil and gas company in Australia, as a new customer. It's recognition from the industry of the innovative engineering services that EOC has been providing for many years.

DV Offshore in Paris is a niche provider of maritime expertise that joined the EXMAR group back in 1999. It provides engineering services, audits and technical support for floating terminals, offshore mooring facilities and underwater pipes to oil and gas companies on a consultancy basis. DV Offshore celebrated its 50th anniversary in 2023.

Building new opportunities

The implementation of floating infrastructure projects requires extensive made-to-measure project development. Each project comes with its own particular needs with regard to product processing, mooring, storage and county/region-specific legal authorizations.

The availability and expertise at EXMAR of highly experienced professionals in oil and gas handling, transportation and storage, engineering, and operation and servicing of offshore floating maritime infrastructure facilitate collaboration and transform potential projects into feasibility studies, investment decisions and, ultimately, safe, efficient and successful projects.

EXMAR is now working hard on new, more efficient floating processing infrastructure for every step in the LNG value chain. EXMAR is harnessing its extensive gas transformation knowhow to investigate new opportunities to provide sustainable solutions to the market as part of the energy transition. Advancements are being made on innovative floating energy developments for ammonia storage, injection, storage and shipping of liquified CO_2 and support for the e-methanol and e-methane supply chain.

This means that EEMSHAVEN LNG is now one of the world's greenest FSRU terminals

▲ "Staketsel - Pier at Ostend" Mu.ZEE
Photographer: Cedric Verhelst

“

Congo LNG

A true EXMAR story

Congo LNG

If there was one project that defined 2023 as a year of collaboration across all EXMAR's divisions, it was the Marine XII project in Congo. Our teams joined forces to excel at what they do best: getting projects done, by working together as one. Enjoy a true EXMAR story.

The context

The exploitation of the Marine XII oil and gas field in Congo faced limitations due to excessive production of natural gas alongside the oil. While the oil was valuable, the natural gas was not, primarily because the country's gas consumption is low. So Eni's strategy of liquefying the associated gas not only enabled the sale of LNG but also higher oil output.

In early 2022, the EXMAR teams were instructed to come up with the best way of mooring TANGO FLNG (floating liquefaction platform formerly owned by EXMAR, sold to Eni) off the coast of Congo to facilitate an LNG export solution. It was a challenging task, given that the FLNG was originally designed for benign metocean conditions. What's more, an FSU had to be positioned alongside the FLNG to ensure sufficient LNG storage capacity.

That means that TANGO FLNG, which has a liquefaction capacity of approximately a billion cubic meters of gas per annum (BCMA), had to be moored three kilometers offshore. EXMAR also provided the EXCALIBUR FSU nearshore Congo to ensure the additional LNG storage capacity. With its expertise across the entire LNG value chain, including FLNG, EXMAR designed the mooring system and carried out the refurbishments on both vessels at Dry Docks World in Dubai as engineering, procurement and conversion (EPC) contractor on the project.

The aim of the project was to fulfill the energy needs of the Republic of the Congo and capitalize on the opportunity to convert surplus gas into LNG, in doing so positioning the country among the ranks of global LNG exporters in record time. Eni's Congo LNG project leveraged the gas resources and existing production infrastructure of the Marine XII block, adopting a phased approach to achieve the goal of zero routine gas flaring. This strategy permitted increased oil production in the Marine XII block, minimizing flaring to the lowest possible levels, with previously flared gas monetized through TANGO FLNG's LNG production.

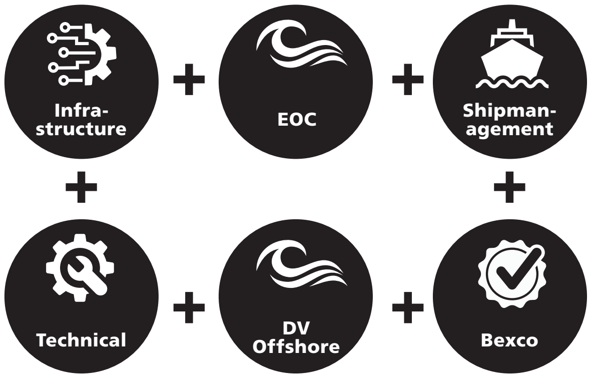
A fully integrated project

The development of the Congo LNG project over the past year was a great example of how all departments and companies in the EXMAR Group worked together to come up with an innovative solution to add value using existing assets.

- EXMAR Offshore Company (EOC) started work once agreement was reached with Eni on the launch of the conceptual design phase for the split mooring. The proof of concept was secured for Eni in wave basin tests at Marin in Wageningen (Netherlands) in spring 2022.
- The team of designers and engineers then got to work. While EOC's focus was to mature the split mooring concept, several other parts of the project needed to be dealt with as well. DVO helped with the personnel handling plan and a basic design for the boat landing towers. First up was an assessment of the mooring ropes. Bexco came in to help select the right hawsers and demonstrate to Eni that polyester mooring hawsers are a good fit for the permanent split mooring configuration.
- Spread mooring was a completely new concept, which meant that the EXMAR teams had to prove it would work, based on a technology qualification assessment (TQA) by classification society Bureau Veritas. This was yet another example of why EXMAR is considered a pioneer within the industry, with past creations such as ship-to-ship transfers which are now widely used in the shipping industry, and the development of the TANGO FLNG itself in the world's first FLNG project.
- For the implementation, an integrated EXMAR project team was set up to ensure everything went smoothly. At its biggest the team consisted of 180 people from every part of the EXMAR Group. As the detailed design and engineering phases advanced, a team in Dubai oversaw the first steel cutting and welding of all new structures. Despite the extremely challenging timeline, the project always proceeded as planned.

EXMAR Infrastructure, EOC, Shipmanagement, Technical, DVO and Bexco worked side by side on the project. The diverse, integrated EXMAR Group project team worked relentlessly to get both TANGO and EXCALIBUR ready. Three million person hours were invested in the conversion of the two vessels without a single lost time injury. An incredible feat!

All EXMAR Group companies working together



EXMAR Infrastructure
- Project management
- Commercial management

EXMAR Technical
- Engineering project management
- Class certification
- All process related modifications

EOC
- Design of patented split mooring system
- All structural calculations
- Yard engineering

EXMAR Shipmanagement
- Conversion supervision
- Implementation of all the modifications
- Safety study updates
- Pre-commissioning activities
- Pre-operation activities

DV Offshore
- Mooring verifications
- Boat landing design

Bexco
- Supply and certification of nylon ropes

Further implementation

The split mooring was key to ensuring the two vessels could function as one using a liquid transfer system (LTS). EXCALIBUR, built as a ship and requiring regular dry docking, is set to remain in Congo for at least ten years. This necessitated extensive life extension work in addition to project-specific modifications, including the full refurbishment of one of the 60-bar boilers and the installation of thousands of anodes in the ballast tanks. It will be managed as a single terminal rather than two separate assets for future operations and maintenance (O&M), with a fully integrated terminal organization having been developed to enhance efficiency and collaboration.

Congo LNG

Just like EXCALIBUR, TANGO FLNG was repurposed for this project, as it was originally built for sheltered conditions. Both units needed to be prepared for permanent offshore mooring, tethered by chains and anchors to the seabed at a depth of 20 meters and spaced 25 meters apart. A permanent LNG transfer system (LTS) was essential, entailing the installation of two hoses between the LTS towers of both assets to ensure efficient LNG and vapor transfer between the production and storage units.

EXMAR's project development strength lies in the synergy between various teams, with an operations team engaged from the outset. Some of our current crew members have been involved since the initial phase of development and construction throughout the previous commissioning and operations, and they continue to be an integral part of the vessel's core crew. Their exhaustive knowledge of the assets is unparalleled and fundamental for the execution of the conversion scope and preparations for the operations in Congo.

Mobilization, installation & start-up

In October 2023 senior representatives from EXMAR, Eni and Dry Docks World Dubai celebrated the departure of the TANGO FLNG and EXCALIBUR FSU vessels from Dubai to Congo in the presence of the Ministry of Hydrocarbons of the Republic of the Congo, Bruno Jean Richard Itoua. The FLNG was dry towed to Luanda, Angola, from where the barge was wet towed to the port of Pointe Noire in the Republic of the Congo. EXCALIBUR sailed straight to its mooring at Pointe Noire.

The offshore installation activities by Eni started immediately thereafter. Eni announced the introduction of gas into the TANGO FLNG facility moored in Congolese waters at the end of December 2023, just twelve months after the final investment decision. This is a key milestone for the Congo LNG project, Eni and EXMAR as a group. Following completion of the commissioning phase, TANGO FLNG will produce its first LNG cargo by the first quarter of 2024, putting the Republic of the Congo on the list of LNG-producing countries.

Facts & figures

- **2018**
EXMAR's historical presence in Congo.
- **Stop flaring**
The project aims to fulfill the Republic of the Congo's energy requirements and capitalize on excess gas for 0.6 MTPA LNG production to position the country among the world's leading LNG exporters. Eni's Congo LNG initiative, using Marine XII's gas reserves and existing facilities, adopts a phased approach focused on eliminating routine gas flaring.
- **Innovation in mooring**
Patented technology and another world's first.
- **One team**
EXMAR teams all working together: more than 180 people involved at peak project.
- **Record time**
Terminal startup achieved in record time, significantly less than the usual 4-5 years.
- **No incidents**
Three million person hours accident free!
- **Four assets**
Congo continues to be an important country for the EXMAR Group, with a stake in several assets performing in the country.
- **Local jobs & setup**
The Pointe Noire terminal in the Marine XII block is operated by a crew of 62, led by an offshore installation manager (OIM). Operational support comes from a local EXMAR office established in December 2023, with additional backing from Antwerp. This aligns with Congolese employment regulations and local content. A plan for nationalizing onshore and offshore staff has been presented to the Congolese authorities.

▲ "Christ Calming the Storm" Mu.ZEE
Photographer: Cedric Verhelst

2.3 Supporting services

EXMAR plays a key role in the energy value chain. As an international group it provides support services to a wide range of customers. EXMAR Shipmanagement delivers management and servicing services for vessels and offshore installations, including crew management. Bexco markets synthetic rope solutions for the offshore and maritime industry. Travel Plus is an independent specialist in the organization of crew transfers, business trips and luxury holidays. And EXMAR Yachting manages a fleet of luxury motor yachts, sailing yachts and catamarans, exclusively in Belgium.

	December 31, 2023	December 31, 2022
PROPORTIONATE CONSOLIDATION - SUPPORTING SERVICES (IN MILLIONS OF USD)		
Revenue	**71.1**	31.0
EBITDA	**-3.6**	-3.1
Adjusted EBITDA	**-3.6**	-6.6
Operating result (EBIT)	**-6.1**	-4.4
Consolidated result after tax	**12.7**	7.1
Financial debts	**13.6**	7.9

EXMAR Shipmanagement

EXMAR Shipmanagement provides high-quality vessel management and related services to owners of offshore energy-industry facilities and shipowners active in seagoing transport of LNG, LPG, ammonia and other gasses. It is well placed to meet the current and existing seagoing gas transport needs, with an officer and rating retention well above industry norms and unique expertise in regasification, liquefaction and cryogenic transshipment at sea.

In the past, human and technical resources were often deployed ad hoc, but last year the focus shifted to more of a project-based approach. The EXMAR Shipmanagement teams were closely involved in the development of ammonia-powered EXMAR vessels, the implementation of the EU ETS directive and the installation of EEMSHAVEN FSRU and TANGO FLNG.

People

From an operational perspective, EXMAR Shipmanagement had a strong year. The Lost Time Injury Frequency and Total Reportable Cases figures remained low, at the same level as 2022, which were the lowest figures ever reported. This confirms the downward trend of the last few years. The number of near-accident reports also increased, which points to the increasingly successful integration of the safety culture on board. Office audits by classification agencies once more failed to identify a single non-compliance last year, and the results of the SIRE and CDI inspections on board the managed fleet were better than the industry standards.

Launched in 2022, the digital shipmanagement project continued in 2023. The goal continues to be to offer owners and customers more convenient access to digital data, help them analyse historical operational data and chart fleet performance.

EXMAR Shipmanagement set out its Crew Vision in 2022 in response to the growing fleet and well-filled order book and the wish to maintain our high retention rate. This structured crew welfare vision was implemented in 2023. Along with better planning and coordination between the various departments, this helps drive up operational efficiency.

The 90.5% officer retention rate and 95% rating retention rate in a highly competitive labour market for experienced gas tanker and floating gas facility crews put EXMAR Shipmanagement in a strong position to expand its portfolio of managed vessels.

Regulations

The implementation of the EU ETS directive was a challenge for the industry throughout the year. EXMAR Shipmanagement's Environmental Committee took a lead and support role in that in quarterly meetings with owners (including emission permit applications).

EXMAR Shipmanagement helped various owners adapt and equip their vessels with Shaft Power Limitation systems to ensure they operate in line with the IMO's EEXI and CII performance ratings. A scrubber was also installed on the KAPELLEN, one of the LPG vessels. The installation went completely to plan and on time.

Safety

The EXMAR Shipmanagement teams were closely involved from day one in the HAZOP (Hazard and Operability) meetings for the construction of two ammonia-powered vessels ordered by EXMAR. The focus here was on the health and safety of the crew on board. All risks and precautionary measures were clearly identified in consultation with the other departments at the shipping company, drawing on many years' experience in ammonia transport.

Projects

The Shipping team at EXMAR Shipmanagement successful brought six LPG vessels with dual-fuel LPG engines into service in 2023. Knowledge of the dual-fuel technology generated valuable insights for the development of the ammonia-powered ship engines.

The Shipping department was also responsible for managing five drydocks for its vessels under management. In addition, the new drydock software was used for the first time, improving efficiency.

After the deployment of EEMSHAVEN FSRU, EXMAR Shipmanagement is faced with increasingly challenging terminal operations in 2023. It was responsible for operating and servicing the regasification unit in Groningen on behalf of Gasunie.

EXMAR Shipmanagement also piloted another project: the conversion ahead of deployment of TANGO FLNG and EXCALIBUR FSU in Marine XII block off the coast of the Republic of Congo. Three million person hours were invested in the rollout of this Eni project without a single accident, which is proof of the thorough approach and partnership with the other departments. The O&M team in Singapore guided the whole project to successful completion. This affiliation will be strengthened in strategic areas going forward.

The entry of SNAM as a new partner in ECOS JV means that EXMAR Shipmanagement no longer has a majority holding in the operation of FSRU TOSCANA, a floating storage and regasification unit off the coast of Livorno, Italy.

And one last thing: EXMAR Shipmanagement's West African expertise ensured it was able to extend its contract with TOTAL for the operation, service and crew management of the LPG floating storage and offshore unit NKOSSA2 off the coast of Angola and the accommodation barges WARIBOKO and NUNCE.

Bexco

Bexco is a manufacturer of precision engineered synthetic ropes for the Offshore Energy and Marine markets.

The company is headquartered in Hamme, Belgium and operates two factories in Belgium, employing more than 140 people.

Its focus is on niche segments within the chosen markets with high added value rope solutions.

Continuous product development to respond to customer demand for specific offshore and marine applications is key.

2023 has proven to be an excellent year for Bexco, driven by high demand in the Offshore Energy markets.

Offshore Wind was an important contributor in 2023 to Bexco's turnover and profitability growth.

The company is a market leader in the supply of Synthetic Sling solutions to installation companies of fixed seabed windmills.

It's expertise and its location in the centre of Europe, close to the world's largest offshore operators, makes Bexco a unique provider of Heavy Lift slings.

Bexco supplies slings for offshore wind projects throughout the world, such as

- Hollandse Kust West Alpha / North (Netherlands)
- South Fork OWF (United States of America)
- Hai Long OWF (Taiwan)
- Arcadis Ost OWF (Germany)
- Moray West OWF (United Kingdom)
- Vineyard OWF (United states of America)
- Changfang and Xidao OWF (Taiwan)
- Yeu-Noirmoutier OWF (France)
- Doggerbank OWF (United Kingdom)

The demand for the supply of Polyester Moorings ropes for "permanent mooring " of Oil & Gas platforms picked up considerably in 2023.

It is expected that this will continue throughout the next couple of years.

The energy transition is moving ahead, but slower than anticipated, and the need for new deepwater developments seems pertinent.

Next to the developments in Deepwater O&G, Bexco is anticipating a growing demand for mooring ropes for Floating Wind projects in the years ahead, with the first commercial wind farms taking shape in Europe and Asia later in the decade.

The company is at the forefront of developing advanced mooring rope solutions for shallow water Floating Wind, in close collaboration with the different stakeholders.

In Europe, leading demonstrator projects such as Floatgen, France and Demosath, Spain are using Bexco mooring ropes for its station keeping.

In 2023 Bexco proudly contributed to the Eni Tango project in Congo with the supply of a revolutionary semi-permanent ship to ship mooring solution. The installation of the mooring ropes has meanwhile been successfully completed.

The marine segment saw solid growth in 2023 both for Container vessels and Cruise vessels. More newbuilds will be delivered in 2024 and 2025 which should lead to further steady demand for mooring ropes.

Also in the port towing segment, Bexco has been able to grow its market share in 2023.

The outlook for 2024 remains very positive with a solid portfolio of Deep Water Mooring projects and Lifting Sling orders.

Travel Plus

Travel Plus, specialized in business and leisure travel, employs a total of 18 local professionals. Belgium's largest independent travel agency, working out of in Antwerp, sets itself apart with its a high level of personal care for its business and leisure travelers. Travel Plus combines personalized itineraries with exceptional after-sales service.

Although 2023 was another challenging year, Travel Plus remained firmly on track and ended the year with a positive balance. We saw growth in traveler confidence following the post-pandemic transitional year 2022,.

However, global conflicts, including the ongoing tensions between Russia and Ukraine, and the war between Israel and Hamas, have contributed to uncertainty and hesitancy among travelers, preventing travel behavior from reaching pre-COVID levels. Additionally, changes to fare structures by airlines worldwide and investments in new technologies have posed serious challenges.

Despite the global emphasis on minimizing carbon footprints, which has influenced customer and especially corporate travel behavior, Travel Plus ended 2023 with positive results.

EXMAR Yachting

EXMAR Yachting manages a fleet of high-end vessels, helping experienced and first-time owners alike operate, crew, service, refit and charter their luxury yachts.

In 2023 the team of highly professional captains, technical superintendents, crewing managers and operations staff supported owners with on-site pre-shipyard inspections, preventive maintenance and the administration aspects of owning high-value assets.

Our marketing strategy to increase awareness of our yacht management, flag registry, crew payroll and sales brokerage services is paying off, with new customers discovering what EXMAR Yachting can do for them.

▲ "Boats Aground" Mu.ZEE
Photographer: Cedric Verhelst

EXMAR managed fleet

Status 31/12/2023

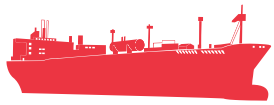
15

MGC Midsize Gas Carriers

LIBRAMONT Time chartered	**SOMBEKE** Time chartered	**KAPRIJKE** Joint venture
KNOKKE Joint venture	**KONTICH** Joint venture	**KORTRIJK** Joint venture
KRUIBEKE Joint venture	**KALLO** Joint venture	**KAPELLEN** Joint venture
KOKSIJDE Joint venture	**WAASMUNSTER** Joint venture	**WARINSART** Joint venture
WAREGEM Joint venture	**WARISOULX** Joint venture	**WEPION** Joint venture

3

VLGC Very Large Gas Carriers



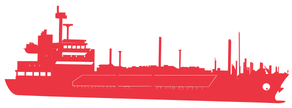
BW TOKYO
Time chartered

FLANDERS PIONEER
Owned

FLANDERS INNOVATION
Owned

4

Pressurized Ships



JOAN
Owned

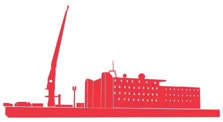
MARIANNE
Owned

ELISABETH
Owned

ANGELA
Owned

2

Offshore Accommodation Barges



NUNCE
Joint venture

WARIBOKO
Joint venture

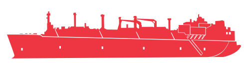
1

Floating Liquefaction and Regasification Barges

EEMSHAVEN LNG
Owned

1

LNG Liquefied Natural Gas tanker



EXCALIBUR
Owned

third party ships under management

1

FSRU Platform

FSRU TOSCANA
Managed

1

FSO

NKOSSA II
Managed

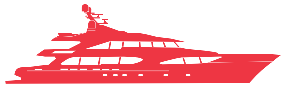
1

Bulk Carrier

EL GRASSO
Managed

4

Yachts



DOUCE FRANCE
Managed

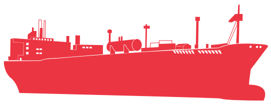
CORNELIA
Managed

LEVANTE
Managed

NILAYA
Managed

3

VLGC Very Large Gas Carriers



BASHUNDHARA LPG CHALLENGER
Managed

BASHUNDHARA LPG WARRIOR
Managed

WEISSHORN EXPLORER
Managed

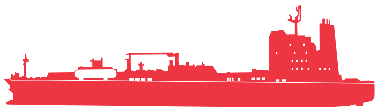
1

FLNG Platform

FLNG TANGO
Managed

4

Midsize Gas Carriers



GUADELUPE EXPLORER
Managed

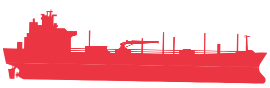
EAGLE EXPLORER
Managed

ROSILLO EXPLORER
Managed

CERRO ALTO EXPLORER
Managed

1

Chemical Tanker



BASHUNDHARA MALIKA
Managed

3.

Care for today, respect for tomorrow

3.1 ESG 52

◀ “The Cataclysms” Mu.ZEE
Photographer: Verhelst, Cedric

▲ "Seaschells" Royal Museums of Fine Arts of Belgium, Brussels
Photographer: Caroline Bultynck

3.1 ESG – Environmental Social Governance

"Care for today, respect for tomorrow"
EXMAR has decades experience in the seaborne handling, transportation, and transformation of some of the world's most hazardous gases. Accordingly, the strictest standards with regards to safety and care for the environment are in the genes of EXMAR. We ensure the utmost priority to the health and well-being of our personnel at sea and on shore and are proud to announce our 3rd consecutive year without major incidents.
EXMAR embraces the continued focus from our stakeholders for ESG (Environmental, Social, and Governance) topics. With its vast experience in and knowhow of the handling, transportation, and transformation of gas molecules, whether from renewable or fossil sources, EXMAR is ideally positioned to handle the risks and capture the opportunities generated through a mindful ESG policy.
EXMAR's Executive Committee, and Board of Directors, commit to reach beyond the fundamental duties and obligations and incorporate ESG practices into our strategy and daily business, creating a sustainable and genuine value for all our stakeholders. This commitment is embodied in a multidisciplinary ESG task force, that oversees the group's activities, and form an integral part of EXMAR's strategy.

2023 Achievements

The quest for improvements in safety and care for the environment is a journey that never stops. In 2023 several new important initiatives were taken on the sustainability side at EXMAR:

- EXMAR acknowledges the challenge of the combined responsibilities of Investor Relations and ESG. To be able to move forward with ESG, EXMAR split the function in two full-time equivalents, Director Structured Finance & Investor Relations, and a Head of ESG, with direct reporting to the CFO as per 01/01/2024.

- EXMAR Shipmanagement has a revised, goal-oriented Safety Management System (SMS) which was audited by several external instances with zero remarks. This encouraged us to keep on improving on clear visualization and structure in the SMS to support the crew in the changing environment.
- EXMAR Shipping BV, the joint venture between SEAPEAK and EXMAR, concluded the group's first ever assurance on our sustainability KPI's of our sustainability linked loan. In the ambitious KPI's EXMAR Shipping commits to reduce its carbon footprint, minimize plastic waste and be a reference for seafarer wellbeing.
- EXMAR is constantly adapting to the changing regulatory landscape.
- This 2023 report incorporates the new requirements towards decarbonisation under the amendments to the International Convention for the Prevention of Pollution from Ships (MARPOL) Annex VI with the annual operational Carbon Intensity Indicator (CII) and associated CII rating.
- EXMAR and EXMAR Shipmanagement together prepared for the EU Emission Trading Scheme (ETS) entering into force on 01/01/2024. This is one of the measures to reduce, together with all stakeholders, greenhouse gas emissions of vessels.
- EXMAR is also actively preparing its double materiality assessment as a starting point to be compliant with the upcoming Corporate Sustainability Reporting Directive (CSRD) for the reporting year 2024.

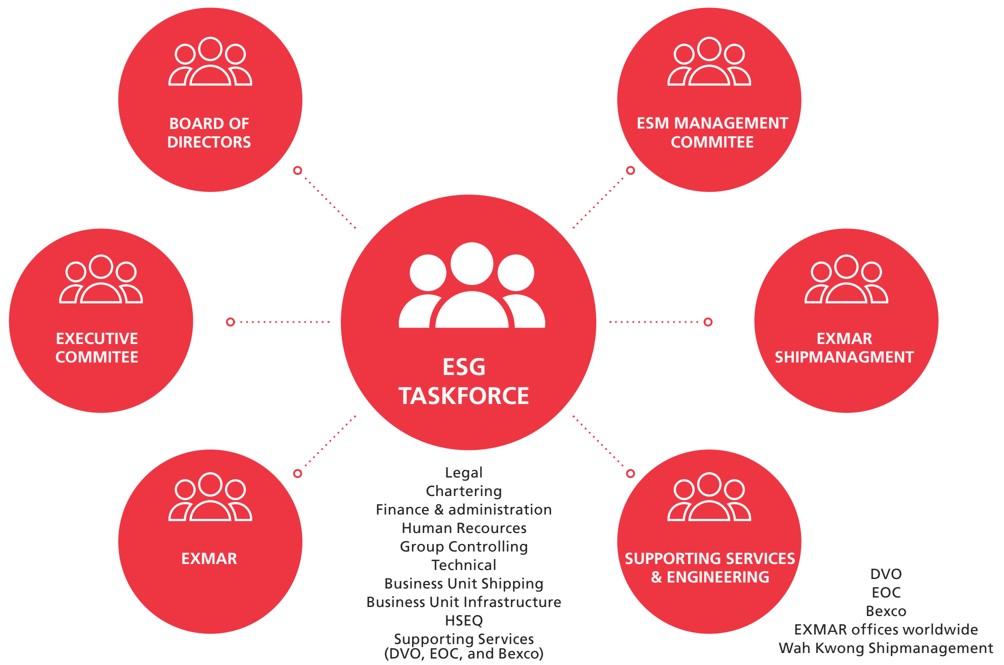
ESG Taskforce

EXMAR has a multidisciplinary ESG taskforce consisting of members of its senior management as well as operational, technical and corporate profiles to enhance our Company's ESG profile and uphold its key principles. This overarching team ensures ESG strategies are embedded in the core of the organisation and drives innovation in all operational aspects.

With ever increasing and changing requirements from society, regulators and the financial sector, incorporating ESG best practices into our strategy, daily business and improving our environmental, social and governance efforts is a constant process.

The ESG taskforce advises on new and monitors ongoing projects, closely follows-up regulatory changes and defines ESG targets accordingly for EXMAR at group level. Necessary changes are communicated by the taskforce through all levels of the company and performance indicators, over the different company layers, followed-up. In addition, members of the taskforce are active members of various industry workgroups.

ESG TASKFORCE INTERACTION



ESG partner	Input	Output
EXMAR Board of Directors	Communicate strategic objectives on ESG in its interaction with shareholders Presents non-Financial Annual Report to General Meeting with shareholders Uphold strategies & values of EXMAR in its sustainable value creation Review Dealing Code & Code of Business Ethics Determine company strategy Determine Corporate Governance Charter & Statement (including Dealing Code & Code of Business Ethics) Validates Press Releases of subjects under non-financial regulations	Ensure Company-wide compliance with Corporate Governance Charter & Statement Compliance with laws & regulations Validate non-Financial Annual Report
Executive Committee	Day-to-day management & policy of the Group Implementation of decisions taken by the Board of Directors Establish internal controls Prepare annual accounts Communicate proposals on company strategy to Board of Directors Prepare Press Releases	Establish non-Financial Annual Report Suggest proposals on company strategy
EXMAR	Provide input on non-Financial Annual Report Uphold ESG targets in business interaction Report on ESG KPIs	Compliance Risk Assessment, Model & Manual Ensure Company-wide compliance with Corporate Governance Charter & Statement
ESM Management Committee	Undersign Annual Objectives & ESM Company policies Verify Quarterly Performance Review Uphold ESG targets in business interaction	Ensure Company-wide compliance with Corporate Governance Charter & Statement
EXMAR Shipmanagement	Quarterly Performance Review Report on ESG KPIs Draft Annual Objectives Set-up policies & procedures Regulatory monitoring Reporting as per regulations	Review policies & procedures Ensure regulatory compliance Complete questionnaires on ESG Provide input on Annual Objectives
Supporting Services & Engineering	Implement policies & procedures Uphold ESG targets in business interaction Report on ESG KPIs	Ensure Company-wide compliance with Corporate Governance Charter & Statement

Stakeholder analysis

EXMAR is a multidisciplinary maritime and offshore solutions provider in the energy industry. We design tailor made solutions for the production, storage, transportation and supply of oil and gas worldwide. A myriad of stakeholders is interwoven in EXMAR's business structure.

BUSINESS

Customers
Competitors
Legal instructions
Board of Directors

FINANCIAL BODIES

Insurers
Financial institutions
Shareholders
Financial auditor
Financial services & markets authority
Subsidy

REGULATORY BODIES

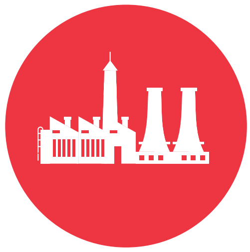
Flag state / Recognized organizations
EU maritime law / IMO
Local labour and well-being law
Local regulations / Port state / Terminals
Offshore regulations
Class societies

CLIENTS

Vessel owners
Contractors / Clients
Charterers
Oil Majors

HUMAN RELATIONS

Seafarers
Office staff
Subsidiary
Interim forces & internships
Social employment & integration
Next of kin
Unions
Media
Non-governmental Organizations
Society



LOGISTICS CHAIN

Logistics parters
Service providers
Local partners / agents
Ruw material suppliers
Fuel & lube oil supply

CREWING & DEVELOPMENT

Manning agents
Training Centres & Academies

ENGINEERING & MAINTENANCE

Makers
Shipyards
Company representatives
Software / Facility providers
Security providers
Transport Providers

▲ "The Breakwater" KMSKA
Photographer: Rik Klein Gotink

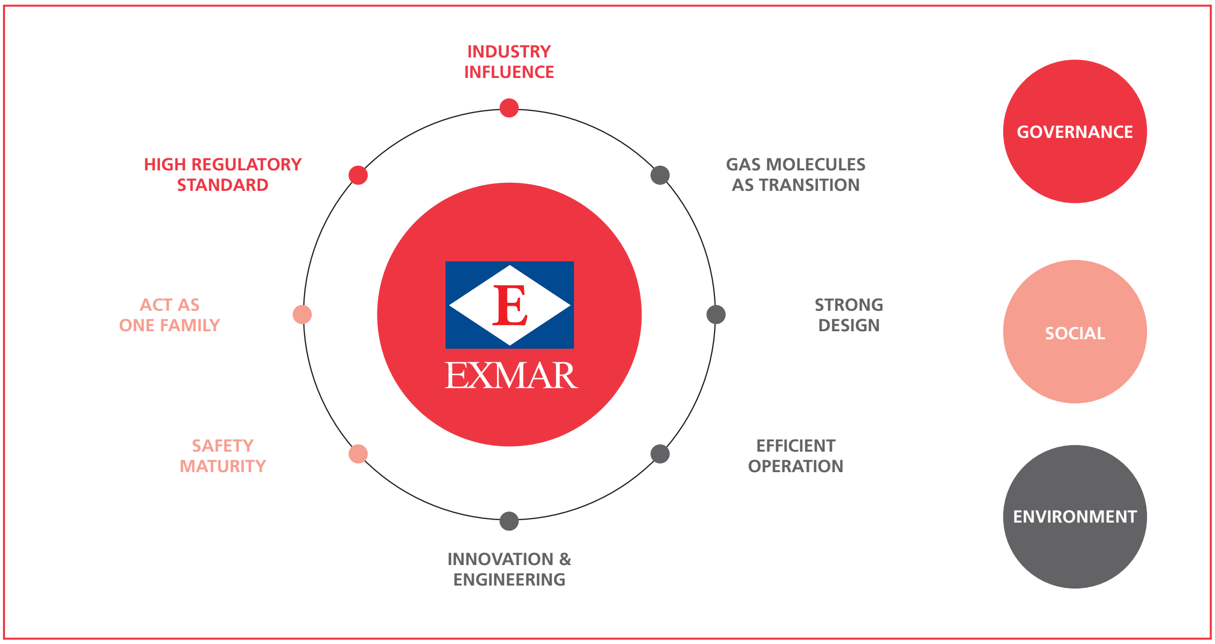
Our stakeholders are continuously mapped and their needs and expectations evaluated to confirm the communication strategy required to ensure an optimal business interaction. EXMAR set-up the following interactive communication with our stakeholders:

Stakeholder	Interaction with EXMAR	Interaction owner	Frequency
Business Financial bodies Regulatory bodies	Contractual Agreements Compliance Model & Business Ethics EXMAR Financial Annual Report & Press Releases	EXMAR Headquarters	Ad hoc follow-up Ad hoc Press Releases Financial Annual Report
	Meetings & Contact groups Implementation of regulations Inspections & Investigations Certification Memberships ISO standards & TMSA	EXMAR Shipmanagement Wah Kwong Shipmanagement	Ad hoc implementation of changes Ad hoc investigations Annual Internal Audits Financial Annual Report Annual external audits Industry workgroups upon invitation
Clients	Contractual Agreements Compliance Model & Business Ethics EXMAR Financial Annual Report & Press Releases	EXMAR Headquarters	Ad hoc follow-up of contractual agreements Ad hoc follow-up of instructions Monthly owners meeting Quarterly/Annual charterers meetings
	Inspections & Investigations Reporting on KPIs Implementation of contractual agreements and regulatory adherence	EXMAR Shipmanagement Wah Kwong Shipmanagement	Sharing of internal bulletins to improve standards of fleet Ad hoc investigations Monthly owners meeting Quarterly Performance Review Financial Annual Report 3-monthly external audits (vetting)
Human Relations	Human Relation procedures Contracts of Employment for office personnel Performance Evaluation & Code of Conduct for office personnel EXMAR Financial Annual Report & Press Releases	EXMAR Headquarters	Ad hoc implementation of changes Quarterly Performance evaluation of office personnel Ad hoc Press Releases Financial Annual Report Annual conference
	CBAs & Contracts of Employment for seafarers Performance Evaluation & Code of Conduct for seafarers SMS Crewing Manual procedures Health and Safety Campaigns & Welfare Crew Conferences MTI Network	EXMAR Shipmanagement Wah Kwong Shipmanagement	Ad hoc implementation of changes Performance evaluation mid-term and at end of contract Annual SMS review 2-monthly campaigns Weekly bulletins Quarterly crew conferences
Logistics Chain Crewing & Development Engineering & Maintenance	Reporting lines & Point of contact Dealing Code & Cyber Security Procedures & Policies	EXMAR Headquarters	Regular project meetings Ad hoc implementation of changes
	Contracts Conferences Evaluation & Audit SMS Instructions & procedures Training matrix Meetings Dry-Dock safety officer	EXMAR Shipmanagement Wah Kwong Shipmanagement	Purchase meetings Supplier approval, evaluation & audit Shipyard audits Annual Internal Audits Ad hoc implementation of changes

Each stakeholder has its own needs and expectations in its interaction with EXMAR. These are followed-up and delineated in EXMAR's key ESG topics for the future. EXMAR accommodates ESG factors valuable for stakeholders within our own business priorities while jointly protecting and evaluating EXMAR's core corporate values.

EXMAR Key Strengths

EXMAR highlights its eight key strengths to provide a framework for the ESG taskforce to set out sustainable targets in a rapidly changing society and environment.



These topics are linked to the UN 17 Sustainable Development Goals to translate its business priorities into specific ESG key topics.

Moreover, the following business principles are anchored in our organization:

- **We respect** the fundamental human rights and freedoms. We do not tolerate discrimination of any kind on grounds of race, colour, sex, language, religion, political or other opinion, national or social origin, property, birth or other status.
- **We commit** to use the resources, oceans, land and natural habitat sustainably throughout our supply chain taking account of (local) environmental and societal factors.
- **We grow** corporate value through quality of education, diversity and inclusion, active stakeholder engagement and involvement of local communities and regions.
- **We strive** to be at the forefront of transforming or implementing new technologies that minimize the impact on our natural resources, reduce the release of greenhouse gases and have no negative consequences to the environment. We join the industry on the road to decarbonisation.
- **We insist** on maintaining the highest safety standards throughout our operations, our supply chain and in the services provided to us.
- **We apply** a zero-tolerance for modern slavery in our supply chain. This includes but is not limited to child labour, human trafficking and forced or bonded labour.
- **We will not tolerate** any form of bribery, facilitation payments or fee-based recruitments made in the course of business or services related to EXMAR

Climate change - Risk analysis

In a changing world with an increasingly more apparent impact of climate change, the industry including EXMAR is exposed to risks and opportunities. To properly align its vision for the future, EXMAR carefully analysed the potential impact of climate change risks and implemented due diligence measures to set targets for risk reduction. The ESG factors tabulated in the section 'Very High' of the materiality analysis (see below) can be found in this risk assessment as they are a translation of the shifting focus within society and the industry.

IMPACT ON OUR BUSINESS AND ASSET VALUE

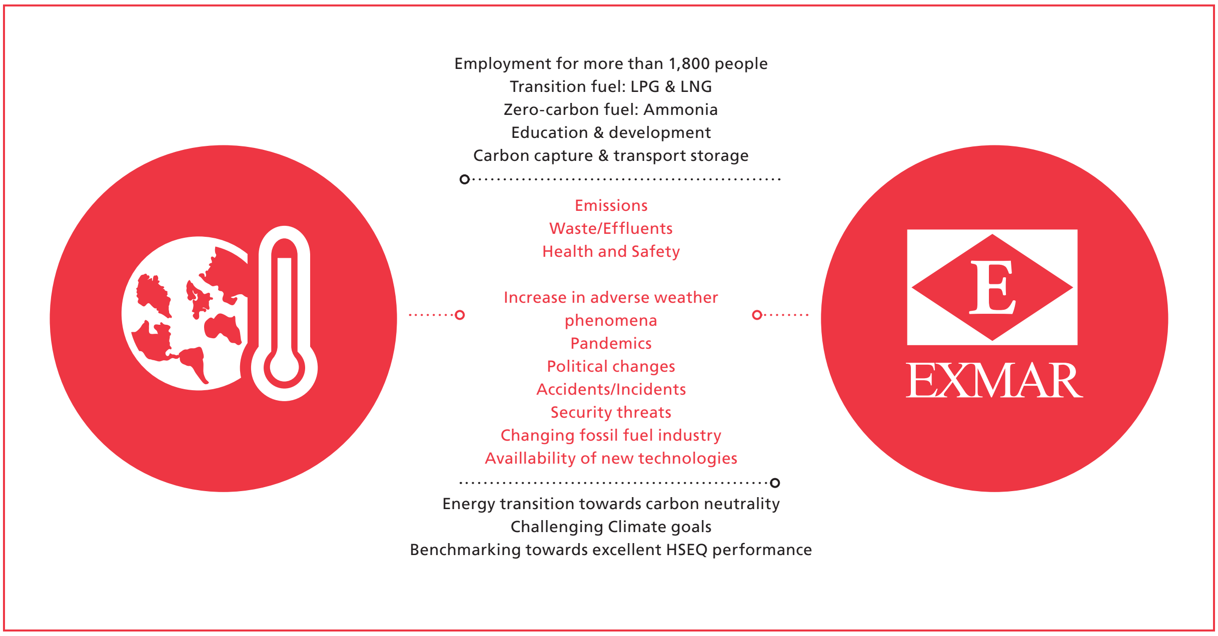
In the short term, climate change leads to more frequent extreme weather events, leading to increased risks to shipping and ports from more severe weather conditions. The impact of such events can be material, including damage to people, vessels, environment, and an increase in costs due to unexpected re-routing of vessels. EXMAR continues to strengthen the weather monitoring via our weather routing software, lowering the threshold when seeking additional weather routing advice while balancing energy efficiency and navigational safety. As safety is a never-ending journey, we are committed to ongoing improvements.

We also observe a reducing appetite with financiers and investors for businesses and assets with a negative impact on climate change. In this respect, EXMAR adheres to the Poseidon principles, which provide a framework for responsible ship financing. Under these principles, the leading shipping banks and financial institutions measure and publicise whether their shipping portfolios are in line with climate goals set. Furthermore, EXMAR is actively using its knowhow and leading market position in the seaborne transport of ammonia for the development of the first seagoing vessels running on (green) ammonia. In this respect, EXMAR lifted the option with a shipyard on 2 Midsize gas carriers with dual fuel ammonia propulsion.

In the medium to long term, we expect the market value of vessels to be subject to different climate change related events and developing technologies. As a result of more extreme weather conditions, we anticipate an increase of operational challenges and concerns (e.g. re-routing, increase of incidents), impacting the earnings and valuation of a vessel. Also, a shifting demand from clients in their path to carbon neutrality will have a favourable impact on the value of vessels that match their requirements.

In the long term, we foresee an increased demand for low carbon vessels, having an adverse impact on earnings and valuation of older vessels with higher consumption. In this respect, EXMAR is actively investing in the rejuvenation of its fleet, having ordered six newbuilds with higher capacity and four with LPG dual fuel propulsion and two with ammonia dual fuel propulsion. In parallel, some of the older vessels in the fleet were sold in 2023 (Bastogne, Sombeke and Libramont).

Furthermore, EXMAR actively invests in R&D for low emission technologies and is exploring the use of commercially viable zero/low emission fuel propelled vessels. We expect this impact to be gradually and over the medium to long term. Accordingly, EXMAR is continuously evaluating the commercial viability of its fleet and actively invests and disinvests to maintain a state-of-the-art fleet.



EXMAR'S IMPACT ON THE WORLD

EXMAR is conscious about its own impact on the environment and is engaging to reduce its own impact and mobilises its engineering knowhow and technical skills to develop solutions.

- EXMAR is a specialist in the deep-sea transport and transformation of natural gas that is designated -under conditions- by the EU as a transitional fuel that helps to accelerate the shift in fossil fuels - from crude oil and coal towards LNG and LPG - to a climate-neutral future.
- In relation to the EXMAR fleet and other vessels under management, as the dedicated fleet manager, EXMAR Shipmanagement respects and applies the highest HSEQ standards and strives towards excellence in its performance.
- EXMAR adheres to the Poseidon principles. Under these principles, the leading shipping banks and financial institutions measure and publish whether their shipping portfolios are in line with climate goals set by the International Maritime Organization.
- EXMAR actively explores the potential of its knowhow in the seaborne transport of gas molecules for different carbon capture and storage projects to support its industrial clients in their decarbonisation strategy.
- Furthermore, EXMAR is actively exploring to use its knowhow and leading market position in the seaborne transport of ammonia for the development of the first seagoing vessels that run on (green) ammonia.

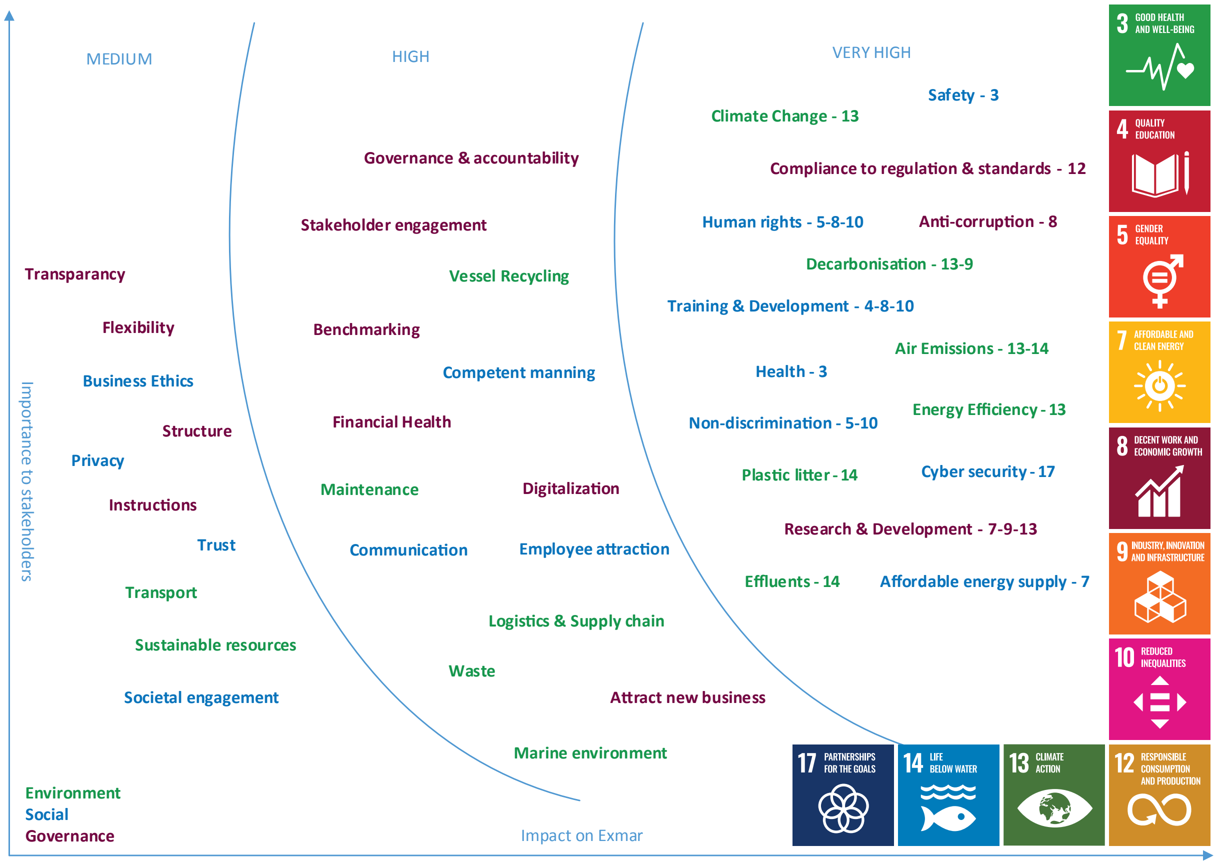
The interested reader will find more details on these above initiatives throughout this annual report.

