



# FIRST SHIP LEASE TRUST

ANNUAL REPORT 2022

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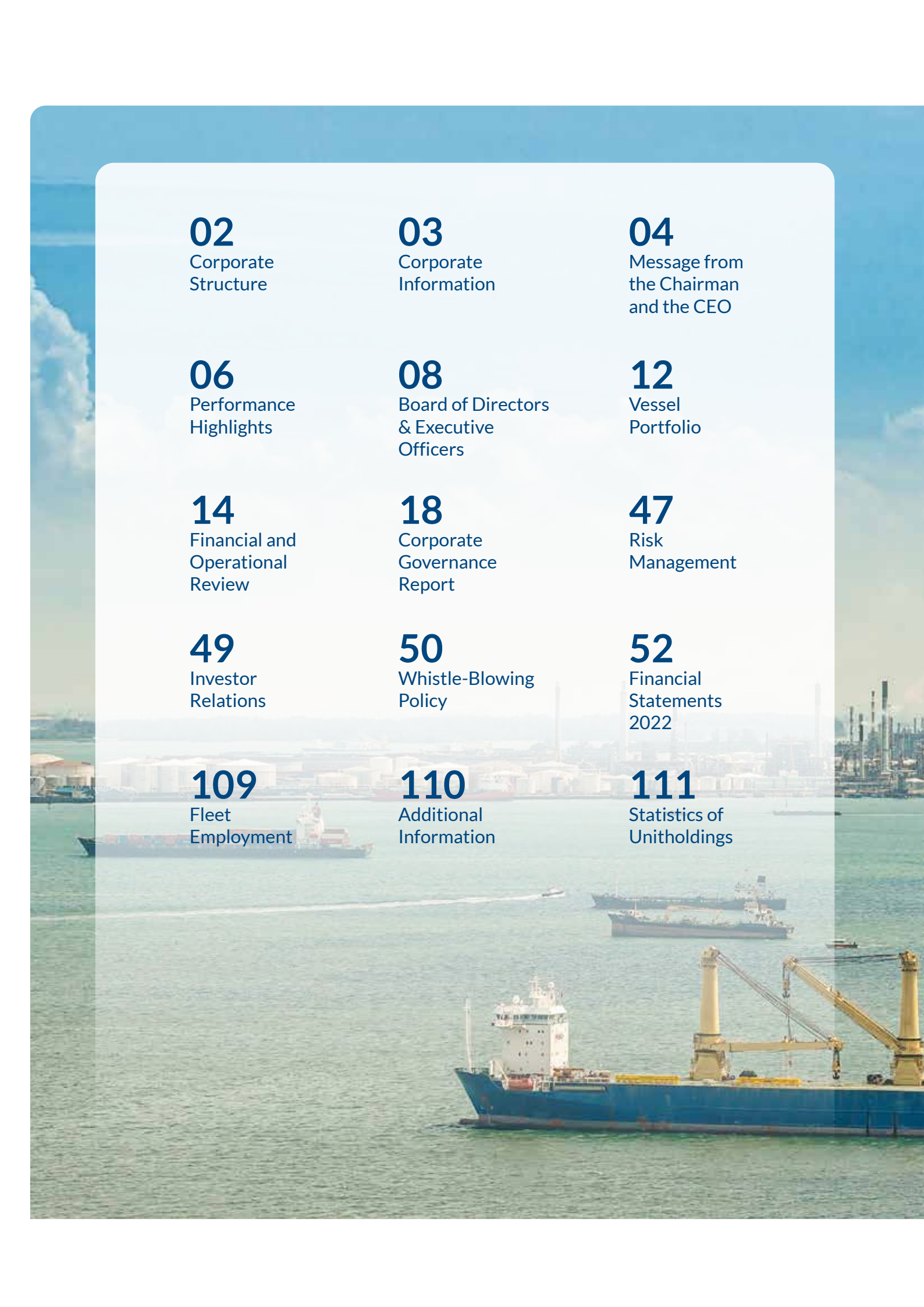
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## About First Ship Lease Trust

First Ship Lease Trust (“FSL Trust” or the “Trust”) is a Singapore-based business trust which owns a diversified fleet of well-maintained product tankers. The current vessel portfolio comprises 8 tankers of different sizes which are chartered to an international shipping company on fixed-rate period charters.

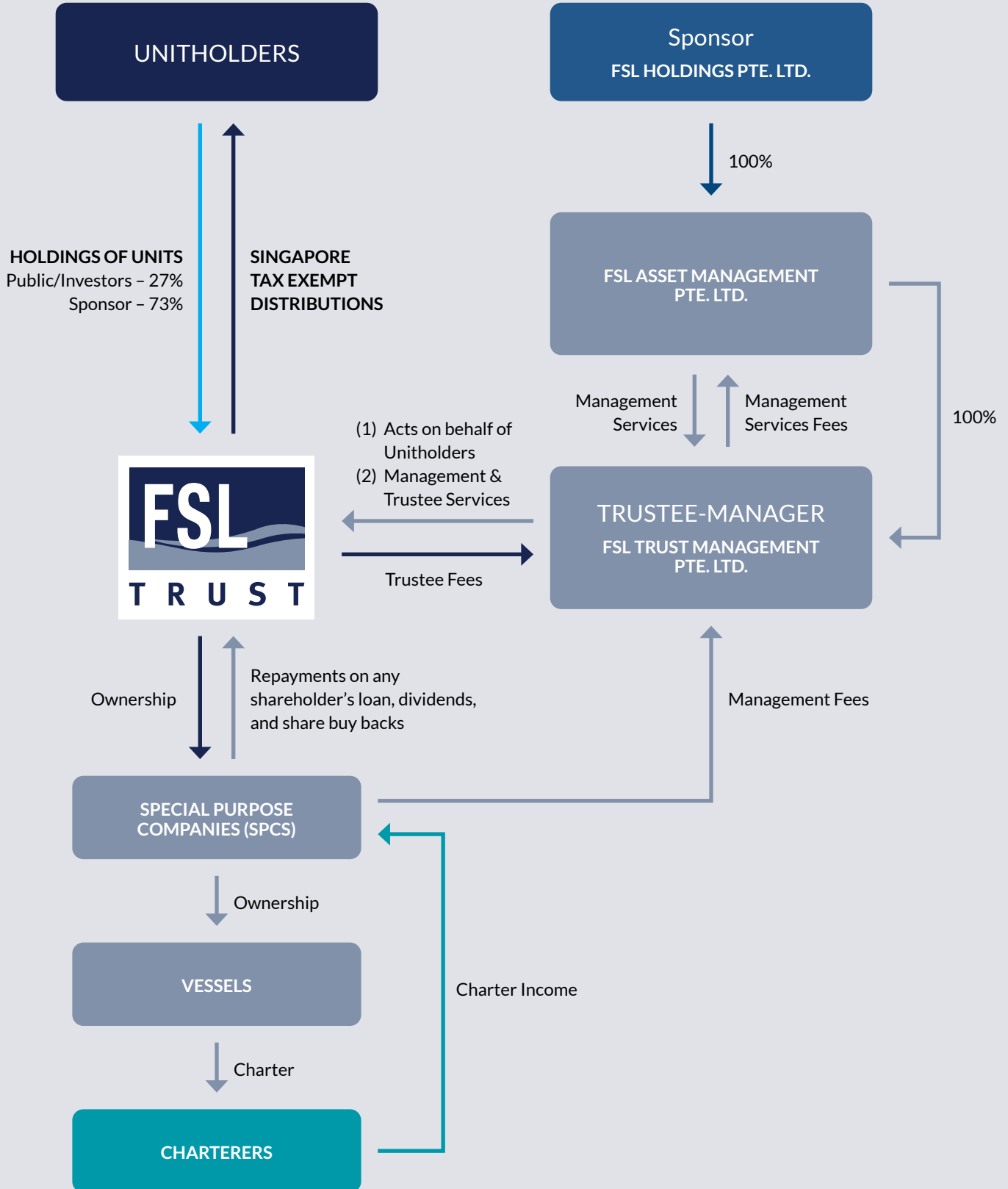
In 2022, approx. 33.3% of the Trust’s revenue were derived from fixed-rate period charters. The Trust has contracted future revenues from fixed-rate period charters of US\$ 25.6 million and up to US\$ 31.4 million including optional periods (extension options or early termination options) as at 31 December 2022. The fixed-rate period charters provide the Trust with stable and predictable long-term cash flows, whilst the vessels employed in the spot market provide flexibility and offer the Trust the opportunity to participate in any market upside.

FSL Trust is managed by FSL Trust Management Pte. Ltd. (“FSLTM” or the “Trustee-Manager”). The Trustee-Manager is responsible for safeguarding the interests of Unitholders and for FSL Trust’s investment and financing strategies, asset acquisition and disposal policies, and the overall management of the Trust’s portfolio. The Trustee-Manager aims to optimise the returns on the Trust’s vessel portfolio by ensuring that the vessels are well run, managing the various risks and opportunities of the Trust and improving cash flow generation for the Unitholders of the Trust.

The units of FSL Trust are listed on the Mainboard of the Singapore Exchange Securities Trading Limited under the ticker symbol ‘D8DU’.



# Corporate Structure



# Corporate Information

## TRUSTEE-MANAGER

FSL Trust Management Pte. Ltd.

## CORPORATE DIRECTORY

UEN/Company Registration  
No. 200702265R  
Corporate website: [www.fsltrust.com](http://www.fsltrust.com)

## REGISTERED OFFICE

7 Temasek Boulevard  
#12-10 Suntec Tower One  
Singapore 038987  
Phone: +65 6836 3000  
Fax: +65 6836 6001

## COMPANY SECRETARIES

Elizabeth Krishnan  
Bridget Boyd

## UNIT REGISTRAR OF FIRST SHIP LEASE TRUST

**Boardroom Corporate & Advisory  
Services Pte. Ltd.**  
1 Harbourfront Avenue  
#14-03/07 Keppel Bay Tower  
Singapore 098632  
Phone: +65 6536 5355  
Fax: +65 6536 1360

## BOARD OF DIRECTORS

### Stathis Topouzoglou

Non-Independent,  
Non-Executive Chairman

### Michael Chalkias

Non-Independent,  
Non-Executive Director

### Michael Gray

Lead Independent,  
Non-Executive Director and  
Chairman of the Audit and Risk  
Committee

### Michael Oliver

Independent,  
Non-Executive Director and  
Chairman of the Remuneration  
Committee and the Nominating  
Committee

### Narayanan Sreenivasan

Independent,  
Non-Executive Director

## SENIOR MANAGEMENT

### Roger Woods

Chief Executive Officer

### Ivy Low

Financial Controller

## AUDIT AND RISK COMMITTEE

Michael Gray (Chairman)  
Michael Oliver  
Narayanan Sreenivasan

## REMUNERATION COMMITTEE

Michael Oliver (Chairman)  
Michael Gray  
Narayanan Sreenivasan

## NOMINATING COMMITTEE

Michael Oliver (Chairman)  
Michael Gray  
Narayanan Sreenivasan

## EXTERNAL AUDITORS OF FIRST SHIP LEASE TRUST

### Moore Stephens LLP

10 Anson Road  
#29-15 International Plaza  
Singapore 079903  
Telephone: +65 6221 3771  
Fax: +65 6221 3815

### Partner-in-charge

Chan Rouh Ting

### Date of appointment

Appointed during the financial year  
ended 31 December 2022

## INTERNAL AUDITORS OF FIRST SHIP LEASE TRUST

### BDO LLP

600 North Bridge Road  
#23-01 Parkview Square  
Singapore 188778  
Telephone: +65 6828 9118

### Partner-in-charge

Willy Leow

### Date of appointment

13 July 2015

## PRINCIPAL BANKERS

- Chailease International Financial Services (Singapore) Pte Ltd
- The Hongkong and Shanghai Banking Corporation Limited
- Oversea-Chinese Banking Corporation Limited

# Message from the Chairman and the CEO



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STATHIS TOPOUZOGLOU  
Chairman



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ROGER WOODS  
CEO

Dear Unitholders,

The shipping markets have experienced a turbulent 2022, which has been affected from geopolitical events. The year started very much following on from last year, with the slow progress of countries attempting to reduce the COVID-19 restrictions without exposing their populations to further impact from the virus. Despite this backdrop, recovery was starting to be in evidence for general consumer consumption. In the shipping markets there continued the port congestion and travel restrictions, boosting some market sectors while depressing others, with the demand for oil and oil products still reduced.

On 24th February 2022 the world was hit by a new global event. The Russian unjust invasion of Ukraine had an almost immediate effect on shipping markets especially for the global gas and oil tanker sectors. Through the coming weeks and months of the war, it became clear that through either official sanctions or self-imposed avoidance, the import of Russian gas, crude oil and oil products would stop for most of Europe and North America. This in turn led to the sourcing of gas and oil from alternative more distant locations and the export of Russian production to buyers further from Europe. These extraordinary events have created significant ton-mile demand for all tanker sectors, especially as winter approached and European nations prepared for possible shortages, by building stocks ashore and in floating storage.

As 2022 came to an end there was no outcome in sight for both the war in Europe and the continuing COVID-19 restrictions in significant areas of the world. In addition as much of the world did emerge from the restrictions of recent years, consumption increased at the same time as the loss of Russian and Ukrainian commodity exports. This has led to significant increases in inflation across the world with central banks taking action to reduce consumption with increased interest rates to tame inflation.

## COMPLETION OF DISPOSAL STRATEGY

For FSL Trust, 2022 marked the completion of the long held strategy to divest the older, environmentally less friendly vessels without period employment. During the year, three vessels were disposed of, selling at satisfactory prices, namely *FSL Hong Kong*, *FSL London* and *FSL Singapore*. Providing the Trust with gains over the book value of US\$ 9.2 million, in part due to the volatile markets. This contribution had enabled FSL Trust to undertake further distribution to Unitholders of US\$ 28.2 million.

“

Global events in 2022 have changed the future of shipping markets for the coming years. War in Europe between major commodity exporters in the early part of the year has changed trading patterns. This came as the world was still emerging from over two years of pandemic restrictions, with resulting consumption driving up the price of virtually all consumables and services. Despite this backdrop, we have managed to continue to fulfil the strategy to position the Trust towards meeting the changing environmental market.

”

The performance of the Trust had a positive improvement even after taking into account the gains on vessel disposals with a net profit of US\$ 13.3 million for the full year. This was a solid achievement despite of the non-cash impairment on one vessel for approximately US\$ 1.0 million. In comparison a loss was incurred the previous year when the full impact of COVID-19 was being felt.

In December 2022, we have successfully extended the employment for two of the vessels, namely *Clyde Fisher* and *Speciality* of the remaining fleet. The contracted revenue on the eight vessels employed under fixed-rate period charters was US\$ 25.6 million as at 31 December 2022, with an additional US\$ 5.8 million of optional contracted revenue if certain extension options will be exercised by the charterer in the next few years.

#### LOOKING AHEAD

FSL Trust enters 2023 in a healthy position, with a cash balance of US\$ 30.1 million. All vessels in the fleet are employed on fixed-rate period charters with a first class charterer providing the comfort of predictable cash flows.

Many challenges remain in the year ahead due to the ongoing impact of the geopolitical events in Europe, trade tensions between major economies and the broader macro-economic situation. On the other hand in the supply side, the industry has reached historical lows for new buildings in

tankers and bulk carriers, therefore giving some support in the short-term against the immediate challenges.

Beyond these challenges the shipping Industry is in the midst of fundamental change. The need for tackling the ongoing environmental damage is becoming an overriding issue and the ever increasing regulatory risks will push the whole industry towards this goal.

The Trust's focus now will be finding the new opportunities to move towards more advanced and technologically efficient vessels which can meet new and prospective lower emissions directives. So building new sustainable revenue streams and value for the Trust's long term future growth.



Stathis Topouzoglou  
Chairman



Roger Woods  
Chief Executive Officer



# Performance Highlights

	<b>FY2022 US\$'000</b>	FY2021 US\$'000	FY2020 US\$'000	FY2019 US\$'000	FY2018 US\$'000
<b>INCOME STATEMENT</b>					
Revenue	<b>24,224</b>	24,975	48,332	73,107	67,046
Adjusted EBITDA <sup>(1)</sup>	<b>9,935</b>	6,763	29,118	46,663	41,004
Results from Operating Activities	<b>14,232</b>	(656)	8,822	16,906	(10,489)
Profit/(Loss) for the Year	<b>13,271</b>	(1,522)	6,246	10,131	(18,986)
<b>Net Cash Generated from Operating Activities<sup>(2)</sup></b>	<b>13,663</b>	<b>5,683</b>	<b>37,971</b>	<b>44,433</b>	<b>37,468</b>
<b>FINANCIAL POSITION</b>					
Total Assets	<b>65,467</b>	83,674	161,835	275,196	263,168
Total Liabilities	<b>14,325</b>	17,514	32,271	72,315	107,906
Shareholder's Equity	<b>51,142</b>	<b>66,160</b>	<b>129,564</b>	<b>202,881</b>	<b>155,262</b>
<b>FINANCIAL RATIOS</b>					
Earnings/(Loss) per unit (US cents/unit) <sup>(3)</sup>	<b>0.75</b>	(0.09)	0.35	0.81	(2.98)
Net Asset Value (US\$/unit)	<b>0.03</b>	0.04	0.07	0.11	0.24
Gearing Ratio <sup>(4)</sup> (%)	<b>20.9</b>	20.3	18.7	25.7	40.0

(1) Earnings before interest, taxes, depreciation and amortisation, excluding gain/losses from the disposal of vessels and vessel impairments

(2) Refer to Consolidated Statement of Cash Flows on Page 66

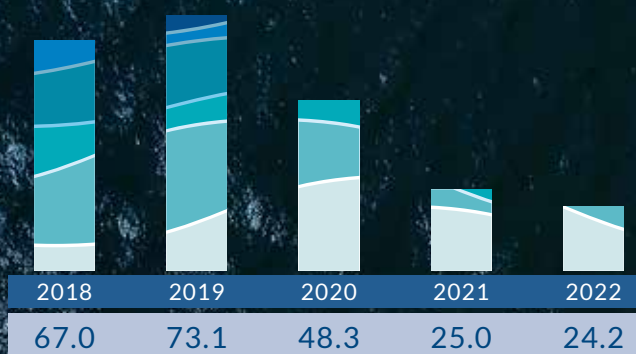
(3) Based on weighted average number of issued units

(4) Gearing ratio = outstanding debt including convertible bonds / (total unitholders' funds + outstanding debt including convertible bonds)



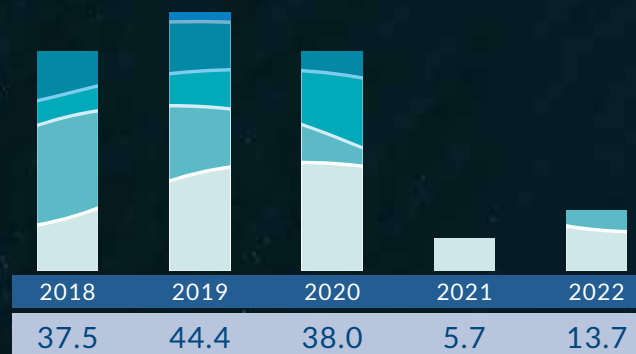
Revenue  
(US\$ million)

**24.2**  
US MILLION



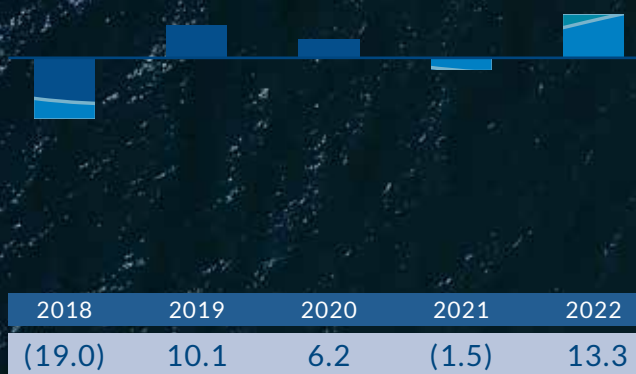
Net Cash Generated  
from Operating Activities  
(US\$ million)

**13.7**  
US MILLION



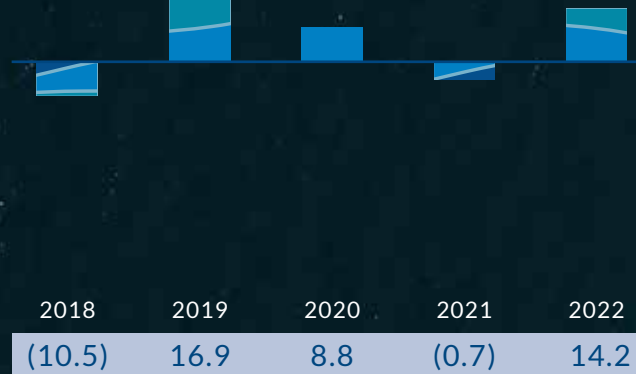
Profit/(Loss)  
for the Year  
(US\$ million)

**13.3**  
US MILLION



Result from  
Operating Activities  
(US\$ million)

**14.2**  
US MILLION



# Board of Directors & Executive Officers



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STATHIS TOPOUZOGLOU

*Non-Independent,  
Non-Executive Chairman*



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MICHAEL CHALKIAS

*Non-Independent,  
Non-Executive Director*



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MICHAEL GRENVILLE GRAY

*Lead Independent,  
Non-Executive Director*



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MICHAEL JOHN OLIVER

*Independent,  
Non-Executive Director*



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NARAYANAN SREENIVASAN

*Independent,  
Non-Executive Director*



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ROGER WOODS

*Chief Executive Officer*



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IVY LOW

*Financial Controller*



**STATHIS TOPOUZOGLOU (66)**

Non-Independent, Non-Executive Chairman

Stathis Topouzoglou was appointed as a Non-Independent, Non-Executive Director of the Trustee-Manager on 28 February 2018, and Chairman of the Trustee-Manager on 9 March 2018.

Mr Topouzoglou is an entrepreneur with more than 40 years' experience in founding and growing companies in the transportation and energy sector. He is the principal shareholder and founder of Prime Marine Group and serves as Chief Executive Officer of Prime Marine Management Inc. since 1999, a predecessor of Prime Tanker Management Inc. and Prime Gas Management Inc., worldwide leading international product tanker and gas carrier management companies with a fleet of 24 modern product tankers, LPG and Ammonia carriers.

Mr Topouzoglou is also a founding partner and member of the BOD of Energean PLC (formerly: Energean Oil & Gas PLC), an independent exploration and production company focused on developing gas resources in the Mediterranean, listed on the London Stock Exchange as well as the Tel Aviv Stock Exchange.

Mr Topouzoglou holds a B.A. in Business Administration and Economics from the University of Athens, Greece.

**Shares in the Trust or related corporations**

Deemed interest in 73.09% of the Units in First Ship Lease Trust and 100% of the Shares in FSL Trust Management Pte. Ltd.

**Present Directorships** (as at 31 December 2022)

- Dynamic Product Tankers LLC
- Energean PLC (LSE: ENOG)
- NYTA Tanker Management LLC
- Prime Marine Corporation
- Prime Marine Management Inc.

**Past Directorships over the last 3 years**

(2020 to 2022, excluding Subsidiaries and Associates of the Trust)

- Energean Israel Limited

**Major Appointments** (other than Directorships)

None

**MICHAEL CHALKIAS (52)**

Non-Independent, Non-Executive Director

Michael Chalkias was appointed as a Non-Independent and Non-Executive Director of the Trustee-Manager on 9 March 2018.

Mr Chalkias co-founded Prime Marine Group in Greece in 1999 and serves as Co-Chief Executive Officer of Prime Marine Management Inc., Prime Tanker Management Inc. and Prime Gas Management Inc., leading international managers of product tankers and gas carriers. Mr Chalkias counts more than 25 years in the shipping industry, during which he has accumulated extensive in-depth knowledge in all aspects of the shipping business and established strong relationships in the maritime industry. Through his career, Mr Chalkias has invested in many ships, mainly product tankers and gas carriers, and has also partnered with a number of reputable US-based private equity funds.

Prior to co-founding Prime Marine, he was employed by Tufton Oceanic Limited, a specialized shipping finance and investment firm in London, where he was actively involved in debt and equity instrument as well as structured financing transactions.

Mr Chalkias holds an MSc with Distinction in Shipping, Trade & Finance from the Cass Business School of London and a BSc with Honours in Maritime Business and Law from the University of Plymouth, United Kingdom.

**Shares in the Trust or related corporations**

Deemed interest in 73.09% of the Units in First Ship Lease Trust and 100% of the Shares in FSL Trust Management Pte. Ltd.

**Present Directorships** (as at 31 December 2022)

- Dynamic Product Tankers LLC
- Global Ship Lease Inc. (NYSE: GSL)
- NYTA Tanker Management LLC
- Prime Marine Corporation
- Prime Marine Management Inc.

**Past Directorships over the last 3 years**

(2020 to 2022, excluding Subsidiaries and Associates of the Trust)

None

**Major Appointments** (other than Directorships)

None

# Board of Directors & Executive Officers

## MICHAEL GRENVILLE GRAY (77)

Lead Independent, Non-Executive Director

Michael Gray was appointed as the Lead Independent, Non-Executive Director of the Trustee-Manager on 11 May 2015. He is also the Chairman of the Audit and Risk Committee, as well as a member of the Remuneration Committee and the Nominating Committee.

Mr Gray is a qualified accountant with 35 years' experience in professional practice across a number of international markets. He trained as a Chartered Accountant with Coopers & Lybrand in the United Kingdom and moved to Coopers & Lybrand Singapore in 1978, retiring from the merged firm of PricewaterhouseCoopers in 2004. During this time, he founded the PricewaterhouseCoopers' practice in Indochina and was the Territorial Senior Partner for eight years thereafter. Prior to practicing as an accountant, Mr Gray spent 10 years in the shipping industry as an officer in the Merchant Navy. Mr Gray was a member of the Publications Committee of the Singapore Institute of Directors and former editor of the SID Bulletin. He received the Public Service Medal (P.B.M.) from the Singapore Government in 1992, the Public Service Star (B.B.M.) in 1999 and the Public Service Star Bar (B.B.M. [L]) in 2010.

Mr Gray holds an M.A. in South East Asian Studies from the National University of Singapore and a BSc in Maritime Studies from the University of Plymouth, United Kingdom. He is a Fellow of the Institute of Chartered Accountants in England and Wales, the Institute of Singapore Chartered Accountants, the Singapore Institute of Directors, and the Chartered Institute Logistics and of Transport.

### Shares in the Trust or related corporations

4,000,000

### Present Directorships (as at 31 December 2022)

- Avi-Tech Holdings Limited formerly Avi-Tech Electronics Limited (SGX: BKY)
- GSH Corporation Ltd (SGX: BDX)

### Past Directorships over the last 3 years

(2020 to 2022, excluding Subsidiaries and Associates of the Trust)

- TGY Property Investments Pte. Ltd.
- UON Singapore Pte. Ltd.

### Major Appointments (other than Directorships)

None

## MICHAEL JOHN OLIVER (74)

Independent, Non-Executive Director

Michael Oliver was appointed as an Independent, Non-Executive Director of the Trustee-Manager on 26 June 2013. He is also the Chairman of the Remuneration Committee and the Nominating Committee, as well as a member of the Audit and Risk Committee.

Mr Oliver has over 40 years of international experience in the banking and financial services industry. He served as Regional Board Member, Asia/Oceania for Commerzbank AG until his retirement in 2005. As the Regional Chief Executive, he was responsible for Commerzbank's branches as well as its merchant banking subsidiaries and corporate banking business in the Asia Pacific region. During his service of more than 19 years at Commerzbank, he also held senior positions in London, United Kingdom, and Hong Kong. Before joining Commerzbank, Mr Oliver was with The First National Bank of Boston for 18 years from 1967, holding a variety of commercial banking, leasing and corporate finance positions in the US, Australia and Europe; and, prior to that, The National Bank Limited, London, for 2 years.

### Shares in the Trust or related corporations

None

### Present Directorships (as at 31 December 2022)

None

### Past Directorships over the last 3 years

(2020 to 2022, excluding Subsidiaries and Associates of the Trust)

None

### Major Appointments (other than Directorships)

None



**NARAYANAN SREENIVASAN (61)**

Independent, Non-Executive Director

Narayanan Sreenivasan was appointed as an Independent, Non-Executive Director of the Trustee-Manager on 20 September 2016. He is also a member of the Audit and Risk Committee, the Remuneration Committee and the Nominating Committee.

Mr Sreenivasan has been Managing Director of K&L Gates Straits Law LLC (and its predecessor firms), an international law firm, since 2003 and was appointed Senior Counsel by the Chief Justice of Singapore in 2013. Over the course of his career, Mr Sreenivasan has had an extensive practice in most areas of commercial litigation, such as contracts, directors' duties, banking facilities, international trade, engineering and technical matters, trust and fraud, and corporate and shareholder disputes. He has served on the Criminal Law Advisory Committee (Hearing) of the Ministry of Home Affairs and the Home Detention Advisory Committee for over 20 years, and was awarded the Public Service Medal (P.B.M.) from the Singapore Government in 2014.

Mr Sreenivasan holds a LLB (Hons) from the National University of Singapore and is a Fellow of the Chartered Institute of Arbitrators (UK) and the Singapore Institute of Arbitrators. He is a specialist mediator with the Singapore International Mediation Centre. He is also a director of the Law Society Pro Bono Office.

**Shares in the Trust or related corporations**

1,250,000

**Present Directorships** (as at 31 December 2022)

- K&L Gates Straits Law Practice LLC
- Pro Bono SG formerly Law Society Pro Bono Services
- Q & M Dental Group (Singapore) Limited (SGX: QC7)
- Singapore Business Federation Foundation Limited

**Past Directorships over the last 3 years**

(2020 to 2022, excluding Subsidiaries and Associates of the Trust)

- Hydroinformatics Institute Pte. Ltd.
- MUFG Fund Services (Singapore) Pte. Ltd.

**Major Appointments** (other than Directorships)

Senior Counsel

**ROGER WOODS (60)**

Chief Executive Officer

Roger Woods has been the Chief Executive Officer of the Trustee-Manager since 3 May 2017 following his appointment as Acting Chief Executive Officer on 2 February 2017.

Mr Woods joined the Trustee-Manager as the Chief Operating Officer on 17 September 2013, responsible for overseeing the general business operations of the Trust, including short- and long-term commercial deployment of vessels and relationships with technical managers.

Prior to joining the Trustee-Manager, Mr Woods served as General Manager at FR8 for 6 years, running its office in London, United Kingdom, and focusing on commercial projects and operational performance. He previously was Managing Director at Tamoil Shipping in London, and also held Chartering Manager and Operations Manager positions over a 14-year tenure. Before Tamoil, Mr Woods worked onshore for Ugland Brothers Limited and Jepsens Ship Management Limited for a total of 9 years and was at sea for the formative part of his shipping career, serving on bulk carriers and product/chemical tankers. Over the course of his career, Mr Woods obtained broad experience across chartering, operations and ship-management, dealing with crude oil, oil products and dry cargoes and an established track record of negotiating favourable time charters and sale and purchase transactions as well as dealing with legal disputes, insurance matters and operational issues.

Mr Woods holds a Diploma in Nautical Science and is a Member of the Institute of Chartered Shipbrokers (MICS).

**Shares in the Trust or related corporations**

750,000

**IVY LOW (61)**

Financial Controller

Ivy Low has been the Financial Controller of the Trustee-Manager since 9 December 2013 and is responsible for the treasury, financial and accounting functions of the Trustee-Manager's operations.

Prior joining the Trustee-Manager, Ms. Low was the Regional Financial Controller of Asia of Asian Groupage Services Pte Ltd, where she was responsible for all aspect of the financial functions and accounting activities of Asian Groupage Services - Asia Pacific for two years. She previously worked for MCC Transport Singapore Pte Ltd the "intra-asia" shipping line of A P Moeller-Maersk Group for 16 years with last held position as Assistant General Manager, Finance. Over the course of her career, Ms. Low obtained broad experience in financial and accounting across various vessel segments in the shipping industry.

Ms. Low is a member of the Institute of Singapore Chartered Accountants (ISCA) and a fellow of the Association of Chartered Certified Accountants (ACCA).

**Shares in the Trust or related corporations**

None

# Vessel Portfolio

(AS AT 31 DECEMBER 2022)

## PRODUCT TANKERS



### CUMBRIAN FISHER

Year Built	2004
Builder	Samho, South Korea
Capacity	12,921 DWT
Flag	Bahamas



### CLYDE FISHER

Year Built	2005
Builder	Samho, South Korea
Capacity	12,984 DWT
Flag	Bahamas



### PELICAN FISHER

Year Built	2008
Builder	Zhejiang Jingang SB, China
Capacity	9,596 DWT
Flag	United Kingdom



### SHANNON FISHER

Year Built	2006
Builder	Damen Galati, Romania
Capacity	5,421 DWT
Flag	Bahamas





**SOLWAY FISHER**

Year Built	2006
Builder	Damen Galati, Romania
Capacity	5,421 DWT
Flag	Bahamas



**SENIORITY**

Year Built	2006
Builder	Qingshan Shipyard, China
Capacity	4,426 DWT
Flag	Bahamas/UK



**SPECIALITY**

Year Built	2006
Builder	Qingshan Shipyard, China
Capacity	4,426 DWT
Flag	Bahamas/UK



**SUPERIORITY**

Year Built	2007
Builder	Qingshan Shipyard, China
Capacity	4,426 DWT
Flag	Bahamas/UK

# Financial & Operational Review





During the financial year 2022 ("FY 2022"), the tanker markets have experienced very high rates, even after a slow start. The biggest impact came from the Russia Ukraine conflict, with avoidance from some nations and corporates for lifting the Russian oil thereafter followed by official sanctions. This has resulted in major changes to trading patterns with higher ton-mile and increasing the demand. The lingering impacts from the COVID-19 pandemic remained, especially with the Zero Covid policy in some nations, reducing consumption, however this was not sufficient to dampen the overall demand for vessels. As at 31<sup>st</sup> December 2022, all of the vessels in the portfolio are employed under fixed-rate period charters.

In the FY 2022, the revenue of FSL Trust was US\$ 24.2 million compared to US\$ 25.0 million in the FY 2021. The lower revenue was driven by the smaller fleet following the disposal of three vessels during the FY 2022. The smaller fleet did not impact the earnings before interest, taxes, depreciation, amortisation, non-cash impairments and gains or losses from the sale of vessels (adjusted EBITDA), which increased to US\$ 9.9 million from US\$ 6.8 million in the preceding year, and the net income, which was positive US\$ 13.3 million after a net loss of US\$ 1.5 million in the FY 2021.

The Trust generated a net cash flow from operations of US\$ 13.7 million and a net cash flow from investing activities of US\$ 45.5 million. Together with the existing cash and cash equivalents of US\$ 3.7 million at the beginning of the year, this allowed the Trust to reduce interest-bearing debt to US\$ 13.9 million and pay a total of US\$ 28.3 million in distributions to unitholders, equal to 1.6 US cents per unit (FY 2021: US\$ 61.9 million or 3.5 US cents per unit).

FSL Trust maintains its healthy financial structure with an equity ratio<sup>1</sup> of 78.1%.

## VESSEL PORTFOLIO

As at 31 December 2022, FSL Trust's vessel portfolio comprised eight small product tankers. Compared to a fleet of 11 vessels the year before, this represents a reduction of the number of vessels by 27.3% and a reduction of ownership days by 13.2% to 3,568 from 4,110 in the FY 2022.

In continuing the strategy of disposing older, environmentally less friendly vessels without period employment, the Trust completed the sales of three vessels during the FY 2022, realising net gains of US\$ 9.2 million in aggregate. In particular, the Trust sold the crude oil tanker *FSL Hong Kong* in June 2022, followed by the chemical tanker *FSL London* in July 2022 and the product tanker *FSL Singapore* in October 2022.

The decision to dispose the three vessels for accretive prices was primarily driven by two factors: firstly, to use the opportunity of the firm market conditions to capture satisfactory prices for older vessels; and, secondly, the tightening environmental regulations for the shipping industry which lead to an accelerating transition to cleaner and carbon-neutral fuels in the medium- to long-term.

All disposals were made in the ordinary course of business, with unaffiliated third parties and in arm's length transactions.

1 Total equity to total assets; Group



# Financial & Operational Review

## FLEET EMPLOYMENT

As at 31 December 2022, eight vessels were employed under fixed-rate bareboat charters as illustrated in **Figure 1**.

Figure 1:  
**FLEET EMPLOYMENT PROFILE AS AT 31 DECEMBER 2022**



### Bareboat Charters

Eight product tankers, namely *Cumbrian Fisher*, *Clyde Fisher*, *Pelican Fisher*, *Shannon Fisher*, *Solway Fisher*, *Speciality*, *Seniority* and *Superiority*, have been employed under multi-year bareboat charters with James Fisher Everard Limited (“James Fisher”) since the Trust acquired the vessels. Furthermore, James Fisher agreed a three year extension to the charter for the vessel *Speciality* and a two year extension to the charter for the vessel *Clyde Fisher*. The vessels generated an aggregate adjusted EBITDA of US\$ 7.4 million in the FY 2022 (FY 2021: US\$ 6.9 million).

### Pools, Spot Trading and Revenue Sharing Agreements

The MR product tanker *FSL Singapore* (until disposal in October 2022) and the chemical tanker *FSL London* (from 3 August 2021 until disposal in July 2022) traded in pools or the spot market. The MR product tanker generated an adjusted EBITDA of US\$ 5.3 million (FY 2021: negligible), whilst the chemical tanker incurred an adjusted EBITDA of minus US\$ 1.6 million (FY 2021: the chemical tankers generated an adjusted EBITDA of US\$ 0.3 million).

The Aframax tanker *FSL Hong Kong* (until disposal in June 2022) has been employed under a revenue sharing agreement managed by Teekay Group. The vessel incurred a negative adjusted EBITDA of minus US\$ 0.5 million (FY 2021: minus US\$ 0.8 million).

An overview of the allocation of adjusted EBITDA by vessel type and by employment type is provided in **Figure 2** and **Figure 3**.

Figure 2:  
**ADJUSTED EBITDA BY VESSEL TYPE ( IN US\$M)**

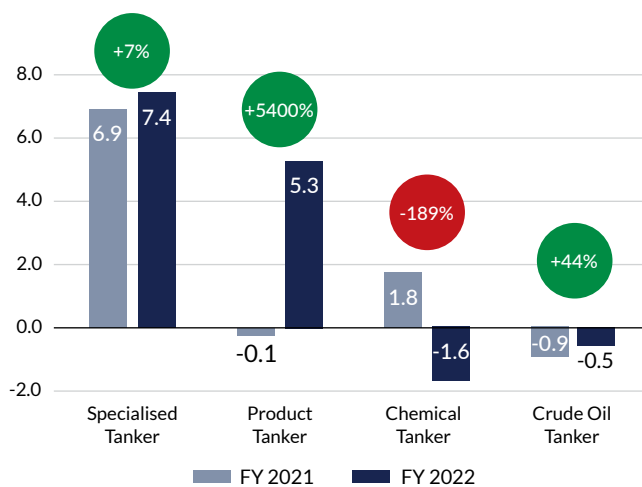
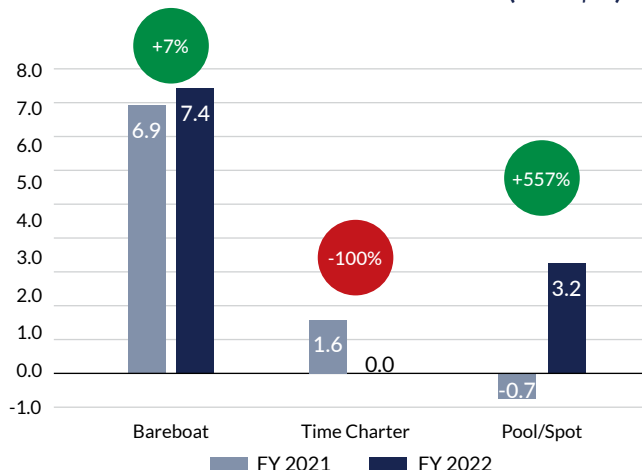


Figure 3:  
**ADJUSTED EBITDA BY EMPLOYMENT TYPE (IN US\$M)**



## CONTRACTED REVENUE

As at 31 December 2022, FSL Trust has had US\$ 25.6 million of contracted future revenue from fixed-rate bareboat charters for eight of the vessels in the portfolio and up to US\$ 31.4 million including optional periods (extension options or early termination options). The contracted future revenue are spread over multiple years up to 2029, when the last charter matures. The contracted future revenue provide a certain level of cash flow predictability and downside protection in periods of adverse tanker markets.

An overview of the contracted future revenue (firm and optional) as at 31 December 2022 is provided in **Figure 4**.

## OPERATING AND OTHER EXPENSES

Reflecting the smaller fleet following the disposal of several vessels, the total vessel operating expenses reduced by 54.1% to US\$ 5.1 million (FY 2021: US\$ 11.2 million) and the depreciation expenses for vessels reduced by 32.5% to US\$ 3.9 million (FY 2021: US\$ 5.8 million). Other trust expenses lower with reduced vessels.

In the FY 2022, FSL Trust recognised non-cash impairments

of US\$ 1.0 million, reflecting the weaker earnings prospects and market value for one vessel in the portfolio, namely *Cumbrian Fisher*.

## DEBT FINANCINGS AND COVENANTS

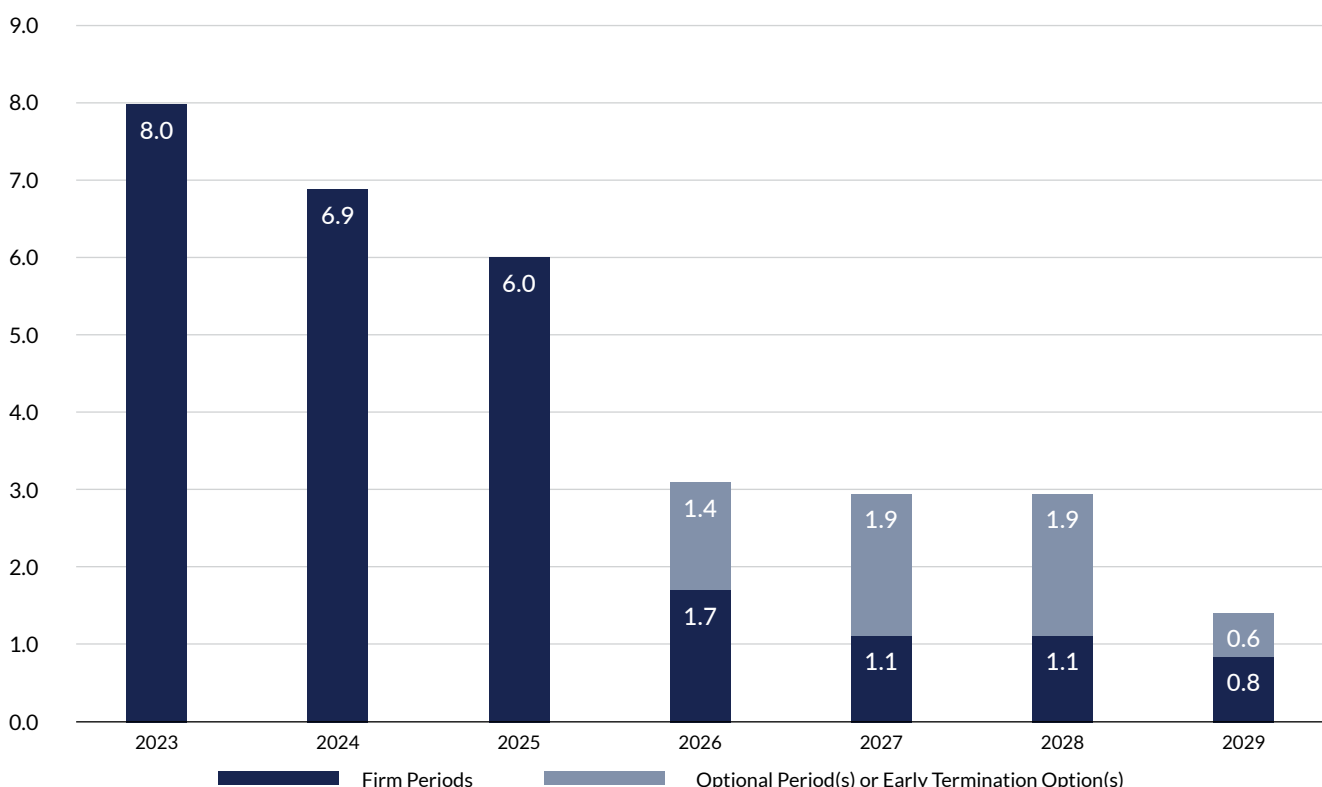
In May 2021, the Trust entered into a new 5-years, US\$ 15.0 million loan facility agreement with Chailease International Financial Services (Singapore) Pte. Ltd. ("Chailease") in relation to the refinancing of the vessels *Cumbrian Fisher*, *Clyde Fisher*, *Shannon Fisher*, *Solway Fisher*, *Seniority* and *Superiority*. In October 2021, the Trust entered into another new 7-years, approx. US\$ 4.0 million loan facility agreement with Chailease to partly refinance the previously acquired *Pelican Fisher*.

After the scheduled repayments, the interest-bearing debt reduced to US\$ 13.9 million as at 31 December 2022 from US\$ 17.5 million the year before. With rising interest rates, finance expenses incurred increased by 19.5% year-on-year to US\$ 1.1 million in the FY 2022.

The Trust was in compliance with the covenants agreed with in the relevant financing agreements throughout the FY 2022.

Figure 4:

### CONTRACTED REVENUE (IN US\$M)



# Corporate Governance

First Ship Lease Trust (“FSL Trust” or “the Trust”) is a business trust constituted under the Business Trusts Act 2004. FSL Trust Management Pte. Ltd. (“FSLTM” or “the Trustee-Manager”) in its role as trustee-manager of FSL Trust, is responsible for managing the business of FSL Trust.

FSL Asset Management Pte. Ltd. (“FSLAM”) was constituted in 2010 as the resource centre for the FSL group of companies (the “Group”). Pursuant to a management services agreement between FSLTM and FSLAM, FSLAM (which is the sole shareholder of FSLTM) provides FSLTM all agreed management services, including the services of the Chief Executive Officer, other management personnel and staff. FSLTM is charged and bears the cost of management services rendered to it by FSLAM. This is determined according to a market-based benchmarked formula. FSL Trust has no employees and no executive directors.

FSLAM is owned by FSL Holdings Pte. Ltd., the sponsor of the Trust (the “Sponsor”), and led by Roger Woods, who is also the Chief Executive Officer of FSLTM. The sole shareholder of the Sponsor is Prime Shareholdings Inc., which is an affiliate of the international ship-owning and ship-management group Prime Marine.

Prime Marine Group was founded in Greece in 1999 and has since grown to become a leading international ship-owner and ship-manager of crude oil tankers, product tankers and gas carriers, providing seaborne transportation for refined petroleum products, light chemicals, naphtha, liquefied petroleum gas (LPG) and ammonia along global shipping routes. Through Prime Tanker Management Inc. and Prime Gas Management Inc. and with 150 shore-based employees, Prime Marine Group has a significant operational and commercial platform and currently manages a fleet of 24 vessels, including 22 product tankers of different sizes, 1 crude oil tanker and 1 gas carrier, with an aggregate tonnage of approximately 2.5 million dwt.

FSL Trust itself has no directors. The directors referred to in this annual report are directors of FSLTM, the trustee-manager of FSL Trust by virtue of the deed of trust constituting FSL Trust dated 19 March 2007, as amended and supplemented from time to time (the “Trust Deed”).

The units of FSL Trust are listed on the Main Board of the Singapore Exchange Securities Trading Limited (SGX-ST) under the ticker symbol “D8DU”. FSL Trust is principally regulated by:

- (i) the Securities and Futures Act 2001 (the “SFA”);
- (ii) the Business Trusts Act 2004 (the “BTA”);
- (iii) the Listing Manual of SGX-ST (the “Listing Manual”); and
- (iv) the Trust Deed.

The setting of and maintaining high standards of corporate governance is a core value of FSLTM and embraces the tenets of good governance, including accountability, transparency and sustainability as required by the Code of Corporate Governance 2018 (the “Code”).

The Trustee-Manager believes that effective corporate governance is critical to its performance and success and has, in the last year further enhanced its procedures to ensure that best practices have been implemented and are followed to safeguard the interest of the unitholders of the Trust (the “Unitholders”), whilst taking account of the interests of other stakeholders.

This report sets out the corporate governance practices in place for financial year 2022 with reference to the Code and Business Trusts Regulations 2005. Where there are significant deviations from the Code, appropriate explanations on a comply-or-explain basis are provided in this report.



## THE MANAGER OF FSL TRUST

The Trustee-Manager was appointed in accordance with the terms of the Trust Deed.

Pursuant to the Trust Deed, the Trustee-Manager's main responsibility is, on behalf of FSL Trust, the acquisition, disposition, management, operation, finance leasing, leasing and chartering of vessels, other maritime assets floating and offshore energy and/or infrastructure assets and all activities, concerns, functions and matters reasonably incidental thereto for the benefit of Unitholders.

The Trustee-Manager is required, pursuant to the BTA, to:

- (a) act in the best interests of all the Unitholders of the Trust as a whole; and
- (b) give priority to the interests of all the Unitholders of the Trust as a whole over FSLTM's own interests in the event of a conflict between the interests of all the Unitholders of FSL Trust as a whole and FSLTM's own interests.

The Trustee-Manager has the appropriate people, processes and structures so as to direct and manage the business and affairs of the Trust. All the directors of the Trustee-Manager are competent and experienced individuals who have considerable experience in the shipping industry and/or other fields relevant to the business of the Trust.

The Trustee-Manager sets the general business direction, the investment and portfolio strategy, the financing strategy, and the approach to governance of FSL Trust. The Trustee-Manager aims to optimize the cash flow generation and create and maximise value for the Unitholders of the Trust by actively managing the vessel portfolio, ensuring that the vessels in the portfolio of the Trust are efficiently operated and employed, and managing the various risks and opportunities related to the business of the Trust.

Other key functions and responsibilities of the Trustee-Manager include:

- (i) conduct all transactions on behalf of the Trust at arm's length, using best endeavours;
- (ii) develop and implement the Trust's business plan and budget;
- (iii) ensure compliance with all applicable prevailing laws and regulations, as well as the Trustee-Manager's obligations under the Trust Deed;
- (iv) obtain finance for the Trust's assets and operations as required and ensuring that all terms of any loan covenants are complied with;
- (v) maintain a framework of appropriate and effective controls to enable financial, operational and compliance risks to be assessed and managed; and
- (vi) manage regular communications with Unitholders and any necessary announcements in accordance with the Listing Manual.

The remuneration of the Trustee-Manager is as follows:

1. a management fee of 4.0% of the lease income and any income, other than lease income, generated by the Trust from its authorised businesses, net of any other commissions or deductions by third parties and taxes, duties and levies, subject to a minimum fee of US\$350,000 per calendar quarter;
2. a trustee fee at 0.02% per annum of the value of the Trust property;
3. an acquisition fee at the rate of 1.0% (or such lower percentage as may be determined by the Trustee-Manager in its absolute discretion) of the acquisition cost of any investments acquired directly or indirectly in the Trust Property;
4. a divestment fee at the rate of 0.5% (or such lower percentage as may be determined by the Trustee-Manager in its absolute discretion) of the disposal proceeds, excluding proceeds from exercise of original purchase or early buy out options, of any investments in the Trust Property sold or divested directly or indirectly by the Trust; and
5. an incentive fee calculated on a quarterly basis on the excess of the net distributable amount ("DAU") over the benchmark DAU as defined in the Trust Deed.

# Corporate Governance

The Trustee-Manager is furthermore entitled to the reimbursement of all out-of-pocket expenses incurred by the Trustee-Manager in the performance of its duties under the Trust Deed.

In consideration of the above, the Trustee-Manager shall not impose any other charge or fee for its services or for its normal expenses with the exception of charges and fees authorised by the Trust Deed.

The fees payable by the Trust are detailed in Note 1 to the financial statements of this annual report. The fees paid to FSLTM in financial year 2022 are set out in Note 20 to the financial statements.

The Trust Deed outlines the circumstances where the Trustee-Manager can be appointed or removed, and the event of the resignation of the Trustee-Manager. Removal, includes the proposal and passing of a resolution by, in aggregate not less than three-fourths of the voting rights of all Unitholders of the Trust, cast at a meeting of Unitholders duly convened in accordance with the provisions of the Trust Deed.

## CODE OF CORPORATE GOVERNANCE 2018

This report describes the Trust's corporate governance processes and activities with specific reference to each of the principles set out in the Code. The Trust has materially complied with all principles and provisions set out in the Code and as far as practicable also the Practice Guidelines. In areas where the Trust deviates from the Code, the rationale has been provided, where appropriate.

Provision

## BOARD MATTERS

### THE BOARD'S CONDUCT OF AFFAIRS

*Principle 1 – FSLTM is headed by an effective Board which is collectively responsible and works with Management for the long-term success of FSL Trust.*

#### Board's Role

1.1

The Board's role is to:

- provide entrepreneurial leadership, and set strategic objectives, which should include appropriate focus on value creation, innovation and sustainability;
- ensure that the necessary resources are in place for the Trust to meet its strategic objectives;
- establish and maintain a sound risk management framework to effectively monitor and manage risks, and to achieve an appropriate balance between risks and Trust's performance;
- constructively challenge Management and review its performance;
- instil an ethical corporate culture and ensure that the Trust's values, standards, policies and practices are consistent with the culture; and
- ensure transparency and accountability to key stakeholder groups.

#### Fiduciary Duties of the Members of the Board

The members of the Board are aware of their fiduciary duties and that they must act objectively in the best interests of the Trust. To this end, the Board guides the corporate strategy and directions of management, reviews the budget and all business plans, approves any investments, divestments and borrowings/debt financings, monitors the financial and non-financial performance of FSL Trust, puts in place all relevant internal controls and risk management processes, approves all public announcements, the quarterly and full year announcements and financial statements, identifies key stakeholder groups, and oversees the management of FSL Trust. The Board is fully aware that it is accountable to the Unitholders of FSL Trust for the long-term financial performance and stability of FSL Trust.

### Board Organisation and Support

The Board is committed to conducting its business activities in a legal and ethical manner. Continued business success for FSL Trust and FSLTM is based on honesty, integrity and ethical conduct.

The Board has issued a written code of conduct outlining FSLTM's expectations and guidelines in the conduct of its business (the "Code of Conduct"). The Code of Conduct applies to all employees, officers and directors. Also, the business partners and service providers are expected to conduct their business activities with FSLTM in accordance with applicable laws and regulations and this Code of Conduct. Violations may result in disciplinary actions up to, and including, the termination of the contract in the case of a director, officer or employee.

The Code of Conduct also defines and sets out the procedures for conflicts of interest covering both the staff and the directors.

Directors facing conflicts of interest recuse themselves from discussions and decisions involving issues of conflict.

### Scope of Director Duties- Executive Directors, Non-executive Directors, Independent Directors

1.2

All directors are non-executive directors. This enables the management to benefit from the director's external, diverse and objective perspective on issues that are brought before the Board. It also enables the Board to interact and work with the management through an open exchange of ideas and views to help shape the strategic process. As all board members are non-executive directors, the Board is able to constructively challenge the management and help to develop strategies. The majority of directors are independent which strengthens the corporate governance of the Trust.

### Induction for New Directors

The Board ensures that all incoming new directors will receive comprehensive and tailored induction. This includes briefings by existing directors on issues relevant to the Board and its committees. Incoming new directors are also briefed by the management on the Trust's business activities, strategic direction and policies, key business risks, the regulatory environment in which the Trust operates, and governance practices, as well as their statutory and other duties and responsibilities as directors of FSLTM.

Incoming new directors also receive the corporate manual including such areas as corporate governance, vessel leaseback and purchase, financial risk management, financial reports, cash management, procurement, human resources, code of conduct and staff resources.

All new first-time directors, who have no prior experience as a director of an entity listed on the SGX-ST, must undergo relevant training in the roles and responsibilities of a director of a listed issuer, as prescribed by the SGX-ST. If the nominating committee of the Board is of the view that training is not required because the incoming new director has other relevant experience, the basis for this assessment must be disclosed.

### Training

The Board considers it important that directors understand the shipping business and the areas relevant to it to be able to fulfil their duties as a director. To this end, training is made available by the Trust to help directors to develop and maintain their skills. All directors furthermore receive daily updates on the shipping industry extracted from worldwide sources from the business and shipping press.



# Corporate Governance

## Provision

To enable the directors to fully discharge their duties and obligations, directors have been furnished with a legal and compliance regulatory manual prepared by professional advisers. As and when necessary, they have also been provided with updates on relevant practices, new laws, rules and regulations, changes in accounting standards and risk management issues applicable to FSL Trust and/or FSLTM, including briefings by relevant professionals.

All Board members are encouraged to receive regular training programmes, particularly on relevant new laws, regulations and changing commercial risks, from time to time. Directors are strongly encouraged to keep abreast with sustainability matters and in this regard, they have attended training on such matters. The Board is mindful of the best practice in the Code, to initiate programmes for Directors to meet their relevant training needs. In this regard, the Trust is supportive of Board members in the participation of industry conferences and seminars and, will fund Directors' attendance at any course or training programme in connection with their duties as directors.

In the financial year under review, the Directors attended the following training programmes:

- SID - LED - Environmental, Social and Governance Essentials (Core);
- ISCA – Sustainability E-training for Directors.

Mr Michael Gray also attended the following training programmes:

- ACRA-SGX-SID - Audit Committee Seminar 2022;
- SID - Corporate Governance Roundup 2022;
- SID - LED 1 - Listed Entity Directors Essentials as a Panelist; and
- SGX-SG-ListCos - ESG Advisory Panel/ Good, Bad and Ugly of Investor Relations.

### Reserved Matters

1.3

The Board has adopted internal guidelines setting forth the matters which are specifically reserved to the Board for approval, including the following:

- material acquisitions and disposals of vessels and other significant capital expenditure;
- vessel leases and extensions;
- corporate or financial restructuring;
- borrowings and other debt financings;
- issue of units, distributions and other capital transactions and returns to Unitholders;
- approval of annual audited financial statements for the Trust and the Directors' Statement thereto;
- SGX submissions and any public reports or press releases reporting the results of operations;
- matters involving a conflict or potential conflict of interest involving a substantial shareholder/Unitholder or a director; and
- significant policies and procedures.

Clear directions have also been given to management that such matters must be approved by the Board.

### Board Committees

1.4

In accordance with the Code, the Board has, without abdicating its responsibility, established Board committees to assist the Board in discharging its responsibilities and to enhance the Group's corporate governance framework. The Board committees comprise the audit and risk committee ("ARC"), the nominating committee ("NC") and the remuneration committee ("RC"), which have been delegated with specific authorities.

## Provision

Each Board committee has written terms of reference which clearly set out the authorities and duties of the committee, and functions within its own defined terms of reference and procedures. All committees are chaired by an independent non-executive director. All Board members objectively make decisions in the interests of the Trust. The composition and description of each Board committee is set out in this report.

The management of FSLTM provides regular reports to the Board and its committees.

**Board Meeting Dates**

1.5

The Board meets (physically and/or virtually) at least once every quarter to coincide with the announcement of the Trust's quarterly, half-year and full-year results and to update the Board on significant business activities and overall business environment and as often as warranted by particular circumstances. Ad hoc meetings are also held via telephone- or video-conference for matters requiring urgent attention. Board meetings are also supplemented by resolutions circulated to directors for decisions.

**Meetings of Non-Executive Directors**

The non-executive directors also communicate amongst themselves, and with the Trust's auditors and legal advisors, without the presence of the management.