▲ "Five characters in a boot (verso)" Mu.ZEE
Photographer: Cedric Verhelst

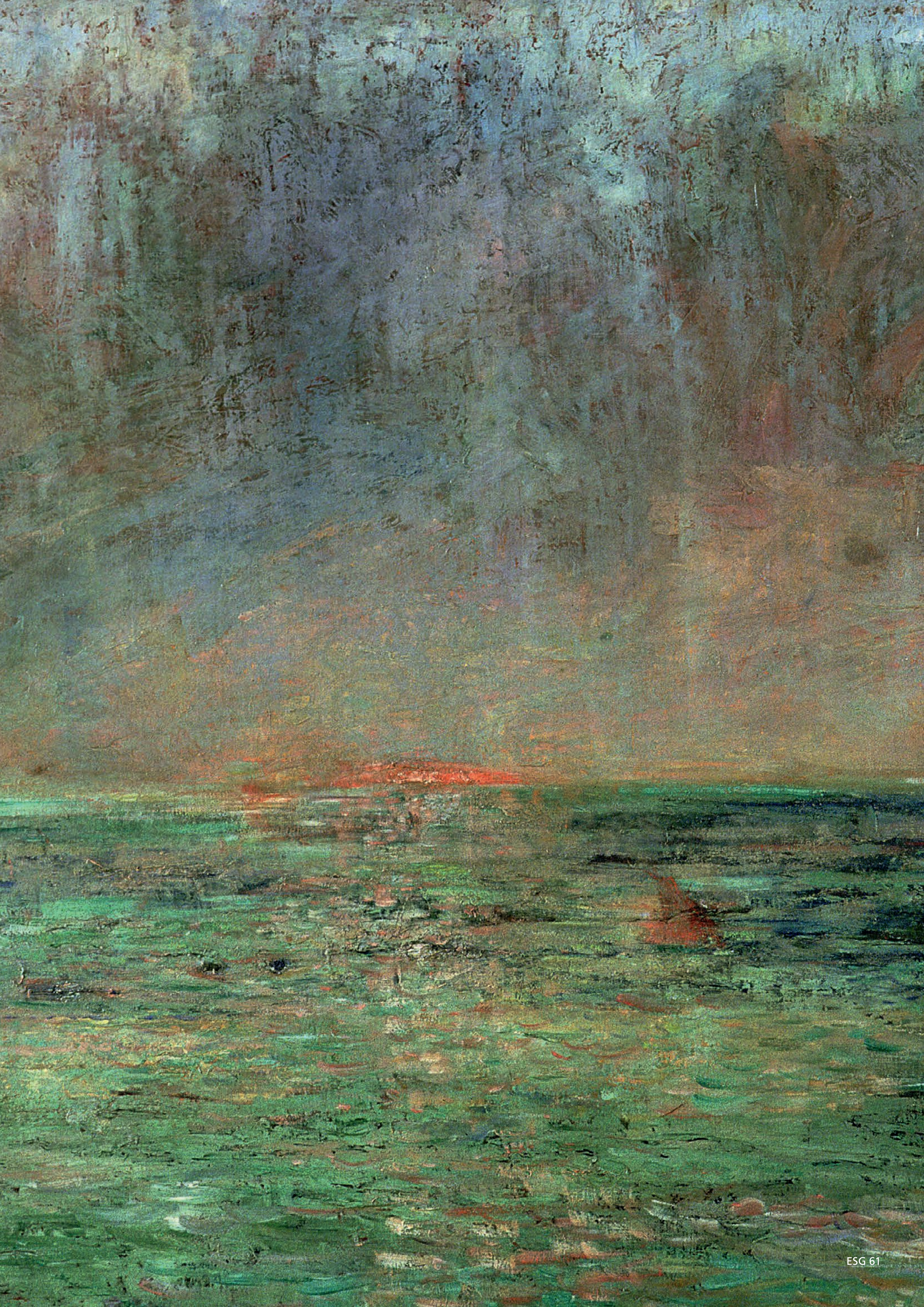
EXMAR Goals

MATERIALITY ANALYSIS

On a yearly basis, EXMAR performs a materiality analysis in which ESG factors considered important by its stakeholders are weighed against their (potential) impact on the Company as well as the Company's impact on its environment. The ESG factors tabulated in the section 'Very High' are elected as the EXMAR key ESG topics which are classed as per the UN Sustainable Development Goals (SDGs).



"Large seascape - Sunset" Mu.ZEE. ▶
Photographer: Danny De Kievith



GOALS

	Type	Risk	Due Diligence	Ambition	Timeframe
Climate Impact	**Emissions**	Climate mitigation	Increase Energy Efficiency by subscribing to ISO$_5$0001 and optimizing vessel operations (SEEMP & Energy Manual in SMS), Comply with MARPOL Annex VI (VOC/ODS), Evaluate logistic air freights basis emissions to optimize transport, Travel policy for air travel by personnel, Ban on incineration of plastic **waste** by fleet, **Training** of personnel on **energy efficiency**, Track emissions of fleet in digital platform, Regulatory reporting of emissions a/p EU MRV, UK MRV and IMO DCS	Increase **Energy Efficiency** (and thus minimize fuel consumption) by efficient new vessel design (EEDI)	Continuous
				Decarbonisation: As a minimum	
				- reduce average CO_2 emissions per transport work by 40% by 2030	Mid term (<2030)
				- reduce average CO_2 emissions per transport work by 70% by 2050	Long term (<2050)
				- reduce total annual GHG emissions of the company by at least 50% by 2050 (reference year 2008)	Long term (<2050)
				- aim to surpass the IMO targets towards reaching future regulations for shipping under EU Green Deal	Long term (<2050)
				- Follow up on EEXI standard for existing vessels and CII in line with regulations	Continuous
				Increased digitalization and performance monitoring allowing more in-depth data analysis of vessel performance, report under CSRD and identify areas of improvement; streamline digital platform integration throughout the company and expand automatic sensor data monitoring and sharing	Short term (2024)
				Finetune and validate Scope 1, Scope 2 & 3 emissions of the entire company, to define areas of improvements	Short term (2024)
	Waste	Impact on Marine life Impact on Land degradation Reputation damage	Single Use **Plastics** ban implemented in supply chain, **Compliance** to MARPOL Annex V, 'Price Inquiry Messages' to suppliers include ISO 14001 requirements on packaging, Ban on incineration of plastic waste by fleet to allow recycling, Inventory of Hazardous Materials (EU SRR), Track fleet waste in digital platform	Monitor potable water quality of fountains on vessels (on-board production)	Short term (2023)
				Reduce **plastic waste** production by 30% compared to 2020	Short term (2024)
				Implement flag approved electronic garbage record book	Short Term (2024)
	Effluents	Impact on Marine life Contribute to Invasive species Breach of regulations Reputation damage	Compliance to MARPOL Annex I, SOPEP-SMPEP & NTVRP, Sewage Treatment Plants, Use of cleaning agents and additives of which **effluents** are not harmful to the marine environment, Company requirements w.r.t. **effluent** management (sewage, grey water, bilge water, scrubber **effluent**, deck wash water, ballast water, biofouling waste and sediments, etc.) described in the Environmental Manual in SMS, BWMP for all fleet vessels, regular hull & propeller in-water inspections & cleaning, **Training** of personnel, Close monitoring of regulatory changes to ensure compliance, track **effluents** of fleet in digital platform(s-Insight)	Implement a Biofouling Management Plan on the fleet	Short term (2024)
				Review ballast water management plan on board all vessels in the fleet	Short term (2024)
				Implement flag approved Electronic ballast water, ozone depleting substances, NO_x and scrubber record book	Short term (2024)

	Type	Risk	Due Diligence	Ambition	Timeframe
	Natural Resources	Deplete natural resources	Increase **Energy Efficiency** (and thus minimize fuel consumption) by efficient vessel design (EEDI), ISO 50001 and optimize vessel operations (SEEMP & Energy manual in SMS), ISO 14001 and Environment manual in SMS, Decrease use of paper/hardware via increased digitalization, Galley coaching program to optimize consumption and reduce waste, Close monitoring of regulatory changes to ensure compliance, Track fuel consumption of fleet in digital platform	Monitor **innovations** in the shipping industry to increase efforts on sustainability Increase cooperation with local industries and through world supply chain to drive transition to circular economy Contribute to **affordable energy supply** by taking part in market competition	Continuous Long term (<2050) Mid term (2030)
Physical Risk	**Adverse weather**	Safety of life Delays Damages Increased consumption of fleet	Route optimization software (SPOS9) installed and enforced through SMS Vessel routing monitored by headquarters Fixed projects certified by Classification Societies under the most stringent environmental conditions at the selected site to ensure **safety** of the unit and protection of the environment	Streamline digital platform integration throughout the company	Short term (2024)
	Pandemics	Crew availability Crew **welfare & health** Compliance with contract duration	Monitor via WHO on Covid, Ebola, influenza etc Ensure all obligatory vaccinations are given	Develop a generic pandemic response plan script	Mid term (<2030)

▲ "Christ Calming the Storm" Mu.ZEE
Photographer: Hugo Maertens

	Type	Risk	Due Diligence	Ambition	Timeframe
Transition Risk	**Political – safety of shipping / sanctions**	Attacks Damages, casualties Reputation damage	Close monitoring of flag state **requirements** and security of shipping worldwide, ship security plans & ship security officer, company security officer, gathering information from authoritative and or industry organizations as well as from specialized consultants, Code of Business **Ethics** (denouncing trade with sanctioned countries and ensuring **anti-corruption**) uphold **human rights** and **non-discrimination** through Code of Business Etics and standardized contracts of employment Maritime **Cyber** Risk Management procedures and cyber security response plan **Regulatory** compliance	Evaluate business opportunities in developing nations to aid energy transition and local **development**	Mid term (<2030)
	Legal – accidents / incidents	Loss of clients Reputation damage Lack of regulatory framework of new technologies	**Safety** Management System, **Safety** campaigns, Close monitoring of **regulatory** changes, **Training** and employment of qualified personnel in line with fixed matrices, Advocate for and participate in workgroups with industry bodies to amend/set-up clear regulations on new regulation and technologies such as Ammonia as fuel.	Minimize accidents and incidents as much as reasonably practicable Issue Safety campaigns and share incidents and near misses Continuous training and development of our crew	Short term (2024) Short term (2024) Continuous
	Market	Reduction in fossil fuel availability Market increase in **energy efficient** ships (EEXI/EEDI) will reduce demand for less efficient (older) vessels	Monitoring of market evolution: expected increase in LNG/LPG overhaul as transition fuel in **decarbonisation**	Invest in **research** on ammonia and CO_2 transport once transition fuels may no longer be desired under **decarbonisation** Participate in **research** and develop solutions for large scale renewable energy transport under the form of hydrogen, e-ammonia, e-methanol, e-LNG or LOHCs. **Invest** in future-proof sustainably fuelled vessels Divest older tonnage	Mid term (<2030) Mid term (<2030) Long term (<2050) Mid term (<2030)
	Technology	Availability of technology to support decarbonisation **Safety** of new technology	Close monitoring of regulatory changes to ensure compliance and **safety** of new systems Close **interaction** with long-term suppliers and makers to evaluate new technologies	Close monitoring of regulatory changes and technological developments to select the solution with highest potential on carbon emission savings on the road to **decarbonisation** **Work** closely together with equipment manufacturers (engine makers/process design) on alternative fueled vessels	Mid term (<2030) Mid term (<2030)
	Reputation	Company based on fossil fuel industry	Invest in alternative fuels and new technologies on the road to decarbonisation	Highlight the importance of LPG cargo transport for secondary markets (sustain petrochemical and fertilizer markets) and to aid **decarbonisation** Invest in **research and development** of green ammonia and green hydrogen (or other alternative fuels) and captured CO_2 to close the gap for transport of these products Increase **cooperation** with local industries and world supply chain to drive transition to circular economy	Mid term (<2030) Long term (<2050) Long term (<2050)

Environment

CLIMATE CHANGE

Climate change is one of the major long-term risks of EXMAR. Our attention focuses on decarbonisation, both in factories, as on board of our vessels. Even though shipping is the most efficient low-cost transportation and is important for the growth and development of any economy, the industry is estimated to account for between 2.5-3% of global CO_2 emissions.

Decarbonisation is one of EXMAR's key ESG key topics and we actively respond by:

Gas molecules as a transition

- As far as the nature of the cargo is concerned, the majority of EXMAR's fleet is already capable to transport (green) ammonia that has the potential to become an important sustainable energy carrier.

Strong design

- EXMAR actively invests in R&D for low emission technologies and is exploring the use of commercially viable zero/low emission fuel propelled vessels. We expect this impact to be gradual over the medium to long term. Accordingly, EXMAR is continuously evaluating the commercial viability of its fleet and actively invests and divests to maintain a state-of-the-art fleet.
- The latest newcomers in our fleet are equipped with innovative designs that improve their environmental performance when compared to their peers. As an example, our two VLGCs run on LPG as fuel.

Efficient Operation

- The CII (see below) improvement actions are incorporated in the Shipboard Energy Efficiency Management Plan (SEEMP), which is currently exceeding regulatory compliance by being subject to ISO 50001 certification. The impact of the EEXI regulations on our existing fleet portfolio has been assessed.
- Bexco is integrating Environmental Product Declaration (EPD) to show its commitment to measuring and reducing the environmental impact of its products and services and report these impacts in a transparent way. With an EPD, manufacturers report comparable, objective, and third-party verified data that show the good, bad and evil about the environmental performance of their products and services.

Innovation and Engineering

- We analyse our activity portfolio to play an active role on the path towards decarbonisation by supplying the alternative fuels needed in the energy transition.
- We invest in research and development on the potential of carbon-neutral fuels such as (green) hydrogen and (green) ammonia to aid the industry in reaching its carbon neutrality goal. In addition, the potential of carbon capture for storage calls for means of transportation and therefore EXMAR is actively participating in the development of CO_2 carriers.

REGULATORY CLIMATE MITIGATION

To reduce emissions of greenhouse gases (GHG) from international shipping, the IMO and the EU are setting up mandatory measures to accelerate decarbonisation.

International Maritime Organisation (IMO)

On worldwide level, IMO wants to reach a reduction of the total GHG emissions from the international shipping industry by at least 40% by 2030 and by at least 70% by 2040. To achieve that goal, zero or near-zero GHG emission technologies, fuels and/or energy sources must represent at least 5% of the used energy by international shipping by 2030 (all compared to 2008 baseline). Additionally, IMO's ultimate goal is to achieve net-zero GHG emissions by or around 2050. Accordingly:

Strong design

- More stringent EEDI levels for new build ships were imposed.

Efficient Operation

- A similar standard as EEDI is finalized for existing ships i.e. the EEXI standard.
- A Carbon Intensity Index (CII) is implemented tracking a vessel's effective carbon emissions versus its cargo carrying capacity. The CII of each vessel will be evaluated yearly and will become increasingly more stringent towards 2050. Companies will need to present improvement plans on their vessel's CII.

VESSEL NAME	2023
Kallo	A
Flanders Innovation	B
Flanders Pioneer	B
Kaprijke	B
Knokke	B
Kontich	B
Kortrijk	B
Waregem	B
Wepion	B
Kapellen	C
Koksijde	C
Kruibeke	C
Waasmunster	C
Warisoulx	C
Warinsart	D
Excalibur	E

European Union (EU) Green deal

The European Commission's Fit for 55 packages is their roadmap to achieve climate neutrality in 2050. As one of the measures shipping is included in the **EU Emissions Trading System (EU ETS)**, entering into force as from 01/01/2024. This regulation is merged with the **EU Monitoring, Reporting and Verification Regulation (EU MRV)**.

The EU ETS works using a 'cap-and-trade' principle. A cap (limit) is set on the total amount of greenhouse gas emissions that can be emitted by the industry. Over time this cap is reduced, resulting in a gradual reduction of total emissions. At the end of each year, all entities must hand in EU allowances (EUA) equal to their emissions. Each allowance counts for one ton of CO_2. The intention is that the carbon price promotes and rewards investment in decarbonization technology.

In a first phase, the EU's Emissions Trading System covers CO_2 emissions for vessels above 5,000 gross tonnage (same as the CII regulation), regardless of the flag. The EU ETS includes all emissions from ships calling at an EU port for voyages within the EU (intra-EU) as well as 50% of the emissions from voyages starting or ending outside of the EU (extra-EU voyages), and all emissions at EU berth as reported under EU MRV regulation.

Shipping companies must only surrender allowances for a portion of their emissions during an initial phase-in period, reaching 100% of verified emissions after 3 years, thus in 2026 (40% in 2024, 70% in 2025). The financial impact on EXMAR's net result is expected to be limited, compensating for its own voyages - mainly repositioning off hire. For the client voyages, standard agreements in the industry must include arrangements for the EU ETS related costs. This should incentivise low-carbon solutions and reduce the price difference between alternative fuels and traditional maritime fuels.

The EU MRV/ETS scope will be broadened to include reporting of other greenhouse gases such as methane (CH4) and nitrous oxide (N_2O) emitted by ships. Ships failing to comply with the EU MRV requirements for two or more consecutive periods may be expelled and denied trading in the EU.

The European Economic and Social Committee is developing the **Fuel EU Maritime Proposal**. This will impose a Greenhouse Gas life cycle analysis by 2025 of all energy used on board ships.

All the above mentioned regulation are related to our four environmental strengths: **Gas molecules as transition, efficient operation, strong design and innovation and engineering.**

CORPORATE SUSTAINABILITY REPORTING DIRECTIVE (CSRD)

The European Commission presented the Corporate Sustainability Reporting Directive (CSRD) proposal on 21 April 2021 as part of the European Green Deal and the Sustainable Finance Agenda. The CSRD provides a framework on sustainability information, as our clients and financial markets increasingly ask for access to environmental, social and governance information that is reliable, relevant, and comparable.

This new EU directive modernises, digitalizes, and strengthens the rules about the social and environmental information that companies must report and imposes mandatory sustainability reporting for large companies. The CSRD requires companies to have an audit of the reported sustainability information. EXMAR will apply CSRD reporting in financial year 2024, for reports published in 2025.

Companies subject to the CSRD will have to report according to European Sustainability Reporting Standards (ESRS), published in December 2023 and drafted by the EFRAG (European Financial Reporting Advisory Group), an independent body gathering various stakeholders. Based on these standards, EXMAR is actively preparing to comply with its upcoming CSRD obligations.

AIR EMISSIONS

Air emissions coming from vessels consist out of several elements, some of which are harmful for the environment. Regulations aim to reduce elements and components that have a negative influence on the environment. The shipping industry and EXMAR have taken different initiatives to minimize its related impact.

CO_2

CO_2 is the most known air emission tackled by EEXI, EEDI and CII regulation. The amount of CO_2 a vessel emits is stipulated and to be reduced by operational and technical measures. More info can be found under the decarbonisation topic.

SO_x

Sulphur oxides (SO_x) are harmful to human health, causing respiratory, cardiovascular and lung disease. Once released in the atmosphere, SO_x can lead to acid rain, which impacts crops, forests and aquatic species and contributes to the acidification of the oceans. Reducing these harmful emissions will improve air quality, preserve the environment and protecting human health, especially those living near ports and coasts.

SO_x or Sulphur oxide are addressed by limiting the sulphur content in fuel oil used on board since 2020. IMO sets more stringent limits regarding the percentage of sulphur content in fuel: 0.5% worldwide and in specific regions the limit is even 0.1%. Most ships are using very low sulphur fuel oil (VLSFO) to comply with the new limit. Some vessels use scrubbers to reduce the amount of sulphur in emission gasses. As from 2020 a 77% drop worldwide in overall sulphur oxide emissions from ships – a reduction equivalent to 8.5 million metric tonnes of SO_x has been achieved.

NO_x

NO_x or Nitrogen Oxides plays a major role in several important environmental and human health effects. NO_x reacts with volatile organic compounds in the presence of sunlight to form ozone, which is associated with human health and ecological effects. Further, NO_x and other pollutants react in the air to form compounds contributing to acid deposition, which can damage forests and cause waterways to acidify. Deposition of NO_x can contribute to nuisance growth of algae disrupting the chemical balance of nutrients in water bodies, especially coastal areas. Finally, NO_x also plays a role in several other environmental issues, including formation of particulate matter (PM), decreased visibility and affect global climate change.

NO_x in shipping is regulated via the NO_X Technical Code and the Engine International Air Pollution Prevention Certificate. Engines are divided in three Tier groups indicating the total weighted cycle emission limit [g/kWh] depending on the ship construction date. The Tier III controls apply only to the specified ships while operate in Emission Control Areas (ECA) established to limit NO_x emissions. Outside such areas the Tier II controls apply. Two vessels in our fleet follow Tier III controls and have a Selective Catalytic Reduction (SCR). This is an exhaust gas after-treatment technology has a NO_x abatement capability of more than 80%.

ENERGY EFFICIENCY

13 CLIMATE ACTION

SEEMP

To monitor and improve energy efficiency, EXMAR's Energy Management System builds on the core document called the Ship Energy Efficiency Management Plan (SEEMP). This plan is used to control and optimize a ship's performance over time through tracking the fuel consumption per nautical mile (FOC/nm). It is a ship specific document and splits into three parts:

- Part I is providing guidance with measures on how the vessel can address efficiency on board.
- Part II is the fuel oil consumption data collection plan. All consumers, emission factors, methods of measuring consumption, distance travelled, hours underway and the reporting process is stipulated in this plan.
- Part III lays out the plan to improve the CII for the next three years.

Apart from the destination and arrival time of the ships, which charterers control, there are a variety of measures to improve efficiency which can be measured through the FOC/nm. Such measures range from trim optimization to weather routing, speed optimisation, hull coating, hull and propeller cleaning, engine performance monitoring and electrical power management. The link between fuel consumption and air emissions explains why EXMAR spends so much attention to increasing vessel efficiency both in operation and during design.

EXMAR uses a class-approved data dashboard system to accurately track the efficiency of its vessels and monitor deviations. The data of this dashboard system is followed-up both by office and vessel personnel and plays a crucial role in improving the energy efficient management of the fleet. Trends can be reviewed and needed actions identified i.e. comparing sister vessel, defining trends, identifying need for maintenance interventions, adjustment of engine parameters or hull and propeller cleaning.

Further digitalizing by assessing the applicability of electronic record books which are gradually being approved by the Flag Administration is allowing data to be accessible at any time for analysis and improvement.

EXMAR is actively working on expanding on-line sensor monitoring systems by which the parameters of equipment installed on board are automatically fed into the data dashboard system. This increased digitalization and direct data link reduces the workload of on board personnel for data collection and allows for data enhancement and increased data analysis.

Metric/Materiality	Unit	2023	2022	2021	Target	Remark
EXMAR SHIPPING & INFRASTRUCTURE (EXCLUDING ENGINEERING DVO&EOC)						
CO_2 Scope 1 (1) (Fuel consumed during offhire and office footprint)	Metric ton	**4,405**	545,596	591,735	See CII	Majority fuel consumed by fleet shifted to scope 3 since EXMAR does not buy the fuel
CO_2 Scope 3 (fuel consumed by fleet and air travel)	Metric Ton	**4,863,553**	NA	NA	NA	Majority fuel consumed by fleet shifted to scope 3 since EXMAR does not buy the fuel
Distance travelled	NM	**1,827,553**	1,993,781	1,925,558	SEE CII	More vessels sailing on worldwide trade, longer voyages, less ports
Number of port calls	Number	**1,910**	1,375	1,609	NA	
Operating days	Number	**11,035**	11,387	11,623	*NA*	Departure of older vessels
Average age	Number	**11,22**	10.63	10.94	*NA*	Selling older tonnage
Fleet	DWT	**741,415.02**	772,882.18	850,035	*NA*	Sale of older vessels
Number of ships	Number	**32**	35	37	*NA*	Sold Bastogne, Libramont, Sombeke
LPG carried	Metric ton	**3,016,864**	4,301,374	6,233,054	*NA*	Longer trade
Ammonia carried	Metric ton	**1,598,380**	1,907,075	1,618,772	*NA*	
LNG carried	Metric ton	**3,583,588**	0	502,243	*NA*	
Petrochemical gases	Metric ton	**100,862**	117,358	341,804	*NA*	
Fuel consumption	Metric ton	**154,307**	175,370	191,632	Optimize	Reduction due to fleet composition
Of which HFO	Gigajoules	**5,302,588**	5,952,008	5,321,024	Optimize	HFO includes LSFO
Of which MGO / MDO	Gigajoules	**1,028,035**	1,002,580	1,395,108	Optimize	
Of which LNG	Gigajoules	**120,603**	15,054	1,058,702	Optimize	
Of which LPG	Gigajoules	**171,773**	258,447	36,082	Optimize	
Energy consumed	Gigajoules	**6,523,999**	7,228,088	7,811,895	Optimize	
NO_x	Metric ton	**10,284**	11,450	11,096	NA	
SO_x	Metric ton	**2,125**	1,207	996	NA	Less trade in SECA area
Particular matter	Metric ton	**590**	635	779	NA	
Oil spills	Overboard (Number / M^3)	**0**	0	0		
	Inboard (Number / M^3)	**1 event 3.1m³**	2 events 0.5m³	1 event 0.3m³	0	
Plastic waste (Category A)	Cbm	**954.76**	1,010.20	922	5% Reduction	Action on plastic wasre reduction
Food waste (Category B)	Cbm	**423.22**	425.64	NA	NA	
Domestic waste (Category C)	Cbm	**1,602.12**	1,760.57	NA	NA	
Cooking Oil (Category D)	Cbm	**9.95**	6.55	NA	NA	
Incinerator Ashes (Category E)	Cbm	**23.13**	31.83	NA	NA	
Operational waste (Category F)	Cbm	**360.21**	372.10	NA	NA	
Animal carcasses (Category G)	Cbm	**0**	2.30	NA	NA	
Fishing gear (Category H)	Cbm	**0**	0	NA	NA	
E-waste (Category I)	Cbm	**29.115**	19.72	NA	NA	
Cargo Residues (Category J)	Cbm	**0**	0	NA	NA	
TOTAL GARBAGE	Cbm	**3402.49**	3,628.90	NA	NA	

Metric/Materiality	Unit	2023	2022	2021	Target	Remark
EXMAR SHIPPING (EXCLUDING INFRASTRUCTURE)						
AER < required[1]	%	**-9**	-11	-27	Regulatory compliance	Target trajectory value more stringent (Poseidon Principlas 2023)
EEDI < required[2]	%	**-17**	-17.0	-17.5	Regulatory compliance	Increase due to delivery Flanders vessels 2021
CII fleet C-score or better	%	**88.89**	60	NA	80	Excluding fully pressurised
Ballast water treatment	Exchange %	**7.14**	26	36	0	More vessels equipped with Ballast Water Treatment System
	Treatment %	**92.86**	74	64	100	
EXMAR OFFICES						
Domestic waste	kg	**298,270**	249,209	NA		
Garbage Plastic	kg	**36,268**	44,561	NA		
Paper waste	kg	**159,571**	NA	NA		
Electricity	kWh	**1,993,755**	1,830,226	NA		
Gas	kWh	**1,097,829**	NA	NA		
Water	M^3	**124,768**	NA	NA		
Cars	Number	**105**	108	NA		
Car Fuel - Diesel	Liter	**55,255**	56,834	NA		
Car Fuel – Petrol	Liter	**75,266**	77,416	NA		
Car Fuel - Electric	kWh	**16,699**	17,176	NA		
SOCIAL						
Existing contractors audited (incl. social criteria)	Number	**2**	5	3		
New contractors checked	Number	**728**	122	53		
Breach of customer privacy and loss of data	Number	**0**	0	0		
Cyber attacks – Emails stopped	%	**48.3**	54.7	54.5		

1 Delta of average AER fleet compared to Poseidon Principle target trajectory value of the year in %

2 Delta of average EEDI new vessels in fleet compared to regulatory required EEDI at newbuilding (applicable for vessels built >2013) in %

EFFLUENTS

With the right measures, the environmental impact of effluents of a vessel can be minimized. EXMAR has a variety of measures in place to reach this goal.

Sewage / Grey Water

Sewage and grey water are the waste water coming from vessel sanitary facilities. All EXMAR vessels are equipped with a Class type approved sewage treatment plant assuring no contaminated water is discharged into the sea. To monitor the performance of the sewage treatment plants sewage sampling is being conducted on vessels calling US ports.

Bilge water

The bilge water of a vessel is generally foul and noxious containing fluids from machinery spaces, internal drainage systems, sludge tanks and various other sources. On the EXMAR vessels, the mixture is collected in the bilge water holding tank and controlled by pollution prevention equipment. This contains a 15 ppm bilge separator, 15 ppm bilge alarm and auto stopping device. It is regulated by MARPOL[3] and prevents oil to be discharged in the water.

Biofouling Management Plan

We continuously monitor the efficiency of our vessels and plan hull cleanings accordingly. In certain operational locations, a biofouling management plan is in use for our vessels. It provides guidance on how to minimize evasive species that can grow on the vessels hull.

Scrubber effluent

Scrubbers are used to reduce the amount of sulphur in emission gasses and produce scrubber effluent as a by-product. This scrubber effluent is managed following international and local regulations.

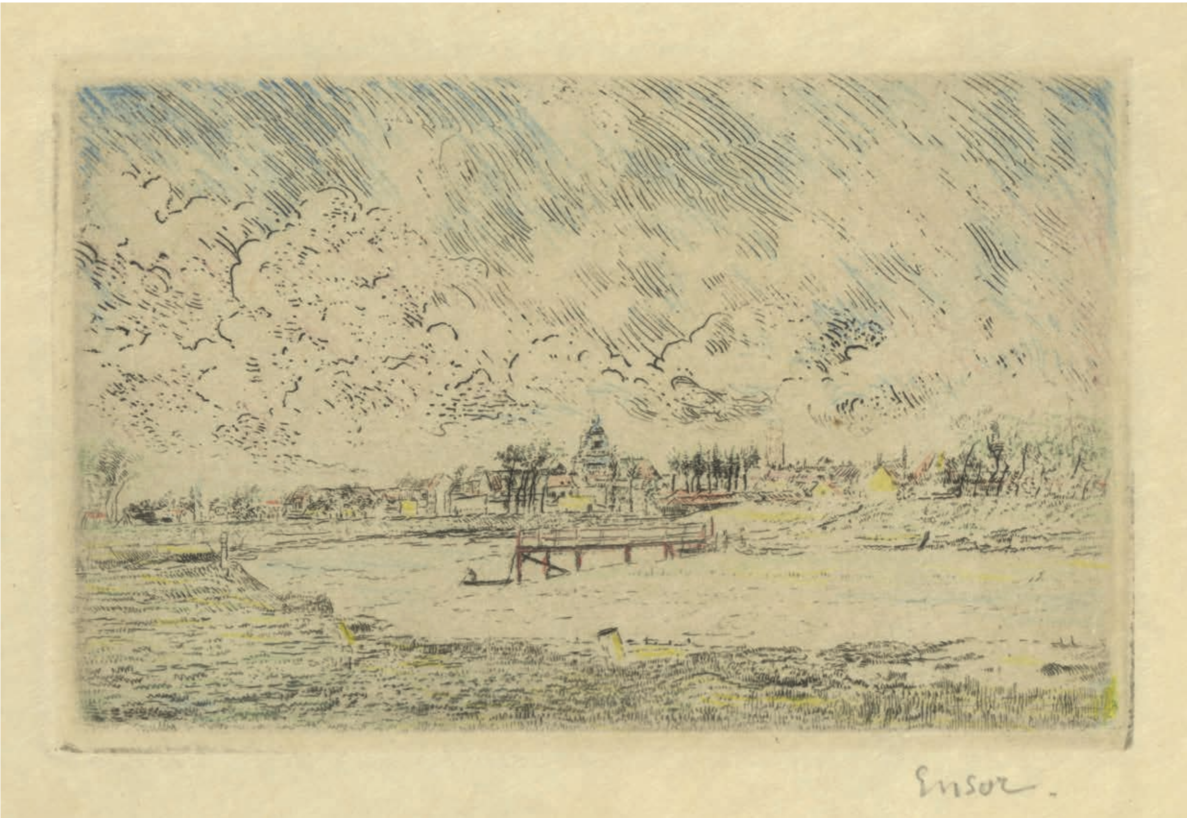
Garbage Management

The Garbage Management Plan is used to manage garbage on board. All garbage produced by the vessel that is discharged must be logged in the Garbage Record Book. We go beyond compliance by banning single-used plastics on board, prohibiting to incinerate cooking oil and plastics (stimulating recycling) and reporting alleged inadequacies of port reception facilities.

Reduction of single use plastic waste

EXMAR fully adheres to the IMO Action Plan (2018) and Strategy (2021) to address marine plastic litter from ships. We have translated it in in our organisation by installing potable water fountains on board to ban the plastic water bottles. The introduction of potable water fountains results in a reduction in plastic waste, which in turn reduces the costs as less waste landing is required and no more bottled water is bought. The installation is of the highest standard and tested frequently, always assuring safe drinking water for the crew.

3 *International Convention for the Prevention of Pollution from Ships*



▲ "View of Nieuwpoort" MSK Ghent
Photographer: Cedric Verhelst

Vessel Recycling

The Inventory of Hazardous Material (IHM) on board our fleet is managed by a digital IHM maintenance system allowing all new materials installed to be carefully assessed according their hazard to both health and environment. This maps all potential health hazards to crew and yard personnel during the recycling of the vessel. Threats to the environment can be assessed in advance and managed safely. Therefore, EXMAR Shipmanagement is fully compliant with the Hong Kong Convention (entering into force in 2026) and EU Ship Recycling regulation.

Social

ACT AS ONE FAMILY

Next to the focus on innovation, operations, and flexibility to exceed the customer's needs, EXMAR highly values the importance of its employees. One of EXMAR's guiding principles is that the continued creativity, energy, and commitment of its people bring added value to the business. EXMAR's goal is to remain an attractive employer and focuses on connecting, engaging, and empowering their employees through various initiatives. It is crucial to continuously invest in the employees' personal development and improvement. As one team EXMAR engages its employees to work together in achieving the common goals.

EMPLOYMENT

EXMAR employs 1,923 people across the world of which 1,514 are seafarers. With approximately an equal share of women and men in the office and employees from many different cultures, ages, and backgrounds, EXMAR spends careful attention towards diversified teams.

EXMAR commits to provide its employees to actively develop themselves, bringing out the best of people gets the energy going. To make this work, the necessary tools and trainings are foreseen to ensure one can do one's job to their full potential and grow further.

Regular meetings are conducted between the head of department and the employee providing continuous feedback. Development is properly guided with training opportunities and promotional follow up to ensure high employment retention rates. Both on-board and ashore, EXMAR implements a company-controlled evaluation process whereby employees are evaluated three times over the year or during their contract on board.

For our seafarers we have very valuable alliance with our Manning Agents whether it is with in-house knowledge of EXMAR Shipmanagement or a Third-Party Company. Manning agents are a strong local partners sharing the Company values and are closely connected to the seafarers. Crew manning agents are audited annually by EXMAR headquarters through the internal audit system.

TRAINING AND DEVELOPMENT

During 2023 EXMAR further developed its training portal, providing a variety of in-house trainings as well as the possibility to book external trainings. Our in-house trainings include courses to optimise the energy efficiency on board, various environmental related topics such as ballast water management systems, hazards of marine fuels, mental health, and other trainings to improve the wellbeing of the crew.

Personnel's training is followed up using fixed training matrixes that vary depending on rank, function and vessel. EXMAR has a mature system in place to follow up on trainings. In 2023 a complete update of the training matrix for our office staff was done, providing the most suitable trainings to support them in their day-to-day operations. This varies from a visit to one of our vessels, to awareness trainings or technical trainings to further enlarge their technical expertise. We encourage information sharing and regularly organise in-house trainings to ensure continuous improvement.

EXMAR maintains close ties with many maritime institutions to identify high potentials in a very early career stage and source our seafarers and future office personnel from the very beginning of their careers. For example, the long-standing cooperation between EXMAR and the Antwerp Maritime Academy as well as the established Caribbean Maritime Training Institute (Jamaica) or the Mapua School and Philcamsat training centre (Philippines). Students are being guided in terms of Master dissertation- topics so that theory and practice are matched where possible.

NON-DISCRIMINATION AND HUMAN RIGHTS

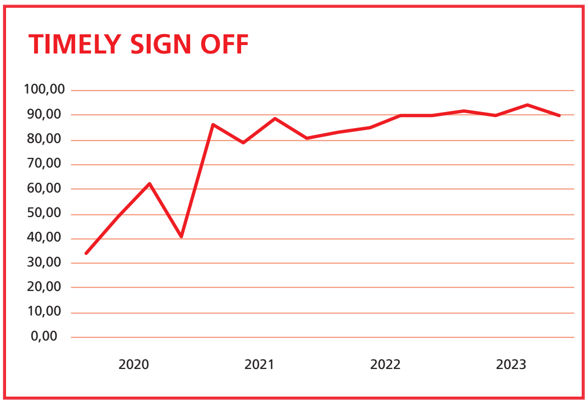
EXMAR strongly believes in multi-nationality. A healthy mix of nationalities is found, both onboard as well as in the office. This mix guarantees the creation of a more neutral culture, a positive atmosphere and enhanced social interaction. EXMAR's experience shows that the Company Culture becomes more dominant when working with a well-diversified group of employees.

EXMAR participates in the ECSA[4]'s 'Equality of opportunity & diversity in the European shipping industry' scheme to protect employees against violence, bullying and sexual harassment on the work floor. Grievances or complaints raised by crew members or by office personnel are treated confidentially under the grievance or whistle-blower policy.

Human rights and non-discrimination are ensured through standardized contracts of employment, Collective Bargaining Agreements (CBA) with both seafarers and office personnel. Apart from the strict compliance with the maximum duration required by the CBA's, EXMAR defines the contract's duration through a crew motivation/satisfaction survey.

4 *European Community Ship-Owners Association*

Contract extensions are avoided as performance and focus decreases and the risk of accidents increases. EXMAR measures the number of seafarers replaced more than 14 days after end of their contract. In total 90% of the sign offs are done on time due to the continuous efforts of the whole team.



INTEGRATION IN OFFICE EMPLOYMENT

EXMAR believes integration is key towards common understanding. In the Head Quarter office in Antwerp both senior and junior officers work temporarily to improve the understanding of office activities and to familiarize more with the Company's procedures and values. EXMAR finds it beneficial to integrate the expertise built up on board by sourcing seafarers for various temporary and permanent functions.

GIVING BACK TO SOCIETY

EXMAR has sponsored the newly build LAB school in Sint-Niklaas, Belgium, an education project where the wellbeing of children is central. EXMAR is patron for many years of VZW Zachte Kracht, a charity that offers young people with special needs the opportunity to sail on a yacht at sea for a day. The organisation is located at the Royal Yacht Club in the Belgian town of Nieuwpoort. EXMAR support several good causes like hockey club Gantoise in Ghent, Belgium.

Bexco works together with 'de Kemphaan' for the covers of their ropes, an inclusive company providing quality employment to people with working disabilities. As another example, Bexco works together with 'Spoorzoeker', an organisation that reaches out to young derailed, unemployed people, to guide them towards the labour market.

SAFETY MATURITY

EXMAR is committed to apply the highest standards and continuously strives to exceed industry standards through innovative processes and with respect for its personnel and the environment in which it operates. EXMAR HSEQ department is continuously looking into ways to optimize processes and improve the company's performance. Quarterly safety steering committee meetings are held to assess and review vessel performance. In addition, regular safety, technical, health,… bulletins, incident alert reviews and if needed immediate accident alerts are issued to the fleet and shore staff.

Taking The Safety Lead (TTSL)

The ultimate objective of taking the safety lead is achieve a culture taking a proactive approach to improve EXMAR practices and behaviour. The EXMAR "taking the safety lead" is a tool to direct people to a much higher level of safety maturity. Under this umbrella safety campaigns are set up focussing on important issues:

- Plastic Waste reduction
- Batteries Awareness
- Designated Person Ashore
- A pair of Gloves to Safety
- Personal Injury Awareness
- Learning Engagement Tool COW
- Several examples of project specific campaigns:
  - Heat Stress Management Campaign
  - Lifting Operation
  - Line of Fire
  - Work At Height
  - Enclosed Space
  - Hot work
  - Housekeeping
  - Simultaneous Operation (SIMOPS)

TTSL is an effective instrument to develop leadership skills of the officers and unleashing the potential of the juniors widening their practical skills anchored with the right mind-set. TTSL cultivates and enhances employee's perception of the EXMAR way of working.

The significant elements TTSL focuses on are the following:

- Risk Management
- Safety leadership
- Health and well being
- Incident Reporting
- Safety Mindset and behaviors
- Training

Control of Work, the key to excellent safety performance

Based on offshore process safety, Control of Work as a method for risk management is integrated in EXMAR working practices. The end goal is to ensure a safety lifestyle through intensive training. The safety performance is analysed, discussed, and shared via a bulletin to the complete fleet. We unfortunately had one Lost Time Incident (LTI) but succeeded for the third year in a row not to have any major incidents or casualties.

The strong and continued commitment by everyone in EXMAR is embedded is all significant elements of Control of Work (COW): daily coordination meeting, permit to work system, job hazard analysis, isolations, toolbox talks, and debriefing, serves as fuel to boost safety and guarantee assurance for a better performance.

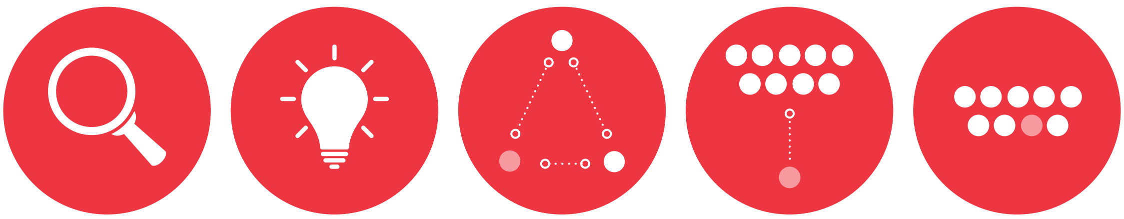
Job Risk Categorization
To perform a job safely, daily coordination meetings are performed to establish the planning of the day and identify low, medium or high risk jobs. The emphasis is on discussing possible simultaneous operations, cross-departmental communication and sharing lessons learnt.

Job risk categorisation is the key to robust risk management. It provides a systematic and structural approach to identify and evaluate risks, guaranteeing a streamlined process of permits and providing a better on-board management focus.

The job hazard analysis (JHA) was developed to control medium-risk jobs. It is a simplified version of the extensive risk assessment template. JHA serves the same purpose as risk assessment and is a tool to train, educate and make junior officers confident in managing the risks of their day-to-day job.

Integration of Safety mindset into Risk Management
The Quick Guide Risk Management booklet integrated with EXMAR's safety vision and mindset provides employees with an in-pocket tool for a wider understanding of the job, correct risk categorisations and assessment. Guiding our crew with the 5 Safety I's to manage risks and the safe execution of the job.

A differentiation is made between preventive and mitigating safeguards during risk management. Emphasis is put on both managing the risk to a level as low as reasonably possible and on reducing the potential outcome if an incident would occur.



INSIGHT INNOVATION INFLUENCE INTERVENTION INTEGRATION

Metric/Materiality	Unit	2023	2022	2021	Target	Remark
EXMAR SHIPPING & INFRASTRUCTURE (EXCLUDING ENGINEERING DVO&EOC)						
HEALTH & SAFETY						
Employee retention rate	Officers (%)	**92.14**	89.47	91.8	>91	
	Ratings (%)	**93.67**	91.75	80.6	>90	
Lost Time Injury Frequency (LTIF)	Rate	**0.18**	0	0.61	<0.5	One lost time injury
Total Recordable Cases Frequency (TRCF)	Rate	**1.45**	0.97	2.32	<2.5	Eight total recordable cases
Near miss reports	Number	**907**	538	370	>800	
Accidents or breakdowns (severity 5)	Number	**2**	0	0	0	Two major breakdowns
Fatalities	Number	**0**	0	0	0	
Audits overdue	Navigational	**2**	0	1	0	Difficult trading pattern
	Internal	**0**	4	0	0	
Conditions of class	Number	**0**	2	2	NA	
Port State Control Inspections	Number	**54**	54	35	NA	
Flawless inspections	%	**72**	85	88	>80	Location of the PSO
Detentions	Number	**0**	0	0	0	
Maintenance overdue (Non-Critical)	%	**1.21**	1.25	3.02	<2.5	Overdue critical maintenance not allowed
Monetary losses because of legal proceedings associated to bribery and corruption	EUR	**0**	0	0	0	
DIVERSITY						
Crew	Number	**1,610**	1,508	1,615	NA	
Female Crew	Number	**47**	24	NA	NA	
Nationalities	Number	**46**	33	43	NA	

Metric/Materiality	Unit	2023	2022	2021	Target	Remark
EXMAR OFFICES						
HEALTH & SAFETY						
Employee retention rate	Office (%)	**92.31**	94.74	83.5	>80	
LTI (Loss Time Injury)		**0**	5	**NA**		
TRC (Total recordable cases)		**0**	2	NA		
DIVERSITY						
Office Personnel	Number	**409**	418	234		
Total share female	%	**34**	46	45		
Nationalities	Number	**21**	22	NA		

HEALTH

Cooperation

EXMAR creates a sense of belonging and motivation for the employees at every level in the company, further developing a sustainable, vivant and healthy work environment. Some examples of activities that took place throughout 2023, bringing the EXMAR colleagues together:

- An informal meeting space where people get the opportunity to gather over lunch or throughout the day to take a break, cross-collaborate and have meetings.
- In June, people from all corners of the EXMAR universe flew in to meet, discuss and party at the global EXMAR conference.
- Organised teambuilding with office and/or crew for example bowling with the crew, the Hercules Trophy or afterwork drinks 'A la marine'.
- Crew conferences in Antwerp (Belgium), Manilla (Philippines) and Lonavala (India). These crew conferences allow EXMAR personnel ashore to interact with the seafarers and minimise the gap between ship and shore. The shore and seaside personnel meet and interact during various workshops and share experience and feedback during the presentations.

Wellbeing

EXMAR continuously invests in several activities to accommodate people's health and work-life balance. A healthy lifestyle (both personally and work-related) is nurtured, and awareness created. Several sports activities are organised to free up the mind of the employees, whilst connecting with colleagues across business units.

Moreover, we train seafarers to look after their own mental health and detect problems with their colleagues. Additionally, we provide English courses, to optimise the communication on board and Leadership training, to build strong teams on board and ashore. To create healthy food habits on board we provide a galley coach to offer international and healthy food on board.

EXMAR gives high attention to living standards and welfare on board, going beyond MLC compliance with comfortable accommodation, an annual welfare budget to provide on board entertainment with latest technology (PS5, XboxOne,…), high quality tap water, free sparkling water and soft drinks, a pragmatic approach on shore leave, hardcopy of the National geographic and industry newsletters (Seaways), gym on board and last but not least: free and unlimited WiFi.

Communication

EXMAR firmly believes in the importance of regular and transparent communication towards all employees. Keeping our employees informed is a crucial aspect in creating a sense of belonging and family. Clear communication is needed to support close cooperation between the different elements of the EXMAR group as well as between personnel ashore and onboard. A close contact between teams ashore operating the fleet and the crew on board is guaranteed through our ICT department. Ensuring enough bandwidth and appropriate communication channels are available to all employees. Via its internal magazine, EXMAR keeps its personnel up to date on the latest company updates across the world.

CYBER SECURITY

Connectivity

EXMAR makes sure to have administration streamlined over clusters and proper access to all data and the ability to easily organize web-meetings without compromising the company standards on IT security. A digital tool called Webex is used for communication with colleagues, for digital meetings and for chat messages and enhances internal communication between employees.

Cyber security

For EXMAR it is very important to have strict security measures in all offices and onboard our assets to align security and provide the same level of protection to all our users, being office users or crew. This includes perimeter security, endpoint detection and response tool in our offices as well as on board our vessels and assets, 24/7 SOC (Security Operations Center) all combined bringing the security of the EXMAR group to the next level. Monitored 24/7 by security professionals to ensure EXMAR's safety in an ever-changing world where cyber criminality is increasing every day.

Looking at our data connections, EXMAR is continuously evaluating the possibilities to improve connections onboard our vessels experimenting new technologies.

ADMINISTRATIVE SIMPLIFICATION

EXMAR continuously invests in new digital tools to improve the workflow both on board and in the office. Extended efforts to further develop EXMAR's programmed maintenance system – Task Assistance - guaranteeing all tools are available to EXMAR personnel on board to upkeep the vessels to highest standard.

In 2023 a project was launched to further digitalize EXMAR's work processes. Investments in the crewing database ADONIS ensure proper crew planning, timely sign off and a solid follow up on crew development and training. EXMAR Shipmanagement strives to a decrease in administration jobs on board through clear policies and procedures.

Governance

Compliance is a crucial part of EXMAR's business strategy and the operations of the whole organisation. EXMAR operates globally and is governed by many diverse and complex regulatory systems.

The latest versions of the EXMAR Governance documents (Corporate Governance Charter including the Dealing Code and Code of Business Ethics) can be found on our website trough following link: www.EXMAR.be/en/investors/corporate-governance

HIGH REGULATORY STANDARD

Compliance audits

There are multiple regulatory instances that check our compliance to both local and international regulations. We have in our office a yearly DOC audit by all flags (Belgium and Liberia) and internal audits. On board of our vessels we have yearly ISM/ISPS/MLC audit by flag state, regular port state control inspections, yearly internal audit and twice a year technical inspection.

Commercial audits and certification

To enable EXMAR to go beyond compliance our vessels have two SIRE[5] vetting inspections, one CDI inspection, an OVID[6] inspection and green award audits. In the office we have regular TMSA audits, in 2023 by Equinor.

Moreover, we are subscribed to several industry standards, including ISO. Bexco, EXMAR Shipmanagement and Wah Kwong Shipmanagement have a detailed Management System and hold ISO 9001 (Quality) and ISO 14001 (environmental) certificates. In addition EXMAR Shipmanagement holds ISO 50001 (Energy efficiency) and ISO 45001 (health and safety) standards. Additionally, some of our vessels are certified by Green Award, a certification and incentive program for shipping to contribute globally to sustainable waterborne transport. Our two newest vessels received an ECO notation by their classification society.

ISO 50001
To monitor energy efficiency, EXMAR Shipmanagement has an Energy Management System established under ISO 50001 certification. Improving efficiency is not only a gain for the environment as less emissions are produced but a reduction in fuel consumption means lower operational costs. Combining these both benefits is the way forward. The link between fuel consumption and air emissions explains why EXMAR spends so much attention to increasing vessel efficiency both in operation and during design.

ISO 14001
In addition to regulatory compliance, EXMAR Shipmanagement has implemented an Environmental Management System that is certified under ISO14001. The Environmental Manual, which is part of the company Safety Management System, sets the company standards on engine room bilge water management, sewage and grey water management, operational waste, garbage management and emissions.

ISO 9001
We operate under an ISO 9001 certified quality management system which includes processes for improvement of the system and the assurance of conformity to customer, statutory and regulatory requirements. We consistently provide services that meets applicable statutory and regulatory requirements and aims to enhance customer satisfaction.

ISO 45001
EXMAR Shipmanagement is committed to provide safe and healthy workplaces by preventing work-related injury and ill-health, as well as to proactively improving its occupational health and safety performance. The company's safety management system has been established and is maintained in accordance with the applicable ISO 45001 standard.

ANTI-CORRUPTION

Anti-corruption is upheld by standardized purchase flows which demand 3-way verification by several employees and by standard tender processes that involve careful evaluation and final selection of suppliers for substantial investments.

By carefully concluding charter party agreements with its clients and by using relevant BIMCO clauses and/or tailor-made anti-bribery, anti-corruption and ethics clauses in addition to regular sanction clauses, EXMAR is able to avoid port calls to countries having a low score in the International Corruption Perception Index.

As part of our commitment against facilitation and bribery EXMAR is part of the Maritime Anti- Corruption Network (MACN). The purpose of the company membership at MACN is to give the tools to our crew to fight against bribery and facilitation. The company procedure gives clear guidelines on anti-bribery procedures for vessels in certain geographical areas.

COMPLIANCE PROGRAM

To ensure optimal compliance with rules and laws and to reduce the risks of infringements and the adverse consequences these could have for EXMAR and all the stakeholders, the Board of Directors decided to implement a compliance program for EXMAR. This program was developed in cooperation with management and external advisers and is based on the international standard COSO Framework (Committee of Sponsoring Organizations). It aims at reaching a permanent state of compliance by means of procedures and structures that are intended to provide continuous improvement.

The compliance program is included in the Compliance Model which describes the structures and procedures used to assess and detect risks, to report and curb violations and finally to make employees aware of the Model, providing them with additional training. The

5 *Ship Inspection Report*
6 *Offshore Vessel Inspection Database*

Compliance Model contains a Compliance Risk Universe, detailing all risks for legal, regulatory and business requirements. Risk assessment criteria are applied and Key Risk / Compliance Officers are appointed. Risks are reported and can be found tabulated in the "Internal control and risk management systems assessment" in Chapter 4 of this report, titled 'Corporate Governance Statement'. Compliance training is made available to help understand and promote the awareness of the compliance model among the employees and crew. Supplementing the Dealing Code and Code of Business Ethics (annex 3 and 4 to the Corporate Governance Charter), EXMAR's Compliance Manual clearly articulates and implements the different compliance policies of the company:

- Antifraud and anti-corruption policies
- Antitrust and competition policy
- Anti-money laundering policy
- Sanctions policy
- Privacy policy
- ICT policy
- HSEQ policy
- Whistleblowing policy
- Intellectual Property policy

EXMAR's Corporate Governance Charter was approved by the Board of Directors on 31st March 2010. The latest update of the Corporate Governance Charter, pursuant to the entry into force of the new Belgian Code of Companies and Associations and the most recent version of the Belgian Corporate Governance Code (the "Code 2020"), was approved by the Board on 3 December 2020. The last update was done in 2023. More information can be found in the investors area on the company website: www.EXMAR.be > Investors.

▲ "Sloops" Mu.ZEE
Photographer: Cedric Verhelst

	Material topic	Company standard	(Inter)national reference
GOVERNANCE			
RISK & REGULATORY ENVIRONMENT	Compliance	Articles of Association, Corporate Governance Charter, Code of Business Ethics	Belgian Corporate Governance Code 2020, Belgian Code of Companies and Associations
		Dealing Code	EU Market Abuse Regulation
		Compliance Model/ / Manual	Committee of Sponsoring Organizations (COSO) 2013 Framework
	Employees health & Safety	HSEQ pPolicy	ISM code, Marine Crew Resource management, Modern Slavery Act
	Climate change	HSEQ pPolicy	EU Green Deal (ETS), IPCC and IMO framework
	Air Emissions	HSEQ pPolicy	IMO Marpol Conventions, EU Sulphur Directives, UNCLOS
	ICT	ICT policy	IMO cyber risk in SMS
		Intellectual Property policy	
	Anti-corruption	Antifraud, whistleblowing	UN Global Compact, US Foreign Corrupt Practices, UK Bribery Act
		Anti-money laundry policy	
	Competition	Anti-trust and competition policy	

	Metric / Materiality	Company standard	2023	2022	2021
BOARD COMPOSITION	Number of Board Meetings	Number	7	6	5
	Number of Board Members	Number	10	10	10
	Board Meeting Attendance	%	97	100	100
	Share of other gender	%	40	40	40
REMUNERATION	Audit fees	1,000 EUR	439	397	389
	Non-audit fees	20	317	204	184
	Board remuneration	1,000 EUR	530	580	580
	EXCO remuneration	1,000 EUR	2,761	1,844	1,355
	CEO remuneration	1,000 EUR	862	1,075	575
ETHICS	Endpoint files & IP's scanned	Number	Switch to AI based system	Switch to AI based system	690,170,000
	Endpoint security compromises	Number	Switch to AI based system	Switch to AI based system	121
	People trained in business ethics	Number	259	205	NA
	Inspections Maritime Labor Convention Inspection	Number	9	12	10
	Remarks Maritime Labor Convention Inspection	Number	1	0	1

BOARD AND REMUNERATION

The composition of the Board and the Committees of EXMAR conforms with the stipulations of the Belgian Code of Companies and Associations (BCCA), the articles of association of EXMAR and the Belgian Corporate Governance Code (Code 2020). The Board of Directors consists of ten members, a sufficient number of directors to ensure proper operations taking into account the specific fields of activity of the company. EXMAR strives to have a diverse Board: directors not only differ in terms of their background, education, age or gender, but also in their independence, experience and professional expertise. This offers a range of perspectives, insights and the critical thinking considered essential to enable efficient decision-making and good governance. As per the Corporate Governance Charter a minimum of four meetings are to be held each year. Additional meetings are organised whenever the interest of the Company requires it.

The Nomination and Remuneration Committee ensures that remuneration is in line with market practice and complies with the Company's Remuneration Policy which adopts provisions and new dispositions of the legislation adopted by the Belgian Parliament and published 26 November 2019 and 6 May 2020 for the implementation of the Second Shareholders' Rights Directive (SRDII), the BCCA and the Code 2020. More information can be found in the Remuneration Report, which describes EXMAR's executive and non-executive remuneration and how executive compensation levels are set considering individual and company performance.

TAXONOMY REGULATION

17 PARTNERSHIPS FOR THE GOALS

The EU Taxonomy is a classification system that lists environmentally sustainable economic activities. It provides companies, investors and policymakers with definitions of activities considered environmentally sustainable and aids to reach the EU's climate and energy targets. EXMAR welcomes the EU efforts to support us in screening, identifying and addressing the most material sustainability topics for our company.

EXMAR is one of the main players in the maritime and offshore services industry. Aside from transporting LNG and LPG, which are considered transitional fuels under the EU Taxonomy, we are pursuing the development of sustainable solutions dedicated to the energy transition. These projects are further described throughout this report.

Eligibility assessment 2023

EXMAR's eligibility assessment analyses the activities described in the Taxonomy Complementary Climate Delegated Act and matches them with our economic activities:

- Evaluate the eligibility through a methodological approach including a detailed analysis of EXMAR's activities.
- Map a correspondence table of business activities and accounting nomenclature as described in the Technical Expert Group (TEG) report and the Taxonomy Climate Delegated Act.

This led to following assessment of EXMAR activities under the EU Taxonomy:

Business Unit	Activity description	Delegated Act Section, Appendix I	Decision on eligibility (Yes / No)
Shipping	Shipping fleet involved in transport of LNG & LPG	6.10: Sea and coastal freight transport, vessels for port operations and auxiliary activities.	Yes
Infrastructure	Exploitation of FSRU & FLNG units and accommodation barges Supporting Services & Engineering (DVO/EOC)	4.3: Electricity generation from wind power - construction or operation of electricity generation facilities that produce electricity from wind power	No (exploitation of units and barges are not an eligible activity + the portion of supporting services & engineering related to possible inclusion in connection with offshore wind are considered insignificant)
Services	EXMAR Shipmanagement (Belgium, India, Singapore and Seavie Caribbean) EXMAR Yachting Bexco	6.10: Sea and coastal freight transport, vessels for port operations and auxiliary activities. 6.11: Sea and coastal passenger water transportation	Yes (the portion of services by Travel Plus & Bexco are excluded)

Activities related to the shipping segment, ship -management services and yachting were assessed as being eligible in line with Annex I of the Climate Delegated Act. Other activities were identified as non-eligible because there was no perfect fit with the description of the activities in the Delegated Act or because they are a minor activity for the Group and not considered significant enough to be reported under the EU Taxonomy.

Alignment assessment

Where eligibility gives a view on the potential of a company to contribute to a sustainable future, alignment of an activity goes beyond and gives a view of the company's current sustainability status. Taxonomy-alignment implies that an activity complies with the requirements enumerated specifically for this activity in the Taxonomy, the so called Technical Screening Criteria and the 'Do no significant harm'-criteria. Put briefly, only when an activity is compliant with the technical screening criteria, the "do no significant harm"-criteria and the minimal safeguards linked to this activity in the Taxonomy is it aligned.

For an activity to align itself with the Taxonomy the first step is to check whether the activity is compliant with the technical screening criteria enlisted in the Taxonomy. These technical screening criteria are generally very elaborate, science based and are based on best practices in the market. For shipping in general, zero direct tailpipe CO_2 emissions is a crucial requirement in the Technical Screening Criteria. A buffer period will apply until 2025 to allow a certain amount of direct emissions, depending on what the vessel is used for. Generally speaking, vessels will meet the criteria if they derive a minimum of 25% of its energy from zero direct emission fuels. However, as there are very few such fuels available and technological breakthroughs are still ahead of us, the shipping industry as a whole, on the basis of these technical screening criteria, will continue to struggle to show the efforts being made to strive towards a more sustainable world.

The results of our screening process based on the analysis of our core assets with the Taxonomy Compass, is attached in below table (toe te voegen na analyse met conso collega's). For EXMAR, given the current state of technology, as explained here above, the result of this alignment exercise is not a surprise. Indeed, on its website, the EU acknowledges that 'currently, there are no commercially viable zero-emission solutions for ocean-going vessels' (https://transport.ec.europa.eu/news/maritime-taxonomy-new-study-contributes-definition-sustainable-economic-activity-2021-05-04_en).

As one of the leading experts in the maritime transport of ammonia, EXMAR is actively investing in research and development of ocean-going vessels that are propelled by ammonia as a fuel. Ammonia is widely used in the chemical industry and is best known as the key ingredient in fertiliser. Colourless and with a pungent smell, the fact that the ammonia molecule (NH_3) is rich with hydrogen makes it perfect to adapt as a fuel. When used as a fuel, the only emissions are water, with no carbon present to make CO_2.

Furthermore, EXMAR wants to point out that its current shipping fleet already largely consists of carriers that can switch between the transport of LPG or ammonia. In a scenario whereby (particular green) ammonia gets traction as a dominant energy carrier following the switch to hydrogen, EXMAR vessels are fully ready to transport such green ammonia.

Results of the taxonomy screening

The KPIs are based on the requirements outlined in the Disclosure Delegated Act of 6 July 2021:

- The proportion of Turnover derived from products or services that are associated with environmentally sustainable activities.
- The proportion of capital expenditure (CAPEX).
- The proportion of operating expenditure (OPEX) related to assets or processes that are associated with environmentally sustainable activities.

EXMAR is preparing its financial statements in accordance with International Financial Reporting Standards (IFRS), as adopted by the European Union. The calculated KPI's mentioned below are based on the EU Taxonomy Regulation definition. Qualitative information is provided to give clarity to the reader on what is included or excluded from the KPI's in comparison with the IFRS financial information.

"Dune Grass" KMSKA ▶
Photographer: Hugo Maertens

KPI 1: TURNOVER

	Shipping	Infra-structure	Services	GROUP
Total USD '000	52.553	371.226	63.539	487.318
Eligible USD '000	52.553	0	18.521	71.075
% - 2023	100%	0%	29%	15%

We refer to Note 4 of the financial statements for a detail of the turnover, which includes both IFRS 15 Revenue from contracts with customers and IFRS 16 Leases related revenue.

KPI 2: CAPEX

	Shipping	Infra-structure	Services	GROUP
Total USD '000	1.340	3.240	3.550	8.130
Eligible USD '000	1.340	0	839	2.179
% - 2023	100%	0%	24%	27%

The capital expenditures consist primarily of the acquisition of vessels (IAS 16 – see also Note 10) and to a lesser degree: acquisition of other property, plant and equipment (IAS 16), right-of-use assets (IFRS 16) and capitalized intangible assets (IAS 38). We refer to Notes 10 through 13 of the financial statements for additional information.

KPI 3: OPEX

	Shipping	Infra-structure	Services	GROUP
Total USD '000	23.329	243.257	38.582	305.168
Eligible USD '000	23.329	0	11.086	34.415
% - 2023	100%	0%	29%	11%

Our operating expenses are made up of the following main categories of expenses:
- vessel expenses
- general and administrative (G&A) expenses
- personnel expenses

We refer to Notes 5, 6 and 7 of the financial statements, respectively for additional information.

We refer to Notes 5, 6 and 7 of the financial statements, respectively for additional information.

Not all of our operating expenses meet the definition of the Opex KPI as defined in the Taxonomy Regulation. We therefore only included vessel expenses crew and maintenance. All other expenses such as insurance, depreciation and impairment, general and administrative expenses … were excluded.

TEMPLATE 1
NUCLEAR AND FOSSIL GAS RELATED ACTIVITIES

Row	Nuclear energy related activities	
1.	The undertaking carries out, funds or has exposures to research, development, demonstration and deployment of innovative electricity generation facilities that produce energy from nuclear processes with minimal waste from the fuel cycle.	NO
2.	The undertaking carries out, funds or has exposures to construction and safe operation of new nuclear installations to produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production, as well as their safety upgrades, using best available technologies.	NO
3.	The undertaking carries out, funds or has exposures to safe operation of existing nuclear installations that produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production from nuclear energy, as well as their safety upgrades.	NO
	Fossil gas related activities	
4.	The undertaking carries out, funds or has exposures to construction or operation of electricity generation facilities that produce electricity using fossil gaseous fuels.	NO
5.	The undertaking carries out, funds or has exposures to construction, refurbishment, and operation of combined heat/cool and power generation facilities using fossil gaseous fuels.	NO
6.	The undertaking carries out, funds or has exposures to construction, refurbishment and operation of heat generation facilities that produce heat/cool using fossil gaseous fuels.	NO

TEMPLATE 2
TAXONOMY-ALIGNED ECONOMIC ACTIVITIES (DENOMINATOR)

Row	Economic activities	Amount and proportion (the information is to be presented in monetary amounts and as percentages)					
		CCM + CCA		Climate change mitigation (CCM)		Climate change adaptation (CCA)	
		Amount	%	Amount	%	Amount	%
1.	Amount and proportion of taxonomy-aligned economic activity referred to in Section 4.26 of Annexes I and II to Delegated Regulation 2021/2139 in the denominator of the applicable KPI	0/0		0/0		0/0	
2.	Amount and proportion of taxonomy-aligned economic activity referred to in Section 4.27 of Annexes I and II to Delegated Regulation 2021/2139 in the denominator of the applicable KPI	0/0		0/0		0/0	
3.	Amount and proportion of taxonomy-aligned economic activity referred to in Section 4.28 of Annexes I and II to Delegated Regulation 2021/2139 in the denominator of the applicable KPI	0/0		0/0		0/0	
4.	Amount and proportion of taxonomy-aligned economic activity referred to in Section 4.29 of Annexes I and II to Delegated Regulation 2021/2139 in the denominator of the applicable KPI	0/0		0/0		0/0	
5.	Amount and proportion of taxonomy-aligned economic activity referred to in Section 4.30 of Annexes I and II to Delegated Regulation 2021/2139 in the denominator of the applicable KPI	0/0		0/0		0/0	
6.	Amount and proportion of taxonomy-aligned economic activity referred to in Section 4.31 of Annexes I and II to Delegated Regulation 2021/2139 in the denominator of the applicable KPI	0/0		0/0		0/0	
7.	**Amount and proportion of other taxonomy-aligned economic activities not referred to in rows 1 to 6 above in the denominator of the applicable KPI**	0/0		0/0		0/0	
8.	**Total applicable KPI**	0/0		0/0		0/0	

TEMPLATE 3
TAXONOMY-ALIGNED
ECONOMIC ACTIVITIES (NUMERATOR)

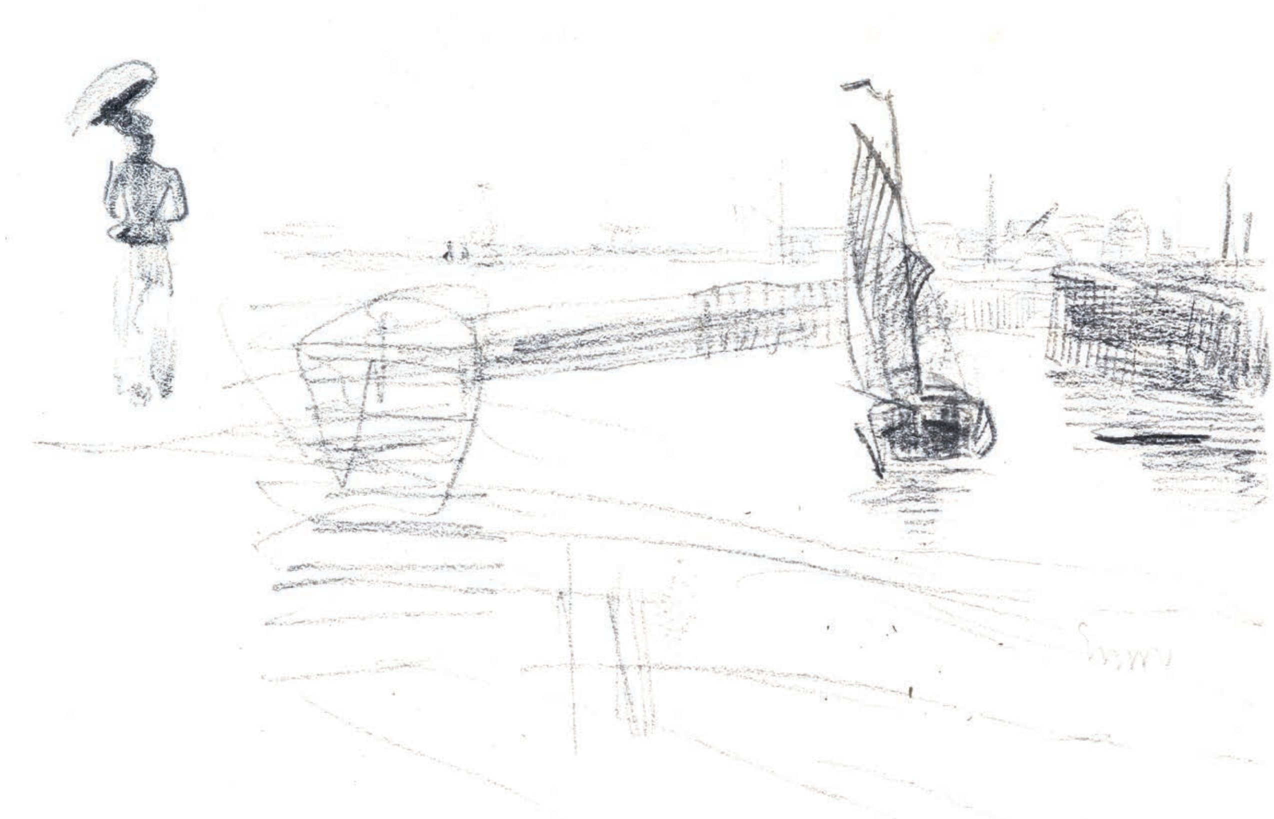
Row	Economic activities	Amount and proportion (the information is to be presented in monetary amounts and as percentages)					
		(CCM+CCA)		Climate change mitigation		Climate change adaptation	
		Amount	%	Amount	%	Amount	%
1.	Amount and proportion of taxonomy-aligned economic activity referred to in Section 4.26 of Annexes I and II to Delegated Regulation 2021/2139 in the numerator of the applicable KPI	0/0		0/0		0/0	
2.	Amount and proportion of taxonomy-aligned economic activity referred to in Section 4.27 of Annexes I and II to Delegated Regulation 2021/2139 in the numerator of the applicable KPI	0/0		0/0		0/0	
3.	Amount and proportion of taxonomy-aligned economic activity referred to in Section 4.28 of Annexes I and II to Delegated Regulation 2021/2139 in the numerator of the applicable KPI	0/0		0/0		0/0	
4.	Amount and proportion of taxonomy-aligned economic activity referred to in Section 4.29 of Annexes I and II to Delegated Regulation 2021/2139 in the numerator of the applicable KPI	0/0		0/0		0/0	
5.	Amount and proportion of taxonomy-aligned economic activity referred to in Section 4.30 of Annexes I and II to Delegated Regulation 2021/2139 in the numerator of the applicable KPI	0/0		0/0		0/0	
6.	Amount and proportion of taxonomy-aligned economic activity referred to in Section 4.31 of Annexes I and II to Delegated Regulation 2021/2139 in the numerator of the applicable KPI	0/0		0/0		0/0	
7.	**Amount and proportion of other taxonomy-aligned economic activities not referred to in rows 1 to 6 above in the numerator of the applicable KPI**	0/0		0/0		0/0	
8.	**Total amount and proportion of taxonomy-aligned economic activities in the numerator of the applicable KPI**	0/0		0/0		0/0	

TEMPLATE 4
TAXONOMY-ELIGIBLE BUT NOT TAXONOMY-ALIGNED ECONOMIC ACTIVITIES

Row	Economic activities	Proportion (the information is to be presented in monetary amounts and as percentages)					
		(CCM+CCA)		Climate change mitigation		Climate change adaptation	
		Amount	%	Amount	%	Amount	%
1.	Amount and proportion of taxonomy-eligible but not taxonomy-aligned economic activity referred to in Section 4.26 of Annexes I and II to Delegated Regulation 2021/2139 in the denominator of the applicable KPI	0/0		0/0		0/0	
2.	Amount and proportion of taxonomy-eligible but not taxonomy-aligned economic activity referred to in Section 4.27 of Annexes I and II to Delegated Regulation 2021/2139 in the denominator of the applicable KPI	0/0		0/0		0/0	
3.	Amount and proportion of taxonomy-eligible but not taxonomy-aligned economic activity referred to in Section 4.28 of Annexes I and II to Delegated Regulation 2021/2139 in the denominator of the applicable KPI	0/0		0/0		0/0	
4.	Amount and proportion of taxonomy-eligible but not taxonomy-aligned economic activity referred to in Section 4.29 of Annexes I and II to Delegated Regulation 2021/2139 in the denominator of the applicable KPI	0/0		0/0		0/0	
5.	Amount and proportion of taxonomy-eligible but not taxonomy-aligned economic activity referred to in Section 4.30 of Annexes I and II to Delegated Regulation 2021/2139 in the denominator of the applicable KPI	0/0		0/0		0/0	
6.	Amount and proportion of taxonomy-eligible but not taxonomy-aligned economic activity referred to in Section 4.31 of Annexes I and II to Delegated Regulation 2021/2139 in the denominator of the applicable KPI	0/0		0/0		0/0	
7.	**Amount and proportion of other taxonomy-eligible but not taxonomy-aligned economic activities not referred to in rows 1 to 6 above in the denominator of the applicable KPI**	Turnover: 71,075k/100% CAPEX: 2,179k/100% OPEX: 34,415k/100%		Turnover: 71,075k/100% CAPEX: 2,179k/100% OPEX: 34,415k/100%		Turnover: 0/0 CAPEX:0/0% OPEX: 0/0%	
8.	**Total amount and proportion of taxonomy eligible but not taxonomy-aligned economic activities in the denominator of the applicable KPI**	Turnover: 71,075k/100% CAPEX: 2,179k/100% OPEX: 34,415k/100%		Turnover: 71,075k/100% CAPEX: 2,179k/100% OPEX: 34,415k/100%		Turnover: 0/0 CAPEX:0/0% OPEX: 0/0%	

TEMPLATE 5
TAXONOMY NON-ELIGIBLE ECONOMIC ACTIVITIES

Row	Economic activities	Amount	Percentage
1.	Amount and proportion of economic activity referred to in row 1 of Template 1 that is taxonomy-non-eligible in accordance with Section 4.26 of Annexes I and II to Delegated Regulation 2021/2139 in the denominator of the applicable KPI	0	0%
2.	Amount and proportion of economic activity referred to in row 2 of Template 1 that is taxonomy-non-eligible in accordance with Section 4.27 of Annexes I and II to Delegated Regulation 2021/2139 in the denominator of the applicable KPI	0	0%
3.	Amount and proportion of economic activity referred to in row 3 of Template 1 that is taxonomy-non-eligible in accordance with Section 4.28 of Annexes I and II to Delegated Regulation 2021/2139 in the denominator of the applicable KPI	0	0%
4.	Amount and proportion of economic activity referred to in row 4 of Template 1 that is taxonomy-non-eligible in accordance with Section 4.29 of Annexes I and II to Delegated Regulation 2021/2139 in the denominator of the applicable KPI	0	0%
5.	Amount and proportion of economic activity referred to in row 5 of Template 1 that is taxonomy-non-eligible in accordance with Section 4.30 of Annexes I and II to Delegated Regulation 2021/2139 in the denominator of the applicable KPI	0	0%
6.	Amount and proportion of economic activity referred to in row 6 of Template 1 that is taxonomy-non-eligible in accordance with Section 4.31 of Annexes I and II to Delegated Regulation 2021/2139 in the denominator of the applicable KPI	0	0%
7.	**Amount and proportion of other taxonomy-non-eligible economic activities not referred to in rows 1 to 6 above in the denominator of the applicable KPI**	Turnover: 416,244k CAPEX: 5,951k OPEX: 270,753k	Turnover: 100% CAPEX: 100% OPEX: 100%
8.	**Total amount and proportion of taxonomy-non-eligible economic activities in the denominator of the applicable KPI**	Turnover: 416,244k CAPEX: 5,951k OPEX: 270,753k	Turnover: 100% CAPEX: 100% OPEX: 100%



▲ "Harbour View" KMSKA
Source: Wikimedia, Alina Data

TEMPLATE: PROPORTION OF TURNOVER FROM PRODUCTS OR SERVICES ASSOCIATED WITH TAXONOMY-ALIGNED ECONOMIC ACTIVITIES - DISCLOSURE COVERING YEAR 2023

Financial year 2023	2023			Substantial contribution criteria						DNSH criteria (Does Not Significantly Harm) (h)									
Economic activites (1)	**Code (a) (2)**	**Turnover (3)**	**Proportion of Turnover, year N (4)**	**Climate change mitigation (5)**	**Climate change adaption (6)**	**Water and marine resources (7)**	**Pollution (8)**	**Circular economy (9)**	**Biodiversity and ecosystems (10)**	**Climate change mitigation (11)**	**Climate change adaption (12)**	**Water and marine resources (13)**	**Pollution (14)**	**Circular economy (15)**	**Biodiversity and ecosystems (16)**	**Minimum safeguards (17)**	**Proportion of Taxonomy aligned (A.1.) or eligible (A.2.) turnover, year 2022(18)**	**Category (enabling activity or) (19)**	**Category (transitional activity) (20)**
Text		USD	%	"Y; N; N/EL; (b)(c)"	"Y; N; N/EL; (b)(c)"	"Y; N; N/EL; (b)(c)"	"Y; N; N/EL; (b)(c)"	"Y; N; N/EL; (b)(c)"	"Y; N; N/EL; (b)(c)"	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1 Environmental sustainable activities (Taxonomy-aligned)																			
N/a	N/a	0	0	N	N	N	N	N	N	N	N	N	N	N	N	N	0%		
Turnover of environmental sustainable activities (Taxonomy-aligned (A.1)		0%	0%	0%	0%	0%	0%	0%	0%	N	N	N	N	N	N	N	0%		
Of which enabling			%	%	%	%	%	%	%	N	N	N	N	N	N	N	0%	N/A	
Of which transitional			%							N	N	N	N	N	N	N	0%		N/A
A.2 Taxonomy-Eligible but not environmental sustainable activities (not Taxonomy-aligned activities) (g)																			
				"EL; N/EL (f)"	"EL; N/EL (f)"	"EL; N/EL (f)"	"EL; N/EL (f)"	"EL; N/EL (f)"	"EL; N/EL (f)"										
Sea and coastal passenger water transport	6,11	40	0%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0%		
Sea and coastal freight water transport, vessels for port operations and auxiliary activities	6,10	71035	15%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								43%		
Turnover of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		71075	**15%**	15%	0%	0%	0%	0%	0%								43%		
A. Turnover of Taxonomy eligible activities (A.1+A.2)		71075	**15%**	15%	0%	0%	0%	0%	0%								**43%**		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
Turnover of Taxonomy-non-eligible activities (B)		416244	**85%**																
Total (A + B)		487319	**100%**																

◄ "Seashells" La Boverie, Luik
Photographer: Caroline Bultynck

TEMPLATE: PROPORTION OF CAPEX FROM PRODUCTS OR SERVICES ASSOCIATED WITH TAXONOMY-ALIGNED ECONOMIC ACTIVITIES - DISCLOSURE COVERING YEAR 2023

Financial year 2023	2023			Substantial contribution criteria						DNSH criteria (Does Not Significantly Harm) (h)									
Economic activites (1)	**Code (a) (2)**	**CapEx (3)**	**Proportion of CapEx, year N (4)**	**Climate change mitigation (5)**	**Climate change adaption (6)**	**Water and marine resources (7)**	**Pollution (8)**	**Circular economy (9)**	**Biodiversity and ecosystems (10)**	**Climate change mitigation (11)**	**Climate change adaption (12)**	**Water and marine resources (13)**	**Pollution (14)**	**Circular economy (15)**	**Biodiversity and ecosystems (16)**	**Minimum safeguards (17)**	**Proportion of Taxonomy aligned (A.1.) or eligible (A.2.) CapEx, year 2022 (18)**	**Category (enabling activity or) (19)**	**Category (transitional activity) (20)**
Text		USD	%	"Y; N; N/EL; (b)(c)"	"Y; N; N/EL; (b)(c)"	"Y; N; N/EL; (b)(c)"	"Y; N; N/EL; (b)(c)"	"Y; N; N/EL; (b)(c)"	"Y; N; N/EL; (b)(c)"	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1 Environmental sustainable activities (Taxonomy-aligned)																			
N/a	N/a	0	0	N	N	N	N	N	N	N	N	N	N	N	N	N	0%		
CapEx of environmental sustainable activities (Taxonomy-aligned (A.1)		0%	0%	0%	0%	0%	0%	0%	0%	N	N	N	N	N	N	N	0%		
Of which enabling			%	%	%	%	%	%	%	N	N	N	N	N	N	N	0%	N/A	
Of which transitional			%							N	N	N	N	N	N	N	0%		N/A
A.2 Taxonomy-Eligible but not environmental sustainable activities (not Taxonomy-aligned activities) (g)																			
				"EL; N/EL (f)"	"EL; N/EL (f)"	"EL; N/EL (f)"	"EL; N/EL (f)"	"EL; N/EL (f)"	"EL; N/EL (f)"										
Sea and coastal freight water transport, vessels for port operations and auxiliary activities	6,10	2179	27%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								9%		
CapEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		2179	**27%**	27%	0%	0%	0%	0%	0%								9%		
A. CapEx of Taxonomy eligible activities (A.1+A.2)		2179	**27%**	27%	0%	0%	0%	0%	0%								**9%**		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
CapEx of Taxonomy-non-eligible activities (B)		5951	**73%**																
Total (A + B)		8130	**100%**																

TEMPLATE: PROPORTION OF OPEX FROM PRODUCTS OR SERVICES ASSOCIATED WITH TAXONOMY-ALIGNED ECONOMIC ACTIVITIES - DISCLOSURE COVERING YEAR 2023

Financial year 2023	2023			Substantial contribution criteria						DNSH criteria (Does Not Significantly Harm) (h)									
Economic activites (1)	Code (a) (2)	OpEx (3)	Proportion of OpEx, year N (4)	Climate change mitigation (5)	Climate change adaption (6)	Water and marine resources (7)	Pollution (8)	Circular economy (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate change adaption (12)	Water and marine resources (13)	Pollution (14)	Circular economy (15)	Biodiversity and ecosystems (16)	Minimum safeguards (17)	Proportion of Taxonomy aligned (A.1.) or eligible (A.2.) OpEx, year 2022(18)	Category (enabling activity or) (19)	Category (transitional activity) (20)
Text		USD	%	"Y; N; N/EL; (b)(c)"	"Y; N; N/EL; (b)(c)"	"Y; N; N/EL; (b)(c)"	"Y; N; N/EL; (b)(c)"	"Y; N; N/EL; (b)(c)"	"Y; N; N/EL; (b)(c)"	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1 Environmental sustainable activities (Taxonomy-aligned)																			
N/a	N/a	0	0	N	N	N	N	N	N	N	N	N	N	N	N	N	0%		
OpEx of environmental sustainable activities (Taxonomy-aligned (A.1)		0%	0%	0%	0%	0%	0%	0%	0%	N	N	N	N	N	N	N	0%		
Of which enabling			%	%	%	%	%	%	%	N	N	N	N	N	N	N	0%	N/A	
Of which transitional			%							N	N	N	N	N	N	N	0%		N/A
A.2 Taxonomy-Eligible but not environmental sustainable activities (not Taxonomy-aligned activities) (g)																			
				"EL; N/EL (f)"	"EL; N/EL (f)"	"EL; N/EL (f)"	"EL; N/EL (f)"	"EL; N/EL (f)"	"EL; N/EL (f)"										
Sea and coastal freight water transport, vessels for port operations and auxiliary activities	6,10	2179	27%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								36%		
OpEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		34415	**11%**	11%	0%	0%	0%	0%	0%								36%		
A. OpEx of Taxonomy eligible activities (A.1+A.2)		34415	**11%**	11%	0%	0%	0%	0%	0%								**36%**		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
OpEx of Taxonomy-non-eligible activities (B)		270753	**89%**																
Total (A + B)		305168	**100%**																

4.

Corporate governance statement

◂ "Sailboat" KMSKA
Photographer: Hugo Maertens

▲ "Grey Seascape" KMSKA
Photographer: Hugo Maertens

4.1 Corporate governance statement

Corporate Governance aims to define several rules and behaviours according to which companies are properly managed and controlled, with the objective to increase transparency. It's a system of checks and balances between the shareholders, the Board of Directors, the Chief Executive Officer and the Executive Committee.

GOVERNANCE MODEL

EXMAR NV ("EXMAR" or "the Company") adopted The Belgian Corporate Governance Code 2020 ("Code 2020") as a reference code.

The governance structure of the Company, and in particular the role and responsibilities, the composition and operation of the Board of Directors, its advisory committees and the Executive Committee are described in the Corporate Governance Charter (the ''Charter'').

EXMAR's Corporate Governance Charter was approved by the Board of Directors on 3 December 2020, and most recently updated on 18 January 2024.

The Charter is a summary of the rules and principles around which EXMAR's corporate governance policy is organised and is based on the provisions of the coordinated Articles of Association, the Belgian Code of Companies and Associations ("BCCA"), and the Code 2020.

The Charter has been revised by the Board of Directors in order to designate the Code as reference code within the meaning of Article 3:6, §2, 1° of the BCCA.

Before adopting the Charter, the Board of Directors reflected thoroughly on its governance structure, sustainable value creation with a long-term vision. EXMAR is aware of the importance of sound governance and is convinced that compliance with the highest standards of corporate governance is fundamental to long term growth and important for all stakeholders of the Company.

The EXMAR Corporate Governance Charter can be consulted on the website: https://www.EXMAR.com/en/investors/corporate-governance.

The Charter should be read together with EXMAR's Articles of Association, the annual financial report and any other information made available by EXMAR.

The elements listed in Article 34 of the Belgian Royal Decree of 14 November 2007 and article 14 of the law of 2 May 2007 are disclosed in this Statement and in the report of the Board of Directors to the shareholders and should consequently be read in conjunction.

The key features of the governance model of EXMAR are:

- A **Board of Directors**, which defines EXMAR's general policy and strategy and supervises the operational management;
- An **Audit and Risk Committee**, a **Nomination and Remuneration Committee** and an **Executive Committee** created by the Board of Directors;
- A **Chief Executive Officer (CEO)** who takes primary responsibility for operational management, together with the Executive Committee

EXMAR aims to comply with most provisions of the Code 2020, but the Board of Directors is of the opinion that deviation from provisions may be justified in the light of the Company's specific situation. If applicable, an explanation is provided in the Corporate Governance Statement (the "Statement") about such deviations during the past financial year in accordance with the "comply or explain" principle.

EXMAR deviates from provisions 7.6, 7.9 and 7.10 of the Code 2020. These deviations are described and explained in the remuneration report.

EXMAR is an institutional member of Guberna, a knowledge centre promoting corporate governance in all its forms and offering a platform for the exchange of experiences, knowledge and best practices.

CORPORATE GOVERNANCE STATEMENT

This Corporate Governance statement is an overview of the measures EXMAR takes to ensure compliance with laws and regulations. As such a compliance program was implemented to reduce the risks of infringements and adverse consequences for EXMAR and its stakeholders.

BOARD OF DIRECTORS

One-tier structure

The Company has opted for the one-tier governance structure, whereby the Board of Directors is authorized to perform all actions necessary or useful to achieve the purpose of the Company, except for those for which the General Meeting of Shareholders is authorized. The Company considers this one-tier governance structure to be the most suitable governance structure, which allows rapid decision-making and has already proven its efficiency.

Composition

Currently, the Board of Directors consists of 10 members, a sufficient number of directors to ensure proper operation, taking into account the Company's specifics.

EXMAR's Board of Directors reflects diversity in its composition: directors differ not only in terms of background, education, age and gender, but also regarding their independence, experience and professional expertise. As an example of age diversity, the age of the members of the Board of Directors ranges between 34 and 70 (as per 31 December 2023).

The aforementioned diversity will ensure a range of perspectives, insights and the critical thinking that are essential to enable efficient decision-making and good governance.

The Nomination and Remuneration Committee reviews and assesses the composition of the Board of Directors and advises the Board of Directors on the appointment of new Board members as well as the renewal of the existing mandates. The Nomination and Remuneration Committee considers candidates on merit without losing sight of the need for diversity including criteria such as background, education, age, gender, independence, professional skills, professional and personal experience.

Functions and terms of office of the directors on the Board as per 31 December 2023:

A detailed description of the directors can be found at https://EXMAR.com/en/investors/management/board-directors

NAME – POSITION	START OF MANDATE	TERM ENDS	ATTENDENCE OF MEETINGS
Nicolas Saverys · Executive Chairman · Executive Director	20 June 2003	AGM 2024	7/7
FMO BV represented by Francis Mottrie · Executive Director · Chief Executive Officer (CEO) until 1/1/2024	11/sep/20	AGM 2025	7/7
Michel Delbaere · Independent Director · Chairman Nomination and Remuneration Committee	17 May 2016	AGM 2025	7/7
Baron Philippe Vlerick · Non-Executive Director · Chairman Audit and Risk Committee	20 June 2003	AGM 2026	6/7
Isabelle Vleurinck · Independent Director · Member Audit and Risk Committee · Member Nomination and Remuneration Committee	21 May 2019	AGM 2025	7/7
Wouter De Geest · Independent Director · Member Audit and Risk Committee	19 May 2020	AGM 2025	7/7
Carl-Antoine Saverys · Executive Director	18 May 2021	AGM 2024	7/7
Stephanie Saverys · Non-Executive Director	18 May 2021	AGM 2024	7/7
ACACIA I BV represented by Els Verbraecken · Independent Director · Member Audit and Risk Committee · Member Nomination and Remuneration Committee	Co-opted on 9 September 2021 confirmed by the General Meeting of 17 May 2022.	AGM 2025	6/7
Maryam Ayati · Independent Director	Co-opted on 9 September 2021 confirmed by the General Meeting of 17 May 2022.	AGM 2025	6/7

Powers and responsibilities

The Board of Directors is the highest decision-making body of the Company and is authorized to perform all acts that are necessary or useful for the realisation of the goal of the Company with the exception of acts that are reserved for the General Meeting of Shareholders by the BCCA or the Articles of Association.

The Board of Directors aims for long-term success of the Company by providing the necessary leadership, risk-identification and risk-management. The Board is responsible for the overall strategy and values of EXMAR, based on social, economic and environmental responsibility, gender diversity and diversity in general.

The powers and the operation of the Board are described extensively in the Corporate Governance Charter.

Activities

During 2023, the Board held seven meetings all of which were held under the chairmanship of Mr. Nicolas Saverys.

In addition to exercising the powers provided by law, the Articles of Association and the Corporate Governance Charter, the Board of Directors deals with reviewing and deciding on the long-term strategy, key policies and structure of the Company and disclosing the accounts and financial statements of the Group.