**Meeting attendance**

The attendance of the directors at the meetings of the Board and its committees for 2022 is set out below:

	Board	Audit and Risk Committee	Nominating Committee	Remuneration Committee
Director	Attendance / No. of meetings held	Attendance / No. of meetings held	Attendance / No. of meetings held	Attendance / No. of meetings held
Stathis Topouzoglou	4/4	N.A.	N.A.	N.A.
Michael Chalkias	4/4	N.A.	N.A.	N.A.
Michael Gray	4/4	4/4	1/1	2/2
Michael Oliver	4/4	4/4	1/1	2/2
N. Sreenivasan	4/4	4/4	1/1	2/2

N.A. - Not applicable.

The ARC also functions as the whistle-blowing committee.

Mr Stathis Topouzoglou and Mr Michael Chalkias, both non-independent, non-executive directors, attend the meetings of the ARC, the NC and the RC by invitation. Mr Roger Woods attends the meetings of the Board and ARC by invitation. Ms Ivy Low attends the meetings of the ARC by invitation.

**Directors Provided Relevant Information**

1.6

Directors are provided with relevant information in a timely manner before or at each meeting to enable them to be properly informed of matters to be discussed and/or approved, and to enable them to make informed decisions to discharge their duties and responsibilities as directors. Directors are entitled to request for additional information as needed. In addition, quarterly and full-year financial statements are submitted to the Board for approval, prior to release to the SGX-ST.

# Corporate Governance

Provision

## Independent Access to Management

1.7

Directors have separate and independent access to the management and the company secretaries at all times. The external and internal auditors are also available on-hand to provide additional insight when financial statements are considered.

Directors may seek further independent professional advice, if required, to allow directors to fulfil their duties properly, and such expenses will be paid by the Trust.

## Company Secretary

Pursuant to Section 7 BTA, the company secretary is a person who:

- (a) for at least 3 years in the period of 5 years immediately preceding appointment as secretary, held the office of secretary of a company or trustee-manager of a registered business trust;
- (b) is a qualified person under the Legal Profession Act 1966, a public accountant, a member of the Singapore Association of the Institute of Chartered Secretaries and Administrators or a member of such other professional association as may be prescribed; or
- (c) is, by virtue of such academic or professional qualifications as may be prescribed, capable of discharging the functions of secretary of the trustee-manager.

Ms Bridget Boyd was appointed as a joint company secretary on 1 March 2022. Both the company secretaries have the required experience and qualifications to hold the position of company secretary to the Trust.

The company secretaries attend all formal meetings of the Board and its committees. The company secretaries are responsible for ensuring that procedures are followed and that FSLTM has complied with the requirements of the BTA and all other relevant rules and regulations applicable to the Trust. The appointment and removal of the company secretary is a matter for the Board as a whole.

## BOARD COMPOSITION AND GUIDANCE

*Principle 2 - The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company.*

### Director Independence

2.1

An “independent director” is one who is independent in conduct, character and judgement, and has no business relationship with the Trust, its related corporations, its substantial Unitholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director’s independent role and responsibilities in the best interests of the Trust.

A director to be independent must be:

- (a) independent from management and business relationships with FSLTM (“Trustee-Manager”); and
- (b) independent from every substantial shareholder of FSLTM.

Under the BTA, the Trustee-Manager must act in the best interests of all Unitholders as a whole and give priority to their interests over its own interest in the event of a conflict. Since the board of FSLTM comprises a majority of independent directors and it has an Audit and Risk Committee consisting of Independent Directors who satisfy the independence requirements as stipulated in Rule 3 of the Business Trust Regulations 2005, the NC considers that there are adequate safeguards to ensure the independent element on the board.



## Provision

There is no board tenure and no requirement for regular re-appointments of directors as the directors are appointed by the Trustee-Manager and not the Trust, which units are listed. The Trust has nevertheless regularly refreshed the Board.

**Proportion of Non-executive Directors**

2.2/2.3

The composition of the Board of FSLTM is determined using the following principles:

- the majority of Board members should be non-executive, independent directors;
- the chairman of the Board should be a non-executive director;
- the Board should comprise directors with a wide range of commercial and managerial experience; and
- at least a majority of the directors should be independent from management and business relationships with FSLTM and from every substantial shareholder of FSLTM.

Non-executive independent directors make up a majority of the board.

Independent directors should make up a majority of the Board where the chairman is not independent. The chairman of the Board is not independent. Currently, the Board comprises five directors. All five current directors are non-executive, three of whom are independent, resulting in independent directors making up a majority of the board.

Directors	Board Membership	Date of First Appointment as a Director	Audit and Risk Committee	Nominating Committee	Remuneration Committee
Stathis Topouzoglou	Chairman and non-independent/non-executive director	28 February 2018			
Michael Chalkias	Non-independent/non-executive director	9 March 2018			
Michael Gray	Lead Independent Director	11 May 2015	member	member	member
Michael Oliver	Independent Director	26 June 2013	member	member	member
N. Sreenivasan	Independent Director	20 September 2016	member	member	member

The Board members are not appointed by Unitholders of the Trust but by the Trustee-Manager and are not subject to retirement by rotation.

**Director Competencies**

2.4

The directors come from diverse backgrounds with expertise in the areas of shipping, accounting and finance, banking, legal, business and management and are able to apply their experience in support of the interests of FSL Trust. Profiles of the directors can be found on page 8 of this annual report.

The Board has the appropriate balance of independent directors. The three independent directors are particularly aware of their responsibility to constantly place the interests of Unitholders as a whole foremost in the consideration of all relevant matters.

# Corporate Governance

## Provision

The composition of the Board and its committees is reviewed periodically to ensure that the Board and its committees comprise an appropriate mix of expertise and experience to best serve the interests of FSL Trust and all its Unitholders.

The directors are expected to diligently discharge their duties and responsibilities, always acting in the best interests of FSL Trust and its Unitholders. Updates on business and operations are provided and discussed at board meetings.

### Balance and Diversity of the Board

Core Competencies	number	%
Accounting or finance related	2	40%
Management experience in the shipping industry	2	40%
Legal or corporate governance	1	20%
<b>Total</b>	<b>5</b>	

Gender Diversity	number	%
Male	5	100%
Female	0	
<b>Total</b>	<b>5</b>	

### Board Diversity Policy

The Board recognises the benefits of a diverse Board as being an important element which will better support the Trustee-Manager in achieving the Trust's strategic objectives, by enhancing the decision-making process of the Board, through the perspectives derived from the various skills, business experience, industry discipline, gender, age, ethnicity and culture, geographical background and nationalities, tenure of service and other distinguishing qualities of the Directors.

In recommending or endorsing the appointment of new Directors, the NC takes into consideration the current Board size and composition, including the diversity of skills, experience and knowledge which a new Director can provide to the Trust. The NC will also meet with candidates to become a director to understand and assess how a candidate can effectively contribute and commit time to the Trustee-Manager and the Trust.

The Board is of the view that gender is an important aspect of diversity. The Board will strive to include female candidates in identifying new members for the Board. There is currently no female director serving on the Board, but FSLTM will continue to prioritise this aspect of diversity in its next appointment of a new director to the Board.

### Discussions of Independent Directors

2.5

The independent directors have held a number of discussions separately without the presence of the management and feedback is given to the Board and/or its chairman as appropriate. These discussions are conducted by both physical meetings and by electronic means.

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

*Principle 3 - There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision-making.*

## Provision

**The Chairman and the Chief Executive Officer**

3.1

Stathis Topouzoglou is the chairman of the Board and Roger Woods is the Chief Executive Officer (“CEO”). The chairman and CEO are not related to one another. The chairman and the CEO have separate and distinct roles, resulting in an effective balance of power and authority. At general meetings, the chairman facilitates constructive dialogue and ensures effective communication between the Board, the management and Unitholders. The chairman is responsible for the effective functioning of the Board in the interests of all Unitholders. Board meetings are led by the chairman and there is a culture of openness and debate and all directors are given ample opportunity and time to express their views and opinions. The CEO has full executive responsibility over the business direction and operational decisions in the day-to-day operations and management of FSLTM, as trustee-manager of FSL Trust.

**Division of Responsibilities Between the Chairman and the CEO.**

3.2

FSL Trust’s “Policies and Procedures Manual” sets out in writing, the division of responsibilities between the chairman and the CEO.

The role of the chairman of the Board includes:

- lead the Board to ensure its effectiveness on all aspects of its role and setting its agenda;
- ensure that the directors receive accurate, timely, and clear information;
- ensure effective communication with Unitholders;
- encourage constructive relations between the Board and management;
- facilitate the effective contribution of directors;
- encourage constructive relations between executive directors and non-executive directors; and
- promote high standards of corporate governance.

The role of the CEO includes:

- having full executive responsibility over the business direction; and
- making the operational decisions in the day-to-day operations and management of FSLTM, as trustee-manager of FSL Trust.

**Role of the Lead Independent Director**

3.3

The role of a lead independent director is to provide leadership in situations and matters where the chairman is conflicted. The chairman of FSLTM is considered not independent.

Michael Gray is the lead independent director. As a lead independent director, Michael Gray leads and co-ordinates the activities of the independent directors. He is the principal liaison on board issues between the independent directors and the chairman. The independent directors have held informal meetings as and when required, without the presence of the management and the non-independent directors.

In the absence of the chairman of the Board or if there is a conflict of interest, the lead independent director, assumes the role of chairman of the Board.

The lead independent director is also available and has attended to Unitholders’ queries and issues raised to SGX-ST by Unitholders.



# Corporate Governance

Provision

## BOARD MEMBERSHIP

*Principle 4 - The Board has a formal and transparent process for the appointment and reappointment of directors, taking into account the need for progressive renewal of the Board.*

### The Terms of Reference of the Nominating Committee

4.1

The scope and responsibilities of the NC include:

- identify, review and recommend candidates for nomination for appointment as directors and/or management personnel of FSLTM or FSLAM and the members of various committees;
- review the Board structure, size and composition and making recommendations to the Board with regard to any adjustments that are deemed necessary;
- review the strength and assessing the effectiveness of the Board as a whole;
- determine, on an annual basis, the independent status of the directors;
- decide whether or not a director is able to and has been adequately carrying out his duties as a director of FSLTM, particularly when the director has multiple board representations;
- oversee the management, development and succession planning of FSLTM; and
- identify training and professional development programs for directors.

The NC takes into consideration the Board's size, experience and overall competency and expertise to determine if the Board is effective. When reviewing the succession planning of FSLTM, in particular, directors, Chairman and CEO, the NC will take into consideration the objective and long-term business strategy of the Trust, before making its recommendation to the Board.

### The Independent Directors

4.2

The NC of FSLTM comprises three independent directors, namely:

- Michael Oliver (chairman);
- Michael Gray; and
- N. Sreenivasan.

The lead independent director is a member of the NC.

### Selection, Appointment and Re-appointment Process

4.3

From time to time, new directors may be identified by the NC for appointment if necessary, to replace existing Board members that are retiring or have retired or to add to areas of experience and competency that is required on the Board.

The Board uses various channels to source for appropriate candidates:

- recommendations from current directors as to contacts that they may have or suitable persons that they may be aware of;
- other sources in the market such as lawyers, accountants, bankers etc.;
- executive recruitment agencies, where necessary; and
- the Sponsor due to its extensive worldwide contacts in the shipping industry.

## Provision

In the selection and nomination of new directors, the NC identifies the key attributes that a new director should have, based on attributes of the existing Board and the requirements of the Trust.

The criteria used to identify and evaluate potential new directors include:

- the necessary skills for a director and to fill the various roles on the Board which include, depending on the role, experience in areas such as shipping, accounting, finance, legal, corporate planning, etc.;
- the ability to work constructively with the existing members of the Board without causing unnecessary conflict;
- the willingness to speak up at meetings and constructively challenge the management;
- the preference for a candidate with prior experience in a listed entity and, if not, the willingness to attend the relevant training courses; and
- the time necessary to attend the meetings of the Board and, if applicable, its committees, formal and informal, and to prepare for such meetings.

The potential candidates will go through a shortlisting process. Interviews are then arranged with the shortlisted candidates for the assessment by the NC before a recommendation and decision is made.

The NC will also consult the Sponsor as to its view on the candidate as the directors are not appointed by the Trust but by FSLTM, which is a company ultimately fully controlled by the Sponsor.

All directors receive a written letter of appointment setting out the terms of appointment that have to be accepted by the director. The appointment letter includes, inter alia: the term and termination provisions, amount and payment of director's fees, board meetings and board committees, duties, confidentiality and agreement to the disclosure of personal particulars.

#### Confirmation of Independence

4.4

The Directors have disclosed in writing any relationships with the Trust, its related corporations, its substantial shareholders and the management, if any, which may affect their independence. The Directors are required to complete the annual declaration of independence which is then put to the NC for review. The NC will make its recommendation to the Board.

Having regard to the circumstances set out in Provision 2.1 above and in accordance with Rule 12(8) of the Business Trust Regulations 2005, the Board of Directors of FSLTM as Trustee-Manager of FSL Trust, has determined that the following Directors are independent from management and business relationships with the Trustee-Manager, and independent from every substantial shareholder of the Trustee-Manager:

- Michael Gray;
- N. Sreenivasan; and
- Michael Oliver.

#### Appointment of Alternate Directors

4.5

There are no alternate directors on the Board.

The NC interviews potential new directors and ensures that new directors are aware of their duties and obligations.

The NC also decides if a director is able to and has been adequately carrying out his duties as a director.

# Corporate Governance

## Provision

The NC determines annually, whether each director with multiple board representations or other principal commitments outside of the Group, is able to and has been adequately carrying out his duties as a director of the Trustee-Manager. Each director is required to annually declare his directorship and other principal commitments, in addition to changes in such appointments or commitments during the year. The NC takes into account the attendance and contributions of the directors at meetings of the Board and/or, if applicable, its committees, level of commitment required of the director's other principal commitments, degree of complexity of the other listed companies where the director holds directorships, expectations of the director's obligations in the capacity as director in other organisations, results of the assessment of the effectiveness of the Board as a whole and its committees, and the respective directors' actual conduct and participation on the Board and its committees, in making the determination.

In respect of the financial year under review, the NC was of the view that each director has devoted sufficient time and attention to the affairs of the Trust and has been able to discharge his duties as director, effectively. The NC noted that based on the attendance at meetings of the Board and its committees during the financial year under review, all directors were able to participate in all such meetings to carry out their duties. The NC is satisfied that all directors have been able to and had adequately carried out their duties notwithstanding, their multiple board representations, where applicable and other principal commitments.

Nonetheless, to ensure that the directors continue to give sufficient time and attention to the affairs of the Trust, the Board has, subject to annual review, determined that the maximum number of listed company board representations which any director may hold is five (5). However, if a director is in full time employment, the director should not have more than three (3) listed company board representations.

FSL Trust discloses in its annual report the listed company directorships and principal commitments of each director.

## BOARD PERFORMANCE

*Principle 5 - The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors.*

### Board Evaluation Process

5.1

The NC has implemented a formal Board evaluation process to be carried out annually to assess the effectiveness of the Board as a whole and its Board committees, namely, the ARC, NC and RC. For the financial year under review, an evaluation of the performance of the Board and its committees was conducted. The objective of the evaluation process is to assess and identify areas for continuous improvement to the Board's overall effectiveness.

The assessment of the Board as a whole and its committees, is conducted by way of a Board evaluation questionnaire to be completed by the directors, covering the following areas:

- Board composition;
- Board information;
- Board process, internal controls and risk management;
- Board accountability including the various committees; and
- Standards of conduct.

Directors are not required to complete appraisal forms to assess the contributions made by each of the other directors towards the effectiveness of the Board. This process is conducted by the chairman in discussion with the various directors. The assessment parameters for each director include attendance records at the meetings of the Board and its committees and quality of participation at meetings as well as special contributions.

## Provision

Each member of the Board shall abstain from voting on any resolutions and making any recommendations and/or participating in any deliberations of the NC and Board, in respect of the assessment of his performance.

**Board Assessment**

5.2

The consolidated results of the Board assessment questionnaire were reported to the Board and the various issues were discussed. Particularly, where there were low ratings and also where specific recommendations were made by any director. The Board adopted the recommendations and in areas of low ratings, is proposing further improvements to help the Board to discharge its duties more effectively.

The chairman will act on the results of his evaluation and, in consultation with the NC and if necessary, propose new members to be appointed to the Board or seek the resignation of directors.

No external facilitator has been used for the evaluation.

The NC, having reviewed the performance of the Board in terms of its roles and responsibilities and the conduct of its affairs as a whole, is of the view that the Board and its committees have operated efficiently, the Board has met its performance objectives and each director has contributed to the overall effectiveness of the Board in the financial year under review.

**REMUNERATION MATTERS****PROCEDURES FOR DEVELOPING REMUNERATION POLICIES**

*Principle 6 - The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.*

**Terms of Reference of the Remuneration Committee**

6.1

According to its terms of reference, the RC's responsibilities include:

- reviewing and recommending a framework of remuneration policies for the Board and the management;
- recommending specific remuneration packages for each director as well as for the management;
- overseeing major changes in employee benefits and remuneration structure;
- setting performance measures and determining targets for any performance related pay schemes; and
- reviewing and recommending to the Board, the remuneration packages and terms of employment of the management.

Whilst the RC is composed of directors of FSLTM, it does assist and advise FSLAM in respect of remuneration matters in connection with staff seconded to FSLTM.

During the financial year under review, the RC reviewed and made recommendations in relation to the general remuneration framework for the Board as well as regarding the specific remuneration packages of the directors and management and submitted them for endorsement by the entire Board. As the management is not employed by the Trust but by FSLAM, the Board submitted its recommendations to the Board of FSLAM.

Each member of the RC abstained from voting and discussing on any resolutions in respect of his own remuneration package.



# Corporate Governance

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## Members of the Remuneration Committee

6.2

The RC of FSLTM comprises three directors, namely:

- Michael Oliver (Chairman);
- Michael Gray; and
- N. Sreenivasan.

all of whom are independent directors.

The RC has considered all relevant aspects of remuneration. In particular, it reviews obligations and effect on the Trust, in the event that FSLAM should terminate management personnel's contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous. The RC aims to be fair and avoids rewarding poor performance when setting the remuneration packages of the management.

6.3

The Trust has engaged remuneration consultants in the past but no external remuneration consultants were appointed for the financial year under review, as it was deemed not necessary.

6.4

The RC members are not specialists in the field of executive compensation, but do generally have some broad knowledge in this area and have access to external professional advice. The RC is competent in reviewing and recommending to the Board, the appropriate remuneration framework for the Board and management, in accordance with the terms of reference duly adopted by the Board.

In reviewing and recommending to the Board, the appropriate remuneration framework for the Board and management, the RC took guidance from the report of the independent remuneration consultant engaged in 2021, with respect to directors' fees and management's salary and had also reviewed remuneration surveys published by consulting groups and the government.

As and when deemed appropriate by the RC, expert advice will be obtained from remuneration consultants at the Trust's expense. The RC shall ensure that existing relationships, if any, between the Trust and its appointed remuneration consultants, will not affect the independence and objectivity of the remuneration consultants.

## LEVEL AND MIX OF REMUNERATION

*Principle 7 - The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company.*

An annual review of the compensation is carried out by the RC to ensure an appropriate remuneration level and mix that recognizes performance, potential and responsibilities of the individuals. The remuneration packages of the management, comprises a basic salary and an annual performance incentive bonus. These are considered market competitive and commensurate with their performance and that of the Trust.

7.1

The annual basic salary is benchmarked against the relevant industry market data, where available. The annual performance incentive variable bonus is tied to the performance of the Trust, functional role and individual employee. Performance conditions, to which entitlement to such annual and short-term incentives are subject to include,

## Provision

benchmarking performance against industry, business operation, expectations and performance that exceeds such expectations, as well as measuring performance based on the Trust's financial performance vis-à-vis industry performance.

The RC also recognises the need for a reasonable alignment between risk and performance-related remuneration to discourage excess risk taking. As such, in determining the performance-related remuneration structure, the RC had taken into account the risk policies and risk tolerance of the Group, and whether such remuneration was symmetric with risk outcomes and sensitive to the time horizon of risks.

### Remuneration of Non-Executive Directors

7.2

The structure for the payment of directors' fees for non-executive directors is based on a framework of basic fees for serving on the Board and its committees. The fees take account of factors such as effort, time spent and responsibilities.

All directors' fees payable to the independent directors in respect of services rendered to FSLTM will be reimbursed by FSL Trust. The fees are payable out of the trust property, as provided for in the Trust Deed.

Mr Stathis Topouzoglou, non-independent, non-executive chairman, and Mr Michael Chalkias, non-independent, non-executive director, have waived the directors' fees payable to them for the financial year under review.

Holding units in the Trust is encouraged so as to better align the interests of the non-executive directors with the interests of the Unitholders. Whilst it is not an official policy of the RC, the following non-executive directors hold units in the Trust:

- Michael Gray: 4,000,000 units; and
- N. Sreenivasan: 1,250,000 units.

The unitholdings are not significant enough to compromise their independence.

The RC is of the view that the remuneration is appropriate to attract, retain and motivate directors to provide good stewardship of the Trust and management to successfully manage the Trust for the long term.

7.3

### DISCLOSURE ON REMUNERATION

*Principle 8 - The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.*

The Trust discloses in its annual report, the remuneration of the non-executive directors, as the fees are paid by FSLTM and charged to the Trust.

8.1

There are no executive directors and the management is not employed or paid for or charged directly to the Trust, but by FSLAM, which charges a management fee to the Trust for services provided.

No officer is an immediate family member of any director of FSLTM.

8.2

# Corporate Governance

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## Remuneration of Directors

8.3

There are no executive directors.

The directors' fees paid/payable to the non-executive directors in respect of financial year under review are set out below:

Director	Fee	Bonus/Profit share	Benefits in Kind	Total
	S\$	S\$	S\$	S\$
Stathis Topouzoglou	- *	-	-	-
Michael Chalkias	- *	-	-	-
Michael Gray	73,500	-	-	73,500
Michael Oliver	49,000	-	-	49,000
N. Sreenivasan	49,000	-	-	49,000
Costas Courcoubetis <sup>^</sup>	24,500	-	-	24,500

\* represents directors who waived any entitlement for fees

<sup>^</sup> resigned as director as of 30 April 2022.

## Remuneration of Key Management Personnel

The Trust does not employ any staff.

## ACCOUNTABILITY AND AUDIT

### RISK MANAGEMENT AND INTERNAL CONTROLS

*Principle 9 - The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.*

The risk management approach of the Trust can be found on page 47 of this annual report, in the section "Risk Management". 9.1

The Board is responsible for governance of risk, including determining the nature and extent of significant risks, the Trust is willing to take.

The Board is mindful that it needs to ensure that the management maintains a sound system of risk management and internal controls to safeguard the interests of Unitholders as a whole and the trust property.

The Board has established a risk management committee ("RMC"), which is chaired by the Chief Executive Officer and reports to the ARC.

Risk matters addressed by the Board:

- the RMC, assisted by the internal auditors, assesses the Trust's risk management and internal control systems;
- the Trustee-Manager has implemented an enterprise risk management process ("ERM"), which is updated regularly. Details of the principal risks and how they are being mitigated are included in the section "Risk Management";
- the ERM process, led by the management and the ARC, is the main basis for identifying the key and emerging risks, which are taken into account in designing the internal audit programme, where the risks are measured and monitored; and

## Provision

(d) the industry that the Trust is active in – the ownership, operation and chartering of vessels – is subject to various risks, external factors and market cyclicality and volatility. Charter rates and market values of vessels can fluctuate considerably over a short period of time and demand for charters are affected by such market conditions. In general, the Trustee-Manager takes a longer term approach in considering risk, dependent on prevailing and anticipated market conditions, market trends and regulatory aspects when considering vessel acquisitions, divestments and employments. The Trustee-Manager follows a diversified vessel portfolio strategy, to reduce the reliance on any one vessel type, and a diversified employment strategy, including short-, medium- and long-term employments, to mitigate risk and balance the risk/opportunity profile of the Trust. The Trustee-Manager does take advantage, from time to time, of the volatility of the market, to sell vessels in times that prices are on the upside.

No system can provide absolute assurance against material errors, human errors, fraud or other irregularities and the internal financial controls of FSLTM are designed to provide reasonable but not absolute assurance that trust property is safeguarded, accounting records are properly maintained and financial information and records are reliable. These controls are designed with the risks of the relevant exposure in mind, the likelihood of it occurring and costs involved to protect against it.

In compliance with the Monetary Authority of Singapore (“MAS”) Guidelines on Outsourcing, FSLTM maintains a register of the outsourced arrangements with third parties. FSLTM undertakes appropriate due diligence of the service providers and from time to time conducts self-assessments of materiality of the outsourced arrangements.

The Board and the ARC have evaluated the internal financial controls and financial and accounting policies and procedures. The Board is of the view that FSLTM has adequate and effective internal controls including financial, operational, compliance and information technology controls and risk management systems.

The ARC concurs with the Board’s view, having regard to the feedback it has received from the internal and external auditors and after discussion with the management, on matters highlighted by the internal and external auditors.

### Assurance to the Board from the Management

9.2

For the financial year ended 31 December 2022, the CEO and FC have provided assurance to the Board that:

- (a) the financial records of FSL Trust have been properly maintained and the financial statements give a true and fair view of the Trust’s operations and finances; and
- (b) that an adequate and effective risk management and internal control system has been put in place.

### AUDIT COMMITTEE

*Principle 10 - The Board has an Audit Committee (“AC”) which discharges its duties objectively.*

### Terms of Reference of the Audit and Risk Committee

10.1

The written terms of reference of the ARC include the following:

- review the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements and any announcements relating to the financial performance;
- monitor and evaluate the quality and reliability of information prepared for inclusion in financial statements;
- appoint the internal auditors and reviewing their scope of services and results of their report and recommending their remuneration;
- monitor and evaluate the adequacy and effectiveness of FSLTM’s internal controls and risk management systems;
- nominate the external auditors and review their independence annually;
- review the external audit plan and the adequacy of external audit in respect of cost, scope and performance;
- review external audit reports to ensure that where deficiencies in risk management and internal controls have been identified, appropriate and prompt remedial action is taken by the management;



# Corporate Governance

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- monitor the procedures in place to ensure compliance with applicable legislation, the Listing Manual and the BTA;
- monitor the procedures established to regulate interested person transactions, including ensuring compliance with the provisions of the Listing Manual and BTA in relation to them and to review such interested person transactions;
- review the assistance given by officers of FSLTM to the external auditors;
- investigate of any reports of improprieties or irregularities and assess areas where internal controls need to be improved or corrective measures need to be taken;
- meet the internal and external auditors without the presence of management, annually;
- assess of the adequacy, effectiveness and independence of the internal audit function; and
- review the adequacy of financial risk management processes.

### Authority to investigate matters

The ARC is authorised to investigate any matters it deems appropriate within its written terms of reference. The ARC also has full discretion to invite any director or person to attend its meetings, and to meet the external auditors and internal auditors without the presence of the management. The ARC has been given all reasonable resources to perform its duties.

The ARC may require any such director, executive officer or other person in attendance to leave the meeting (temporarily or otherwise) to facilitate open discussion, should they have an interest in the matter under discussion.

The ARC also has explicit authority to investigate any matter brought to its attention, within its terms of reference, with the power to obtain professional advice at the Trust's expense.

The ARC has reasonable resources to enable it to discharge its functions properly. The members of the ARC also take measures to keep abreast of changes to accounting standards and issues which have a direct impact on financial statements as and when the ARC, or the Board or the Trustee-Manager, deems necessary and appropriate.

### Appointment of External Auditors

The ARC has recommended the re-appointment of Moore Stephens LLP as the auditors for FSL Trust at the forthcoming AGM and for all of the subsidiaries of FSL Trust.

### Other Activities of the ARC

The ARC's activities for 2022, in accordance with its responsibilities and duties, included the following:

- review of significant issues and judgements in relation to the financial statements;
- review of the financial statements before the announcement of the quarterly and full-year results. In the process, the ARC reviewed the key areas of management's estimates and judgment applied for key financial issues including revenue recognition, taxation, goodwill impairment, and the joint ventures' and associates' contingent liabilities, critical accounting policies and any other significant matters that might affect the integrity of the financial statements; and
- consideration of the report from the external auditors, including their findings on the key areas of audit focus. Significant matters that were discussed with the management, internal and external auditors have been included as key audit matters ("KAMs") in the Independent Auditor's Report for the financial year ended 31 December 2022 on page 58 of this annual report.

The Board, through its quarterly and full-year results announcements and press releases, aims to provide a balanced and understandable assessment of FSL Trust's performance and prospects.

FSLTM believes in prompt disclosure of pertinent and relevant information to Unitholders. Quarterly and full-year

## Provision

financial statements, distribution notices (where applicable), information on lease and charter transactions and acquisitions and disposal of vessels and other material developments are announced through the SGX-ST, press releases and through its website at [www.firstshiplease.com](http://www.firstshiplease.com). Media and analysts' briefings are held as and when necessary.

The Trust will continue with quarterly financial reporting, going forward. Should the Board decide, in the interest of all Unitholders, to switch to semi-annual financial reporting, the Trust will provide regular interim financial updates, if deemed necessary.

### Key Audit Matters

Matter raised by the external auditor	Response by ARC
1. Carrying amount of vessels	the ARC has reviewed, has discussed with the management, and has challenged where appropriate, the estimated useful lives, residual values and discount rate used by management, and has concluded that the estimates and assumptions used in determining estimated useful lives and residual value of vessels are reasonable.

Other matters include:

#### (a) Assessment of Internal Controls and Risk Management

The ARC's procedures on risk management and internal controls are set out in provision 9.1 above and the assessment of the adequacy and effectiveness of internal controls and risk management systems in provision 9.2 above.

#### (b) Assessment of the Internal Audit Function

The Trust has outsourced the internal audit function to BDO LLP, who report to the chairman of the ARC. The ARC agrees the scope of work and fees with the internal auditors, on an annual basis. The internal auditors have access to the ARC and all the Trust's documents, records, properties and personnel. The ARC approves the hiring, removal, evaluation and compensation of the internal auditors.