More specifically the Board of Directors dealt with, amongst other topics, the response memorandum (including detailed opinion) regarding the intention of Saverex to launch a voluntary and conditional public and takeover bid on all shares and share options not already owned by it (the "Saverex Bid"), the communication with regard to the Saverex Bid, the CEIBA FSRU project, the impact of new IMO and EU driven decarbonisation measures for the shipping industry, the option to have the latest two midsize newbuildings equipped with a dual-fuel ammonia engine, the Eni project in Congo, the investment in Vantage drilling and the CFO and CEO positions.

COMMITTEES

Audit and Risk Committee

COMPOSITION
Baron Philippe Vlerick Non-Executive Director Chairman Audit and Risk Committee
Isabelle Vleurinck Independent Director
Wouter De Geest Independent Director
ACACIA I BV represented by Els Verbraecken Independent Director

The Code 2020 provides that the Board of Directors establishes an Audit Committee in accordance with the BCCA. Given its role in risk matters this Committee may also be referred to as the “Audit and Risk Committee”. The Board of Directors therefore decided in 2020 to merge the existing Audit Committee and the Risk Committee into a single Audit and Risk Committee.

In accordance with the provisions of principle 4 of the Code 2020, the Audit and Risk Committee consists of at least three directors. EXMAR’s Audit and Risk Committee has four members, of whom three are independent directors.

On 26 May and 21 November 2023 the Company’s Key Risk Officers being the CFO, CLO, Head of Corporate HSEQ, Controller, IT Director, HR Director, met to discuss their respective appointed areas of risk, and their findings were reported to the Audit and Risk Committee.

Powers and responsibilities

The Board of Directors has granted the Audit and Risk Committee the broadest powers of investigation within its scope and assists the Board of Directors with the fulfilment of its supervisory task and to ensure monitoring in the broadest sense. It is also the main point of liaison for the Internal and External Auditor.

All the members of the Audit and Risk Committee possess the necessary expertise concerning accounting and auditing and have vast professional experience in financial reporting, accounting standards and risks.

Data Protection Committee

With the entry into force of the EU General Data Protection Regulation 2016/679 (GDPR) as of 25 May 2018, a Data Protection Committee (“DPC”) has been appointed.

The DPC reports to the Audit and Risk Committee and handles all matters related to privacy and personal data. It held three meetings in 2023.

Activities

The specific responsibilities of the Audit and Risk Committee are set out in the Corporate Governance Charter and in an Audit Charter, approved by the Board of Directors on 31 March 2011 and revised lastly on 19 March 2021.

In 2023 four meetings were held, in the presence of all members.

The External Auditor attended three meetings and the Internal Auditor attended all meetings.

The Audit and Risk Committee deliberated on specific financial matters, internal control and risk management, and matters of compliance that arose during the year and made recommendations to the Board of Directors.

Nomination and Remuneration Committee

COMPOSITION
Michel Delbaere Independent Director Chairman Nomination and Remuneration Committee
Isabelle Vleurinck Independent Director
ACACIA I BV represented by Els Verbraecken Independent Director

The Nomination and Remuneration Committee operates in compliance with Article 7:100 BCCA:

- Composed out of a majority of independent directors
- Chaired by a non-executive director
- Other members are non-executive

The Nomination and Remuneration Committee was composed of three members on 31 December 2023 and reports to the Board of Directors.

Powers and responsibilities

The Committee has a balanced composition and has the necessary independence, skills, knowledge, experience and capacity to execute its duties efficiently.

The Committee assists the Board of Directors with carrying out its responsibilities with respect to the Company's remuneration policy and the nomination procedures.

Activities

The specific responsibilities have been set out in EXMAR's Charter and a Nomination and Remuneration Committee Charter, approved by the Board of Directors on 29 November 2011, revised from time to time and lastly on 19 March 2021. The Board of Directors also approved the procedure for the nomination and re-appointment of directors and members of the Executive Committee. The Nomination and Remuneration Committee met twice during the past year and all members were present at each meeting.

With respect to remuneration, the following items were discussed:
- remuneration package.
- remuneration report.

With respect to the nominations, the following items were discussed:
- Composition of the Board of Directors: renewal of mandate Philippe Vlerick.
- Composition of the Executive Committee: recommendation to appoint
  - Cometecco BV (Laurent Verhelst) as CFO
  - HAX BV as CFO
  - Casaver SRL as CEO

Evaluation

The Board of Directors requires a transparent and flexible tool by which it can measure and review its performance. The Code 2020 and the Corporate Governance Charter foresee this requirement by periodically requesting Board members to complete an evaluation.

EXMAR's Board, under the guidance of its Chairman, first introduced the evaluation process in 2011 which was repeated from time to time. The last evaluation process was implemented in 2021.

The main objective of the evaluation is to improve the added value of the Board of Directors. It should reinforce the values of the Company, increase efficiency also assists in detecting and proactively dealing with any potential problems.

After the evaluation, the feedback given by the members of the Board of Directors may result in fine-tuning the functioning of the Board of Directors and committees.

Secretary

Mathieu Verly since July 2015.

The Secretary ensures that acts of the Board of Directorsare in accordance with its statutory obligations and its obligations under the Articles of Association. He also ensures compliance with Board procedures. He advises the Board on all governance matters and assists the Chairman of the Board in fulfilling his duties as detailed above, as well as in the logistics associated with the affairs of the Board (information, agenda, etc.).

EXECUTIVE COMMITTEE & CEO

COMPOSITION
FMO BV represented by Francis Mottrie Executive Director Chief Executive Officer (CEO) until 1 January 2024
HAX BV represented by Hadrien Bown Chief Financial Officer (CFO) as from 1 December 2023 Cometecco BV (CFO) represented by Laurent Verhelst until 1 December 2023 Finmore BV (CFO) represented by Christine Verhaert until 1 May 2023
Lisann AS represented by Jens Ismar Executive Director Shipping
FLX Consultancy BV represented by Jonathan Raes Executive Director Infrastructure
CASAVER SRL represented by Carl-Antoine Saverys Deputy Director Shipping Chief Executive Officer (CEO) as from 1 January 2024

A detailed description of the members of the Executive Committee can be found at

https://EXMAR.com/en/investors/management/executive-committee

On 3 December 2020 the Board of Directors set up an Executive Committee which, under the responsibility of the Board of Directors, is responsible for the day-to-day management and policy of the Group, the implementation of decisions taken by the Board of Directors, and the specific tasks delegated to it by the latter.

Powers and responsibilities

The Board determines the specific powers and tasks entrusted to the Executive Committee and develops a clear delegation policy in close consultation with the CEO.

The Executive Committee meets on a regular basis. The CEO is the chairman of the Executive Committee.

GENERAL INFORMATION ABOUT EXMAR AND ITEMS TO BE DISCLOSED PURSUANT TO ARTICLE 34 OF THE BELGIAN ROYAL DECREE OF 14 NOVEMBER 2007

Date of establishment and amendments to the Articles of Association

The Company was established by notarial deed on 20 June 2003, published in the Annexes to the Belgian Official Gazette of 30 June thereafter, reference 03072972, and of 4 July thereafter, reference 03076338.

The Articles of Association were amended several times. New articles of associations were adopted in order to meet the stipulations of the BCCA by deed executed before civil law Notary Benoît De Cleene in Antwerp, replacing his colleague Notary Patrick Van Ooteghem in Temse, on 11 September 2020, published in the Annexes to the Belgian Official Gazette of 26 November thereafter, reference 20139984.

On 30 October 2023 an Extraordinary General Meeting of Shareholders was convened (upon receipt of a request from SAVEREX NV). The meeting decided (1) to delete paragraph 5 of Article 5 (starting with "If, as a result of its decision to increase the capital, the board of directors ..." and ending with "... the Companies and Associations Code") of the articles of association of the company." (2) to transfer the share premium from unavailable to available account.

The notarial deed was executed before civil law Notary Wesley Cielen in Antwerp, replacing his colleague Notary Patrick Van Ooteghem in Temse, on 30 October 2023, published in the Annexes to the Belgian Official Gazette of 23 November thereafter, reference 23149812.

Registered office

De Gerlachekaai 20, 2000 Antwerp, Belgium.

VAT BE0860.409.202

Company Registration Antwerp – section Antwerp.

Capital and shares

The issued capital amounts to USD 88,811,667, is fully paid-up and is represented by 59,500,000 shares without nominal value. For the application of the provisions of the BCCA, the reference value of the capital is set at EUR 72,777,924.85. All shares have been paid up in full.

During the past financial year, no capital changes have occurred that must be reported in accordance with article 7:203 of the BCCA.

Notwithstanding the provisions laid down in Article 3:42 of the BCCA, the capital and the accounting are expressed in US dollars. This derogation was granted by the Ministry of Economic Affairs and confirmed in writing on 2 July 2003. The reasons for this derogation remain applicable.

All EXMAR shares are entitled to the same rights. There are no different classes of shares. Each share entitles its holder to one vote at the shareholders' meetings.

Of the 59,500,000 shares 47,905,289 shares are registered and 11,594,711 shares were dematerialized as per 31 December 2023.

Authorized capital

Pursuant to the BCCA, the Board of Directors may be authorized by the shareholders, during a five years' period, to increase the capital up to a defined amount and within certain limits.

By decision of the Extraordinary General Meeting of Shareholders held on 11 September 2020, the Board of Directors was authorized to increase the share capital of the Company once or several times, in the manner and at conditions to be determined by the Board of Directors, within a period of five years with effect from the date of publication of such a decision, by a maximum amount of USD 12,000,000, the reference value of EUR 7,703,665.66 for application of the provisions of BCCA. The special report of the Board of Directors was drawn up in accordance with the provisions of Section 7:199 of the BCCA.

In 2023 EXMAR's Board of Directors did not make use of the right to increase the capital in the framework of the authorized capital.

Procedure for changes in EXMAR's share capital

EXMAR NV may increase or decrease its share capital by decision of the Extraordinary General Meeting of Shareholders in accordance with the BCCA. There are no conditions imposed by the Articles of Association that are more stringent than those required by law.

Purchase of own shares

The Extraordinary General Meeting of Shareholders dated 11 September 2020 decided to authorize the Board of Directors to acquire maximum 20% of the existing shares or profit-sharing certificates for a period of five years from the date of publication of this decision in the Annexes to the Belgian Official Gazette, at a price per share which shall not exceed the maximum price per share acceptable under applicable legislation and shall not be less than 0.01 euro.

The number of treasury shares at 31 December 2023 amounted to 3.29%, which represents 1,956,013 shares.

Transfer of shares and shareholders' arrangements

The Articles of Association impose no restrictions on the transfer of shares.

Defensive mechanisms

On 16 May 2023 the Extraordinary General Meeting of Shareholders authorized the Board of Directors, subject to the applicable legislation and to prevent an imminent grave disadvantage to the Company, including a public takeover bid on the Company's securities, to acquire and sell the Company's shares or profit-sharing certificates for a period of three years from the date of publication of the decision made by the Extraordinary General Meeting on 16 May 2023 in the Annexes to the Belgian Official Gazette.

Moreover, the Board of Directors was also authorized to increase the Company's capital within the limits of the authorized capital in the event of a notification from the Financial Services and Markets Authority (FSMA) concerning a public takeover bid on the Company's securities.

Anti-takeover provisions in EXMAR NV's articles of association

EXMAR NV's articles of association currently do not contain any anti-takeover provisions.

Anti-takeover provisions under Belgian law

Under Belgian law, public takeover bids for all outstanding voting securities of the issuer are subject to the supervision of the FSMA. If the latter determines that a takeover violates Belgian law, it may lead to suspension of the exercise of the rights attached to any shares that were acquired in connection with the envisaged takeover. Pursuant to the Belgian Law of 1 April 2007 on public takeovers, a mandatory takeover bid must be made when, as a result of its own acquisition or the acquisition by persons acting in concert with it, a person owns, directly or indirectly, more than 30% of the securities with voting rights in a company with registered office in Belgium whose securities are admitted to trading on a regulated or recognized market. The acquirer must offer to all other shareholders the opportunity to sell their shares at the higher of (i) the highest price offered by the acquirer for shares of the issuer during the 12 months preceding the announcement of the bid or (ii) the weighted average price of the shares on the most liquid market of the last 30 calendar days prior to the date on which it became mandatory for the acquirer to launch a mandatory takeover bid for the shares of all other shareholders.

Control mechanism of any employee share scheme where the control rights are not exercised directly by the employees

There is no employee share scheme with such a mechanism.

Shareholders' agreements

The Company has no knowledge of any agreements made between shareholders outside the concertation in the context of the take-over bid launched by Saverex NV, referenced below.

EXMAR shares and shareholders

Shareholding structure as per 31 December 2023:

- SAVEREX: 81.25 %
- EXMAR: 3.29%
- Freefloat: 15.46%

During the course of 2023 and up and until the date of this report, following notifications in the context of the Transparency Act of 2 May 2007 were received:

- On 6 April 2023 EXMAR NV announced that Saverex NV and connected persons entered into an agreement to act in concert, without crossing a new threshold.
- On 20 June 2023 EXMAR NV announced that Cobas Asset Management S.G.I.I.C. S.A. crossed a downward threshold (from 5.002% to 4.88%).
- On 1 August 2023 EXMAR NV announced that Saverex NV and connected persons crossed a threshold of 75% due to an acquisition of shares.
- On 6 October 2023 EXMAR NV announced that Saverex NV crossed a threshold of 80% due to an acquisition of shares.

EXMAR's major shareholder, Saverex, launched as from 8 June 2023 a voluntary and conditional cash offer for all the EXMAR shares.

During the initial acceptance period, 17,335,548 shares representing 29.14% of the outstanding shares, were tendered.

Saverex decided to voluntarily reopen the Bid from 28 August 2023 to 15 September 2023. A total amount of 20,912,821 shares were tendered in the Bid, representing 35.15% of the outstanding shares.

In accordance with Section 74§6 of the Law on Public Takeover Bids of 1 April 2007, SAVEREX NV notified the FSMA on 15 October 2007, updated on 25 August 2023, that it holds more than 30% of the securities with voting rights in EXMAR NV, a listed company.

The statutory information is published on the website : https://www.EXMAR.com/en

The EXMAR share is listed on Euronext Brussels and is part of the Bel Small index (Euronext: EXM).

Articles of Association, General Assemblies, participation, and exercising of voting rights

The annual General Meeting of Shareholders takes place on the third Tuesday of May at 14h30.

The rules governing the convening, the participation, the conducting of the meeting, the exercising of the voting rights, amendments to the Articles of Association, nomination of the members of the Board of Directors and its Committees can be found in the coordinated Articles of Association and the Corporate Governance Charter of the Company, both of which are available on the Company's website:

http://www.EXMAR.be/en/investors/reports-and-downloads/articles-association

IMPORTANT AGREEMENTS THAT CONTAIN CHANGE OF CONTROL PROVISIONS

Following important agreements in force in 2023 contain change of control provisions:

Five Bareboat Charter Agreements entered into by EXMAR Small-Scale LPG Hong Kong Limited as charterer, whose obligations are guaranteed by EXMAR NV under a charter guarantee of even date as the bareboat charter agreements, which are dated 23 October 2018 in respect of the fully-pressurized LPG carriers FATIME, ANNE, DEBBIE, SABRINA and HELANE.	The clause, which is identical in each of the five agreements, provides that the owner may terminate the chartering of the ship and that the charterer will pay to the owner the unpaid rental, costs and moneys due and payable, the amount of any losses excluding loss of profit, that are unpaid and the stipulated loss value, (a) in case SAVEREX NV ceases to hold at least 33.3% of the voting rights in, or share capital of, EXMAR NV or otherwise ceases to have control over EXMAR's Board of Directors; or (b) other than in respect of SAVEREX NV, if any person or group of persons acting in concert, obtains at least 33.3% of the voting rights in, or share capital of EXMAR NV or otherwise obtains control over EXMAR's Board of Directors.
Revolving Credit Facility Agreement, dated 29 May 2020, amended and restated on 1 February 2022, between EXMAR NV and EXMAR MARINE NV, as Borrower and Guarantor, and KBC BANK NV as Coordinator, Mandated Lead Arranger, Lender, Agent and Security Agent, Belfius Bank SA/NV and BNP Paribas Fortis SA/NV as Mandated Lead Arrangers and Lenders as lenders.	The clause provides that when The Company notifies the Agent that Nicolas Saverys or his heirs or any funds controlled by Nicolas Saverys or his heirs cease directly or indirectly to control EXMAR NV, or any person or group of persons acting in concert gains direct or indirect control of EXMAR NV, a Lender shall not be obliged to fund a Utilisation (except for a Rollover Loan), or if a Lender so requires, the Agent shall cancel the commitment of that Lender and declare the participation of that Lender in all outstanding utilisations and all ancillary outstandings owing to that Lender, together with accrued interest, and all other amounts accrued under the Finance Documents immediately due and payable.
Parent Company Guarantee issued by EXMAR NV on 21 December 2022 as a security to the Loan Agreement dated 16 December 2022 between EXMAR Shipping and Nordea Bank ABP, Filial I Norge, Skandinaviska Enskilda Banken ab (publ); BNP Paribas Fortis sa/nv, Crédit Agricole Corporate and Investment Bank, Danske Bank a/s, DNB Markets inc., and First-Citizens Bank & Trust Company, Belfius Bank NV / SA, KBC Bank NV as lenders.	This Clause provides that in case EXMAR NV would be delisted from the First Market of Euronext Brussels, EXMAR NV shall procure that Nicolas Saverys and/or his direct lineal descendants shall at all times own, directly or indirectly, at least 33.3 % of the share capital of the Guarantor.
The USD 96,000,000 Facility Agreement dated 14 December 2023 with regard to the FSRU Eemshaven LNG, between EXMAR Energy Netherlands B.V. as Borrower, EXMAR NV as Guarantor, KBC BANK NV, ABN AMRO B.V., Belfius Bank SA/NV and BNP Paribas Fortis SA/NV as Mandated Lead Arrangers and Original Borrowers.	This clause provides that the facility can be accelerated in case of a change of control at the level of EXMAR NV, meaning that Nicolas Saverys or his heirs or any funds controlled by Nicolas Saverys or his heirs cease directly or indirectly to control the Company (i.e. 50% of shares in EXMAR NV or de jure control), or any person or group of persons acting in concert gains direct or indirect control of the Company.

DIVERSITY POLICY OF EXMAR

In accordance with provisions of the Code 2020 and the BCCA, EXMAR ensures that each employee is selected on the basis of, among other things, capabilities, talents and skills. EXMAR is convinced that employee diversity (including age, gender, cultural background and professional experience) is an added value for any international company.

During 2023, EXMAR complied with the Law of 28 July 2011 with respect to gender diversification in the Board of Directors, and in accordance with article 7:86 of the BCCA.

SUPERVISION

External audit

By decision of the General Meeting of Shareholders of 16 May 2023, Deloitte Belgium was reappointed as Statutory Auditor of the Company for a period of three years, represented by Kurt Dehoorne following the auditor's internal rotation system and mandatory regulations.

As from 1 December 2023 Deloitte will be represented by Fabio De Clercq (who succeeds to Kurt Dehoorne).

The auditor conducts the external audit of both the consolidated and statutory figures of EXMAR.

The Board of Directors decided in 2017, upon recommendation of the Audit and Risk Committee, to no longer review the half-year results, in line with other listed companies' policies. The auditor however was requested to review the updated version of the interim condensed consolidated financial statements to ensure consistency with the adjustments proposed by the Committee.

Internal audit

EY has been appointed to assist the Company in the conducting of its internal audit activities. The internal auditor was reappointed for a new term of three years at the meeting of the Audit and Risk Committee of 1 December 2022.

Compliance Officer

HAX BV represented by Hadrien Bown is Compliance Officer as from 1 December 2023, replacing Laurent Verhelst (representative of Comettecco BV) who replaced Finmore BV represented by Christine Verhaert, as from 1 May 2023.

The Compliance Officer is responsible for the implementation of and the supervision on compliance with the Dealing Code and the tasks described in the Company's Compliance Model.

RULES, POLICIES AND PROCEDURES

Conflicts of Interest

Each member of the Board of Directors and the Executive Committee is encouraged to organise his or her mandate as efficiently as possible and personal and business interests in such a way that there is no direct or indirect conflict of interest with the Company.

Transactions, if any, between EXMAR or an affiliated company and a member of the Board will take place at arm's length. The same healthy distance applies for transactions between the Company or an Affiliate and a person closely related to a member of the Board.

The provisions of the BCCA and the Corporate Governance Charter will apply in the event of a conflict of interest.

Conflicts of Interest, if any, of members of the Board of Directors and/or members of the Executive Committee in the meaning of articles 7:96 or 7:115 BCCA, are described in the Annual Report from the Board of Directors to the Shareholders.

Related Party Transactions

Currently SAVERBEL NV and SAVEREX NV, companies controlled by Mr. Nicolas Saverys, provide administrative services and SAVEREX NV provides consultancy services to the EXMAR Group. The services are invoiced and provided at arm's length conditions.

A policy was adopted by the Board of Directors of EXMAR on 9 September 2021 in accordance with article 7.97§1 of the BCCA in order to set forth the procedures applicable to the assessment by the Company of ordinary course related-party transactions and decisions.

Certain transactions or decisions of the Company and its subsidiaries that are Board competences and "concern" related parties within the meaning of the international accounting standard (IAS) 24 must be subject to the prior review of a committee of at least three independent directors, which must then issue a non-binding opinion on such transaction or decision to the Board. The Committee may, but must not, be assisted by one or more independent experts (financial, legal, technical, etc.). The Company's statutory auditor must be informed before the Board meeting in order to issue an opinion on the financial and accounting data used. The Board subsequently deliberates on the proposed transaction or decision.

Code of Business Ethics

The Code of Business Ethics, is a part of the Corporate Governance Charter. Integrity and ethics have always characterized EXMAR's way of conducting business. Operating with a strong sense of integrity is critical to maintaining trust and credibility with our customers, partners, employees, shareholders and other stakeholders. Our Code of Business Ethics contains rules regarding individual and peer responsibilities, as well as responsibilities to our employees, customers, shareholders and other stakeholders.

POLITICAL CONTRIBUTIONS

EXMAR did not make contributions or payments or otherwise give any endorsement, directly or indirectly, to political parties or committees or to individual politicians.

The employees of EXMAR may not make any political contribution on behalf of EXMAR or through the use of corporate funds or resources.

▲ "The Rower" KMSKA
Photographer: Hugo Maertens

▲ "Odysseus mocks Polyphemus" KMSKA
Photographer: Hugo Maertens

4.2 Internal control and risk management systems – assessment

MAIN CHARACTERISTICS OF INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS

Internal control can be defined as a system developed and implemented by management, which contributes to managing the activities of the Company, its efficient functioning and the efficient use of its resources, appropriate to the objectives, the size and the complexity of its activities.

Risk management can be defined as a structured, consistent and continuous process aimed at identifying, assessing, deciding on responses to and reporting on the opportunities and threats that may affect the achievement of the Company's objectives.

Risks, as described in more detail in the 'Risk Factors' section below, are all compiled in the risk register and include the key strategic, operational and financial risks to the Company. The Board of Directors, Audit and Risk Committee, Executive Committee and all employees with managerial responsibilities are responsible to control the risks. The Executive Committee is responsible for the day-to-day management and policies of EXMAR and the EXMAR group. The Executive Committee meets on a regular basis. The CEO is the chairman of the Executive Committee.

The Executive Committee develops, maintains and ongoingly improves (with the support of external advisers) adequate internal control and risk management procedures (i) to offer a reasonable assurance concerning the realization of goals, the reliability of the financial information and the observance of applicable laws and regulations and (ii) to enable the execution of internal control and risk management procedures.

The quality of the internal control and risk management is assessed during the course of the financial year and by the execution of internal audits for the identified potential risks. The conclusions are shared and validated with the Audit and Risk Committee.

EXMAR has established an internal audit function for the purpose of reviewing and analyzing strategic, operational and financial risks, to conduct specific assignments in accordance with the annual internal audit plan and to report and discuss the findings with the Audit and Risk Committee. The scope of internal audit is both on operations and on internal control over financial reporting. The Internal Audit function is outsourced to a qualified service provider (EY). The EY Internal Audit Manager reports both to the CFO and to the Audit and Risk Committee

▲ "Windmill with Sailing Boat and Church" KMSKA
Photographer: Dominique Provost

RISK FACTORS

Strategic risks

DESCRIPTION OF RISK	POTENTIAL IMPACT	LIMITING FACTORS AND CONTROL
MARKET RISKS		
The overall oil and gas markets and the interlinked worldwide transportation market for these markets are cyclical and volatile.	A decline in global oil and gas output could impact the freight rates for transportation of gas and would affect our income and cash flows, thereby affecting the value of our fleet and our financial position. Such downturn is not expected in the coming 5 years, according to the majority of the market analysts.	Diversified client base and a significant coverage with a mix of long-term and short-term charters. The value of our fleet is continuously monitored and assessed by using internal and external information. Our position as long-term operator helps to mitigate sudden changes in freight rates or product market output.
Lower demand for gas carriers, as well as other floating assets.	A lower demand, and all other parameters remaining equal, could impact the freight rates and the number of off-hire days of our fleet. This would impact our business and cash flows as well as the value of our fleet and our financial position.	A significant part of our fleet is secured on long-term charters. Geographical diversification and a qualitative client portfolio and network through integration in the markets thanks to years of experience. We are a flexible shipping company aiming for structural quality and durability for our clients. With gas recognized as global intermediary fuel towards 2050, there will be continued LPG products generated, hence, safeguarding the supply of the relevant products we carry. Some of our MGCs are on leases with the flexibility of purchase options throughout the contract: if market conditions would fundamentally change, we can simply not rebuy the vessel.
POLITICAL ENVIRONMENT IN FOREIGN COUNTRIES		
Deterioration of the economic, legal and political circumstances in countries, including political, civil and military conflicts. Such changes can from time to time result in attacks on ships, disruption of waterways, piracy, terrorism and other activities.	Changes to economic, legal and or political circumstances could affect the trading patterns of LPG and LNG and could affect our fleet and infrastructure assets, our result of operations and our ability to obtain financing. Instability could result in a reduced demand for our services. It could also expose us to increased, additional or unexpected expenses to comply with changed laws and regulations and could affect our insurance expense or policy.	Continuous assessment and monitoring of economic, political and legal circumstances in order to anticipate, limit or avoid any possible impact. Gathering information from authoritative and or industry organisations as well as from specialised consultants. Our insurance policy is regularly updated and includes among others protection and indemnity, hull and machinery and loss of income at insured values deemed to be appropriate to cover anticipated losses. Use of adequate charter contracts with industry charters (e.g. BIMCO) already to a large impact mitigate this risk. Many of our clients are oil/gas companies with strong balance sheets and strong corporate governance which reduce political risk and possible defaults on charter payments.
COMPETITION		
Competitors investing in LPG carriers, FSRUs or other floating assets through consolidation, acquisitions of second-hand or newbuildings.	The process of obtaining a charter is highly competitive. Increased competition may cause greater price competition for time charter rates and might impact the price of vessels or other floating assets. This could have a material effect on our results and cash flows and the value of our fleet and our financial position.	Defining a strategy with a long-term vision and consistent management of ongoing trends in the industry. Experience of our management/ chartering team and our Board of Directors. Investing in a variety of factors such as the quality of our operations, technical abilities and reputation, quality and experience of our crew and relationships within the industry. Long-term standing in the market with strong clientele often extending period charters thanks to our experience and in-house shipmanagement. Price is often determined by market forces so that experience and quality of services offered are key.
CAPITAL ALLOCATION		
Inefficient capital allocation and long-term vision and strategy, thereby reducing shareholders' value.	Inefficient investment decisions and/or an inappropriate long-term investment strategy will have a direct negative impact on the group's financial resources (obtaining financing, covenant compliance) and overall performance (revenues, EBITDA and impairment).	EXMAR's management and Board of Directors closely monitors this risk and regularly challenges its long-term strategy in view of market and business evolutions. Risk is spread over different markets, divisions and clients with different risk profiles.

Operational risks

DESCRIPTION OF RISK	POTENTIAL IMPACT	LIMITING FACTORS AND CONTROL
RISKS ENTAILED IN THE OPERATION OF VESSELS AND OTHER FLOATING ASSETS		
Environmental accidents, epidemic diseases, work interruptions caused by mechanical defects, human error, war, terrorism, political actions in various countries, strikes and bad weather. Vessels not meeting certain performance standards.	Any such event would harm our reputation as reliable shipping company and would result in increased costs and an increase of the number of off-hire days. The cost of urgent repairs are more unpredictable and can be very high. In case performance standards are not met the charterer could withhold a portion of the hire.	Our experience within the industry and our policies and procedures such as our maintenance, HSEQ and training program should limit or avoid certain risks inherent in our business. All our vessels and assets are covered by adequate insurance. Demands of HSEQ and risk reporting are further scrutinized by our vessels in partnership (e.g. Seapeak).
INCREASED OPERATING EXPENSES		
Operating expenses and maintenance expenses represent a substantial part of our cost.	Operating expenses and drydock capital expenditures depend on a variety of factors which are outside our control and affect the entire shipping industry. Drydocking of vessels can also result in loss of income.	Proactive in-house shipmanagement and a continuous internal and external inspection of our assets. Our maintenance policy is updated and improved on a day-to-day basis with the objective to maintain the highest quality levels. In long term and infrastructure projects, the risk is also mitigated by escalating rates or even open-book compensation.
FLEET AGE PROFILE		
As a ship ages class requirements become more stringent and compared to new modern ships the vessel will be less competitive and more expensive to operate. Age restriction can limit deployment opportunities of vessels in certain ports.	We must make substantial capital expenditure to maintain the operational capacity of our fleet. These expenditures could vary significantly and can increase as a result of customer requirements, competitive standards and regulations or organizations standards.	The average age of our fleet is monitored and our strategy includes regular investments in new vessels to keep our fleet competitive. Our in-house ship manager and commercial team have many years of experience to assess the operational and commercial performance. All our vessels are certified by a classification society which is also a requirement for insurance coverage. Inspections of our fleet are carried out on a day-to-day basis at sea or in port. Based on these inspections the continued maintenance plan of each vessel is created, updated and implemented. Especially in gas markets, safety and reliable operations are key so that requirements by our clients (oil/ gas companies) require us to offer vessels in top condition. Risk of age restriction in ports is mitigated by strong charter party terms and impose charterer deployment restrictions. Often, aged shipping units are cheaper in terms of freights and deployed in niche markets with less stringent age limitations.
ASSETS UNDER CONSTRUCTION		
Specific risks apply to our assets under construction and include the solvency of our contractor as well as the timely delivery of the asset in accordance with all specifications and securing all required permits.	Failure by the shipyard to construct or deliver our assets under construction or bankruptcy by the shipyard would have a substantial impact on our financial position and our results. In the event the shipyard does not perform and we are not able to enforce the refund guarantee we might lose all or part of our investment. Additionally we might fail to comply with our obligations towards the charterer.	Advance payments are made to the shipyards and these payments are secured by refund guarantees and thus backed by strong banks. Progress of the construction and compliance with all technical and regulatory specifications is closely monitored by our technical/ supervision teams on site at the shipyards. Charter contracts linked to newbuilding investments are often made back-to-back, meaning that the risk of late delivery of vessel is covered for by e.g. suitable lay-can provisions.
EMPLOYMENT		
Vessels or other floating assets remain off-hire for a substantial period or charters are not renewed or terminated early.	In case we cannot enter into profitable long-term charters for our existing fleet or our assets under construction our result, cash flows and financial position might be substantially affected. We would be subject to a short-term or spot market or charters based on changing market prices. In addition it might be more difficult to obtain financing for such assets at reasonable terms. In absence of long term employment of our main assets, our EBITDA and covenants might be substantially affected.	Our management team and our commercial team have many years of experience and have an extensive network in the market. Our charter portfolio is very diversified. The commercial strategy is to remain flexible in the market by having a good balance between long-term and short-term charters. A sizable fleet in especially Midsize (MGC LPG carriers) has been able to mitigate this risk almost in full. For the Infrastructure fleet, proper termination clauses are negotiated and included in long-term charter agreements so that in case of early termination, the legal and commercial teams have sufficient time to find a new charterer at decent rates.
REGULATIONS		
New regulation could come into force, including the risk of a reversal of existing favorable tax regimes (such as the Belgian tonnage tax regime). Environmental law changes, including the imposition of other forms of taxation such as carbon tax, can also be implemented by public or other authorities.	Regulatory changes could impact our ability to charter our vessels or floating assets and might increase expenditure to be made to comply with all requirements and legislation. Compliance with changes in laws, regulations and obligations relating to climate change could increase our costs related to operating and maintaining our vessels and require us to install new emission controls, acquire allowances or pay taxes. Revenue generation and strategic growth opportunities may also be adversely affected.	Continuous monitoring and anticipation of changes in legislation and applicable requirements. Our in-house ship manager and our management team have many years of experience and an extensive network within the industry to monitor ongoing trends and changes. Often, regulations have long lead times for implementation offering us ample time to anticipate on these things. A global legal changed framework often affects the entire market fleet, so that owners are confronted with same changes. Many of the changes also are the responsibility of the charterer given that mostly in industrial markets period/time charter contracts are used which mean that charterers are responsible for the voyage/ fuel/port costs.

DESCRIPTION OF RISK	POTENTIAL IMPACT	LIMITING FACTORS AND CONTROL
CLIMATE CHANGE		
Climate change may adversely impact our operations and markets.	Adverse effects of climate change, including growing public concern about the environmental impact of climate change, may affect the value of our fleet, demand for our services and/or the public interest for our shares. In addition, the effects of climate change, including changes in weather patterns, extreme weather events, rising sea levels, scarcity of water resources, may negatively impact our cost structure, our operations or operations of service providers upon whom we depend, such as ports infrastructures. Any long-term material adverse effect on the industry could have a significant financial and operational adverse impact on our business that we cannot predict with certainty at this time.	Our legal, commercial and technical teams are monitoring climate change regulations and related applicable requirements and potential impacts on our fleet and overall business. Management has many years of experience and an extensive network within the industry to monitor ongoing changes.
INFORMATION TECHNOLOGY SYSTEMS		
Information technology systems change rapidly and are fundamental for the day-to-day operations.	The failure of key information technology systems or processes could adversely affect the operations or lead to data breaches. Cyber- attacks, ransomware or other security breaches could make information technology systems unavailable, interrupt our vessel operations and result in a loss of hire.	A dedicated IT team monitors continuously the information technology changes and exposures. Several measures such as firewalls, anti-virus software and separated networks etc. are in place. An information technology risk assessment is performed on a regular basis. Policies and procedures are in place and include a disaster recovery plan, an incident response plan and a business continuity plan.
RAPID TECHNOLOGICAL INNOVATION IN VESSEL DESIGN AND EQUIPMENT		
Specific risks apply to our assets that designs/ equipment become obsolete because of technical/ technological progress and innovation.	Assets become obsolete or uncompetitive in view with market practice and evolving standards.	EXMAR has a strong position as innovator and has always managed to advance new designs/size of ships to the market, and being regarded as pioneer in both shipping activities and floating solutions. Roots from shipbuilding, strong technical expertise and a separate technical desk and lots of engineers staffed (Houston, Paris, and Antwerp) to make/improve asset designs ascertain that we can continue to be the best/first in class. Mounting focus on ESG will only reinforce our drive towards innovation and apply high standards taking account of future changes in energy markets.
OUTBREAK OF PANDEMIC DISEASE		
Our seafarers as well as the supplies are crucial for our operations, an outbreak of a pandemic virus (such as the recent covid 19 pandemic) or contagious disease can complicate operations.	An outbreak of a pandemic virus in any region or on a global scale would impact our operations. Local or international measures such as but not limited to travel bans, limited or no port access or quarantine measures following such outbreak, could complicate supplies for our floating assets and complicate embarking or even suspend the possibility for seafarer to embark. Such events could result in the asset to be off-hire and a loss of income for the asset or part of our fleet.	Specific and strict policies and procedures are in place for an isolated outbreak on board of an asset and our people are specifically trained on how to deal with such event. Events and risks are continuously monitored by our operational teams who also participate in local and international associations and industry organizations to align with changes in requirements, ongoing guidelines and measures. Our operations are very diversified and our assets are deployed on a global scale, our seafarer are also sourced globally and neither dependent on one nationality or a specific region. Planning of our seafarer is flexible and contracts can be extended if needed in case replacement is not immediately possible or available. A business continuity plan is available to respond to such event and the measures foresee the possibility to have all our shore based teams working remotely or even isolated. In case operations need to be stopped, some of our commercial agreements include clauses covering force majeure and in case of an off-hire event exceeding a specific number of days, our insurance policies cover temporary the loss of income.

Financial risks

DESCRIPTION OF RISK	POTENTIAL IMPACT	LIMITING FACTORS AND CONTROL
COUNTERPARTY RISKS		
Dependency on a limited number of clients, we receive a considerable part of our income from a limited number of clients.	Deterioration of the financial viability of one of our significant clients would lead to a significant loss of income and cash flows.	Obligations of clients under long-term charters can be secured by guarantees or other securities. Most of our significant clients have been client of EXMAR for many years, our management team has the necessary experience and knows how to assess the operations and financial viability of our clients. Furthermore, for the Infrastructure fleet, proper termination clauses are negotiated and included in long-term charter agreements so that in case of early termination, the legal and commercial teams have sufficient time to find a new charterer at decent rates.
Charterers can be in default or can become bankrupt.	In case of the loss of a client our income and cash flows would be impacted. The costs of having to charter out the vessel can be high and the market conditions can be unfavorable.	Our customer base is diversified and consists of major companies active in the oil and gas market. Extensive credit checks are performed for new clients and additional securities or guarantees are requested if deemed necessary. Charter hire is in most cases payable in advance as period contracts are the most used employment contract.
Dependence on third party service providers.	The third-party service providers the Company has selected may not provide a standard of service comparable to that of the Company if it would directly provide such service. The Company relies on its third-party service providers to comply with applicable law, and a failure by such providers to comply with such laws may subject the Company to liability or damage its reputation and could have a material adverse effect on the Company's reputation and business.	EXMAR currently outsources to third party service providers certain management services of its fleet. Contractual agreements between all parties involved exist. The contractual agreements are included in the contract management system and monitored on a periodic basis. On a periodic basis, detailed supplier evaluations (including 3th party service providers) are performed.
Risks related to the joint ventures and associates may adversely affect the Company's operations, business and results of operations	Views from the other partner(s) may not be in line with EXMAR' s views, as a result of which specific treatment of the risks may be limited or even prevented. The different approaches to these risks may lead to consequences other than those which EXMAR would have incurred or would have wished to incur, which may adversely affect EXMAR' s operations, business and results of operations. Non alignment on operational, financial or commercial issues could affect long term cooperation with our joint venture and associate partners.	EXMAR provides general, accounting, corporate, site supervision and shipmanagement services to its joint ventures and associates. For these services, fees are charged based on contractual agreements between all parties involved. In addition, EXMAR has a long lasting relationship with its main joint venture partner, Seapeak.
FINANCING		
EXMAR is subject to restrictions on credit agreements, such as financial covenants and restrictions for EXMAR and its subsidiaries to take on further debts, distribute dividends, undertake certain investments, and sell part of its business without the consent of its lenders.	The existing financing arrangements for our fleet are secured by the vessels and parent company guarantees and contain restrictions and other covenants that may restrict our business and financing activities. Any default could result in the acceleration of the maturity date and lenders could call on the guarantees of these facilities.	Our cash flows and our financial position, including the requirements under the financing agreements, are continuously monitored. Our financing strategy aims for a diversification of financing resources and a spread of maturity dates. A dialogue is maintained with different investors and financial partners in order to build a long-term relationship. On 31 December 2023, all applicable financial covenants under the financing arrangements are complied with.
Financing to be obtained for assets under construction, operational assets and existing financing arrangements to be refinanced at maturity date.	Impossibility to finance or refinance our assets under construction and our existing fleet would have a substantial impact on our financial position. The financing possibilities and the cost of financing can be volatile and dependent on the overall economic circumstances.	Financing is inherent in our activities and investments. Our management team has numerous contacts and support of different financing partners and has many years of experience in obtaining financing for a variety of activities and investments. In shipping, there are often different candidates (e.g. in Japan) willing to offer lease/bareboat schemes.
INTEREST AND EXCHANGE RATES		
A significant portion of our financing arrangements has a variable interest rate. The majority of our operations are in USD but certain operating costs are expressed in different currencies (primarily in EUR).	An increase of the interest rates on the international financial markets would negatively impact our results and cash flows and could negatively impact the fair value of financial instruments used to hedge the interest rate exposure. A weakening of the USD compared to the EUR would negatively influence our results. Additional cash guarantees might be required.	The interest rate exposure and the foreign currency exposure are actively managed and various instruments will be used to cover an appropriate part of the exposure (e.g. IRS contracts). Fluctuations in the fair value of hedging instruments represent a non-realized non-cash item.

DESCRIPTION OF RISK	POTENTIAL IMPACT	LIMITING FACTORS AND CONTROL
IMPAIRMENT		
Negative variations in the fair market value of our fleet and other floating assets.	A significant decline in the fair value of our fleet could lead to an impairment loss to be recognized and would have a significant impact on our financial position and result. The ratio of the fair value of our fleet compared to the outstanding debt is a financial covenant in our financing arrangements. Our activities tend to be cyclical resulting in changes in the overall fair value of the fleet on the short-term. A significant decline could trigger an event of default under such arrangements.	The value of our fleet is continuously monitored using internal and external information and at least on each reporting date our fleet is tested for impairment. Testing is done by comparing the carrying amount of our fleet to appraisals of independent shipping brokers and to the net present value of the expected operating cash flows. The operating cash flows are based on internal information and a sensitivity analysis is performed on each assumption. Based on the testing performed as of December 31 2023 it is concluded that the carrying amount of our fleet is recoverable and that all financial covenants under our financing arrangements are complied with.
LIQUIDITY RISK		
Financial obligations and working capital requirements can vary depending upon a number of factors.	Our cash generating activities can be cyclical/volatile and dependent upon market circumstances while our outgoing cash flows can relate to operating, investing or financing activities. Any failure to meet our financial obligations could have material consequences for our operations and could trigger events of default under certain arrangements.	Liquidity is managed on a continuous basis to ensure that sufficient funds are available to meet our financial obligations when due under normal and stressed conditions. Based on our known contractual rights & obligations and using estimates or assumptions if needed, a monthly cash flow forecast is prepared and monitored per segment and for at least the subsequent 12 months. Our sources of operating income as well as our sources of financing are diversified. Payments relating to investing activities and our maturities of bank and other loans are also spread over different years.

"The Baths at Ostend" MSK Ghent ▶
Photographer: Dominique Provost


Ensor 1899
James Ensor
Les bains à Ostende croqués à l'eau
d'après nature. Un chaud-froid de
et baigneurs rougis jaunis fleuris etc.

▲ "Sloops" KMSKA
Photographer: Hugo Maertens

4.3 Remuneration Report 2023

The Remuneration Report describes the application of the principles applied by EXMAR for the remuneration of its directors and executive managers. It has been drafted in compliance with the provisions of the legislation adopted by the Belgian Parliament on 28 April 2020 and published on 6 May 2020 for the implementation of the Second Shareholders' Rights Directive (SRDII), the Belgian Code for Companies and Associations (BCCA) and the Belgian Corporate Governance Code 2020 (Code 2020).

Description of the procedures to develop the remuneration policy as well as to determine the remuneration of individual directors and members of the Executive Committee

The remuneration policy is adopted by the Board of Directors, upon recommendation of the Nomination and Remuneration Committee, whose role and responsibilities are described in the Corporate Governance Charter adopted by EXMAR. The policy, aligned to the new dispositions of the SRDII, BCCA and Code 2020, was approved by the Annual General Meeting of Shareholders of 18 May 2021. An amended policy was approved by the Annual General Meeting of Shareholders of 17 May 2022.

EXMAR strives for remuneration which will attract, motivate, reward and retain the qualified professionals for the Board of Directors and the Executive Committee needed to obtain the Company's operational and strategic objectives and to promote long-term sustainable value creation.

EXMAR attempts to ensure that the members of the Board of Directors and of the Executive Committee do not act in their own interests, and/or do not take risks that do not fit in with the Company's strategy and risk profile.

Remuneration for non-executive directors

The remuneration of the non-executive directors is decided by the General Meeting of Shareholders on a proposal from the Board of Directors. This proposal is based on the recommendations of the Nomination and Remuneration Committee.

The remuneration of the non-executive directors takes into account their responsibilities, their role as Board member, the workload and specific roles such as chairman of the Board, or chairman or members of Board committees.

All non-executive directors receive an annual fixed fee of EUR 50,000. No attendance fees are being paid. Members of the Audit and Risk Committee and/or the Nomination and Remuneration Committee receive a supplementary fixed fee of EUR 10,000. The annual payments are pro-rated according to the number of months served as an active board member or member of a committee during the calendar year.

Because of their roles and responsibilities, the annual fixed fee for the chairman of the Board and the chairman of each of the Committees is equal to twice the fee of the other members of the Board or the Committees except for the Nomination and Remuneration Committee. The Company provides customary insurance policies covering the Board of Directors' activities in carrying their duties at group level.

The non-executive directors do not receive performance-based remuneration or any benefits in kind or benefits associated with pension schemes.

In deviation of provision 7.6 of the Code 2020 non-executive directors do not receive part of their remuneration in the form of shares of the Company. EXMAR is of the opinion that granting remuneration in shares (in part or in whole) would not necessarily contribute to enabling the directors to act from the perspective of a long-term shareholder value and risk profile of the Company. The Company will, at regular intervals, reconsider this issue.

Directors are appointed by and the length of their terms is approved by the General Meeting of Shareholders for a maximum of 3 years. They are not entitled to any notice periods or severance indemnities in relation to the termination of their mandates. They are at all times subject to dismissal by the General Meeting of Shareholders.

Remuneration for executive directors

The executive directors of EXMAR who are a member of the Executive Committee are only remunerated in their capacity as executive and not in their capacity as director/member of the Board. This applies also for board memberships of subsidiaries. If executive directors are remunerated for their role in subsidiaries, this remuneration is part of their agreed global package.