Following the review of the internal audit plan and the internal auditors' resources to conduct the internal audit plan, the ARC is satisfied that the internal audit function is independent, effective, adequately resourced and is satisfied with the adequacy of the qualifications and experience of the staff.

The internal audit performed by BDO LLP is guided by the International Standards for the Professional Practice of Internal Auditing.

#### (c) Assessment of External Auditors independence and objectivity

The ARC, has conducted an annual review of the independence and objectivity of the Trust's external auditors, Moore Stephens LLP, and the total fees for non-audit services compared with audit services, to satisfy itself that the nature and volume of any non-audit services will not prejudice the independence and objectivity of the auditors and to consider the cooperation extended by management to allow an effective audit.

There were no non-audit fees payable to the external auditors for the financial year under review that would affect the independence or objectivity of the external auditors. The external auditors, in the one to one meeting with the ARC confirmed that they had full cooperation from Management at all times.

The external auditors have affirmed their independence in this respect.

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The total audit fees paid to the external auditors, Moore Stephens LLP, for the financial year 2022 are set out in Note 15 to the financial statements of this annual report.

### (d) Assessment of quality of work of the External Auditors

The ARC has also evaluated the performance of the external auditor by using an internal assessment questionnaire and taking into account, the Audit Quality Indicators Disclosure Framework published by ACRA.

The ARC and Board have proposed to Unitholders that Moore Stephens LLP be reappointed as the external auditors to the Company. The Board and the ARC considered and are satisfied with the adequacy of the resources and experience of the auditing firm and the audit engagement partner assigned to the audit, the firm's other audit engagements, the size and complexity of the Trust being audited, and the number and experience of supervisory and professional staff assigned to the particular audit. The firm and the audit partner have shipping industry experience.

Moore Stephens LLP has confirmed that it is registered with the ACRA. FSL Trust has complied with Rules 712 and 715 of the Listing Manual. Moore Stephens LLP were the external auditors for FSL Trust and for all of the Singapore-incorporated subsidiaries in FY2022.

### (e) Significant matters raised through the whistle blowing channel

To achieve a high standard of corporate governance for the operations of the Group, the Group has implemented a whistle-blowing policy. Details of the policy and procedures are set out under the section "Whistle-Blowing Policy" on page 50.

The whistle-blowing policy enables staff and any other persons, in confidence, to raise concerns about possible improprieties in matters of financial reporting and questionable accounting practices or other matters such as criminal offences, unlawful acts, fraud, corruption, bribery and blackmail, failure to comply with legal or regulatory obligations, unsafe work practices or substantial wasting of the Trust's resources, and concealment of any of the foregoing.

The ARC oversees the administration of the whistle-blowing policy. The telephone number of the chairman of the ARC is made available publicly so that persons can contact him directly without passing through the staff in the Trust.

All reports including unsigned reports, reports weak in details and verbal reports will be considered.

In the event that the whistle-blowing report is about a director, that director shall not be involved in the review and any decisions with respect to that whistle-blowing report.

The ARC has reviewed and has ensured that arrangements are in place for such concerns to be raised and independently investigated, and for appropriate follow-up action to be taken. Details of the whistle-blowing policy have also been made available to the directors, employees and contractors of the Group.

There were no whistle-blowing reports received by the ARC in the financial year under review.

The ARC has also:

- (i) reviewed the quarterly and full-year financial statements and announcements required by the SGX-ST for recommendation to the Board for approval;
- (ii) reviewed all interested person transactions to ensure compliance with the Listing Manual and the BTA ;
- (iii) reported and explained to the Board how it has discharged its responsibilities and confirmed that it was able to carry out its duties independently without any impediment; and
- (iv) with the assistance of the external auditors, assessed changes in accounting standards and issues that have an impact on the financial statements.

## Provision

The ARC comprises at least three directors, all of whom are independent directors namely: 10.2

- Michael Gray (Chairman);
- N. Sreenivasan; and
- Michael Oliver.

The members of the ARC are appropriately qualified to discharge their responsibilities with Michael Gray being a former partner of PricewaterhouseCoopers, N. Sreenivasan being a senior practicing lawyer and Michael Oliver being a former banker with several major banks.

Michael Gray and Michael Oliver have recent and relevant accounting or related financial management expertise or experience.

The ARC does not comprise of any former partners or directors of the Trust's existing auditing firm. 10.3

The internal audit function of FSL Trust is outsourced to BDO LLP. The internal auditors report directly to the ARC on audit matters and to the Board on administrative matters. The ARC is of the view that the internal auditor has adequate resources to perform its functions and is effective and independent from the activities that it audits. Refer to provision 10.1 above. 10.4

**Meeting with External and Internal Auditors without the Management** 10.5

In respect of the financial year under review, the ARC has met with the Trust's external and internal auditors, in each case without the presence of management, in order to have free and unfiltered access to information that it may require, to discuss the results of their examinations and the evaluation of the Group's system of risk management and internal controls, and to discuss any problems and concerns which they may have.

## SHAREHOLDER RIGHTS AND ENGAGEMENT

### SHAREHOLDER RIGHTS AND CONDUCT OF GENERAL MEETINGS

*Principle 11 - The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.*

The Trust provides Unitholders with the opportunity to participate effectively in and vote at general meetings of Unitholders and informs them of the rules governing general meetings of Unitholders. 11.1

All resolutions at general meetings will be voted by poll. Detailed results showing the number of votes cast for, against and abstained in respect of each resolution and the respective percentages will be announced after the meeting.

The Board notes that there should be separate resolutions at general meetings on each substantially separate issue and supports the Code's provision regarding "bundling" of resolutions. In the event that there are resolutions which are interlinked, the Board will explain the reasons and material implications. 11.2

Unitholders are entitled to attend and vote at the general meetings and will be given the opportunity to raise questions and seek clarifications regarding any rules governing general meetings, resolutions or other business of FSL Trust. The Board, the management and external auditors will be present at such general meetings to address questions that Unitholders may have. 11.3

Unitholders who are unable to attend the general meeting may appoint a proxy to attend the general meeting. Presentations made at the general meetings are uploaded on SGXNet for the benefit of Unitholders.



# Corporate Governance

## Provision

The Trust Deed does not provide for absentia voting methods, which call for elaborate and costly implementation of a foolproof system, the need for which does not arise presently. 11.4

Minutes of general meetings are available upon a Unitholder's request. The minutes record substantial and relevant comments or queries from Unitholders relating to the agenda of the general meeting, and responses from the Board and management. 11.5

Pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "Order"), the Trust's annual general meeting ("AGM") held on 27 April 2022 was conducted by electronic means. All the directors attended the meeting. Arrangements were made to allow Unitholders to participate at the AGM by watching and/or listening to the AGM proceedings via a live webcast. Unitholders who exercised their voting rights, appointed the chairman of the AGM as their proxy to attend and vote on their behalf at the AGM. The Trustee-Manager addressed questions submitted by Unitholders and posted the answers on its website. The minutes of that AGM was published on the SGXNet and the Trustee-Manager's website.

The forthcoming AGM will be held by physical means, to enable Unitholders to attend the AGM in person. Upon the issuance of the annual report for the financial year 2022, unitholders are given a reasonable time of more than seven (7) calendar days to submit their questions in advance of the AGM and to raise questions at the AGM. Answers to the questions will be published on SGXNet and the Trustee-Manager's website after the AGM.

The Trust will organise a virtual information session for certain corporate actions as prescribed by SGX-ST, should it carry out any of such corporate actions.

## Distribution Policy

11.6

FSL Trust makes distributions to its Unitholders out of its net distributable amount which consists of net lease income and after-tax interest income less management fees, financing costs, other trust expenses (excluding depreciation, impairment loss and amortisation of debt up-front fees), credit facility repayments, plus previously reserved amounts, less any additional amount to be set aside to meet upcoming payment obligations of the Trust, but before deduction of any Incentive Fees (as defined in the Trust Deed) payable to the Trustee-Manager.

In the event that there are net taxable income and/or proceeds arising from any sale of vessels, and only if such income and/or proceeds are surplus to the business requirements and needs of FSL Trust and its taxability or otherwise confirmed by the Inland Revenue Authority of Singapore (IRAS), the Trustee-Manager may also, in its discretion, distribute such income and/or proceeds.

The form, frequency and amount of future distributions (if any) will depend on earnings, financial position, results of operations and if relevant, net income and/or proceeds arising from sale of any vessel as well as expected working capital requirements and capital expenditure, contractual restrictions, loan covenants, provisions of applicable law and other factors which the Trustee-Manager may deem relevant.

Distributions will be declared in US dollars. For holders of units that are held through the Central Depository (CDP), the distributions will be paid in the Singapore dollar equivalent of the US dollar distribution declared, unless the Unitholder elects to receive the distributions in US dollars by submitting to the CDP a "Distribution Election Notice" by the closing date for election which will be specified in the "Distribution Election Notice". The "Distribution Election Notice" will be sent to each Unitholder holding units through the CDP, who is eligible to receive the relevant distributions. For the distributions to be paid in Singapore Dollars, the Trustee-Manager will make the necessary arrangements to convert the distributions in US dollars into Singapore dollars (taking into account the cost of exchange) at the prevailing market exchange rate. Neither the CDP, nor the Trustee-Manager, nor FSL Trust will be liable for any loss howsoever arising from the conversion of the distributions payable to Unitholders from US dollars

## Provision

into Singapore dollars. Save for approved depository agents (acting as nominees of their individual customers) each Unitholder may elect to receive distributions in either Singapore dollars or US dollars and shall not be able to elect to receive distributions partially in US dollars and partially in Singapore dollars.

The distributions will be calculated as at 31 March, 30 June, 30 September and 31 December and will be paid within 90 days after such calculation date.

Unitholders should note that all the foregoing statements merely represent the Trustee-Manager's current intention and shall not constitute legally binding statements in respect of FSL Trust's future distributions which remain subject to modification in the Directors' sole and absolute discretion.

No inference should or can be made from any of the foregoing statements as to FSL Trust's actual future profitability or its ability to make distributions in the future. The actual performance of FSL Trust is subject to significant business, economic, financial, regulatory and competitive risks, uncertainties and contingencies that could cause actual results to differ materially from expectations.

## MANAGING STAKEHOLDERS RELATIONSHIP

### ENGAGEMENT WITH SHAREHOLDERS

*Principle 12 - The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company.*

FSLTM believes in prompt disclosure of pertinent and material information to Unitholders.

12.1

Quarterly and full-year financial statements, distribution notices (where applicable), information on the significant employments, acquisitions and disposals of vessels and other material developments are announced through the SGX, press releases and through the Trustee-Manager's website at [www.firstshipplease.com](http://www.firstshipplease.com). Media and analysts' briefings are held as and when necessary.

The Trust will continue with quarterly financial reporting, going forward. Should the Board decide, in the interest of all Unitholders, to switch to semi-annual financial reporting, the Trust will provide regular interim financial updates, if deemed necessary.

The Trust provides channels for communication between the Board and all Unitholders, and discloses in its annual report the steps taken to solicit and understand the views of Unitholders.

The investor relations function is handled by the CEO. The management meets with analysts, institutional investors and fund managers to promote FSL Trust, communicate its business performance and developments and gather views and feedback. Please refer to the "Investor Relations" section on page 49 of this annual report.

12.2

The website of the Trustee-Manager at [www.firstshipplease.com](http://www.firstshipplease.com) provides the name of the investor relations contact together with a contact telephone number and an email address. This provides the mechanism through which Unitholders may contact the Trustee-Manager with questions and through which the Trustee-Manager may respond to such questions.

12.3

The investor relations contact is able to provide information as to how Unitholders can contact the lead independent director directly, rather than having to go through the Trust.

Additionally, it is possible to sign up for the email alert service so as to keep updated on FSL Trust's announcements and SGXNet filings.

# Corporate Governance

Provision

## ENGAGEMENT WITH STAKEHOLDERS

*Principle 13 - The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.*

FSLTM has arrangements in place to identify and engage with its material stakeholder groups and to manage its relationships with such groups. 13.1

The Trustee-Manager has considered all stakeholders in determining the corporate strategy of FSL Trust, mindful of the overriding importance of the operational efficiency of the vessels in the fleet, and the financial performance and viability of FSL Trust.

The Trust may access the capital markets and other sources of funding to raise capital for investments, including, but not limited to, the acquisition of new vessels and renew the fleet. Matters relating to environmental, social and governance ("ESG") aspects as well as economic considerations are integral considerations in the decision-making processes for any investment and/or divestment of the Trust, and in the implementation of the Board corporate strategy for the Trust. The Trustee-Manager aims to work with clients and service providers who share the same vision in respect of sustainability and ESG matters.

The following are some of the Trust's main stakeholders:

- Unitholders (investors);
- Clients (charterers);
- Technical managers, commercial managers, and pool managers;
- Suppliers, service providers, and shipyards;
- Banks and other financiers;
- Analysts;
- Community/Society;
- Media;
- Regulators and other governmental agencies; and
- Staff, including crew on board our vessels and office personnel.

The nature of business of the Trust of owning, operating and chartering of vessels requires a close coordination between the Trustee-Manager, charterers and managers of the vessels in the portfolio of the Trust as well as with banks and other financiers. The management of the Trustee-Manager keeps close and ongoing contact with the charterers, technical managers, commercial managers, pool managers and banks and other financiers. 13.2

The website of the Trustee-Manager ([www.firstshiplease.com](http://www.firstshiplease.com)) is a key resource of information for the investment community. It provides comprehensive investor-related information on FSL Trust, including, but not limited to, annual reports and financial reports, investor presentations, recordings of earnings conference calls/webcasts, upcoming events, the distribution policy and investor factsheets. Contact details of the investor relations contact are also listed on the website to facilitate dialogue and queries from stakeholders. 13.3

In addition, the sustainability reports are provided to stakeholders. See below under "Sustainability Reporting".

## BUSINESS ETHICS POLICY

As a business concern and as trustee-manager for FSL Trust, FSLTM and the Group are committed to conducting its business activities in a legal and ethical manner. Continued business success for FSL Trust and FSLTM are based on honesty, integrity and ethical conduct.

## DEALING IN SECURITIES

FSLTM has adopted an internal code (“Internal Code”) based on the Listing Manual on dealings in securities and all directors and staff of FSLTM and all companies of the Group have been guided that they should refrain from dealing in units of FSL Trust during the period commencing two weeks before the announcement of FSL Trust’s quarterly results and one month before the announcement of the annual results and ending on the date of the announcement of the relevant results (“Blackout Period”). Should the Trust switch to semi-annual financial reporting, the Blackout Period in the Internal Code will be revised to one month before the announcement of both the semi-annual financial results and annual results and ending on the date of the announcement of the relevant results.

All directors and staff of FSLTM and all companies of the Group are also informed that they (A) must not deal in (i) the units of FSL Trust on short-term considerations; (ii) the units of FSL Trust while in possession of unpublished material price sensitive information; and (iii) the securities of other listed companies, while in possession of unpublished material price sensitive and trade sensitive information relating to those securities; and (B) must be mindful of the laws relating to insider trading.

## SUSTAINABILITY REPORTING

The Trustee-Manager publishes annual sustainability reports for FSL Trust in accordance with Practice Note 7.6 of the Listing Manual and the same will be uploaded on the Trustee-Manager’s website as well as on SGXNet. Since 2020 (for the year 2019), the annual sustainable reports are prepared in accordance with the standards published by the internationally recognized Global Reporting Initiative (GRI) which provide a suitable and robust framework for the reporting of ESG matters.

The material environmental, social and governance factors for FSL Trust have been identified and will be regularly reviewed by the Trustee-Manager’s management, the ARC, and the Board.

The Trustee-Manager has considered various global initiatives on sustainability, including initiatives relevant specifically to the shipping industry, and the sustainability challenges for the shipping industry and the Trust, such as the aging of the vessels in the portfolio, compliance with current and future environmental regulations, greenhouse gas emissions and decarbonisation. Alongside economic considerations, ESG aspects are key considerations in the corporate strategy of the Trust and the Trustee-Manager believes that a holistic approach to sustainability will support the future performance of the Trust and create long-term value for Unitholders.

Material ESG factors selected, in the context of the value chain of the business, are as follows:

### *Environment*

- Selection of technical managers, charterers, & pool managers
- Fleet management & renewal
- Vessel condition – including repairs & maintenance
- Pollution – fuel efficiency, emissions, ballast water and waste management treatment
- Technology – ongoing monitoring of developments and relevance to the fleet

### *Social*

- Staff – fair pay & benefits
- Health & Safety – high quality operations to avoid accidents at sea
- Employee training & qualifications

### *Governance*

- Policies & procedures
- Compliance with laws, rules and regulations
- Conflicts of interest
- Whistle-blowing
- Audit & Risk Committee – responsibilities as delegated by the Board



# Corporate Governance

## STATEMENT OF POLICIES AND PRACTICES

FSLTM has established the following policies and practices in relation to its management and governance:

- (a) The trust property of FSL Trust is properly accounted for and trust property is kept distinct from the property of FSLTM held in its own capacity and the property of FSLAM. Different bank accounts are opened for FSLTM in its capacity as trustee-manager of FSL Trust, FSLTM in its own capacity and FSLAM, and regular internal reviews are carried out to ascertain that all trust property has been fully accounted for.
  - (b) Board approval is required for all vessel acquisitions and disposals, and other material business transactions of FSLTM and FSL Trust. As the trustee-manager of FSL Trust, FSLTM remains focused on the acquisition, disposition, ownership, management, operation, finance leasing, leasing and chartering of vessels, which are all authorised businesses of FSL Trust as set out in the Trust Deed. FSLTM has not engaged in other businesses on behalf of FSL Trust. The management of FSLTM provides regular briefings to the Board about the potential projects that it is looking into on behalf of FSL Trust and the Board ensures that all such projects are within the scope of the authorised businesses of FSL Trust.
  - (c) FSLTM does not currently have other businesses other than that of managing FSL Trust. Any potential conflicts that may arise will be reviewed by the Board and management. In addition, the majority of the directors of FSLTM are independent and do not have management or business relationships with the substantial shareholder of FSLTM (namely, FSLAM and the Sponsor) or the substantial shareholders of the Sponsor and are therefore able to examine any potential conflict between the interests of FSLTM in its own capacity and the interests of all Unitholders of FSL Trust as a whole, independently and objectively. In respect of matters in which a director has an interest, direct or indirect, such interested director will abstain from participating in the review and approval process with regard to the matter.
  - (d) The Sponsor has also given two undertakings in favour of FSL Trust not to compete in the businesses of FSL Trust, namely
    - (i) the financing lease of shipping assets through long-term bareboat charters for a lease term of seven years or longer; and
    - (ii) (aa) the financing lease of vessels on a bareboat basis which have a lease term of less than seven years, and (bb) any vessels on a time charter basis (regardless of the duration of the charters of such vessels),  
  
save where it has first offered to FSLTM (on behalf of FSL Trust) the opportunity to acquire the charter/lease, together with the relevant vessel and FSLTM has declined to acquire such vessel and charter/lease. The Sponsor will not enter into any charter/lease that has not first been offered by it to FSLTM (on behalf of FSL Trust).
- As at the date of this annual report, all vessel acquisitions and charter leasing to lessees, subsequent to the initial public offering, have been with independent third parties unrelated to FSL Trust, FSLTM, FSLAM or the Sponsor.
- (e) Interested person transactions in relation to FSL Trust have been identified by the management and have been fully disclosed on page 110 of this annual report. The ARC conducts an annual review of all such transactions to determine if such transactions have been undertaken on normal commercial terms and will not be prejudicial to the interests of FSL Trust and the Unitholders as a whole. In addition, all such interested person transactions conducted and any contract entered into by FSLTM on behalf of FSL Trust with a related party of FSLTM or FSL Trust shall comply and be in accordance with all applicable requirements of the BTA and the Listing Manual as well as such other guidelines as may from time to time be prescribed to apply to business trusts in Singapore.
  - (f) The expenses payable to FSLTM in its capacity as the trustee-manager of FSL Trust out of trust property are appropriate and in accordance with the Trust Deed, and regular internal reviews are carried out to ensure that such expenses payable are in order.
  - (g) FSLTM has engaged the services of and obtained advice from professional advisers and consultants from time to time, particularly with regard to transactions on vessel acquisitions, vessel disposals and facility borrowings, and has complied with the requirements of the BTA and the Listing Manual.

## SUMMARY OF DISCLOSURES – CORPORATE GOVERNANCE

Rule 710 of the Listing Manual requires Singapore listed companies to describe their corporate governance practices with specific reference to the 2018 Code in their annual reports.

### Key information on each Director in this Annual Report

- Pages 8 to 11– Directors’ independence status, appointment dates, length of service, academic & professional qualifications, present and past directorships, major appointments and background and working experience.
- Page 23 –Directors’ meeting attendance.
- Page 34 – Directors’ remuneration

### Express Disclosure Requirements of the Code

Provision	Details	Page Ref
<b>Board Responsibility</b>		
Provision 1.2	The induction, training and development provided to new and existing Directors	21
Provision 1.3	Matters that require Board approval	22
Provision 1.4	Names of the members of the Board Committees, terms of reference of the Board Committees, any delegation of the Board’s authority to make decisions, and a summary of each Board Committee’s activities	22
Provision 1.5	The number of meetings of the Board and Board Committees held in the year, as well as the attendance of every Board member at these meetings	23
<b>Board Composition and Guidance</b>		
Provision 2.4	The board diversity and progress made towards implementing the board diversity policy, including objectives	25
<b>Board Membership</b>		
Provision 4.3	Process for the selection, appointment and re-appointment of Directors to the Board, including the criteria used to identify and evaluate potential new directors and channels used in searching for appropriate candidate	28
Provision 4.4	Where the Board considers a Director to be independent in spite of the existence of a relationship which may affect his or her independence, the nature of the Director’s relationship and the reasons for considering him or her as independent should be disclosed	29
Provision 4.5	The listed company directorships and principal commitments of each director, and where a director holds a significant number of such directorships and commitments, the NC’s and Board’s reasoned assessment of the ability of the directors to diligently discharge his or her duties are disclosed	29
<b>Board Performance</b>		
Provision 5.2	How the assessments of the Board, its Board committees and each Director have been conducted, including the identity of any facilitator and its connection, if any, with the Company or any of its Directors	31

# Corporate Governance

Provision	Details	Page Ref
<b>Procedures for Developing Remuneration Policies</b>		
Provision 6.4	The Company discloses the engagement of any remuneration consultants and their independence	32
<b>Disclosure on Remuneration</b>		
Principle 8	Clear disclosure of remuneration policies, level and mix of remuneration, and procedure for setting remuneration, and the relationship between remuneration, performance and value creation	33
Provision 8.1	The Company discloses the policy and criteria for setting remuneration, as well as names, amounts and breakdown of remuneration of (a) each individual director and the CEO; and (b) at least the top five key management personnel (who are not Directors or the CEO) in bands no wider than S\$250,000 and in aggregate the total remuneration paid to these key management personnel	33
Provision 8.2	Names and remuneration of employees who are substantial shareholders of the company, or are immediate family members of a Director, the CEO or a substantial shareholder of the company, and whose remuneration exceeds S\$100,000 during the year, in bands no wider than S\$100,000. The disclosure states clearly the employee's relationship with the relevant director or the CEO or substantial shareholder	33
Provision 8.3	The Company discloses all forms of remuneration and other payments and benefits, paid by the company and its subsidiaries to directors and key management personnel of the company, and also discloses details of employee share schemes	34
<b>Risk Management and Internal Controls</b>		
Provision 9.2	Whether the Board has received assurance from (a) the CEO and the FC that the financial records have been properly maintained and the financial statements give true and fair view of the Company's operations and finances; and (b) the CEO and the other key management personnel who are responsible, regarding the adequacy and effectiveness of the Company's risk management and internal control systems	35
<b>Unit holder Rights and Conduct of General Meetings</b>		
Provision 11.3	Directors' attendance at general meetings of unit holders held during the financial year	39
<b>Engagement with Unitholders</b>		
Provision 12.1	The steps taken to solicit and understand the views of unit holders	41
<b>Engagement with Stakeholders</b>		
Provision 13.2	The strategy and key areas of focus in relation to the management of stakeholder relationships during the reporting period	42
<b>RISK MANAGEMENT</b>		47
<b>INVESTOR RELATIONS</b>		49
<b>WHISTLE BLOWING POLICY</b>		50

# Risk Management

FSLTM manages risks under an overall strategy determined by the Board of Directors and supported by the Audit and Risk Committee (ARC).

At senior management level, the Board has appointed the Chief Executive Officer to take the role of the Chief Risk Officer. The Chief Risk Officer oversees and ensures that risks are being managed by appropriate units holistically across the Trust.

The Chief Risk Officer assesses the risks arising from lease or charter transactions and asset acquisitions, monitors the market and portfolio risk exposure as well as the possibility for lessee or charterer defaults and residual value risks, manages the liquidity and financing risks, monitors foreign exchange and interest rate risks and considers appropriate hedging strategies, and mitigates operational risk by actively engaging with its third party commercial and technical managers.

## Enterprise Risk Management

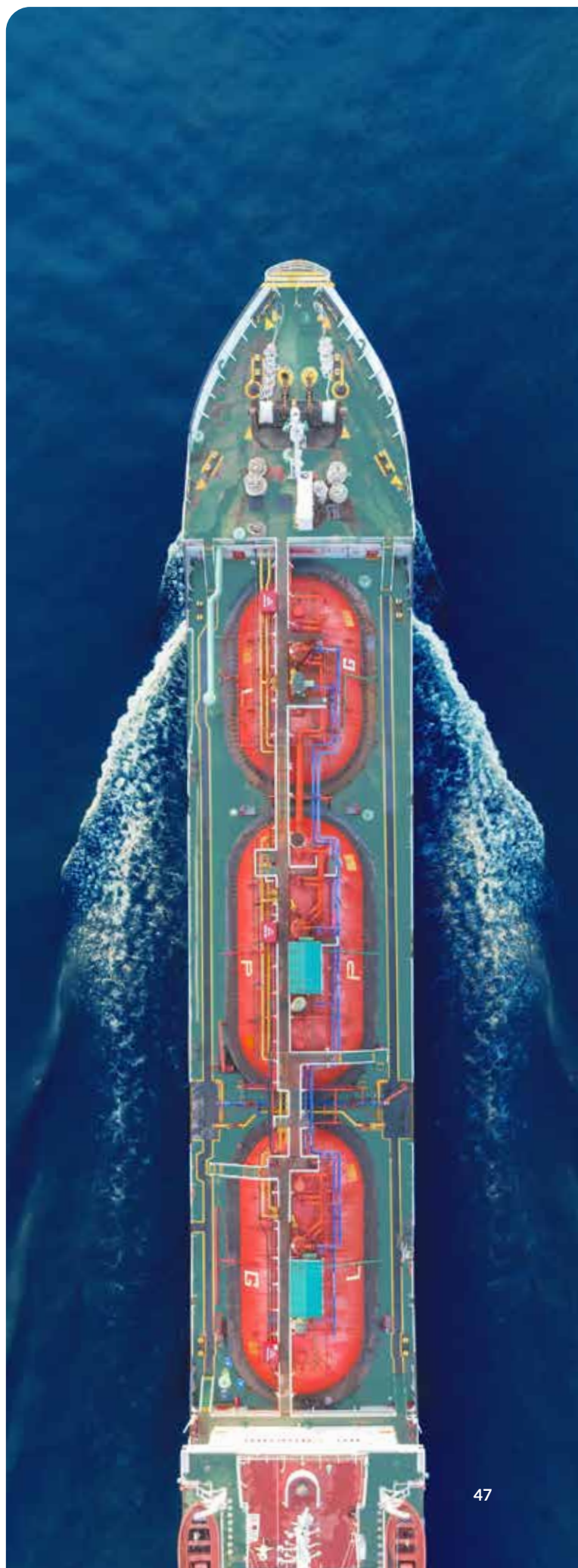
FSLTM is committed to ensure that the Trust has an effective and practical enterprise risk management framework in place to safeguard unitholder's interest, the sustainability of the Trust operations and to make informed decisions to maximise value creation. The Board and senior management review the significant risks on a regular basis and update the Enterprise Risk Management Programme to reflect any changes that may be relevant.

## Risk Assessment

### Credit Risk

Prior to entering into or extending a long-term lease or charter, the Trustee-Manager's risk assessment process focuses on the counterparty credit risk associated with the lessee or charterer, concentration risks, and asset risks attached to the transaction to ensure investment returns are commensurate with the transaction's overall risk profile. This involves a comprehensive due diligence process to ascertain the credit strength of the counterparty and may also include obtaining third party advice and/or credit reports.

To evaluate the suitability of counterparties and transaction parameters, risk assessment does not only focus on the financial strength and track record of the counterparties. It is also supported by market insights gained from the experience of senior management and the Board, and their extensive networks in the global marine transportation industry.



# Risk Management

## *Asset Risk*

The asset risk assessment process evaluates the expected economic of a vessel and its residual value, estimating asset residual values based on a statistical analysis of historical transaction and asset price data provided by reputable third parties, quality and fungibility, and industry developments.

## *Market Risk*

As the Trust deploys a diversified employment strategy, the Chief Risk Officer also monitors the overall shipping market environment for risks and opportunities and actively monitors the availability of new or alternative employment options and prospects for vessel redeployment, and, when deemed appropriate, weighing the costs and benefits of asset disposals.

## *Liquidity Risk*

The ownership of vessels is a capital intense business. The Trustee-Manager manages the liquidity risks involved in the employment and operation of the vessels in the portfolio and the financing of the same. The Trustee-Manager also monitors the loan markets, maintains relationships with banks and other financiers and arranges (re-) financing for the Trust's vessels in line with the overall financing strategy.