Overview of the remuneration of the members of the Board of Directors for 2023 in EUR

		Fixed Remuneration	Audit & Risk Commitee Remuneration	Nomination & Remuneration Committee remuneration	Total
Nicolas Saverys	Chairman	100,000			100.000
FMO BV (Francis Mottrie)	CEO	-			0
ACACIA I BV (Els Verbraecken)	Non-executive Director	50,000	10,000	10,000	70,000
Maryam Ayati	Non-executive Director	50,000			50,000
Michel Delbaere	Non-executive Director	50,000		10,000	60,000
Isabelle Vleurinck	Non-executive Director	50,000	10,000	10,000	70,000
Wouter De Geest	Non-executive Director	50,000	10,000		60,000
Baron Philippe Vlerick	Non-executive Director	50,000	20,000		70,000
Stephanie Saverys	Non-executive Director	50,000			50,000
Carl-Antoine Saverys	Executive Director	18,750			18,750
Total		**468,750**	**50,000**	**30,000**	**548,750**

▲ "Beach and Sea Fun" KMSKA
Source: Wikimedia, Alina Data

Remuneration for the members of the Executive Committee and Nicolas Saverys (SAVEREX NV)

In line with EXMAR's total reward principles, the form and level of the Company's executive remuneration are aligned to company performance and individual skills and performance. The remuneration package is composed of three main elements:

- the fixed annual remuneration,
- the short-term variable remuneration (STI – short term incentive)
- the long-term variable remuneration (LTI- long term incentive).

The level and structure of the compensation packages are aligned with market practices for similar functions at comparable companies.

Overview of the remuneration for 2023 in EUR

Name	Company	Fixed Remuneration	STI (short term incentive)	discretionay bonus	LTI (long term incentive)	Pension benefit	Other insurances*	Other benefits**	Total
EXECUTIVE CHAIRMAN									
Nicolas Saverys Executive Chairman	SAVEREX NV	1,200,000		1,200,000					2,400,000
		50%	0%	50%	0%	0%	0%	0%	100%
CEO									
Francis Mottrie CEO	FMO BV	575,000	138,000	149,500					862,500
		67%	16%	17%	0%	0%	0%	0%	100%
OTHER MEMBERS OF THE EXECUTIVE COMMITTEE									
Christine Verhaert CFO einde 4/2023	Finmore BV	140,000 *							140,000
		100%	0%	0%	0%	0%	0%	0%	100%
Laurent Verhelst CFO einde 11/2023	Cometecco BV	245,000 *							245,000
		100%	0%	0%	0%	0%	0%	0%	100%
Hadrien Bown CFO start 12/2023	HAX BV	20,833							20,833
		100%	0%	0%	0%	0%	0%	0%	100%
Jens Ismar Executive Director Shipping	LISANN AS (Norway)	575,040	115,008	172,512					862,560
		67%	13%	20%	0%	0%	0%	0%	100%
Jonathan Raes Executive Director Infrastructure	FLX Consultancy BV	325,000	65,000	97,500					487,500
		67%	13%	20%	0%	0%	0%	0%	100%
Carl-Antoine Saverys Deputy Dir. Shipping	Casaver BV	250,000	50,000	75,000					375,000
		67%	13%	20%	0%	0%	0%	0%	100%

*hospitalisation- and travel insurance
** car and cellphone

Fixed annual remuneration

The fixed annual remuneration includes a fixed annual base remuneration taking into account the responsibilities, skills, experience and performance of the executive manager. Other benefits, such as medical care, health insurance plan, death and disability coverage and other benefits are also provided according with market practices to executives with a self-employed or employee status.

The fixed annual remuneration is reviewed annually and may increase or decrease considering several factors, like change of scope and responsibilities, comparable remuneration in other companies.

The global package for executives with a self-employed status reflects the total cost for the Company, with the executives being responsible for their own tax and social security payments.

Short-term variable remuneration (STI)

The short-term variable remuneration is a non-deferred cash incentive based on the achievement of specific individual performance (for 25%) and company performance targets (for 75%), financial targets (such as REBIT, REBITDA, net income,…) and/or non-financial targets for a reference period of one year. Each of the criteria is developed and calibrated on an annual basis in line with company strategy, budget and targets, with clear performance indicators. Above target performance (100%) results in a short-term variable remuneration. The maximum short-term incentive is capped at 30 % of the fixed annual remuneration for the CEO and 25 % for the other executive managers. In case of a major environmental issue or in case the net result of the Company is negative, all STI amounts are reduced to zero (gateway to STI). Payment of the STI will be conditional of employment up to the payment date. In 2023 80% of the set targets were achieved. Hence the Executive committee was awarded 80% of the respective capped annual remuneration.

On recommendation of the Nomination and Remuneration Committee, the Board of Directors can approve a possible discretionary STI to one or more executive directors or managers in case of extraordinary circumstances or extraordinary performance, over and above the levels mentioned in the previous paragraph. The Board of Directors awarded such discretionary STI to the members of the executive committee and to Saverex NV. In deviation of provision 7.10 of the Code 2020 no caps have been determined for such discretionary STI. The Board decided, because of the extraordinary circumstances and performance by the members of the executive management, not to set caps when the aforementioned discretionary STI was granted.

Long-term variable remuneration

In 2023 no long-term variable remuneration was awarded.

Minimum threshold of shares to be held by the executive managers

In deviation of provision 7.9 of the Code 2020 the Board of Directors does not set an explicit minimum threshold for the holding of EXMAR shares for the members of the Executive Committee. EXMAR believes that, through its current remuneration policy, it establishes a clear link with the long-term strategy and performance of the Company.

Malus and claw-back clauses

The Nomination and Remuneration Committee has considered the feasibility of claw-back and malus conditions in its variable pay plans. Given the uncertainties on the validity and interest of claw-back clauses under Belgian law, EXMAR has currently not introduced claw-back provisions on performance-related payments, except in case of fraud or misconduct. In the event that any variable remuneration is paid based on incorrect financial data, such miscalculation could be compensated with repayment or off-set from the payment of future variable remuneration.

Termination arrangements

The members of the Executive Committee and the executive directors have entered into a formal contract with the Company. Such contracts were entered into for an indefinite term, with termination arrangements not exceeding 12 months of fixed remuneration. Members of the Executive Committee bound by a Management Agreement need to finance their pension plan through their management company. Those who were self-employed are enrolled into a defined contribution plan paid by the Company.

Pay ratio

The ratio between the highest remuneration (CEO) and the lowest remuneration (in full-time equivalent) is a factor 9.40. Lowest paid employee is defined as a full time employee in Belgium and holds the lowest base salary on the year-end. The actual total remuneration is considered in the calculation of the ratio. The ratio between the highest remuneration (CEO) and the average remuneration is a factor 5.22. The average remuneration of the employees takes into account the total actual wages at year end basis full-time equivalent, divided by the number of full-time equivalents at year-end.

The main difference in remuneration policy between the executive management and employees in general, is the balance between fixed and performance-related remuneration such as STI and LTI. Overall, the impact of performance-related remuneration, in particular longer-term incentives, is of more importance for the executive management. This reflects that executive managers have greater freedom to act and the consequences of their decisions are likely to have a broader and more far-reaching time span of effect.

Remuneration and Company performance over 5 years

	2018	% var.	2019	% var.	2020	% var.	2021	% var.	2022	% var.	2023	% var.
Global remuneration Board of Directors and executive committee												
Global remuneration of the Board of Directors (1) (2) (in thousands of EUR)	580	0%	650	12%	600	-8%	580	-3%	580	0%	530	-9%
Global remuneration of the CEO (3) (4) (in thousands of EUR)	2,097	8%	998	-52%	1,876	88%	575	-69%	1,075	87%	862	-20%
Global remuneration of the other members of the Executive Committee (4) (in thousands of EUR)	2,991	-12%	2,493	-17%	1,530	-39%	1,355	-11%	1,844	36%	2,761	50%

Financial performance of the Company												
Net result for the period (in thousands of USD)	-16,070	-157%	-13,202	-18%	91,960	-797%	11,635	-87%	320,348	2653%	71,861	-78%
EBITDA for the period (5) (in thousands of USD)	67,371	-52%	100,915	50%	239,855	138%	113,486	-53%	401,677	254%	154,823	-61%
Adjusted EBITDA for the period (in thousands of USD)	36,471	-18%	80,400	120%	77,655	-3%	56,186	-28%	82,518	47%	154,823	88%
EBIT for the period (in thousands of USD)	22,017	-69%	34,377	56%	137,646	300%	36,975	-73%	353,073	855%	95,243	-73%
Net financial indebtedness/adjusted EBITDA	15,32	36%	7,01	-54%	6,28	-10%	8,76	39%	-1,27	-115%	1,63	228%

(1) including audit and risk committee / nomination and remuneration committee
(2) annualised to allow a meaningful comparison
(3) including the remuneration of the executive chairman and deputy CEO in 2020
(4) excluding share options granted
(5) proportionate consolidation method

Share Options

The last outstanding share options were exercised in the course of 2023. The last share option plan issued by the Company (Plan 10) matured on 16 December 2023.

On the basis of the recommendation of the Nomination and Remuneration Committee the Board of Directors decided not to grant new share options for the year 2023.

▲ "Beach at La Panne" Mu.ZEE
Photographer: Cedric Verhelst


Ensor
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5.

Financial report

◄ "Woman on a Breakwater" KMSKA
Photographer: Hugo Maertens

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5.1

Annual report of the Board of Directors to the shareholders

The Board of Directors hereby submits the combined annual report on the individual and consolidated annual accounts of EXMAR NV (the "Company") dated December 31, 2023 in accordance with articles 3:6 and 3:32 of the Belgian Code of Companies and Associations ("BCCA").

The Company must publish its annual accounts in accordance with the stipulations of the Royal Decree dated November 14, 2007 concerning the obligations of issuers of financial instruments who are entitled to trade on the Belgian regulated market.

Any elements that are applicable to the Company in accordance with the BCCA and the above-mentioned Royal Decree shall be covered in this report and in the Corporate Governance Statement. This annual report should consequently be read in conjunction with EXMAR's 2023 report.

COMMENTS ON THE CONSOLIDATED ANNUAL ACCOUNTS

The consolidated annual accounts were prepared in accordance with International Financial Reporting Standards (IFRS).

Below comments are based on the consolidated annual accounts prepared in accordance with IFRS, whereby the joint ventures are accounted for under the equity method.

In 2023, the EXMAR Group achieved a consolidated **profit** of USD 72.0 million (USD 320.3 million in 2022).

Revenue increased in 2023 by USD 331.7 million up to USD 487.3 million due to (i) the full year employment of the FSRU EEMSHAVEN LNG, chartered out since August 2022, (ii) higher licence and engineering revenue from projects, in particular from conversion works for TANGO FLNG and EXCALIBUR for the Marine XII project in Congo, (iii) the full year inclusion of the EXCALIBUR revenue, active since quarter four, 2022, and (iv) the rope business revenue, managed by Bexco NV, that entered into scope in November 2022.

Gain on disposal amounted to USD 0.9 million in 2023, compared to USD 319.6 million in 2022, primarily the result of the sale of 100% of the shares of Export LNG Ltd., the owning company of the TANGO FLNG, in August 2022 (USD 315.7 million).

Because of the full year employment of the EEMSHAVEN LNG, engineering, procurement and conversion contract work in relation to the Marine XII project in Congo, the inclusion of Bexco NV since November 2022, and increased provisions for claims, **operating expenses** increased.

Net financial expenses decreased from USD 23.4 million in 2022 to USD 5.1 million in 2023 and can be explained as follows:

- Higher interest income of USD 10.8 million resulting from the higher on average cash position of EXMAR;
- Lower interest cost compared to 2022 as previous year included an effective interest rate correction on the pressurized fleet following the early buy-out, interest cost on the NOK bond in the first 6 months of 2022 and on the Bank of China loan facility for the TANGO FLNG (repaid in August 2022);
- USD 7.1 million lower amortization and banking fees. Other finance cost in 2022 included USD 7.5 million one-off amortization of the capitalized financing fees of the Bank of China and Sequoia credit facilities upon their early termination and related cancellation fees;
- USD 2.5 million premium refund in 2022 resulting from the early repayment of the Bank of China facility.

The **share of equity accounted investees** remained stable at USD 32.0 million in 2022, compared to USD 32.1 million in 2023.

Vessels and barges amounted to USD 415.8 million at year-end 2023, a decrease of 22.2 million, which is mainly the depreciation charge of the year (USD 30.6 million), partially offset by capitalized dry-dock expenses (USD 4.2 million) and USD 4.5 million increase from the lifting of the early buy out options for three pressurized vessels.

Investments in equity accounted investees increased by USD 28.3 million up to USD 135.4 million end 2023, primarily as a result of our share in the net result of these joint ventures and associated companies (USD 32.1 million), offset by dividends (USD 1.8 million) and interest rate swap impact on the Group's other comprehensive income (USD 2.2m).

The **borrowings to equity accounted investees** (both non-current and current) amounted to USD 11.6 million end 2023 and comprise the shareholder loan to our associated company Electra Offshore Ltd which was valued to its expected recoverable amount.

In 2023 the **other investments** increased mainly as a result of the acquisition of shares in Vantage Drilling International Company, valued USD 36.2 million at year-end 2023.

As a result of deeprope projects with delivery in 2024, the Group had **inventories** of USD 15.1 million compared to 9.2 million at year-end 2022.

Current trade and other receivables increased by USD 29.6 million due to engineering, procurement and construction agreements for TANGO FLNG and EXCALIBUR in Infrastructure.

The **cash** position on December 31, 2023 amounted to USD 176.9 million, a decrease by USD 342.6 million. The strong growth of the cash flow from operating activities, is offset by the investing in shares in drilling activity and the dividend distributions in 2023.

Equity amounted to USD 482.1 million end 2023, or a decrease by USD 316.6 million primarily because of USD 72.0 million profit of the year, offset by the payment of USD 391.1 million dividends.

End 2023, **borrowings** (non-current and current) amounted to USD 265.3 million (2022: USD 218.3 million). The increase of USD 47.0 million is in essence explained by the new EEMSHAVEN LNG facility (USD 96.0 million), partially offset by the repayment of pressurized facilities following the exercise of early buy out options in 2023 (USD 42.6 million).

The contingent consideration liability of USD 78.0 million was at year-end 2022 reported in non-current **other payables** and relates to a price adjustment clause in the sales agreement with ENI. At year end 2023 it is included in **current trade and other payables**.

COMMENTS ON THE STATUTORY FINANCIAL STATEMENTS

The statutory accounts were prepared in accordance with Belgian GAAP and accounting principles were consistently applied. These accounts will be presented for approval to the General Meeting of Shareholders on May 21, 2024.

The below comments cover the main items of the statutory annual accounts:

The **operational loss** amounted to USD -22.3 million in 2023 (2022: USD -10.8 million).

Financial result decreased from USD 247.1 million in 2022 (gain) to a gain of USD 24.7 million in 2023 primarily due to dividends that were received in 2022 (USD 241.4 million) from group companies and the absence of impairment losses on intercompany loans.

The **statutory result** for the financial year amounts to a profit of USD 2.6 million compared to a profit of USD 236.0 million in 2022.

At the end of 2023, the total **assets** amounted to USD 457.8 million, including USD 320.3 million financial fixed asset and USD 82.6 million investments (mainly term deposits) and cash.

Equity amounted to USD 356.2 million at the end of 2023 (2022: USD 680.7 million) and increased by the profit of the year of USD 2.6 million and decreased by the intermediary dividend distribution in November 2023. On October 30, 2023, the General Meeting of Shareholders approved an intermediate dividend of (gross) EUR 4.4 per share and a distribution from the available share premium of (gross) EUR 1.0 per share. The distributions had an impact of USD 327.1 million on the equity in financial year 2023.

The **provisions** increased by USD 13.3 million and relate to various claims.

Liabilities amounted to USD 88.3 million end 2023 compared to USD 175.6 million in 2022.

At the General Meeting of Shareholders on May 21, 2024, the Board of Directors will propose the payment of a dividend of (gross) EUR 0.40 per share from the profit carried forward and the distribution of (gross) EUR 0.38 per share from the available share premium, and to allocate the result of the year as follows:

Profit carried forward:	USD 292,014,071.30
Profit of the financial year:	USD 2,634,324.06
Transfer from reserves:	USD 63,882,687.11
Share premium	USD -61,105,958.73
Intermediary dividend	USD -266,026,963.27
RESULT TO APPROPRIATE:	**USD 31,398,160.47**
Dividend payable:	USD -25,433,806.41
Transfer from reserves:	USD 24,162,116.09
Share premium payable:	USD -24,162,116.09
Result to carry forward:	USD 5,964,354.06

RISK FACTORS

As described in the Corporate Governance Statement.

NON-FINANCIAL INFORMATION

As described in chapter 3.1 ESG of the EXMAR 2023 report.

SUPPLEMENTARY INFORMATION

Research and Development

As described in chapter 3.1 ESG of the EXMAR 2023 report.

Employees

On December 31, 2023 EXMAR's global staff comprised 1,923 employees, including 1,514 crew at sea (2022: 1,926, including 1,508 crew at sea).

Many of the crew at sea are employed on assets owned or operated by our equity accounted investees; the corresponding expenses are not included in EXMAR's consolidated personnel or crew expenses.

Acquisition or sale of treasury shares

There were no such transactions in 2023. We refer to the Corporate Governance Statement.

On December 31, 2023 EXMAR owned 1,956,013 own shares, representing 3.29% of the total number of shares issued, compared to 2,272,263 at year-end 2022. In 2023 317,250 share options were exercised leading to a transfer of the corresponding number of (treasury) shares

Justification of the Accounting Principles

The accounting principles applied during the closure of the statutory annual accounts do not differ from the accounting principles applied during the previous financial year. A summary of the accounting principles of valuation is attached to the statutory annual accounts. For the consolidated financial statements please refer to the section on valuation principles for the consolidated annual accounts.

Defensive Mechanisms

Described in the Corporate Governance Statement.

Branch offices

EXMAR NV has no branch offices.

Stock Option Plan

So far, the Board of Directors has decided on ten occasions to offer a number of employees of the EXMAR Group options on existing shares (10 plans).

As of December 31, 2023 no plan is still open (we also refer to Note 27 Share based payments of the consolidated annual report).

Additional activities carried out by the Statutory Auditor

During the past financial year, the Statutory Auditor or companies or persons related to the Statutory Auditor, have been involved in audit related matters and has provided limited tax services for the Group. The non-audit fees did not exceed the Group audit fees.

Financial instruments

The long-term vision, that is typical of EXMAR's activities, is accompanied by long-term financing and therefore EXMAR's activities are also exposed to floating interest rates. EXMAR actively manages this exposure and if deemed appropriate could cover itself for rising interest rates for a part of its debt portfolio by means of various instruments. The Group's currency risk is historically mainly affected by the EUR/USD ratio for manning its fleet, paying salaries and all other personnel related expenses.

Application of article 7:96 of the Belgian Code of Companies and Associations

Per Article 7:96 of the Belgian Code of Companies and Associations (BCCA) directors who have a conflict of interest with respect to a decision to be taken by the Board have to inform the other directors of this before the decision is taken and may not participate in the discussion and decision making. Such declaration and the nature of the conflict of interest have to be set out in the minutes, which also have to describe the nature of the Board's decision, its financial consequences for the Company and its justification. This part of the minutes is to be included in the annual financial report.

Excerpt from the minutes of the meeting of 31 March 2023. The independent directors of the Company decided, subject to their review of the prospectus, to support and recommend the bid. Messrs. Nicolas Saverys and Carl-Antoine Saverys, as well as Mrs. Stephanie Saverys declare, as representative or shareholder of Saverex, that they possibly have an interest (other than a financial interest in the sense of article 7:96 BCCA) in the decision-making by the Board. In conformity with article III.7 of the Corporate Governance Charter they do not participate in the decision-making. The Board, after due consideration, approves the resolution of the independent directors. The detailed opinion of the Board will be set forth in the response memorandum, which will be attached to the prospectus.

Excerpt from the minutes of the meeting of 30 November 2023. The Nomination and Remuneration Committee discussed the 2023 bonus proposal for the group and an increase of remuneration of the CEO from 01/01/2024. The proposals are submitted to the Board for approval.

Prior to the discussion the directors Nicolas Saverys, as director and shareholder of Saverex NV, Stephanie Saverys, as director and shareholder of Saverex NV, FMO BV (represented by Francis Mottrie) and Carl-Antoine Saverys, as director and shareholder of Saverex NV and in own name, inform the other directors that they have a pecuniary interest that conflicts with that of the Company, as they are, indirectly or directly, beneficiaries of proposed bonuses and, for Carl-Antoine Saverys only, proposed increase of remuneration. They will not participate in the discussion or take part in the decision-making on the recommendation of the Committee.

The bonus proposal for 2023 for Saverex and the Executive Committee is based on STI-LTI, performance and overall result of the group:

- €1.200.000 to Saverex
- €287.500 to FMO BV (6 months)
- €125.000 to Carl-Antoine Saverys (Casaver srl) (6 months)
- €490.020 to the other members of the Executive Committee (6 months and for HAX BV none)

The Board, on recommendation of the Audit and Risk Committee, is of the opinion that the procedure laid out in Article 7:97 BCCA is not to be applied with respect to the bonus to Saverex NV, as the value (including all transactions with respect to Saverex NV during the last 12 months) is less than 1% of the net assets of the Company on consolidated basis.

An increase of the remuneration of Casaver srl (Carl-Antoine Saverys) is proposed to €350.000 per year from 2024 onwards.

The Nomination and Remuneration Committee recommends to the Board to approve both proposals. The Board, having duly considered the financial impact for the Company of the proposals, is of the opinion that the bonus proposal is justified because of extraordinary work in 2023 by the beneficiaries and for retention purposes, and that the proposal to increase the remuneration of Casaver srl is justified because of the taking up of the CEO function, and in accordance with the Company's remuneration policy. The Board decides to approve the recommendation.

Significant events after balance sheet

We refer to Note 37 Subsequent events of the consolidated annual report.

OUTLOOK

Shipping:

Very Large Gas Carriers (VLGC)

EXMAR's LPG fuelled 88,000 m³ VLGCs FLANDERS INNOVATION and FLANDERS PIONEER are serving a long-term time-charter agreement with Equinor ASA (Norway). With the large capacity and the dual fuel LPG engine, these vessels represent the best technology available today with respect to reducing greenhouse gas emissions.

The VLGC BW TOKYO performed well in the course of 2023 in the BW VLGC pool and we expect similar performance in 2024.

Midsize Gas Carriers (MGC)

During 2023, 50% of EXMAR's Midsize fleet was dedicated to transporting ammonia and is expected to continue in 2024.

EXMAR, which has a 50 / 50 joint venture with SEAPEAK for the Midsize fleet, continues to build on its existing loyal customer base with extensions of existing time charter contracts at profitable levels. At the beginning of 2024, 92% of EXMAR's Midsize fleet has already been committed to these clients for 2024.

Pressurized

EXMAR's pressurized fleet of 10 ships remained dedicated to well-established industrial and long- term partners, both in North-West Europe and in Asia. The time charter coverage for 2024 stands at 53%.

Liquefied Natural Gas (LNG)

EXCALIBUR is under a 10-year charter for the ENI Marine XII infrastructure project in Congo, to serve as floating storage unit alongside the floating liquefaction plant TANGO FLNG.

Infrastructure:

Floating LNG barges

TANGO FLNG is a floating LNG terminal which liquefies natural gas into LNG, which is then offloaded into LNG carriers laying alongside for export to LNG-importing countries. TANGO FLNG is owned by ENI as part of the activities of the natural gas development project in the Marine XII block. EXMAR carried out refurbishment on the TANGO FLNG as engineering, procurement and conversion contractor on the Marine II project in Congo in 2023. First gas was received year end 2023 and a first LNG cargo was successfully exported in February 2024. EXMAR has been heavily involved in this project as development and implementation partner and will continue its support as operations & maintenance partner after commissioning and performance acceptance.

EEMSHAVEN LNG is a regasification unit and is operating under a five-year charter in the Netherlands since August 2022. The charter for operating the floating storage and regasification unit is proceeding satisfactorily.

Accommodation barges

The employment of the accommodation and work barge NUNCE has confirmed the reputation of EXMAR of delivering high standard services to its customer offshore Angola, and its contract was extended until May 2024.

The accommodation and work barge WARIBOKO was deployed in Congo in the second half of 2023 till mid-February 2024 and is available for new assignments since then. In March 2024 it was decided to sell the work barge WARIBOKO.

Drilling

EXMAR acquired a holding of 11.5% in Vantage Drilling International in October 2023. Vantage provides offshore oil and natural gas drilling services. Vantage is listed on the US OTC market.

Supporting Services:

Ship Management

2023 has been a very busy year especially for the infrastructure business unit of EXMAR Ship Management, following the agreements with ENI for the conversion ahead of deployment for the TANGO FLNG and EXCALIBUR and the terminal operations of EEMSHAVEN LNG, which will continue in 2024.

BEXCO

The outlook for 2024 is positive with strong demand expected for Bexco's tailor-made rope solutions for offshore wind as well as for its deep-water mooring ropes.

TRAVEL PLUS

Although 2023 was another challenging year, the company remained on track and ended the year with positive results, a trend which is expected to continue in 2024.

EXMAR Yachting

EXMAR Yachting's marketing strategy continues to focus on increasing brand awareness for yacht management, flag registry services, crew payroll, and sales brokerage. This strategy has been successful, attracting new clients to EXMAR Yachting. The outlook for 2024 is positive, with increased demand for technical support and a steady growth of charter yachts under their Central Agency.

Approval and discharge of the annual accounts

We hereby request the General Meeting of Shareholders to approve this report for the year ending December 31, 2023 in its entirety and to appropriate the results as provided in this report. We also request the shareholders to grant discharge to the directors and Statutory Auditor for the performance of their mandate during the above-mentioned financial year.

Appointments

The following mandates will expire at the General Meeting of Shareholders:

- Carl-Antoine Saverys, executive director
- Nicolas Saverys, executive director
- Stephanie Saverys, non-executive director

The Board of Directors, March 25, 2024

5.2

Consolidated financial statements

Consolidated statement of financial position

(In thousands of USD)	Note	December 31, 2023	December 31, 2022
Non-current assets		**619,437**	**573,659**
Vessels and barges	13	415,747	437,966
Other property, plant and equipment	14	15,970	14,556
Intangible assets		314	225
Right-of-use assets	15	9,661	10,910
Investments in equity accounted investees	16	135,388	107,082
Deferred tax assets	19	4,429	1,071
Other investments	20	37,928	1,849
Current assets		**307,496**	**604,616**
Derivative financial assets		550	573
Inventories	21	15,134	9,217
Trade and other receivables	22	97,384	67,089
Short term borrowings to equity accounted investees	18	11,597	7,000
Current tax assets	19	5,900	1,185
Cash and cash equivalents	23	176,930	519,553
Total assets		**926,933**	**1,178,276**
Equity		**482,138**	**798,691**
Equity attributable to owners of the Company		481,992	798,511
Share capital	24	88,812	88,812
Share premium	24	148,796	209,902
Reserves		172,412	179,480
Result for the period		71,972	320,317
Non-controlling interest		147	180
Non-current liabilities		**248,862**	**250,370**
Borrowings	26	219,831	167,548
Other Payables		0	78,000
Employee benefit obligations	28	999	1,040
Provisions		25,006	800
Deferred tax liabilities	19	3,026	2,982
Current liabilities		**195,932**	**129,215**
Borrowings	26	45,480	50,800
Trade and other payables	29	146,909	75,542
Current tax liability	19	3,544	2,873
Total liabilities		**444,795**	**379,585**
Total equity and liabilities		**926,933**	**1,178,276**

Consolidated statement of profit and loss and other comprehensive income

(In thousands of USD)	Note	2023	2022
Revenue	4	487,318	155,604
Gain on disposal	5	868	319,643
Other operating income		4,020	1,601
Operating income		**492,206**	**476,848**
Vessel expenses	6	-263,114	-60,121
Raw materials and consumables used	7	-23,279	-3,447
General and administrative expenses	8	-54,804	-39,293
Personnel expenses	9	-46,176	-32,333
Depreciations & amortisations	13/14/15	-33,956	-33,624
Impairment losses and reversals	13/18/22	2,701	4,768
Loss on disposal		-82	0
Other operating expenses	10	-24,356	-25
Result from operating activities		**49,140**	**312,773**
Interest income	11	17,961	7,125
Interest expenses	11	-10,938	-21,954
Other finance income	11	1,373	9,525
Other finance expenses	11	-13,515	-18,055
Net finance result		**-5,120**	**-23,359**
Result before income tax and share of result of equity accounted investees		**44,020**	**289,414**
Share of result of equity accounted investees (net of income tax)	16	32,136	32,007
Result before income tax		**76,156**	**321,420**
Income tax expense	12	-4,148	-1,072
Result for the period		**72,007**	**320,348**
Attributable to:			
Non-controlling interest		36	30
Owners of the Company		71,972	320,317
Result for the period		**72,007**	**320,348**
Basic earnings per share (in USD)		1.25	5.60
Diluted earnings per share (in USD)		1.25	5.60
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME			
Result for the period		**72,007**	**320,348**
Items that are or may be reclassified subsequently to profit or loss:			
Equity accounted investees - share in other comprehensive income	16	-2,098	1,943
Foreign currency translation differences		1,572	580
Other		211	-202
Items that will never be reclassified to profit and loss:			
Employee benefits - remeasurements of defined benefit liability/assets	28	-456	-706
Total other comprehensive income for the period (net of tax)		**-771**	**1,615**
Total comprehensive income for the period		**71,237**	**321,963**
Attributable to:			
Non-controlling interest		-33	37
Owners of the Company		71,270	321,926

Consolidated statement of cash flows

		12 months ended 31 December,	
(In thousands of USD)	**Note**	**2023**	**2022**
Result for the period		72,007	320,348
Share of result of equity accounted investees (net of income tax)	16	-32,136	-32,007
Depreciations & amortisations	13/14/15	33,956	33,624
Impairment losses and reversals	13/18/22	-2,701	-4,768
Net finance result	11	5,120	23,359
Income tax expense/ (income)	12	4,148	1,072
Net (gain)/ loss on sale of assets	5	-868	-319,643
Other non-cash items	20/26	0	-1,193
Increase/(decrease) in provisions and employee benefits		23,671	-361
Realized foreign currency gains (losses)	11	-7,257	-3,357
Gross cash flow from operating activities		**95,941**	**17,075**
(Increase)/decrease of inventories		-5,457	2,268
(Increase)/decrease of trade and other receivables		-32,146	-6,488
Increase/(decrease) of trade and other payables	29	-1,713	27,512
Cash generated from operating activities		**56,626**	**40,368**
Interest paid		-9,928	-18,483
Interest received		16,427	5,411
Income taxes paid		-11,267	-1,311
NET CASH FROM OPERATING ACTIVITIES		**51,858**	**25,985**
Acquisition of vessels and vessels under construction	13	-4,218	-19,867
Acquisition of other property plant and equipment	14	-2,152	-554
Acquisition of intangible assets		-112	-51
Proceeds from the sale of vessels and other property, plant and equipment		278	13,722
Dividends from equity accounted investees	16	1,772	2,079
Other dividends received	11	19	18
Proceeds from the sale of a subsidiary, net of cash disposed off		-1,173	646,599
Acquisition of subsidiaries, net of cash acquired		0	-9,169
Acquisition of an asset through an other asset deal, net of cash acquired		0	-4,698
Other investment increase (decrease)	20	-39,132	0
Borrowings to equity accounted investees	18	-996	-41,085
Repayments from equity accounted investees	18	0	52,260
NET CASH FROM INVESTING ACTIVITIES		**-45,713**	**639,253**
Dividend paid	24	-391,089	-59,646
Proceeds from new borrowings	26	102,132	50,014
Repayment of borrowings	26	-58,389	-279,818
Repayment of lease liabilities IFRS 16 (principal portion)	26	-2,283	-1,476
Payment of debt transaction costs & banking fees		-2,664	-2,577
Proceeds from exercising share option plans		3,299	0
Release restricted cash	23	0	76,121
NET CASH FROM FINANCING ACTIVITIES		**-348,994**	**-217,383**
NET INCREASE/ (DECREASE) IN CASH AND CASH EQUIVALENTS		**-342,849**	**447,856**
Net cash and cash equivalents at 1 January	23	519,553	71,130
Net increase/(decrease) in cash and cash equivalents		-342,849	447,856
Exchange rate fluctuations on cash and cash equivalents		226	568
NET CASH AND CASH EQUIVALENTS AT 31 DECEMBER	**23**	**176,930**	**519,553**

Consolidated statement of changes in equity

(In thousands of USD)	Note	Share capital	Share premium	Retained earnings	Reserve for treasury shares	Translation reserve	Hedging reserve	Share-based payments reserve	Total	Non-controlling interest	Total equity
Opening equity as previously reported per January 1, 2023		**88,812**	**209,902**	**542,676**	**-44,349**	**-2,760**	**3,010**	**1,221**	**798,511**	**180**	**798,691**
Comprehensive result for the period											
Result for the period				**71,972**					**71,972**	**36**	**72,007**
Foreign currency translation differences	24					1,641			1,641	-69	1,572
Foreign currency translation differences - share equity accounted investees	16					57			57		57
Employee benefits - remeasurement net defined benefit obligations	28			-456					-456		-456
Other				211					211		211
Net change in fair value of cash flow hedges - share equity accounted investees	16						-2,155		-2,155		-2,155
Total other comprehensive result		**0**	**0**	**-245**	**0**	**1,698**	**-2,155**	**0**	**-702**	**-69**	**-771**
Total comprehensive income for the period		**0**	**0**	**71,727**	**0**	**1,698**	**-2,155**	**0**	**71,270**	**-33**	**71,237**
Transactions with owners of the Company											
Dividends declared	24		-61,106	-329,983					-391,089	0	-391,089
Share-based payments				-1,669	6,189			-1,221	3,299		3,299
Total transactions with owners of the Company		**0**	**-61,106**	**-331,653**	**6,189**	**0**	**0**	**-1,221**	**-387,790**	**0**	**-387,790**
Closing equity per December 31, 2023		**88,812**	**148,796**	**282,751**	**-38,160**	**-1,062**	**855**	**0**	**481,991**	**147**	**482,138**

(In thousands of USD)	Note	Share capital	Share premium	Retained earnings	Reserve for treasury shares	Translation reserve	Hedging reserve	Share-based payments reserve	Total	Non-controlling interest	Total equity
Opening equity as previously reported per January 1, 2022		**88,812**	**209,902**	**282,048**	**-44,349**	**-3,028**	**761**	**2,086**	**536,231**	**271**	**536,502**
Comprehensive result for the period											
Result for the period				**320,317**					**320,317**	**30**	**320,348**
Foreign currency translation differences	24					573			573	7	**580**
Foreign currency translation differences - share equity accounted investees	16					-305			-305		**-305**
Employee benefits - remeasurement net defined benefit obligations	28			-706					-706		**-706**
Other				-202					-202		**-202**
Net change in fair value of cash flow hedges - share equity accounted investees	16						2,249		2,249		**2,249**
Total other comprehensive result		**0**	**0**	**-908**	**0**	**268**	**2,249**	**0**	**1,608**	**7**	**1,615**
Total comprehensive income for the period		**0**	**0**	**319,409**	**0**	**268**	**2,249**	**0**	**321,926**	**37**	**321,963**
Transactions with owners of the Company											
Dividends declared	24			-59,646					-59,646	-128	**-59,775**
Share-based payments				865				-865	0		**0**
Total transactions with owners of the Company		**0**	**0**	**-58,781**	**0**	**0**	**0**	**-865**	**-59,646**	**-128**	**-59,775**
Closing equity per December 31, 2022		**88,812**	**209,902**	**542,676**	**-44,349**	**-2,760**	**3,010**	**1,221**	**798,511**	**180**	**798,691**

Note 1 - Accounting policies

A. Reporting entity

EXMAR NV ("the Company") is a company domiciled in Belgium whose shares are publicly traded (Euronext – EXM). The consolidated financial statements of the Group comprise the Company, its subsidiaries, and the Group's interest in associates and joint arrangements (referred to as the "Group"). The Group is active in the industrial shipping business.

B. Basis of preparation

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) as adopted by EU on December 31, 2023.

The accounting policies adopted in preparing the 2023 consolidated financial statements are consistent with those applied in the previous financial year, except for the items below.

New and amended standards and interpretations, effective in 2023

The Group applied for the first time certain standards and amendments, which are effective for annual periods beginning on or after January 1, 2023:
- IFRS 17 Insurance Contracts;
- Amendments to IFRS 17 Initial Application of IFRS 17 and IFRS 9 – Comparative Information
- Amendments to IAS 1 and IFRS Practice Statement 2: Disclosure of Accounting Policies;
- Amendments to IAS 8 Definition of Accounting Estimates;
- Amendments to IAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction;
- Amendments to IAS 12 International Tax Reform – Pillar Two Model Rules (effective immediately).

The Group believes that these have little or no impact on its consolidated financial statements.

The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

Standards issued but not yet effective

A number of new standards, amendments to standards and interpretations are not yet effective for the year ended December 31, 2023 and have not been applied in preparing these consolidated financial statements. The following new or amended standards or interpretations, that are not yet applicable for the annual period beginning on 1 January 2024, are not expected to have a significant impact on the Group's consolidated financial statements:
- Amendments to IAS 1 Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants;
- Amendments to IFRS 16 Lease Liability in a Sale and Leaseback;
- Amendments to IAS 7 and IFRS 7 Disclosures: Supplier Finance Arrangements;
- Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates - Lack of Exchangeability.

The consolidated financial statements were approved and were authorised for issue by the Board of Directors on March 25, 2024.

C. Basis of measurement and presentation

The consolidated financial statements are presented in thousands of USD, which is also the functional currency of the parent company. The Financial Services and Markets Authority (FSMA) approved the use of the USD as reporting currency by letter of July 2, 2003 as the majority of the Group's shipping activities and related financing are expressed in USD. All values are rounded to the nearest thousand.

The financial statements are prepared on the historical cost basis except for the following material assets and liabilities that have been measured on an alternative basis on each reporting date: derivative financial instruments, equity securities at FVTPL and the net defined benefit liability. Assets held for sale are stated at the lower of carrying amount and fair value less cost to sell.

D. Use of judgements and estimates

The preparation of the consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, income and expenses, the accompanying disclosures and the disclosure of contingent liability. The estimates and related assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision only affects that period, or in the period of the revision and future periods, if the revision affects both current and future periods.

JUDGEMENTS

In the process of applying the Group's accounting policies, management has made the following judgements, which have a significant impact on the amounts reported in the consolidated financial statements:

Assessment of exercising purchase options

Determining whether EXMAR will exercise purchase options on financed assets requires judgment and impacts the useful life of the related assets. All facts and circumstances relevant to the assessment are considered.

Specifically, for the pressurized fleet, management has made the assumption that the purchase options for three vessels will be exercised before or at the end of the respective financing agreements.

ESTIMATES AND ASSUMPTIONS

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond control of the Group. Such changes are reflected in the assumptions when they occur.

Impairment of vessels and barges

The Group reviews the carrying amount of each vessel for potential impairment at least annually or whenever events or changes in circumstances indicate that the carrying amount of a specific vessel may not be fully recoverable. The recoverable amount is the highest of the fair value less cost to sell and the value in use.

The fair value less cost to sell is determined based upon independent valuation reports. The Group engages two independent valuation specialists to assess fair values at reporting date. The carrying values of the vessels may not represent the fair market value at any point in time since the market prices of second-hand vessels tend to fluctuate with changes in charter rates and the cost of new buildings. Historically, both charter rates and vessel values tend to be cyclical.

The value in use is based upon future cash flows discounted to their present value. In developing estimates of future cash flows, management makes assumptions about expected operation date (in case of temporarily unemployed vessels), future charter rates, ship operating expenses, the estimated remaining useful lives of the fleet and the WACC. These assumptions are based on historical trends as well as future expectations. Although management believes that the assumptions used to evaluate potential impairment are reasonable and appropriate, such assumptions are highly subjective. We refer to Note 13 Vessels and barges for additional information on the assumptions applied at year-end.

Climate change and sustainability related developments

Climate related matters and measures such as the introduction of emission reduction legislation may have a significant impact on the EXMAR business and its customers. EXMAR is closely monitoring current developments and measures related to climate change and sustainability (see also section 3.1. ESG of this annual report) and believes these currently do not result in fundamentally changed expectations regarding useful lives or recoverability of our fleet. In the sensitivity analysis of the annual impairment test of vessels and barges, the age and emission rating of each particular asset was considered.

E. Material accounting policies

a. Basis of consolidation

Subsidiaries

Subsidiaries are those entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases. All intra-Group balances, income and expenses, unrealized gains and losses and dividends resulting from intra-Group transactions are eliminated in full.

Loss of control

Upon the loss of control, the Group derecognizes the assets and liabilities of the subsidiary, and non-controlling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognized in profit and loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date the control is lost.

Interests in equity-accounted investees

The Group's interest in equity accounted investees comprises interests in associates and joint ventures.

Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies. Significant influence is presumed to exist when the Group holds between 20% and 50% of the voting power.

A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

Investments in associates and joint ventures are accounted for using the equity method and are recognised initially at cost. The cost of the investment includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and OCI of equity accounted investees, from the date that significant influence or joint control commences until the date that significant influence or joint control ceases.

When the share of the Group in the losses exceeds its interest in an equity accounted investee, the carrying amount of that interest is reduced to zero, and the recognition of future losses is discontinued, except to the extent that the Group has an obligation or has made payments on behalf of the investee. In such case the negative investment in equity accounted investees is deducted from other components of the investor's interest in the equity accounted investee (borrowings to equity accounted investees). If the negative investment in equity accounted investees exceeds the investor's interest, a liability is recognized for the net amount. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

b. Foreign currency

Functional currency

Each entity prepares its individual financial statements in the currency of the primary economic environment in which the entity operates (i.e. the functional currency). Several European and Hong Kong based entities have the USD as functional currency as the majority of their cash flows are expressed in USD.

Transactions and balances

In preparing the individual financial statements, transactions in currencies other than the entities' functional currency are recorded at the exchange rate applicable at the date of the transaction.

At the reporting date, monetary assets and liabilities denominated in foreign currencies are translated to the functional currency spot exchange rates at that date. The non-monetary assets and liabilities that are measured in terms of historical cost are translated to the functional currency at the exchange rate at the date of the initial transactions. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date the fair value was determined.

Foreign exchange differences arising on translation are recognised in the profit or loss statement, except for (i) qualified cash flow hedges to the extent that the hedges are effective, and (ii) monetary items that are designated as part of the hedge of the Group's net investment in a foreign operation, which are recognised in other comprehensive income. Upon disposal of the hedge and or net investment, the cumulative amount is reclassified to profit or loss.

Consolidation of foreign operations

On consolidation, assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to USD – the group reporting currency - using the closing rate at reporting date. The income and expenses of the foreign operations are converted to USD at the exchange rate at the date of the transaction (the average exchange rate during the relevant period is used in case the date of transaction approximates this average rate).

Foreign currency translation differences are recognized directly in other comprehensive income. These foreign currency differences are presented within the "Translation reserve" caption. However, if the operation is a non-wholly owned subsidiary, then the relevant proportionate share of the translation difference is allocated to the non-controlling interests.

When a foreign operation is disposed of, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit and loss as part of the gain or loss on disposal. When the Group disposes of only part of its interest in a subsidiary that includes a foreign operation while retaining control, the relevant proportion of the cumulative amount is reattributed to non-controlling interests. When the Group disposes of only part of its investment in an associate or joint venture that includes a foreign operation while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit and loss.

The main exchange rates used are:

	Closing rates		Average rates	
			For the twelve months ended	
EXCHANGE RATES	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
EUR	0.9050	0.9376	0.9262	0.9474
GBP	0.7865	0.8315	0.8061	0.8062
HKD	7.8112	7.7970	7.8303	7.8309
NOK	10.1724	9.8573	10.5693	9.5392
XAF	593.6263	615.0062	607.5645	621.5040
ARS	808.4690	177.1165	264.5558	126.5182
KRW	1,297.4298	1,259.4458	1,308.7724	1,283.6970

c. Financial instruments

Financial assets and financial liabilities are recognised in the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Debt instruments that meet the following conditions are measured subsequently at amortised cost (see (i) below):

- The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are measured subsequently at fair value through other comprehensive income (FVTOCI) (see (ii) below):

- The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are measured subsequently at fair value through profit or loss (FVTPL).

Despite the foregoing, the Group may make the following irrevocable election/designation at initial recognition of a financial asset:

- The Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met (see (iii) below); and
- The Group may irrevocably designate a debt investment that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch (see (iv) below).

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets:

Financial assets at amortised costs: These assets are subsequently measured at amortised costs using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Debt investments at FVTOCI: These assets are subsequently measured at fair value. Interest income is calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVTOCI: These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss. However, see section derivative financial instruments and hedge accounting for derivatives designated as hedging instruments.

Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control over the financial asset.

Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

See section "Derivative financial instruments and hedge accounting" for derivatives designated as hedging instruments.

Derecognition of financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. When an existing loan is replaced by another from the same lender on substantially different terms, or the terms of the existing loans are substantially modified, such an exchange or modification is treated as a derecognition of the original loan and the recognition of a new loan (at fair value). The difference in the respective carrying value is recognized in the statement of profit and loss.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity, net of tax effects. When share capital recognised as equity is repurchased, the amount of the consideration paid, including directly attributable costs net of tax, is recognised as a deduction from equity. When treasury shares are sold, the amount received is recognised as an increase in equity and the resulting surplus or deficit on the transaction is presented in retained earnings.

Derivative financial instruments & hedge accounting

The Group holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

Derivatives are recognised initially at fair value at the date a derivative contract is entered into. Subsequent to initial recognition, derivatives are recognized at fair value and changes therein are generally recognized in profit and loss.

The Group designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with highly probable forecast transactions arising from changes in foreign exchange rates and interest rates and certain derivatives and non-derivative financial liabilities as hedges of foreign exchange risk of a net investment in a foreign operation.

At inception of designated hedge relationships, the Group documents the risk management objective and strategy for undertaking the hedge. The Group also documents the economic relationship between the hedged item and the hedged instrument, including whether the changes in cash flow of the hedged item and hedging instrument are expected to offset each other.

Cash flow hedges

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in OCI and accumulated in the hedging reserve. The effective portion of changes in the fair value of the derivative that is recognized in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in profit or loss. The amount accumulated in the hedging reserve and the cost of the hedging reserve is reclassified to profit or loss in the same period or periods during which the hedge expected future cash flows affect profit or loss.

If the hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. When hedge accounting for cash flow hedges is discontinued, any gain or loss recognised in other comprehensive income and accumulated in the cash flow hedge reserve at that time remains in equity and is reclassified to profit or loss when the forecasted transaction occurs. When a forecasted transaction is no longer expected to occur, the gain or loss accumulated in the cash flow hedge reserve is immediately reclassified to profit or loss.

d. Intangible assets

Research and development

Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognised in profit or loss as incurred.

Other intangible assets

Other intangible assets (e.g. software,…) acquired by the Group that have finite useful lives are measured at cost less accumulated amortisations and accumulated impairment losses. The amortisation is recognized in the profit or loss statement, and is spread over the useful life of the relevant intangible assets following the straight-line depreciation method. The amortization starts from the date that they are available for use. Amortization methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

Intangible assets with an indefinite useful life or that are not yet available for use, are subject to an annual impairment test.

Subsequent expenditure

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific assets to which it relates. All other expenditure is recognized in profit or loss as incurred.

e. Property, plant and equipment

Owned assets

Items of property, plant and equipment are stated at cost, which includes capitalised borrowing costs, less accumulated depreciation and impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the asset and to bringing the asset to the location and condition necessary for its intended use. The cost of self-constructed assets includes the cost of materials and direct labor, any other costs directly attributable to bringing the asset to a working condition for its intended use and capitalized borrowing costs.

Subsequent expenses associated with items of property, plant and equipment are capitalised only if a future economic advantage will result from this expenditure and its cost can be measured reliably. If a part of an item of property, plant and equipment is replaced, the replacement cost is capitalised and the carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognised in the profit or loss statement as incurred.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Depreciation is calculated over the depreciable amount, which is the cost of an asset, less its residual value and is recognized in profit or loss.

Vessels, barges or units in the construction process are separately classified on the balance sheet as assets under construction. These assets under construction are not depreciated, depreciation starts at the moment that the vessels are delivered. As from the moment of delivery, the vessels are no longer classified as under construction. The business model of the Group aims to rent or operate the constructed assets.

The vessels are depreciated on a straight-line basis to their residual value over their estimated useful life (as from construction date) in the Group as follows:

Gas vessel LPG pressurized (1)	20	years
Gas vessel LPG	30	years
Gas vessel VLGC	30	years
Gas vessel LNG	35	years
LNG units	30	years
Accommodation platform, newbuild:		
- Hull machinery & deck outfitting	20	years
- Accommodation	10	years
Accommodation platform, second hand	10-12	years

1. *In June 2016, EXMAR increased its share in the pressurized fleet from 50% to 100% and applied IFRS 3 Business combinations to account for this. The vessels were at that date accounted for at fair value and are being depreciated over their remaining useful life, which was 30 years as from construction date, or on average a remaining term of 23 years. In 2020, management re-assessed the useful life and reduced it from 30 to 20 years (as from construction date), or an average remaining useful life of 10 years as from January 1, 2020.*

Vessels and barges are estimated to have a zero residual value.

Dry-docking expenses are capitalised when they occur and depreciated over a period until the next dry-dock.

Other property, plant and equipment are depreciated over their estimated useful life using the straight-line depreciation method. Land is not depreciated.

The estimated useful lives of the various other types of assets are as follows:

Buildings	33.3	years
Leased real estate	33.3	years
Plant and equipment	5	years
Furniture	10	years
Cars	5	years
Airplane	10	years
IT equipment	3	years

f. Impairment of assets

Financial assets

Financial assets measured at amortised cost, except current trade receivables, are assessed each reporting date to determine whether the credit risk of a financial asset has increased significantly since initial recognition. The Group recognises a loss allowance for expected credit losses (ECL's) which is based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are an integral part of the contract terms.

In determining the credit risk of a financial asset and when estimating the ECL's, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

For current trade receivables, the Group applies the simplified approach permitted by IFRS 9 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables. The amount of the allowance is deducted from the carrying amount of the asset.

Equity accounted investees

After application of the equity method, the entity determines whether it is necessary to recognise an impairment loss with respect to its net investment in the associate or joint venture. An impairment loss in respect of an equity accounted investee is measured by comparing the recoverable amount of the investment with its carrying amount. An impairment loss is recognised in profit and loss and is reversed when there is a favourable change in the estimates used to determine the recoverable amount.

Non-financial assets

The carrying value of non-financial assets, other than deferred tax assets, are reviewed at each balance sheet date to determine whether there is an indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

For goodwill and intangible assets that have indefinite lives or that are not yet available for use the recoverable amount is estimated on each balance sheet date.

The recoverable amount of an asset or cash-generating unit (CGU) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs.

The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to cash-generating units that are expected to benefit from the synergies of the combination.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its estimated recoverable amount. All impairment losses are recognised in the profit or loss statement.

Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit (group of units) on a pro rata basis.

g. Assets held for sale

Non-current assets, or disposal groups comprising assets and liabilities, that are expected to be recovered primarily through sale rather than through continuing use, are classified as held for sale. Immediately before classification as held for sale, the assets (or components of a disposal group) are remeasured in accordance with the Group's accounting policies. Thereafter the assets (or disposal group) are measured at the lower of their carrying amount and fair value less cost to sell. Any impairment loss on a disposal group is allocated first to goodwill, and then to the remaining assets and liabilities on a pro rata basis except that no loss is allocated to assets not in the measurement scope of IFRS 5, which continue to be measured in accordance with the Group's other accounting policies. Intangible assets and property, plant and equipment once classified as held for sale or distribution are not amortised or depreciated. In addition, equity accounting of equity accounted investees ceases once classified as held for sale or distribution.

h. Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for, as follows:
- Raw materials and good purchased for resale: purchase cost on a first-in/first-out basis;
- Work in progress and finished goods: cost of direct material and labor and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs of completing the sale.

Write-offs on inventories are applied on slow-moving items. The calculation of the allowance is based on consistently applied write-off rules, which depend on both historical and future demand.

i. Employee benefits

Defined contribution plans

Obligations for contributions to defined contribution pension plans are recognised as an expense in the profit or loss statement as the related service is provided.

Defined benefit plans

The Group's net obligation in respect of defined benefit pension plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; discounting that amount and deducting the fair value of any plan assets. The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognized asset is limited to the present value of economic benefits available in the form of a any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in OCI. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Belgian defined contribution plans with return guaranteed by law

Belgian defined contribution plans are subject to the Law of April 28, 2003 on occupational pensions (hereafter 'the WAP'). According to article 24 of this Law, the employer has to guarantee an average minimum return of 3.75% on employee contributions and of 3.25% on employer contributions and this for contributions paid until December 31, 2015. As from January 2016, the employer has to guarantee an average minimum return of 1.75% on both employer and employee contributions (as changed by the Law of December 18, 2015). This guaranteed minimum return generally exceeds the return that is normally guaranteed by the insurer. Because the employer has to guarantee the statutory minimum return on these plans, not all actuarial and investment risks relating to these plans are transferred to the insurance company managing the plans. Therefore, these plans do not meet the definition of a defined contribution plan under IFRS and have to be classified by default as defined benefit plans. An actuarial calculation has been performed in accordance with IAS 19 based on the projected unit credit method.

Termination benefits

Termination benefits are recognised as an expense when the Group is demonstrably committed, without realistic possibility or withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognised as an expense if the Group has made an offer of voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably. If benefits are payable more than 12 months after the reporting date, then they are discounted to their present value.

Short-term employee benefit

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

Share-based payment transactions

The grant date fair value of options granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the options. The amounts recognised as an expense is adjusted to reflect the actual number of options for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market performance conditions at vesting date.

j. Provisions

A provision is recognised in the statement of financial position when the Group has a legal or constructive obligation as result of a past event, that can be estimated reliably and it is probable that an outflow of benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Restructuring provisions

Provisions for restructuring are recognised when the Group has approved a detailed and formal restructuring plan, and the restructuring has either commenced or has been announced publicly. Future operating costs are not provided for.

Onerous contracts

A provision for onerous contracts is recognised when the expected benefits to be derived by the Group from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is recorded, the Group recognises any impairment loss on the assets associated with that contract.

k. Income

Charter revenue

The company and/ or its joint ventures generate revenues from charterers for the use of its assets. Assets are chartered using voyage/spot, time or bareboat charters and pool revenue:

- **Voyage/spot charters**: Voyage revenue is recognized over time of spot charters on a load-to-discharge basis. Progress is determined on time elapsed. Voyage expenses are expensed as occurred. When our vessels cannot start or continue performing its obligation due to other factors, such as port delays, a demurrage is calculated. The applicable demurrage rate is stipulated in the contract. As demurrage is often a commercial discussion between EXMAR and the charterer, the outcome and total compensation receivable for the delay is not always certain. As such, EXMAR only recognizes the revenue which is highly probable to be received. No revenue is recognized if the collection of the consideration is not highly probable. The amount of revenue recognized is estimated based on historical data. The Group updates its estimate on an annual basis.
- **Time- and Bareboat charters:** As a lessor, the Group leases out some of its vessels under time – and bareboat charters (see also l) Leases). For time or bareboat charters, a contract is entered into for the use of an asset for a specific period of time at a contractual agreed daily or monthly rate. Revenue from time or bareboat charters are accounted for as operating leases and are recognised over the duration as service is performed.
- **Pool revenue:** Aggregated revenue recognized on a daily basis from vessels operating on voyage or time charter and contract of affreightment ("COA") within the pool is converted into an aggregated net revenue amount by extracting aggregated voyage expenses (such as fuel consumption, port charges,..) from gross revenue. This net revenue is used to determine the pool Time Charter Equivalent revenue ("TCE"). Aggregate TCE revenue is used to allocate revenue to the pool partners in accordance with the allocated pool points earned for each vessel. Pool points are determined taking into account the following parameters: intake (= capacity of the vessel), speed, fuel consumption performance and actual on hire days. The TCE revenue earned by our vessels operated in the pool is equal to the pool point rating of each vessel multiplied by time on hire, as reported by the pool manager. Revenue from these floating time charter agreements under which vessels are employed by the pool is accounted for under IFRS 15 Revenue from contracts with customers.

Revenue from services rendered

Revenue from services such as ship management, engineering and technical assistance services are recognised in the profit or loss statement over time as the services are provided. The customer simultaneously receives and consumes the benefits provided by the entity's performance as the entity performs (recurring services). Invoices and related payment terms depend on individual contractual terms.

License income

Revenue from the licensing of access to EXMAR's intellectual property is in general recognised over time together with the underlying services rendered based on time and material spent. In case the license revenue is considered distinct and distinct within the context of the contract, this revenue will be recognized at the point in time when EXMAR satisfies the performance obligation and control is transferred to the customer.

Gain on sale of assets

Gain on the sale of assets (vessels and barges) is recognized in the profit or loss statement when control of the goods underlying the particular performance obligation is transferred to the customer, which in general is at the moment of delivery of the vessel or barge to the customer. Invoices and related payment terms depend on individual contractual terms.

Revenue from sale of goods

Contracts with customers to sell goods have only one performance obligation. Revenue recognition occurs at a point in time when control of the asset is transferred to the customer, in general upon the delivery of goods.

Manufacturing project revenue

For revenue out of manufacturing projects, the percentage of completion method is used, provided that the outcome of the project can be assessed with reasonable certainty.

Commissions

if the Group acts in the capacity of an agent rather than as a principal in the transaction, then the revenue recognised is the net amount of commission realized by the Group.

l. Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand- alone prices.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:
- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets separately on the face of the balance sheet and lease liabilities in "Loans and borrowings" in the statement of financial position.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

As a lessor

At inception or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

If an arrangement contains lease and non-lease components, then the Group applies IFRS 15 to allocate the consideration in the contract.

The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of "Revenue".

m. Finance income and expenses

Finance income consists of interests received, dividend income, gains on the disposal of equity securities at FVTPL, changes in the fair value of financial assets at fair value through profit or loss, and gains on hedging instruments that are recognised in profit or loss and exchange rate gains. Interest income is recognised in the profit or loss statement as it accrues, taking into account the effective yield on the asset. Dividend income is recognised in the profit or loss statement on the date that the dividend is declared.

Finance expenses consist of interest expense on borrowings, unwinding of the discount on provisions, changes in the fair value of financial assets at fair value through profit or loss, impairment losses recognised on financial assets, exchange rate losses and losses on hedging instruments that are recognised in profit or loss.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method. Foreign currency gains and losses are reported on a net basis per currency as either other finance income or finance expense.

n. Taxes

Income tax expense consists of current and deferred taxes. Current and deferred tax is recognised in the profit or loss statement, except to the extent it relates to a business combination, or when they relate to items that are recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss of the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. Current tax assets and liabilities are offset only if certain criteria are met.

Deferred tax is recognised on all temporary differences between the carrying amounts of assets and liabilities for reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill, the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting, nor taxable profit, and differences relating to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of reversal and it is probable that they will not reverse in the foreseeable future.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets are recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised.

Deferred tax assets are reduced when it is no longer probable that the related tax benefits will be realized. Unrecognized deferred tax assets are reassessed at each reporting date and recognised to the extent that is has become probable that future taxable profits will be available against which they can be used. Deferred tax assets and liabilities are offset only if certain conditions are met.

Tonnage tax is not accounted for as income taxes in accordance with IAS 12 and is not presented as part of income tax expense in the profit or loss statement but is shown under other operating expenses.

o. Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are reviewed regularly by management to make decisions about resources to be allocated to the segment and assess its performance.

The result for each segment includes all income and expenses generated directly by this segment, as well as part of the income and expenses that can reasonably be allocated to this segment. The assets and liabilities allocated to a segment include as a minimum the assets and liabilities which are periodically reported to the Chief operating decision maker, being the Group's CEO and the Executive Committee.

Segment capital expenditure is the total cost incurred during the period to acquire property, plant and equipment and intangible assets.

p. Earnings per share

The Group presents basic and diluted earnings per share for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period, adjusted for treasury shares held. Diluted earnings per share is determined by adjusting the profit and loss attributable to ordinary shareholders and the weighted average of ordinary shares outstanding, adjusted for treasury shares held and for the effects of all dilutive potential ordinary shares such as share options granted to employees.

Note 2 - Segment reporting

In respect of joint ventures, the company continues to manage its operations based on internal management reports applying the principles of the proportionate consolidation method. The reconciliation of the segment reporting to the consolidated statement of financial position and the consolidated statement of profit or loss is presented in Note 3 Reconciliation segment reporting. All differences relate to the application of IFRS 11 Joint arrangements, no other differences exist.

The Group has three reportable segments. The Group's operating segments reflect the level at which the Group's CEO and the Executive Committee review the business and make decisions about the allocation of resources and other operating matters. These segments offer different products and services and are managed separately.

- The activities in the **Shipping** segment include the transportation of liquefied gas products such as Liquid Natural Gas (LNG), Liquid Petroleum Gas (LPG), ammonia and petrochemical gases.
- The **Infrastructure** segment provides innovative floating infrastructure solutions to the oil & gas industry both by making use of its asset portfolio and through developing new assets for near-shore and offshore production, processing, storage or other ancillary services.
- The segment **Supporting services** includes the specialised supporting services such as ship management services, travel services and manufacturing activities.

The company's internal and management structure does not distinguish any geographical information (non-current assets and revenue per major country) as the company's fleet is operated on a worldwide basis.

The intra-segment revenue mainly relates to management, supervision and crew services provided between segments.

Major shipping client Equinor (ex-Statoil) and Saudi Arabian Mining Company represented 21.0% (2022: 24.6%) and 12.6% (2022: 12.4%) of the revenue of the Shipping segment and 5.2% (2022: 14.4%) and 3.1% (2022: 7.2%) of the EXMAR Group revenue in 2023. The remaining part of the Shipping revenue is divided between 13 different customers. Export LNG Limited, ENI Congo and Gasunie represented 52.1% (2022: 0.0%), 23.4% (2022: 0.0%) and 9.2% (2022: 15.8%) of the revenue of the Infrastructure segment. These three companies represented 33.6% (2022: 0.0%), 15.1% (2022: 0.0%) and 5.9% (2022: 9.3%) of the EXMAR Group revenue in 2023. In 2022, Hyundai Heavy Industries Korea contributed 29.1% to the infrastructure segment and 6.4% of the EXMAR Group revenue. The percentages mentioned are calculated excluding settlement fees. No other customers represented more than 10.0% of the EXMAR Group revenue in 2023.

SEGMENT REPORTING 2023

(In thousands of USD) CONSOLIDATED STATEMENT OF PROFIT OR LOSS For the year ended December 31, 2023	Shipping	Infrastucture	Supporting services	Eliminations	Total
Revenue third party	143,658	372,696	61,136	0	577,490
Revenue intra-segment	187	1,183	9,948	-11,318	0
Royalty income	0	800	0	0	800
Total revenue	**143,845**	**374,678**	**71,084**	**-11,318**	**578,289**
Gain on disposal	6,594	6	836	0	7,436
Other operating income	677	1,908	1,435	0	4,020
Operating income	**151,117**	**376,592**	**73,355**	**-11,318**	**589,746**
Operating result before depreciations, amortisations & impairment losses (EBITDA)	**82,330**	**75,746**	**-3,559**	**0**	**154,517**
Depreciations and amortisations	-48,002	-11,823	-2,456	0	-62,281
Impairment losses and reversals	0	2,669	32	0	2,701
Loss on disposal	0	0	-82	0	-82
Operating result (EBIT)	**34,328**	**66,593**	**-6,065**	**0**	**94,855**
Interest income (non-intra-segment)	4,357	1,725	16,127	0	22,209
Interest income intra-segment	1,469	1,528	14,744	-17,741	0
Interest expenses (non-intra-segment)	-27,407	-662	-368	0	-28,437
Interest expenses intra-segment	-7,127	-9,017	-1,597	17,741	0
Other finance income	264	-2,532	894	0	-1,374
Other finance expenses	-676	-1,391	-8,966	0	-11,033
Share of result of equity accounted investees (net of income tax)	0	0	199	0	199
Income tax expense	-1,919	-182	-2,310	0	-4,411
Segment result for the period	**3,288**	**56,061**	**12,658**	**0**	**72,007**
Attributable to:					
Non-controlling interest					36
Owners of the Company					71,971

(In thousands of USD) CONSOLIDATED STATEMENT OF FINANCIAL POSITION December 31, 2023	Shipping	Infrastucture	Supporting services	Eliminations	Total
Assets					
Vessels and barges	489,002	203,234	0		692,236
Other property, plant and equipment	134	655	15,182		15,970
Intangible assets	0	13	301		314
Right-of-use assets	32,168	1,950	7,225		41,343
Investments in equity accounted investees	0	0	612		611
Borrowings to equity accounted investees	0	47,801	1,725		49,525
Loan receivables intra-segment	45,034	58,694	452,813	-556,542	0
Inventories	0	0	15,134		15,134
Restricted cash	1,857	0	0		1,857
Cash and cash equivalents	49,616	118,128	72,208		239,952
Total segment assets	**617,811**	**430,475**	**565,199**	**-556,542**	**1,056,943**
Unallocated other investments				0	550
Unallocated trade and other receivables				0	107,043
Trade and other receivables intra-segment	12,543	2,835	23,260	-38,638	0
Other unallocated assets					11,239
Total assets				**-595,180**	**1,175,776**
Liabilities					
Non-current borrowings	324,488	82,734	6,096		413,317
Current borrowings	58,838	14,242	7,554		80,634
Borrowings intra-segment	49,892	71,372	435,278	-556,542	0
Other payables	36	-40	10		7
Non-current provisions	2,397	11,638	13,368		27,403
Total segment liabilities	**435,651**	**179,946**	**462,306**	**-556,542**	**521,361**
Unallocated equity				0	482,138
Unallocated trade and other payables				0	164,492
Trade and other payables intra-segment	7,346	22,660	8,632	-38,638	0
Unallocated other liabilities				0	7,785
Total equity and liabilities				**-595,180**	**1,175,776**
CASH FLOW STATEMENT					
Cash from operating activities	74,381	59,350	-17,698		116,033
Cash from investing activities	13,829	-44,671	-2,851		-33,692
Cash from financing activities	-91,118	85,161	-384,093		-390,050
Exchange rate fluctuations					224
Total cash flow	**-2,908**	**99,840**	**-404,641**		**-307,485**
Additional information					
Capital expenditures	-32,864	-3,240	-1,901		-38,005
Proceeds from disposals	46,693	191	62		46,946

SEGMENT REPORTING 2022

(In thousands of USD) CONSOLIDATED STATEMENT OF PROFIT OR LOSS For the year ended December 31, 2022	Shipping	Infrastucture	Supporting services	Eliminations	Total
Revenue third party	139,882	76,099	23,026	0	239,007
Revenue intra-segment	1,530	39	7,928	-9,497	0
Royalty income	0	4,320	0	0	4,320
Total revenue	**141,412**	**80,458**	**30,954**	**-9,497**	**243,328**
Gain on disposal	385	315,659	3,489	0	319,533
Other operating income	3,239	1,193	264	-9	4,688
Operating income	**145,036**	**397,311**	**34,706**	**-9,505**	**567,549**
Operating result before depreciations, amortisations & impairment losses (EBITDA)	**81,627**	**323,130**	**-3,080**	**0**	**401,676**
Depreciations and amortisations	-47,859	-13,256	-1,233	0	-62,347
Impairment losses and reversals	8,975	4,859	-91	0	13,743
Operating result (EBIT)	**42,743**	**314,733**	**-4,404**	**0**	**353,072**
Interest income (non-intra-segment)	83	2,626	3,942	0	6,651
Interest income intra-segment	453	515	12,556	-13,525	0
Interest expenses (non-intra-segment)	-25,603	-6,575	-306	0	-32,484
Interest expenses intra-segment	-2,105	-10,905	-515	13,525	0
Other finance income	5,040	4,613	4,150	-1,000	12,803
Other finance expenses	-2,862	-9,636	-7,388	1,000	-18,885
Share of result of equity accounted investees (net of income tax)	0	0	269	0	269
Income tax expense	-919	1,007	-1,167	0	-1,079
Segment result for the period	**16,831**	**296,378**	**7,139**	**0**	**320,348**
Attributable to:					
Non-controlling interest					30
Attributable to owners of the Company					320,318

(In thousands of USD) CONSOLIDATED STATEMENT OF FINANCIAL POSITION December 31, 2022	Shipping	Infrastucture	Supporting services	Eliminations	Total
Assets					
Vessels and barges	507,669	211,930	0	0	719,599
Other property, plant and equipment	40	400	14,116		14,556
Intangible assets	0	19	206		225
Right-of-use assets	11,696	2,442	7,812		21,949
Investments in equity accounted investees	0	0	449		449
Borrowings to equity accounted investees	0	7,000	0		7,000
Loan receivables intra-segment	76,872	58,153	416,458	-551,483	0
Inventories	0	0	9,217		9,217
Restricted cash	1,778	0	0		1,778
Cash and cash equivalents	28,872	32,600	485,965		547,437
Assets held for sale	9,988	0	0		9,988
Total segment assets	**636,915**	**312,544**	**934,222**	**-551,483**	**1,332,198**
Unallocated other investments					5,432
Unallocated trade and other receivables					81,375
Trade and other receivables intra-segment	7,123	10,035	36,117	-53,275	0
Other unallocated assets					2,256
Total assets				**-604,758**	**1,421,260**
Liabilities					
Non-current borrowings	330,718	2,026	6,541		339,284
Current borrowings	92,909	10,465	1,386		104,759
Borrowings intra-segment	262,919	167,310	121,254	-551,483	0
Other payables	0	78,000	0		78,000
Non-current provisions	2,347	0	800		3,147
Total segment liabilities	**688,892**	**257,801**	**129,980**	**-551,483**	**525,190**
Unallocated equity				0	798,689
Unallocated trade and other payables				0	90,478
Trade and other payables intra-segment	22,243	21,035	535,735	-53,275	0
Unallocated other liabilities				0	6,903
Total equity and liabilities				**-604,758**	**1,421,260**
CASH FLOW STATEMENT					
Cash from operating activities	-20,686	-116,164	204,797		67,947
Cash from investing activities	2,578	619,892	-8,961		613,509
Cash from financing activities	11,121	-482,042	229,261		-241,660
Exchange rate fluctuations					568
Total cash flow	**-6,988**	**21,685**	**425,098**	**0**	**440,364**
Additional information					
Capital expenditures	-21,778	-9,693	-317		-31,788
Proceeds from disposals	24,356	718	9		25,083

Note 3 - Reconciliation segment reporting

The financial information of each operating segment is reviewed by management using the proportionate consolidation method. The below tables reconcile the financial information as reported in the consolidated statement of financial position and the interim condensed consolidated statement of profit or loss (using the equity consolidation method as required under IFRS 11) with the financial information disclosed in Note 2 Segment reporting (using the proportionate consolidation method).

RECONCILIATION SEGMENT REPORTING 2023

(In thousands of USD) For the year ended December 31, 2023	Proportionate consolidation	Difference	Equity consolidation
Revenue	578,289	-90,971	487,318
Gain on disposal	7,436	-6,569	868
Other operating income	4,020	0	4,020
Vessel expenses	-286,415	23,301	-263,114
Raw materials and consumables used	-23,279	0	-23,279
General and administrative expenses	-54,953	148	-54,804
Personnel expenses	-46,176	0	-46,176
Depreciations and amortisations	-62,281	28,325	-33,956
Impairment losses and reversals	2,701	0	2,701
Loss on disposal	-82	0	-82
Other operating expenses	-24,407	51	-24,356
Result from operating activities	**94,855**	**-45,715**	**49,140**
Interest income	22,209	-4,248	17,961
Interest expenses	-28,437	17,498	-10,938
Other finance income	-1,374	2,747	1,373
Other finance expenses	-11,033	-2,482	-13,515
Result before income tax and share of result of equity accounted investees	**76,219**	**-32,199**	**44,020**
Share of result of equity accounted investees (net of income tax)	199	31,937	32,136
Income tax expense	-4,411	263	-4,148
Result for the period	**72,007**	**0**	**72,007**

(In thousands of USD) For the year ended December 31, 2023	Proportionate consolidation	Difference	Equity consolidation
Vessels and barges	692,236	-276,489	415,747
Other property, plant and equipment	15,970	0	15,970
Intangible assets	314	0	314
Right-of-use assets	41,343	-31,682	9,661
Investments in equity accounted investees	611	134,777	135,388
Derivative financial asset	911	-911	0
Deferred tax assets	4,429	0	4,429
Other investments	37,928	0	37,928
Non-current assets	**793,743**	**-174,306**	**619,437**
Derivative financial asset	550	0	550
Inventories	15,134	0	15,134
Trade and other receivables	107,043	-9,659	97,384
Borrowings to equity accounted investees	11,597	0	11,597
Current tax assets	5,899	1	5,900
Restricted cash	1,857	-1,857	0
Cash and cash equivalents	239,952	-63,022	176,930
Current assets	**382,033**	**-74,537**	**307,496**
Total assets	**1,175,776**	**-248,843**	**926,933**
Equity	**482,138**	**0**	**482,138**
Borrowings	413,317	-193,486	219,831
Other payables	7	-7	0
Employee benefits	999	0	999
Non-current provisions	27,403	-2,397	25,006
Deferred tax liabilities	3,026	0	3,026
Non-current liabilities	**444,752**	**-195,889**	**248,862**
Borrowings	80,634	-35,154	45,480
Trade and other payables	164,492	-17,583	146,909
Current tax liability	3,760	-217	3,544
Current liabilities	**248,886**	**-52,954**	**195,932**
Total equity and liabilities	**1,175,776**	**-248,843**	**926,933**

RECONCILIATION SEGMENT REPORTING 2022

(In thousands of USD) For the year ended December 31, 2022	Proportionate consolidation	Difference	Equity consolidation
Revenue	243,328	-87,724	155,604
Gain on disposal	319,534	109	319,643
Other operating income	4,688	-3,086	1,601
Vessel expenses	-90,444	30,323	-60,121
Raw materials and consumables used	-3,447	0	-3,447
General and administrative expenses	-39,623	330	-39,293
Personnel expenses	-32,333	0	-32,333
Depreciations and amortisations	-62,347	28,723	-33,624
Impairment losses and reversals	13,743	-8,975	4,768
Loss on disposal	0	0	0
Other operating expenses	-25	0	-25
Result from operating activities	**353,073**	**-40,300**	**312,773**
Interest income	6,651	473	7,125
Interest expenses	-32,484	10,530	-21,954
Other finance income	12,803	-3,278	9,525
Other finance expenses	-18,885	830	-18,055
Result before income tax and share of result of equity accounted investees	**321,157**	**-31,743**	**289,414**
Share of result of equity accounted investees (net of income tax)	269	31,737	32,007
Income tax expense	-1,079	6	-1,072
Result for the period	**320,348**	**0**	**320,348**

(In thousands of USD) For the year ended December 31, 2022	Proportionate consolidation	Difference	Equity consolidation
Vessels and barges	719,599	-281,633	437,966
Other property, plant and equipment	14,556	0	14,556
Intangible assets	225	0	225
Right-of-use assets	21,949	-11,039	10,910
Investments in equity accounted investees	449	106,633	107,082
Borrowings to equity accounted investees	0	0	0
Deferred tax assets	1,071	0	1,071
Other investments	1,849	0	1,849
Non-current assets	**759,698**	**-186,039**	**573,659**
Assets held for sale	9,988	-9,988	0
Derivative financial asset	3,583	-3,010	573
Inventories	9,217	0	9,217
Trade and other receivables	81,375	-14,286	67,089
Borrowings to equity accounted investees	7,000	0	7,000
Current tax assets	1,185	0	1,185
Restricted cash	1,778	-1,778	0
Cash and cash equivalents	547,437	-27,884	519,553
Current assets	**661,563**	**-56,946**	**604,617**
Total assets	**1,421,260**	**-242,985**	**1,178,276**
Equity	**798,689**	**1**	**798,691**
Borrowings	339,284	-171,736	167,548
Other payables	78,000	0	78,000
Employee benefits	1,040	0	1,040
Non-current provisions	3,147	-2,347	800
Deferred tax liabilities	2,982	0	2,982
Non-current liabilities	**424,453**	**-174,083**	**250,370**
Borrowings	104,759	-53,960	50,800
Trade and other payables	90,478	-14,936	75,542
Current tax liability	2,881	-8	2,873
Current liabilities	**198,118**	**-68,903**	**129,215**
Total equity and liabilities	**1,421,260**	**-242,985**	**1,178,276**

Note 4 – Revenue

For the period ended December 31, (In thousands of USD)	2023	2022
Shipping segment	52,553	51,936
Infrastructure segment - ordinary revenue	371,226	78,152
Supporting services segment - ordinary revenue	63,539	25,517
Revenue	**487,318**	**155,604**

The increase in total revenue at the **Shipping** segment is mainly a result of the higher time-charter rates for all vessel types.

Revenue in the **Infrastructure** segment increased significantly in 2023 as a result of the increased revenue from engineering projects, including the engineering, procurement and construction contracts for the Marine XII project in Congo and the twelve months employment of the EXCALIBUR and the FSRU EEMSHAVEN LNG.

The increase in revenue at the **Supporting services** is the combined effect of Bexco NV, entering the consolidation scope of the Group since November 2022 (contribution increased by USD 34.8 million), higher revenue from the offshore accommodation barges and at Travel Plus, offset by lower ship management revenue due to less vessels under management. Bexco NV is a manufacturer of precision-engineered synthetic mooring, towing and lifting ropes for offshore, marine and industrial applications.

Revenue which falls within the scope of IFRS 16 Leasing represented 18.5% (2022: 43.0%) of total revenue and is situated in the Shipping and Infrastructure segment. Revenue which falls within the scope of IFRS 15 Revenue from contracts with customers represented 81.5% (2022: 57.0%) of total revenue and is mainly situated in the Infrastructure and Supporting services segment. The percentages mentioned are calculated excluding settlement fees.

Major shipping clients Equinor (ex-Statoil) and Nippon Gas Line Co represented 57.4% (2022: 53.6%) and 21.8% (2022: 21.2%) respectively of the revenue of the Shipping segment. Both clients contributed 6.2% (2022: 17.9%) and 2.4% (2022: 7.1%) respectively to the EXMAR Group revenue in 2023. Export LNG Limited, ENI Congo and Gasunie represented 52.3% (2022: 0.0%) and 23.5% (2022: 0.0%) and 9.2% (2022: 28.4%) of the revenue of the Infrastructure segment. These three clients represented 39.9% (2022: 0.0%), 17.9% (2022: 0.0%) and 7.0% (2022: 14.2%) of the EXMAR Group revenue in 2023. In, 2022, Hyundai Heavy Industries Korea represented 19.6% of the infrastructure segment and 9.8% of the EXMAR Group revenue. The percentages mentioned are also calculated excluding settlement fees. No other customers represent more than 10.0% of the EXMAR Group revenue in 2023.

(In thousands of USD)	2023	2022
Trade receivables, included in trade and other receivables (current + non-current)	45,426	39,344
Contract assets, included in trade and other receivables	25,514	7,743
Contract liabilities, included in trade and other payables	10,025	11,056
Contract balances	**80,964**	**58,143**

The increase in contract balances in 2023 is resulting from receivables related to the engineering agreements related to EEMSHAVEN LNG, TANGO FLNG and EXCALIBUR.

The contract assets mainly relate to the Group's rights to consideration for work completed but not billed at the reporting date. The contract assets are transferred to receivables when the rights become unconditional.

The contract liabilities primarily relate to invoices issued in respect of vessel income (prepaid hire) and advances charged for planned services. The contract liabilities at the end of 2022 have been recognized in revenue in 2023.

The increase in contract assets and contract liabilities mainly results from the services delivered/to be delivered to the three assets mentioned above.

Note 5 – Gain on disposal

(In thousands of USD)	2023	2022
Gain on sale of shares of Export LNG	0	315,654
Gain on derecognition Bexco NV	0	3,474
Other	868	515
Gain on disposal	**868**	**319,643**

In the fourth quarter of 2023 EXMAR sold 26.7% of the shares of ECOS Srl and realized a gain of USD 0.8 million. As a result of the transaction EXMAR owns 33.3% and applies the equity method to its investment as of December 31, 2023.

As a result of the sale of the 100% shares of Export LNG Ltd., the owning company of the TANGO FLNG, in August 2022, EXMAR realized a non-recurring gain of USD 315.7 million. Details of the transaction related assets and liabilities can be found in Note 4 of the consolidated financial statements as of December 31, 2022.

On November 1, 2022 EXMAR obtained control over Bexco NV, consequently realized a gain on the derecognition of the equity accounted investment and includes the company in full in the Group's consolidated financials since that date. The total impact of the acquisition of the remaining 55.09% resulted in a total gain of USD 3.5 million.

Note 6 - Vessel expenses

For the period ended December 31, (In thousands of USD)	2023	2022
Vessel expenses crew	-33,281	-28,287
Vessel expenses maintenance	-13,989	-23,931
Vessel expenses engineering	-203,312	0
Vessel expenses insurance	-1,815	-2,759
Vessel expenses other	-10,716	-5,144
Vessel expenses	**-263,114**	**-60,121**

Vessel expenses are expenses made to operate a vessel and include primarily crew, maintenance, insurance and other related expenses. Vessel expenses exclude depreciations.

The increase in the vessel expenses in 2023 compared to 2022 is mainly the result of the increased expenses in relation to the engineering, procurement and conversion contracts for the TANGO FLNG and EXCALIBUR FSU with completion of conversion works early 2024.

Note 7 – Purchase of goods

In 2023 EXMAR reports USD 23.3 million of purchases of goods in relation to the rope manufacturing activity at Bexco NV, that became a subsidiary of the Group as from November 1, 2022.

Note 8 - General and administrative expenses

For the period ended December 31, (In thousands of USD)	2023	2022
Administrative expenses	-34,480	-33,393
Office expenses	-1,297	-1,386
Travel expenses	-3,016	-2,488
IT & communication expenses	-2,693	-2,409
Fees	-26,463	-26,318
Insurance	-1,011	-793
Freight charges	-1,787	-1,740
Non-income based taxes	-13,863	-2,844
Other expenses	-4,675	-1,316
General and administrative expenses	**-54,804**	**-39,293**

During 2023 administrative expenses increased mainly due to the Marine XII project in Congo, more specific in relation to taxes withheld in relation to the activity in Republic Congo.

Administrative expenses and freight charges for the Bexco activities since their inclusion in the consolidation scope had an impact of USD 5 million on 2023.

Note 9 - Personnel expenses

(In thousands of USD)	2023	2022
Salaries and wages	-38,954	-27,492
Social security charges	-6,580	-4,263
Employee benefit, defined benefit and defined contribution plan	-642	-577
Personnel expenses	**-46,176**	**-32,333**

At year-end	2023	2022
Seagoing	1,514	1,508
Staff	409	418
Number of personnel members	**1,923**	**1,926**

Salaries and wages increased because of inflation (impact of 11%), the inclusion of Bexco for a full year (in 2022 only 2 months) with an impact of USD 7.4 million and a higher number of engineers and technical employees for amongst others the projects managed by EXMAR Offshore Company.

The number of personnel members represents the effective number of personnel members in service per period end (including the seagoing employees of our equity accounted investees).

A significant part of EXMAR's seagoing personnel is employed on the assets held or operated by EXMAR's equity accounted investees, the related expense is not included in the personnel expenses or crew expenses disclosed above.

Note 10 - Other Operating Expenses

For the period ended December 31, (In thousands of USD)	2023	2022
Other Provisions	-24,204	0
Non income based taxes	-150	-24
Other	-2	-1
Other operating expenses	**-24,356**	**-25**

As per December 31, 2023 additional provisions are recorded for a total amount of USD 24,0 million based on management's assessment of potential cash outflows. Additional provisions have been recorded for the former lease arrangement of LNG Carrier EXCEL, obligations under the engineering, procurement and construction contracts for the Marine XII project in Congo and a claim from a foreign tax authority.

Regarding LNGC Excel this vessel was financed through a lease agreement in the UK, which was terminated in August 2013. The UK tax authorities (HMRC) had made inquiries on the tax treatment of the lease and on the right to receive Capital Allowances claimed by the Lessor.

In 2023 the company was informed that recent discussions between the Lessor and HMRC were held, that some closure notices had been received and payments were made by the Lessor.

Updated assessment of the case by EXMAR management led to the recognition of an additional provision under the IFRS rules.

Note 11 - Finance result

For the period ended December 31, (In thousands of USD)	2023	2022
Interest income on borrowings to equity accounted investees	1,217	1,929
Interest income on cash and cash equivalents	16,744	5,196
Interest income	**17,961**	**7,125**
Interest expenses on borrowings	-10,537	-21,954
Amortisation transaction costs	-402	0
Interest expenses	**-10,938**	**-21,954**

The interest income on borrowings to equity accounted investees relates to interests charged to the equity accounted investees on the borrowings provided by EXMAR and decreased as a result of lower average outstanding balances. We refer in this respect also to Note 18 Borrowings to equity accounted investees.

Interest income on cash and cash equivalents increased significantly thanks to the higher average short term deposits in 2023 compared to the average in 2022.

Interest expenses relate to EXMAR's borrowings as disclosed in Note 26 Borrowings and the decrease of USD 11.4 million is the combined effect of (i) lower interest expenses in the Infrastructure segment due to the repayment of the NOK bond (USD 3.3 million) (ii) the effective interest correction in 2022 on the pressurized fleet following the exercise of the early buy-out option (USD 5.5 million including USD 3.3 million adjustment of historic interest expenses[1]) (Shipping segment), and (iii) lower margins and early repayment of the Bank Of China loan facility in August 2022 upon the sale of the shares of Export LNG Ltd (USD 2.3 million).

For the period ended December 31, (In thousands of USD)	2023	2022
Realised exchange gains	351	2,967
Unrealised exchange gains	756	2,418
Dividend income from non-consolidated companies	19	18
Equity securities measured at FVTPL	0	280
Fair value gain on financial instruments	-42	934
Premium refund	0	2,497
Other	289	410
Other finance income	**1,373**	**9,525**
Realised exchange losses	-7,608	-6,324
Unrealised exchange losses	-1,051	-1,236
Amortisation transaction costs	0	-7,504
Banking fees	-389	-2,280
Other	-4,467	-711
Other finance expenses	**-13,515**	**-18,055**

Other finance income decreases with USD 8.2 million and is mainly the result of (i) lower exchange gains compared to 2022, when NOK bond was repaid with positive exchange result and (ii) a refund of USD 2.5 million credit insurance premiums in 2022, because of the early repayment of the Bank of China loan.

Other finance cost decreases with USD 4.5 million in comparison to 2022. The realized exchange losses of 2023 include USD 4.4 million loss on the settlement of EUR-USD short-term swaps (2022: USD 5.6 million).

The amortisation of the transaction costs[2] decreased due to the accelerated recognition of the capitalized financing fees on the Bank of China loan and Sequoia credit facility upon the early termination of these loan agreements (see also Note 26 Borrowings). Related to this, EXMAR paid in 2022 a cancellation fee to Sequoia of USD 1.0 million, which primarily explains the decrease in "Banking fees". The Other finance expenses include USD 2.9 million loss following the remeasurement at FVTPL on December 31, 2023 of the shares in Vantage Drilling (see Note 20 Other investments).

1 *The USD 3.3 million interest expense adjustment relates to the correction of an error regarding the accounting for sale & lease back transactions dating back to 2019 for four pressurized vessels. We refer to the consolidated financial statements of 2022.*

2 *In 2022 the amortisation of transaction costs was impacted by the one-off accelerated recognition of the capitalized financing fees on the Bank of China loan and Sequoia credit facility upon the early termination of these loan agreements and was presented in other finance expense. Since 2023 amortisations are reported as interest expenses.*

Note 12 - Income taxes

(In thousands of USD)		2023		2022
Taxes current period		-7,675		-1,717
Prior year adjustments		111		-314
Income taxes		-7,563		**-2,030**
Deferred income taxes		3,415		958
Income taxes		-4,148		**-1,072**
RECONCILIATION				
Result before income tax		76,156		**321,419**
Tax at domestic tax rate	-25.00%	-19,039	**-25.00%**	**-80,355**
Tax impact on share of profit of equity accounted investees		8,235		8,001
Increase/decrease resulting from:				
Effects of tax rates in foreign jurisdictions		5,214		-3,807
Non-deductible expenses		-415		-2,316
Other taxes		-85		-79
Current year tax losses/ credits for which no deferred tax asset has been recognised		2,270		-112
Use of tax credits, tax losses carried forward,... for which no DTA was recognised before		2,655		389
Unused tax losses under the Belgian tonnage tax regime		-2,617		-1,472
Tax exempt income		-478		78,993
Adjustments in respect of prior years		111		-316
Reconciliation of the effective tax rate (1)	-5.4%	-4,148	**-0.3%**	**-1,072**

1. *The effective tax rate calculated as tax expense over result before income tax corrected for the share of profit for equity method investees amounts to 9.4% (2022: 0.4%).*

The tax exempt income in 2022 related primarily to the gain on disposal of 100% of the shares of Export LNG.

Note 13 - Vessels and barges

(In thousands of USD) Cost	Shipping	Infrastructure	Under construction - advance payments	Total
Balance as per January 1, 2022	**291,208**	**488,688**	**0**	**779,896**
Changes during the financial year				
Acquisitions	5,656	14,212	0	19,867
Increase through share deal	0	39,860	0	39,860
Disposals	0	-300,053	0	-300,053
Reclassification	34	-713	0	-679
Balance as per December 31, 2022	**296,898**	**241,993**	**0**	**538,891**
Balance as per January 1, 2023 (1)	**276,542**	**241,993**	**0**	**518,535**
Changes during the financial year				
Acquisitions	1,368	2,850	0	4,218
Disposals	0	-7,714	0	-7,714
Early buy out option	4,532	0	0	4,532
Balance as per December 31, 2023	**282,443**	**237,130**	**0**	**519,572**
Depreciations and impairment losses				
Balance as per January 1, 2022	**45,322**	**86,139**	**0**	**131,461**
Changes during the financial year				
Depreciations	19,837	11,801	0	31,638
Impairments	0	-18,300	0	-18,300
Disposals	0	-43,874	0	-43,874
Balance as per December 31, 2022	**65,159**	**35,766**	**0**	**100,925**
Balance as per January 1, 2023 (1)	**44,804**	**35,766**	**0**	**80,570**
Changes during the financial year				
Depreciations	20,357	10,231	0	30,588
Disposals	0	-7,332	0	-7,332
Balance as per December 31, 2023	**65,160**	**38,665**	**0**	**103,826**
Net book value				
Net book value as per December 31, 2022	**231,739**	**206,227**	**0**	**437,966**
Net book value as per December 31, 2023	**217,283**	**198,464**	**0**	**415,747**

1. *Opening balance has been restated by USD 20.4 million in both acquisition value and accumulated depreciations. This restatement relates to netting of assets capitalized and fully depreciated as per December 31, 2022.*

In 2023 and 2022, the acquisitions relate to capitalized dry dock expenses for vessels in the Shipping and Infrastructure segments. The cost of vessels increased in 2023 as a result of the lifting of early buy out options for 3 pressurized vessels.

In 2022, EXMAR, Infrastructure segment, acquired the EXCALIBUR vessel through a share deal and disposed the floating liquefaction unit TANGO FLNG.

The vessels are pledged as a security for the related underlying liabilities. We refer to Note 26 Borrowings for more information in respect of these underlying liabilities.

Impairment

For the wholly-owned fleet, internal and external triggers are evaluated which indicate that the carrying value of the fleet should be tested for impairment. The carrying amount of the fleet is compared to the recoverable amount, which is the higher of the fair value less cost to sell and the value in use.