## *Regulatory Risk*

The operation of vessels is subject to rules and regulations by international bodies, governments, flag states, classification societies, and other regulatory authorities, with regard to, amongst others, the safety management of vessels, ballast water management, the reduction of carbon emissions. Changes in the regulatory framework may lead to increased cost and affect the asset values and asset residual values. The Trustee-Manager monitors the changes in the regulatory frameworks, including environmental and technological regulations, and the (potential) impact on the business of the Trust.

## *Cyber Security Risk*

FSLTM and its appointed IT vendor is responsible for the implementation and maintenance of cybersecurity controls in system(s) supporting business activities. They identify the potential threats to a system, conceptualise cybersecurity risk scenarios, determine risk likelihood, as well as advise the appropriate measures to address the identified threats/attacks as tabled in their Business Continuity Plan.

## *Risk Monitoring*

FSLTM monitors risks through regular reviews of the financial performance of counterparties, lease payment conduct, credit rating (if available) and compliance with the respective vessel insurance covenants. FSLTM also maintains a regular dialogue

with each counterparty to monitor developments in their business. For vessels not employed under bareboat charters, FSLTM also actively monitors the commercial and technical management of the Trust's vessels through the rigorous assessment and appointment of third party commercial and technical managers.

## *Risk Mitigation*

### *Concentration Risk*

As at 31 December 2022, 8 vessels of the Trust were employed under fixed-rate period charters. Hence, the Trust is exposed to more types of risks than a pure lessor would be exposed to. These include counterparty or transaction-specific risks. Operating vessels also exposes the Trust to industry and market-related risks, as well as operational and compliance risks. FSLTM aims to mitigate these risks by actively managing its relationships with third party commercial and technical managers and thorough consultation with intermediaries, insurance service providers, legal advisers and regulatory authorities. This ensures that the Trust is able to operate safely and maintain a fleet of commercially viable vessels.

### *Interest Rate and Foreign Currency Risk Hedging*

To manage interest rate and foreign exchange risks that may arise in the course of FSL Trust's business as well as in the financing of its transactions, FSLTM may from time to time enter into derivative transactions. This may include interest rate swaps to convert floating interest rates to fixed rates, foreign currency forward contracts or cross currency swaps. FSLTM believes that the use of these risk hedging instruments may help to reduce the volatility and increase the stability of the cash flows from the lease portfolio. FSL Trust does not hedge the credit risk related to its lessees.

## *Risk Reporting*

### *Periodic Risk Reports*

Periodic risks report will be prepared by the Chief Risk Officer to highlight any emerging risks or high risk issues to the ARC on a timely basis. In addition, any new risk of significant values will be assessed using prescribed risk templates and reported to the ARC.

### *Annual Risk Report*

Annually, a risk refresher will be performed within the Group to understand if there are any changes to the existing top risks identified and if there are any risks that require more detailed assessment. A report with the updated top risks to the company will be compiled by the Chief Risk Officer and submitted to the ARC. The Risk Register maintained will also be updated to reflect any changes highlighted.



# Investor Relations

The Trustee-Manager has an open and proactive approach to the communication with the capital markets and investor community. Maintaining a regular dialogue, the investor relations activities are aimed to demonstrate and promote a high standard of integrity and transparency through the timely, accurate, effective and fair disclosure of important information. This includes matters relating to the operating and financial performance, the strategy and the prospects of FSL Trust and shall support unitholders, investors and other stakeholders in their investment decisions.

## Transparent Communication

The Trustee-Manager, under the direction of the Chief Executive Officer, provides an avenue for two-way communication between the Trustee-Manager and unitholders, investors and other stakeholders.

FSLTM ensures transparency and good corporate governance by promptly disseminating important corporate information (such as all major corporate developments, financial performance and other relevant information) to the unitholders and investors via announcements or news releases on SGXNet, as well as through dialogues with analysts and the media.

News releases are also disseminated to local and international industry related media so as to ensure important information related to the Trust reaches a wider audience.

## Proactive engagement through appropriate channels

FSLTM actively updates unitholders, investors and their stakeholders with key developments about the Trust and provides industry information, as and when necessary, to foster a better understanding of the Trust's business and the wider global marine transportation industry.

FSLTM maintains regular and proactive communication with its unitholders, investors and other stakeholders through one-on-one meetings, conference calls/live webcasts and emails. The Trustee-Manager organises quarterly meetings and results briefing sessions via conference calls/live webcasts, providing unitholders, investors and other stakeholders an opportunity to have an in-depth discussion with the senior management on the Trust's performance. Recordings of such conference calls/live webcasts are subsequently made available to the public through FSL Trust's website.

## Strengthening relationship between FSL Trust and Unitholders

While the annual general meeting (AGM) is the principal forum for dialogue with Unitholders, the Trustee-Manager may also call for extraordinary general meetings (EGM) as and when such meetings are required. Notices of general meetings and annual reports are sent to unitholders at least 14 calendar days prior to the meeting date to enable Unitholders to have sufficient time to peruse the annual report and other documents relevant to the resolutions proposed.

At general meetings, Unitholders are given the opportunity to ask questions regarding resolutions being proposed, before putting the resolutions to the vote, as well as matters relating to the Trust's operations in general. The Board encourages participation at general meetings and encourages poll voting for all resolutions.

Due to the persisting global pandemic and for safety precaution, the Trustee-Manager convened the AGM in April 2022 by electronic means through a live webcast. During the AGM, the senior management delivered a presentation on the operating and financial performance of the Trust in the financial year 2021. Unitholders were able to submit questions in advance of the meeting and the questions were addressed by the senior management during the meeting. All members of the Board attended the AGM. Resolutions were voted by proxy and successfully passed at the meeting, with the results disclosed on SGXNet. Minutes of the AGM were also made available on the corporate website of the Trustee-Manager for greater transparency.

## Using information technology for effective dissemination of information

In support of the investor relations activities, FSLTM maintains a corporate website at [www.firstshiplease.com](http://www.firstshiplease.com). The website contains an extensive archive of information related to FSL Trust, including, but not limited to, company announcements filed with the Singapore Exchange Limited (SGX) and other news releases, information related to the operations of the Trust, such as information on its vessel portfolio and employment of the vessels, as well as financial information such as financial statements and annual reports, and investor presentations and audio recordings of result presentations. Unitholders, investors and other stakeholders are encouraged to sign up for the Trust's email alert service to receive company announcements and SGXNet filings as and when they are made by FSLTM.

Unitholders, investors and other stakeholders can also address their queries to a dedicated email contact: [investors@firstshiplease.com](mailto:investors@firstshiplease.com)

# Whistleblowing Policy



The Trustee-Manager adheres to the highest ethical standards and complies with all applicable laws, regulations and other legal requirements. In support of its values and to ensure that employees and any other persons can raise concerns in the conduct of the Trustee-Manager’s business without fear of reprisal in a transparent and confidential process, the Trustee-Manager has adopted a whistleblowing policy.

## The Policy

Subject to all applicable laws and regulations, this policy relates to and governs the handling of complaints, reports and regarding potential:

- fraud;
- corruption, bribery or blackmail;
- criminal offences;
- failure to comply with applicable laws, rules and regulations;
- miscarriage of justice;
- misrepresentation or false statements and/or financial reporting of FSL Trust;
- non-compliance with policies of FSL;
- deliberate failure to follow/operate systems and procedures, which may put the assets or the Trust’s reputation at risk;
- endangering the health and safety of an individual; and
- concealment of any of the above.

and any other potential improprieties and malpractices.

## Reporting of Concerns

If a person believes reasonably and in good faith that improprieties in the conduct of the business activities of FSL and/or FSL Trust, financial reporting and other malpractices exists, then he or she should report this immediately to the senior management of the Trustee-Manager. However, if for any reason the person is reluctant to do so, then he or she should report their concerns to either:

- (i) BDO LLP, who is the internal auditor of the Trust and an independent party who can provide the person care counselling and advice service, at +65 6828 9185. The concerns will be reported to the Trustee-Manager without revealing the identity of the whistle-blower.
- (ii) The Chairman of the Audit and Risk Committee, particularly if employees and any other persons still have concerns, or if

employees and any other persons feel the matter is so serious that it cannot be discussed with any of the above, they can report suspected wrongdoings via:

- (a) Regular mail or other means of delivery, addressed to the corporate address of the Trustee-Manager, by which complaints may be submitted in a sealed envelope marked "Attention of the: Chairman of the Audit and Risk Committee, FSL Trust Management Pte Ltd - Private and Confidential to be opened by addressee only". The envelope will be forwarded unopened to the Chairman of the Audit and Risk Committee; and
- (b) Email sent directly to the Chairman of the Audit and Risk Committee at [mikegray@hotmail.com](mailto:mikegray@hotmail.com); or
- (c) Telephone call to the Chairman of the Audit and Risk Committee at +65 9855 0055.

#### Handling of Concerns

A person who has raised concerns, will be informed of who is handling the matter, how they can make contact with them and if there is any further assistance required. The Trustee-Manager will give as much feedback as possible without any infringement on a duty of confidence owed by the Trustee-Manager to someone else.

The following principles apply with respect to the handling of concerns:

- (i) All concerns raised will be treated fairly, objectively and properly.
- (ii) The person's identity will not be disclosed without prior consent (except where disclosure obligations are required under law and regulations). Where concerns are unable to be resolved without revealing the identity of the person who raised concern, (e.g. if their evidence is required in court), FSL will enter in to a dialogue with the person as to whether and how to proceed.
- (iii) In all cases, upon receipt of the concern, the Audit and Risk Committee shall:
  - (a) acknowledge the receipt to the person reporting the concern (where the identity has been disclosed);
  - (b) make an initial assessment as to the prima facie merits;

- (c) investigate the concerns raised expeditiously, without sacrificing thoroughness;
- (d) inform the person reporting the concern (where the identity has been disclosed) in writing of the outcome of the investigations;
- (e) ensure that the principles of due process and natural justice are applied.

- (iv) If the Audit and Risk Committee deems it appropriate, it may engage at the Trust's expense independent advisors, such as lawyers and accountants, unaffiliated with the Trust's lawyers or external auditors, to assist in its deliberations.
- (v) Following the investigation and evaluation of the concern, the Audit and Risk Committee will prepare a written report on its finding, recommended disciplinary, remedial or other actions, if any.

#### Right of Appeal

If someone who has reported a concern remains dissatisfied with the outcome of the investigation because either:

- (i) they believe the procedures have not been followed properly or; and/or
- (ii) they are convinced that the decision is one which no reasonable person could have reached,

the Chairman of the Board (or the Chairman of the Audit and Risk Committee, if the whistle-blowing allegation involves the Chairman) will appoint a person to hear the appeal. This will be an external lawyer or qualified accountant not involved with the Trust and who has such experience with such matters.

#### No Retaliation

The Trustee-Manager will not permit any negative or adverse actions to be taken against employees or any other person who raises concerns because that person has made a report in good faith, even if such report proves to be mistaken, unless the person maliciously raises a matter he or she knows to be untrue.

Retaliation, harassment or victimisation of anyone raising a genuine concern will not be tolerated. Any act of alleged retaliation, harassment or victimisation should be reported immediately to the Chairman of the Audit and Risk Committee and will be promptly investigated and resolved.



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# Report of the Trustee-Manager of First Ship Lease Trust

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

The directors of FSL Trust Management Pte. Ltd. (the “Trustee-Manager”), in its capacity as trustee-manager of First Ship Lease Trust (the “Trust”) and its subsidiaries (together referred to as the “Group”), are pleased to submit this annual report to the unitholders of the Trust, together with the audited financial statements for the financial year ended 31 December 2022.

## 1 DIRECTORS

The directors of the Trustee-Manager in office at the date of this report are as follows:

Stathis Topouzoglou  
Michael Chalkias  
Michael Gray  
Michael Oliver  
Narayanan Sreenivasan

## 2 DIRECTORS' INTERESTS

According to the register kept by the Trustee-Manager for the purposes of Section 13 and 76 of the Singapore Business Trusts Act (the “Act”), no director who held office at the end of the financial year had interests in units, debentures, warrants or unit options of the Trust, or of related corporations, either at the beginning, or at the end of the financial year except as follows:

Name of director	Direct Interest		Deemed Interest	
	At 31 December 2022 (Number of Units)	At 1 January 2022	At 31 December 2022 (Number of Units)	At 1 January 2022
Michael Gray	4,000,000	4,000,000	-	-
Narayanan Sreenivasan	1,250,000	1,250,000	-	-
Stathis Topouzoglou	-	-	1,283,671,008	1,283,671,008
Michael Chalkias	-	-	1,283,671,008	1,283,671,008

Neither at the end of, nor at any time during the financial year was the Trustee-Manager a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Trustee-Manager to acquire benefits by means of the acquisition of units, debentures or unit options of the Trust.

Except as disclosed in Note 20 to the financial statements, since the end of the last financial year, no director has received or become entitled to receive a benefit by reason of a contract made by the Trust or a related corporation with the director, or with a firm of which he is a member or with a company in which he has a substantial financial interest.

There were no changes in any of the above mentioned interests in the Trust between the end of the financial year and 21 January 2023.



# Report of the Trustee-Manager of First Ship Lease Trust

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 3 UNIT OPTIONS

During the financial year, there were:

- (i) no options granted by the Trustee-Manager to any person to take up unissued units in the Trust; and
- (ii) no units issued by virtue of any exercise of an option to take up unissued units of the Trust. At the end of the financial year, there were no unissued units of the Trust under option.

## 4 AUDIT AND RISK COMMITTEE

The members of the Audit and Risk Committee as at the date of this report comprise three independent and non-executive directors:

Michael Gray (Chairman)  
Michael Oliver  
Narayanan Sreenivasan

The Audit and Risk Committee carried out its functions in accordance with Regulation 13(6) of the Singapore Business Trusts Regulations and the SGX Listing Manual.

In performing its functions, the Audit and Risk Committee reviewed the overall scope of the external audit and the assistance given by the Trustee-Manager's officers to the auditors. It met with the external auditors to discuss the scope and results of their annual audit. In addition, the Audit and Risk Committee reviewed the financial statements of the Group and the Trust before their submission to the Board of Directors of the Trustee-Manager.

## 5 INDEPENDENT AUDITORS

The independent auditors, Moore Stephens LLP, Public Accountants and Chartered Accountants have expressed their willingness to accept re-appointment.

For and on behalf of the Board of Directors of the Trustee-Manager



.....  
Stathis Topouzoglou  
Director



.....  
Michael Chalkias  
Director

17 March 2023

# Statement by the Trustee-Manager

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## STATEMENT AND CERTIFICATION

In our opinion:

- (a) the financial statements are drawn up so as to give a true and fair view of the financial position of the Group and of the Trust as at 31 December 2022 and of the financial performance, changes in unitholders' funds and cash flows of the Group for the year ended on that date in accordance with the provisions of the Singapore Business Trusts Act and International Financial Reporting Standards; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Trust will be able to pay its debts as and when they fall due.

With respect to the income statement of the Group for the year ended 31 December 2022, we further certify that:

- fees or charges paid or payable out of the trust property to the Trustee-Manager are in accordance with the Deed of Trust dated 19 March 2007 as amended and supplemented from time to time;
- interested person transactions are not detrimental to the interests of all the unitholders as a whole based on the circumstances at the time of the transaction; and
- the Board is not aware of any violation of duties of the Trustee-Manager which would have a materially adverse effect on the business of the Trust or on the interests of all the unitholders as a whole.

The Board of Directors has, on the date of this statement, authorised the above statements and these financial statements for issue.

For and on behalf of the Board of Directors of the Trustee-Manager



.....  
Stathis Topouzoglou  
Director



.....  
Michael Chalkias  
Director

17 March 2023

# Statement by the Chief Executive Officer

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

In accordance with Section 86 of the Singapore Business Trusts Act, I certify that I am not aware of any violation of duties of the Trustee-Manager which would have a materially adverse effect on the business of the Trust or on the interests of all the unitholders of the Trust as a whole.



.....  
Roger Woods  
*Chief Executive Officer*

17 March 2023

# Independent Auditor's Report to the Unitholders of First Ship Lease Trust

## Report on the Audit of the Financial Statements

### *Opinion*

We have audited the financial statements of First Ship Lease Trust (the "Trust") (constituted in the Republic of Singapore pursuant to a Deed of Trust dated 19 March 2007) and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Trust as at 31 December 2022, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in unitholders' funds and consolidated statement of cash flows of the Group for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position of the Trust are properly drawn up in accordance with the provisions of the Singapore Business Trusts Act 2004 (the Act) and International Financial Reporting Standards (IFRSs) so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Trust as at 31 December 2022 and of the consolidated financial performance, consolidated changes in unitholders' funds and consolidated statement of cash flows of the Group for the financial year ended on that date.

### *Basis for Opinion*

We conducted our audit in accordance with Singapore Standards on Auditing (SSAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority (ACRA) *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* (ACRA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have 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 judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

# Independent Auditor's Report to the Unitholders of First Ship Lease Trust

(cont'd)

## Key Audit Matters (cont'd)

Key Audit Matter	How our audit addressed the key audit matter
<p><b>Carrying amount of vessels</b></p> <p>We refer to Note 2.4, Note 3.1 and Note 3.2 to the financial statements.</p> <p>The carrying amount of the Group's vessels amounted to US\$33,913,000 as at 31 December 2022.</p> <p>Management considers whether there were any indicators of impairment for the Group's vessels at year end having regard to the performance of the vessels as well as any adverse industry economic conditions.</p> <p>Where there are indicators of impairment, the carrying amount of the Group's vessels are compared against their recoverable amount. Management estimated the recoverable amounts for the Group's vessels by reference to valuations performed by an external party as well as through ("value in use" or "VIU") models using discounted cash flow projections. The key assumptions used in the calculation of VIU involve significant estimates with respect to a) expected future charter rates, b) residual values of the vessels and c) discount rate.</p>	<p><b>Our response</b></p> <p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>• We obtained an understanding of management's processes and controls in relation to the identification of indicators of impairment and performing the impairment test on the Group's vessels;</li> <li>• In relation to valuations obtained from the external party, we: <ul style="list-style-type: none"> <li>- evaluated the competence, experience and objectivity of the external expert used;</li> <li>- evaluated the scope and appropriateness of the valuations obtained; and</li> <li>- assessed whether the valuations obtained were consistent with other audit evidence obtained, including management's VIU calculations.</li> </ul> </li> <li>• In relation to the VIU calculations, we: <ul style="list-style-type: none"> <li>- reviewed the reasonableness of the key assumptions used in the discounted cash flow projections including discount rates and residual values used, based on our knowledge of the business and the industry;</li> <li>- reperformed the calculations of VIU prepared by management to check the mathematical accuracy; and</li> <li>- considered the appropriateness of the disclosures in Note 3.3 to the financial statements.</li> </ul> </li> </ul> <p>We found the assumptions and estimates used by management to determine the recoverable amount of the Group's vessels to be reasonable based on available evidence.</p>



# Independent Auditor's Report to the Unitholders of First Ship Lease Trust

(cont'd)

## **Other Information**

The management of the Trustee-Manager is responsible for the other information. The other information comprises the annual report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## **Responsibilities of Management and Directors of the Trustee-Manager for the Financial Statements**

The management of the Trustee-Manager is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and IFRSs, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets that are part of the trust property of the registered business trust are safeguarded against loss from unauthorised use or disposition; and transactions by the Trustee-Manager entered into on behalf of or purported to be entered into on behalf of the registered business trust are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, the management of the Trustee-Manager is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The responsibilities of the directors of the Trustee-Manager include overseeing the Group's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Financial Statements**

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

# Independent Auditor's Report to the Unitholders of First Ship Lease Trust

(cont'd)

## *Auditor's Responsibilities for the Audit of the Financial Statements (cont'd)*

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management of the Trustee-Manager.
- Conclude on the appropriateness of the use of the going concern basis of accounting by the management of the Trustee-Manager and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the 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 or 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 directors of the Trustee-Manager regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors of the Trustee-Manager with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

# Independent Auditor's Report to the Unitholders of First Ship Lease Trust

(cont'd)

## *Auditor's Responsibilities for the Audit of the Financial Statements (cont'd)*

From the matters communicated with the directors of the Trustee-Manager, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## **Report on Other Legal and Regulatory Requirements**

In our opinion, the accounting and other records required by the Act to be kept by the Trustee-Manager on behalf of the Trust and by those subsidiaries incorporated in Singapore of which we are the auditors, have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Chan Rouh Ting.

**Moore Stephens LLP**  
Public Accountants and  
Chartered Accountants

Singapore  
17 March 2023

# Statements of Financial Position

AS AT 31 DECEMBER 2022

	Note	Group		Trust	
		2022 US\$'000	2021 US\$'000	2022 US\$'000	2021 US\$'000
<b>Assets</b>					
Vessels	4	33,913	66,171	-	-
Subsidiaries	5	-	-	27,534	28,318
<b>Non-current assets</b>		<b>33,913</b>	<b>66,171</b>	<b>27,534</b>	<b>28,318</b>
Trade and other receivables	6	1,438	4,946	110	83
Cash and cash equivalents	7	30,116	3,667	23,673	792
		<b>31,554</b>	<b>8,613</b>	<b>23,783</b>	<b>875</b>
Non-current assets classified as held-for-sale	8	-	8,890	-	-
<b>Current assets</b>		<b>31,554</b>	<b>17,503</b>	<b>23,783</b>	<b>875</b>
<b>Total assets</b>		<b>65,467</b>	<b>83,674</b>	<b>51,317</b>	<b>29,193</b>
<b>Equity attributable to unitholders of the Trust</b>					
Units in issue	9	561,332	561,332	561,332	561,332
Reserves	10	(510,190)	(495,172)	(531,952)	(539,235)
<b>Total equity</b>		<b>51,142</b>	<b>66,160</b>	<b>29,380</b>	<b>22,097</b>
<b>Liabilities</b>					
Bank loans	11	10,107	13,507	-	-
<b>Non-current liabilities</b>		<b>10,107</b>	<b>13,507</b>	<b>-</b>	<b>-</b>
Trade and other payables	12	808	645	21,931	7,095
Bank loans	11	3,404	3,361	-	-
Income tax payable		6	1	6	1
<b>Current liabilities</b>		<b>4,218</b>	<b>4,007</b>	<b>21,937</b>	<b>7,096</b>
<b>Total liabilities</b>		<b>14,325</b>	<b>17,514</b>	<b>21,937</b>	<b>7,096</b>
<b>Total equity and liabilities</b>		<b>65,467</b>	<b>83,674</b>	<b>51,317</b>	<b>29,193</b>

The accompanying notes form an integral part of these financial statements.

# Consolidated Income Statement

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

	Note	2022 US\$'000	2021 US\$'000
Revenue	13	24,224	24,975
Gain on disposal of vessels	4, 8	9,158	1,085
Expenses:			
Depreciation expense on vessels	4	(3,908)	(5,786)
Impairment on vessels	4	(953)	(2,718)
Voyage expenses		(7,658)	(4,610)
Vessel operating expenses		(5,123)	(11,155)
Management fees	20	(832)	(455)
Trustee fees	20	(16)	(25)
Other trust expenses		(660)	(1,967)
Total operating expenses		<u>(19,150)</u>	<u>(26,716)</u>
<b>Results from operating activities</b>		14,232	(656)
Finance income	14	116	31
Finance costs	14	(1,071)	(896)
<b>Net finance costs</b>		<u>(955)</u>	<u>(865)</u>
<b>Profit/(Loss) before tax</b>	15	13,277	(1,521)
Income tax expense	16	(6)	(1)
<b>Profit/(Loss) for the year</b>		<u>13,271</u>	<u>(1,522)</u>
<b>Earnings/(Loss) per unit (US cents)</b>			
Basic	18	<u>0.75</u>	<u>(0.09)</u>
Diluted	18	<u>0.75</u>	<u>(0.09)</u>

The accompanying notes form an integral part of these financial statements.



# Consolidated Statement of Comprehensive Income

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

	2022 US\$'000	2021 US\$'000
<b>Profit/(Loss) for the year</b>	13,271	(1,522)
Other comprehensive income for the year, net of tax	-	-
<b>Total comprehensive income/(loss) for the year</b>	<u>13,271</u>	<u>(1,522)</u>

The accompanying notes form an integral part of these financial statements.

# Consolidated Statement of Changes In Unitholders' Funds

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

	Note	Units in issue US\$'000	Foreign currency translation reserve US\$'000	Accumulated losses US\$'000	Total equity US\$'000
<b>At 1 January 2022</b>		561,332	(6,725)	(488,447)	66,160
Profit for the year		-	-	13,271	13,271
Other comprehensive income		-	-	-	-
Total comprehensive income for the year		-	-	13,271	13,271
Transactions with unitholders, recognised directly in equity					
Distributions to unitholders	17	-	-	(28,289)	(28,289)
Total transactions with unitholders		-	-	(28,289)	(28,289)
<b>At 31 December 2022</b>		<b>561,332</b>	<b>(6,725)</b>	<b>(503,465)</b>	<b>51,142</b>
<b>At 1 January 2021</b>		561,332	(6,725)	(425,043)	129,564
Loss for the year		-	-	(1,522)	(1,522)
Other comprehensive income		-	-	-	-
Total comprehensive loss for the year		-	-	(1,522)	(1,522)
Transactions with unitholders, recognised directly in equity					
Distributions to unitholders	17	-	-	(61,882)	(61,882)
Total transactions with unitholders		-	-	(61,882)	(61,882)
<b>At 31 December 2021</b>		<b>561,332</b>	<b>(6,725)</b>	<b>(488,447)</b>	<b>66,160</b>

The accompanying notes form an integral part of these financial statements.

# Consolidated Statement of Cash Flows

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

	Note	2022 US\$'000	2021 US\$'000
<b>Cash Flows from Operating Activities</b>			
Profit/(Loss) before tax		13,277	(1,521)
Adjustments for:			
Depreciation expense on vessels	4	3,908	5,786
Impairment on vessels	4	953	2,718
Amortisation of debt transaction costs		207	290
Amortisation of initial direct costs		4	1
Interest income		(116)	(31)
Interest expense		895	604
Gain on disposal of vessels	4, 8	(9,158)	(1,085)
Operating cash flows before movements in working capital		9,970	6,762
Changes in trade and other receivables		3,542	690
Changes in trade and other payables		152	(1,002)
Changes in lease income received in advance		-	(756)
Cash generated from operations		13,664	5,694
Income taxes paid		(1)	(11)
<b>Net cash generated from operating activities</b>		<b>13,663</b>	<b>5,683</b>
<b>Cash Flows from Investing Activities</b>			
Net proceeds on disposal of vessels		46,757	124,024
Acquisition of vessel	4	-	(5,000)
Vessels initial direct costs	4	-	(54)
Costs incurred for the vessels under construction	4	-	(59,510)
Costs incurred for vessel equipment	4	(962)	(4,516)
Costs incurred for dry-docking	4	(354)	(1,320)
Interest received		82	31
<b>Net cash generated from investing activities</b>		<b>45,523</b>	<b>53,655</b>
<b>Cash Flows from Financing Activities</b>			
Distributions to unitholders	17	(28,289)	(61,882)
Pledged deposit		-	500
Loan drawdown	11	-	18,950
Security deposit	11	-	(600)
Payment of upfront closing fees		-	(711)
Repayment of secured bank loans	11	(3,564)	(2,741)
Prepayment of secured bank loans	11	-	(28,761)
Interest paid		(884)	(620)
<b>Net cash used in financing activities</b>		<b>(32,737)</b>	<b>(75,865)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>26,449</b>	<b>(16,527)</b>
Cash and cash equivalents at 1 January		3,667	20,194
<b>Cash and cash equivalents at 31 December</b>	<b>7</b>	<b>30,116</b>	<b>3,667</b>

The accompanying notes form an integral part of these financial statements.

# Consolidated Statement of Cash Flows

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

(cont'd)

Reconciliation of liabilities arising from financing activities:

	At 1 January US\$'000	Principal and interest payments US\$'000	Loan drawdown US\$'000	Debt transaction costs payments US\$'000	← Non-cash changes →		At 31 December US\$'000
					Interest expense US\$'000	Amortisation of debt transaction costs US\$'000	
<b>2022</b>							
<u>Secured bank loans</u>							
(Note 11)							
Secured bank loans	17,450	(3,564)	-	-	-	-	13,886
Less: Unamortised debt transaction costs	(582)	-	-	-	-	207	(375)
	16,868	(3,564)	-	-	-	207	13,511
<u>Accrued financing expenses</u>							
(Note 12)							
Accrued loan interest	18	(880)	-	-	891	-	29
Accrued interest for amount due to agent	-	(4)	-	-	4	-	-
	18	(884)	-	-	895	-	29
<b>2021</b>							
<u>Secured bank loans</u>							
(Note 11)							
Secured bank loans	30,002	(31,502)	18,950	-	-	-	17,450
Less: Unamortised debt transaction costs	(161)	-	-	(711)	-	290	(582)
	29,841	(31,502)	18,950	(711)	-	290	16,868
<u>Accrued financing expenses</u>							
(Note 12)							
Accrued loan interest	34	(618)	-	-	602	-	18
Accrued interest for amount due to agent	-	(2)	-	-	2	-	-
	34	(620)	-	-	604	-	18

The accompanying notes form an integral part of these financial statements.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

## 1 GENERAL INFORMATION

First Ship Lease Trust (the “Trust”) is a Singapore-domiciled business trust constituted pursuant to a Deed of Trust dated 19 March 2007 as amended and supplemented from time to time (the “Trust Deed”) with FSL Trust Management Pte. Ltd. (the “Trustee-Manager”). The Trustee-Manager’s registered office is 7 Temasek Boulevard, #12-10 Suntec Tower One, Singapore 038987. The Trust Deed is governed by the laws of the Republic of Singapore. The Trustee-Manager is under a duty to take into custody and hold the assets of the Trust in trust for the unitholders as a whole.

The Trust was formally admitted to the Official List of the Singapore Exchange Securities Trading Limited on 27 March 2007.

The Trust is a shipowner and provider of leasing services to the international shipping industry. As at 31 December 2022, the vessel portfolio comprised 8 tankers of different sizes, all of which are employed under fixed-rate period charters.

The combined portfolio of vessels had an average age of approximately 17 years and a dollar-weighted average remaining lease period of approximately 3 years (excluding optional extension periods and early termination options).