The fair value less costs to sell is based upon the average fair market value as determined by two independent ship brokers or recent market transactions of comparable assets. This market value is corrected with an average brokerage commission to be paid when a vessel is sold. The value in use is based upon the estimated future cash flows discounted to their present value and reflecting current market assessments relating to freight rate estimates, employment, and operating expenses. The value in use model also includes assumptions taken amongst others with respect to future hire paid, contract duration and number of months' interval between two contracts. The operating cash flows are based on internal information and a sensitivity analysis is performed on each assumption. The discounted cash flow model used by management includes estimated cash flows for the remaining lifetime of the wholly owned fleet. Three-year cash flow forecasts are estimated by management based upon the past experience as well as current market expectations regarding volumes and freight rates going forward. Freight rates as well as operating expenses subsequent to this three-year period are expected to change in line with estimated inflation afterwards. The discount rate used is a weighted average cost of capital of 7.6% for the Shipping LPG segment (2022: 7.6%), 9.0% for the Shipping LNG segment (2022: 9.5%) and 11.8% for the Infrastructure segment (2022: 11.0%).

For vessels under joint venture ownership, impairment triggers are evaluated in the same way as for the wholly-owned fleet. We refer to Note 16 Investments in equity accounted investees in this respect.

In 2023, EXMAR did not record a change in impairments. In 2022, an impairment charge of USD 18.3 million was reversed for the FSRU EEMSHAVEN LNG, former FSRU S188, based on two independent broker reports.

Note 14 - Other property, plant and equipment

(In thousands of USD) Cost	Land and buildings	Machinery and equipment	Furniture and movables	Total
Balance as per January 1, 2022	**3,981**	**959**	**3,464**	**8,404**
Changes during the financial year				
Acquisitions	49	184	321	554
Increase through business combinations	7,206	5,815	48	13,069
Disposals	0	12	-369	-356
Exchange differences	-156	50	-98	-203
Balance as per December 31, 2022	**11,081**	**7,020**	**3,366**	**21,467**
Balance as per January 1, 2023 (1)	**11,081**	**7,020**	**3,366**	**21,467**
Changes during the financial year				
Acquisitions	339	1,466	536	2,340
Transfers	167	-192	-55	-79
Disposals	-15	-351	-219	-584
Exchange differences	410	247	3	661
Balance as per December 31, 2023	**11,982**	**8,190**	**3,632**	**23,804**
Depreciations and impairment losses				
Balance as per January 1, 2022	**3,331**	**892**	**2,908**	**7,131**
Changes during the financial year				
Depreciations	64	170	214	448
Disposals	0	-14	-356	-370
Exchange differences	-194	-21	-84	-298
Balance as per December 31, 2022	**3,202**	**1,027**	**2,681**	**6,910**
Balance as per January 1, 2023 (1)	**3,202**	**1,027**	**2,681**	**6,910**
Changes during the financial year				
Depreciations	289	822	274	1,385
Disposals	-15	-349	-205	-569
Exchange differences	124	94	-110	108
Balance as per December 31, 2023	**3,600**	**1,594**	**2,640**	**7,834**
Net book value				
Net book value as per December 31, 2022	**7,879**	**5,993**	**684**	**14,556**
Net book value as per December 31, 2023	**8,383**	**6,596**	**992**	**15,970**

In 2023 acquisitions count for USD 2.3 million and relate mainly to machinery and equipment. The increase in net book value during 2022 of USD 13 million mainly relates to the acquisition of Bexco NV as a 100% subsidiary.

Note 15 - Right-of-use assets

The Group has initially applied IFRS 16 from January 1, 2019. IFRS 16 introduced a single, on-balance sheet accounting model for lessees. As a result, the Group, as a lessee, has recognised right-of-use assets representing its rights to use the underlying assets and lease liabilities representing its obligation to make lease payments (we refer to Note 26 Borrowings in respect of right-of-use lease liabilities).

(In thousands of USD) COST	Property	IT equipment	Total
Balance as per January 1, 2022	**8,675**	**446**	**9,121**
Changes during the financial year			
Additions	-25	791	766
Increase through business combinations	5,609	0	5,609
Terminations	-241	-71	-312
Exchange differences	-178	-15	-194
Contract re-measurement/contract modification	162	-1	161
Balance as per December 31, 2022	**14,002**	**1,151**	**15,152**
Balance as per January 1, 2023	**14,002**	**1,151**	**15,152**
Changes during the financial year			
Additions	854	0	854
Increase through business combinations	-198	0	-198
Terminations	-670	-317	-987
Exchange differences	312	0	312
Contract re-measurement/contract modification	-86	-14	-100
Balance as per December 31, 2023	**14,214**	**821**	**15,033**
DEPRECIATIONS AND IMPAIRMENT LOSSES			
Balance as per January 1, 2022	**2,848**	**273**	**3,121**
Changes during the financial year			
Depreciations	1,294	194	1,489
Terminations	-241	-71	-312
Exchange differences	-43	-13	-56
Balance as per December 31, 2022	**3,858**	**384**	**4,242**
Balance as per January 1, 2023	**3,858**	**384**	**4,242**
Changes during the financial year			
Depreciations	1,599	234	1,833
Terminations	-193	-317	-510
Exchange differences	-203	10	-193
Balance as per December 31, 2023	**5,062**	**310**	**5,373**
NET BOOK VALUE			
Net book value as per December 31, 2022	**10,143**	**768**	**10,910**
Net book value as per December 31, 2023	**9,152**	**510**	**9,661**

The decrease in the net book value of the right-of-use assets by USD 1.3 million in 2023 is primarily due to depreciations of the year.

Note 16 – Investments in equity accounted investees

The change in investments in equity accounted investees can be detailed as follows:

(In thousands of USD)	2023	2022
Balance as per January 1	**107,082**	**86,760**
Changes during the period:		
Share in profit/(loss)	32,136	32,007
Increase (Decrease) through business combinations and other share deals	154	-11,552
Dividends	-1,772	-2,079
Exchange differences	-59	-305
Changes in other comprehensive income equity accounted investees	-2,155	2,249
Other	2	2
Balance as per December 31	**135,388**	**107,082**

The share in the profit of equity accounted investees of USD 32.2 million in 2023 is primarily due to the contribution of the SEAPEAK LPG joint ventures, and is in line with 2022 (USD 32.0 million)

In 2023 EXMAR sold 26.7% of its investment in Ecos Srl, an Italian based Ship management Company. As a result of the transaction EXMAR reduced its share in the company from 60% to 33.3% and reports Ecos Srl, as from December 31, 2023, as an equity accounted investee.

During 2022, EXMAR acquired the remaining shares of Bexco NV and Solaia Shipping LLC of respectively 55.1% and 50.0%. Consequently, these entities are no longer equity accounted investees and are fully consolidated since the date of obtaining control.

EXMAR has provided guarantees to financial institutions that granted credit facilities to its equity accounted investees. As of December 31, 2023 an amount of USD 475.2 million (December 2022: USD 541.6 million) was outstanding under such loan agreements, of which EXMAR has guaranteed USD 237.6 million (2022: USD 270.8 million). EXMAR did not incur material contingent liabilities versus its equity accounted investees. No other commitments than the aforementioned guarantees are provided by EXMAR to its equity accounted investees.

Following regulatory requirements or borrowing arrangements, our joint ventures or associates may be restricted to make cash distributions such as dividend payments or repayments of shareholder loans. Under the borrowing arrangements our joint ventures or associates may only make a distribution if no event of default or no breach of any covenant would result from such distribution. Under corporate law, dividend distributions are restricted if the net assets would be less than the amount of paid up capital plus any reserves that cannot be distributed.

For the fleet under joint-venture ownership, impairment triggers are evaluated in the same way as for the wholly-owned fleet. We refer to Note 13 Vessels and barges for more information in this respect. There were no changes of impairment losses on the vessels recorded in the profit of the equity accounted investees.

Note 17 - Financial information equity accounted investees

EXMAR has no liabilities towards its equity accounted investees and has the following assets:

(In thousands of USD)	2023	2022
Investments in equity accounted investees:		
Joint ventures	134,776	106,625
Associates	612	457
Borrowings to equity accounted investees:		
Long-term - Gross	2,047	1,051
Long-term - Impairment	-2,047	-1,051
Short-term (or current portion of long-term) - Gross	11,597	10,398
Short-term (or current portion of long-term) - Impairment	0	-3,398
Trade and other receivables (see also Note 34 Related parties)		
Gross balance	12,858	10,977
Impairment	-4,607	-6,903
Total	**155,236**	**118,157**

The investments at year-end 2023 can be detailed as follows:

Joint ventures	Segment	JV partner	Description activities
Estrela Ltd	Infrastructure	ASS	Owner of the accommodation barge NUNCE
EXMAR Gas Shipping Ltd	Shipping	SEAPEAK	Previously owner of the midsize vessel TOURAINE-inactive company
EXMAR LPG BV	Shipping	SEAPEAK	Holding company for EXMAR-Seapeak activities
EXMAR Shipping BV	Shipping	SEAPEAK	Owner of 17 midsize carriers and 1 VLGC, of which five carriers under finance lease
Good Investment Ltd	Shipping	SEAPEAK	Previously time-charter agreement of the VLGC BW TOKYO, inactive since 2023
Monteriggioni Inc	Shipping	MOL	Owner of the LNG carrier EXCEL which was sold during 2017 - inactive company
Associates	**Segment**	**Ownership%**	**Description activities**
Ecos Srl	Supporting services	33.30%	Ship Management and operational services
Marpos NV	Supporting services	45.00%	Provides waste solutions for maritime industry
Electra Offshore Ltd	Infrastructure	40.00%	Owner of the accommodation barge WARIBOKO
Exview Hong Kong Ltd	Infrastructure	40.00%	Bareboat owner of the accommodation barge WARIBOKO
Springmarine Nigeria Ltd	Infrastructure	40.00%	Time-charter agreement for the accommodation barge WARIBOKO

During 2023, the Group lost control of Ecos Srl following the sale of shares reducing its share in the share capital of the company to 33.3% and this entity is since December 31, 2023 equity accounted.

In 2023, the Group reversed partially the impairment of the trade and other receivables on its equity accounted investees, Exview Hong Kong Ltd and Electra Offshore Ltd.

(In thousands of USD)	Joint ventures			Associates			
JV partner	Seapeak	MOL	ASS				
Ownership percentage	50%	50%	50%	33%	45%	40%	
Entity	Total Seapeak	Monte-riggioni	Estrela Ltd	ECOS	Marpos	Total Wariboko companies	TOTAL
Non current assets	611,355	0	9,543	157	405	1,392	622,852
Current assets	123,626	4,881	6,835	4,961	1,269	15,318	156,890
of which cash and cash equivalents	106,993	4,881	6,821	2,036	841	1,446	123,019
Non current liabilities	392,404	4,794	0	152	0	13,070	410,420
of which bank borrowings	342,907	0	0	0	0	0	342,907
of which finance leases	43,985	0	0	152	0	0	44,137
of which other borrowings	0	0	0	0	0	4,715	4,715
Current liabilities	94,708	48	2,132	4,722	500	29,650	131,761
of which bank borrowings	32,378	0	0	0	0	0	32,378
of which finance leases	36,707	0	0	7	0	0	36,714
of which other borrowings	0	0	0	0	0	9,848	9,848
	0					0	
Revenue	182,109	0	10,225	0	2,479	0	194,813
Depreciation and amortization	54,782	0	1,867	0	77	1,587	58,313
Impairment (reversal)	0	0	0	0	0	-2,230	-2,230
Interest income	9,334	158	0	0	0	0	9,492
Interest expense	35,993	0	0	0	6	1,198	37,197
Income tax expense	525	0	0	0	156	0	681
Profit or (loss) from continuing operations	**62,069**	**62**	**1,743**	**0**	**442**	**-9,539**	**54,777**
Other comprehensive income	-4,310	0	0	0	0	0	-4,310
Total comprehensive income	**57,759**	**62**	**1,743**	**0**	**442**	**-9,539**	**50,467**
						0	
Net assets (100%)	**255,269**	**39**	**14,246**	**244**	**1,174**	**-17,656**	**253,316**
EXMAR share in net assets	127,635	20	7,123	81	528	-7,062	128,324
Share in net assets of equity accounted investees on January 1, 2023	**98,751**	**-8**	**7,882**	**0**	**457**	**-1,961**	**105,121**
Share in total comprehensive income	28,880	31	872	0	199	0	29,981
Increase (Decrease) through business combinations and other share deals	0	0	0	154	0	0	154
Dividends	0	0	-1,630	0	-142	0	-1,772
Foreign currency translation differences	0	0	0	-73	14	0	-59
Other	3	-4	0	3		0	2
Share in net assets of equity accounted investees on December 31, 2023	**127,634**	**19**	**7,123**	**84**	**528**	**-1,961**	**133,427**
Netting negative equity and impairment	0	0	0	0	0	1,961	1,961
Share in net assets of equity accounted investees on December 31, 2023, after netting negative equity	**127,634**	**19**	**7,123**	**84**	**528**	**0**	**135,388**

(In thousands of USD)	Joint ventures				Associates			
JV partner	**Seapeak**	**MOL**	**Seapeak**	**ASS**				
Ownership percentage	**50%**	**50%**	**50%**	**50%**	**45%**	**45%**	**40%**	
Entity	**Total Seapeak**	**Monte-riggioni**	**Solaia Shipping**	**Estrela Ltd**	**BEXCO**	**Marpos**	**Total Wariboko companies**	**TOTAL**
		MONTER	SOLAIALLC	ESTR	BEXCO	Marp		
Non current assets	613,933	0	0	11,410	0	404	2,675	**628,422**
Current assets	48,672	4,725	0	4,962	0	1,207	14,852	**74,418**
of which cash and cash equivalents	37,665	4,725	0	4,932	0	657	57	**48,036**
Non current liabilities	355,773	4,693	0	0	0	0	8,445	**368,911**
of which bank borrowings	340,515	0	0	0	0	0	0	**340,515**
of which finance leases	2,958	0	0	0	0	0	0	**2,958**
of which other borrowings	0	0	0	0	0	0	2,225	**2,225**
Current liabilities	161,607	56	0	609	0	595	28,794	**191,661**
of which bank borrowings	4,033	0	0	0	0	0	0	**4,033**
of which finance leases	103,249	0	0	0	0	0	0	**103,249**
of which other borrowings	0	0	0	0	0	0	14,190	**14,190**
	0						0	
Revenue	172,129	0	0	10,220	17,471	2,254	0	**202,074**
Depreciation and amortization	52,754	0	2,941	1,751	661	71	1,933	**60,111**
Impairment (reversal)	-7,950	0	-10,000	0	17	0	482	**-17,451**
Interest income	1,034	34	19	0	0	0	0	**1,087**
Interest expense	22,515	0	581	0	100	7	1,198	**24,401**
Income tax expense	12	0	0	0	2	145	0	**159**
Profit or (loss) from continuing operations	**62,978**	**-4**	**-1,126**	**1,626**	**187**	**413**	**-9,853**	**54,221**
Other comprehensive income	4,498	0		0	0	0	0	**4,498**
Total comprehensive income	**67,476**	**-4**	**-1,126**	**1,626**	**187**	**413**	**-9,853**	**58,719**
							0	
Net assets (100%)	**197,525**	**-24**	**0**	**15,763**	**0**	**1,016**	**-13,492**	**200,788**
EXMAR share in net assets	98,763	-12	0	7,882	0	457	-5,397	**101,692**
Share in net assets of equity accounted investees on January 1, 2022	**65,025**	**-10**	**7,736**	**8,650**	**4,930**	**439**	**-1,961**	**84,809**
Share in total comprehensive income	33,738	-2	-563	813	84	186	0	**34,256**
Decrease through business combinations	0	0	-7,173	0	-4,379	0	0	**-11,552**
Dividends	0	0	0	-1,581	-337	-161	0	**-2,079**
Foreign currency translation differences	0	0	0	0	-298	-7	0	**-305**
Other	0	4	0	0	0	0	0	**4**
Share in net assets of equity accounted investees on December 31, 2022	**98,763**	**-8**	**0**	**7,882**	**0**	**457**	**-1,961**	**105,133**
Netting negative equity and impairment	0	0	0	0	0	0	1,961	**1,961**
Share in net assets of equity accounted investees on December 31, 2022, after netting negative equity	**98,751**	**-8**	**0**	**7,882**	**0**	**457**	**0**	**107,082**

Note 18 - Borrowings to equity accounted investees

(In thousands of USD)	Shipping	Infrastructure	Supporting services	Total
As per January 1, 2022	**32,260**	**7,907**	**0**	**40,167**
New loans and borrowings	20,000	21,085	0	**41,085**
Elimination after share deal [1]	0	-20,195	0	**-20,195**
Accrued interest	0	2,491	0	**2,491**
Repayments	-52,260	0	0	**-52,260**
Write-off	0	-4,288	0	**-4,288**
As per December 31, 2022	**0**	**7,000**	**0**	**7,000**
More than 1 year - Note 17	0	0	0	**0**
Less than 1 year - Note 17	0	7,000	0	**7,000**
As per January 1, 2023	**0**	**7,000**	**0**	**7,000**
New loans and borrowings	0	996	0	**996**
Accrued interest	0	1,198	0	**1,198**
Impairment (reversal)	0	2,402	0	**2,402**
Foreign currency translation differences	0	1	0	**1**
As per December 31, 2023	**0**	**11,597**	**0**	**11,597**
More than 1 year - Note 17	0	0	0	**0**
Less than 1 year - Note 17	0	11,597	0	**11,597**

1. *During 2022, EXMAR granted a new loan to Solaia Shipping LLC, which at that time was still an equity accounted investee. Upon obtaining 100% of the shares and control of this entity, this intra group loan is eliminated.*

The activities and assets of certain of our equity accounted investees are financed through shareholder borrowings made by the Company to the respective equity accounted investees. Such borrowings granted are in substance part of the net investment in an associate or joint venture and any expected credit losses are accounted for before allocating negative net assets. During 2023, EXMAR reversed impairment losses for USD 2.4 million and did not allocate any negative net assets.

Electra Offshore Ltd (Infrastructure segment) USD 11.6 million (2022: USD 7.0 million)
EXMAR Netherlands BV has granted a loan to Electra Offshore Ltd in 2016. The loan is repaid based on availability of cash and accumulates interest. The interest rate applicable on the loan is a fixed percentage of 12.0%. During 2023, the accrued interests were added to the outstanding loan balance and collectability was re-assessed. The balance has been adjusted to its expected recoverable amount, which is the fair value of the pledge on the underlying asset.

Note 19 - Tax assets and liabilities

Current tax assets and liabilities

(In thousands of USD)	December 31 2023	2022
Current tax assets	**5,900**	1,185
Current tax liabilities	**3,544**	2,873

Deferred tax assets and liabilities

	December 31, 2023		December 31, 2022	
(In thousands of USD)	**Assets**	**Liabilities**	**Assets**	**Liabilities**
Other tangible assets	3,096	2,597	0	2,618
Employee benefits	170	0	566	0
Financial instruments	0	138	0	143
Tax losses	1,333	0	1,071	0
Other	0	291	0	221
Deferred tax assets / liabilities	**4,599**	**3,026**	**1,637**	**2,982**
Tax assets not recognised	-170	0	-566	0
Deferred tax assets and liabilities recognized	**4,429**	**3,026**	**1,071**	**2,982**
Deductible temporary differences	170		566	
Unused tax losses and investment tax credits	61,061		62,596	
Deferred tax assets/ liabilities not recognised	**61,232**	**0**	**63,162**	**0**

The increase of deferred taxed in 2023 is mainly driven by the recognition at Group level of the deferred tax balances in EXMAR Offshore Cy for which future taxable profits are expected.

Our equity accounted investees have limited temporary differences. Deferred tax assets on tax losses at our joint ventures and equity accounted investees amounted to USD 0.7 million end 2023 (2022: USD 0.9 million) for their share, but have not been recognized. Amounts have not been included in the above overview.

Tax assets are not recognised if it is not probable that future taxable profits will be available against which the group can use the benefits therefrom or because the future taxable profits cannot be measured on a reliable basis.

The majority of the tax losses and investment tax credits do not expire in time.

Note 20 - Other investments

(In thousands of USD)	2023	2022
Unquoted shares	37,227	795
Quoted shares	701	1,054
Equity securities - FVTPL	**37,928**	**1,849**

The unquoted shares include 149 shares of Sibelco, acquired in 2014, and 1,530,833 shares, representing approximately 11,5% of total shares, acquired in 2023 in Vantage Drilling International Company (Vantage) for USD 39.1 million. Vantage is listed on OTCMKTS and valued USD 36.2 million at year end 2023.

The quoted shares include 116,338 shares of Frontera Energy Corporation quoted at CAD 7.97 on December 31, 2023 (December 31, 2022: CAD 12.27).

Note 21 - Inventories

(In thousands of USD)	2023	2022
Raw materials and supplies	7,248	3,346
Work in progress	4,868	3,699
Goods purchased for resale	183	139
Advance payments	1,829	561
Finished goods	1,006	1,472
Inventories	**15,134**	**9,217**

Bexco NV, a manufacturer of precision-engineered synthetic mooring, towing and lifting ropes for offshore, marine and industrial applications has an increased inventory position in December 2023 compared to 2022 as a result of the inventory built for the delivery of a large deeprope project in the first quarter of 2024, representing USD 5 million. Additionally, in relation to the start of production in February 2024 for another deeprope project raw materials were purchased in 2023, representing USD 3 million, to anticipate expected price increases.

Note 22 - Trade and other receivables

(In thousands of USD)	2023	2022
Trade receivables (including contract assets)-Gross	83,753	56,031
Impairment trade receivables	-8,514	-8,944
Cash guarantees	169	175
Other receivables	15,186	14,539
Deferred charges and accrued income	6,789	5,289
Balance as per December 31	**97,384**	**67,089**
Of which financial assets (Note 30)	**87,943**	**59,778**

The increase in the trade and other receivables in 2023 is primarily the result of the outstanding receivables related to the hire and engineering services for customers in US and Marine XII project in Congo in relation conversion of Tango and Excalibur.

The contract assets included in the table above amounted to USD 25.5 million for the period ended December 31, 2023.

Deferred charges comprise expenses already invoiced relating to the next accounting year, e.g. hire, insurances, commissions, bunkers, prepaid credit facility costs. Accrued income comprises un-invoiced revenue related to the current accounting period such as interests.

Note 23 - Restricted cash and cash and cash equivalents

(In thousands of USD)	2023	2022
Bank	176,702	51,320
Cash in hand	5	17
Short-term deposits	223	468,216
Balance as per December 31	**176,930**	**519,553**

We refer to the consolidated statement of cash flows for a detailed analysis of the cash movements.

Note 24 - Share capital and reserves

Share capital and share premium

Number of ordinary shares	2023	2022
Issued shares as per January 1	59,500,000	59,500,000
Issued shares as per December 31 - paid in full	**59,500,000**	**59,500,000**

The issued shares have no nominal value. The holders of ordinary shares are entitled to dividends and are entitled to one vote per share during the General Meeting of Shareholders of the Company.

As authorized by the Extraordinary General Meeting held on September 11, 2020, the Board of Directors of EXMAR may, for a period of five years expiring in September 2025, within certain legal limits and conditions, increase the capital of EXMAR NV by a maximum amount of USD 12.0 million.

Dividends

With respect to the financial year 2023, the Board of Directors proposes a dividend payment of (gross) EUR 0.40 per share and the distribution of (gross) EUR 0.38 share premium to the owners of ordinary shares. This dividend Both payments are subject to approval by the General Meeting of Shareholders of May 21, 2024 and have therefore not been included as a liability in EXMAR's consolidated financial statements prepared under IFRS. The financial year 2023 dividend and share premium distribution, based on the number of shares issued, excluding treasury shares, is (gross) EUR 44.9 million or a total payment of USD 49.6 million.

On October 30, 2023 a Special General Meeting of Shareholders approved the payment of an intermediate dividend of gross EUR 4.40 per share and the distribution from the available share premium of gross EUR 1.0 per share or a total gross payment of EUR 310.7 million or USD 329.4 million.

On May 16, 2023, the General Meeting of Shareholders approved a gross dividend of EUR 1 per share or a total gross dividend of EUR 57.4 million or USD 62.4 million.

Treasury shares

The reserve for treasury shares comprises the cost of the Company's shares held by the Group.

	2023	2022
Number of treasury shares held as of December 31	1,956,013	2,273,263
Book value of treasury shares held (in thousands USD)	38,160	44,349
Average cost price per share (in EUR) - historical value	14.1507	14.1507

Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of Group's subsidiaries which have a functional currency different than the USD reporting currency and the direct recognition of the translation of the net intra group investment in a foreign operation (expressed in Argentinian peso) which is since 2022 recorded in Other comprehensive income. The balance in the translation reserve is mainly impacted by the appreciation or depreciation of the EUR to the USD.

Hedging reserve

The hedging reserve comprises the effective portion of the cumulative net change in the fair value of cash flow hedging instruments related to the hedged transactions that have not yet occurred.

In certain of our equity accounted investees, interest rate swaps (IRS) contracts have been closed to cover their exposure on variable interest rates.

Note 25 - Earnings per share

	2023	2022
Result for the period, attributable to owners of the Company (in thousands USD)	71,972	320,317
Issued ordinary shares as per December 31	59,500,000	59,500,000
Effect of treasury shares	-1,956,013	-2,273,263
Weighted average number of ordinary shares as per December 31	57,415,904	57,226,737
Basic earnings per share in USD	**1.25**	**0.01**

	2023	2022
Result for the period, attributable to owners of the Company (in thousands USD)	71,972	320,317,483
Weighted average number of ordinary shares as per December 31	57,415,904	57,226,737
Dilution effect of share based compensation	62,725	0
Weighted average number of ordinary shares including options	57,478,629	57,226,737
Diluted earnings per share in USD	**1.25**	**5.60**

Plan 10 is included in the dilution effect. As of April 2023 the share options were in the money and diluted the earnings per share.

In 2023 a total of 317,250 options of plan 10 were exercised at a price of 9.62 EUR per share. No share options remained at December 31, 2023.

Note 26 – Borrowings

(In thousands of USD)	Bank loans	Other loans	Lease liabilities ROU assets	Total
As of 1 January 2022	**319,724**	**98,983**	**6,105**	**424,812**
New loans and borrowings	0	50,014	766	50,780
Increase through business combinations	15,319	0	4,864	20,184
Repayments	-163,700	-116,119	-1,476	-281,294
Transfers	7,551	-8,710	0	-1,160
Loan forgiveness	0	-1,193	0	-1,193
Amortized transaction costs	5,877	1,627	0	7,504
Exchange differences	8	-4,791	-157	-4,940
Accrued interest payable	-1,387	-619	0	-2,006
Contract re-measurement/ contract modification	5,498	0	162	5,660
As of 31 December 2022	**188,891**	**19,192**	**10,264**	**218,347**
More than 1 year	139,522	19,177	8,849	167,548
Less than 1 year	49,369	16	1,415	50,800
As of 31 December 2022	**188,891**	**19,192**	**10,264**	**218,347**
Shipping segment	178,090	19,178	664	197,932
Infrastructure segment	10,005	0	2,486	12,491
Supporting services segment	796	15	7,114	7,925
As of 31 December 2022	**188,891**	**19,192**	**10,264**	**218,347**
As of 1 January 2023	**188,891**	**19,192**	**10,264**	**218,347**
New loans	100,930	-23	805	101,712
Derecognition upon sale of shares	0	0	-164	-164
Repayments	-56,869	-1,520	-2,283	-60,672
Transfers	13,981	-9,447	0	4,533
Amortized transaction costs	339	64	0	403
Exchange differences	174	0	296	469
Accrued interest payable	180	398	0	579
Contract re-measurement/ contract modification	0	0	104	104
As of 31 December 2023	**247,626**	**8,664**	**9,022**	**265,312**
More than 1 year	206,878	5,531	7,423	219,831
Less than 1 year	40,748	3,133	1,599	45,480
As of 31 December 2023	**247,626**	**8,664**	**9,022**	**265,311**
Shipping segment	145,773	8,648	472	154,894
Infrastructure segment	94,746	0	2,029	96,775
Supporting services segment	7,106	15	6,520	13,642
As of 31 December 2023	**247,626**	**8,664**	**9,022**	**265,311**

Bank loans

The bank loans mainly relate to:

FLANDERS INNOVATION & FLANDERS PIONEER – USD 129.7 million (December 2022: USD 135.5 million)

In 2021, the Group obtained USD 144.0 million financing for the two VLGC's: FLANDERS INNOVATION (USD 72.0 million) and FLANDERS PIONEER (also USD 72.0 million) maturing in fifteen years. The weighted average interest rate implicit in these loans amounts to 5.61%. EXMAR NV has guaranteed the underlying obligations.

LPG pressurized facilities - USD 15.8 million (December 2022: USD 42.6 million)

In the last quarter of 2018 and in April 2019, EXMAR refinanced respectively six and four of its LPG pressurized fleet vessels through a JOLCO (Japanese Operating Lease with Call Option) structure. The loans are repayable in quarterly tranches and the applicable interest percentage amounts to three-month SOFR plus 2.4%. The last repayment is foreseen in December 2025. The equity part of the JOLCO financing is presented in "Other Loans" (see below).

In 2022 and 2023 EXMAR exercised the early buy out options of 7 vessels and paid in 2023 USD 41.1 million for 5 pressurized vessels. For the two vessels for which the early buy out option was exercised before December 31, 2023 with payment in 2024, management has transferred the related outstanding equity part of these vessels to "bank loans" (USD 9.4 million) and presented the expected payable amount as short-term (USD 14.0 million).

All obligations of the borrower are guaranteed by EXMAR NV ("guarantor").

Bank loans Solaia Shipping LLC and Bexco NV – USD 7.1 million (December 2022: USD 10.8 million)

The amended syndicated bank loan of EXMAR's subsidiary Solaia Shipping LLC (December 2022: USD 10.0 million), that dated from December 2021, was repaid in 2023.

Bexco NV has additional loans of EUR 6.2 million in 2023. Total outstanding loans as per December 31, 2023 amounted to USD 7.1 million.

EEMSHAVEN - USD 94.7 million

End 2023 EXMAR Energy Netherlands BV (a 100% subsidiary of EXMAR NV) signed a facility agreement of USD 96 million with ABN AMRO Bank N.V., Belfius Bank NV/SA, BNP PARIBAS FORTIS NV/SA and KBC BANK NV for the financing of FSRU EEMSHAVEN and maturing August 16, 2027. The facility agreement has an interest rate of SOFR 3 months plus 2.16%. The facility agreement is repayable in seven semi-annually tranches and a balloon at termination date.

All obligations of the borrower are guaranteed by EXMAR NV ("guarantor").

Other loans

Pressurized fleet - USD 8.7 million (December 2022: USD 19.2 million)

The other loans comprise the outstanding equity part of the JOLCO (Japanese Operating Lease with Call Option) financing. At December 31, 2023, the outstanding balance amounts to USD 8.7 million and relates to 3 vessels.

Management assumes to exercise the purchase options of the three remaining vessels before or at the end of the lease, which will then result in an additional cash out of USD 4.6 million.

Available credit facilities

In May 2020, EXMAR obtained a revolving credit facility of EUR 18.0 million from Belgian financial institutions with maturity date February 1, 2022 at an interest rate of EURIBOR three-month plus 2.0% margin. This facility was extended until June 2024 and can be increased up to USD 30.0 million. EXMAR did not draw upon this facility per end 2022 and 2023.

Other information

On December 16, 2022 EXMAR Shipping BV, a major equity accounted investee, signed a senior sustainability linked facility with a consortium of banks in the amount of USD 450.0 million, comprising a revolving credit facility of USD 310.0 million and a term loan facility of USD 140.0 million.

The loan matures 5 years after signing date. As at December 31, 2023, EXMAR Shipping BV had drawn USD 247.3 million of the revolving credit facility and USD 131.9 million of the term loan.

In general, the borrowings held by EXMAR and its equity accounted investees are secured by a mortgage on the underlying assets owned by EXMAR and its equity accounted investees. Furthermore, different pledges and other types of guarantees exist to secure the borrowings.

Covenants

Different debt covenants exist that require compliance with certain financial ratio's. These ratios are calculated semi-annually based on EXMAR's consolidated figures in which equity accounted investees are not accounted for under IFRS 11 but still on a proportionate basis (similar to accounting policies used for segment reporting purposes). We refer to the table below for an overview of the applicable covenants.

APPLICABLE COVENANTS

Ratio	Pressurized facility	Credit facilities [1]	Actual December 31, 2023 [2]	Actual December 31, 2022 [2]
Minimum Book equity	≥ USD 300 million	≥ USD 300 million	USD 519.4 million	USD 796.4 million
Minimum free cash	≥ USD 25 million	≥ USD 20 million	USD 240,0 million	USD 547.4 million
Equity ratio (Equity/Total assets)	≥ 25%	NA	44.18%	59.1%
Working capital	min positive	min positive	USD 213.8 million	USD 570.1 million
Net financial indebtedness ratio	NA	< 70%	32.84%	-14.04%
Outstanding loan amount (in thousands of USD)	24,469	94,746		

1. *Relates to the EUR credit facility and EEMSHAVEN credit facility.*
2. *The actual amounts presented are based on the most restrictive definitions.*

Explanation of the major definitions applied in the covenant calculations:

- Book equity: equity excluding treasury shares and the effect of any impairment of intangible assets and the effect of fair value changes of any financial derivative;
- Free cash: cash in hand (excluding pledged or blocked cash), time deposits and, in certain covenants, including undrawn credit facilities with minimum six months to maturity;
- Working capital: current assets less current liabilities.
- Net interest-bearing debt: consolidated interest-bearing financial indebtness less free cash (and in one covenant also less restricted cash used as debt collateral)

As of December 31, 2023 EXMAR was compliant with all covenants with sufficient headroom. EXMAR is continuously monitoring compliance with all applicable covenants to meet all covenants per June 2024 and December 2024.

In case of non-compliance with these covenants, early repayment of related borrowings might be required and should therefore be accounted for as short-term debt.

Following steps are to be taken in accordance with applicable agreements if a breach of covenants would occur:

- Each borrower shall notify the Facility Agent of any Defaults (and the steps, if any, taken to remedy it) promptly upon becoming aware of its occurrence.
- Promptly, upon the request by the Facility Agent, the Borrower shall supply a certificate signed by two of its directors certifying that no Default is continuing, specifying the Default and the steps, if any, being taken to remedy it.

Note 27 - Share based payments

The Group established a share option plan program that entitles certain employees to register for a number of shares. The share options are only exercisable after a period of three years and for employees still in service after this three year period. Each share option entitles the holder of the option to one EXMAR share.

The fair value of services received in return for share options granted are measured by reference to the exercise price of the granted share options. The estimated fair value of the services received is measured based on a binomial lattice model. The contractual life of the option is used as an input into this model.

Plan 10 matured at the end of 2023 and of the remaining 321,250 options 317,250 were exercised and 4,000 forfeited. During 2023 and 2022 no new plans were implemented.

		2023		2022
Reconciliation of outstanding share options	**Number of options**	**Weighted average exercise price**	**Number of options**	**Weighted average exercise price**
Outstanding share options at 1 January	**321,250**	**9.62**	**651,850**	**10.08**
New options granted	0	0.00	0	0.00
Changes during the year				
Options exercised	-317,250	9.62	0	0.00
Options forfeited	-4,000	9.62	-330,600	10.53
Outstanding share options at 31 December	**0**	**9.62**	**321,250**	**9.62**
Exercisable share options at 31 December	**0**	**N/A**	**321,250**	**9.62**

At the end of December 2023 there are no options remaining.

All plans have been fully expensed since 2018.

Note 28 - Employee benefits

DEFINED BENEFIT PLAN AND SIMILAR LIABILITIES

The Group provides pension benefits for most of its employees, either directly or through a contribution to an independent fund. The pension benefits for management staff employed before January 1, 2008 are provided under a defined benefit plan. This plan is organized as a final pay program.

For the management, employed as from January 1, 2008, and employees promoted to management as from January 1, 2008 and the management staff who reached the age of 60, the pension benefits are provided under a defined contribution plan. Belgian defined contribution plans are subject to the Law of April 28, 2003 on supplementary pensions (WAP). According to article 24 of this law, the employer has to guarantee a fixed minimum return of 3.25% on employer contributions and of 3.75% on employee contributions and this for contributions paid until December 31, 2015. As from January 2016, the employer has to guarantee an average minimum return of 1.75% on both employer and employee contributions (as changed by the Law of December 18, 2015).

This guaranteed minimum return generally exceeds the return that is normally guaranteed by the insurer. Because the employer has to guarantee the statutory minimum return on these plans, not all actuarial and investment risks relating to these plans are transferred to the insurance company managing the plans. Therefore, these plans do not meet the definition of defined contribution plan under IFRS and have to be classified by default as defined benefit plans. An actuarial calculation has been performed in accordance with IAS 19 based on the projected unit credit method.

EMPLOYEE BENEFITS

(In thousands of USD)	2023	2022	2021	2020	2019
DEFINED BENEFIT PLANS					
Present value of funded obligations	-7,417	-7,523	-9,631	-10,969	-11,535
Fair value of the defined plan assets	6,549	6,601	9,017	9,408	8,839
Present value of net obligations	**-868**	**-922**	**-614**	**-1,561**	**-2,696**
BELGIAN DEFINED CONTRIBUTION PLAN WITH GUARANTEED RETURN					
Present value of funded obligations	-6,701	-5,690	-8,102	-9,559	-5,340
Fair value of the defined plan assets	6,570	5,571	7,986	9,405	6,438
Present value of net (obligations) assets	**-131**	**-119**	**-116**	**-154**	**1,099**
Total employee benefits	**-999**	**-1,040**	**-730**	**-1,715**	**-1,597**

DEFINED BENEFIT PLAN

(In thousands of USD)	2023	2022
CHANGES IN LIABILITIES DURING THE PERIOD [1]		
Liability as per 1 January	**13,213**	**17,733**
Distributions	-1,329	-979
Actual employee's contributions	225	190
Interest expense	499	147
Current service cost	546	515
Actual taxes on contributions paid (excluding interest)	-146	-116
Actuarial gains/losses	624	-3,207
Exchange differences	486	-1,070
Liability as per 31 December	**14,118**	**13,213**
CHANGES OF FAIR VALUE OF PLAN ASSETS [1]		
Plan assets as per 1 January	**12,172**	**17,003**
Contributions	1,400	1,124
Distributions	-1,329	-979
Interest income	479	146
Actual taxes on contributions paid (excluding interest)	-146	-116
Actual administration costs	-75	-61
Actuarial gain/loss	168	-3,913
Exchange differences	451	-1,032
Plan assets as per 31 December [2]	**13,119**	**12,172**
Net defined liability as per 31 December	**999**	**1,040**

1. *The changes in pension liabilities and plan assets include both the defined benefit plans as the Belgian defined contribution plans which qualify as a defined benefit plan.*
2. *The plan assets do not include any shares issued by EXMAR or property occupied by EXMAR.*

(In thousands of USD)	2023	2022
EXPENSE RECOGNISED IN THE STATEMENT OF PROFIT OR LOSS		
Current service expenses	-546	-515
Interest expense	-499	-147
Expected return on plan assets	479	146
Administration cost	-75	-61
Total pension cost recognised in the income statement (see note 9)	**-642**	**-577**
EXPENSE RECOGNISED IN OTHER COMPREHENSIVE INCOME		
Recognition of actuarial gains and losses	-456	-706
Total pension cost recognised in other comprehensive income	**-456**	**-706**

The expected employer contributions to be paid for the next financial year amount to:

(In thousands of USD)	2023	2022
EXPECTED NEXT YEAR CONTRIBUTIONS		
Best estimate of contributions expected to be paid during next year	990	1,093

The actuarial assumptions and average duration of the plans are detailed below:

(In weighted averages)	2023	2022
MOST SIGNIFICANT ASSUMPTIONS		
Discount rate at 31 December	3.20%	3.75%
Expected return on assets at 31 December	3.20%	3.75%
Inflation	2.20%	2.20%
Duration of defined benefit plans (in years)	8	8
Duration of the Belgian defined contribution plans (in years)	13	14

The plan assets are composed as follows:

(In thousands of USD)	2023	2022
Shares	4.0%	5.0%
Bonds & loans	87.0%	88.0%
Property investments	8.0%	7.0%
Cash	1.0%	0.0%

Note 29 - Trade and other payables

(In thousands of USD)	2023	2022
Trade payables	40,721	35,366
Other payables	96,002	29,100
Deferred income	10,186	11,076
Trade and other payables	**146,909**	**75,542**
Of which financial liabilities (Note 30)	**134,717**	**62,730**

Trade payables increased in 2023 and is mainly related to the engineering, procurement and conversion contract work

Other payables contain advances received, VAT and payroll payables. The increase relates to the contingent consideration liability of USD 78.0 million booked in 2022 relating to TANGO FLNG, which is expected to be settled in the fourth quarter of 2024 (see also Significant judgements and estimates) and has been transferred from non-current to current liabilities.

Deferred income comprises already invoiced revenue, related to the next accounting year, e.g. freight, hire.

As a result of the partial disposal of the shares of Ecos Srl the assets and liabilities of the company were derecognized. The impact of the derecognition on trade and other payables is USD 3.5 million on trade payables and USD 1.0 million on other payables.

Note 30 - Financial risks and financial instruments

During the normal course of its business, EXMAR is exposed to various risks as described in more detail in the Corporate Governance Statement. EXMAR is exposed to credit, interest, currency and liquidity risks and in order to hedge this exposure, EXMAR uses different financial instruments, mainly interest rate hedges situated within our equity accounted investees as well as foreign currency forward contracts.

EXMAR applies hedge accounting for all hedging relations which meet the conditions to apply hedge accounting (formal documentation and high effectiveness at inception and on an ongoing basis). Financial instruments are recognised initially at fair value. Subsequent to initial recognition, the effective portion of changes in fair value of the financial instruments qualifying for hedge accounting (i.e. cash flow hedges), is recognised in other comprehensive income. Any ineffective portion of changes in fair value and changes in fair value of financial instruments not qualifying for hedge accounting are recognised immediately in profit or loss.

Fair value & fair value hierarchy

The following table shows financial assets and financial liabilities measured at fair value, including their level in the fair value hierarchy.

(In thousands of USD)				
December 31, 2023	Level 1	Level 2	Level 3	Total
Derivative financial asset	0	550	0	550
Equity securities - FVTPL	701	37,227	0	37,928
Total financial assets carried at fair value	**701**	**37,777**	**0**	**38,478**
Total financial liabilities carried at fair value	**0**	**0**	**0**	**0**

(In thousands of USD)				
December 31, 2022	Level 1	Level 2	Level 3	Total
Derivative financial asset	0	573	0	573
Equity securities - FVTPL	1,054	795	0	1,849
Total financial assets carried at fair value	**1,054**	**1,368**	**0**	**2,422**
Total financial liabilities carried at fair value	**0**	**0**	**0**	**0**

Financial instruments other than those listed above are all measured at amortized cost.

Credit risk

Credit risk policy

The Group is exposed to credit risk from its operating activities (primarily trade and other receivables and transactions with equity accounted investees) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

Credit risk is monitored closely and by each segment on an ongoing basis by the Group and creditworthiness controls are carried out if deemed necessary.

The borrowings to equity accounted investees consist of shareholder loans to our equity accounted investees that own or operate a LPG vessel or Offshore platform. As all vessels are operational and generate income or are pledged as a security for the underlying borrowing, we do not anticipate any recoverability issues for the outstanding borrowings (after impairment) to equity accounted investees. The equity accounted investees for whom the share in the net assets is negative, are allocated to other components (mainly deducted from receivables) of the investor's interest in the equity accounted investee and if the negative net asset exceeds the investor's interest, a corresponding liability is recognized to the extent that the Group has a legal or constructive obligation. The terms of the shareholder loans are discussed in Note 18 Borrowings to equity accounted investees of this annual report.

EXMAR reviews the recoverable amount of each trade and other receivable on an individual basis at the end of the reporting period to ensure that an adequate loss allowance is made for irrecoverable amounts. Monitoring procedures are also in place to ensure that follow-up action is taken to recover overdue debts. In this regard, considering historical default rates below 1% for 2023 and 2022, Group management considers that the group's credit risk is remote.

The Group only engages with banks with a good credit rating. The Group monitors and manages exposures to banks with approved counterparty credit limits and credit risk parameters in order to mitigate the risk of default.

Exposure to risk

(In thousands of USD)	2023	2022
Borrowings to equity accounted investees	11,597	6,997
Derivative financial assets	550	573
Other investments - equity instruments at FVTPL	37,928	3
Trade and other receivables (see Note 22)	83,643	59,778
Restricted cash	0	0
Cash and cash equivalents	176,930	519,553
Carrying amount of financial assets	**310,649**	**586,904**

The carrying amounts of the financial assets represent the maximum credit exposure.

Impairment losses

As past due outstanding receivable balances are immaterial, no ageing analysis is disclosed.

At year-end 2022, we recorded impairment charges for borrowings to and trade receivable balances from equity accounted investees for a total amount of USD 11.4 million. The impairment for borrowings to and trade receivable balances from equity accounted investees was partially reversed at year-end 2023 and amounts to USD 6.7 million.

Impairment charges on other (non-trade) third party receivable balances increased by USD 1.9 million to USD 3.9 million.

Interest risk

Interest risk policy

The interest-bearing loans are mainly negotiated with variable interest rates. In order to monitor this interest risk, the Group makes use of interest hedging instruments available on the market when management is of the opinion that it is favorable to do so. For the moment, no interest rate swaps exist within our subsidiaries. On the other hand, different interest rate swaps exist within our equity accounted investees. The Group applies hedge accounting when the conditions to apply hedge accounting are met. In case no hedge accounting is applied, the changes in fair value are recorded in the statement of profit or loss.

Exposure to risk

(In thousands of USD)	2023	2022
Total borrowings (excluding lease liabilities)	256,290	208,083
with fixed interest rate	138,389	154,669
with variable interest rate	117,901	53,414
Net exposure	**117,901**	**53,414**

The amount of variable interest rate borrowings increased significantly during 2023 as a result of the new facility agreement for the financing of the FSRU EEMSHAVEN (see Note 26 Borrowings).