The consolidated financial statements relate to the Trust and its subsidiaries (together referred to as the “Group” and individually as “Group entities”).

The financial statements were authorised for issue by the Trustee-Manager on 17 March 2023.

The ultimate holding company of the Trust is Joelma Holding Inc. and the ultimate controlling party is Stathis Topouzoglou.

The Trust Deed provides for the following fees payable to the Trustee-Manager:

### *Management fees*

The Trustee-Manager is entitled to receive a management fee of 4.0% of the value of lease income and any income, other than lease income, net of any other commissions or deductions by third parties and all applicable tax, duties and levies whatsoever imposed by the relevant authorities in Singapore or elsewhere generated by the Trust from its authorised businesses. In the event that the management fee received by the Trustee-Manager is less than US\$350,000 per calendar quarter (the “Minimum Management Fee”), the Trustee-Manager shall be entitled to receive an Adjustment Payment. For the purposes of this clause, the “Adjustment Payment” shall refer to the difference between the Minimum Management Fee and the actual management fee received by the Trustee-Manager for the relevant calendar quarter.



# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 1 GENERAL INFORMATION (CONT'D)

### *Management fees (cont'd)*

Any change in the structure of the management fee must be approved by an extraordinary resolution of a meeting of unitholders duly convened and held in accordance with the provisions of the Trust Deed.

The management fee payable to the Trustee-Manager is payable in the form of cash and/or units (as the Trustee-Manager may elect, such election to be irrevocable). Where the management fee is paid in cash, the amount is paid monthly, in arrears. Where the management fee is paid in the form of units, the amount is paid quarterly, in arrears.

### *Trustee fees*

The Trustee-Manager is entitled to receive a trustee fee of 0.02% per annum of the value of the Trust Property (being all the assets of the Trust, as stipulated in the Trust Deed). The trustee fee is payable out of the Trust Property of the Trust in cash on a quarterly basis. Each quarterly payment shall be determined based on the value of the Trust Property as at the last day of the immediately preceding quarter and as reflected in the quarterly financial information of the Group for that quarter. The Trustee-Manager is also entitled to reimbursement of expenses incurred in the performance of its duties under the Trust Deed.

Any change in the structure of the trustee fee must be approved by an extraordinary resolution of a meeting of unitholders duly convened and held in accordance with the provisions of the Trust Deed.

### *Other fees*

The Trustee-Manager is also entitled to the following:

- An acquisition fee amounting to 1.0% (or such lower percentage as may be determined by the Trustee-Manager in its absolute discretion) of the acquisition price of vessels acquired directly or indirectly by the Trust, pro-rated if applicable, to the proportion of the Trust's interest. The acquisition fee is payable in the form of cash and/or units (as the Trustee-Manager may elect, such election to be irrevocable and made before the payment of the acquisition fee). No acquisition fee is payable on the acquisition of the initial portfolio of vessels.
- A disposal fee amounting to 0.5% (or such lower percentage as may be determined by the Trustee-Manager in its absolute discretion) of the sale price of vessels disposed, pro-rated if applicable, to the proportion of the Trust's interest. The disposal fee is payable in cash.

Any increase in the acquisition fee or disposal fee above the permitted limit or any change in the structure of such fees shall be approved by an extraordinary resolution of a meeting of unitholders duly convened and held in accordance with the provisions of the Trust Deed.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 1 GENERAL INFORMATION (CONT'D)

### *Other fees (cont'd)*

- An incentive fee payable quarterly and calculated as at 31 March, 30 June, 30 September and 31 December each year for the three-month period ending on each of the said dates. The incentive fee is determined on the basis of comparing the net distribution amount per unit against a benchmark quarterly distribution per unit in accordance with the formula stipulated in the Trust Deed.

The incentive fee payable to the Trustee-Manager is payable in the form of cash or, at the option of the Trustee-Manager, by way of the issue of new units as soon as practicable after the end of the relevant quarter.

Any change in the structure of the incentive fees must be approved by an extraordinary resolution of a meeting of unitholders duly convened and held in accordance with the provisions of the Trust Deed.

## 2 SIGNIFICANT ACCOUNTING POLICIES

### 2.1 Basis of Preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") under the historical cost convention, except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with IFRS requires the Trustee-Manager to exercise its judgement and make certain critical accounting estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3.

#### *Interest Rate Benchmark Reform – Phase 2*

In the previous year, the Group has adopted the amendments to IFRS 9, IFRS 7 and IFRS 16 *Interest Rate Benchmark Reform – Phase 2* effective 1 January 2021. In accordance with the transition provisions, the amendments were applied retrospectively to hedging relationships and financial instruments. Comparative amounts have not been restated, and there was no significant impact on the prior period opening reserves amounts on adoption.

#### *Hedge relationships*

The Phase 2 amendments address issues arising during interest rate benchmark reform ("IBOR reform"), including specifying when hedge designations and documentation should be updated, and when amounts accumulated in cash flow hedge reserve should be recognised in profit or loss. The Group does not have any hedges.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 2.1 Basis of Preparation (cont'd)

#### *Interest Rate Benchmark Reform – Phase 2 (cont'd)*

##### *Financial instruments measured at amortised cost and lease liabilities*

Phase 2 of the amendments requires that, for financial instruments measured using amortised cost measurement, changes to the basis for determining the contractual cash flows required by IBOR reform are reflected by adjusting their effective interest rate. No immediate gain or loss is recognised. A similar practical expedient exists for lease liabilities (see below).

These expedients are only applicable to changes that are required by IBOR reform, which is the case if, and only if, the change is necessary as a direct consequence of IBOR reform and the new basis for determining the contractual cash flows is economically equivalent to the previous basis immediately preceding the change.

For lease liabilities where there is a change to the basis for determining the contractual cash flows, as a practical expedient the lease liability is remeasured by discounting the revised lease payments using a discount rate that reflects the change in the interest rate where the change is required by IBOR reform. If lease modifications are made in addition to those required by IBOR reform, the Group applies the relevant IFRS 16 requirements to account for the entire lease modification, including those changes required by IBOR reform.

For the year ended 31 December 2022, the Group has applied the practical expedients provided under Phase 2 to amendments to US\$13,511,000 of its long-term debt, as disclosed in Note 11. The Group does not have any lease liabilities as at 31 December 2022.

##### *Effect of IBOR reform*

Following the global financial crisis, the reform and replacement inter-bank offered rates (“IBOR”) has become a priority for global regulators. The Group’s risk exposure that is directly affected by the IBOR reform predominantly comprises its variable rate bank loans that are linked to the USD LIBOR.

USD LIBOR loses its representativeness after 30 June 2023. The Group has variable rate USD bank loans which references to LIBOR and matures after 30 June 2023. The Group’s communication with its debt counterparty is ongoing, but specific changes required by IBOR reform have not yet been agreed. The expected transition from LIBOR to the Secured Overnight Financing Rate (SOFR) had no significant effect on the amounts reported for the current and prior financial years.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 2.1 Basis of Preparation (cont'd)

#### *Interest Rate Benchmark Reform – Phase 2 (cont'd)*

##### *Effect of IBOR reform (cont'd)*

The following table contains details of all the financial instruments that the Group holds at 31 December 2022 which are referenced to LIBOR and have not yet transitioned to new benchmark rates:

	LIBOR	Of which: Not yet transited to an alternative benchmark rate
	Carrying amount US\$'000	US\$'000
<b>Group</b>		
<u>31 December 2022</u>		
Liabilities – Secured bank loans	13,511	13,511

#### ***Adoption of New and Revised IFRS***

For the financial year ended 31 December 2022, the Group has adopted the following new and revised IFRS which is relevant to the Group and mandatory for application:

##### Amendment to IFRS 16

##### *Covid-19-Related Rent Concessions beyond 30 June 2021*

The amendment to IFRS 16: COVID-19 related rent concessions extends the application period of the practical expedient in IFRS 16 Leases by one year to assist lessees accounting for Covid-19 related rent concessions that reduce only lease payment due on or before 30 June 2022.

The adoption of this standard does not have an impact on the financial performance or the financial position of the Group for the current financial year ended 31 December 2022.

##### Amendments to IAS 16

##### *Property, Plant and Equipment – Proceeds before Intended Use*

The amendment clarifies that proceeds from selling items before the related item of property, plant and equipment is available for use should be recognised in profit or loss, together with the costs of producing those items. The cost of producing those items should be recognised in profit or loss in accordance with IAS 2 *Inventories*.

The adoption of this standard does not have an impact on the financial performance or the financial position of the Group for the current financial year ended 31 December 2022.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 2.1 Basis of Preparation (cont'd)

#### *Adoption of New and Revised IFRS (cont'd)*

##### Amendments to IAS 37

##### *Onerous Contracts – Cost of Fulfilling a Contract*

This amendment clarifies that, for the purpose of assessing whether a contract will be loss-making, the direct cost of fulfilling a contract comprises:

- The incremental costs of fulfilling that contract (e.g. direct labour and materials); and
- An allocation of other costs that relate directly to fulfilling contracts (e.g. an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract, among others).

Before a separate provision for an onerous contract is established, the amendment requires an entity to recognise any impairment loss that has occurred on assets used in fulfilling the contract, rather than on assets dedicated to that contract.

The adoption of this standard does not have an impact on the financial performance or the financial position of the Group for the current financial year ended 31 December 2022.

##### Amendments to IFRS 3

##### *Reference to the Conceptual Framework*

These amendments update a reference in IFRS 3 to the revised 2018 Conceptual Framework for Financial Reporting without changing the accounting requirements for business combinations. The amendment also provides a new exception for liabilities and contingent liabilities. The exception states that an entity should refer to IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* or IFRIC 21 *Levies* if they were incurred separately, rather than the 2018 Conceptual Framework. In addition, the amendment clarifies that the acquirer should not recognise contingent assets at the acquisition date.

The adoption of this standard does not have an impact on the financial performance or the financial position of the Group for the current financial year ended 31 December 2022.

##### Annual Improvements to IFRS 2018-2021

##### *IFRS 1 First-time Adoption of International Financial Reporting Standards*

The amendment permits a subsidiary that applies paragraph D16(a) of IFRS 1 to measure cumulative translation differences at the carrying amounts included in the consolidated financial statements of the parent, based on the parent's date of transition to IFRS. A similar election is available to an associate or joint venture that uses the exemption in paragraph D16(a).



# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 2.1 Basis of Preparation (cont'd)

#### *Adoption of New and Revised IFRS (cont'd)*

##### Annual Improvements to IFRS 2018-2021 (cont'd)

##### *IFRS 9 Financial Instruments - Fees in the '10 per cent' Test for Derecognition*

This amendment clarifies that, in applying the derecognition test for financial liabilities under paragraph B3.3.6 of IFRS 9, a borrower includes only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other's behalf.

The adoption of this standard does not have an impact on the financial performance or the financial position of the Group for the current financial year ended 31 December 2022.

##### *New and Revised IFRS Issued But Not Yet Effective*

As at the date of authorisation of these financial statements, the Group has not adopted the following standards that have been issued but are not yet effective:

##### Amendments to IAS 1 and IFRS Practice Statement 2      *Disclosure of Accounting Policies*

The amendments require entities to disclose their material accounting policies information rather than their significant accounting policies. It clarifies that accounting policy information may be material because of its nature, even if the related amounts are immaterial. Accounting policy information is material if users of an entity's financial statements would need it to understand other material information in the financial statements. If an entity discloses immaterial accounting policy information, such information shall not obscure material accounting policy information. To support this amendment, the IASB has also amended IFRS Practice Statement 2 to explain and demonstrate the application of the materiality process to accounting policy disclosures. The amendments to IAS 1 will be effective for annual reporting periods beginning on or after 1 January 2023, with early application permitted.

At the date of authorisation of these financial statements, management is of the view that the adoption of this standard will have no significant impact on the financial performance or financial position of the Group upon implementation.

##### Amendments to IAS 8      *Definition of Accounting Estimates*

The amendments replace the definition of a change in accounting estimates with a new definition of accounting estimates. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify that a change in accounting estimate that results from new information or new developments is not the correction of an error. In addition, the effects of a change in an input or a measurement technique used to develop an accounting estimate are changes in accounting estimates if they do not result from the correction of prior period errors. The amendments to IAS 8 will be effective for annual reporting periods beginning on or after 1 January 2023, with early application permitted.

At the date of authorisation of these financial statements, management is of the view that the adoption of this standard will have no significant impact on the financial performance or financial position of the Group upon implementation.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 2.1 Basis of Preparation (cont'd)

#### *New and Revised IFRS Issued But Not Yet Effective (cont'd)*

##### Amendments to IAS 12      *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*

The amendments clarify that the initial recognition exemption does not apply to transactions in which equal amounts of deductible and taxable temporary differences arise on initial recognition. The amendments to IAS 12 will be effective for annual reporting periods beginning on or after 1 January 2023. Early application is permitted.

At the date of authorisation of these financial statements, management is of the view that the adoption of this standard will have no significant impact on the financial performance or financial position of the Group upon implementation.

##### Amendments to IAS 1      *Classification of Liabilities as Current or Non-current*

The amendments require that the classification of liabilities as current or non-current must be based on rights that are in existence at the end of the reporting period. The classification is unaffected by management's intentions or expectations about whether an entity will exercise its right to defer settlement of a liability. The amendments clarify that a counterparty conversion option that is recognised separately as an equity component of a compound financial instrument does not affect the classification of the associated liability component as current or non-current. All other obligations to transfer equity instruments, cash, assets and liabilities, affect the classifications. The amendments are effective for annual periods beginning on or after 1 January 2024<sup>\*</sup> and should be applied retrospectively. Early application is permitted.

At the date of authorisation of these financial statements, management is of the view that the adoption of this standard will have no significant impact on the financial performance or financial position of the Group upon implementation.

<sup>\*</sup> The mandatory effective date of this Amendment had been revised from 1 January 2022 to 1 January 2023 in January 2020 via Amendment to IAS 1: *Classification of Liabilities as Current or Non-current - Deferral of Effective Date* and further revised to 1 January 2024 in October 2022 via *Amendments to IAS 1: Non-current Liabilities with Covenants*.

##### Amendments to IAS 1      *Non-Current Liabilities with Covenants*

The amendments clarify that only covenants with which an entity must comply on or before the reporting date will affect a liability's classification as current or non-current. Additional disclosures are required by an entity that classifies liabilities arising from loan arrangements as non-current when it has a right to defer settlement of those liabilities that are subject to the entity complying with future covenants within twelve months after the reporting period. The amendments to IAS 1 will be effective for annual reporting periods beginning on or after 1 January 2024. Early application is permitted.

At the date of authorisation of these financial statements, management is of the view that the adoption of this standard will have no significant impact on the financial performance or financial position of the Group upon implementation.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 2.1 Basis of Preparation (cont'd)

#### *New and Revised IFRS Issued But Not Yet Effective (cont'd)*

##### Amendments to IFRS 16      *Lease Liabilities in a Sale and Leaseback*

The amendments require the seller-lessee to determine 'lease payments' or 'revised lease payments' such that the seller-lessee does not recognise a gain or loss that relates to the right of use retained by the seller-lessee, after the commencement date. The amendments do not affect the gain or loss recognised by the seller-lessee relating to the partial or full termination of a lease. The amendments to IFRS 16 will be effective for annual reporting periods beginning on or after 1 January 2024. Early application is permitted.

At the date of authorisation of these financial statements, management is of the view that the adoption of this standard will have no significant impact on the financial performance or financial position of the Group upon implementation.

### 2.2 Basis of Consolidation

#### Subsidiaries

Subsidiaries are 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 that control commences until the date that control ceases. The accounting policies of subsidiaries have been changed where necessary to align them with the policies adopted by the Group.

#### Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income or expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

#### Accounting for subsidiaries by the Trust

Investments in subsidiaries are stated in the Trust's statement of financial position at cost less accumulated impairments.

### 2.3 Foreign Currencies

#### Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("functional currency").

The financial statements are presented in United States ("US") dollars which is the Trust's functional currency. All financial information presented in US dollars has been rounded to the nearest thousand, unless otherwise stated.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 2.3 Foreign Currencies (cont'd)

#### Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of the Group entities at the exchange rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the end of the reporting period are retranslated to the functional currency at the exchange rate at that date. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined.

Foreign currency differences arising on retranslation are recognised in profit or loss, except for differences arising on the retranslation of monetary items that in substance form part of the Group's net investment in a foreign operation (see below).

#### Net investment in a foreign operation

Exchange differences arising from monetary items that in substance form part of the Trust's net investment in a foreign operation are recognised in other comprehensive income, and are presented within equity in the foreign currency translation reserve in the consolidated financial statements. When the foreign operation is disposed of, the cumulative amount in the foreign currency translation reserve is transferred to the income statement as an adjustment to the profit or loss arising on disposal.

### 2.4 Vessels

Vessels are stated at cost less accumulated depreciation and accumulated impairments.

Cost includes expenditure that is directly attributable to the acquisition of the vessel as well as initial direct costs incurred in negotiating and arranging the operating lease of the vessel.

The cost of replacing part of an item of a vessel is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably.

Vessels under construction are included in "Vessels" are not depreciated as these assets are not yet available for use.

Vessels are depreciated on a straight-line basis at rates which are calculated to write-down their cost to their estimated residual values at the end of the economic useful life of 25 years. The residual value of such vessel is estimated based on the average scrap steel price per light weight tonne in recent years.

Depreciation methods, useful lives and residual values are reviewed, and adjusted as appropriate, at each reporting date.

On disposal of a vessel, the difference between the disposal proceeds and its carrying amount is recognised in the income statement.

Dry-docking costs are capitalised and included in vessels costs and depreciated on a straight-line basis over the period to the next scheduled dry-docking, which is generally five years.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 2.5 Non-Current Assets Classified as Held-for-Sale

Non-current assets are classified as held for sale or distribution if their carrying amount will be recovered through a sale transaction or distribution rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held-for-sale when the criteria set out above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale. Non-current assets classified as held-for-sale are measured at the lower of the assets' previous carrying amount and fair value less cost to sell (fair value less costs to distribute).

The assets are not depreciated or amortised while they are classified as held-for-sale. Any impairment on initial classification and subsequent measurement is recognised as an expense. Any subsequent increase in fair value less costs to sell (not exceeding the accumulated impairment that has been previously recognised) is recognised in income statement.

### 2.6 Financial Instruments

#### (a) Financial assets

##### Recognition and de-recognition

Financial assets are recognised when, and only when the Group becomes party to the contractual provisions of the instruments. All regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

##### Classification and measurement

The Group classifies its financial assets at amortised cost.

The classification depends on the Group's business model for managing the financial assets as well as the contractual terms of the cash flows of the financial assets. The Group reclassifies debt investments when and only when its business model for managing those assets changes.

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the income statement.

Trade receivables are measured at the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party, if the trade receivables do not contain a significant financing component at initial recognition.



# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 2.6 Financial Instruments (cont'd)

#### (a) Financial assets (cont'd)

##### Classification and measurement (cont'd)

Debt instruments mainly comprise of cash and cash equivalents and trade and other receivables.

The Group measures its debt instruments at amortised cost. These are debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in the income statement when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

##### Impairment

The Group assesses on a forward looking basis the expected credit losses associated with (i) financial assets measured at amortised cost and (ii) intra-company financial guarantee contracts.

Loss allowances of the Group are measured on either of the following bases:

- 12-month expected credit losses – represents the expected credit losses that result from default events that are possible within the 12 months after the reporting date (or for a shorter period if the expected life of the instrument is less than 12 months); or
- Lifetime expected credit losses – represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument or contract asset.

The impairment methodology applied depends on whether there has been a significant increase in credit risk.

##### *Simplified approach - Trade receivables*

The Group applies the simplified approach to provide expected credit losses for all trade receivables. The simplified approach requires expected lifetime losses to be recognised from initial recognition of the receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

##### *General approach - Other financial instruments and financial guarantee contracts*

The Group applies the general approach to provide for expected credit losses on all other financial instruments and financial guarantee contracts, which requires the loss allowance to be measured at an amount equal to 12-month expected credit losses at initial recognition.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 2.6 Financial Instruments (cont'd)

#### (a) Financial assets (cont'd)

##### Impairment (cont'd)

##### *General approach - Other financial instruments and financial guarantee contracts (cont'd)*

At each reporting date, the Group assesses whether the credit risk of a financial instrument has increased significantly since initial recognition. When credit risk has increased significantly since initial recognition, a loss allowance is measured at an amount equal to lifetime expected credit losses. In assessing whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information that is reasonable and supportable, including the Group's historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

If credit risk has not increased significantly since initial recognition or if the credit quality of the financial instruments improves such that there is no longer a significant increase in credit risk since initial recognition, loss allowance is measured at an amount equal to 12-month expected credit losses.

The Group considers a financial guarantee contract to be in default when the debtor of the loan is unlikely to pay its credit obligations to the creditor and the Group in full, without recourse by the Group to actions such as realising security (if any is held). The Group only applies a discount rate if, and to the extent that, the risks are not taken into account by adjusting the expected cash shortfalls.

The maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk.

##### *Credit-impaired financial assets*

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit-impaired.

##### *Measurement of expected credit losses*

Expected credit losses are probability-weighted estimates of credit losses. Credit losses are measured at the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive). Expected credit losses are discounted at the effective interest rate of the financial asset.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 2.6 Financial Instruments (cont'd)

#### (a) Financial assets (cont'd)

##### Impairment (cont'd)

##### *Write-off policy*

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery. Any recoveries made are recognised in profit or loss.

#### (b) Financial liabilities and units in issue

##### Non-derivative financial liabilities

The Group classifies non-derivative financial liabilities into other financial liabilities category. Such financial liabilities are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortised cost using the effective interest method.

Other financial liabilities comprise bank loans and trade and other payables.

##### Units in issue

Units issued are classified as equity.

Unit issue costs represent expenses incurred in connection with the issue of units. All such expenses are deducted directly from unitholders' funds, net of any tax effects.

When the Trust purchases the units issued, the carrying amount which includes the consideration paid and any directly attributable transaction cost is presented as a component within statement of changes in unitholders' funds, until they are cancelled, sold or reissued.

When units are subsequently cancelled, the costs of units are deducted against the units in issue if the units are purchased out of capital of the Trust.

### 2.7 Borrowings

Borrowings are initially recognised at fair value (net of transaction costs) and subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 2.8 Leases (when entities within the Group are lessors of an operating lease)

The Group owns vessels and leases them to lessees under fixed bareboat/time charter arrangements. These charters are classified as operating leases. In determining lease classification at inception, the Group evaluated the terms and conditions of the charter arrangement. As the present values of minimum lease payments do not amount to substantially the fair values of the vessels, and the purchase options, where applicable, are not expected to be sufficiently lower than the fair values at the date the options become exercisable, the Group has assessed that substantially all the risks and rewards of the vessels remain with the Group.

Lease income is recognised in the income statement on a straight-line basis over the lease term. Initial direct costs incurred by the Group in negotiating and arranging an operating lease added to the carrying amount of the leased asset are recognised as an expense in the income statement over the lease term on the same basis as the lease income.

### 2.9 Impairment of Non-Financial Assets

The carrying amounts of the Group's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated.

An impairment is recognised if the carrying amount of an asset or its cash-generating unit exceeds its estimated recoverable amount. A cash-generating unit is the smallest identifiable asset group that generates cash flows that largely are independent from other assets and groups. Impairments are recognised in the income statement. Impairment recognised 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 assets in the unit (group of units) on a pro rata basis.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs of disposal. 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 or cash-generating unit.

An impairment in respect of non-financial assets recognised in prior periods is assessed at each reporting date for any indications that the loss has decreased or no longer exists.

An impairment is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment had been recognised.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 2.10 Revenue Recognition

Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties. Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

Revenue from bareboat charters and time charters, which are an operating lease in nature, is recognised on a straight-line basis over the period of the charter contracts (Note 2.8).

For vessels deployed in the spot market, freight income is recognised over time as the performance obligation is satisfied based on the percentage of completion method calculated on a load-to-discharge basis over the voyage period.

For vessels deployed on a pool arrangement, the pool measures revenue on a time charter equivalent basis based on the contractual rates and the duration of each voyage for each vessel, and revenue is recognised by the Group upon delivery of the service in accordance with the terms and conditions of the charter parties. Total pool revenue is derived by aggregating the revenues earned by each vessel participating in the pool. Each vessel owner's share of the total pool revenue is primarily dependent on the (i) number of days the vessel has been available for the pool in relation to the total available pool earning days during the period, and (ii) pool points assigned to each vessel in the pool. Pool points are generally determined based on the size and performance of the vessel. The pool revenue is net of pool commission, bunkers costs and related voyage expenses.

### 2.11 Finance Income and Finance Costs

Finance income comprises interest income from cash and cash equivalents that is recognised in the income statement. Interest income is recognised as it accrues, using the effective interest method.

Finance costs mainly comprise interest expense on bank loans and amortisation of debt transaction costs that are recognised in the income statement.

All borrowing costs are recognised in the income statement using the effective interest method, except to the extent that they are capitalised as being directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to be prepared for its intended use or sale.

### 2.12 Income Tax Expense

Income tax expense comprises current and deferred tax. Income tax is recognised in the income statement except to the extent that it relates to items recognised directly in other comprehensive income or in equity.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 2.12 Income Tax Expense (cont'd)

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for 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 to the extent that 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 the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

### 2.13 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the management of the Trustee-Manager who are responsible for allocating resources and assessing performance of the operating segments.

### 2.14 Distribution Policy

The Trust makes distributions to its unitholders out of its net distributable amount, which consists of net lease income and after-tax interest income less management fees, financing costs, other trust expenses (excluding depreciation, impairment loss and amortisation of debt up-front fees), credit facility repayments, plus previously reserved amounts, less any additional amount to be set aside to meet upcoming payment obligations of the Trust, but before deduction of any incentive fees payable to the Trustee-Manager.

In the event that there are net taxable income and/or proceeds arising from any sale of vessels, and only if such income and/or proceeds are surplus to the business requirements and needs of the Trust and its taxability or otherwise confirmed by the IRAS, the Trustee-Manager may also, in its discretion, distribute such income and/or proceeds.



# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 2.14 Distribution Policy (cont'd)

The form, frequency and amount of future distributions (if any), will depend on earnings, financial position, results of operations and if relevant, net income and/or proceeds arising from the sale of any vessel, as well as expected working capital requirements and capital expenditure, contractual restrictions, provisions of applicable law and other factors which the Trustee-Manager may deem relevant.

Distributions will be declared in US dollars. For holders of units that are held through the Central Depository (Pte) Limited ("CDP"), the distributions will be paid in the Singapore dollar equivalent of the US dollar distribution declared, unless the unitholder elects to receive the distributions in US dollars, by submitting to the CDP a "Distribution Election Notice" by the closing date for election which will be specified in the "Distribution Election Notice". The "Distribution Election Notice" will be sent to each unitholder holding Units through the CDP, who is eligible to receive the relevant distributions. For the distributions to be paid in Singapore Dollars, the Trustee-Manager will make the necessary arrangements to convert the distributions in US dollars into Singapore dollars (taking into account the cost of exchange) at the prevailing market exchange rate. Neither the CDP, the Trustee-Manager nor The Trust will be liable for any loss howsoever arising, from the conversion of the distributions payable to unitholders from US dollars into Singapore dollars. Save for approved depository agents (acting as nominees of their individual customers), each unitholder may elect to receive distributions in either Singapore dollars or US dollars and shall not be able to elect to receive distributions partially in US dollars and partially in Singapore dollars.

The distributions will be calculated as at 31 March, 30 June, 30 September and 31 December and will be paid within 90 days after such calculation date.

### 2.15 Financial Guarantee

#### Financial guarantee in the separate financial statements

The Trust has issued a corporate guarantee to a financial institution for bank loans of its subsidiaries. The guarantee is a financial guarantee as they require the Trust to reimburse the financial institution if the subsidiary fails to make principal or interest payments when due in accordance with the terms of the bank loans. Intra-group transactions are eliminated on consolidation.

Financial guarantee is measured initially at their fair values plus transaction costs and subsequently measured at the higher of:

- the amount initially recognised less, where appropriate, cumulative amount of income recognised in accordance with the principles of IFRS 15; and
- the amount of loss allowance determined in accordance with expected credit loss model under IFRS 9.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 3 CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

Estimates, assumptions and judgements are reviewed on an ongoing basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances.

### *Critical Accounting Estimates and Assumptions*

The following are the key sources of estimation and assumptions at the end of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

#### 3.1 Estimated Useful Lives of Vessels

The Group estimates the useful lives of the vessels based on the period over which the vessel is expected to be available for use. The estimated economic useful lives of the vessels (25 years) are reviewed annually and are updated if expectations differ from previous estimates due to physical wear and tear, technical obsolescence and legal or other limits on the use of the relevant asset. In addition, the estimation of the useful lives of the vessels is on the collective assessment of industry practice, internal technical evaluation and experience with similar vessels.

During the financial year ended 31 December 2022, the Group has reviewed and is satisfied that the useful lives of these vessels remained appropriate. The depreciation charged on the vessels for the financial year ended 31 December 2022 amounted to US\$3,908,000 (2021: US\$5,786,000). As at 31 December 2022, the carrying amount of the vessels amounted to US\$33,913,000 (2021: US\$66,171,000). If the expected useful lives of the vessels are to increase/decrease by 10% from management estimates, the Group's depreciation will decrease and increase by approximately US\$329,000 (2021: US\$480,000) and US\$403,000 (2021: US\$516,000) respectively.

#### 3.2 Estimated Residual Values of Vessels

The Group reviews the residual values of the vessels at each reporting date to ensure that the carrying amounts are consistent with the estimated value of a future disposal.

The residual values of the vessels are estimated based on the average scrap steel price per light weight tonne in recent years. In determining the residual values of vessels leased on a long-term bareboat charter basis under operating lease agreements, the Group has considered various factors such as the type, size, age of these vessels and the existing lease arrangements.

#### 3.3 Impairment Assessment of Vessels

Impairment is recognised when events and circumstances indicate that the vessel may be impaired and the carrying amount of the vessel exceeds the recoverable amount. The recoverable amount for each vessel is determined based on the higher of the fair value of the vessel less the estimated costs of disposal and the carrying amount of the vessels based on a "value-in-use" methodology.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 3 CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS (CONT'D)

### *Critical Accounting Estimates and Assumptions (cont'd)*

#### 3.3 Impairment Assessment of Vessels (cont'd)

In determining the fair value less costs of disposal, the Group has obtained valuation reports from a third party source in December 2022. The valuation of the vessels was prepared assuming a sale between a willing seller and a willing buyer on a charter-free basis.

For the value-in-use calculations, the Group determined the cash flows based on existing charter contract rates and their expectation of market developments. The Group prepared the value-in-use calculation based on projected cash flows over the remaining useful life of each vessel and its projected residual value. The pre-tax discount rate is 14.08% (2021: 11.72%) and takes into account the time value of money and the risks specific to the vessels' estimated cash flows. If the pre-tax discount rate increases by 1%, there will be no changes to the carrying amount of the vessels (2021: decrease by 2%).

During the financial year ended 31 December 2022, the Group recognised an impairment loss on vessels amounting to US\$953,000 (2021: US\$2,718,000). As at 31 December 2022, the carrying amount of the vessels was US\$33,913,000 (2021: US\$66,171,000).

### *Critical Judgements*

In the process of applying the Group's accounting policies, the application of judgements that are expected to have a significant effect on the amounts recognised in the financial statements are as follows:

#### 3.4 Classification of Leases

The Group owns vessels and leases them to lessees under fixed rate bareboat arrangements. These charters are classified as operating leases. In determining lease classification at inception, the Group evaluated the terms and conditions of the charter arrangement. As the present values of minimum lease payments do not amount to substantially the fair values of the vessels, and the purchase options, where applicable, are not expected to be sufficiently lower than the fair values at the date the options become exercisable, the Group has assessed that substantially all the risks and rewards of the vessels remain with the Group.

During the financial year ended 31 December 2022, the Group earned bareboat charter lease income of US\$8,056,000 (2021: US\$7,265,000).

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

**4 VESSELS**

	Vessels US\$'000	Vessels under construction US\$'000	Initial direct costs US\$'000	Total US\$'000
<b>Group</b>				
<b>2022</b>				
<b>Cost</b>				
At 1 January	249,988	-	2,237	252,225
Additions	1,316	-	-	1,316
Disposals	(131,430)	-	(1,518)	(132,948)
Write off fully amortised dry-docking	(1,476)	-	-	(1,476)
At 31 December	118,398	-	719	119,117
<b>Less:</b>				
<b>Accumulated depreciation/ amortisation and impairments</b>				
At 1 January	183,866	-	2,188	186,054
Depreciation/amortisation charge for the year	3,908	-	4	3,912
Impairment recognised in the income statement	953	-	-	953
Disposals	(102,721)	-	(1,518)	(104,239)
Write off fully amortised dry-docking	(1,476)	-	-	(1,476)
At 31 December	84,530	-	674	85,204
<b>Carrying amount</b>				
At 31 December 2022	33,868	-	45	33,913
<b>2021</b>				
<b>Cost</b>				
At 1 January	372,964	43,319	2,716	418,999
Additions	10,836	59,510	54	70,400
Disposals	(78,874)	(102,829)	(533)	(182,236)
Reclassified to non-current assets classified as held-for-sale	(54,938)	-	-	(54,938)
At 31 December	249,988	-	2,237	252,225
<b>Less:</b>				
<b>Accumulated depreciation/ amortisation and impairments</b>				
At 1 January	280,630	-	2,264	282,894
Depreciation/amortisation charge for the year	5,786	-	1	5,787
Impairment recognised in the income statement	2,718	-	-	2,718
Disposals	(59,220)	-	(77)	(59,297)
Reclassified to non-current assets classified as held-for-sale	(46,048)	-	-	(46,048)
At 31 December	183,866	-	2,188	186,054
<b>Carrying amount</b>				
At 31 December 2021	66,122	-	49	66,171

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 4 VESSELS (CONT'D)

The Group's vessels with a net carrying amount of US\$30,141,000 (2021: US\$33,161,000), are mortgaged to financial institutions (Note 11).

Dry-docking costs included in vessel costs are capitalised and depreciated on a straight-line basis over the period to the next scheduled dry-docking, which is generally five years. As at 31 December 2022, dry-docking has been fully depreciated (2021: the net carrying amount of dry-docking amounted to US\$1,385,000).

During the financial year ended 31 December 2022, the Group disposed one product tanker (FSL Singapore), one chemical tanker (FSL London) and one crude oil tanker (FSL Hong Kong) for a total net cash consideration of approximately US\$46,757,000, resulting in a gain on disposal of US\$9,158,000.

During the financial year ended 31 December 2022, the Group recorded an impairment loss of US\$953,000 (2021: US\$2,718,000), comprising of US\$953,000 (2021: US\$2,099,000) based on fair value less costs of disposal and Nil (2021: US\$619,000) based on value in use calculations.

The value in use calculations use discounted cash flow projections based on the projected cash flows over the remaining useful life of each vessel and its projected residual value, which was based on the average scrap steel price per light weight ton in recent years or the values obtained from the third party source. The fair value less costs of disposal is based on the sale of similar vessels and is therefore within Level 2 of the fair value hierarchy. (Note 22).

During the previous financial year ended 31 December 2021, the Group had reclassified one chemical tanker) to non-current assets classified as held-for-sale. These were non-recurring fair values which had been measured using observable inputs, being the prices based on Memorandums of Agreement comparable to the sale of similar vessels and these were within Level 2 of the fair value hierarchy (Note 22).

### Carrying amount of the vessels, where the Group leases out under operating lease

	Group	
	2022	2021
	US\$'000	US\$'000
At 1 January	37,281	53,083
Additions	538	8,147
Depreciation/Amortisation charge for the year	(2,953)	(3,875)
Impairment recognised in the income statement	(953)	(2,099)
Disposals	-	(9,085)
Reclassified to non-current assets classified as held-for-sale	-	(8,890)
At 31 December	33,913	37,281

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 5 SUBSIDIARIES

(a) Total interests in subsidiaries

	Trust	
	2022	2021
	US\$'000	US\$'000
<b>Equity investments</b>		
At cost (Note (i))	49,549	49,599
Return of equity	(9,947)	(9,947)
Impairment recognised <sup>(1)</sup>	(12,068)	(11,334)
	27,534	28,318
 <i>(i) Movement of equity investments, at cost</i>		
At 1 January	49,599	49,649
De-registered during the year	-	(50)
Write off against waiver of amounts due to a subsidiary	(50)	-
At 31 December	49,549	49,599

<sup>(1)</sup> Impairment recognised is eliminated at consolidation.

- (b) Management performed an impairment test for the investment in its subsidiaries. An impairment of US\$734,000 (2021: US\$6,754,000) was recognised for the financial year ended 31 December 2022 to write down the investment in subsidiaries to their recoverable amount. The recoverable amount of the investment in these subsidiaries have been determined based on value in use/fair value less costs of disposal which approximates their net assets as at 31 December 2022.



# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 5 SUBSIDIARIES (CONT'D)

(c) Details of the subsidiaries are as follows:

Name of subsidiaries	Country of Incorporation	Effective equity held by the Group	
		2022 %	2021 %
FSL-1, Inc.	Marshall Islands	100	100
FSL-2, Inc.	Marshall Islands	100	100
FSL-3, Inc.	Marshall Islands	100	100
FSL-4, Inc.	Marshall Islands	100	100
FSL-5, Inc.	Marshall Islands	100	100
FSL-6, Inc.	Marshall Islands	100	100
FSL-9 Pte. Ltd.	Singapore	100	100
FSL-10 Pte. Ltd.	Singapore	100	100
FSL-14, Inc.	Marshall Islands	100	100
FSL-15, Inc.	Marshall Islands	100	100
FSL-16, Inc.	Marshall Islands	100	100
FSL-19 Pte. Ltd.	Singapore	100	100
FSL-20, Inc.	Marshall Islands	100	100
FSL-21, Inc.	Marshall Islands	100	100
FSL-22, Inc.	Marshall Islands	100	100
FSL-23 Pte. Ltd.	Singapore	100	100
FSL-24 Pte. Ltd.*	Singapore	100	100
FSL-25 Pte. Ltd.	Singapore	100	100
FSL-26 Pte. Ltd.	Singapore	100	100
FSL-27 Pte. Ltd.	Singapore	100	100
FSL-28, Inc.	Marshall Islands	100	100
FSL-29, Inc.	Marshall Islands	100	100
FSL 9 & 10 Holding Ltd	Cyprus	100	100

\* FSL-24 Pte. Ltd. has been struck off subsequent to the financial year end.

Moore Stephens LLP, Singapore is the auditor for all of the Singapore-incorporated subsidiaries. No statutory audit is required for subsidiaries incorporated in the Marshall Islands and in Cyprus under the laws of their respective countries of incorporation.

All of the Singapore-flagged vessel-owning subsidiaries were subject to externally imposed capital requirements, as required under Regulation 5 of the Merchant Shipping (Registration of Ships) Regulations, which have been complied with.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 6 TRADE AND OTHER RECEIVABLES

	Group		Trust	
	2022 US\$'000	2021 US\$'000	2022 US\$'000	2021 US\$'000
Trade receivables	80	1,106	-	-
Other receivables	158	657	40	16
Amounts due from related party	-	168	-	-
Deposits placed with Commercial/Pool Managers	-	1,800	-	-
Deposits with third parties	605	605	1	1
Claims receivables due from a former charterer (Note 23)	517	517	-	-
Trade and other receivables	1,360	4,853	41	17
Prepayments	78	93	69	66
	1,438	4,946	110	83

- (a) Trade receivables are amounts due from charterers which are unsecured, interest-free and repayable within 60 days. As at 31 December 2022, the trade receivables are classified as current debts. The Group does not have historical credit loss and loss allowance measured at an amount equal to lifetime expected credit losses are assessed to be minimal.
- (b) The amounts due from a related party were trade in nature, unsecured, interest-free and repayable on demand. The Group does not have historical credit loss and loss allowance measured at an amount equal to lifetime expected credit losses were assessed to be minimal.
- (c) Other receivables (including deposits placed with commercial/pool managers) are considered to have low credit risk. Loss allowance, measured at an amount equal to 12-month expected credit loss, is assessed to be minimal.
- (d) In place was a master offsetting agreement between the Trust and its subsidiaries to settle the net amount due to or from each other if required. For such arrangements, the receivables and payables from each counterparty are presented on a net basis.

Amounts due from/(to) subsidiaries	Related amounts set off in the statement of financial position		Net amounts-financial liabilities presented in the statement of financial position US\$'000
	Gross amounts- financial assets US\$'000	Gross amounts- financial liabilities US\$'000	
2022	4,632	(26,440)	(21,808)
2021	47,150	(54,020)	(6,870)

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 6 TRADE AND OTHER RECEIVABLES (CONT'D)

- (e) The amounts due from subsidiaries are non-trade in nature, unsecured, interest-free and repayable on demand. The movement in allowance for impairment of amounts due from subsidiaries was as follows:

	Trust	
	2022	2021
	US\$'000	US\$'000
At 1 January	5,806	13,301
Impairment loss recognised in profit or loss	30	1,400
Write back of impairment	(4,991)	-
Write off of impairment	-	(8,895)
At 31 December	845	5,806

## 7 CASH AND CASH EQUIVALENTS

	Group		Trust	
	2022	2021	2022	2021
	US\$'000	US\$'000	US\$'000	US\$'000
Short-term fixed deposits with financial institution	22,566	-	22,566	-
Cash at bank	7,550	3,667	1,107	792
Cash and cash equivalents in the Consolidated Statement of Cash Flows	30,116	3,667	23,673	792

As at 31 December 2022, the weighted average effective interest rate relating to fixed deposits at the reporting date for the Group and the Trust is 3.97% per annum.

## 8 NON-CURRENT ASSETS CLASSIFIED AS HELD-FOR-SALE

	Group	
	2022	2021
	US\$'000	US\$'000
Non-current assets classified as held-for-sale	-	8,890

During the previous financial year ended 31 December 2021, the Group had reclassified one chemical tanker, FSL London as "Non-current assets classified as held-for-sale". The vessel was disposed during the current financial year ended 31 December 2022.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 9 UNITS IN ISSUE

Group and Trust	Number of units '000	Amount paid US\$'000
<b>2022</b>		
At 1 January and 31 December	1,768,058	561,332
<b>2021</b>		
At 1 January and 31 December	1,768,058	561,332

## 10 RESERVES

	Group		Trust	
	2022 US\$'000	2021 US\$'000	2022 US\$'000	2021 US\$'000
Foreign currency translation reserve	(6,725)	(6,725)	-	-
Accumulated losses	(503,465)	(488,447)	(531,952)	(539,235)
	(510,190)	(495,172)	(531,952)	(539,235)

The foreign currency translation reserve comprises: foreign exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from the presentation currency of the Group; and foreign exchange differences on monetary items which form part of the Group's net investment in foreign operations.

## 11 BANK LOANS

	Group	
	2022 US\$'000	2021 US\$'000
<b>Secured bank loans</b>		
Non-current	10,107	13,507
Current	3,404	3,361
Total carrying amount of secured bank loans	13,511	16,868
Add: Unamortised debt transaction costs	375	582
Total face value of secured bank loans	13,886	17,450

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 11 BANK LOANS (CONT'D)

- (a) During the previous financial year ended 31 December 2021, the Group secured two new loan facilities with one lender, amounting to US\$18,950,000 in aggregate. The two loans bear interest at margin over US\$ 1-month LIBOR. Two security deposits amounting to US\$600,000 were placed with lender. The security deposits will be returned upon full and final repayment of the loans (or partially upon repayment of a tranche relating to a vessel), including interest and any other amounts due and payable. In 2022, the principal weighted average interest margin over LIBOR was 3.975% (2021: 3.975%).
- (b) The term loan facilities are secured on the following:
- (i) a first priority mortgage over the Group's relevant vessels;
  - (ii) a first priority assignment of the Group relevant vessels' rights, title, interest in the insurances to and for each vessel, including insurance for hull and machinery, protection and indemnity and war risks;
  - (iii) a first priority assignment of the Group relevant vessels' rights, title and interest in and to the charter agreements and the charter income of each vessel;
  - (iv) pledge of the shares of the relevant vessel-owning subsidiaries and their bank accounts; and
  - (v) a corporate guarantee by the Trustee-Manager, on behalf of FSL Trust.

As at 31 December 2022, the Group is in compliance with the terms of the loan agreements.

- (c) During the previous financial year ended 31 December 2021, the Group had repaid in full the loan facilities entered into with Hellenic Bank Public Company Limited and Amsterdam Trade Bank N.V. in 2018 amounting to US\$50,000,000 and US\$18,000,000, respectively.
- (d) Under the terms of the two new loan facilities entered into during the previous financial year ended 31 December 2021, the loans are repayable in quarterly instalments, and mature between 2026 and 2028. During the financial year ended 31 December 2022, the Group made total loan repayments amounting to US\$3,564,000 (2021: US\$31,502,000). The table below summarises the maturity profile of the Group's bank loans at the end of the reporting period based on contractual undiscounted repayment obligations.

	Carrying amount US\$'000	Cash flows including interest			
		Total Contractual cash flows US\$'000	Within one year US\$'000	Within one to five years US\$'000	After five years US\$'000
<b>Group Secured bank loans</b>					
<b>2022</b>	13,511	(16,183)	(4,639)	(11,544)	-
<b>2021</b>	16,868	(19,826)	(4,294)	(14,340)	(1,192)

Subject to the terms of the loan agreements, the Group may prepay the whole or any part of the loan and/or be obliged to repay the relevant amount on the relevant date, in the case of the occurrence of events as defined in the loan agreements.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 12 TRADE AND OTHER PAYABLES

	Group		Trust	
	2022 US\$'000	2021 US\$'000	2022 US\$'000	2021 US\$'000
Trade payables	-	206	-	-
Accrued financing expenses	29	18	-	-
Accrued operating expenses	188	147	123	89
Other payables	-	262	-	136
Amounts due to subsidiaries	-	-	21,808	6,870
Amounts due to related parties	363	-	-	-
Amounts due to the Trustee-Manager	228	12	-	-
	<u>808</u>	<u>645</u>	<u>21,931</u>	<u>7,095</u>

The amounts due to subsidiaries are non-trade in nature, unsecured, interest-free and repayable on demand. The amounts due to related parties are trade in nature, unsecured, interest-free and repayable within credit terms. The amounts due to the Trustee-Manager are non-trade in nature, unsecured, interest-free and repayable on demand.

The carrying amounts of the Group's and the Trust's financial liabilities have a maturity of less than one year and approximate the contractual undiscounted cash flows amounts.

## 13 REVENUE

	Group	
	2022 US\$'000	2021 US\$'000
<b>Performance obligations satisfied over time</b>		
Bareboat charter lease income	8,056	7,265
Time charter income	-	4,388
Pool income	1,486	3,939
Freight income	14,682	9,383
	<u>24,224</u>	<u>24,975</u>

Bareboat charter lease income relates to lease income derived from operating leases.

In the previous year, time charter income related to income derived from two vessels time chartered to an international transportation provider.

Pool income relates to income substantially derived from one crude oil tanker deployed on pool arrangements.

Freight income relates to income substantially derived from one crude oil tanker and one product tanker trading in the spot market.



# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 14 FINANCE INCOME AND FINANCE COSTS

	Group	
	2022	2021
	US\$'000	US\$'000
<b>Finance income</b>		
Interest income from cash and cash equivalents	116	31
<b>Finance costs:</b>		
- bank loans	(891)	(602)
- interest to agent	(4)	(2)
- amortisation of debt transaction costs	(207)	(290)
Net foreign exchange gain/(loss)	31	(2)
	<u>(1,071)</u>	<u>(896)</u>
Net finance costs recognised in the income statement	<u>(955)</u>	<u>(865)</u>

## 15 PROFIT BEFORE TAX

The following items have been included in arriving at profit/(loss) before tax:

	Group	
	2022	2021
	US\$'000	US\$'000
Gain on disposal of vessels	(9,158)	(1,085)
Audit fees paid/payable to auditors of the Trust	82	82
Non-audit fees paid/payable to:		
- auditors of the Trust	-	6
Professional fees <sup>(1)</sup>	202	163
Amortisation of initial direct costs	<u>4</u>	<u>1</u>

<sup>(1)</sup> Professional fees included cost incurred on the loan restructuring and corporate actions.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 16 INCOME TAX EXPENSE

	Group	
	2022	2021
	US\$'000	US\$'000
<b>Income tax</b>		
Current tax expense	6	1
	Group	
	2022	2021
	US\$'000	US\$'000
<b>Reconciliation of effective tax rate</b>		
Profit/(Loss) before income tax	13,277	(1,521)
Tax calculated using the Singapore tax rate of 17%	2,257	(259)
Expenses not deductible for tax purposes <sup>(1)</sup>	290	566
Income not subject to tax	(5)	34
Exempt shipping activities	(2,529)	(338)
Singapore statutory tax exemption	(7)	(2)
	6	1

<sup>(1)</sup> Includes impairment on vessels.

The lease income derived by the Group's entities from the respective bareboat charters qualifies for tax exemption under the Maritime Sector Incentive ("MSI") scheme and further extension for a period of five years from 8 February 2017 was granted to 12 vessels. The MSI scheme expired on 7 February 2022.

The freight income and pool income derived by the Group's Singapore entities are also exempted from tax under Section 13A of the Singapore Income Tax Act 1947 ("SITA").

The Group is subject to tax on its non-tax exempt income such as interest income at the prevailing corporate tax rate, after adjusting for allowable expenses.

As at 31 December 2022, the Group has estimated unabsorbed capital allowance of approximately US\$14,802,000 (2021: US\$5,780,000) that are available for set-off against future taxable profits, subject to the agreement of the tax authorities and compliance with the relevant provisions of the SITA. The deferred tax benefit arising from the unabsorbed capital allowances has not been recognised in the financial statements in accordance with the Group's accounting policies (Note 2.12).

No deferred tax liabilities are recognised by the Group in respect of taxes that will be payable upon distribution of unremitted earnings of certain foreign subsidiaries amounting to approximately US\$3,344,000. The Group controls the distribution of these unremitted earnings and has determined that such earnings will not be distributed in the foreseeable future.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 17 DISTRIBUTIONS TO UNITHOLDERS

	Group	
	2022	2021
	US\$'000	US\$'000
- Distribution of 2.00 US cents per unit for the period from 1 January 2021 to 31 March 2021 (tax-exempt income)	-	35,361
- Distribution of 1.50 US cents per unit for the period from 1 July 2021 to 30 September 2021 (tax-exempt income)	-	26,521
- Distribution of 1.60 US cents per unit for the period from 1 April 2022 to 30 June 2022 (tax-exempt income)	28,289	-
	<u>28,289</u>	<u>61,882</u>

## 18 EARNINGS/(LOSS) PER UNIT

	Group	
	2022	2021
Basic and diluted earnings/(loss) per unit is based on:		
Profit/(Loss) for the year (US\$'000)	<u>13,271</u>	<u>(1,522)</u>
Weighted average number of units at the end of the year (basic) ('000)	<u>1,768,058</u>	<u>1,768,058</u>
Basic earnings/(loss) per unit (US cents)	<u>0.75</u>	<u>(0.09)</u>
Weighted average number of units at the end of the year (diluted) ('000)	<u>1,768,058</u>	<u>1,768,058</u>
Diluted earnings/(loss) per unit (US cents)	<u>0.75</u>	<u>(0.09)</u>

## 19 COMMITMENTS

### (a) Operating lease commitments

The undiscounted lease payments from the operating leases to be received after the reporting date are as follows:

	Group	
	2022	2021
	US\$'000	US\$'000
Within one year	7,977	7,738
Between one to two years	6,868	6,142
Between two to three years	6,038	5,020
Between three to four years	1,670	5,053
Between four to five years	1,077	1,670
After five years	1,844	2,921
	<u>25,474</u>	<u>28,544</u>

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 19 COMMITMENTS (CONT'D)

### (a) Operating lease commitments (cont'd)

#### Operating lease-Bareboat charter

The rental rates of eight bareboat charter arrangements are fixed over the lease term and one of the bareboat charter arrangements is with a profit sharing element. The remaining lease period under these non-cancellable leases range from one year to six years nine months (2021: one year to seven years nine months) at the end of the financial year. In two (2021: three) lease agreements held by the Group, the lessees have the option to extend the lease period beyond the base lease period up to three years (2021: three years). The lessees have the option to purchase the related vessels in two (2021: four) lease agreements. Where considered necessary to reduce credit risk, the Group may obtain guarantees for the term of the lease.

The bareboat charter lease income from vessels is disclosed in Note 13.

### (b) Other commitment

The corporate guarantee executed by the Trust for subsidiaries of the Group for the bank loans granted as set out in Note 11 have not been recorded at fair value, as in the view of the management, the difference in the interest rates, by comparing the actual rates charged by the lender with the corporate guarantee made available, with the estimated rates that the lenders would have charged had the corporate guarantee not been made available, is not material.

The corporate guarantee is subject to impairment assessment of IFRS 9. The Trust has assessed that its subsidiaries have strong financial capacity to meet the contractual cash flow obligations in the near future and henceforth does not expect significant credit losses arising from the corporate guarantee.

## 20 RELATED PARTY TRANSACTIONS

A related party is a person or entity that is related to the entity that is preparing its financial statements ("reporting entity").

Parties are considered to be related if (a) a person or a close member of that person's family is related to a reporting entity, if that person (i) has control or joint control over the reporting entity; (ii) has significant influence over the reporting entity; or (iii) is a member of the key management personnel of the reporting entity or of a parent of the reporting entity. (b) An entity is related to a reporting entity if (i) the entity and the reporting entity are members of the same group; (ii) one entity is an associate or joint venture of the other entity; (iii) both entities are joint ventures of the same third party; (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity; (v) the entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity; (vi) the entity is controlled or jointly controlled by a person identified in (a); (vii) a person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity; and (viii) the entity or any member of a group of which is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 20 RELATED PARTY TRANSACTIONS (CONT'D)

The Trustee-Manager is a subsidiary of a substantial unitholder of the Trust. Other than disclosed elsewhere in the financial statements, significant transactions with related parties are as follows conducted at terms agreed between the parties:

	Group	
	2022	2021
	US\$'000	US\$'000
Transactions with the Trustee-Manager:		
Management fees	832	455
Trustee fees	16	25
Disposal fees <sup>(1)</sup>	246	106
Acquisition fees <sup>(1)</sup>	-	50
Transactions with other related parties:		
Directors' fees paid to non-executive directors <sup>(2)</sup>	142	219
Corporate secretarial fees paid to FSL Asset Management Pte. Ltd. <sup>(3)</sup>	12	-
Technical management fees paid to Prime Tanker Management Inc <sup>(4)</sup>	322	142
Commercial management fees paid to Prime Tanker Management Inc <sup>(4)</sup>	179	10

<sup>(1)</sup> During the previous financial year ended 31 December 2021, the Trustee-Manager waived acquisition and disposal fees of approximately US\$1,500,000 in total from the Group.

<sup>(2)</sup> Directors' fees paid to the four Non-Executive and Independent Directors.

<sup>(3)</sup> FSL Asset Management Pte Ltd is the 100% shareholder of FSL Trust Management Pte Ltd, who is deemed interested in 77 of the Trust's issued units as at 31 December 2022.

<sup>(4)</sup> Prime Tanker Management Inc. is an affiliate of Prime Shareholdings Inc., who is deemed interested in 1,283,671,008 of the Trust's issued units as at 31 December 2022.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 21 SEGMENT INFORMATION

The Trustee-Manager has determined the Group as one reportable segment as the Group is only involved in the leasing and chartering of vessels which is carried out in international waters.

Geographical information

Revenues from external customers are attributed to the regions based on the customers' country of origin.

	Revenue	
	2022 US\$'000	2021 US\$'000
Asia	2,132	15,953
Europe	8,056	7,264
North America	14,036	1,758
	<u>24,224</u>	<u>24,975</u>

With respect to the presentation of vessels by geographical information, the Group deals with several lessees and the vessels are deployed to various parts of the world at the discretion and direction of these lessees. Accordingly, the Trustee-Manager does not consider it meaningful to allocate vessels to specific geographical locations.

All other non-current assets are attributed to the countries based on the Group's country of domicile.

As at 31 December 2022, the Group has two customers (2021: four customers) each accounting for more than 10% (2021: 10%) of the Group's total revenue.

## 22 FINANCIAL RISK MANAGEMENT

### Overview

Risk management is integral to the whole business of the Group. The Group is exposed to credit, liquidity and market risks. The Group from time to time may use derivative financial instruments to hedge its interest rate and foreign currency risk exposures. The Group does not hold or issue derivative financial instruments for trading purposes.

Management uses natural hedges or closely monitors the Group's business risk exposures in connection with its financial assets and financial liabilities and adopts the appropriate measures including the use of other financial instruments when considered necessary to reduce any potential financial risk exposures or losses.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 22 FINANCIAL RISK MANAGEMENT (CONT'D)

### (a) Credit Risk

As part of the Trustee-Manager's due diligence activities and prior to the completion of a lease transaction, each new lessee is analysed individually for creditworthiness. The Trustee-Manager then incorporates the results from its due diligence activities into a risk-adjusted pricing model. This model incorporates a credit loss component which takes into account the likelihood of default, the level of recoverability following a default and the credit exposure at the time of default.

Upon the completion of a lease transaction, the Trustee-Manager conducts on-going credit reviews annually or semi-annually to monitor each lessee's financial performance and compliance with financial covenants (if any). In addition, the payment conduct of a lessee is monitored on a monthly basis.

The Group's credit risk is concentrated in lessees in the shipping industry; and the Group's maximum exposure to credit risk in the event that counterparties fail to perform their obligations as of 31 December 2022 in relation to each class of recognised financial assets is the carrying amount of those assets as indicated in the Statements of Financial Position.

In addition, the Trust is exposed to credit risk in relation to a financial guarantee given to the financial institution provided by the Trust. The Trust's maximum exposure in this respect is the maximum amount the Trust is liable to pay if the guarantee is called on as disclosed below.

	Trust	
	2022	2021
	US\$'000	US\$'000
Financial guarantee provided to the financial institution on subsidiaries' bank loans (Note 11)	13,511	16,868

### Cash and cash equivalents and other financial assets

The Group does not expect to incur material credit losses on its financial assets. Cash and cash equivalents are placed with financial institutions which are regulated. Deposits are held with a major financial institution with external credit rating (as provided by independent rating agency) of at least an "A" rating.

Impairment on cash and cash equivalents has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. The Group considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties.

The Group uses a similar approach for assessment of expected credit loss for cash and cash equivalents to those used for debt investments. The amount of the allowance on cash and cash equivalents are assessed to be minimal.



# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 22 FINANCIAL RISK MANAGEMENT (CONT'D)

### (a) Credit Risk (cont'd)

#### Credit risk grading guideline

The Group has established the Group's internal credit risk grading to the different exposures according to their degree of default risk. The internal credit risk grading which are used to report the Group's credit risk exposure to key management personnel for credit risk management purposes are set out in Note 2.6(a) to the financial statements.

#### Credit risk exposure and significant credit risk concentration

The Group have assessed the financial assets as performing, counterparties having low risk of default and does not have any past due amounts. The basis of recognition of expected credit loss for trade and other receivables are set out in Note 6 to the financial statements. The ageing of trade receivables at the reporting date was:

	Group	
	2022	2021
	US\$'000	US\$'000
Not past due	80	1,106

#### Financial guarantee

The Trust has issued a financial guarantee to the financial institution for its subsidiaries' bank loans. The guarantee is subject to impairment requirements of IFRS 9. The Trust does not expect significant credit losses arising from the guarantee, as it is unlikely that the Trust will be held liable as a result of the corporate guarantee since there is no default in the payment of bank loans by these subsidiaries to which the guarantee is provided.