Sensitivity analysis

In case the interest rate would increase/decrease with 50 basis points, the financial statements would be impacted with the following amounts (assuming that all other variables remain unchanged):

(In thousands of USD)		2023		2022
	+ 50 bp	- 50 bp	+ 50 bp	- 50 bp
Variable interest rate borrowings	590	-590	267	-267
Interest rate swaps and cross-currency rate swaps	0	0	0	0
Sensitivity (net), of which	**590**	**-590**	**267**	**-267**
Impact in profit and loss	590	-590	267	-267
Impact in equity	0	0	0	0

A significant portion of EXMAR's interest income is derived from borrowings to equity accounted investees with variable interest rates. Any increase/decrease in the interest rate would result in an increase/decrease of interest income but would mainly be offset by an increase/ decrease in the interest expense recognized by the equity accounted investee for a corresponding amount. Accordingly, any increase/decrease in the variable interest rate applied on the borrowings to equity accounted investees would have no impact on the net result of the Group.

Therefore, borrowings to equity accounted investees have not been included in the above sensitivity analysis.

Currency risk

The Group's currency risk is historically mainly affected by the EUR/USD ratio for manning its fleet, paying salaries and all other personnel related expenses and the Bexco activities, which are expressed in EUR. In order to monitor the currency risk, the Group uses a range of foreign currency rate hedging instruments and forward contracts if deemed necessary.

At year-end 2023, no financial instrument contracts were outstanding to cover the EUR/USD.

Exposure to risk

Exposure to currency risk, based on notional amounts in thousands of foreign currency:

(In thousands of local currency)	2023 EUR	2023 NOK	2023 XAF	2023 ARS	2022 EUR	2022 NOK	2022 XAF	2022 ARS
Receivables	9,730	91	1,975,725	230,930	12,435	1,899	434,754	225,083
Payables	-11,464	-97	0	-83,302	-16,083	0	-12,801	-37,564
Interest-bearing loans	0	0	0	0	0	0	0	0
Balance sheet exposure	**-1,734**	**-5**	**1,975,725**	**147,628**	**-3,648**	**1,899**	**421,953**	**187,519**
Forward contracts								
Net exposure	**-1,734**	**-5**	**1,975,725**	**147,628**	**-3,648**	**1,899**	**421,953**	**187,519**
In thousands of USD	-1,916	-1	3,328	183	-3,891	193	686	1,059

The above overview reflects the exposure for the top-4 currency risks.

Sensitivity analysis

As per December 31, 2023 an increase in the year-end EUR/USD rate of 10.0% would affect the statement of profit or loss with USD -0.2 million (2022: USD -0.4 million). A 10.0% decrease of the EUR/USD rate would impact the profit or loss statement with the same amount (opposite sign).

As per December 31, 2023 an increase in the year-end XAF/USD rate of 10% would affect the statement of profit or loss with USD +0.33 million (2022: USD +0.07 million). A 10.0% decrease of the XAF/ USD rate would impact the profit or loss statement with the same amount (opposite sign).

Liquidity risk

Liquidity risk policy

The Group manages the liquidity risk in order to meet financial obligations as they fall due. The risk is managed through a continuous cash flow projection follow-up, monitoring balance sheet liquidity ratio's against internal and regulatory requirements and maintaining a diverse range of funding sources with adequate back-up facilities.

Different debt covenants exist that require compliance with certain financial ratio's. As of December 31, 2023, EXMAR was compliant with all covenants. We also refer in this respect to Note 26 Borrowings.

Maturity analysis of financial liabilities, borrowings to equity accounted investees and financial guarantees

Our current financial liabilities such as trade and other payables are expected to be paid within the next twelve months and are therefore not included in the tables below. The contractual maturities of our financial liabilities and our borrowings to equity accounted investees, including estimated interest payments, are detailed in the tables below. The contractual maturities of our financial liabilities are based on the contractual amortization tables of the facilities. The undrawn parts of our credit facilities are not included in the tables below.

The contractual maturities of our borrowings to equity accounted investees are based on the cash flow projections for future years for the EXMAR LPG shareholder's loan and the expected repayment of the loan for the Electra Offshore Ltd facility, excluding netting of negative net assets (see Note 18 Borrowings to equity accounted investees).

EXMAR has also provided guarantees to financial institutions that have provided credit facilities to her equity accounted investees. The amount that EXMAR would have to pay if the guarantee is called on, is disclosed below under financial guarantees.

(In thousands of USD)	Curr.	Interest rate	Matur.	Carrying amount	Contractual cash flows				
December 31, 2023					**Total**	**< 1 year**	**1-2 years**	**2-5 years**	**> 5 years**
Bank loans VLGC's	USD	5,62%	2036	-129,740	-190,631	-13,258	-13,104	-39,026	-125,243
Bank/other loans - pressurized fleet	USD	LIBOR+ 2.4%	2023 - 2025	-15,820	-26,063	-12,586	-13,477	0	0
Bank loan - EEMSHAVEN	USD	LIBOR+ 2.5%	2023	-94,746	-112,735	-20,047	-18,789	-73,899	0
Bank loans - other	EUR	EURIBOR + 1.7%	2028	-15,983	-6,598	-6,605	-115	122	0
Lease liabilities	USD			-3,277	-1,880	-464	-463	-953	0
Lease liabilities	EUR			-4,955	-5,085	-1,400	-1,363	-1,544	-778
Lease liabilities	SGD			-454	-205	-134	-71	1	0
Lease liabilities	CNY			0	-19	-19	0	0	0
Lease liabilities	INR			-199	-244	-53	-56	-135	0
Lease liabilities	XAF			-136	-147	-51	-51	-46	0
				-265,311	**-343,608**	**-54,618**	**-47,487**	**-115,482**	**-126,022**
Borrowings to equity accounted investees	USD			**11,597**	**12,989**	**12,989**	**0**	**0**	**0**
Financial guarantees	USD			**0**	**-237,584**	**-31,301**	**-30,754**	**-175,530**	**0**

(In thousands of USD)	Curr.	Interest rate	Matur.	Carrying amount	Contractual cash flows				
December 31, 2022					**Total**	**< 1 year**	**1-2 years**	**2-5 years**	**> 5 years**
Bank loans VLGC's	USD	5,62%	2036	-135,492	-203,954	-13,323	-13,258	-39,210	-138,163
Bank/other loans - pressurized fleet	USD	LIBOR+ 2.4%	2023 - 2025	-61,752	-62,831	-36,038	-16,190	-10,604	0
Bank loan - EXCALIBUR	USD	LIBOR+ 2.5%	2023	-10,004	-10,458	-10,458	0	0	0
Bank loans - other	EUR	EURIBOR + 1.7%	2028	-835	-372	-356	-16	0	0
Lease liabilities	USD			-2,127	-2,387	-507	-464	-1,416	0
Lease liabilities	EUR			-7,985	-8,516	-1,533	-1,287	-2,441	-3,255
Lease liabilities	SGD			-65	-66	-66	0	0	0
Lease liabilities	INR			-66	-332	-20	0	0	0
Lease liabilities	CNY			-21	-22	-22	0	0	0
				-218,347	**-288,939**	**-62,322**	**-31,216**	**-53,670**	**-141,419**
Borrowings to equity accounted investees	**USD**			**7,000**	**7,840**	**7,840**	**0**	**0**	**0**
Financial guarantees	**USD**			**0**	**-270,796**	**-56,458**	**-27,661**	**-186,676**	**0**

Fair values

Carrying amounts versus fair values

(In thousands of USD)			2023			2022
	FV hierarchy	Carrying amount	Fair value	FV hierarchy	Carrying amount	Fair value
Borrowings to equity accounted investees	2	11,597	11,597	2	7,000	7,000
Other investments - equity instruments at FVTLP	1/2	37,928	37,928	1/2	1,849	1,849
Derivative financial asset	2	550	550	2	573	573
Borrowings (excluding lease liabilities)	2	-256,290	-280,280	2	-208,083	-234,700
		-206,214	-230,204		-198,661	-225,278

The financial assets and liabilities carried at fair value are analysed and a hierarchy in valuation method has been defined:

- Level 1 being quoted bid prices in active markets for identical assets or liabilities.
- Level 2 being inputs in other than quoted prices included in level 1 that are observable for the related assets and liabilities, either directly (as prices) or indirectly (derived from prices);
- Level 3 being inputs for the asset or liability that are not based on observable market data.

The breakdown between level 1 and 2 of the equity instruments at FVTPL is shown in the beginning of this note.

Basis for determining fair values:

- **Borrowings to equity accounted investees:** present value of future cash flows, discounted at the market rate of interest at reporting date or the fair value of the underlying pledged asset
- **Equity instruments at FVTPL:**
  - Quoted closing bid price at reporting date for Frontera shares
  - Non-quoted closing fixing price at reporting date through a public auction via Euronext for Sibelco shares
  - Vantage Drilling is an Over-the-counter (OTC) security and as a consequence not listed on a major exchange in the United States and is instead traded via a broker-dealer network. Pricing is set according to the bid/ask principle.
- **Forward contracts:** present value of the difference between the forward price at reporting date and the forward price paid
- **Interest bearing loans:** present value of future cash flows, discounted at the market rate of interest at reporting date.

For certain financial assets and liabilities (trade and other receivables, cash and cash equivalents, trade and other payables and lease liabilities) not carried at fair value, no fair value is disclosed because the carrying amounts are a reasonable approximation of the fair values.

Note 31 – Leases

Leases as a lessee

The Group leases properties, motor vehicles and IT equipment.

(In thousands of USD) RIGHT-OF-USE ASSETS	Property	IT equipment	Total
Balance as per December 31, 2022	10,143	768	10,910
Balance as per December 31, 2023	9,152	510	9,661

For the full roll forward schedule in respect of the right-of-use assets including the depreciation charge for the year, we refer to Note 15 Right-of-use assets of this annual report.

The Group has several lease contracts that include extension or termination options. These options are negotiated by management to provide flexibility in managing its lease portfolio. Judgement is applied in determining whether these extension and options are reasonably certain to be exercised (see Note 1 Accounting policies).

For the maturity analysis in respect of related lease liabilities, we refer to Note 30 Financial risks and financial instruments.

Amounts recognised in profit or loss

(In thousands of USD) LEASES UNDER IFRS 16	2023	2022
Interest on lease liability	238	266
Expenses related to short-term leases and low value assets	468	499

Leases as a lessor

The Group entered into long-term time charter agreements for certain assets in its fleet. In respect of lease classification, it was judged that substantially all risks and rewards remain with the Group. As a consequence, these agreements qualify as operating leases.

Rental income recognised by the Group during 2023 was USD 108.9 million (2022: USD 65.1 million).

The following table sets out a maturity analysis of lease payments, showing the undiscounted lease payments to be received after the reporting date. No variable lease payments are included. The decrease in total lease payments (at the subsidiaries) compared to 2022 is mainly the result of:

- Lease contracts of VLGC and EEMSHAVEN coming closer to maturity: decrease by USD 60 million
- New contracts midsize: increase by USD 29 million
- An extra year included for the ten-year charter agreement for the EXCALIBUR FSU with Eni is an increase of USD 24 million.

The operating lease amounts below for the equity accounted investees are limited to EXMAR's share in the expected operating lease payments.

(In thousands of USD)	2023	2022
Less than one year	81,029	80,662
One to two years	65,421	62,765
Two to three years	57,407	62,646
Three to four years	36,714	55,187
Four to five years	22,075	32,850
More than five years	109,500	85,045
Total operating leases under IFRS 16 (Subsidiaries) As of December 31	**372,147**	**379,155**
Less than one year	77,283	72,472
One to two years	20,524	28,349
Two to three years	5,432	16,101
Three to four years	1,806	5,432
Four to five years	0	1,806
More than five years	0	0
Total operating leases under IFRS 16 (equity accounted investees) As of December 31	**105,045**	**124,160**

Note 32 - Capital commitments

As per December 31, 2023, the Group has capital commitments for a total value of USD 284.8 million, whereto USD 63.9 million advances have been paid in 2022 and 2023. This relates to an order placed by EXMAR together with its joint-venture partner SEAPEAK (each 50%) for four 46,000m³ newbuild dual-fuel MGC's. EXMAR's outstanding commitment for the order is USD 110.5 million.

Note 33 – Contingencies

Several of the Group's companies are involved in a number of legal disputes arising from their day-to-day operations. Management does not expect the outcome of these procedures to have any material effect on the Group's financial position.

Note 34 - Related parties

Ultimate controlling party

Saverex NV, the major Belgian shareholder of EXMAR NV prepares IFRS consolidated financial statements which are publicly available. Saverex NV is controlled by Mr. Nicolas Saverys (Executive chairman of the Board of Directors of EXMAR).

Transactions with controlling shareholder and with controlling shareholder related parties

Saverbel NV, controlled by Mr. Nicolas Saverys, recharged administrative expenses for KEUR 91 to the Group in 2023 (same period 2022: KEUR 79). The outstanding balance at December 31, 2023 amounted to KEUR 28 (year-end 2022: KEUR 27).

Saverex NV, also controlled by Mr. Nicolas Saverys, charged consulting fees for KEUR 2.400 during 2023 (same period 2022: KEUR 2.900), which was fully paid by December 31, 2023 (year-end 2022: KEUR 0). Furthermore, Saverex charged KEUR 1 administrative expenses in 2023 (same period 2022: KEUR 0) and KEUR 0 time-charter revenue for the yacht “Douce France” to EXMAR Yachting (same period 2022: KEUR 232). The balance outstanding at year-end 2023 amounted to KEUR 0 (year-end 2022: KEUR 0).

EXMAR Shipmanagement charged KEUR 111 to Saverex for shipmanagement services in respect of the yacht "Douce France" in 2023 (same period 2022: KEUR 61), for which KEUR 4 is outstanding (year-end 2022: KEUR 1).

Travel PLUS invoiced a total of KEUR 89 to Saverex in respect of travel services provided during 2023 (same period 2022: KEUR 33), of which KEUR 0 is outstanding (year-end 2022: KEUR 1).

Furthermore, during 2023, an amount of KEUR 204 (same period 2022: KEUR 108) was invoiced to Mr Nicolas Saverys as a recharge of private expenses. The related outstanding balance amounted to KEUR 42 (year-end 2022: KEUR 11).

Transactions with related parties are at arm’s length conditions.

Transactions with joint ventures and associated companies

EXMAR provides general, accounting, corporate, site supervision and ship management services to its joint ventures and associates. For these services, fees are charged based on contractual agreements between all parties involved. Below table gives an overview of the significant receivables, significant payables and the related P&L amount of services provided and received.

	December 31, 2023		December 31, 2022	
(In thousands of USD)	Receivables	Payables	Receivables	Payables
Ship management services	11,840	0	2,905	1,591
General, accounting and corporate services	1,018	0	1,151	0
Site supervision & plan approval services	0	0	0	0
Rental services	0	0	0	0

	2023		2022	
(In thousands of USD)	Services provided P&L	Services received P&L	Services provided P&L	Services received P&L
Ship management services	15,156	0	12,752	0
General, accounting and corporate services	1,112	0	999	0
Site supervision & plan approval services	0	0	0	0
Rental & other services	0	0	0	0

EXMAR also provides borrowings to its joint ventures and associates for which an interest income is recognised in the financial statements. We refer to Note 18 Borrowings to equity accounted investees for an overview of these borrowings and to Note 11 Finance result for the total amount of interest income.

Transactions with key management personnel

In respect of the transactions with key management personnel, we refer to the Remuneration report of 2023 which is included in this financial report (see Corporate Governance Statement). For information relating to conflicts of interests, we refer to the report Board of Directors.

Key management (personnel) recharged KEUR 83 expenses (same period 2022: KEUR 82). The relating outstanding amount per December 31, 2023 in respect of these services is KEUR 0 (year-end 2022: KEUR 0).

Board of Directors

(In thousands of EUR)	2023	2022
Chairman	100	100
Other members (individual amount)	50	50
Total paid	469	500

The total amount paid to the members of the Board of Directors represents the total payments to all non-executive and independent directors for the activities as members of the Board of Directors. The executive directors of EXMAR are only remunerated in their capacity as executive and not in their capacity as executive director/member of the Board.

No loans were granted to the members of the Board in 2023 nor 2022. The outstanding amount in respect of recharged private expenses to Mr. Nicolas Saverys was zero per December 31, 2023 and 2022.

Audit and Risk Committee

(In thousands of EUR)	2023	2022
Chairman	20	20
Other members (individual amount)	10	10
Total paid	50	50

Nomination and Remuneration Committee

(In thousands of EUR)	2023	2022
Members (individual amount)	10	10
Total paid	30	30

Executive Committee

In line with EXMAR's total reward principles, the form and level of the Company's executive remuneration are aligned to company performance and individual skills and performance. The remuneration package is composed of three main elements:

- The fixed annual remuneration;
- The short-term variable remuneration (STI – short term incentive);
- The long-term variable remuneration (LTI- long term incentive).

The level and structure of the compensation packages are aligned with market practices for similar functions at comparable companies.

End 2023, the Executive Committee consisted of four members. Customary notice periods and severance pay are provided in the agreements with the members of the Executive Committee, taking into account factors such as the position and experience of the executive manager in question, and always within the applicable legal framework.

(In thousands of EUR) EXECUTIVE COMMITTEE, excluding CEO	2023	2022
Total fixed remuneration	1,556	1,270
of which for insurance and pension plan	0	0
of which value of share options	0	0
Total variable remuneration	1,205	574

(In thousands of EUR) Nicolas Saverys/Saverex	2023	2022
Total fixed remuneration	1,200	900
of which for insurance and pension plan	0	0
of which value of share options	0	0
Total variable remuneration	1,200	2,000

(In thousands of EUR) CEO	2023	2022
Total fixed remuneration	575	575
of which for insurance and pension plan	0	0
of which value of share options	0	0
Total variable remuneration	288	500

No loans were granted to the members of the executive committee in 2023 or 2022.

The total number of options (plan 10) granted to key management are as follows:

NUMBER OF SHARES GRANTED	2023	2022
Nicolas Saverys	0	60,000
	0	**60,000**

A number of key management personnel, or their close family members, hold positions in other companies that result in them having control or joint control over these companies. None of these companies transacted with the Group during the year.

Note 35 - Group entities

CONSOLIDATED COMPANIES	Country of incorporation	Consolidation method	Ownership 2023	Ownership 2022
Joint ventures				
Estrela Ltd	Hong Kong	Equity	50.00%	50.00%
EXMAR Gas Shipping Ltd	Hong Kong	Equity	50.00%	50.00%
EXMAR LPG BV	Belgium	Equity	50.00%	50.00%
EXMAR Shipping BV	Belgium	Equity	50.00%	50.00%
Good Investment Ltd	Hong Kong	Equity	50.00%	50.00%
Monteriggioni Inc	Liberia	Equity	50.00%	50.00%
Associates				
ECOS SRL [2]	Italy	Equity	33.33%	60.00%
Electra Offshore Ltd	Hong Kong	Equity	40.00%	40.00%
Exview Hong Kong Ltd	Hong Kong	Equity	40.00%	40.00%
Marpos NV	Belgium	Equity	45.00%	45.00%
Springmarine Nigeria Ltd	Nigeria	Equity	40.00%	40.00%
Subsidiaries				
Ahlmar Germany GmbH	Germany	Full	100.00%	100.00%
Bexco NV	Belgium	Full	100.00%	100.00%
DV Offshore SAS	France	Full	100.00%	100.00%
EXMAR Argentina	Argentina	Full	100.00%	100.00%
EXMAR Energy Hong Kong Ltd	Hong Kong	Full	100.00%	100.00%
EXMAR Energy Netherlands BV	Netherlands	Full	100.00%	100.00%
EXMAR Energy Services BV	Netherlands	Full	100.00%	100.00%
EXMAR Export Netherlands	Netherlands	Full	100.00%	100.00%
EXMAR Fortitude LNG Limited [1]	Netherlands	Full	100.00%	100.00%
EXMAR FSRU Hong Kong Ltd	Hong Kong	Full	100.00%	100.00%
EXMAR Holdings Ltd	Liberia	Full	100.00%	100.00%
EXMAR Hong Kong Ltd	Hong Kong	Full	100.00%	100.00%
EXMAR Import LNG Netherlands BV [1]	Netherlands	Full	100.00%	100.00%
EXMAR LPG Holding BV	Belgium	Full	100.00%	100.00%
EXMAR LNG Investments Ltd	Liberia	Full	100.00%	100.00%
EXMAR Lux SA	Luxembourg	Full	100.00%	100.00%
EXMAR Marine NV	Belgium	Full	100.00%	100.00%
EXMAR Netherlands BV	Netherlands	Full	100.00%	100.00%
EXMAR NV	Belgium	Full	100.00%	100.00%
EXMAR Offshore Company	USA	Full	100.00%	100.00%
EXMAR Offshore Ltd	Bermuda	Full	100.00%	100.00%
EXMAR Offshore Services SA	Luxembourg	Full	100.00%	100.00%
EXMAR Offshore BV	Belgium	Full	100.00%	100.00%
EXMAR Singapore Pte Ltd	Singapore	Full	100.00%	100.00%
EXMAR Shipmanagement BV	Belgium	Full	100.00%	100.00%
EXMAR Shipmanagement India Private Ltd	India	Full	100.00%	100.00%
EXMAR Shipping USA Inc [3]	USA	Full	0.00%	100.00%
EXMAR Small Scale LPG NL BV	Netherlands	Full	100.00%	100.00%
EXMAR Small Scale LPG HK Ltd	Hong Kong	Full	100.00%	100.00%
EXMAR Small Scale LPG BE BV	Belgium	Full	100.00%	100.00%
EXMAR (UK) Shipping Company Ltd	Great-Britain	Full	100.00%	100.00%
EXMAR VLGC BV	Belgium	Full	100.00%	100.00%
EXMAR VLGC Netherlands BV	Netherlands	Full	100.00%	100.00%
EXMAR Yachting BV	Belgium	Full	100.00%	100.00%
Franship Offshore Lux SA	Luxembourg	Full	100.00%	100.00%
Internationaal Maritiem Agentschap NV	Belgium	Full	99.03%	99.03%
Seavie Caribean Ltd Jamaica	Jamaica	Full	100.00%	100.00%
Seavie Private Ltd	India	Full	100.00%	100.00%
Solaia Shipping Llc	Liberia	Full	100.00%	100.00%
Tecto Cyprus Ltd	Cyprus	Full	100.00%	100.00%
Tecto Luxembourg SA	Luxembourg	Full	100.00%	100.00%
Travel Plus BV	Belgium	Full	100.00%	100.00%

1. *New company in 2023*
2. *Shares sold*
3. *Company liquidated in 2023*

Note 36 - Fees statutory auditor

The worldwide audit and other fees in respect of services provided by the statutory auditor or companies or persons related to the auditors, can be detailed as follows:

(In thousands of EUR)	2023	2022
Audit services	439	397
Audit related services	257	174
Tax services	60	30
Fees statutory auditor	**756**	**601**

For 2023 and 2022, the non-audit fees do not exceed the audit fees.

Note 37 - Subsequent events

In the first quarter of 2024 subsequent events occurred.

EXMAR increased its holding in Vantage Drilling International in the first quarter of 2024 to 12.1% via the purchase of additional 75,000 shares for USD 1.8 million.

Our 40% equity owned investee, Electra Offshore Ltd (note 17 Financial information equity accounted investees), sold its accommodation and work barge WARIBOKO to Adnoc for an amount of USD 13.7 million, net of selling costs, in March 2024. EXMAR stated the investments in and the receivables from the companies, owning and operating the barge, as of December 31, 2023 at their net realisable value (read note 18 Borrowings to equity accounted investees) taking the sale into consideration.

The joint venture between EXMAR and Seapeak ordered, as part of its strategy to develop a rejuvenated MGC fleet with zero emission capabilities, two additional dual-fuel ammonia MGCs for a price of USD 80.5 million per vessel.

No other subsequent events occurred.

Significant judgements and estimates

The significant judgements and estimates that might have a risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year relate to:

Impairment

Management performs at least annually an impairment analysis for its fleet and this analysis did not reveal any additional impairment risks at year-end 2023. We also refer to Note 13 Vessels and barges and Note 16 Investments in equity accounted investees as disclosed in this report for additional information.

Contingent consideration liability

During 2022, EXMAR sold 100% of the shares of Export LNG Ltd, the owner of the floating liquefaction unit TANGO FLNG, to ENI. The sales agreement contains a price adjustment clause between plus USD 44.0 million and minus USD 78.0 million, depending on the actual performance of the TANGO FLNG during the first six months on site. Considering the uncertainties and challenges related to the start-up activities of the TANGO FLNG in Congo, management deferred USD 78.0 million and presented this as a non-current contingent consideration liability. There is no new information available on December 31, 2023 with the exception of the envisaged start of commercial production in the second quarter of 2024. The provision of USD 78 million is consequently transferred to current other payables.

Statement on the true and fair view of the consolidated financial statements and the fair overview of the management report

The Board of Directors, represented by Nicolas Saverys (Chairman) and Francis Mottrie (representing FMO BV), and the Executive Committee, represented by Carl-Antoine Saverys, CEO (representing CA SAVER BV) and Hadrien Bown, CFO (representing HAX BV), hereby confirm that, to the best of their knowledge,

- the consolidated financial statements for the year ended December 31, 2023, which have been prepared in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) as adopted by the European Union, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the entities included in the consolidation as a whole, and
- the management report includes a fair overview of the important events that have occurred during the financial period and of the major transactions with the related parties, and their impact on the consolidated financial statements, together with a description of the principal risks and uncertainties they are exposed to.

Statutory auditor's report to the shareholders' meeting of Exmar NV for the year ended 31 December 2023 - Consolidated financial statements

In the context of the statutory audit of the consolidated financial statements of EXMAR NV ("the company") and its subsidiaries (jointly "the group"), we hereby submit our statutory audit report. This report includes our report on the consolidated financial statements and the other legal and regulatory requirements. These parts should be considered as integral to the report.

We were appointed in our capacity as statutory auditor by the shareholders' meeting of 16 mei 2023, in accordance with the proposal of the board of directors ("bestuursorgaan" / "organe d'administration") issued upon recommendation of the audit committee. Our mandate will expire on the date of the shareholders' meeting deliberating on the financial statements for the year ending 31 December 2025. We have performed the statutory audit of the consolidated financial statements of EXMAR NV for 7 consecutive periods.

Report on the consolidated financial statements

Unqualified opinion

We have audited the consolidated financial statements of the group, which comprise the consolidated statement of financial position as at 31 December 2023, the consolidated statement of profit or loss and consolidated statement of other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, as well as the summary of significant accounting policies and other explanatory notes. The consolidated statement of financial position shows total assets of 926 933 (000) USD and the consolidated statement of comprehensive income shows a profit for the year then ended of 72 007 (000) USD.

In our opinion, the consolidated financial statements give a true and fair view of the group's net equity and financial position as of 31 December 2023 and of its consolidated results and its consolidated cash flow for the year then ended, in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and with the legal and regulatory requirements applicable in Belgium.

Basis for the unqualified opinion

We conducted our audit in accordance with International Standards on Auditing (ISA), as applicable in Belgium. In addition, we have applied the International Standards on Auditing approved by the IAASB applicable to the current financial year, but not yet approved at national level. Our responsibilities under those standards are further described in the "Responsibilities of the statutory auditor for the audit of the consolidated financial statements" section of our report. We have complied with all ethical requirements relevant to the statutory audit of consolidated financial statements in Belgium, including those regarding independence.

We have obtained from the board of directors and the company's officials the explanations and information necessary for performing our audit.

We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters	How our audit addressed the key audit matters
Impairment of property, plant and equipment – vessels and barges • Property, plant and equipment – vessels and barges with a carrying amount of 415 747 (000) USD represent 45% of the consolidated statement of financial position as at 31 December 2023. Management's assessment of the valuation of property, plant and equipment is significant to our audit because this process is complex and requires significant management judgement. **Reference to disclosures** • We refer to the consolidated financial statements, including notes to the consolidated financial statements: note 13 – Vessels & barges.	• We considered the process and the internal controls implemented by management and we carried out testing relating to the design and implementation of management's controls to assess impairment indicators and perform impairment testing. • We validated for each cash generating unit if impairment indicators, as determined by IAS 36, were considered in the impairment assessment of management. • We obtained the appraisal reports from external brokers which are used by management to test for impairment indicators and to determine the fair value less costs to sell ("FVLCTS") of the vessels. • Where relevant, we tested management's assumptions used in the value in use ("VIU") calculations especially the most critical assumptions such as the post contract charter rates and discount rates. In challenging these assumptions, we took into account actual results, negotiated contract terms, external data, independent market reports, market conditions and potential climate change related impacts. • We evaluated the adequacy of the disclosures regarding the impairments of property, plant and equipment.

Responsibilities of the board of directors for the preparation of the consolidated financial statements

The board of directors is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and with the legal and regulatory requirements applicable in Belgium and for such internal control as the board of directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the board of directors is responsible for assessing the group's ability to continue as a going concern, disclosing, as applicable, matters to be considered for going concern and using the going concern basis of accounting unless the board of directors either intends to liquidate the group or to cease operations, or has no other realistic alternative but to do so.

Responsibilities of the statutory auditor for the audit of the consolidated financial statements

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

During the performance of our audit, we comply with the legal, regulatory and normative framework as applicable to the audit of consolidated financial statements in Belgium. The scope of the audit does not comprise any assurance regarding the future viability of the company nor regarding the efficiency or effectiveness demonstrated by the board of directors in the way that the company's business has been conducted or will be conducted.

As part of an audit in accordance with ISA, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from an error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the board of directors;
- conclude on the appropriateness of the use of the going concern basis of accounting by the board of directors and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our statutory auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our statutory auditor's report. However, future events or conditions may cause the group to cease to continue as a going concern;
- evaluate the overall presentation, structure and content of the consolidated financial statements, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities and business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the audit committee regarding, amongst other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the audit committee with a statement that we have complied with relevant ethical requirements regarding independence, and we communicate with them about all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated to the audit committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our report unless law or regulation precludes any public disclosure about the matter.

Other legal and regulatory requirements

Responsibilities of the board of directors

The board of directors is responsible for the preparation and the content of the directors' report on the consolidated financial statements, the statement of non-financial information attached to the directors' report on the consolidated financial statements and other matters disclosed in the annual report on the consolidated financial statements.

Responsibilities of the statutory auditor

As part of our mandate and in accordance with the Belgian standard complementary to the International Standards on Auditing (ISA) as applicable in Belgium, our responsibility is to verify, in all material respects, the director's report on the consolidated financial statements, the statement of non-financial information attached to the directors' report on the consolidated financial statements and other matters disclosed in the annual report on the consolidated financial statements, as well as to report on these matters.

Aspects regarding the directors' report on the consolidated financial statements

In our opinion, after performing the specific procedures on the directors' report on the consolidated financial statements, this report is consistent with the consolidated financial statements for that same year and has been established in accordance with the requirements of article 3:32 of the Code of companies and associations.

In the context of our statutory audit of the consolidated financial statements we are also responsible to consider, in particular based on information that we became aware of during the audit, if the directors' report on the consolidated financial statements is free of material misstatement, either by information that is incorrectly stated or otherwise misleading. In the context of the procedures performed, we are not aware of such material misstatement.

The non-financial information as required by article 3:32, § 2 of the Code of companies and associations, has been disclosed in the directors' report on the consolidated financial statements. This non-financial information has been established by the company in accordance with the internationally recognised framework. In accordance with article 3:80 § 1, 5° of the Code of companies and associations we do not express any opinion on the question whether this non-financial information has been established in accordance with this internationally recognised framework.

Statements regarding independence

- Our audit firm and our network have not performed any prohibited services and our audit firm has remained independent from the group during the performance of our mandate.
- The fees for the additional non-audit services compatible with the statutory audit, as defined in article 3:65 of the Code of companies and associations, have been properly disclosed and disaggregated in the notes to the consolidated financial statements.

Single European Electronic Format (ESEF)

- In accordance with the draft standard on the audit of the compliance of the financial statements with the Single European Electronic Format ("ESEF"), we have also performed the audit of the compliance of the ESEF format and of the tagging with the technical regulatory standards as defined by the European Delegated Regulation No. 2019/815 of 17 December 2018 ("Delegated Regulation").
- The board of directors is responsible for the preparation, in accordance with the ESEF requirements, of the consolidated financial statements in the form of an electronic file in ESEF format ("digital consolidated financial statements") included in the annual financial report.
- Our responsibility is to obtain sufficient and appropriate evidence to conclude that the format and the tagging of the digital consolidated financial statements comply, in all material respects, with the ESEF requirements as stipulated by the Delegated Regulation.

- Based on our work, in our opinion, the format and the tagging of information in the digital consolidated financial statements included in the annual financial report of EXMAR NV as of 31 December 2023 are, in all material respects, prepared in accordance with the ESEF requirements as stipulated by the Delegated Regulation.

Other statements

- This report is consistent with our additional report to the audit committee referred to in article 11 of Regulation (EU) No 537/2014.

Signed at Zaventem.

The statutory auditor

Deloitte Bedrijfsrevisoren/Réviseurs d'Entreprises BV/SRL
Represented by Fabio De Clercq

5.3

Statutory Financial Statements

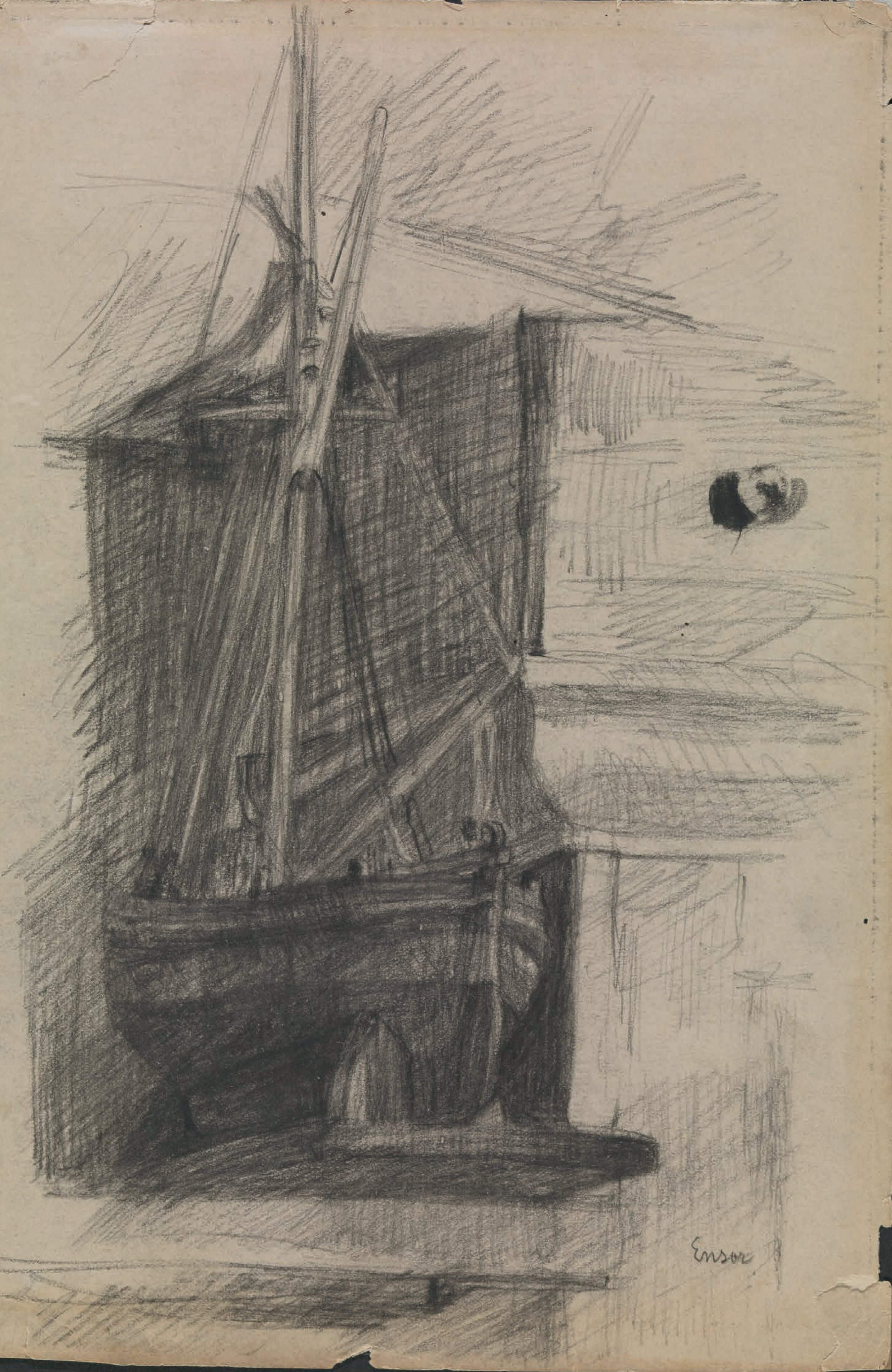
Statutory financial statements

The statutory accounts of EXMAR NV are disclosed hereafter in a summarised version. The full version will be filed with the National Bank of Belgium. The full version is available on the Company's website (www.EXMAR.be) and a copy can be obtained free of charge on request. An unqualified audit opinion has been expressed by the statutory auditor.

(In thousands of USD) BALANCE SHEET	31/12/2023	31/12/2022
Fixed assets	**320,512**	**280,675**
(In-)tangible assets	192	71
Financial assets	320,320	280,604
Current assets	**137,269**	**576,413**
Amounts receivable within one year	53,723	79,651
Investments	18,147	489,052
Cash and cash equivalents	64,427	6,740
Accrued income and deferred charges	973	970
Total assets	**457,781**	**857,088**
Equity	**306,609**	**680,704**
Capital	88,812	88,812
Share premium	124,634	209,902
Reserves	87,200	89,976
Accumulated profits	5,964	292,014
Provisions and deferred taxes	**13,296**	**800**
Provisions	13,296	800
Liabilities	**137,875**	**175,584**
Amounts payable within one year	137,875	175,584
Total equity and liabilities	**457,781**	**857,088**

(In thousands of USD) STATEMENT OF PROFIT OR LOSS	01/01/2023 31/12/2023	01/01/2022 31/12/2022
Operating income	6,121	4,163
Operating expenses	-28,415	-15,013
Operating result	**-22,293**	**-10,850**
Financial income	36,334	268,949
Financial expenses	-11,598	-21,831
Result for the year before tax	**2,443**	**236,268**
Income tax	192	-276
Result for the year	**2,634**	**235,992**
Appropriation of result		
Result to be appropriated	294,648	419,661
Transfer from/(to) capital and reserves	88,045	-8,145
Result to be carried forward	-5,964	-292,014
Distribution of result	-376,729	-119,502

4



6.

Glossary

◄ "Model of a ship" Groeningemuseum Bruges
Photographer: Dominique Provoost

GLOSSARY

AER	Annual Efficiency Ratio
AGM	Annual General Meeting
ASBL	Association Sans But Lucratif
BCCA	Belgian Code of Companies and Associations
BCMA	Billion Cubic Meters per Annum
BIMCO	Baltic and International Maritime Council
BOD	Board of Directors
BTX	Mixtures of benzene, toluene, and the three xylene isomers
BWMP	Ballast Water Management Plan
CAPEX	Capital Expenditure
CBA	Collective Bargaining Agreement
cbm	Cubic meters (m^3)
CCS	Carbon capture and storage
CCU	Carbon Capture and Utilisation
CCUS	Carbon Capture, Utilisation and Storage
CDI	Chemical Distribution Institute
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CII	Carbon Intensity Index
CO_2	Carbon dioxide
COO	Chief Operating Officer
COSO	Committee of Sponsoring Organizations
CSRD	Corporate Sustainability Reporting Directive
DCS	IMO Fuel Oil Data Collection System
DOC	Document of Compliance
DVO	DV Offshore
EBIT	Earnings Before Interest and Taxes
EBITDA	Earnings Before Interest, Taxes, Depreciation, and Amortization Adjusted EBITDA: EBITDA adjusted for certain non-recurring transactions for which management believes that excluding these provides better insights in the actual performance of the Group.
ECA	Emission Control Area
ECSA	European Community Ship-Owners Association
EEDI	Energy Efficiency Design Index
EEXI	Energy Efficiency Existing Ship Index
EGM	Expert Group Meeting
EOC	EXMAR Offshore Company
EPD	Environmental Product Declaration
ESG	Environment, Social, Governance
ESI	Environmental Ship Index
ESM	EXMAR Shipmanagement
ESRS	European Sustainability Reporting Standards
ETS	Emission Trading Scheme
EU	European Union
EUA	EU Allowances
FID	Final Investment Decision
FLNG	Floating Liquefaction of Natural Gas
FOC	Fuel Oil Consumption
FPS	Floating Production System
FPSO	Floating Production Storage and Offloading-unit
fr	Fully refrigerated
FSIU	Floating Storage and Injection Unit
FSO	Floating Storage and Offloading
FSPO	Floating Storage Production and Offloading
FSRP	Floating Storage Regasification and Power generation
FSRU	Floating Storage and Regasification Unit
FSU	Floating Storage Unit
GDPR	General Data Protection Regulation
GHG	Greenhouse gas
HFO	Heavy Fuel Oil
HSEEQ	Health Safety Environmental Energy and Quality
HSEQ	Health Safety Environment and Quality
HSSEQ	Health, Safety, Security, Environment and Quality
HyMethShip	Hydrogen Methanol Ship
IAS	International Accounting Standards
IFRS	International Financieel verslaging Standards
IHM	Inventory of Hazardous Materials
IMO	International Maritime Organization
IPCC	Intergovernmental Panel on Climate Change
ISO	International Organization for Standardization
JHA	Job Hazard Analysis
JV	Joint venture
KPI	Key Performance Indicator
LCO_2	Liquid Carbon Dioxide
LDO	Light Diesel Oil

LGC	Large Gas Carrier
LNG	Liquefied Natural Gas
LNG/C	Liquefied Natural Gas Carrier
LNGRV	Liquefied Natural Gas Regasification Vessel
LOHC	Liquid Organic Hydrogen Carrier
LOHC	Liquid Organic Hydrogen Carrier
LPG	Liquefied Petroleum Gas
LSFO	Low Sulphur Fuel Oil
LTI	Lost Time Injury
LTIF	Lost Time Injury Frequency
MAN-ES	MAN Energy Solutions SE
MARPOL	International Convention for the Prevention of Pollution from Ships
MDO	Marine Diesel Oil
MGC	Midsize Gas Carrier
MGO	Marine Gas Oil
Midsize	20,000 m^3 to 40,000 m^3
Mio	Million
MLC	Maritime Labor Convention
MMSCFD	Million Standard Cubic Feet / day also mentioned as: mm scf / day
MMT	Million Metric Tons
MRV	Measurement, Reporting and Verification - EU Regulation No. 757/2015
MT	Metric Tons
MTI	MTI Network, risk management and crisis response company
MTPA	Metric Tons Per Annum
MWh	Megawatt hour
NH_3	Ammonia
NM	Nautical Miles
NO_x	Nitrogen Oxides
NPK	Nitrogen (N) - Phosphorus (P) - Potassium (K)
NTVRP	US Nontank Vessel Response Plan
O&M	Operations & Maintenance
OB	Order Book
OCIMF	Oil Companies Marine International Forum
ODS	Ozone Depleting Substances
OPEX	Operating Expenditures
PDH	Propane DeHydrogenation
Petchems	Petrochemicals
PPM	Parts per million
pr	pressurized
PVC	Polyvinyl chloride
R&D	Research and Development
REBITDA	Recurring earnings before interests, taxes, depreciations and amortizations
SCF	Standard Cubic Foot
SCR	Selective Catalytic Reduction
SDG	Sustainable Development Goals
SEEMP	Ship Energy Efficiency Management Plan
Semi-ref.	Semi-refrigerated LPG carrier
SIGTTO	Society of International Gas Tanker and Terminal Operators
SMPEP	Shipboard Marine Pollution Emergency Plan
SMS	Safety Management System
SOPEP	Shipboard Oil Pollution Emergency Plan
SO_x	Sulphur Oxides
SRDII	Second Shareholders' Rights Directive
SRR	EU Ship Recycling Regulation No. 1257/2013
STS	Ship-to-ship cargo transfer
TC	Time Charter
TCE	Time Charter Equivalent
TMSA	Tanker Manager and Self-Assessment
TRCF	Total Recordable Case Frequency
TTSL	Taking The Safety Lead
U/C	Under Construction
ULCV	Ultra Large Container Vessel
ULGC	Ultra Large Gas Carrier
UN	United Nations
UNCLOS	United Nations Convention on the Law of the Sea
USCG	United States Coast Guard
USD	United States Dollar
UV	Ultra Violet
VCM	Vinyl Chloride Monomer
VLAC	Very Large Ammonia Carrier
VLGC	Very Large Gas Carrier
VLSFO	Very Low Sulphur Fuel Oil
VOC	Volatile Organic Compounds

COLOPHON

BOARD OF DIRECTORS

Nicolas Saverys – Executive Chairman

FMO BV represented by Francis Mottrie

ACACIA I BV represented by Els Verbraecken

Maryam Ayati

Michel Delbaere

Wouter De Geest

Carl-Antoine Saverys

Stephanie Saverys

Baron Philippe Vlerick

Isabelle Vleurinck

EXECUTIVE COMMITTEE

Casaver BV represented by Carl-Antoine Saverys
Chief Executive Officer

FMO BV represented by Francis Mottrie
Chief Operating Officer

HAX BV represented by Hadrien Bown
Chief Financial Officer

FLX Consultancy BV represented by Jonathan Raes
Executive Director Infrastructure

Lisann AS represented by Jens Ismar
Executive Director Shipping

EXMAR NV

De Gerlachekaai 20

2000 Antwerp

Tel: +32(0)3 247 56 11

Fax: +32(0)3 247 56 01

Business registration number: 0860.409.202

Antwerp – section Antwerp

Website: www.EXMAR.be

E-mail: corporate@EXMAR.be

AUDITOR

Deloitte Auditors

Represented by

Mr. Fabio De Clercq

The Dutch version of this financial report must be considered as the official version

CONTACT

All EXMAR press releases can be consulted on the website: www.EXMAR.be

Questions can be asked by telephone at +32(0)3 247 56 11 or by e-mail to corporate@EXMAR.be, for the attention of HAX BV represented by Hadrien Bown (CFO) or Mathieu Verly (secretary).

In case you wish to receive our printed annual or half year report please mail: annualreport@EXMAR.be

FINANCIAL CALENDAR

Results 1st quarter 2024	16 May 2024
Annual shareholders meeting	21 May 2024
Final results 1st semester 2024	6 September 2024
Results 3rd quarter 2024	8 November 2024

EXMAR