### (b) Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as and when they fall due. The Group's approach to managing liquidity is to ensure that it will always have sufficient liquidity to meet its liabilities when due, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 30 days, including the servicing of financial obligations.

The contractual undiscounted cash outflows for bank loans are disclosed in Note 11 to the financial statements. The contractual undiscounted cash outflows for trade and other payables approximate their carrying amounts stated in the Statements of Financial Position due to their short term maturity.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 22 FINANCIAL RISK MANAGEMENT (CONT'D)

### (b) Liquidity Risk (cont'd)

	1 year or less US\$'000	Carrying amount US\$'000
<b>Trust</b>		
Corporate guarantee* (Note 11)	13,511	13,511

\* Based on the maximum amount of the financial guarantee that is allocated to the earliest period in which the guarantee could be called.

### (c) Market Risk

Market risk is the risk that changes in market prices, such as interest rates, foreign exchange rates and equity prices, which will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters.

### (d) Interest Rate Risk

The Trustee-Manager, on behalf of the Trust, reviews any unhedged exposures periodically and will consider hedging them after taking into consideration the prevailing interest rate environment. The Group is exposed mainly to the United States Dollar London Inter-bank Offer Rate ("USD LIBOR").

#### *Sensitivity analysis*

With respect to the variable rate bank loans, an increase of 100 bps (2021: 100 bps) in interest rate at the reporting date would decrease/(increase) profit/(loss) after tax by the amounts shown below. This analysis assumes that all other variables remain constant.

	Group and Trust Profit/(Loss) for the year	
	2022 US\$'000	2021 US\$'000
Variable rate bank loans	159	(155)

A decrease of 100 bps (2021: 100 bps) in interest rate at the reporting date would have equal but opposite effects of the amounts as shown above, on the basis that all other variables remain constant.

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 22 FINANCIAL RISK MANAGEMENT (CONT'D)

### (e) Foreign Currency Risk

In respect of other monetary assets and liabilities held in currencies other than the US dollar, the Group ensures that the net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates, where necessary, to address short term imbalances.

The Group's and the Trust's exposures to foreign currencies are as follows:

	2022		2021	
	Euro US\$'000	Singapore dollar US\$'000	Euro US\$'000	Singapore dollar US\$'000
<b>Group</b>				
Other receivables	-	13	-	25
Cash and cash equivalents	7	105	58	72
Trade and other payables	-	(167)	-	(181)
<b>Trust</b>				
Other receivables	-	7	-	19
Cash and cash equivalents	7	93	58	54
Trade and other payables	-	(123)	-	(132)

#### Sensitivity analysis

A 10% strengthening/weakening of US dollar against the following currencies at the reporting date would increase/(decrease) results and other comprehensive income/(loss) by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

	Profit/(Loss) for the year and other comprehensive income/(loss)	
	Strengthening of US Dollars US\$'000	Weakening of US Dollars US\$'000
<b>Group</b>		
<b>2022</b>		
Euro	(1)	1
Singapore dollar	5	(5)
<b>2021</b>		
Euro	12	(12)
Singapore dollar	(8)	8

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 22 FINANCIAL RISK MANAGEMENT (CONT'D)

### (f) Fair Values Measurements

The following summarises the significant methods and assumptions used in estimating the fair values of financial instruments of the Group and the Trust.

#### *Non-derivative financial liabilities*

The carrying amount of the variable rate bank loans, which are repriced on a monthly or quarterly basis at prevailing market interest rates (Level 2), closely reflects the corresponding fair values.

#### *Other financial assets and liabilities*

The carrying amounts of financial assets and liabilities with a maturity of less than one year (including trade and other receivables, cash and cash equivalents and trade and other payables) approximate their fair values due to their short period to maturity and where the effect of discount is immaterial.

#### *Fair Value Hierarchy*

Fair value measurement disclosure of other assets that are recognised or measured at fair value, are disclosed in Note 4 and Note 8 to the financial statements.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

### (g) Capital Management

The Trustee-Manager defines "capital" to include funds raised through the issuance of units, revenue reserves and proceeds raised from debt facilities. The Trustee-Manager's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the Group and the Trust. The Trustee-Manager monitors capital based on a gearing ratio.

	Group		Trust	
	2022 US\$'000	2021 US\$'000	2022 US\$'000	2021 US\$'000
Bank loans	13,511	16,868	-	-
Equity	51,142	66,160	29,380	22,097
Total debt and equity	64,653	83,028	29,380	22,097
Bank loans against total debt and equity	0.21	0.20	-	-

# Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

## 22 FINANCIAL RISK MANAGEMENT (CONT'D)

### (g) Capital Management (cont'd)

The Trustee-Manager also monitors the distribution per unit (if any), which is the annualised distribution to unitholders divided by total number of units (Note 17).

The cash flows from the operating activities of the Group and the Trust are sufficient to fund the scheduled debt service, payments to the Trustee-Manager and working capital requirements. To the extent that financing for additional vessels is required, additional equity or debt securities may be issued or additional secured borrowings may be incurred.

There were no changes in the Group's and the Trust's approach to capital management during the year. Other than disclosed elsewhere in the financial statements, the Group and the Trust are not subject to externally or regulatory imposed capital requirements.

## 23 LEGAL CASE

FSL-20, Inc. ("FSL-20"), a wholly-owned subsidiary of the Trust and the owner of the containership "FSL Eminence" (formerly known as "YM Eminence") had entered into a twelve year bareboat charter agreement with the charterer in May 2008.

During the financial year ended 31 December 2020, the charterer had redelivered the vessel back to FSL-20 in breach of the redelivery provisions of the bareboat charter.

Consequently, in order to protect the interests of the Unitholders, FSL-20 performed all necessary repairs. FSL-20 is in the process to file a claim to recover the repair costs and losses incurred from the charterer.

# Fleet Employment

AS AT 17 MARCH 2023

Vessel	Year Built	Capacity	Employment	Lessee	Lease Commencement
<b>Product Tanker</b>					
Cumbrian Fisher	2004	12,921 DWT	Bareboat Charter	James Fisher	23 Dec 2004*
Clyde Fisher	2005	12,984 DWT	Bareboat Charter	James Fisher	04 Feb 2005*
Shannon Fisher	2006	5,421 DWT	Bareboat Charter	James Fisher	01 Feb 2006*
Solway Fisher	2006	5,421 DWT	Bareboat Charter	James Fisher	30 Jun 2006*
Speciality	2006	4,426 DWT	Bareboat Charter	James Fisher	01 Jun 2007*
Seniority	2006	4,426 DWT	Bareboat Charter	James Fisher	01 Jun 2007*
Superiority	2007	4,426 DWT	Bareboat Charter	James Fisher	01 Jun 2007*
Pelican Fisher	2008	9,596 DWT	Bareboat Charter	James Fisher	17 Sep 2021*

**Note:**

\* Initial commencement date for lease

# ADDITIONAL INFORMATION

## INTERESTED PERSON TRANSACTIONS

The transactions entered into with interested persons for the financial period 1 January to 31 December 2022 which fall under the Listing Manual of the SGX-ST and the Business Trusts Act 2004 of Singapore (excluding transactions less than S\$100,000 each) are as follows:

Name of Interested Person	Nature of relationship	Aggregate value of all interested person transactions during the financial period under review (excluding transactions less than S\$100,000 (equivalent to approximately US\$74,549 <sup>(1)</sup> ) and transactions conducted under Unitholders' mandate pursuant to Rule 920	Aggregate value of all interested person transactions conducted under Unitholders' mandate pursuant to Rule 920 (excluding transactions less than S\$100,000 (equivalent to approximately US\$74,549 <sup>(1)</sup> ))
Prime Tanker Management Inc. – services rendered	An affiliate of Prime Shareholdings Inc., who is deemed interested in the units held by FSL Holdings Pte. Ltd	US\$ 501,746 <sup>(2)</sup>	Not Applicable <sup>(7)</sup>
FSL Trust Management Pte. Ltd. – Management Fee – Trustee Fee – Divestment Fee	Trustee-Manager, a wholly-owned subsidiary of FSL Asset Management Pte. Ltd., which is wholly-owned by FSL Holdings Pte. Ltd.	US\$ 831,869 <sup>(3)</sup> US\$ 15,576 <sup>(4)</sup> US\$ 245,815 <sup>(5)</sup>	Not Applicable <sup>(7)</sup> Not Applicable <sup>(7)</sup> Not Applicable <sup>(7)</sup>
FSL Asset Management Pte. Ltd. – services rendered	A subsidiary wholly owned by FSL Holdings Pte. Ltd.	US\$ 11,530 <sup>(6)</sup>	Not Applicable <sup>(7)</sup>

### Notes:

- (1) Based on prevailing exchange rate as at 31 December 2022.
- (2) This relates to technical and commercial management fees provided to subsidiary companies.
- (3) This relates to the management fee payable by FSL Trust under the deed of trust dated 19 March 2007 as amended and supplemented from time to time. Management fee of 4% of the lease income and any income, other than lease, generated by the Trust from its authorised businesses, net of any other commissions or deductions by third parties and taxes, duties and levies, is subject to a minimum fee of US\$ 350,000 per calendar quarter as approved at EGM held on 23 August 2022.
- (4) This relates to the trustee fee payable by FSL Trust under the deed of trust dated 19 March 2007 as amended and supplemented from time to time.
- (5) This relates to the divestment fee payable by FSL Trust under the deed of trust dated 19 March 2007 as amended and supplemented from time to time.
- (6) This relates to the corporate secretarial services fees provided to subsidiary companies.
- (7) FSL Trust has not sought any Unitholders' mandate for interested person transactions.

Except as disclosed above, there were no additional interested person transactions (excluding transactions less than S\$100,000 (US\$74,549) equivalent) entered into up to and including 31 December 2022.

## NOTIFICATION OF COMPOSITION OF DISTRIBUTION

Pursuant to Clause 9.5 of the Trust Deed dated 19 March 2007 and in respect of the Distributions made by First Ship Lease Trust ("Trust") during the financial year ended 31 December 2022:-

3.6% composed of Income and 96.4% of Capital of the Trust

and

0% tax has been deducted from the Distribution entitlement.



# Statistics of Unitholdings

AS AT 17 MARCH 2023

No. of units issued	:	1,768,057,636
Class of units	:	Ordinary units with 1 vote per unit
Treasury Units	:	Nil

## DISTRIBUTION OF UNITHOLDINGS

Size of Unitholdings	Number of Unitholders	%	Number of Units	%
1 – 99	6	0.18	142	0.00
100 – 1,000	224	6.67	199,400	0.01
1,001 – 10,000	1,259	37.50	6,631,155	0.37
10,001 – 1,000,000	1,816	54.10	192,681,091	10.90
1,000,001 and above	52	1.55	1,568,545,848	88.72
<b>Total</b>	<b>3,357</b>	<b>100.00</b>	<b>1,768,057,636</b>	<b>100.00</b>

## TWENTY LARGEST UNITHOLDERS

No.	Name of Unitholders	Number of Units	%
1.	FSL HOLDINGS PTE. LTD.	1,283,670,931	72.60
2.	RAFFLES NOMINEES (PTE.) LIMITED	58,460,800	3.31
3.	DBS NOMINEES (PRIVATE) LIMITED	31,774,633	1.80
4.	CITIBANK NOMINEES SINGAPORE PTE LTD	26,757,900	1.51
5.	MAYBANK SECURITIES PTE. LTD.	25,988,700	1.47
6.	NG HWEE KOON	20,066,400	1.13
7.	PHILLIP SECURITIES PTE LTD	11,552,100	0.65
8.	TAN SIEW KENG CHRISTINA	7,910,000	0.45
9.	UOB KAY HIAN PRIVATE LIMITED	6,214,000	0.35
10.	IFAST FINANCIAL PTE. LTD.	5,502,900	0.31
11.	PEH KOK KEONG	5,300,000	0.30
12.	YIM WING CHEONG	5,100,000	0.29
13.	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	4,874,650	0.28
14.	TIGER BROKERS (SINGAPORE) PTE. LTD.	4,857,800	0.27
15.	ONG EUGENE	4,500,000	0.25
16.	WIRTZ JOCHEN	4,026,200	0.23
17.	DB NOMINEES (SINGAPORE) PTE LTD	4,000,000	0.23
18.	OCBC NOMINEES SINGAPORE PRIVATE LIMITED	3,612,550	0.20
19.	SF VENTURES PTE LTD	3,000,000	0.17
20.	ABN AMRO CLEARING BANK N.V.	2,803,200	0.16
	<b>TOTAL</b>	<b>1,519,972,764</b>	<b>85.96</b>

# Statistics of Unitholdings

AS AT 17 MARCH 2023

## SUBSTANTIAL UNITHOLDERS

(As shown in the Register of Substantial Unitholders)

Name of Substantial Unitholder	Direct Interests	%	Deemed Interests	%
FSL Holdings Pte. Ltd. <sup>1</sup>	1,283,670,931	72.60	77	0.00
Prime Shareholdings Inc. <sup>2</sup>	-	-	1,283,671,008	72.60
Prime Investments and Holdings Ltd <sup>2</sup>	-	-	1,283,671,008	72.60
Prime Marine Corporation <sup>2</sup>	-	-	1,283,671,008	72.60
PMC Holding Inc. <sup>2</sup>	-	-	1,283,671,008	72.60
Joelma Holding Inc. <sup>2</sup>	-	-	1,283,671,008	72.60
Geomel Holding Inc. <sup>2</sup>	-	-	1,283,671,008	72.60
Stella Maris Holding Inc. <sup>2</sup>	-	-	1,283,671,008	72.60
Efstathios Topouzoglou <sup>2</sup>	-	-	1,283,671,008	72.60
Michail Chalkias <sup>2</sup>	-	-	1,283,671,008	72.60
Georgios Kouleris <sup>2</sup>	-	-	1,283,671,008	72.60

### Notes:

1. FSL Holdings Pte. Ltd. ("FSLH") is the 100% shareholder of FSL Asset Management Pte. Ltd., which in turn wholly-owns FSL Trust Management Pte. Ltd. FSLH is therefore deemed to be interested in 77 units held by FSL Trust Management Pte. Ltd.
2. FSLH is a wholly-owned subsidiary of Prime Shareholdings Inc. ("PSI"). PSI is a wholly-owned subsidiary of Prime Investments and Holdings Ltd, which is a wholly-owned subsidiary of Prime Marine Corporation, which is in turn a wholly-owned subsidiary of PMC Holding Inc. ("PMCHI"). PMCHI is 57% held by Joelma Holding Inc., which is 100% held by Efstathios Topouzoglou, 21.5% held by Geomel Holding Inc., which is 100% held by Michail Chalkias, and 21.5% held by Stella Maris Holding Inc., which is 100% held by Georgios Kouleris.

## FREE FLOAT

Based on information available as at 17 March 2023, approximately 27.06% of the units of First Ship Lease Trust is in the hands of the public and accordingly Rule 723 of the Listing Manual of the Singapore Exchange Securities Trading Limited has been complied with.

# Notice of Annual General Meeting of the Unitholders

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting of First Ship Lease Trust (“**FSL Trust**” or the “**Trust**”), will be held at Meeting room 331, Level 3, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Friday, 21 April 2023 at 10:00 a.m. for the purpose of transacting the following businesses:

## ORDINARY BUSINESSES

1. To receive and adopt the Report of the Trustee-Manager, Statement by the Trustee-Manager and Audited Financial Statements of FSL Trust for the financial year ended 31 December 2022, together with the Auditor’s Report thereon. **(Ordinary Resolution 1)**
2. To re-appoint Moore Stephens LLP as the Auditors of FSL Trust to hold office until the conclusion of the next annual general meeting of FSL Trust, and to authorise the Directors of the Trustee-Manager to fix their remuneration. **(Ordinary Resolution 2)**
3. To transact any other ordinary business which may properly be transacted at an annual general meeting of the Unitholders.

## SPECIAL BUSINESSES

4. To consider and, if thought fit, to pass the following resolution with or without modifications as an Ordinary Resolution:

THAT:

pursuant to Section 36 of the Business Trusts Act 2004 of Singapore (the “**Business Trusts Act**”) Clause 6.1 of the deed of trust dated 19 March 2007 constituting First Ship Lease Trust (as amended) (the “**Trust Deed**”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Trustee-Manager, on behalf of FSL Trust, be authorised to:

- (a)
  - (i) issue units in FSL Trust (“**Units**”) whether by way of rights, bonus or otherwise; and/or
  - (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that would or might require Units to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Units,

at any time to such persons and on such terms and conditions whether for cash or otherwise as the Trustee-Manager may in its absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Units in pursuance of any Instrument made or granted by the Trustee-Manager while this Resolution was in force,

provided that:

- (1) the aggregate number of Units to be issued pursuant to this Resolution (including Units to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed 50 per cent. (50%) of the total number of issued Units excluding treasury Units (as calculated in accordance with sub-paragraph (2) below); of which the aggregate number of Units to be issued other than on a pro rata basis to existing Unitholders of FSL Trust shall not exceed 20 per cent. (20%) of the total number of issued Units excluding treasury Units in FSL Trust (as calculated in accordance with sub-paragraph (2) below);

# Notice of Annual General Meeting of the Unitholders

- (2) (subject to such calculation as may be prescribed by SGX-ST) for the purpose of determining the aggregate number of Units that may be issued under sub-paragraph (1) above, the percentage of issued Units shall be based on the total number of issued Units (excluding treasury Units) in FSL Trust at the time of the passing of this Resolution, after adjusting for:
- (a) new Units arising from the conversion or exercise of any Instruments that are convertible into Units; and
  - (b) any subsequent bonus issue, consolidation or subdivision of Units;
- (3) in exercising the authority conferred by this Resolution, the Trustee-Manager shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST), the Trust Deed and the Business Trusts Act; and
- (4) unless revoked or varied by ordinary resolution of Unitholders of FSL Trust in a general meeting, such authority shall continue in force (i) until the conclusion of the next annual general meeting of the Unitholders of FSL Trust or the date by which the next annual general meeting of the Unitholders of FSL Trust is required by law to be held, whichever is earlier, or (ii) in the case of Units to be issued in pursuance of the Instruments made or granted pursuant to this Resolution, until the issuance of such Units in accordance with the terms of the Instruments. **(Ordinary Resolution 3)**
5. To consider and, if thought fit, to pass the following resolution with or without modifications as an Ordinary Resolution:
- THAT:
- authority be and is hereby given to the Trustee-Manager to allot and issue from time to time such number of Units as may be required to be allotted and issued pursuant to the FSL Trust Distribution Reinvestment Scheme. **(Ordinary Resolution 4)**

By Order of the Board  
FSL Trust Management Pte. Ltd.  
As Trustee-Manager of First Ship Lease Trust

Elizabeth Krishnan / Bridget Boyd  
Company Secretaries

Singapore  
3 April 2023

# Notice of Annual General Meeting of the Unitholders

## Explanatory Notes on Resolution 3

If passed, the Ordinary Resolution set out in Resolution 3 empowers the Trustee-Manager from the date of the Sixteenth Annual General Meeting until the date of the subsequent Annual General Meeting or the date by which the subsequent Annual General Meeting is required by law to be held or such authority is varied or revoked by FSL Trust in a general meeting of Unitholders, whichever is the earlier, to issue Units, make or grant Instruments convertible into Units and to issue Units pursuant to such Instruments in FSL Trust up to a number not exceeding in aggregate 50% of the issued Units in FSL Trust of which up to 20% may be issued other than on a pro rata basis to Unitholders.

The aggregate number of Units which may be issued shall be based on the total number of issued Units (excluding treasury Units) at the time Resolution 3 is passed after adjusting for new Units arising from the conversion or exercise of any Instruments that are convertible into Units, as well as any subsequent bonus issue, consolidation or subdivision of Units.

## Explanatory Notes on Resolution 4

Resolution 4 is a renewal of the resolution that was approved by Unitholders at the Fifteenth Annual General Meeting held on 27 April 2022.

If passed, the Ordinary Resolution set out in Resolution 4 authorises the Trustee-Manager to issue Units pursuant to the FSL Trust Distribution Reinvestment Scheme, which was adopted by resolution of the Unitholders at the Extraordinary General Meeting held on 9 October 2008, to Unitholders who, in respect of a qualifying distribution, have elected to receive Units in lieu of the cash amount of that qualifying distribution.

## NOTES:

### 1. General

This Sixteenth Annual General Meeting (“AGM”), convened by the Trustee-Manager will be held physically, pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. There will be no option for Unitholders to participate at the AGM virtually.

The Trustee-Manager may implement such COVID-19 safe management measures at the AGM, if required or, as may be required by any directives or guidelines issued by the relevant authority, in light of the COVID-19 situation in Singapore. Unitholders are urged to check the Trustee-Manager’s website at URL [www.fsltrust.com](http://www.fsltrust.com) for the latest updates.

### 2. Notice of AGM and Proxy Form

The Annual Report 2022, this Notice of AGM and Proxy Form will be made available to Unitholders by electronic means via publication on the Trustee-Manager’s website at the URL [www.fsltrust.com](http://www.fsltrust.com). The Notice will also be available on the SGX website at the URL [www.sgx.com/securities/company-announcements](http://www.sgx.com/securities/company-announcements). Printed copies of these documents will not be sent to the Unitholders. A Unitholder may request for a printed copy of these documents by sending his/her completed Request Form (available in the letter to Unitholders dated 3 April 2023) to the Trustee-Manager by 10 April 2023.

# Notice of Annual General Meeting of the Unitholders

## 3. Attendance at AGM

Attendance at the AGM will be by physical means only. Unitholders or their corporate representatives (in the case of a member which is a legal entity) will be able to participate in the AGM in person.

## 4. Voting by proxy

A proxy need not be a Unitholder of FSL Trust.

- (a) A Unitholder who is not a relevant intermediary is entitled to appoint not more than two proxies to attend and vote at the AGM. Where such a Unitholder appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her holding (expressed as a percentage of the whole) to be represented by each proxy.
- (b) A Unitholder who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different unit or units held by such Unitholder. Where such Unitholder's form of proxy appoints more than two proxies, the number and class of units in relation to which each proxy has been appointed, shall be specified in the form of proxy.

'Relevant intermediary' has the meaning ascribed to it in Section 181 of the Companies Act 1967.

The instrument appointing a proxy must be submitted in the following manner:-

- (a) if submitted in hard copy, the proxy form may be sent personally or by post and lodged with our Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- (b) if submitted electronically via email, the proxy form must be sent to [agm@firstshiplease.com](mailto:agm@firstshiplease.com).

In either case, the proxy form must be received by the Unit Registrar not less than 72 hours before the time appointed for the AGM.

Unitholders who hold their units through relevant intermediaries (including SRS investors), who wish to appoint a proxy, should approach their respective relevant intermediaries to submit their voting instructions in advance, in order to allow sufficient time for their respective relevant intermediaries to submit the proxy form to vote on their behalf, by 10.00 a.m. on 18 April 2023.

## 5. Submission of questions in advance

Unitholders who are unable to attend the AGM, may submit questions related to the resolutions to be tabled at the AGM, at [agm@firstshiplease.com](mailto:agm@firstshiplease.com) latest by 5.00 p.m. on 18 April 2023. The Trustee-Manager will address substantial questions relating to these resolutions at the AGM and post the answers on its website and SGXNet after the AGM. The Trustee-Manager will, within one month after the AGM, publish the minutes of the AGM on SGXNet and its website.

## 6. Annual Report 2022

The Annual Report 2022 has been published on 3 April 2023 and may be accessed on the Trustee-Manager's website and on SGXNet.

# Notice of Annual General Meeting of the Unitholders

## PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a Unitholder of FSL Trust (i) consents to the collection, use and disclosure of the Unitholder's personal data by the Trustee-Manager (or its agents or service providers) for the purpose of the processing, administration and analysis by the Trustee-Manager (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Trustee-Manager (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies) and/or representative(s) to the Trustee-Manager (or its agents or service providers), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Trustee-Manager (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Unitholder will indemnify the Trustee-Manager in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.



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**FIRST SHIP LEASE TRUST**

(A business trust constituted on 19 March 2007)

**FSL TRUST MANAGEMENT PTE. LTD.**

(Incorporated in the Republic of Singapore)

Company Registration No. 200702265R

(as Trustee-Manager of First Ship Lease Trust)

# PROXY FORM

**SIXTEENTH ANNUAL GENERAL MEETING OF UNITHOLDERS OF FIRST SHIP LEASE TRUST**

I/We \_\_\_\_\_ (Name)

holder of NRIC/Passport Number or Company registration or UEN \_\_\_\_\_ of

\_\_\_\_\_ (Address)

being a Unitholder/Unitholders of First Ship Lease Trust hereby appoint:

Name	Proportion of Unitholdings	
NRIC/Passport Number	No. of Units	%
Address		

and/or (delete as appropriate)

Name	Proportion of Unitholdings	
NRIC/Passport Number	No. of Units	%
Address		

as my/our proxy/proxies to attend and to vote for me/us on my/our behalf, at the Sixteenth Annual General Meeting ("AGM") of Unitholders of First Ship Lease Trust to be held on Friday, 21 April 2023 at 10:00 a.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against or abstain from voting on the Resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her discretion, as he/she will on any other matter arising at the AGM.

No.	Resolutions relating to:	No. of votes 'For'*	No. of votes 'Against'*	No. of votes 'Abstain'*
1.	Adoption of the Report of the Trustee-Manager, Statement by the Trustee-Manager and Audited Financial Statements of First Ship Lease Trust for the financial year ended 31 December 2022 together with the Auditor's Report thereon			
2.	Re-appointment of Moore Stephens LLP as Auditors of First Ship Lease Trust and authority of Directors of Trustee-Manager to fix their remuneration			
3.	Authority to issue new Units			
4.	Authority to issue new Units pursuant to the First Ship Lease Trust Distribution Reinvestment Scheme			

\* If you wish to exercise all your votes "For" or "Against" or "Abstain", please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate. If you mark the "Abstain" box for a particular resolution, you are directing your proxy not to vote on that resolution and your votes will not be counted in computing the required majority on the poll.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

<b>Total No. of Units in:</b>	<b>No. of Units</b>
CDP Register:	

\_\_\_\_\_  
Signature of Individual Unitholder(s) or  
Common Seal of Corporate Unitholder

**IMPORTANT: PLEASE READ NOTES OVERLEAF**

**NOTES:**

1. A Unitholder entitled to attend and vote at the AGM of FSL Trust may appoint a proxy to attend and vote on his/her/its behalf at the AGM.
  - (a) A Unitholder who is not a relevant intermediary is entitled to appoint not more than two proxies to attend and vote at the AGM. Where such a Unitholder appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her holding (expressed as a percentage of the whole) to be represented by each proxy.
  - (b) A Unitholder who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different unit or units held by such Unitholder. Where such Unitholder's form of proxy appoints more than two proxies, the number and class of units in relation to which each proxy has been appointed, shall be specified in the form of proxy.  
  
'Relevant intermediary' has the meaning ascribed to it in Section 181 of the Companies Act 1967.
2. A proxy need not be a Unitholder of First Ship Lease Trust.
3. A Unitholder should insert the total number of Units held. If the Unitholder has Units entered against his/her name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), he should insert that number of Units. If no number is inserted, this form of proxy will be deemed to relate to all the Units held by the Unitholder.
4. The instrument appointing a proxy must be submitted in the following manner:-
  - (a) if submitted in hard copy, the proxy form may be sent personally or by post and lodged with our Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
  - (b) if submitted electronically via email, the proxy form must be sent to [agm@firstshiplease.com](mailto:agm@firstshiplease.com).In either case, the proxy form must be received by the Unit Registrar not less than 72 hours before the time appointed for the AGM, that is, 10.00 a.m. on Tuesday, 18 April 2023, failing which, the instrument of proxy shall be treated as invalid.

5. The instrument appointing a proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
6. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney or duly authorised officer, the letter or power of attorney or board resolution duly authorising the officer or a duly certified copy thereof must be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
7. The Trustee-Manager shall be entitled to reject the instrument appointing a proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument. In addition, in the case of Units entered in the Depository Register, the Trustee-Manager may reject the instrument appointing a proxy if the Unitholder, being the appointor, is not shown to have Units entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited ("**Depository**") to The Trustee-Manager.
8. For the purposes of determining the number of Units held in respect of Units registered in the name of the Depository and the number of votes which a particular Unitholder may cast in respect of such Units, the Trustee-Manager shall be entitled and bound to accept as accurate the number of Units credited in the securities account(s) of the relevant depositor as shown in the records of the Depository as at a time not earlier than 72 hours prior to the time of the relevant meeting supplied by the Depository to the Trustee-Manager, and accept as the maximum number of votes which in aggregate the depositor's proxy is able to cast on a poll a number which is the number of Units credited into the securities account(s) of the relevant depositor, as shown in the aforementioned records of the Depository, whether that number is greater or smaller than that specified by the depositor in the instrument of proxy. The Trustee-Manager shall not, under any circumstances, be responsible for, or liable to any person as a result of it, acting upon or relying on the aforementioned records of the Depository.

**PERSONAL DATA PRIVACY:**

By submitting an instrument appointing a proxy, the Unitholder accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 3 April 2023.

*Fold this flap for sealing*

Please  
affix  
postage  
stamp

**THE COMPANY SECRETARY**  
**FSL TRUST MANAGEMENT PTE. LTD.**  
(as Trustee-Manager of First Ship Lease Trust)  
c/o Boardroom Corporate & Advisory Services Pte. Ltd.  
1 Harbourfront Avenue,  
#14-07 Keppel Bay Tower,  
Singapore 098632





**FSL TRUST MANAGEMENT PTE. LTD.**  
as Trustee-Manager for First Ship Lease Trust  
(Co. Reg. No.: 200702265R)

7 Temasek Boulevard  
#12-10 Suntec Tower One  
Singapore 038987  
Phone: +65 6836 3000  
Fax: +65 6836 6001

Investor Relations  
Email: [investors@firstshiplease.com](mailto:investors@firstshiplease.com)  
Website: [www.firstshiplease.com](http://www.firstshiplease.com)